

OCADO GROUP PLC

Full year results for the 52 weeks ended 30 November 2025

26 February 2026

Strong EBITDA growth; On track to turn cash flow positive;
Expanding global commercial activity

Financial progress

- **Group revenue* £1,362m, +12.1%**; Technology Solutions +13.0%, Ocado Logistics +11.5%, Statutory revenue +13.8%
- **Group adjusted EBITDA*¹ £178m (FY24: £112m)**; Technology Solutions £140m, (FY24: £81m), (margin growth from 16.2% to 25.0%) and Ocado Logistics £38m, (FY24: £31m)
- **Ocado Retail ("ORL") revenue +15.4%**; EBITDA* £84m (FY24: £45m); now reported as an associated undertaking following its deconsolidation in April 2025; Ocado's economic interest remains unchanged
- **Statutory profit £395m (FY24: £(374)m)**; after adjusting items of £754m (FY24: £5m), including a reported gain of £783m on the statutory valuation of 50% ORL's equity upon deconsolidation
- **Underlying cash flow² of £(213)m** (FY24: £(199)m) excluding the £113m letter of credit received, with increasing EBITDA offset by higher finance costs
- **Strong liquidity at £1.0bn at YE** with cash and cash equivalents of £740m (FY24: £733m) and a £300m RCF; further underpinned by £279m received from Kroger (£261m) and Sobeys (£18m) post year-end
- **Refinanced £400m debt** in FY25; Group set to address its £350m maturities to FY27 from existing cash

Operational and strategic progress

- **Growth in average modules**; +4% to 121 average live modules³ (FY24: 116); Live modules at year end: 122 (FY24: 123) following the cessation of Morrisons deliveries from our Erith CFC (5 modules); 4 modules added across our CFCs in the US, UK and Poland
- **OSP network growth and Re:Imagined rollout**; 72m orders shipped worldwide in FY25, +26%⁴ growth in international weekly CFC volumes; OGRP rolled out in 10 CFCs with most advanced CFC now picking c.50% volumes robotically; 3-module Warsaw CFC optimised-site design built and opened in 12 months
- **Resetting our Kroger and Sobeys partnerships**; now a combined base of 7 live CFCs; following 4 site closures. Key learnings addressed with North American market now fully open to Ocado
- **Rolling off exclusivity** across wider global markets; enabling a return to multiple mature grocery markets with a significantly evolved solutions proposition
- **New solutions and more flexibility**; rolling out same-day and short lead-time deliveries from CFCs, already achieving up to 40% same-day in most advanced site; integrating global online aggregators; well positioned to take advantage of a clear opportunity in the US and globally with *Store Based Automation*
- **Ocado Retail, enabled by Ocado Logistics**, delivering market-leading¹² growth with orders +13.1%; 3.8% EBITDA margin* (excl. Hatfield fees); total CFC costs, incl. labour, at 6% sales with UPH efficiency +8%

Guidance and outlook

- **FY26 Technology Solutions revenue c.£500m and EBITDA* margin c.30%** excl. CFC closure fees⁵
- **6 CFCs going-live over the next 2-3 years**; Busan & Tokyo 2 (FY26), Phoenix (FY26/FY27), Barcelona, Tokyo 3 & Seoul (FY27/FY28)
- **Module growth**; c.10 new modules expected in FY26 and c.10-15 new modules in FY27, offsetting the recent reduction of 12 modules following the Kroger and Sobeys closures in early 2026
- **Aggregate Technology spend and Support costs to reduce** by c.£150m with completion of large tech. development cycle, AI efficiencies, and associated reductions and cost discipline in Support functions
- **Ocado Logistics high mid-single digit % revenue growth and EBITDA* of c.£30-35m in FY26**
- **Turning cash flow positive during second half FY26** with full year underlying cash outflow excluding closure fees to be around £(200)m FY26; **full year cash flow positive in FY27**

Tim Steiner, CEO of Ocado Group, said: "FY25 was a year of tangible progress for Ocado. EBITDA grew strongly, and we saw an increase of 26% in volumes processed through our international sites. Our latest CFC was delivered in record time and we accelerated the roll-out of our latest technologies around the world. We remain on track to turn cash flow positive during FY26 and deliver full year cash generation in FY27.

We have largely completed a very significant phase of investment in our robotics and automation capabilities. As that development cycle concludes and we accelerate deployment of our latest products, we expect aggregate Technology and Support costs to continue reducing. Our ongoing R&D investment will be concentrated on areas where we see the clearest path to value creation for Ocado and our partners. We are also reshaping parts of our organisation to focus our commercial strategy and simplify our operating model as we re-engage in multiple international markets, following the end of exclusivity arrangements.

These changes will also reflect the lower structural cost base that we have signalled over recent years. Regrettably, this means a significant number of roles will no longer be required. We are grateful to colleagues who are affected by these changes, and whose talent and hard work have made a lasting contribution to Ocado. We will support those impacted through this process.

In North America, we have worked constructively with partners around their decisions to close underutilised sites and concentrate activity in locations delivering stronger operational and financial performance. These were difficult decisions, but they have strengthened the foundations and long-term outlook of those partnerships.

With exclusivity arrangements concluded in most markets, we have greater flexibility to pursue new partnerships and growth opportunities. We are well set to re-enter multiple markets with an evolved technology platform, designed to be more flexible, offering a wider range of solutions to help retailers to run more efficiently and deliver a better service for shoppers, in any market environment, at any stage in their online journey."

Ocado Group Income Statement (Pro-forma)

£m	FY25 pro-forma*	FY24 pro-forma*	Change (£m)	Change (%)
Revenue*⁶				
Technology Solutions	561.2	496.5	64.7	13.0%
Logistics	800.3	718.0	82.3	11.5%
Group	1,361.5	1,214.5	147.0	12.1%
Adjusted EBITDA*				
Technology Solutions	140.3	80.6	59.7	74.1%
Logistics	37.7	31.1	6.6	21.2%
Group	178.0	111.7	66.3	59.4%
Share of results of JV and associate	(13.5)	(24.0)	10.5	43.8%
Depreciation, amortisation and impairment ⁷	(411.4)	(413.9)	2.5	0.6%
Finance income ⁸	45.7	49.6	(3.9)	(7.9)%
Finance costs	(146.7)	(98.6)	(48.1)	(48.8)%
Other finance gains and losses ⁹	(5.2)	10.0	(15.2)	(152.0)%
Adjusted EBT*	(353.1)	(365.2)	12.1	3.3%
Adjusting items* ¹⁰	756.0	12.4	743.6	
EBT	402.9	(352.8)	755.7	214.2%

*These measures are alternative performance measures. Please refer to Note 2.3 of the Consolidated Financial Statements.

From 7 April 2025, Ocado Group began accounting for Ocado Retail Limited as an associate using the equity method. The relevant results are reflected in the Group's income statement and cash flow statement. To ensure year-on-year comparability, income, expenses, and cash flows for both current and prior periods have been re-presented to equity account for Ocado Retail from the start of the financial period in the tables above and below. For a fuller explanation see page 12.

Ocado Retail Income Statement (Joint Venture and Associated Undertaking)

£m	FY25 pro-forma*	FY24 pro-forma*	Change (£m)	Change (%)
Revenue	3,098.8	2,685.8	412.9	15.4%
Adjusted EBITDA*¹	83.9	44.6	39.3	88.1%
Operating loss before adjusting items	(27.5)	(48.5)	21.0	(43.3)%
Adjusting items	(16.9)	(15.7)	(1.2)	
Loss after tax	(44.3)	(64.3)	20.0	31.1%
Reported as Ocado Group's share of JV results	(13.7)	(24.4)	10.6	34.1%

Notes:

- Adjusted EBITDA* is defined as earnings before net finance cost, taxation, depreciation, amortisation, impairment and adjusting items*¹⁰.
- Underlying cash flow* is the movement in cash and cash equivalents excluding adjusting items*; proceeds from the disposal of assets held for sale, loans to investee companies, cash received in respect of contingent consideration, costs of financing, proceeds from the disposal of unlisted equity investments and FX movements.
- A module is considered live when it has been fully installed and is available for use by our partner or where fees are being received for the module. This includes 14 modules for the Hatfield CFC, and Leeds and Canning Town Zooms, which were not actively trading at the end of the period, but for which fees are being received in full.
- Exit rate of P12-25 vs. P12-24 used, excludes the CFCs closed in January 2026 and February 2026, those being Baltimore, Groveland, Pleasant Prairie and Calgary.
- Excludes the impact of the closure fees from Kroger of £261m and from Sobeys of £18m received in January 2026 and February 2026, respectively.
- Revenue is a. Technology Solutions - the fees charged to partners and clients and b. Logistics - the recharge of costs and associated fees from Ocado Logistics to our UK partners.
- Depreciation, amortisation and impairment of £404.6m (FY24: £413.9m) excludes £4.7m (FY24: £1.6m) recognised in adjusting items*.
- Finance income of £45.7m (FY24: £49.6m) excludes £2.1m (FY24: £11.4m) recognised in adjusting items*.
- Other finance gains and losses of £(5.2)m loss (FY24: £10.0m gain) excludes a £4.1m gain (FY24: £43.6m gain) recognised in adjusting items*.
- Adjusting items* of £756.0m income (FY24: £12.4m income) comprise largely 1. the gain on the statutory valuation of the Group's investment in Ocado Retail of £782.6m, 2. loss on deconsolidation of Jones Food Company of £23.0m, 3. £20.2m income recognised relating to Letter of Credit and attributable to prior periods, and 4. organisational restructuring costs of £14.8m.
- DP8 represents the customer deliveries per standardised eight-hour shift for Ocado Retail only.
- NIQ Total Till and NIQ Homescan from Nielsen Consumer LLC, figures stated relate to the last four weeks ending 29 November 2025.
- Customers are classified as active if they have shopped at Ocado.com within the previous 12 weeks. Average active customers represents the average number of active customers over the 52-week period.

FY25 Operational and Strategic Review

The following commentary is predominantly on a pre-adjusting item basis to aid understanding of the performance of the business.*

FY25 was a year of significant evolution for Ocado Group. In the UK, Ocado Retail ("ORL") once again demonstrated that a business with 25 years of trading history can still command a leading position as the fastest-growing grocery retailer in one of the world's largest and most competitive grocery markets. Furthermore, ORL demonstrated its continued focus on innovation and enhancement to its customer offer, completing the full transition to the Ocado Smart Platform and the new opportunities it enables for customers.

It was also a year of evolution for some of our longest-standing partnerships. From our oldest international partnership with Bon Preu to our partnerships in North America with Kroger and Sobeys, we have worked with our partners to ensure those relationships are well set for long-term growth, whether that is making the shift from manual to automated fulfilment, or addressing lessons from early network planning and adapting to developing priorities.

At the same time, we have continued to roll out our latest products, bringing greater flexibility to our partners and clients around the world, enabling them to make use of an even wider technology toolkit. These new products are already generating significant benefits for our partners. Overall, FY25 was a year in which we continued to grow and expand our offering, while also applying lessons from our earliest CFC deployments and setting important partnerships onto the right footing for future growth.

Technology Solutions

FY25 was a significant year for Ocado's Technology Solutions segment. Ocado's partners around the world continued to develop the ways in which they deploy Ocado's solutions, with the further rollout of Re:Imagined technologies and new flexibility in how they can deploy our technology. Over the course of the year, we also took decisions to ensure our partnerships and commercial model are well set for long-term success.

Reaffirming our partners' pathway to profitable growth

Overall volumes processed through Ocado's worldwide CFC network have continued to scale robustly through FY25, with Eaches per Week ("EPW") growth of 26% in our international markets (excl. Kroger and Sobeys closures), underlining a strong trend of rising demand, improving customer propositions, and growing utilisation across our CFCs.

At the same time, we have continued to roll out new technologies to give our partners greater scope to grow further, with greater efficiency and with more flexibility in their offer.

Ocado Re:Imagined rollout has accelerated, with On-Grid Robotic Pick ("OGRP") now live in 10 CFCs and Auto Frame Load ("AFL") live in 12 CFCs. These enhancements are driving significant improvements in efficiency and throughput for our partners, for instance, enabling Kroger's CFC in Detroit to add an additional module of capacity to its design capacity of two modules. Luton CFC in the UK also achieved a record 318 Units Per Hour ("UPH") during the year, an implied total labour time across the CFC of 8 minutes to fulfil a full-basket order.

In November, Auchan Poland went live with their first CFC, including the full suite of Re:Imagined technologies. The Warsaw CFC broke records as the fastest build of any Ocado CFC to date, with just 12 months from breaking ground to go-live. It was also the first international CFC to go live with our latest 600 Series bots, our lightest and most efficient bots to date.

Alongside these enhancements, we have also enabled our partners to serve a much larger share of short lead-time and same day orders from their existing CFC networks. This technology reconfigures inventory

management in our CFCs and delivery network, enabling Ocado partners to reserve CFC picking capacity and van space for same day orders, thereby supporting short lead times with best in class CFC economics.

Ocado Swift Router is now enabled across 9 CFCs in the UK and multiple international markets, supporting deliveries in up to 2 hour windows from customer order. In CFCs with the most advanced rollout of the new functionality, the technology has already enabled up to 40% same day volumes and a record delivery time of 73 minutes from click to delivery of a full-basket, 40 item order.

In FY25 we announced Store Based Automation (“SBA”) as a new product within our OSP fulfilment ecosystem. We expect this new technology to bring our expertise in robotics and AI for single pick online grocery into stores for the first time with SBA trials expected to commence this year. Using our core automation, SBA will enable Ocado’s partners to more efficiently serve immediacy and pick-up orders from stores, as well as a range of delivery missions. Alongside our range of small and large CFCs, we believe the SBA solution will allow Ocado’s solutions to address a significant opportunity in markets where pick-up represents a significant proportion of the market.

We also introduced new flexibilities to our partners in how they deploy Ocado’s technology to support wider online activity, with the rollout of online aggregator integration on OSP. This new integration with aggregator platforms enables grocery customers to shop online with our retail partners via their chosen marketplace. In the second half of the year, we extended our partnerships with Monoprix in France and Morrisons in the UK, integrating both with a large global aggregator for the first time, and enabling them to extend their market coverage.

The flexibility that we provide our partners to grow in the most effective way for their businesses was highlighted this year by our longest standing partner, Bon Preu.

Bon Preu was Ocado’s first international partner, signing a deal in 2017 for Ocado’s In Store Fulfilment (ISF) solution to grow a leading online proposition in Catalonia. Since going live in 2018, the business has developed substantially and taken significant market share. It has grown well ahead of the wider online channel in Spain. It has become the leading online grocery proposition in Catalonia, recognised in 2024 by Spain’s largest consumers organisation (OCU) as the highest-rated online grocery service in Spain.

Bon Preu’s fulfilment network has scaled substantially with Ocado’s ISF and will now upgrade to a fully automated, three module Ocado CFC in the Barcelona region.

Setting key partnerships on the right footing for long-term growth

With two of our earliest partners, we have taken pragmatic steps in the past months to place the partnerships on a stronger footing for long-term growth. We engaged closely with Kroger in the USA, and Sobeys in Canada to identify where operations have been performing best and where sites required a different strategic approach. These discussions led to decisions by those partners to wind down operations in a combined 4 CFCs in those markets, as well as decisions to build on the positive momentum, and the lessons learned, in the remaining 7 CFCs that have performed well.

Following Kroger’s review of ecommerce in the second half of the year and with the majority of live CFCs continuing to make good progress in both volume growth and operational efficiency, the decision was made not to maintain underutilised assets at the expense of the good progress being made elsewhere in the network. As a result, the CFCs in Frederick (MD), Pleasant Prairie (WI), and Groveland (FL) closed in January 2026.

Ocado and Kroger continue to work closely together across the five live CFCs in Monroe (OH), Dallas (TX), Atlanta (GA), Denver (CO), and Detroit (MI), with a further upcoming CFC expected to go live in Phoenix (AZ). Ocado teams remain well-embedded within the remaining fulfilment network, supporting significant progress in operational efficiency, volume growth, and increasing same day availability, resulting in a significant improvement in the underlying financial performance of the CFCs.

Sobeys also conducted an assessment of e-commerce demand in key markets, and made a subsequent decision to close its CFC in Calgary, largely due to the Alberta grocery e-commerce market's size and the rate of expansion being slower than originally anticipated.

With improving e-commerce penetration and high-growth potential in Ontario and Quebec, Sobeys will continue to serve customers through its Ocado-enabled Voilà banner in those regions, supported by its two existing CFCs in Toronto and Montreal.

Ocado is also deploying new technology into Sobeys' operations in Toronto and Montreal, including the delivery of Ocado Swift Router. This also includes the option for Ocado-fulfilled orders to be integrated with third party platforms, such as online aggregators. Ocado and Sobeys have also agreed on a number of further actions to place the partnership on a strong footing for continued long term growth.

In the UK, our Technology Solutions division continued to receive £34m of fees from Ocado Retail for the 13 modules of capacity in the closed Hatfield CFC, which represents one of two legacy CFCs built before the development of our hive-enabled technologies.

As Ocado Retail grows and orders new UK OSP capacity, the economics associated with the legacy Hatfield modules are expected to evolve. Additional module drawdowns would be expected to result in a tapering of fees for the closed Hatfield modules, alongside a progressive reduction in the fees attributable to the 13 legacy modules by approximately half. A residual fee would remain payable in respect of the remaining modules until February 2032.

Reflecting the unique nature of the relationship between Ocado Technology Solutions and our partner, Ocado Retail, any such evolution in the Hatfield fee profile would be expected to enhance the strong incremental returns already available from Ocado Retail's continued growth.

As a result of these decisions, we have reconfigured our short-term module targets for our current partners to target a module count of 125 to 130-plus modules for FY27. These decisions are a reflection of constructive ongoing partnerships, which prioritise collegiate decision-making and long term growth.

Bringing Partner Success and our grocery expertise onto a product footing

Our worldwide Partner Success teams continue to provide valuable support to Ocado's partners, both in how they operate their fulfilment networks, as well as in how they optimise their growth strategies with OSP. Where our partners have gone live most recently, they have benefited from significant learnings from Ocado's early international deployments and strong Partner Success support.

Our longer standing partnerships have also benefited significantly from Partner Success support. In the sites where Ocado's support has been most intensive, our partners have seen significant improvements in their operational efficiency. On average, we have seen double digit productivity increases across our CFC network over the past year, as well as strong improvements in last mile efficiency with a DP8¹¹ of 21 achieved across our partners in FY25, a number approaching UK levels. In two CFCs where our support has been particularly intensive, our teams were able to improve the DP8 (the number of orders delivered in a single 8-hour shift) by 22% in less than a year.

With our Partner Success division now operating at a mature level, and demonstrating significant value, we have welcomed Lawrence Hene back to Ocado as our new Chief Partner Success Officer. Lawrence will be responsible for bringing our Partner Success offering onto a more Professional Service footing, ensuring that our expertise is commercialised appropriately to generate maximum benefit for and uptake from our partners.

Seizing new opportunities, with a significantly evolved solution

Ecommerce continues to be the fastest-growing channel in grocery globally, and alongside this rapidly developing online market, Ocado's products have also evolved significantly since we started licensing our technology internationally in 2017 and our first international CFC go-live in 2020. They have expanded to reflect the wide range of partners that we have today, and the wide variety of markets we operate in. They also reflect our increased ability to meet retailers wherever they are on their ecommerce journey, at any level of business maturity, and a wide range of market scenarios.

With exclusivity arrangements rolled off across multiple international markets, we are excited to start ramping commercial conversations in a number of attractive markets. To ensure we are well set to capitalise on the significant opportunity, we have decided to reconfigure the shape and focus of our Technology Solutions segment, bringing the sales and account management teams for both our grocery ecommerce and wider supply chain solutions under the leadership of a new Chief Revenue Officer, Nick de la Vega, who joined us in November 2025.

Aligning the business around our core priorities

Ocado's core priorities in FY26 are to turn cash flow positive during the year, to continue driving improved performance with all our partners, and to ensure our organisation and structure is well set to capitalise on the growing opportunity in global grocery ecommerce and logistics.

With exclusivity ending across multiple partners, we are also restarting new commercial activity in some of the world's largest grocery ecommerce markets and are returning to these with a wider fulfilment toolkit, proven international success and even more efficient solutions.

As we do so, and following a period of rapid growth and capital investment in our technology, we believe now is the appropriate time to realign and restructure our commercial, support and R&D functions. This will ensure all parts of our business are focussed on our key priorities and pursuing the opportunities of greatest value in the most efficient way.

A key outcome of this exercise is the consolidation of our commercial brands (Ocado Solutions and Ocado Intelligent Automation) into a single organisation. This change will mean pursuing opportunities in both grocery and adjacent sectors from a single point of sales and account management, driving more agility and efficiency in our commercial approach, as well as clear accountability and better outcomes.

As we make this change to our commercial structure, we will focus on the opportunities with the greatest proven value to Ocado, and areas where Ocado's expertise can generate the greatest value to new commercial partners. While we continue to work successfully with a number of clients in sectors outside grocery, our primary focus for future contracts will be in grocery, both within the ecommerce channel and wider opportunities in the CPG supply chain.

Following the very significant 'Re:Imagined' development cycle, we are transitioning to a new and less capital intensive R&D phase. This will focus on making our solutions easier to use, enabling greater efficiency across diverse international markets, and further reducing capital expenditure requirements for our partners to deploy Ocado's technology.

We are also taking steps in our commercial approach to better position ourselves for growth. These include making changes to our exclusivity arrangements, rolling off our historic conditional exclusivity. Our previous arrangements were appropriate to the 'first mover' market of 2018, but not optimal for the market of 2026, where grocery investment in e-commerce has grown substantially.

Our approach to partner success will drive greater incentives for partners to take advantage of our deep expertise as an ecommerce and logistics operator, proven both with Ocado Retail, and increasingly with our international partners. Importantly, we are putting partner success onto a professional services footing, ensuring our operational support and ecommerce consultancy activity is commercialised appropriately within our wider solutions.

This realignment of our structure is underpinned by our core focus on sustainable, profitable growth and it places Ocado on the right footing to grow and thrive in the coming years. As these changes take effect, we expect to see a substantial reduction in our overall cost base, alongside greater efficiency across our organisation.

In aggregate, we expect these actions to reduce our total cash costs across Technology and Support in FY27 by around £150m in FY27, relative to FY25.

Alongside new CFC openings in South Korea, Japan, and the USA, we expect to see further module orders from both new and existing partners, including Ocado's new Store Based Automation solution.

Outlook for Technology Solutions

- c.10 new modules expected in FY26 and c.10-15 modules in FY27, offsetting the 12 modules from the Kroger and Sobeys closures in early 2026
- Technology Solutions revenue c.£500m in FY26 excl. CFC closure fees
- Adjusted EBITDA* margin c.30% in FY26 excl. CFC closure fees
- Total Technology spend of c.£200m in FY26 with c.£60m Technology costs (P&L) and c.£140m Technology R&D capex
- FY27 Technology R&D capex is planned to be around 20% of recurring revenues as the Re:Imagined Tech R&D cycle completes

Ocado Logistics

Ocado Logistics is a highly efficient third-party logistics ("3PL") business, operating the CFCs and delivery services for our UK partners, Ocado Retail and Morrisons. In FY25, Ocado Logistics has continued to improve on its already high levels of efficiency and customer service across the UK network, implementing a range of initiatives to continue driving improved operational efficiency across the board. Our operational priority remains last mile delivery efficiency (DP8), with performance improving for both partners during the reported period.

Revenue grew by 11.5%, ahead of the 8.5% growth in eaches, largely reflecting labour cost inflation passed onto our partners. Ocado Logistics again reaffirmed its credentials as a consistent generator of adjusted EBITDA*, delivering FY25 adjusted EBITDA* of £38m (FY24: £31m).

Driven by increasing volumes, high network utilisation levels and the continued rollout of Ocado Re:Imagined technologies, overall CFC labour productivity has continued to improve. Overall CFC labour productivity ("UPH") within our OSP warehouses increased by 7.9% to 245 from 227, driven by higher volume utilisation and the roll out of our Re:Imagined innovations, particularly On-Grid Robotic Pick ("OGRP") and Auto Frame Load ("AFL").

Delivery efficiency also improved, with DP8 increasing by 2.4% to an average of 21.5 drops per standardised 8-hour shift for Ocado Retail (FY24: 21.0 drops). During the year we commenced a range of initiatives aimed at further optimising our delivery operations. We achieved incremental gains in on time deliveries and routing optimisation, alongside higher drop densities.

In FY25, Ocado Logistics successfully completed the migration of Ocado Retail and Morrisons from the legacy platform onto OSP. Ocado's UK partners can now fully leverage the potential of the platform by implementing key logistics changes and new functionalities. The customer migration has allowed Ocado Retail to begin to unlock

short lead-time orders and more flexible customer delivery slots with the initial rollout of the Ocado Swift Router solution. In the lead CFCs, this functionality has enabled Ocado Retail customers to receive CFC-fulfilled orders in less than 2 hours of ordering.

With the integration of online aggregators into OSP, we are now also supporting Morrisons to fulfil orders placed via third party platforms using the Ocado solution for the first time. Ocado's fulfilment solutions have already enabled Morrisons to expand its offer with a global online aggregator to an additional 100 UK catchments.

FY26 Outlook for Ocado Logistics

- Continued improvement in productivity for our UK partners
- High mid-single-digit % revenue growth
- Adjusted EBITDA* of c.£30-35m
- FY25 adjusted EBITDA* includes £13m (FY24 £12m) of fees following the cessation of deliveries from the Erith CFC

Ocado Retail

From 7 April 2025 and consistent with the 2019 Shareholder Agreement with Marks & Spencer Group plc, Ocado Group began accounting for Ocado Retail Limited as an associate using the equity method. There was no change in Ocado's 50% shareholding and economic interest. As a consequence of the accounting change, Ocado recognised a valuation of £750m for its 50% share of Ocado Retail's equity and an accounting gain of £783m. No consideration was received on deconsolidation.

Compounding and secular growth enabled by the Ocado Smart Platform

Ocado Retail retained its leading growth position in the UK grocery market, yet again ending the period as the UK's fastest growing grocer over the past 12 consecutive months. Ocado Retail's share of the online market increased to 14.0% in the four weeks to 29th November 2025 (Nielsen), up 1.1 ppts year-on-year.

Revenue increased by 15.4% to £3,098.8m (FY24: £2,685.8m), with growth significantly ahead of the wider UK online grocery channel¹². The strength of the performance was driven by order growth of 13.1%, with an increase in customers¹³ of 12.5% and an improved frequency of purchase. Mature customers (those with 5 or more orders) grew by 11.5%.

The average basket value grew by 1.3% to £123.69. A small decline in the average number of items in a basket was offset by an increase of 2.2% in average selling price, remaining below UK grocery inflation of 5.5%¹².

The strength of the ORL customer offer continues to be underpinned by Ocado Group's world-leading technology, enabling an extended range of 46,000 items, visible code life and with 99% of items delivered as promised.

Technology deployments are enhancing CFC productivity, improving delivery capabilities and driving up profitability

During the year, we successfully completed the migration of Ocado Retail customers from Ocado's legacy ('Ocean') platform, to the full Ocado Smart Platform. This was a key initiative in ensuring ORL's platform remains reliable and robust in the future, and that ORL is able to benefit from the wide range of enhancements being developed for Ocado Group's worldwide partners. As a consequence, we have begun to offer short-lead time slots from our Bristol and Purfleet CFCs, with Ocado Retail's fastest click-to-door of 101 minutes to date.

The efficiency of our CFCs has continued to benefit from the rollout of our Re:Imagined technologies into the current generation CFCs at Erith, Andover, Purfleet, Bristol, Bicester and Luton. In aggregate, these sites improved year-on-year their wall-to-wall variable labour efficiency by 8%, to an average UPH of 245 in the period (FY24:

227). The Luton CFC is at the most advanced stage of Re:Imagined technology rollout and delivered a peak UPH of 318 during the period.

We expect these improvements to continue, enabling Ocado Retail CFCs to meet production levels beyond their initial designed capacity, with utilisation averaging 93% during the year and reaching 98% of designed capacity in November. Alongside the modules available in Erith CFC, we expect Ocado Retail to grow into the additional capacity created within its existing CFCs with minimal capital expenditure, leveraging Ocado Group's investment into its Re:Imagined technologies.

Ocado Retail reported an adjusted EBITDA* of £84m (£118m excluding the capacity fees payable for the closed Hatfield site) in FY25, compared to £45m in FY24. This represents an adjusted EBITDA* margin of 2.7% (3.8% excluding Hatfield capacity fees), versus 1.7% in FY24. Profitability improvements were primarily driven by the volume-led growth of the business and the greater efficiency of the CFCs. These benefits were partly offset by a lower gross margin and higher delivery costs across the industry, resulting from changes to employers' NICs and the National Living Wage.

Ocado Group

Group cash flow

Ocado received the £113m of proceeds in relation to a letter of credit from Kroger that matured in June. Underlying cash flow* was an outflow of £(213)m (FY24: £(199)m), with a strong improvement in adjusted EBITDA* offset by lower upfront fees and higher interest payments on our debt instruments. Underlying cash flow* (including the letter of credit) improved by £99m to an outflow of £(100)m (FY24: £(199)m outflow).

Turning cash flow positive during FY26 remains our core priority. We expect to exit the year in a position of positive cash flow but with an expectation for an underlying cash outflow of around £200m for the full year FY26. This expectation excludes the recent cash receipts from Kroger and Sobeys relating to the closed CFCs.

The reported cash inflow of £8m in FY25 reflects the underlying cash flow* of £(213)m, principally offset by the £113m proceeds in relation to the letter of credit, final receipts from the AutoStore litigation settlement of £58m and £55m of net financing proceeds.

Liquidity and liability management

The Group maintains a strong liquidity profile with cash and cash equivalents £740m (FY24: £733m) at the end of the period, in addition to an undrawn RCF of £300m to provide liquidity in excess of £1.0bn. During the period the Group continued to actively manage the maturity profile of its debt, issuing a total of £400m senior unsecured bonds due June 2030, while buying back £286m of the outstanding principal amounts of the convertible bonds due December 2025 and the senior unsecured bonds due October 2026 for a total consideration of £281m. In November, the remaining £55m senior unsecured bonds due October 2026 were repurchased.

Subsequent to the period-end, the Group redeemed the remaining £56m principal of the convertible bonds due December 2025 at maturity, with sufficient funds at hand to redeem or refinance the £350m convertible bonds due in January 2027. Thereafter, the Group received £261m from Kroger and £18m from Sobeys, principally in lieu of future capacity fees for the closed or cancelled CFCs.

Group capital expenditure

Capital expenditure primarily comprises technology development costs to enhance the OSP and new site construction costs and the deployment of our Re:Imagined innovations. Within the cash flow, £39m related to the capitalisation of grid, bots and MHE at the McKesson facility. Excluding this amount, our capital expenditure in the cash flow fell by £59m to £335m, largely reflecting a reduction in the level of Technology capital expenditure as we complete the R&D associated with the Re:Imagined product suite and shift to a new development phase.

We expect Group capital expenditure, including CFC and Technology R&D, to be around £250m for FY26 with the CFCs in Hachioji (AEON) and Busan (Lotte) expected to go-live in FY26 and the CFC in Phoenix (Kroger) expected to go-live in FY26/FY27.

Sustainability Update

Our sustainability framework - centred around four pillars of Climate, Circularity, Conduct and Community - is designed to address global challenges and deliver long-term value for our stakeholders. This year, we made progress against several of our 2030 targets. Highlights include a 5% fall in Scope 1 & 2 carbon intensity as our EV fleet at two London spoke sites completed its first full year of operation, and a tenfold increase in the % of high-risk suppliers who have completed a social audit with no critical conformances identified. We are pleased that leading ratings agencies continue to recognise our progress. In 2025, MSCI awarded us an AAA rating for ESG performance and our CDP score rose to B.

Summary Financial Guidance for FY26

Revenue:

- **Technology Solutions:** c.£500m revenue in FY26 excl. CFC closure
- **Ocado Logistics:** high mid single digit % revenue growth

Adjusted EBITDA*:

- **Technology Solutions:** c.30% margin in FY26 excl. CFC closure impacts
- **Ocado Logistics:** adjusted EBITDA* of c.£30-35m in FY26

Capital expenditure: around £250m in FY26; includes Technology and CFC capex

Underlying cash flow: On track to turn cash flow positive during FY26; full year underlying cash outflow excluding closure fees of around £(200)m FY26; full year cash flow positive in FY27

Results Presentation

A results presentation will be available for investors and analysts at 9.30am on 26th February 2026. This can be accessed online [here](#). Following the presentations, there will be Q&A, also accessible via the webcast.

Contacts

Tim Steiner, Chief Executive Officer

Stephen Daintith, Chief Financial Officer

Nick Coulter, VP of Group Capital Markets and FP&A (investor.relations@ocadogroup.com)

Jamie Kerr, Director of Communications (pressoffice@ocadogroup.com)

Lucy Legh, Matt Denham, Jack Gault at Headland Consultancy - (ocadogroup@headlandconsultancy.com), on +44 (0) 20 3805 4822

Financial Calendar

Ocado Group HY26 Results will be reported on 16 July 2026.

Cautionary statement

Certain statements made in this announcement are forward-looking statements. Such statements are based on current expectations and assumptions and are subject to a number of risks and uncertainties that could cause actual events or results to differ materially from any expected future events or results expressed or implied in these forward-looking statements. Persons receiving this announcement should not place undue reliance on forward-looking statements. Unless otherwise required by applicable law, regulation or accounting standard, Ocado does not undertake to update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise.

Financial Review

Headlines

The Group presents its FY25 results for the 52 weeks ended 30 November 2025.

In August 2019, the Group sold 50% of the shares it held in Ocado Retail Limited ("Ocado Retail" or "ORL") to Marks & Spencer Group plc ("M&S"). Under the terms of the Shareholder Agreement, the Group remained the controlling shareholder via certain tie-breaking rights. On 6 April 2025, and as envisaged in August 2019, the Group relinquished these tie-breaking rights and ceased to fully consolidate Ocado Retail's results. This change in accounting treatment did not result in a change in the economic interest of both shareholders in Ocado Retail or any consideration paid by M&S.

From 7 April 2025, the Group has accounted for its investment in Ocado Retail as an "investment in associate" using the equity method and this accounting treatment has been applied within the FY25 statutory results. The Group's share of Ocado Retail's pre-adjusting, post-tax results is shown as "share of results from joint venture and associate" in the Income Statement. The Group's share of Ocado Retail's adjusting items is shown within adjusting items* in the Income Statement.*

In accordance with relevant accounting standards, Ocado Retail and relevant inter-segment eliminations are reported as a discontinued operation up to the date that tie-breaking rights were relinquished and are equity accounted thereafter. To aid year-on-year comparability of financial performance, the current and prior periods' income and expenses have been re-presented to "equity account" for Ocado Retail from the start of the financial period. The current and prior periods' cash flow statements are also re-presented to reflect the equity accounting of Ocado Retail from the start of the financial period. The Balance Sheets as at the end of the current and prior periods are shown on a reported basis.

- **The Group** delivered revenue of £1,361.5m, an increase of 12.1% year-on-year (FY24: £1,214.5m). Adjusted EBITDA* increased by £66.3m to £178.0m (FY24: £111.7m).

The Group continues to maintain strong liquidity of £1.04bn at the end of the period, to support our future growth and to meet our commitments as they fall due. Group underlying cash flow* including proceeds of £113.4m relating to the Letter of Credit ("LoC"), as detailed below, improved by £99.3m to a £99.7m outflow (FY24: £199.0m outflow). Group underlying cash flow* was a £213.1m outflow. The Group held cash and cash equivalents at the end of the period of £740.0m (FY24: £732.5m) and liquidity of £1.04bn (FY24: £1.03bn).

During the period, the Group issued £400m of senior unsecured notes and used £335.3m of cash to redeem £340.7m of senior unsecured debt, at a £5.4m (c.2%) discount to par value.

- **Technology Solutions** delivered good revenue growth, up 13.0% to £561.2m (FY24: £496.5m) with 121 average live modules during the period (FY24: 116), up 4.3%. At the end of the period, we had 30 live sites (FY24: 29 sites) and 122 live modules (FY24: 123 live modules). Adjusted EBITDA* for the period was £140.3m (FY24: £80.6m), an improvement of £59.7m. The improvement was driven by the strong profit flow-through from the growth in average modules live, growth in non-recurring income and continued optimisation of our cost base.
- **Logistics** revenue increased by 11.5% to £800.3m (FY24: £718.0m) and primarily represents cost recharges to Ocado Retail and Morrisons of £764.9m (FY24: £686.5m). Orders per week increased by 9.8% to 619,000 (FY24: 564,000); eaches (individual items in the shopping basket) processed increased by 8.5% to 1,436.8m (FY24: 1,324.8m). Adjusted EBITDA* for the period was £37.7m, an increase of

£6.6m (FY24: £31.1m) reflecting higher management fees and vehicle lease income associated with delivering higher volumes for our partners.

- Ocado Retail** revenue increased by 15.4% in the period to £3,098.8m (FY24: £2,685.8m) driven by 13.1% growth in orders. The order growth was driven by an increase in the average number of active customers of 12.5% and an increase in the frequency of orders. Adjusted EBITDA* increased by £39.3m to £83.9m (FY24: £44.6m) with an adjusted EBITDA margin* of 2.7% (FY24: 1.7%) driven by strong trading performance, partially offset by increased last mile and Customer Fulfilment Centre ("CFC") costs to fulfil these orders. Excluding the £34.0m (FY24: £33.2m) capacity fees payable for the closed Hatfield CFC, Ocado Retail delivered an adjusted EBITDA* of £117.9m (FY24: £77.8m) at a margin of 3.8% (FY24: 2.9%).

Group summary

£m	FY25 pro-forma*	FY24 pro-forma*	Change
Revenue			
Technology Solutions	561.2	496.5	13.0%
Logistics	800.3	718.0	11.5%
Group	1,361.5	1,214.5	12.1%
Operating costs			
Technology Solutions	(420.9)	(415.9)	(1.2)%
Logistics	(762.6)	(686.9)	(11.0)%
Group	(1,183.5)	(1,102.8)	(7.3)%
Adjusted EBITDA*			
Technology Solutions	140.3	80.6	£59.7m
Logistics	37.7	31.1	£6.6m
Group	178.0	111.7	£66.3m
Share of results of joint venture and associate	(13.5)	(24.0)	43.8%
Depreciation, amortisation and impairment ¹	(411.4)	(413.9)	0.6%
Finance income ²	45.7	49.6	(7.9)%
Finance costs	(146.7)	(98.6)	(48.8)%
Other finance gains and losses ³	(5.2)	10.0	(152.0)%
Adjusted EBT	(353.1)	(365.2)	£12.1m
Adjusting items*	756.0	12.4	£743.6m
EBT	402.9	(352.8)	£755.7m
Tax	(14.5)	0.2	£(14.7)m
Profit/(loss) after tax*	388.4	(352.6)	£741.0m

* These measures are alternative performance measures. Please refer to Section 6 of the Consolidated Financial Statements.

- Depreciation, amortisation and impairment of £411.4m (FY24: £413.9m) excludes £4.7m (FY24: £1.6m) recognised in adjusting items*.
- Finance income of £45.7m (FY24: £49.6m) excludes £2.1m (FY24: £11.4m) recognised in adjusting items*.
- Other finance gains and losses of £5.2m loss (FY24: £10.0m gain) excludes a £4.1m gain (FY24: £43.6m gain) recognised in adjusting items*.

This commentary is on a pre-adjusting item* basis to aid understanding of the performance of the business on a comparable basis. Adjusting items* are detailed in Note 2.3 to the Consolidated Financial Statements. Adjusted profit/(loss) before tax similarly excludes the impact of adjusting items*.

Revenue for the period increased by 12.1%, an increase of £147.0m to £1,361.5m (FY24: £1,214.5m).

Technology Solutions revenue increased by 13.0% to £561.2m (FY24: £496.5m), an increase of £64.7m, mainly driven by 1. the annualisation of the three sites opened during the second half of FY24 (two CFCs for Coles in Australia and one for Alcampo in Spain), 2. incremental non-recurring fees of £14.7m following the cessation of Morrisons deliveries from our Erith CFC, as announced in November 2024, 3. acceleration of income in relation to the closure of three Kroger CFCs of £13.6m and 4. £6.9m revenue recognised in relation to the LoC excluding the acceleration of income noted above, detailed in *net cumulative invoiced fees* below. The average number of live modules is the key revenue driver for Technology Solutions and average live modules increased by 4.3% to 121 (FY24: 116).

Logistics revenue increased by 11.5% to £800.3m (FY24: £718.0m) and mainly comprises cost recharges and management fees to its two UK partners, Ocado Retail and Morrisons. While the volume of eaches increased by 8.5% to 1,436.8m (FY24: 1,324.8m), revenue growth was proportionately higher, at 11.5%, reflecting higher cost inflation on labour and increased costs for the maintenance of our fleet.

Net cumulative invoiced fees to our partners that are reported on our Balance Sheet and not yet recognised as revenue increased by £124.9m to £631.5m (FY24: £506.6m). Net cumulative invoiced fees are recognised as contract liabilities on the Balance Sheet and reflect future revenues as these balances will be released to the Income Statement as the relevant performance obligations are satisfied. The net movement of £124.9m during the period is mainly driven by 1. the addition of the receipt of £113.4m from the LoC as described below, 2. the deduction of revenue recognised in the Income Statement of £97.3m as described below, 3. the addition of amounts invoiced of £56.1m relating to incremental staged payments from our Ocado Smart Platform ("OSP") and Ocado Intelligent Automation ("OIA") partners and 4. the addition of £54.0m primarily relating to design and set-up fees received from ORL in prior periods, which were eliminated on consolidation in the prior period. The release to the Income Statement of £97.3m reflects 1. revenue recognised on operational sites in line with IFRS 15, 2. revenue recognised in respect of the LoC, 3. amounts received from Morrisons in respect of the Erith CFC following the cessation of deliveries during the period and 4. the acceleration of advance receipts related to the three Kroger sites which closed in January 2026. These items are explained in further detail below and in the *Technology Solutions segment review*.

In June 2025, the Group drew down US\$151.7m under a LoC issued by the Bank of Nova Scotia. This arrangement was established as part of the strategic partnership between Ocado and Kroger, announced in 2018. The LoC was intended to provide a capital contribution to Ocado in support of its investment in Kroger's online business. In line with the terms of the agreement, which specified a seven-year maturity period, the drawdown was executed upon the maturity date being reached. In accordance with relevant accounting standards, the income from the LoC is apportioned across CFCs that are live or in construction, and initially recognised within contract liabilities on the Balance Sheet. The income is released to the Income Statement, within revenue, over the life of those sites, with £12.7m recognised in the period. The cumulative income attributable to prior periods for sites that are already live, of £20.2m, is recognised as an adjusting item* during the period. The remaining £80.5m is included within contract liabilities on the Balance Sheet, and will be recognised within revenue over the remaining life of those sites, with the final amounts expected to be recognised in 2036. The current liabilities portion of the remaining £80.5m balance is £24.9m and represents amounts due to be recognised as revenue within 12 months of the period end. This includes £20.5m in relation to the closure of three Kroger CFCs.

Operating costs increased by 7.3% to £1,183.5m (FY24: £1,102.8m). Technology Solutions operating costs increased by 1.2% to £420.9m (FY24: £415.9m). This comprises 1. direct operating costs of £156.6m (FY24: £149.1m), which increased by 5.0% as labour cost increases from the growth in average live modules were partially offset by efficiencies in repairs, maintenance and remote support costs during the period, 2. technology costs of £90.7m (FY24: £92.9m), which reduced by 2.4% as the Group focuses on targeted investment opportunities and the successful deployment of its Re:Imagined technology and 3. support costs of £173.6m (FY24: £173.9m) which were broadly in line year-on-year. Support costs in the prior period benefited from £5.1m of litigation income following the settlement reached with MasterCard and Visa in relation to bank interchange fees. Excluding the impact of this, support costs reduced by £5.4m, a decrease of 3.1%, largely driven by 1. an increase in the R&D tax credit, 2. savings across Finance, IT and Legal, 3. lower overheads in Jones Food Company ("JFC") following the business appointing administrators during the period and 4. lower Board share-based payment charges. Logistics operating costs increased by 11.0% to £762.6m (FY24: £686.9m) reflecting 1. a 9.8% growth in orders, 2. higher labour costs from legislative changes to the National Living Wage and Employers' National Insurance Contributions and 3. inflationary pressure on the repairs and maintenance costs of our fleet. Cost increases were partially offset by improved productivity across our OSP sites and efficiency in our last mile operations.

Adjusted EBITDA* was £178.0m (FY24: £111.7m) with each of the Technology Solutions and Logistics segments delivering strong growth in adjusted EBITDA*. The £66.3m year-on-year increase was driven by a £59.7m improvement in Technology Solutions to £140.3m (FY24: £80.6m), and by a £6.6m increase in Logistics to £37.7m (FY24: £31.1m). The improvement in Technology Solutions adjusted EBITDA* was mainly driven by the strong flow-through of incremental revenue to adjusted EBITDA*. Logistics delivered positive adjusted EBITDA* from its reliable cost-plus model.

Share of results of joint venture and associate was a £13.5m loss (FY24: £24.0m loss), an improvement of £10.5m.

The Group has two equity-accounted investments (Ocado Retail and MHE JVCo).

- **Ocado Retail** operates as an online grocery retailer in the UK. It leverages the Group's proprietary end-to-end technology platform and third-party logistics services to provide consumers with a wide range of M&S and branded grocery products. The Group's share of Ocado Retail's pre-adjusting, post-tax results for the period amounted to a £(13.7)m loss (FY24: £(24.3)m loss). This includes Ocado Retail's adjusted EBITDA* of £83.9m (FY24: £44.6m); and
- **MHE JVCo** holds the Dordon CFC MHE assets which Ocado Retail and Morrisons use to service their online businesses. The Group's share of the MHE JVCo profit after tax in the period amounted to £0.2m (FY24: £0.3m).

Depreciation, amortisation and impairment decreased by 0.6% to a charge of £411.4m (FY24: £413.9m). This comprises 1. depreciation of property, plant and equipment of £218.5m (FY24: £195.6m), 2. depreciation of right-of-use assets of £29.3m (FY24: £28.7m), 3. amortisation expense of £125.0m (FY24: £145.9m) and 4. an impairment charge of £38.6m (FY24: £43.7m).

The decrease mainly reflects large-scale technology projects that were fully amortised in the prior period and lower impairments year-on-year. These are partly offset by additional depreciation due to the go-live of three sites in the prior period.

Finance costs of £146.7m (FY24: £98.6m) mainly comprise the interest expense of £128.0m (FY24: £80.7m) on borrowings and interest expense of £17.3m (FY24: £16.7m) on lease liabilities. The increase of £48.1m was primarily due to the higher interest rate on the £700m senior unsecured debt issued in the prior period and the £400m senior unsecured notes issued during the period, relative to the senior unsecured notes and senior unsecured convertible bonds partially redeemed of £681.4m in the prior period and £284.0m redeemed during the period.

During the period, the Group raised gross proceeds of £400.0m through the issue of senior unsecured notes, with a coupon rate of 11% per annum, maturing in 2030. £335.3m of the proceeds were used to fund the early partial redemption of £117.0m of the £600m senior unsecured convertible bonds and full redemption of remaining £223.6m of the £500m senior unsecured notes. The redemption of the senior unsecured notes resulted in a gain, after transaction costs, of £4.1m, recognised in adjusting items*. See Note 4.1 to the Consolidated Financial Statements for details.

Total borrowings, excluding lease liabilities, at the end of the period were £1,486.2m (FY24: £1,386.7m). The increase of £99.5m was mainly due to 1. the recognition of £391.0m in senior unsecured notes issued in the period, 2. £337.4m of senior unsecured notes and convertible bonds derecognised in the period, 3. accrued interest on loans and borrowings of £123.0m, 4. interest payments of £72.4m and 5. the derecognition of borrowings held by JFC of £4.7m on deconsolidation from the Group.

Lease liabilities at the end of the period were £302.2m (FY24: £311.7m) and primarily relate to 1. headleases on UK CFCs and spokes, and large goods vehicles ("LGVs"), which are subsequently recharged to Ocado Retail and Morrisons and 2. UK and international Technology Solutions Development Centres.

Finance income of £45.7m (FY24: £49.6m) comprises 1. interest income on cash balances held during the period and principally derives from investments in money market funds and term deposits of £27.4m (FY24: £29.5m), 2. interest income on assets sub-leased to Ocado Retail in accordance with IFRS 16 of £9.5m (FY24: £10.5m) and 3. interest income on loans receivable, principally the shareholder loan to Ocado Retail of £7.9m (FY24: £8.6m). The decrease in interest income on cash balances was largely driven by lower interest rates during the period.

Other finance losses of £5.2m (FY24: £10.0m gain) mainly comprise net foreign exchange losses of £4.1m (FY24: £0.1m), largely in respect of US, Canadian and Australian dollar balances held.

Adjusted loss before tax of £353.1m (FY24: £365.2m) reflects an adjusted EBITDA* profit of £178.0m (FY24: £111.7m), share of loss of joint venture and associate of £13.5m (FY24: £24.0m), depreciation, amortisation and impairment of £411.4m (FY24: £413.9m) and net finance costs of £106.2m (FY24: £39.0m).

Adjusting items* of £756.0m income (FY24: £12.4m income) largely comprises 1. the gain on the statutory valuation of the Group's investment in Ocado Retail of £782.6m, 2. loss on deconsolidation of JFC of £23.0m, 3. £20.2m relating to the proportion of the LoC that is attributable to prior period performance obligations and 4. organisational restructuring costs of £14.8m.

In April 2025, the Group transferred its tie-breaking rights in Ocado Retail to M&S and ceased to fully consolidate the business. There was no change in the shareholding or economic interest of the two shareholders and no transfer of consideration. The Group has subsequently accounted for its investment in Ocado Retail as an "investment in associate" using the equity method and, in accordance with relevant accounting standards, has recognised its 50% share of Ocado Retail's equity at a fair value of £750.0m. The Group therefore recognised a gain of £782.6m on the deconsolidation of Ocado Retail. Further details can be found in Note 2.6 to the Consolidated Financial Statements.

On 7 April 2025, JFC, a vertical farming business in which the Group holds an equity interest of 54.6% (FY24: 54.6%) appointed administrators. As a result, JFC was deconsolidated from the Group's Financial Statements from that date. This resulted in a loss on deconsolidation of £23.0m, which includes a £4.7m impairment of goodwill.

Further details of all adjusting items* can be found in Note 2.3 to the Consolidated Financial Statements.

Profit before tax was £402.9m (FY24: £352.8m loss).

The **total tax charge** in the Income Statement was £14.5m (FY24: £0.2m credit), which comprises a corporation tax charge of £10.0m (FY24: £6.1m) and a deferred tax charge of £4.5m (FY24: £6.3m credit) recognised in the period.

Deferred tax assets increased due mainly to the availability of future R&D tax relief and future utilisation of losses.

At the end of the period, the Group had £1,453.0m (FY24: £1,441.0m) of unutilised carried-forward tax losses.

During the period, the Group did not declare a **dividend** (FY24: £nil).

Earnings/loss per share

Pence	FY25	FY24	Change
Basic earnings/(loss) per share	47.3	(42.3)	89.6
Adjusted loss per share	(44.3)	(43.8)	(0.5)

The Group continues to maintain strong liquidity to support its growth plans, with cash and cash equivalents of £740.0m at the end of the period (FY24: £732.5m) and gross liquidity of £1.04bn (FY24: £1.03bn) (including the Group undrawn revolving credit facility ("RCF") of £300.0m).

Net debt* was £(1,048.4)m (FY24: £(965.9)m) at the end of the period.

Technology Solutions

£m	FY25	FY24	Change
Recurring capacity fees	444.2	415.8	6.8%
Non-recurring fees	78.5	38.4	104.4%
OIA	35.6	35.6	-
Other	2.9	6.7	(56.7)%
Revenue	561.2	496.5	13.0%
Direct operating costs	(156.6)	(149.1)	(5.0)%
Contribution	404.6	347.4	16.5%
<i>Contribution %</i>	<i>72.1%</i>	<i>70.0%</i>	<i>2.1ppts</i>
Technology costs	(90.7)	(92.9)	2.4%
Support costs ¹	(173.6)	(173.9)	0.2%
Adjusted EBITDA*	140.3	80.6	£59.7m
<i>Adjusted EBITDA %*</i>	<i>25.0%</i>	<i>16.2%</i>	<i>8.8ppts</i>

1. The current and prior period excludes the Group's share of the MHE JVCo profit after tax of £0.2m (FY24: £0.3m). This is now recognised in the share of results of joint venture and associate in the Income Statement.

Key Performance Indicators

The table below sets out a summary of selected operating information in the period:

	FY25	FY24	Change
No. of live modules ^{1,2}	122	123	(0.8)%
Average live modules ^{1,2}	121	116	4.3%
Direct operating cost (% of live sales capacity) ³	1.33%	1.55%	0.22ppts

1. A module is considered live when it has been fully installed and is available for use by our partner, or where fees are being received for the module. This includes 14 modules for the Hatfield CFC, and the Leeds and Canning Town Zooms, which were not actively trading at the end of the period, but for which fees are being received in full.
2. A module of capacity is assumed as 5,000 eaches picked per hour and c.£79m (FY24: c.£75m) per annum of sales capacity available to live OSP partners.
3. Direct operating costs as a percentage of live sales capacity reflects the average for all OSP sites live during the period. Direct operating costs include engineering, cloud and other technology direct costs. The prior period presented the exit rate as at the period end. Under the prior period's methodology, FY25 would be 1.35% (FY24: 1.60%).

Technology Solutions is the global technology platform business providing OSP as a managed service to 13 grocery retail partners and OIA solutions to our non-grocery partners.

Technology Solutions comprises 1. the revenue and direct operating costs associated with our OSP and OIA businesses, 2. the technology costs to sustain and grow these businesses and 3. the support costs for these businesses, including Technology Operations, Solutions Sales and Partner Success, OIA Sales, Finance, Legal, HR, Information Technology and the Board.

The segment's non-grocery business, OIA, comprises 1. Ocado Storage and Retrieval Systems ("OSRSs"), our ultra-high-density cubic Automated Storage and Retrieval Systems ("ASRSs"), 2. Ocado Mobile Robot System ("OMRS"), which combines fulfilment execution software with our Autonomous Mobile Robots ("AMRs"), namely Chuck, previously referred to as 6RS, and Porter, our configurable and flexible automated case-picking pallet jack, and 3. our robotic Sort business. During the period, McKesson opened its OSRS facility in Canada, and we signed our second OSRS contract with Gap Inc. We continued to focus on our marketing initiatives and expanding the sales funnel across our OIA businesses.

Technology Solutions also includes our fully consolidated vertical farming business, JFC. In April 2025, JFC appointed administrators. While the administration of JFC was driven by the broader challenges facing the vertical farming sector, these factors do not impact Technology Solutions' core operations or strategic priorities.

As announced in November 2024, Morrisons ceased deliveries from our Erith CFC during the period in order to continue building further volumes through our Dordon CFC, as well as expansion of deliveries from its store network where online orders are fulfilled using the Group's AI-powered In-Store Fulfilment solution. While the exit results in a short-term reduction of five live modules at the site, it provides greater operational flexibility and supports the Group's broader strategy to drive efficiency and growth across its UK CFC network. The Group expects that, in time, these modules will be utilised by Ocado Retail.

In June 2025, the Group and Bon Preu announced an expansion of our partnership with the ordering of a CFC, the first for Bon Preu, in Parets del Vallès to serve the Catalonia region. This follows strong growth in Bon Preu's online business, enabled by Ocado's In-Store Fulfilment solution.

In November 2025, Auchan Polska's first CFC, located in Warsaw, went live. At the end of the period, we had 30 live sites, comprising 26 CFCs and four Zooms, with a total of 122 live modules (FY24: 29 live sites, comprising 25 CFCs and four Zooms, with a total of 123 live modules).

The 122 live modules include 14 modules of capacity on sites where Ocado Retail has ceased operations. The Technology Solutions business continues to charge Ocado Retail capacity fees for these modules, as it is contractually entitled to do. At the end of the period, Technology Solutions had 27 sites, with 108 modules, in which partners were actively trading (25 CFCs and two Zooms).

At the end of the period, we had 163 modules ordered at sites in operation, and 35 modules ordered at sites under construction but not yet live for AEON, Lotte and Kroger.

During the period, we continued to focus on supporting our partners to increase volume growth to improve capacity utilisation in their CFCs. Our Partner Success teams continue to work closely with our partners to support sales growth, drive operational efficiency and improve profitability.

Revenue

Revenue in the period increased by 13.0% to £561.2m (FY24: £496.5m).

Recurring capacity fee revenue is typically index-linked and is driven by the average number of modules live during the period. Recurring capacity fee revenue increased by 6.8% to £444.2m (FY24: £415.8m) and was driven by the 4.3% increase in the average number of live modules to 121 (FY24: 116) and indexation of OSP fees.

Non-recurring fee revenue comprises 1. the upfront design and access fees amortised in the Income Statement, 2. revenue recognised in relation to the LoC drawn during the period and 3. other non-recurring income generated by the OSP business.

In accordance with IFRS 15, design and access fees are initially recorded on the Balance Sheet, within contract liabilities, until a working solution is delivered to the partner, i.e. the site goes 'live'. Fees are released to the Income Statement over the period in which the underlying performance obligations have been satisfied.

On 18 November 2025, Kroger announced plans to optimise its CFC network, resulting in the closure of three CFCs in January 2026. The announcement in November resulted in an acceleration in revenue of advance receipts, previously held as contract liabilities of £13.6m.

Income from the LoC is apportioned across CFCs that are live or in construction, and initially recognised within contract liabilities on the Balance Sheet. The income is released to the Income Statement, within revenue, over the life of those sites. Excluding the acceleration from the closure of the three Kroger CFCs, the Group recognised £6.9m within revenue.

Total non-recurring fee revenue of £78.5m (FY24: £38.4m) increased by £40.1m largely reflecting 1. the amortisation of fees in relation to the three sites that went live in 2H24, 2. £14.7m of non-recurring income from Morrisons following the cessation of deliveries for Morrisons from the Erith CFC and 3. acceleration of income in relation to the closure of the three Kroger CFCs of £13.6m.

At the end of the period, cumulative fees relating to OSP partners that are not yet recognised as revenue, but instead are recorded on the Balance Sheet within contract liabilities, were £586.2m (FY24: £474.9m) and are largely in relation to Kroger, Coles, AEON, ORL and Sobeys.

There are 30 legacy non-OSP modules within the 122 modules at the end of the period. These primarily relate to the Hatfield and Dordon CFCs, which generate a lower fee per module than an OSP module. While the Hatfield CFC ceased trading in FY23, the Technology Solutions business is entitled to continued capacity fees at Hatfield, which in the period were £34.0m (FY24: £33.2m), and continued to charge them to Ocado Retail.

OIA revenue of £35.6m (FY24: £35.6m) during the period comprises £6.8m (FY24: £0.1m) from OSRS, £19.8m (FY24: £26.8m) from OMRS and £9.0m (FY24: £8.7m) from Sort. OIA revenue remained stable year-on-year with an increase in OSRS revenue of £6.7m largely offset by a decrease in OMRS revenue of £(7.0)m.

During the period, we delivered our OSRS solution to McKesson. In accordance with IFRS 15, income and expenditure relating to the sale of third-party equipment is recognised when services are provided. Fees in relation to the sale of the automated warehouse system are recognised in the Income Statement over the contract term of approximately eight years. The associated assets including the costs of construction are recognised within property, plant and equipment and other intangible assets on the Balance Sheet and are depreciated and amortised respectively over the contract term. Costs associated with the sale of third-party equipment are recognised in direct operating costs. During the period, the Group recognised OSRS revenue of £6.8m (FY24: £0.1m), primarily relating to the sale of third-party equipment to McKesson.

At the end of the period, cumulative fees relating to OIA partners that are not yet recognised as revenue, but instead are recorded on the Balance Sheet within contract liabilities, were £45.3m (FY24: £31.7m), including McKesson.

OMRS revenue decreased by £(7.0)m during the period due to fewer contracts going live during the period and a non-recurring adjustment made in the prior period relating to the treatment of sales within the OMRS business.

Other revenue primarily relates to equipment sales to retail partners of £2.4m (FY24: £5.3m) recognised as revenue under IFRS 15 (the cost of this equipment is recognised within direct operating costs).

Direct costs

Direct operating costs largely relate to the day-to-day costs of operating our CFC, Zoom and OIA sites, primarily engineering support, maintenance and spares, and the costs of hosting the technology services for partners. Direct operating costs also include cost of sales primarily relating to equipment sales to OSP and OIA partners.

Direct operating costs increased by £7.5m (5.0%) to £156.6m (FY24: £149.1m). The increase primarily reflects 1. incremental costs associated with the volume growth in sites opened during the current and prior year and 2. costs associated with the sale of third-party equipment to McKesson. The increase was partly offset by efficiencies in repairs and maintenance, and remote support costs during the period.

Contribution margin increased by 2.1ppts to 72.1% (FY24: 70.0%). The increase was partly driven by higher non-recurring income of £14.7m from Morrisons, following the cessation of deliveries from the Erith CFC, revenue recognised in respect of the LoC of £12.7m, and the accelerated recognition of advance receipts relating to the three Kroger sites which closed in January 2026 of £7.8m. The underlying improvement in contribution margin reflects the good progress made to reduce repair and maintenance costs in our CFCs and to optimise labour spend across our sites and remote support locations.

Technology and support costs

Technology costs that are expensed primarily reflect costs incurred during activities in the early stages of innovation, before projects meet the criteria for capitalisation. This includes research and discovery work undertaken to explore and assess problems and opportunities. Other people-related costs include management time and live system support, while other non-people technology costs include hardware, software and cloud costs. Technology costs in FY25 reduced by £2.2m to £90.7m (FY24: £92.9m), through reduced non-capitalisable hardware and consultancy spend, as the Group continues to focus on targeted investment opportunities and the successful deployment of its Re:Imagined technology.

Support costs are costs incurred in supporting the global operations of the business. These costs include Solutions and OIA Sales, Partner Success, Technology Operations, Finance, HR, IT and Legal.

Costs decreased by £0.3m to £173.6m during the period (FY24: £173.9m). Support costs in the prior period included the one-off benefit of a settlement reached with MasterCard and Visa in relation to bank interchange fees, which generated a net income of £5.1m. Excluding this benefit, support costs reduced by £5.4m, a reduction of 3.0%, largely driven by 1. an increase in the R&D tax credit, 2. savings across Finance, IT and Legal, 3. lower overheads in JFC following the business appointing administrators during the period and 4. lower Board share-based payment charges, as noted below. These savings were partially offset by our continued investment in developing our commercial teams (OIA and Solutions Sales, and Partner Success), supported by an experienced leadership team, which is dedicated to driving growth for new and existing partners.

Board costs of £16.4m (FY24: £19.3m) are included within Technology Solutions support costs. The year-on-year decrease of £2.9m was mainly driven by a lower share-based payment charge of £5.6m (FY24: £7.7m) following the cessation of the Value Creation Plan during the prior period.

Adjusted EBITDA*

Adjusted EBITDA* for the period was £140.3m (FY24: £80.6m), an improvement of £59.7m. Adjusted EBITDA margin* improved by 8.8ppts to 25.0% (FY24: 16.2%). The strong profit flow-through from the £64.7m growth in revenue was driven by 1. the benefits of scale from more modules going live in our CFC sites, 2. the ongoing optimisation of direct CFC operating costs (including labour and maintenance costs) which have reduced as a percentage of live sales capacity, 3. incremental non-recurring revenue and 4. the continued optimisation of our Technology cost base.

Ocado Logistics

£m	FY25	FY24	Change
Cost recharges ¹	764.9	686.5	11.4%
Fee revenue ¹	35.4	31.5	12.4%
Revenue	800.3	718.0	11.5%
Other income	2.0	4.0	(50.0)%
Fulfilment and delivery costs	(690.1)	(625.4)	(10.3)%
Technology and support costs	(74.5)	(65.5)	(13.7)%
Adjusted EBITDA*	37.7	31.1	£6.6m

1. Cost recharges include £6.8m (FY24: £4.9m), primarily relating to the recharge of LGV leases. In the prior period, this income was included within fee revenue. The cost of these leases are recognised outside of adjusted EBITDA* in accordance with IFRS 16.

Ocado Logistics is our third-party logistics business providing services to partners in the UK (Ocado Retail and Morrisons). The Logistics business operates automated warehouses and provides the associated supply chain and delivery services to our UK partners, and recharges these costs in full, together with an additional management fee of c.4%. The business also generates revenue from capital recharges charged to Ocado Retail relating to certain historical Material Handling Equipment ("MHE") assets used to provide logistics services that were not transferred to Ocado Retail on its formation. The segment includes 1. revenue from cost recharges (primarily CFC and delivery costs incurred), capital recharges and the management fee for operating all UK sites, 2. the related CFC fulfilment and delivery costs, 3. technology costs directly related to sites and any non-OSP customer platform technology costs and 4. costs relating to central functions to support the provision of the Logistics business.

Key Performance Indicators

The following table sets out a summary of selected operating information in the period:

	FY25	FY24	Change
Total eaches (million)	1,436.8	1,324.8	8.5%
Orders per week (000s)	619	564	9.8%
OSP CFC UPH ^{1,2}	245	227	7.9%
DP8 ³	21.5	21.0	2.4%

1. Measured as units picked from the CFC per variable hour worked by operational personnel.
2. OSP CFCs are all CFCs excluding Dordon.
3. DP8 represents the drops per standardised eight-hour shift for Ocado Retail only.

Ocado Logistics operates a cost-plus business model. Client volumes in the sites we operate are a key driver of our revenue and costs. During the period, average orders per week across our two partners increased by 9.8% to 619,000 (FY24: 564,000), while the volume of eaches processed increased by 8.5% to 1,436.8m (FY24: 1,324.8m).

Revenue

This comprises 1. cost recharges, which are the recharge of variable and fixed costs incurred to provide fulfilment and delivery services, which are recharged to Ocado Retail and Morrisons, 2. a c.4% management fee charged on those rechargeable costs and 3. capital recharges to Ocado Retail for the use of certain fixtures and fittings, and plant and machinery that were not transferred to Ocado Retail on its formation as a separate business.

Cost recharges increased by £78.4m to £764.9m (FY24: £686.5m), up 11.4%. These costs represent the operational costs that are recharged to Ocado Retail and Morrisons for the provision of third-party logistics services. The key driver of the cost recharges is the volume of orders and eaches processed through the CFC sites. While total eaches increased by 8.5%, cost recharges increased at a faster rate, increasing by 11.4% primarily due to inflationary pressure on 1. labour costs within our CFCs and service delivery operations following legislative increases to the National Minimum Wage and Employers' National Insurance Contributions during the period and 2. the repairs and maintenance of our fleet. This was partially offset by fulfilment efficiencies driven by the continued roll-out of our Re:Imagined technology and higher volumes through our sites. Cost recharges are greater than rechargeable costs of £742.1m (FY24: £667.0m) as cost recharges also include lease income for lease costs in shared sites and LGVs, where we are providing a service, for which the cost is included outside adjusted EBITDA*.

Fee revenue of £35.4m (FY24: £31.5m) increased by 12.4% mainly due to an increase in management fees of 11.2% to £27.7m (FY24: £24.9m). Management fees are c. 4% of rechargeable costs.

Fee revenue also includes £7.7m of capital recharges (FY24: £6.6m). Capital recharges relate to charges to Ocado Retail for the use of certain assets that are owned by the Group and utilised by Ocado Retail. For partner-shared sites (primarily Dordon and Erith), capital recharges are accounted for as revenue as we are considered to be providing a service (per IFRS 16). For sites that are used exclusively by Ocado Retail (primarily Purfleet, Bristol and Andover), this income is accounted for in accordance with IFRS 16 (outside of adjusted EBITDA*) as we are considered to be providing a finance lease.

Included within revenue is £13.1m (FY24: £12.0m) relating to the shared Erith site, comprising capital recharges of £7.0m (FY24: £5.5m) and rent recharges of £6.1m (FY24: £6.5m).

Other income

Other income of £2.0m (FY24: £4.0m) relates to MHE JVCo asset rental income. The year-on-year decrease of £2.0m was mainly driven by the expiry of large MHE asset rental agreements in the prior period. These agreements were made as part of the original fit-out of the Dordon CFC. Other income is presented within operating costs in the Consolidated Income Statement.

Fulfilment and delivery costs

These costs comprise the costs of fulfilment and delivery operations which are recharged to Ocado Retail and Morrisons.

Total fulfilment and delivery costs increased by 10.3% to £690.1m (FY24: £625.4m) with eaches increasing by 8.5% to 1,436.8m (FY24: 1,324.8m). Costs increased faster than the growth in eaches primarily due to inflationary pressure on 1. labour costs within our CFCs and service delivery operations following legislative increases to the National Minimum Wage and Employers' National Insurance Contributions during the period and 2. the repairs and maintenance of our fleet.

CFC productivity improvements are demonstrated by the improvement in UPH in OSP CFCs (Erith, Andover, Purfleet, Bristol, Bicester and Luton), which improved year-on-year to an average UPH of 245 in the period (FY24: 227). With the introduction of the Re:Imagined technologies including On-Grid Robotic Pick ("OGRP") and Auto Frame Load ("AFL"), our Luton CFC delivered an average UPH of 289 (FY24: 239) and peak UPH of 318 during the period, significantly ahead of our expectations.

A higher UPH results in a lower labour requirement and therefore lower costs for the same volume. The improvement in UPH and resulting productivity improvements, partially offset the legislative increases to the National Minimum Wage and Employers' National Insurance Contributions during the period.

The efficiency of our delivery operations is measured by DP8. This increased by 2.4% to an average of 21.5 drops per standardised 8-hour shift for Ocado Retail (FY24: 21.0 drops). The improvement was mainly driven by 1. increased order volume driving order density, 2. improvements in on-time management to ensure deliveries are made within their allocated time slot and 3. improvements to routing accuracy. This supported an expansion of a programme focused on routing efficiency. These improvements were partially offset by 1. inflationary pressures on labour costs as noted above and 2. investment from our partners into same-day deliveries and improved slot availability, which impacted efficiency but improved the customer proposition.

Technology and support costs

Technology and support costs increased by £9.0m to £74.5m (FY24: £65.5m) and comprise 1. head office and related costs to operate the Logistics business, 2. technology costs related to the operating of our pre-OSP grocery fulfilment platform and 3. the non-capitalised element of the programme costs to transition our UK partners from the pre-OSP technology platform to OSP.

Technology and support costs increased due to 1. labour cost inflation, 2. recruitment of personnel to deliver efficiencies in supply chain and last mile planning and 3. higher head office costs from management incentive schemes and acceleration of share-based payment charges. Head office costs and a portion of technology costs are recharged to our partners as part of our contractual agreements. The cost of operating the pre-OSP platform, the transition to OSP and ongoing Logistics systems costs, totalling £18.5m (FY24: £17.1m), are not recharged to partners.

Adjusted EBITDA*

Adjusted EBITDA* for the period was £37.7m, an increase of £6.6m (FY24: £31.1m) principally driven by 1. increased management fees of £2.8m from supporting the online growth of our UK retailers, 2. £2.4m additional revenue from the recharge of higher inflation driven lease costs, where the cost of these leases is recognised outside of adjusted EBITDA* and 3. incremental recharges of costs to Ocado Retail of £1.9m, following the unwind of the transitional services agreement ("TSA") set up on the creation of the joint venture.

Ocado Retail

£m	FY25	FY24	Change
Revenue	3,098.8	2,685.8	15.4%
Gross profit	1,041.3	914.3	13.9%
<i>Gross profit %</i>	<i>33.6%</i>	<i>34.0%</i>	<i>(0.4)ppts</i>
Fulfilment and delivery costs	(583.1)	(513.6)	(13.5)%
Marketing costs	(44.8)	(43.7)	(2.5)%
Support costs	(125.3)	(116.0)	(8.0)%
Fees	(204.2)	(196.4)	(4.0)%
Adjusted EBITDA*	83.9	44.6	£39.3m
Depreciation and amortisation	(70.2)	(59.7)	(17.6)%
Net finance costs	(41.1)	(33.4)	(23.1)%
Operating loss before adjusting items	(27.4)	(48.5)	43.5%
Adjusting items	(16.9)	(15.8)	(7.0)%
Tax	-	-	-
Loss after tax	(44.3)	(64.3)	31.1%
50% Ocado Group share of loss after tax	(22.2)	(32.2)	31.1%
Reported in Group's share of results of joint venture	(13.7)	(24.3)	43.6%
Reported in Group adjusting items*	(8.5)	(7.9)	(7.6)%

Ocado Retail is the UK online grocery retail business serving a broad range of shopper missions. Ocado Retail is a 50% owned joint venture with M&S.

As described on page 12, the Group's share of Ocado Retail's pre-adjusting, post-tax results are now shown as "share of results of joint venture and associate" in the Income Statement. The Group's share of Ocado Retail's adjusting items are now shown within adjusting items* in the Income Statement.

The Group and ORL no longer have coterminous accounting periods. ORL now aligns its accounting periods to M&S's financial calendar, with its financial periods ending one week earlier than Ocado Group's. To aid year-on-year comparability of financial performance, the current and prior periods' income and expenses have been re-presented to equity account for Ocado Retail from the start of the financial period, with an adjusted treatment of the week commencing 31 March 2025 to derive 52 weeks of performance for the period ending 23 November 2025. All balances are presented on this basis, unless otherwise stated.

Key Performance Indicators

The following table sets out a summary of selected Ocado.com operating information in the period:

Ocado.com ¹	FY25	FY24	Change
Average active customers (000s) ²	1,176	1,045	12.5%
Average orders per week (000s)	500	442	13.1%
Average basket value (£) ³	123.69	122.09	1.3%
Average selling price (£) ⁴	2.81	2.75	2.2%
Average basket size (eaches)	44.0	44.3	(0.7)%

1. Ocado.com excludes Zoom by Ocado as Ocado.com represents the core business of Ocado Retail.
2. Customers are classified as active if they have shopped at Ocado.com within the previous 12 weeks. Average active customers represents the average number of active customers over the 52-week period.
3. Average basket value (£) is defined as product sales divided by total orders.
4. Average selling price ("ASP") (£) is defined as product sales divided by total eaches.

Revenue

Revenue increased by 15.4% to £3,098.8m (FY24: £2,685.8m) driven by growth in Ocado.com, with a 13.1% order growth to 500,000 orders per week (FY24: 442,000 orders per week) and a 1.3% growth in basket value to £123.69 (FY24: £122.09).

The 13.1% growth in orders was driven by strong customer acquisition with the average number of active customers increasing by 12.5% during the period to 1,176,000 (FY24: 1,045,000). The active customer base at the end of the period was 1,233,000 (FY24: 1,119,000), up 10.2%.

Ocado.com grew its share of the online grocery market to 14.0% in the four weeks to 29 November 2025 (Nielsen), up 1.1ppts year-on-year (FY24: 12.9% in the four weeks to 30 November 2024). The online grocery market in the UK now represents 13.4% (FY24: 12.7%) of the total grocery market (Nielsen).

The average basket value grew by 1.3% to £123.69 (FY24: £122.09) driven by a modest increase in average selling price to £2.81 (FY24: £2.75). The 2.2% increase in average selling price on Ocado.com remained well below UK grocery inflation of 5.5% (Nielsen). The increase in basket value was partially offset by a decline in average basket size from 44.3 to 44.0 eaches.

Gross profit

Gross profit increased by 13.9% to £1,041.3m (FY24: £914.3m). Growth was lower than the 15.4% revenue growth due to a decrease in gross profit margin from 34.0% in FY24 to 33.6% in FY25. The recent 'Extended Producer Responsibility' legislation includes increased responsibilities on sustainable packaging, adding further cost pressures.

Gross profit includes the net benefit of supplier-funded media income of £98.0m (FY24: £89.7m) and the cost of discount vouchers redeemed by customers of £28.7m (FY24: £27.5m).

Fulfilment and delivery costs

£m	FY25	FY24	Change
CFC	(195.5)	(183.6)	(6.5)%
Service delivery	(371.6)	(314.2)	(18.3)%
Utilities	(16.0)	(15.8)	(1.3)%
Fulfilment and delivery costs	(583.1)	(513.6)	(13.5)%

CFC costs primarily comprise labour costs, property costs, consumables and related costs in CFCs, and increased by 6.5% to £195.5m (FY24: £183.6m). Costs increased at a slower rate than the 13.1% growth in average orders per week principally due to improved CFC productivity. The OSP CFCs (Erith, Andover, Purfleet, Bristol, Bicester and Luton) showed robust improvements in productivity reaching an average of 245 UPH (FY24: 227 UPH), an improvement of 7.9% partially driven by the introduction of OGRP during the prior period. The newest CFC for Ocado Retail in Luton delivered an average UPH of 289 (FY24: 239) and a peak UPH of 318 during the 52-week period ending 30 November 2025. The average UPH for Ocado.com improved by 5.9% from 220 to 233.

Service delivery costs comprise labour, fleet, fuel and related costs to enable the delivery of orders to customers. Costs increased by 18.3% to £371.6m (FY24: £314.2m), driven by 1. the growth in the number of orders (+13.1%), 2. inflationary pressure on labour costs following the legislative changes to the National Living Wage and Employers' National Insurance Contributions and 3. higher repairs, maintenance and insurance costs of the fleet. The increase in costs was partially offset by an improvement in the efficiency of our last mile operations.

Utilities costs across CFCs and service delivery increased by 1.3% to £16.0m (FY24: £15.8m).

Marketing and support costs

Marketing costs comprise the cost of marketing activities to customers, such as digital performance marketing and brand advertising. This excludes vouchering costs, which are deducted in revenue. Marketing spend as a percentage of revenue decreased to 1.4% (FY24: 1.6%) reflecting the continued optimisation of the marketing channel mix.

Support costs of £125.3m (FY24: £116.0m) comprise head office, customer support and other overhead costs for Ocado Retail. The £9.3m, 8.0%, increase year-on-year was driven by 1. cost inflation partially reflecting the legislative increase in Employers' National Insurance Contributions, 2. increased headcount to support business growth, including the annualisation of senior, strategic vacancies in the prior period and 3. contractual increases in IT costs. As a percentage of revenue, support costs decreased to 4.0% (FY24: 4.3%).

Fees

Fees comprise 1. OSP fees paid to Technology Solutions for the operation of OSP and Re:Imagined technologies of £178.9m (FY24: £170.2m), 2. logistics management fees of £22.5m (FY24: £19.6m) and 3. capital recharges paid to Ocado Logistics of £2.8m (FY24: £6.6m). Fees of £204.2m (FY24: £196.4m) increased by £7.8m, driven by the index-linked OSP fees due to Technology Solutions. Fees include the ongoing fees for the closed Hatfield CFC.

Adjusted EBITDA*

Adjusted EBITDA* for the Retail business was £83.9m (FY24: £44.6m). The primary drivers for the £39.3m year-on-year increase were growth in active customers and orders driving trading performance, partly offset by higher service delivery and CFC costs to fulfil these orders.

The Retail business delivered an adjusted EBITDA margin* of 2.7% (FY24: 1.7%), an improvement of 1.0ppt. Excluding the £34.0m (FY24: £33.2m) capacity fees payable for the Hatfield CFC, the adjusted EBITDA* for the Ocado Retail business would have been £117.9m (FY24: £77.8m) at a margin of 3.8% (FY24: 2.9%).

Below adjusted EBITDA*

Depreciation and amortisation increased by £10.5m to £70.2m (FY24: £59.7m). The increase was largely due to capital assets and rent in relation to the Erith CFC site now being accounted for, as a sole customer site, as a finance lease in accordance with IFRS 16. In the prior period, as a shared customer site, these charges were recognised within operating expenses in the Income Statement. Also included within depreciation and amortisation was an increase year-on-year due to additional motor vehicle charges from a larger fleet.

Net finance costs comprise gross interest costs less gross interest income. Net finance costs of £41.1m increased by £7.7m (FY24: £33.4m) largely reflecting higher lease interest expense relating to 1. the Erith CFC site and 2. new motor vehicle leases and lower interest income on lower average cash balances.

Adjusting items of £16.9m expense (FY24: £15.8m expense) primarily comprise transformation costs relating to the transition from legacy platforms onto OSP, IT systems transformation costs to transition from the Group to a standalone platform, and the deconsolidation from the Group and consolidation into M&S.

There was no **taxation** in the period (FY24: £nil).

Loss after tax of £44.3m decreased by £20.0m (FY24: £64.3m). The primary drivers for the increase were the improved adjusted EBITDA* performance, partly offset by increased depreciation and lease interest costs.

Capital expenditure

Capital expenditure largely comprises 1. new site construction costs, 2. deployment of our Re:Imagined innovations, 3. technology development costs to enhance OSP and 4. construction costs in our OSRS business. Group capital expenditure for the period was £382.6m (FY24: £386.4m), a decrease of £3.8m.

The £382.6m of capital expenditure includes £47.6m relating to the capitalisation of grid, bots and MHE at McKesson's facility, which opened during the period.

Excluding this, capital expenditure decreased by £51.4m primarily due to a reduced level of capital expenditure for Technology development costs. We continue to remain focused on capital discipline and operate a thorough capital allocation approval process.

An analysis of capital expenditure by key categories is presented below:

£m	FY25	FY24	Change
CFC sites	157.4	162.6	(3.2)%
Technology	156.5	196.6	(20.4)%
Group support and other	9.8	13.0	(24.6)%
OIA	47.6	-	100.0%
Technology Solutions	371.3	372.2	(0.2)%
Logistics	11.3	14.2	(20.4)%
Group capital expenditure	382.6	386.4	(1.0)%

Technology Solutions

CFC sites capital expenditure primarily relates to the construction of new sites and costs associated with upgrading our existing live sites, and totalled £157.4m in the period (FY24: £162.6m), a year-on-year decrease of £5.2m. The investment during the period of £157.4m primarily relates to the construction of new sites including the Warsaw site for Auchan Poland, which went live in 2H25, the Busan site for Lotte and the Hachioji site for AEON, both expected to go live in FY26, and the installation of Re:Imagined innovations.

Technology development spend decreased by £40.1m to £156.5m (FY24: £196.6m) as the Group reached an inflection point in its development cycle after several years of elevated investment levels. During the period, we continued to focus on targeted investment in OSP and our key Re:Imagined innovation projects with our newest generation 600 Series bot launching in live CFCs. In addition, we continued to invest in our two new products: a pallet-moving Autonomous Mobile Robot ("AMR"), which drives efficiencies into case-picking processes, and a de-palletiser that will benefit the solutions available to non-grocery partners through our OIA business.

£m	FY25	FY24	Change
CFC technologies	79.2	104.9	(24.5)%
Ecommerce	25.2	30.2	(16.6)%
Logistics and supply chain	22.4	21.7	3.2%
Other	29.7	39.8	(25.4)%
Technology	156.5	196.6	(20.4)%

We continue to enhance our customer proposition through OSP, delivering world-class end-to-end grocery and non-grocery ecommerce and fulfilment solutions. OSP includes ecommerce, order management, forecasting, routing and delivery, our grid, bots dexterous robotics and other material handling elements.

- **CFC technologies** are at the core of our OSP proposition. This capital expenditure encompasses the ongoing development of our grid and bots, peripheral MHE and software. This investment is focused on reducing both the capital cost and the ongoing operational running costs of the CFC for the partner and Ocado Group.

We invested £79.2m in CFC and ISF technologies during the period (FY24: £104.9m), reflecting our ongoing commitment to optimising the OSP technologies in our CFC operations. Our investment focused on optimising site design, improvements in picking and enhancing our outbound operations. These investments delivered the successful launch of our 600 Series bot and 600 Series compatible grid in live CFCs during the period.

- **Ecommerce:** We invested £25.2m (FY24: £30.2m) in developing our ecommerce platform to enhance every aspect of the shopper journey, including improvements to the search and browse experience. During the period, we continued to invest in driving customer conversion, customisable homepages, marketing reporting and frictionless payments. We successfully launched the webshop for Lotte and also invested in the development of the webshop for Panda, including Arabic search support, which is expected to launch later this year. We successfully trialled an on-demand proposition with Morrisons to enable customers to collect their shopping in under one hour from a nearby store.
- A key benefit of OSP is our expertise in **Logistics and supply chain**, which underpins our end-to-end solution. In FY25, we invested £22.4m (FY24: £21.7m) in our capabilities, with the focus of our investment on the optimisation of the grocery supply chain and efficiency of the last mile delivery. During the period, we deployed Ocado Swift Router across multiple sites, enabling same-day and short lead-time delivery from CFCs at scale, while maintaining routing efficiency. We continued to invest in planning automation and operational tooling to improve routing accuracy and further reduce our cost to serve.
- Within the supply chain, we further strengthened our proposition by enhancing our analytics capabilities, making it easier for partners to identify risk and take insight-informed actions across forecasting, ordering and inventory management. We delivered targeted user experience improvements that simplify navigation and reduce the time taken to locate relevant forecasts and purchase orders. We extended planning horizons within our tooling, enabling partners to plan labour and operational resources further into the future. In addition, we trialled solutions to reduce the number of totes per order and last mile fulfilment costs and implemented aggregator support, enabling retailers to integrate OSP with third-party marketplaces and operate these as an additional customer order channel.
- The balance of the spend predominantly relates to our teams creating tooling and development systems necessary to deliver for the wider Technology function, where we invested £29.7m (FY24: £39.8m).

Group support and other capital expenditure comprise projects relating to support costs systems and infrastructure. Other capital expenditure of £9.8m is £3.2m lower year-on-year (FY24: £13.0m).

Logistics

Capital expenditure of £11.3m (FY24: £14.2m) largely relates to technology system development of £10.0m (FY24: £12.8m) to transition our UK partners from our legacy platforms onto OSP. During the period, the Group successfully migrated the Ocado.com website, associated mobile applications, and last mile and supply chain system services for Ocado Retail from the legacy platforms onto OSP.

Cash flow

£m	FY25 pro-forma*	FY24 pro-forma*
Adjusted EBITDA*	178.0	111.7
Cash received from contract liabilities (upfront fees)	65.0	99.2
Proceeds from the Letter of Credit	113.4	-
Other working capital movements	20.5	17.6
Interest paid	(92.6)	(46.2)
Corporation tax paid	(3.0)	(7.7)
Adjusting items*	37.0	83.1
Other non-cash items	(30.4)	(5.2)
Operating cash flow	287.9	252.5
Capital expenditure (excl. OIA)	(334.7)	(393.4)
OIA capital expenditure	(38.6)	-
Dividend from joint venture	0.8	2.8
Net proceeds from interest-bearing loans and borrowings	55.1	26.8
Repayment of lease liabilities	(33.2)	(32.6)
Net proceeds from share issues	2.6	4.6
Other investing and financing activities	72.9	67.2
Movement in cash and cash equivalents (excl. FX changes)	12.8	(72.1)
Effect of changes in FX rates	(5.3)	(4.2)
Movement in cash and cash equivalents (incl. FX changes)	7.5	(76.3)
Cash and cash equivalents at beginning of period	732.5	808.8
Movement in cash and cash equivalents (incl. FX changes)	7.5	(76.3)
Cash and cash equivalents at end of period	740.0	732.5

Cash and cash equivalents (including foreign exchange changes) increased by £7.5m (FY24: reduction of £76.3m) to £740.0m (FY24: £732.5m). There was an improvement in net cash flow of £83.8m year-on-year.

Operating cash flow improved by £35.4m to an inflow of £287.9m (FY24: £252.5m cash inflow). Key movements in cash flow during the period can be analysed as follows:

- **Adjusted EBITDA*** improved by £66.3m to £178.0m (FY24: £111.7m).
- **Cash received from contract liabilities: cash inflow of £65.0m** (FY24: £99.2m cash inflow). The decrease during the period is driven by lower upfront design and access fees paid by our grocery retail partners of £42.7m (FY24: £72.6m) mainly reflecting fewer sites going live in the current year, and following the go-live of three sites in the prior period. Customer advances received by our OIA business in respect of customer project builds reduced by £4.3m to £22.3m (FY24: £26.6m).
- **Proceeds from the Letter of Credit: cash inflow of £113.4m** (FY24: £nil).

- **Interest paid: cash outflow of £92.6m** (FY24: cash outflow of £46.2m) comprises £75.3m interest and charges on borrowings (FY24: cash outflow of £29.5m) and £17.3m for the interest element of assets held under finance leases (FY24: £16.7m). The increase during the period mainly reflects the higher coupon payments on the Group's borrowings issued in the prior period.
- **Corporation tax paid: cash outflow of £3.0m** (FY24: £7.7m cash outflow) reflects tax paid in the period in respect of overseas entities.
- **Adjusting items*: cash inflow of £37.0m** (FY24: £83.1m cash inflow) principally relates to cash-settled adjusting items* and comprises the following:
 - £58.4m (FY24: £100.0m) proceeds from the settlement of AutoStore patent litigation and cross-licence pre-2020 patents;
 - £14.8m (FY24: £5.0m) organisational restructuring costs; and
 - £6.7m (FY24: £11.9m) Finance and HR system transformation costs.
- **Other non-cash items of £(30.4)m** (FY24: £(5.2)m) comprises:
 - revenue recognised from long-term Solutions contracts of £(71.9)m (FY24: £(39.3)m) and revenue recognised from long-term OIA contracts of £(6.3)m (FY24: £nil);
 - share-based payments charge of £38.8m (FY24: £37.2m);
 - movements in provisions of £9.2m (FY24: £(2.6)m); and
 - other smaller movements of £(0.2)m.

The movements above result in an operating cash inflow of £287.9m (FY24: cash inflow of £252.5m). The following movements explain the overall movement in cash and cash equivalents inflow of £7.5m (FY24: cash outflow of £76.3m):

- **Capital expenditure (excl. OIA) of £334.7m** (FY24: £393.4m) primarily relates to 1. new site construction costs, 2. deployment of our Re:Imagined innovations and 3. technology development costs to enhance OSP. Cash capital expenditure of £334.7m is lower than accounting capital expenditure (excluding OIA) of £335.0m mainly due to the timing of cash spend on capital items. This difference is reflected in accruals and prepayments on the Balance Sheet.
- **OIA capital expenditure of £38.6m** (FY24: £nil) relates to construction costs incurred by the OSRS business in respect of grid, bots and MHE at McKesson's facility that opened during the period. In the prior period, £9.0m of this was recognised within inventory and other working capital movements.
- **Net proceeds from interest-bearing loans and borrowings of £55.1m** (FY24: £26.8m) comprises:
 - gross proceeds from the issue of senior unsecured notes of £400.0m due in 2030. £280.6m of the gross proceeds was used to fund the early partial redemption of existing senior unsecured convertible bonds and senior unsecured notes, due in 2025 and 2026 respectively, at a c.2% discount to par. This reflected a net cash inflow of £119.4m;
 - redemption of the remaining principal at par and accrued interest of the senior unsecured notes due in 2026 of £54.7m; and
 - transaction costs of £9.6m.
- **Other investing and financing activities of £72.9m** (FY24: £67.2m) comprise:
 - £28.1m (FY24: £28.9m) of interest received on treasury deposits. The reduction in interest received on treasury deposits primarily reflects the lower interest rate environment, with average SONIA rates declining from 5.1% in FY24 to 4.3% in FY25. This impact was partially offset by proactive treasury management, including a continued focus on yield optimisation and the repatriation of cash from global bank accounts. As a result, the average proportion of cash invested in higher-yielding instruments, such as money market funds and term deposits, increased from 68% to 80% over the year.
 - £27.0m (FY24: £25.9m) received from Ocado Retail in respect of assets leased in accordance with IFRS 16;
 - £9.0m (FY24: £2.3m) repayment of loans from joint ventures, associates and investee companies; and
 - £8.8m (FY24: £nil) proceeds from sale of the Group's investment in Paneltex.

Underlying cash flow*

£m	FY25 pro-forma*	FY24 pro-forma*
Movement in cash and cash equivalents	7.5	(76.3)
Adjusting items*	(37.0)	(83.1)
Proceeds on disposal of asset held for sale	-	(18.5)
Proceeds on disposal of unlisted equity investments	(8.8)	-
Purchase of unlisted equity investments and loans to investee companies	(9.0)	7.7
Cash received in respect of contingent consideration	-	(1.6)
Financing ¹	(57.7)	(31.4)
Effect of changes in FX rates	5.3	4.2
Underlying cash flow* (incl. Letter of Credit)	(99.7)	(199.0)
Proceeds from the Letter of Credit	(113.4)	-
Underlying cash flow	(213.1)	(199.0)

1. Financing of £57.7m (FY24: £31.4m) includes net proceeds from interest-bearing loans and borrowings of £55.1m (FY24: £26.8m) and net proceeds from share issues of £2.6m (FY24: £4.6m).

Underlying cash flow* for the Group was a £213.1m outflow (FY24: £199.0m outflow). The movement was primarily driven by 1. a £46.4m increase in interest paid, reflecting the refinancing of the Group's borrowings at a higher rate in FY24, 2. £38.6m capitalised construction costs for our OSRS solution, which mainly comprise grid, bots and MHE at McKesson's OSRS facility that opened during the period and 3. £34.2m decrease in cash received from partners for the build and design of MHE, and advances received by our OIA business. These were partially offset by 1. £66.3m improvement in adjusted EBITDA* and 2. £58.7m reduction in capital expenditure, primarily due to lower Technology capital expenditure as the Group focuses on targeted investment opportunities.

Underlying cash flow* is the movement in cash and cash equivalents excluding the impact of adjusting items*, proceeds on disposal of asset held for sale, proceeds on disposal of unlisted equity investments, investment in unlisted equity investments and loans to investee companies, cash received in respect of contingent consideration, costs of new financing activity, acquisition of subsidiaries and foreign exchange movements. We focus on underlying cash flow because it measures the cash inflows and outflows that relate to the core operations of the Group and excludes key one-offs detailed above.

Liquidity management

£m	30 November 2025	1 December 2024	Change
Cash and cash equivalents	740.0	732.5	7.5
£600m senior unsecured convertible bonds (Dec-25)	(56.0)	(167.2)	111.2
£500m senior unsecured notes (Oct-26)	-	(223.6)	223.6
£350m senior unsecured convertible bonds (Jan-27)	(334.7)	(320.8)	(13.9)
£250m senior unsecured convertible bonds (Aug-29)	(222.0)	(215.1)	(6.9)
£450m senior unsecured notes (Aug-29)	(456.4)	(455.2)	(1.2)
£400m senior unsecured notes (Jun-30)	(417.1)	-	(417.1)
Other borrowings	-	(4.8)	4.8
Borrowings	(1,486.2)	(1,386.7)	(99.5)
Lease liabilities	(302.2)	(311.7)	9.5
Gross debt	(1,788.4)	(1,698.4)	(90.0)
Net debt*	(1,048.4)	(965.9)	(82.5)

During the period, the Group raised gross proceeds of £400.0m through the issuance of senior unsecured notes maturing in 2030. The £400m senior unsecured notes raised £391.0m, net of transaction costs of £9.0m. £280.6m of the proceeds was used to fund the early partial redemption of existing debt at a c.2% discount to par. The Group redeemed £169.0m of its £500m senior unsecured notes due in 2026 and £117.0m of its £600m senior unsecured convertible bonds due in 2025 for tender consideration of £166.7m and £113.9m respectively, and incurred £0.3m of transaction costs.

The Group redeemed the final £54.6m of the £500m senior unsecured notes due in 2026, at par in November 2025, together with accrued interest. Together with the £169.0m redeemed earlier in the period, this represents a total of £223.6m redeemed in the period of the £500m senior unsecured notes.

The Group held cash and cash equivalents at the end of the period of £740.0m (FY24: £732.5m) and gross liquidity of £1.04bn (FY24: £1.03bn), including the RCF.

The Group's gross finance costs recognised in the Income Statement and in the cash flow statement are set out below:

£m	FY25 pro-forma*		FY24 pro-forma*	
	Income Statement	Cash flow	Income Statement	Cash flow
Finance income	45.7	55.1	49.6	54.8
£600m senior unsecured convertible bonds (Dec-25)	(5.0)	(1.5)	(20.1)	(5.9)
£500m senior unsecured notes (Oct-26)	(5.3)	(6.2)	(17.4)	(17.7)
£350m senior unsecured convertible bonds (Jan-27)	(16.5)	(2.6)	(15.6)	(2.6)
£250m senior unsecured convertible bonds (Aug-29)	(22.5)	(15.6)	(7.1)	-
£450m senior unsecured notes (Aug-29)	(48.8)	(47.3)	(15.4)	-
£400m senior unsecured notes (Jun-30)	(24.9)	-	-	-
Other interest and charges on borrowings	(5.0)	(2.1)	(5.1)	(3.3)
Total interest and charges on borrowings	(128.0)	(75.3)	(80.7)	(29.5)
Interest on lease liabilities	(17.3)	(17.3)	(16.7)	(16.7)
Other finance costs	(1.4)	-	(1.2)	-
Gross finance costs	(146.7)	(92.6)	(98.6)	(46.2)
Other finance gains and losses	(5.2)	-	10.0	-
Net finance costs	(106.2)	(37.5)	(39.0)	8.6

Balance Sheet

£m	30 November 2025	1 December 2024
Assets		
Goodwill	147.8	158.2
Other intangible assets	517.8	496.5
Property, plant and equipment	1,427.5	1,555.4
Right-of-use assets	191.3	264.8
Net investment in leases	138.8	-
Investment in joint venture and associate	742.7	7.0
Trade and other receivables	148.8	193.9
Cash and cash equivalents	740.0	732.5
Other financial assets	172.3	113.7
Inventories	31.9	39.8
Other assets	20.1	8.2
Assets held for sale	-	586.5
Total assets	4,279.0	4,156.5
Liabilities		
Contract liabilities	(631.5)	(506.6)
Trade and other payables	(263.3)	(249.1)
Borrowings	(1,486.2)	(1,386.7)
Lease liabilities	(302.2)	(311.7)
Other liabilities	(34.5)	(24.8)
Liabilities held for sale	-	(506.4)
Total liabilities	(2,717.7)	(2,985.3)
Net assets	1,561.3	1,171.2
Total equity	(1,561.3)	(1,171.2)

The Balance Sheet as at 1 December 2024 has not been re-presented to deconsolidate Ocado Retail. The balances are shown as reported in the prior period.

Assets

Goodwill of £147.8m decreased by £10.4m (FY24: £158.2m), following the deconsolidation of JFC during the period, and the foreign exchange impact of the revaluation of the balance, which is predominantly US dollar-denominated. Goodwill of £147.8m predominantly arose on the prior acquisition of Kindred Systems Inc.

Other intangible assets net book value of £517.8m increased by £21.3m (FY24: £496.5m). The movement was driven by:

- £148.5m (FY24: £177.8m) internal development costs capitalised during the period that related to the development of our technology capabilities for our partners, across our CFC, Zoom and ISF solutions;
- £9.6m (FY24: £26.6m) of intangible assets acquired primarily relating to software and patents;
- amortisation charge for the period of £125.0m (FY24: £147.3m);
- impairment charge for the period of £11.3m (FY24: £5.9m); and
- other smaller movements of £(0.5)m.

Other intangible assets are typically amortised over three to five years.

Property, plant and equipment net book value decreased by £127.9m to £1,427.5m (FY24: £1,555.4m). The movement was driven by:

- capital additions in the period of £205.2m (FY24: £164.0m) primarily relating to partner sites under construction, the installation of Re:Imagined technologies and OSRS capital expenditure;
- internal development costs capitalised during the period of £19.3m (FY24: £23.6m) relating to OSP technology development and deployment;
- depreciation in the period of £221.6m (FY24: £215.8m);
- the derecognition of assets with a net book value of £51.9m that are sub-leased to Ocado Retail, following the change in control. Amounts receivable in respect of these assets are recognised as net investment in leases in accordance with IFRS 16;
- foreign exchange movements of £(28.2)m (FY24: £(15.7)m);
- impairment charge of £27.3m mainly in relation to bots, spare parts and grid components that have been upgraded, and technology projects the Group has decided not to pursue further;
- the derecognition of JFC assets with a net book value of £23.2m following the appointment of administrators during the period; and
- other smaller movements of £(0.2)m.

Tangible assets are typically depreciated over eight to 10 years.

Right-of-use assets net book value decreased by £73.5m to £191.3m (FY24: £264.8m). This comprises land and buildings of £153.1m (FY24: £234.6m), motor vehicles of £25.9m (FY24: £15.5m) and fixtures, fittings, plant and machinery of £12.3m (FY24: £14.7m). The £73.5m movement was driven by:

- new leases for assets of £19.6m comprising largely motor vehicles;
- the derecognition of buildings with a net book value of £63.8m that are sub-leased to Ocado Retail, following the change in control. Amounts receivable in respect of these assets are recognised as net investment in leases in accordance with IFRS 16;
- depreciation charge of £29.3m (FY24: £53.5m); and
- other smaller movements of £2.8m.

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date over the shorter of the assets' useful life and the lease term.

Net investment in leases of £138.8m (FY24: £nil) comprises £107.3m (FY24: £nil) of land and buildings, relating to sites solely used by Ocado Retail, including the Purfleet, Andover and Park Royal sites, and £31.5m (FY24: £nil) of fixtures, fittings, plant and machinery, primarily relating to assets within sites. These assets are leased to Ocado Retail, and are recognised on the Group Balance Sheet following the deconsolidation of Ocado Retail during the period and reflect the present value of the amounts due.

Investment in joint venture and associate of £742.7m (FY24: £7.0m) reflects the Group's investment in Ocado Retail and MHE JVCo. The increase of £735.7m during the period is primarily driven by the initial recognition of the Group's 50% equity interest in Ocado Retail at a fair value of £750.0m, following the transfer of its tie-breaking rights to M&S in April 2025. At the end of the period, the Group's investment in Ocado Retail was £736.3m. See Note 3.5 to the Consolidated Financial Statements for further detail.

Trade and other receivables decreased by £45.1m to £148.8m (FY24: £193.9m) and comprise:

- trade receivables, net of expected credit loss allowance, of £53.6m (FY24: £58.9m). These primarily relate to receivable balances due from Technology Solutions' retail partners;
- prepayments of £48.0m (FY24: £53.3m). These mainly relate to software maintenance payments, site support and maintenance costs (including business rates and utilities payments), CFC components, prepaid payroll expenses and insurance premiums. The decrease of £5.3m is largely driven by a reduction on advance payments on centrally held CFC components;
- accrued income of £26.4m (FY24: £8.6m). The increase of £17.8m largely relates to amounts due to be invoiced to Technology Solutions' partners, primarily ORL (previously eliminated on consolidation); and
- other receivables of £20.8m (FY24: £73.1m). Other receivables largely comprise tax refunds due and deposits paid. The decrease of £52.3m is mainly driven by cash receipts from AutoStore, which concluded in the period.

Other financial assets of £172.3m (FY24: £113.7m) comprise:

- £106.0m (FY24: £12.9m) loans receivable held at amortised cost. The increase of £93.1m is due to the recognition of the shareholder loan provided to Ocado Retail, which was eliminated on consolidation in the prior period, and repayments of loans from joint ventures, associates and investee companies;
- £64.9m (FY24: £100.1m) unlisted equity investments held by the Group primarily in Wayve Technologies Limited of £42.6m (FY24: £41.7m) and Oxa Autonomy Ltd of £16.0m (FY24: £37.4m). The decrease of £35.2m is primarily driven by changes in the commercial outlook of Oxa Autonomy Ltd and the disposal of the Group's investment in Paneltex Limited during the period. See Note 3.6 to the Consolidated Financial Statements for further detail;
- £0.7m (FY24: £0.7m) contributions towards dilapidations receivable; and
- £0.7m (FY24: £nil) contingent consideration receivable.

Inventories of £31.9m (FY24: £39.8m) largely comprise Technology Solutions grid and bot spares, and OMRS Chuck robots. Inventories decreased by £7.9m during the period mainly due to reclassification of OIA grid, bots, and MHE construction costs to property, plant and equipment.

Other assets of £20.1m (FY24: £8.2m) comprise:

- £13.5m (FY24: £4.7m) of deferred tax assets, of which £8.6m relates to Polish R&D assets and £4.9m relates to losses;
- £5.5m (FY24: £3.4m) derivative financial assets, relating to warrants for 80 Acres; and
- £1.1m (FY24: £0.1m) derivative financial instruments.

Liabilities

Contract liabilities of £631.5m (FY24: £506.6m) primarily relate to the consideration received in advance from Solutions and OIA customers. Revenue is recognised when the performance obligation is satisfied, typically when a site goes live or OIA products and services are provided. The £124.9m increase in the period is driven by:

- £169.5m (FY24: £103.9m) invoiced to partners for their contracted contribution towards the initial MHE investment made in a site, build and design of MHE, and proceeds from the drawdown of the LoC;
- £64.4m (FY24: £34.7m) in respect of prior receipts recognised as revenue in the period, primarily relating to Kroger, Coles, AEON, Sobeys and ORL;
- £32.9m revenue recognised in relation to the LoC;
- £54.0m received from Ocado Retail and recognised following deconsolidation during the period; and
- £(1.3)m foreign exchange revaluation.

The current liabilities portion of the contract liabilities balance of £99.2m (FY24: £38.1m) represents amounts due to be recognised as revenue within 12 months of the period end, comprising £93.8m for retail partners and £5.4m for OSRS solutions. Long-term liabilities of £532.3m (FY24: £468.5m) make up the balance.

Trade and other payables of £263.3m (FY24: £249.1m) increased by £14.2m. Trade and other payables comprise:

- accrued expenses of £129.2m (FY24: £119.1m). Accrued expenses at the end of the period largely relate to 1. accrued payroll expenses, 2. site support and maintenance costs, and 3. accrued insurance and professional fees;
- trade payables of £70.4m (FY24: £58.4m);
- tax and social security payables of £41.5m (FY24: £54.1m). Tax and social security payables at the end of the period predominantly relate to amounts due to HMRC in respect of UK PAYE and US Federal and US Sales Tax. The payables total also includes overseas taxes arising on lease arrangements and property. The movement of £12.6m year-on-year primarily relates to the timing of UK VAT payments; and
- deferred income of £22.2m (FY24: £17.5m). Deferred income primarily relates to advance receipts of R&D tax credits in Technology Solutions, OSRS Chuck fees and ongoing capacity fees.

Borrowings of £1,486.2m (FY24: £1,386.7m) primarily comprise the liability element of the three senior unsecured convertible bonds and the three senior unsecured bonds held during the period. Movements in the period include:

- £391.0m recognised on issue of the senior unsecured notes due in 2030;
- £337.4m derecognised on the partial redemption of the senior unsecured convertible bonds, and full redemption of the senior unsecured notes, due in December 2025 and October 2026 respectively;
- £123.0m accrued interest on loans and borrowings held at amortised cost, paid bi-annually;
- £72.4m interest repayments; and
- £4.7m derecognition of borrowings held by JFC on deconsolidation.

Lease liabilities of £302.2m (FY24: £311.7m) comprise land and buildings of £262.9m (FY24: £281.1m), motor vehicles of £26.3m (FY24: £15.7m) and fixtures, fittings, plant and machinery of £13.0m (FY24: £14.9m). The decrease of £9.5m was driven by:

- payments made of £50.5m (FY24: £80.6m);
- new leases for assets of £19.4m (FY24: £29.4m) comprising mainly motor vehicles;
- accrued interest of £17.3m (FY24: £25.0m);
- remeasurements of £4.0m; and
- foreign exchange movements of £0.3m.

Lease liabilities of £302.2m (FY24: £311.7m) include £11.0m (FY24: £12.4m) payable to MHE JVCo, a company in which the Group holds a 50% interest.

Other liabilities of £34.5m (FY24: £24.8m) comprise:

- £33.5m (FY24: £23.5m) of provisions largely in respect of dilapidation of properties and vehicles, and onerous contracts in relation to unavoidable costs expected to be incurred in exiting manufacturing contracts as a result of changes to design and production; and
 - £1.0m (FY24: £0.6m) of deferred tax liabilities.
-

Post-Balance Sheet events

On 5 December 2025, the Group and Kroger agreed a one-off cash payment of \$350m to compensate the Group following Kroger's decisions to close three CFCs in January 2026 and not to proceed with the CFC in Charlotte, North Carolina. The payment was received by the Group on 30 January 2026.

On 9 December 2025, the Group redeemed in full, and at the maturity date, all outstanding 2025 Convertible Bonds with an aggregate principal of £55.8m, at par value.

On 29 January 2026, Empire Company Limited announced its intention to close its Sobeys CFC in Calgary, largely due to the Alberta grocery ecommerce market's size and the rate of expansion being slower than originally expected. On 2 February 2026, the Group received £18.5m in compensation for the closure. Sobeys continues to serve its customers in Ontario and Quebec through its Ocado-enabled Voilà banner, supported by its two existing CFCs in the Greater Toronto and Montreal areas.

On 25 February 2026, Wayve Technologies announced it had raised \$1.2 billion in a Series D investment round, bringing its post-money valuation to \$8.6 billion. Whilst the Group has not undertaken a fair value assessment in relation to this change, it is expected to result in a material increase in carrying value of the Group's investment in Wayve.

Consolidated Financial Statements

Consolidated Income Statement

for the 52 weeks ended 30 November 2025

	Notes	52 weeks ended 30 November 2025			52 weeks ended 1 December 2024		
		Results before adjusting items £m	Adjusting items (Note 4) £m	Total £m	Results before adjusting items £m	Adjusting items (Note 4) £m	Total £m
Continuing operations							
Revenue	2.1	1,361.5	20.2	1,381.7	1,214.5	0.1	1,214.6
Operating costs		(1,594.9)	(44.5)	(1,639.4)	(1,516.7)	(34.8)	(1,551.5)
Operating loss before results of joint venture and associate		(233.4)	(24.3)	(257.7)	(302.2)	(34.7)	(336.9)
Share of results of joint venture and associate		(8.0)	(5.5)	(13.5)	0.3	-	0.3
Operating loss		(241.4)	(29.8)	(271.2)	(301.9)	(34.7)	(336.6)
Finance income	2.4	39.4	2.1	41.5	30.4	11.4	41.8
Finance costs	2.4	(146.7)	-	(146.7)	(98.6)	-	(98.6)
Other finance gains and losses	2.4	(5.3)	4.1	(1.2)	10.0	43.6	53.6
(Loss)/profit before tax from continuing operations		(354.0)	(23.6)	(377.6)	(360.1)	20.3	(339.8)
Income tax (charge)/credit		(14.5)	-	(14.5)	0.2	-	0.2
(Loss)/profit for the period from continuing operations		(368.5)	(23.6)	(392.1)	(359.9)	20.3	(339.6)
Discontinued operations¹							
Profit/(loss) after tax from discontinued operations	2.6	10.2	777.1	787.3	(19.2)	(15.5)	(34.7)
(Loss)/profit for the period		(358.3)	753.5	395.2	(379.1)	4.8	(374.3)
Attributable to:							
Owners of Ocado Group plc				405.2			(336.2)
Non-controlling interests				(10.0)			(38.1)
				395.2			(374.3)

¹On 6 April 2025, the Group transferred control of Ocado Retail Limited ("ORL") to Marks & Spencer plc ("M&S") under the terms of the Shareholder Agreement. As a result, ORL is no longer consolidated from 7 April 2025, in line with IFRS 10. From this date, the Group's interest in ORL has been accounted for as an associate using the equity method under IAS 28. Accordingly, ORL's results (including relevant inter-segment eliminations) have been reported as discontinued operations for the 18 weeks ended 6 April 2025. The Group's share of ORL's profit or loss has been recognised for the subsequent 34-week period to 30 November 2025. Other than the transfer of control between the two shareholders, there has been no other change to the economic interest held in ORL or the Shareholder Agreement.

Earnings/(loss) per share		pence	pence
From continuing operations:			
Basic and diluted loss per share	2.5	(47.2)	(40.7)
From continuing and discontinued operations:			
Basic profit/(loss) per share	2.5	49.1	(41.0)
Diluted profit/(loss) per share		48.7	(41.0)

Consolidated Statement of Comprehensive Income

for the 52 weeks ended 30 November 2025

	52 weeks ended 30 November 2025 £m	52 weeks ended 1 December 2024 £m
Profit/(loss) for the period	395.2	(374.3)
Other comprehensive income		
<i>Items that may be reclassified to profit or loss in subsequent periods:</i>		
Fair value movements in cash flow hedges	0.4	(0.6)
Items reclassified from cash flow hedge reserve	0.5	0.1
Foreign exchange loss on translation of foreign subsidiaries	(31.2)	(20.6)
Net other comprehensive expense that may be reclassified to profit or loss in subsequent periods	(30.3)	(21.1)
<i>Items that will not be reclassified to profit or loss in subsequent periods:</i>		
Loss on equity investments designated as at fair value through other comprehensive income	(25.6)	(3.1)
Income tax relating to items that will not be reclassified subsequently to profit or loss	12.9	(3.1)
Net other comprehensive expense that will not be reclassified to profit and loss in subsequent periods	(12.7)	(6.2)
Other comprehensive expense for the period from continuing operations, net of income tax	(43.0)	(27.3)
Total comprehensive income/(expense) for the period	352.2	(401.6)
Attributable to:		
Owners of Ocado Group plc	362.2	(363.5)
Non-controlling interests	(10.0)	(38.1)
	352.2	(401.6)

Consolidated Balance Sheet

as at 30 November 2025

	Notes	30 November 2025 £m	1 December 2024 £m
Non-current assets			
Goodwill	3.1	147.8	158.2
Other intangible assets	3.2	517.8	496.5
Property, plant and equipment	3.3	1,427.5	1,555.4
Right-of-use assets	3.4	191.3	264.8
Net investment in leases	3.4	125.1	-
Investment in joint venture and associate	3.5	742.7	7.0
Other financial assets	3.6	171.6	100.8
Deferred tax assets		13.5	4.7
Derivative financial assets		5.5	3.4
		3,342.8	2,590.8
Current assets			
Net investment in leases		13.7	-
Other financial assets	3.6	0.7	12.9
Inventories		31.9	39.8
Trade and other receivables		142.3	186.4
Current tax assets		6.5	7.5
Cash and cash equivalents		740.0	732.5
Derivative financial assets		1.1	0.1
		936.2	979.2
Assets classified as held for sale	2.6	-	586.5
		936.2	1,565.7
		4,279.0	4,156.5
Total assets			
Current liabilities			
Trade and other payables		(261.9)	(246.6)
Contract liabilities	2.2	(99.2)	(38.1)
Current tax liabilities		(0.4)	(1.4)
Borrowings	4.1	(56.0)	(0.2)
Lease liabilities	3.4	(34.4)	(30.3)
Derivative financial liabilities		-	(0.7)
Provisions		(17.3)	(7.6)
		(469.2)	(324.9)
		467.0	1,240.8
Net current assets			
Non-current liabilities			
Trade and other payables		(1.0)	(1.1)
Contract liabilities	2.2	(532.3)	(468.5)
Borrowings	4.1	(1,430.2)	(1,386.5)
Lease liabilities	3.4	(267.8)	(281.4)
Provisions		(16.2)	(15.9)
Deferred tax liabilities		(1.0)	(0.6)
		(2,248.5)	(2,154.0)
Liabilities directly associated with assets classified as held for sale	2.6	-	506.4
		(2,248.5)	(2,660.4)
		1,561.3	1,171.2
Net assets			
Equity			
Share capital	4.4	16.8	16.7
Share premium	4.4	1,950.0	1,947.5
Treasury shares reserve	4.4	(112.9)	(112.9)
Other reserves	4.4	28.9	83.2
Retained earnings		(321.5)	(748.8)
Equity attributable to owners of Ocado Group plc		1,561.3	1,185.7
Non-controlling interests		-	(14.5)
		1,561.3	1,171.2
Total equity			

Consolidated Statement of Changes in Equity

for the 52 weeks ended 30 November 2025

	Notes	Equity attributable to owners of Ocado Group plc					Total £m	Non- controlling interests £m	Total equity £m
		Share capital £m	Share premium £m	Treasury shares reserve £m	Other reserves £m	Retained earnings £m			
Balance at 3 December 2023		16.6	1,942.9	(112.9)	90.6	(449.8)	1,487.4	23.6	1,511.0
Loss for the period		-	-	-	-	(336.2)	(336.2)	(38.1)	(374.3)
Other comprehensive expense		-	-	-	(27.3)	-	(27.3)	-	(27.3)
Total comprehensive expense for the period		-	-	-	(27.3)	(336.2)	(363.5)	(38.1)	(401.6)
Transactions with owners									
– Issue of ordinary shares	4.4	0.1	1.7	-	-	-	1.8	-	1.8
– Allotted in respect of share option schemes	4.4	-	2.9	-	-	-	2.9	-	2.9
– Share-based payments charge		-	-	-	-	37.2	37.2	-	37.2
– Issue of convertible bonds	4.1	-	-	-	37.6	-	37.6	-	37.6
– Redemption of convertible bonds	4.1	-	-	-	(17.7)	-	(17.7)	-	(17.7)
Total transactions with owners		0.1	4.6	-	19.9	37.2	61.8	-	61.8
Balance at 1 December 2024		16.7	1,947.5	(112.9)	83.2	(748.8)	1,185.7	(14.5)	1,171.2
Profit/(loss) for the period		-	-	-	-	405.2	405.2	(10.0)	395.2
Other comprehensive expense		-	-	-	(43.0)	-	(43.0)	-	(43.0)
Total comprehensive income/(expense) for the period		-	-	-	(43.0)	405.2	362.2	(10.0)	352.2
Transactions with owners									
– Issue of ordinary shares	4.4	0.1	1.4	-	-	-	1.5	-	1.5
– Allotted in respect of share option schemes	4.4	-	1.1	-	-	-	1.1	-	1.1
– Share-based payments charge		-	-	-	-	37.6	37.6	-	37.6
– Redemption of convertible bonds	4.1	-	-	-	(2.3)	-	(2.3)	-	(2.3)
– Derecognition of NCI on loss of control		-	-	-	-	(24.5)	(24.5)	24.5	-
– Transfer of revaluation reserve on disposal of investments in equity instruments designated at FVOCI	3.6, 4.4	-	-	-	(9.0)	9.0	-	-	-
Total transactions with owners		0.1	2.5	-	(11.3)	22.1	13.4	24.5	37.9
Balance at 30 November 2025		16.8	1,950.0	(112.9)	28.9	(321.5)	1,561.3	-	1,561.3

Consolidated Statement of Cash Flows

for the 52 weeks ended 30 November 2025

		52 weeks ended 30 November 2025 £m	52 weeks ended 1 December 2024 £m
Cash generated from operations	Notes	382.3	232.5
Cash received from the AutoStore settlement	2.3	58.4	100.0
Corporation tax paid		(3.0)	(7.7)
Interest paid		(96.0)	(55.9)
Net cash flow from operating activities		341.7	268.9
Cash flows from investing activities			
Purchase of intangible assets		(159.6)	(202.6)
Purchase of property, plant and equipment		(218.7)	(196.8)
Dividend received from joint venture		0.8	2.8
Purchase of unlisted equity investments	3.6	-	(10.0)
Proceeds on disposal of unlisted equity investments	3.6	8.8	-
Loans repaid by joint ventures, associates and investee companies		9.0	2.3
Proceeds from disposal of asset held for sale		-	18.5
Cash received in respect of contingent consideration receivable		-	1.6
Proceeds from net investment in leases		16.5	-
Cash outflow on loss of control of subsidiaries		(68.2)	-
Interest received		28.7	30.5
Net cash flow used in investing activities		(382.7)	(353.7)
Cash flows from/(used in) financing activities			
Proceeds from issue of ordinary share capital		1.5	4.4
Proceeds from allotment of share options		1.1	0.2
Proceeds from borrowings	4.2	400.0	720.0
Transaction costs on issue of borrowings		(9.6)	(18.9)
Repayment of borrowings	4.2	(335.3)	(674.3)
Repayment of principal element of lease liabilities	4.2	(42.9)	(55.7)
Net cash flow from/(used in) financing activities		14.8	(24.3)
Net decrease in cash and cash equivalents		(26.2)	(109.1)
Cash and cash equivalents at beginning of period		771.5	884.8
Effect of changes in foreign exchange rates		(5.3)	(4.2)
Cash and cash equivalents at end of period		740.0	771.5

The cash flow statement above includes the entire Group. Cash flows from discontinued operations are disclosed in Note 2.6.

Notes to the consolidated financial statements

Section 1 - Basis of preparation

1.1 General information

Ocado Group plc (hereafter the "Company") is a listed company, limited by shares, incorporated in the United Kingdom and registered in England and Wales under the Companies Act 2006 (company number: 07098618). The Company is the parent and the ultimate parent of the Group. The address of its registered office is Buildings One & Two Trident Place, Mosquito Way, Hatfield, Hertfordshire, United Kingdom, AL10 9UL. The financial statements comprise the results of the Company and its subsidiaries (hereafter the "Group").

The financial period represents the 52 weeks ended 30 November 2025. The prior financial period represents the 52 weeks ended 1 December 2024.

1.2 Basis of preparation

The Consolidated Financial Statements have been prepared in accordance with the Listing Rules and the Disclosure Guidance and Transparency Rules of the United Kingdom Financial Conduct Authority (where applicable), International Accounting Standards ("IASs") in conformity with the requirements of the Companies Act 2006 and UK-adopted International Financial Reporting Standards ("IFRSs"), including the interpretations issued by IFRS Interpretations Committee ("IFRIC"). Unless otherwise stated, the accounting policies have been applied consistently to all periods presented in these Consolidated Financial Statements.

The financial information set out in this announcement does not constitute the Group's statutory accounts for the 52 weeks ended 30 November 2025 or the 52 weeks ended 1 December 2024 within the meaning of Section 435 of the Companies Act 2006 (the "Act"). The financial information for the period ended 1 December 2024 has been extracted from the statutory accounts on which an unqualified audit opinion has been issued. Statutory accounts for the period ended 30 November 2025 will be delivered to the Registrar of Companies in advance of the Group's annual general meeting.

The Consolidated Financial Statements are presented in pounds sterling, rounded to the nearest hundred thousand unless otherwise stated, and have been prepared under the historical cost convention, as modified by the revaluation of financial asset investments and certain other financial assets and liabilities, which are held at fair value.

The Directors consider it appropriate to adopt the going concern basis of accounting in preparing the Consolidated Financial Statements of the Group. See Note 1.4 for further details.

New standards, amendments and interpretations adopted by the Group

The Group has considered the following new standards, interpretations and amendments to published standards that are effective for the Group for the period beginning 2 December 2024 and concluded either that they are not relevant to the Group nor would they have a significant effect on the Group's Consolidated Financial Statements other than on disclosures:

		Effective date
IAS 1	Non-current Liabilities with Covenants	1 January 2024
IAS 1	Classification of liabilities as Current or Non-current	1 January 2024
IFRS 7	Financial Instruments: <i>Disclosures - Supplier Finance Arrangements</i> (amendments)	1 January 2024
IFRS 16	Lease Liability in a Sale and Leaseback (amendments)	1 January 2024

New standards, amendments and interpretations not yet adopted by the Group

The following new standards, interpretations and amendments to published standards and interpretations that are relevant to the Group have been issued but are not effective for the period beginning 2 December 2024 and have not been adopted early:

		Effective date
IAS 21	Lack of Exchangeability - <i>The Effects of Changes in Foreign Exchange Rates</i> (amendments)	1 January 2025
IAS 7	Statement of Cash Flows (amendments)	1 January 2027
IFRS 7	Classification and Measurement of Financial Instruments (amendments)	1 January 2026
IFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
IFRS 19	Subsidiaries without Public Accountability: Disclosures	1 January 2027
IAS 28	Investments in Associates and Joint Ventures (amendments)	Deferred
IFRS 10	Consolidated Financial Statements (amendments)	Deferred

With the exception of IFRS 18, the adoption of the above standards, interpretations and amendments is not expected to have a material effect on the Group's Consolidated Financial Statements. The impact of IFRS 18 on the Group is currently being assessed and whilst recognition and measurement will remain unchanged the following potential impacts on presentation in the Consolidated Income Statement and Consolidated Statement of Cash Flows have been identified:

- Share of JV and associate will be excluded from new operating profit/(loss) subtotal and included in the investing category;
- Interest income will be classified in the investing category;
- The starting point for calculating cash flows from operating activities will be the operating profit subtotal;
- Interest paid will be reclassified from operating cash flows to financing cash flows.

Discontinued operations

On 6 April 2025, the Group transferred control of ORL to Marks & Spencer plc ("M&S") under the terms of the Shareholder Agreement. As a result, ORL ceased to be consolidated from 7 April 2025, in line with IFRS 10. Accordingly, ORL's results (including relevant inter-segment eliminations) have been reported as discontinued operations for the 18 weeks ended 6 April 2025 in the Consolidated Income Statement. From 7 April 2025, the Group's interest in ORL has been accounted for as an associate using the equity method under IAS 28 with the Group's share of ORL's profit or loss being recognised for the 34-week period to 30 November 2025. For further details, refer to note 2.6.

Jones Food Company Limited loss of control

On 7 April 2025, the Group's subsidiary Jones Food Company Limited ("JFC") went into administration. The Group determined that the appointment of administrators resulted in the loss of control of JFC. As a result, the Group ceased to consolidate JFC from the date control was lost and derecognised assets and liabilities of JFC in accordance with IFRS 10.

1.3 Critical accounting judgements and key sources of estimation uncertainty

The preparation of the Group's Consolidated Financial Statements requires the use of certain judgements, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Judgements and estimates are evaluated regularly, and represent management's best estimates based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, events or actions may mean that actual results ultimately differ from those estimates, and the differences may be material.

Critical accounting judgements

Critical accounting judgements are those that the Group has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the Consolidated Financial Statements.

Area	Judgement	Notes
Consolidation of Ocado Retail Limited ("Ocado Retail")	Management has applied judgement in considering whether the Group continues to have control over Ocado Retail at the balance sheet date in accordance with IFRS 10. Management has concluded that the Group ceased to control Ocado Retail as a result of the transfer of the determinative rights under the terms of the Shareholder Agreement from the Group to M&S in early April 2025. As a result, the Group has deconsolidated Ocado Retail from the date control was transferred and recognised its remaining interest in Ocado Retail as an investment in associate.	2.6
Revenue from contracts with customers	The Group's Technology Solutions' contracts are complex and contain a number of critical contractual milestones and components. Management considers each contract on a case- by- case basis and applies judgement in the application of IFRS 15 to the contracts when: <ul style="list-style-type: none"> - identifying distinct performance obligations that the customer can benefit from independently; and - assessing the period over which to recognise revenue, given contracts typically have no end date. This requires management to determine the expected customer life. <p>Alternative judgements in relation to either the identification of distinct performance obligations or the expected customer life would result in a different revenue recognition profile. Further details on how these judgements have been applied are set out in Note 2.1.</p>	2.1
Capitalisation of internal development costs	The Group capitalises internal costs directly attributable to the development of both intangible and tangible assets. Management judgement is exercised in determining whether the projects meet the criteria for capitalisation in accordance with IAS 16 and IAS 38. During the period, the Group has capitalised internal development costs amounting to £148.5m (FY24: £177.8m) and £19.3m (FY24: £23.6m) on intangible and tangible assets respectively.	3.2 3.3
Adjusting items	Management believes that separate presentation of the adjusting items provides useful information in the understanding of the financial performance of the Group and its businesses. Management exercises judgement in determining the classification of certain transactions as adjusting items by considering the nature, occurrence and materiality of the amounts involved in those transactions. Note 2.3 provides information on amounts disclosed as adjusting items in the current and comparative financial periods together with the Group's definition of adjusting items. These definitions have been applied consistently over the periods.	2.3

Key estimation uncertainties

Key areas of estimation uncertainty are the key assumptions concerning the future and other data points at the reporting date that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next period.

Area	Estimation uncertainty	Notes
Impairment assessment - goodwill	The Group is required to assess goodwill for impairment annually. The performance of the impairment assessment requires management to make a number of estimates and assumptions in determining the recoverable amount of the CGUs to which goodwill is allocated. These include forecast future cash flows estimated based on management-approved financial budgets and plans (including EBITDA margins), long-term growth rates and post-tax discount rates, as well as an assessment of the expected growth profile of the respective CGU. The impairment assessment is most sensitive to changes in long-term EBITDA margin. Key estimates used in the impairment test and sensitivities are disclosed in Note 3.1	3.1

Climate-related risks

The Group has considered the impact of climate change, particularly in the context of the climate-related risks identified in the TCFD disclosures, on its financial performance and position. There has been no material impact identified on the financial reporting judgements and estimates. In particular, the Group considered the impact of climate change in respect of going concern and viability of the Group over the next three years, forecast cash flows for the purposes of impairment assessments of non-current assets and the useful lives of certain assets. Whilst there is currently little short to medium-term impact expected from climate change, the Directors are aware of the changing nature of risks associated with climate change and will regularly assess these risks against judgements and estimates made in preparation of the Group's Consolidated Financial Statements.

1.4 Going concern basis

Accounting standards require that Directors satisfy themselves that it is reasonable for them to conclude on whether or not it is appropriate to prepare financial statements on the going concern basis. The Directors have assessed the Group's prospect as a going concern covering a period to the end of May 2026, and are satisfied that the Group has sufficient resources to continue in operation for the foreseeable future, a period of not less than 12 months from the date of this report. Accordingly, they continue to adopt the going concern basis in preparing the Consolidated Financial Statements.

In assessing going concern, the Directors take into account the financial position of the Group, its cash flows, liquidity position and borrowing facilities, which are set out in the Financial Review. In addition, the Directors consider the Group's business activities, together with factors that are likely to affect its future development and position and the Group's principal risks and the likely effectiveness of any mitigating actions and controls available to the Directors.

At the reporting date, the Group had cash and cash equivalents of £740.0m (FY24: £732.5m), external gross debt* of £1,777.4m (FY24: £1,959.3m) (excluding lease liabilities payable to MHE JVCo Limited of £11.0m (FY24: £12.4m)) and net current assets of £467.0m (FY24: £1,240.8m). The Group has a mixture of financing arrangements, including £55.8m of senior unsecured convertible bonds due, and subsequently paid, in December 2025, £350.0m of senior unsecured convertible bonds due in January 2027, £250.0m of senior unsecured convertible bonds and £450.0m of senior unsecured notes due in August 2029 and £400.0m of senior unsecured notes due in June 2030. The Group forecasts its liquidity and working capital requirements, and ensures it maintains sufficient headroom so as not to breach any financial covenants in its borrowing facilities, as well as maintaining sufficient liquidity over the forecast period.

Having had consideration for these areas, the Directors have concluded that it is appropriate to continue to adopt the going concern basis in preparing the Consolidated Financial Statements.

Section 2 - Results for the period

2.1 Revenue

Below is a summary of timing of revenue recognition:

	52 weeks ended 30 November 2025 £m	52 weeks ended 1 December 2024 £m
Continuing operations		
At a point in time	10.1	5.3
Over time	1,371.6	1,209.3
	1,381.7	1,214.6

Revenue split by geographical area:

	52 weeks ended 30 November 2025 £m	52 weeks ended 1 December 2024 £m
Continuing operations		
UK	1,063.5	943.5
Europe (excluding UK)	28.2	32.9
North America	246.3	214.1
Asia Pacific	43.7	24.1
	1,381.7	1,214.6

Revenue from the UK region accounted for 77.0% of total revenue (FY24: 77.7%), while the North American region contributed 17.8% (FY24: 17.6%).

Contract balances

	30 November 2025	1 December 2024
	£m	£m
Trade receivables	26.1	47.9
Accrued income	24.3	6.4
Contract liabilities - current	(99.2)	(38.1)
Contract liabilities - non-current	(532.3)	(468.5)

Contract liabilities

The contract liabilities relate primarily to consideration received from Solutions customers in advance, for which revenue is recognised as the performance obligation is satisfied. The movement in contract liabilities during the current and prior periods is:

	52 weeks ended 30 November 2025	52 weeks ended 1 December 2024
	£m	£m
Balance at beginning of period	(506.6)	(446.7)
Amount reclassified as deferred income	-	9.6
Amount invoiced in the period	(56.1)	(103.9)
Kroger Letter of Credit ¹	(113.4)	-
Amount recognised as revenue	97.3	34.7
Effect of deconsolidation of ORL	(54.0)	-
Effects of changes in foreign exchange rates	1.3	(0.3)
Balance at end of period	(631.5)	(506.6)

¹The draw down on the Kroger Letter of Credit, originally established in connection with the Kroger partnership and drawn upon maturity in June 2025, has been accounted for as a change in transaction price, recorded as a contract liability and allocated to the open and in construction CFCs on the basis of upfront design and set up fees. A total of £40.7m has been recognised as revenue in the period, of which £20.2m relates to partially satisfied performance obligations for periods up to FY24.

A total of £69.2m (FY24: £34.7m) of revenue recognised during the period was included in contract liabilities at the beginning of the period.

Future transaction price

As well as the amounts currently held as contract liabilities, the Group anticipates receiving £88.9m (FY24: £122.8m) over the next four years in respect of upfront fees that are contracted but not yet due. These amounts represent the aggregate amount of contracted transaction price allocated to the committed performance obligations that are unsatisfied or partially satisfied as at the period end. The amounts received and to be received in respect of these performance obligations will be recognised in revenue from the go-live date over the estimated customer life. The total transaction price that the Group will earn over the estimated customer life also includes ongoing fees. These fees have been excluded from the disclosure as the Group has taken the practical expedient under IFRS 15.121(b) for revenues recognised in line with the invoicing.

2.2 Segmental reporting

In accordance with *IFRS 8 "Operating Segments"*, an operating segment is defined as a business activity whose operating results are reviewed by the chief operating decision maker ("CODM"), for which discrete information is available. Operating segments are reported in a manner consistent with the internal reporting provided to the CODM. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board. The Board assesses the performance of all operating segments on the basis of adjusted EBITDA*.

The Group reports its operating segments to align with its underlying business models, Technology Solutions and Logistics:

- The Technology Solutions segment provides end-to-end online retail and automated storage and retrieval solutions for general merchandise to corporate customers both in and outside of the United Kingdom.
- The Logistics segment provides the CFCs and logistics services for customers in the United Kingdom (Wm Morrison Supermarkets Limited and Ocado Retail Limited).

The Group transferred control of ORL to M&S on 6 April 2025 under the terms of the Shareholder Agreement and, consistent with the FY24 Annual Report, ORL's results (including relevant inter-segment eliminations) have been reported as discontinued operations for the 18 weeks ended 6 April 2025 in the Consolidated Income Statement and ceased to be consolidated from 7 April 2025. As a result, Retail no longer meets the definition of a reportable segment and is no longer reported as such.

Any transactions between the segments are subject to normal commercial terms and market conditions. Segmental results include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

The Group's continuing operations are reliant on three major customers which individually contribute more than 10% of revenue. This includes £387.9m (FY24: £348.8m) in the Technology Solutions segment and £800.4m (FY24: £717.9m) in the Logistics segment.

The following table presents revenue and adjusted EBITDA* for each of the operating segments.

	52 weeks ended 30 November 2025			52 weeks ended 1 December 2024		
	Technology Solutions £m	Logistics £m	Total £m	Technology Solutions £m	Logistics £m	Total £m
Revenue before adjusting items	561.2	800.3	1,361.5	496.5	718.0	1,214.5
Adjusting items in revenue			20.2			0.1
Revenue			1,381.7			1,214.6
Adjusted EBITDA*	140.3	37.7	178.0	80.6	31.1	111.7
Depreciation, amortisation and impairment			(411.4)			(413.9)
Adjusting items in operating profit			(24.3)			(34.7)
Operating loss before results of joint venture and associate			(257.7)			(336.9)

*See Section 6 - Alternative Performance Measures

Revenue and adjusted EBITDA* for the Technology Solutions segment includes the impact of non-recurring fees of £14.7m recognised following the cessation of Morrisons deliveries from our Erith CFC, as announced in November 2024.

Non-current assets, excluding financial instruments, deferred tax assets and goodwill, split by geographical area:

	30 November 2025 £m	1 December 2024 £m
Continuing operations		
UK	1,217.2	1,386.9
Europe (excluding UK)	115.8	109.2
North America	539.7	598.6
Asia Pacific	263.9	222.0
	2,136.6	2,316.7

No measure of total assets and total liabilities is reported for each reportable segment, as such amounts are not provided to the CODM.

2.3 Adjusting items*

Adjusting items*, as disclosed on the face of the Consolidated Income Statement, are items that are considered to be significant due to their size/nature, not in the normal course of business or are consistent with items that were treated as adjusting in the prior periods or that may span multiple financial periods. They have been classified separately in order to draw them to the attention of the readers of the Financial Statements and facilitate comparison with prior periods to assess trends in the financial performance more readily. The Group applies judgement in identifying the items of income and expense that are recognised as adjusting.

		52 weeks ended 30 November 2025	52 weeks ended 1 December 2024
	Ref.	£m	£m
Litigation settlement income and unwind of discount	A	2.1	11.4
Ocado Group Finance transformation	B	-	(2.6)
Ocado Retail IT and Finance systems transformation	C	(11.0)	(11.9)
Change of fair value of contingent consideration receivable and related costs	D	-	(29.1)
Organisational restructure	E	(14.8)	(5.0)
UK network capacity review	F	-	(3.6)
Zoom by Ocado network capacity and strategy review	G	-	(1.9)
Ocado Group HR system transformation	H	(6.7)	(8.5)
Gain on disposal of assets held for sale	I	-	12.4
Gain on partial redemption of bonds	J	4.1	43.6
Gain on deconsolidation of Ocado Retail	K	782.6	-
Loss on deconsolidation of Jones Food Company	L	(23.0)	-
Kroger Letter of Credit revenue	M	20.2	-
Total adjusting items		753.5	4.8
Exclude net adjusting income/(expense) relating to discontinued operations (Note 2.6)		777.1	(15.5)
Net adjusting (expense)/income from continuing operations		(23.6)	20.3

*Adjusting items are alternative performance measures. See Section 6 - Alternative Performance Measures.

A. Litigation costs and litigation settlement

On 22 July 2023, the Group reached an agreement with AutoStore to settle all patent litigation and cross-licence pre-2020 patents, for which AutoStore undertook to pay the Group a total of £200m in 24 monthly instalments, beginning July 2023. The settlement was recorded as a receivable measured initially at fair value and subsequently at amortised cost. The settlement receivable initially recognised was £180.4m. The unwinding of the discount over the life of the receivable is recorded as finance income, with £2.1m recorded in the current period (FY24: £11.4m). During the period, payments totalling £58.4m (FY24: £100.0m) were received. All amounts are classified as adjusting items, in line with the Group's adjusting items policy, as the amounts are material, and represent income unrelated to operating activities of the Group.

B. Ocado Group Finance transformation

Subsequent to the Group's implementation of various Software as a Service ("SaaS") solutions in FY21, the Group undertook a multi-year programme which focused on optimising and enhancing the existing SaaS solutions and related finance processes to improve efficiency across the business. This programme completed in FY24. The cumulative finance transformation costs expensed amounts to £12.2m, including £2.6m in FY24, which largely relates to spend on external consultants and contractors. These amounts have been disclosed as adjusting items because the total costs associated with this programme are significant and arise from a strategic project that is not considered by the Group to be part of the normal operating costs of the business.

C. Ocado Retail IT and Finance systems transformation

In FY21, ORL initiated its IT roadmap programme, which focuses on delivering IT systems and services that will enable ORL to meet its obligation to transition away from Ocado Group IT services, tools and support towards M&S consolidation and future set-up as well as ORL's transition to the Ocado Smart Platform ("OSP") to provide an end-to-end solution for operating online in the grocery market. The IT roadmap programme, which is expected to run until FY27, includes the development of both on-premises and SaaS solutions. The costs incurred during the current period amount to £15.1m (FY24: £10.1m). The cumulative costs expensed to date by ORL total £35.3m.

ORL is undergoing a wide-scale Finance Transformation project. In FY23, this included the replacement of the Enterprise Resource Planning ("ERP") system with Oracle Fusion and other transformation projects. The costs incurred during the current period amount to £1.4m (FY24: £1.8m). The cumulative costs expensed to date by ORL total £4.3m.

Ocado Group has recognised £11.0m in relation to these costs - £5.5m recognised in discontinued operations and £5.5m in share of results of associate following the deconsolidation of ORL.

These costs have been classified as adjusting because they are expected to be significant and result from a transformational activity which is considered only incremental to the core activities of the Group.

D. Change in fair value of contingent consideration receivable and related costs

In 2019, the Group sold Marie Claire Beauty Limited ("Fabled") to Next plc and 50% of ORL to Marks and Spencer Holdings Limited ("M&S"). Part of the consideration for these transactions was contingent on future events and held at fair value through profit or loss ("FVTPL"), and revalued at each reporting date.

In the prior period, the consideration for the sale of Fabled was settled in full and the value of the contingent consideration receivable from M&S was written down to £nil. The Group incurred consultancy costs of £1.3m in relation to the above, as these costs were incurred in the process of securing an adjusting income and classified to adjusting items.

E. Organisational restructure

During the period, the Group completed an organisational restructure focusing on technology costs, incurring redundancy and associated costs of £14.8m (FY24: £5.0m).

These costs have been classified as adjusting items on the basis that the aggregate costs are considered to be significant and resulted from a strategic restructuring which is only incremental to the normal operating activities of the Group.

F. UK network capacity review

During 2023, the Group announced the plan to cease operations at its CFC in Hatfield as part of a wider review of UK network capacity. As a result, the Group recorded impairment charges of £20.3m, of which £7.0m related to property, plant and equipment, and £13.2m to right-of-use assets, restructuring costs of £6.8m and other related costs of closure of £5.1m, both of which were provided for. In the prior period, the Group recognised an additional impairment charge of £3.6m to right-of-use assets.

These costs have been classified as adjusting items on the basis that they are material and part of a significant strategic review.

G. Zoom by Ocado network capacity and strategy review

During 2023, ORL undertook a strategy and capacity review for the Zoom network, which resulted in the Group recording impairment charges totalling £27.4m, of which £12.5m relates to property, plant and equipment, £14.5m to right-of-use assets and £0.2m to other intangible assets, and other costs of £0.2m.

In the prior period, the Group recognised an additional impairment of £1.6m relating to property, plant and equipment and other costs of £0.3m.

These costs have been classified as adjusting on the basis that they are material and part of a significant strategic review.

H. Ocado Group HR system transformation

Following a review of the Group's Human Capital Management ("HCM") and payroll systems the Group commenced a plan to implement new HCM and payroll systems for its Logistics business and to optimise and enhance its existing payroll solutions for the Technology Solutions business.

This programme is expected to complete in early FY26. The cumulative HR systems transformation costs expensed to date amount to £17.1m and includes £6.7m in the period (FY24: £8.5m), which largely relates to spend on external consultants and contractors. These amounts have been disclosed as adjusting items because the total costs associated with this programme are expected to be in the region of £18.9m and arise from a strategic project that is not considered by the Group to be part of the normal operating costs of the business.

I. Gain on disposal of assets held for sale

In FY24, the Group disposed of two spoke sites for net proceeds of £18.6m which resulted in a gain on disposal of £12.4m. The gain on disposal has been treated as an adjusting item because it is material and has arisen on a transaction that is considered to be outside the normal operations of the business.

J. Gain on partial redemption of bonds

Following the issue of £400.0m bonds (FY24: £700.0m bonds), Ocado completed a tender process which resulted in an early partial redemption of some of its debt with a gain of £4.3m (FY24: £43.6m). Refer to Note 4.1 for further details. Subsequently, Ocado Group redeemed the remaining 2026 Senior Unsecured Notes in full, which resulted in a loss of £0.2m. The gain and loss respectively have been allocated as adjusting items in line with previous years' debt redemptions.

K. Gain on deconsolidation of Ocado Retail

Pursuant to the Shareholder Agreement, Ocado Group transferred its tie-breaking rights in Ocado Retail Ltd ("ORL") to M&S on 6 April 2025. While this transfer represented a change in control between the shareholders, it did not entail any modification to the underlying economic interests or involve any consideration paid by M&S.

In line with the requirements of IFRS 10 "Consolidated Financial Statements", ORL was deconsolidated from the Group from the date that control was lost and accounted for as an associate under IAS 28 "Investment in Associates and Joint Ventures" from that point forward. The impact on the Group's result was a gain on deconsolidation of £782.6m. Refer to Note 2.6 for further details.

This has been classified as adjusting as the amount is material and unrelated to the operating activities of the Group.

L. Loss on deconsolidation of Jones Food Company

On 7 April 2025, the Group's subsidiary Jones Food Company Limited ("JFC") went into administration. The Group determined that the appointment of administrators resulted in the loss of control of JFC. As a result, the Group ceased to consolidate JFC from 7 April 2025, in accordance with IFRS 10. The impact on the Group's result was a loss on deconsolidation of £23.0m, including a goodwill impairment loss of £4.7m.

This has been classified as adjusting as the amount is material and unrelated to the operating activities of the Group.

M. Kroger Letter of Credit (LOC) revenue

The Kroger Letter of Credit has been accounted for as a change in transaction price, recorded as a contract liability and allocated to the open and committed CFCs on the basis of upfront design and set-up fees. The revenue will be recognised over the period in which the underlying performance obligations have been satisfied.

Revenue recognised in FY25 in relation to partially satisfied performance obligations of open CFCs for periods up to FY24 amounted to £20.2m and has been classified as an adjusting item as it would otherwise materially inflate the Group's FY25 revenue. Refer to Note 2.1 Revenue for more information on the Letter of Credit.

Tax impacts on adjusting items

The accounting gain on disposal of JFC and the deconsolidation of ORL are not subject to tax. The remaining adjusting items are taxable or tax deductible. The adjustments give rise to a net tax credit of £0.1m. Of this amount, £1.2m charge relates to continuing operations and £1.3m credit relates to discounting operations. The tax credit has not been recognised as it relates to tax losses which are not recognised for deferred tax purposes.

2.4 Finance income and costs

	52 weeks ended 30 November 2025	52 weeks ended 1 December 2024
	£m	£m
Continuing operations		
Interest income on cash balances	27.4	29.5
Interest income on loans receivable	5.9	0.9
Interest income on finance lease receivable	6.1	-
Unwind of discount on AutoStore receivable	2.1	11.4
Finance income	41.5	41.8
Interest expense on borrowings	(123.0)	(76.2)
Interest expense on lease liabilities	(17.3)	(16.7)
Interest expense on provisions	(0.8)	(0.8)
Other finance costs	(5.6)	(4.9)
Finance costs	(146.7)	(98.6)
Gain/(loss) on revaluation of financial instruments designated at FVTPL	(1.2)	10.1
Loss on foreign exchange	(4.1)	(0.1)
Gain on redemption of borrowings	4.1	43.6
Other finance gains and losses	(1.2)	53.6
Net finance cost	(106.4)	(3.2)

2.5 Earnings/(Loss) per share

The basic loss per share is calculated by dividing the loss attributable to the owners of the Company by the weighted average number of ordinary shares in issue during the period, excluding ordinary shares held pursuant to the Group's Joint Share Ownership Scheme ("JSOS") and linked Jointly-Owned Equity ("JOE") awards under the Ocado Group Value Creation Plan ("Group VCP"), which are accounted for as treasury shares.

The diluted loss per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion or vesting of all potentially dilutive shares. The Company has five classes of instruments that are potentially dilutive: share options; share interests held pursuant to the Group's JSOS; linked JOE awards under the Group VCP; shares under the Group's staff incentive plans; and convertible bonds.

The number of shares used for the earnings per share calculations are as follows:

	52 weeks ended 30 November 2025	52 weeks ended 1 December 2024
	million	million
Basic weighted average number of shares	825.6	820.1
Effect of dilution	74.0	-
Diluted weighted average number of shares	899.6	820.1

The total number of shares in issue at the period end, as used in the calculation of the basic weighted average number of ordinary shares, was 839.1m, less 10.6m shares held by the Employee Benefit Trust ("EBT") (FY24: 833.3m, less 10.5m held by the EBT).

The earnings used for the earnings/(loss) per share calculations are as follows:

	52 weeks ended 30 November 2025	52 weeks ended 1 December 2024
	£m	£m
Basic and adjusted earnings/(loss) per share		
Profit/(loss) attributable to owners of the Company	405.2	(336.2)
Less profit/(loss) from discontinued operations (Note 2.6) ^{2,3}	795.1	2.5
Loss from continuing operations ¹	(389.9)	(333.7)
Exclude: Adjusting items attributable to owners of the Company - continuing operations	23.6	(20.3)
Adjusted loss after tax attributable to the owners of the Company	(366.3)	(354.0)

¹Excludes losses attributable to non-controlling interests (Jones Food Company) of £2.2m (FY24: £6.0m).

²The results of discontinued operations represent 18 weeks ending 6 April 2025 (FY24: 52 weeks ended 1 December 2024).

³Excludes losses attributable to non-controlling interests (ORL) of £7.8m (FY24: £32.2m).

	52 weeks ended 30 November 2025	52 weeks ended 1 December 2024
Basic and adjusted earnings/(loss) per share		
Basic earnings/(loss) per share - total	49.1	(41.0)
Less: basic earnings per share from discontinued operations	96.3	(0.3)
Basic loss per share from continuing operations	(47.2)	(40.7)
Exclude: Adjusting items attributable to owners of the Company - continuing operations	2.6	(2.5)
Adjusted loss per share	(44.6)	(43.2)

	52 weeks ended 30 November 2025	52 weeks ended 1 December 2024
	£m	£m
Diluted earnings/(loss) per share		
Profit/(loss) attributable to owners of the Company	405.2	(336.2)
Impact of conversion of convertible bonds	33.0	-
Profit/(loss) attributable to owners of the Company for diluted EPS	438.2	(336.2)

	52 weeks ended 30 November 2025	52 weeks ended 1 December 2024
	pence	pence
Diluted earnings per share	48.7	(41.0)

2.6 Discontinued operations

Transfer of control of Ocado Retail

Historically, the results of ORL have been consolidated into the results of Ocado Group plc as Ocado Group plc was deemed to be the controlling shareholder via certain determinative tie-breaking rights, after agreed dispute-resolution procedures, in relation to the approval of ORL's business plan and budget and the appointment and removal of ORL's Chief Executive Officer who is responsible for directing the relevant activities of the business.

The Group gave up its tie-breaking rights to M&S on 6 April 2025. As a result and consistent with the FY24 Annual Report, management has concluded that ORL meets the requirements of being reported as a discontinued operation for the period ending 6 April 2025.

ORL was classified as a disposal group held for sale at FY24, and the prior year balances are presented in the "assets and liabilities held for sale" table below for comparability.

Balance Sheet

	As at 1 December 2024
	£m
Net assets of discontinued operations	80.1
Other intangible assets (Note 3.2)	12.9
Property, plant and equipment (Note 3.3)	156.7
Right-of-use assets (Note 3.4)	150.5
Inventories	87.6
Trade and other receivables	139.8
Cash and cash equivalents	39.0
Assets classified as held for sale	586.5
Trade and other payables	(212.9)
Borrowings	(98.1)
Provisions	(20.2)
Lease liabilities (Note 3.4)	(175.2)
Liabilities directly associated with assets classified as held for sale	(506.4)

From 7 April 2025, the results of ORL are no longer consolidated into the Group results and are instead accounted for using the equity method, under IAS 28.

There has been no change in economic interest of both shareholders in ORL, or any consideration paid by M&S, as a result of this change in control.

Results of discontinued operations:

Income Statement

	18 weeks ended 6 April 2025	52 weeks ended 1 December 2024
	£m	£m
Revenue	767.9	1,941.4
Operating costs	(757.7)	(1,962.0)
Operating profit/(loss)	10.2	(20.6)
Net finance costs	(5.5)	(14.1)
Profit/(loss) before tax	4.7	(34.7)
Income tax credit/(charge)	-	-
Post-tax profit/(loss)	4.7	(34.7)
Gain on deconsolidation of discontinued operations	782.6	-
Attributable tax credit/(charge)	-	-
Post-tax gain on deconsolidation of discontinued operations	782.6	-
Profit/(loss) after tax for the period from discontinued operations	787.3	(34.7)

Included in the results above is an adjusting items credit of £777.1m (FY24: adjusting items debit of £15.5m) which comprises a £782.6m gain on the deconsolidation of ORL (FY24: £nil), partially offset by £5.5m of ORL IT and finance systems transformation costs (FY24: £11.9m) and UK network capacity review costs of £nil (FY24: £5.5m). Refer to Note 2.3 for further details.

Cash flows from discontinued operations

	18 weeks ended 6 April 2025	52 weeks ended 1 December 2024
	£m	£m
Cash flows from/(used in) discontinued operations		
Net cash flows from operating activities	50.6	4.2
Net cash flows used in investing activities	(4.3)	(2.7)
Net cash flows used in financing activities	(17.1)	(38.5)
Net cash flows for the period	29.2	(37.0)

Effect of loss of control on the financial position of the Group

	As at 6 April 2025
	£m
Impact on net liabilities and gain on deconsolidation of ORL	
Other intangible assets	(13.9)
Property, plant and equipment	(211.4)
Right-of-use assets	(235.1)
Net investment in leases	149.2
Other financial assets	100.9
Inventories	(85.7)
Trade and other receivables	(78.1)
Cash and cash equivalents	(68.2)
Trade and other payables	217.1
Contract liabilities	(54.0)
Borrowings	100.9
Provisions	26.4
Lease liabilities	184.5
Cumulative impact on the assets and liabilities on deconsolidation	32.6
Fair value of retained interest in ORL	750.0
Gain on deconsolidation of ORL	782.6

As a result of the deconsolidation of ORL, the Group has recognised items on the balance sheet that were previously eliminated on consolidation and that are reflected in the table above. These include:

- Net investment in leases for property, plant and equipment and right-of-use assets that are leased to ORL. These have been recognised at a fair value of £149.2m which represents a gain on the carrying value of property, plant and equipment and right-of-use assets of £32.7m;
- Shareholder loan and accrued interest of £100.9m due to the Group from ORL; and
- Contract liabilities of £54.0m relating to upfront fees received from ORL.

Section 3 - Assets and liabilities

3.1 Goodwill

Goodwill arises on the acquisition of a business when the fair value of the consideration exceeds the fair value attributed to the net assets acquired (including contingent liabilities). Goodwill is not amortised but subject to annual impairment reviews. Goodwill generated from an acquisition is allocated to and monitored at an operating segment level.

The carrying amount of goodwill, relating to the Technology Solutions CGU, as at 30 November 2025 is as follows:

	Goodwill £m
Cost	
At 3 December 2023	158.6
Effect of changes in foreign exchange rates	(0.4)
At 1 December 2024	158.2
Impairment	(4.7)
Effect of changes in foreign exchange rates	(5.7)
At 30 November 2025	147.8

Goodwill Impairment

Following the loss of control of JFC, the Group recognised an impairment charge of £4.7m in relation to goodwill that arose on the acquisition of JFC and which was allocated to the Technology Solutions segment. The total loss on deconsolidation of JFC, including the goodwill impairment is presented in note 2.3.

Goodwill - Impairment testing

Goodwill generated from an acquisition is allocated at an operating segment level as this represents the lowest level at which goodwill is monitored by management. Management considers each segment to represent a group of CGUs. All goodwill is currently allocated to a single segment, Technology Solutions.

The recoverable amounts of the group of CGUs is the higher of fair value less costs of disposal ("FVLCD") and value in use. Management concluded that FVLCD was more appropriate for determining the recoverable amount of the group of CGUs because the Group's cash flows are based on future growth from CFC and module orders, capital investments and technology developments.

FVLCD has been estimated using present value techniques using a discounted cash flow method. The fair value method relies on unobservable inputs where there is little market activity for the asset and is therefore categorised at level 3 in the fair value hierarchy. However, those unobservable inputs are determined using market participants' view.

The key assumptions used by management in estimating FVLCD were:

Discount rates - based on the Weighted Average Cost of Capital ("WACC") of a typical market participant. The post-tax discount rate used was 12.9% (FY24: 12.8%).

Forecast cash flows - based on past experiences and reflecting assumptions from the budget and five-year plan, with projections extending to 10 years. Cash flows beyond the five-year plan have been extrapolated to maintain growth but at a rate that trends towards the long-term terminal growth rate of 2%. The projections incorporate the Directors' best estimates of future cash flows, taking into account future growth and price increases, and the

Directors believe the estimates are appropriate.

EBITDA margin - reflecting assumptions from the budget and five-year plan, with EBITDA margin beyond the five-year plan consistent with FY30 exit rate as reflected by the forecast cash flows.

Long-term growth rates - a long-term growth rate of 2.0% (FY24: 2.0%) was used for cash flows outside the plan projections.

The impairment assessment resulted in headroom in the group of CGUs that comprise the Technology Solutions segment and no impairment has been recognised. The Group has carried out sensitivity analyses on the reasonably possible changes in key assumptions for the CGUs that comprise the Technology Solutions segment for an increase in discount rate of 1ppt or a decrease in long-term growth rate of 1ppt, neither of which would eliminate the headroom.

The impairment assessment is sensitive to the assumed long-term EBITDA margin embedded within forecast cash flows. A reduction in the long-term EBITDA margin of 7ppt would eliminate headroom, and a reduction in the long-term EBITDA margin of 8ppt would result in an impairment of c.£30m.

3.2 Other intangible assets

Carrying amount of other intangible assets as at 30 November 2025 is as follows:

	Internally generated intangible assets £m	Other intangible assets £m	Total £m
Cost			
At 3 December 2023	775.8	115.3	891.1
Additions	14.5	12.1	26.6
Internal development costs capitalised	176.6	1.2	177.8
Transfer to disposal group classified as held for sale (Note 2.6)	(16.5)	(0.8)	(17.3)
Reclassification	(3.4)	-	(3.4)
Effect of changes in foreign exchange rates	0.9	(1.2)	(0.3)
At 1 December 2024	947.9	126.6	1,074.5
Additions	-	9.6	9.6
Internal development costs capitalised	147.5	1.0	148.5
Assets written off	-	(14.5)	(14.5)
Reclassification	14.7	(14.7)	-
Deconsolidation of Jones Food Company	-	(0.3)	(0.3)
Effect of changes in foreign exchange rates	(0.1)	(0.5)	(0.6)
At 30 November 2025	1,110.0	107.2	1,217.2
Accumulated amortisation			
At 3 December 2023	(367.1)	(62.7)	(429.8)
Charge for the period	(129.1)	(18.2)	(147.3)
Impairment charge	(0.7)	(5.2)	(5.9)
Transfer to disposal group classified as held for sale (Note 2.6)	3.5	0.9	4.4
Effect of changes in foreign exchange rates	0.1	0.5	0.6
At 1 December 2024	(493.3)	(84.7)	(578.0)
Charge for the period	(109.8)	(15.2)	(125.0)
Impairment charge	(11.3)	-	(11.3)
Assets written off	-	14.5	14.5
Reclassification	(2.8)	2.8	-
Deconsolidation of Jones Food Company	-	0.1	0.1
Effect of changes in foreign exchange rates	0.1	0.2	0.3
At 30 November 2025	(617.1)	(82.3)	(699.4)
Net book value			
At 1 December 2024	454.6	41.9	496.5
At 30 November 2025	480.2	37.6	517.8

At the end of the period, included within intangible assets is capital work-in-progress for internally generated intangible assets of £123.0m (FY24: £240.7m) and £8.9m (FY24: £5.8m) for other intangible assets.

3.3 Property, plant and equipment

Carrying amount of property, plant and equipment as at 30 November 2025 is as follows:

	Land and buildings £m	Fixtures, fittings, plant and machinery £m	Motor vehicles £m	Total £m
Cost				
At 3 December 2023	223.8	2,250.1	12.5	2,486.4
Additions	3.2	160.5	0.3	164.0
Internal development costs capitalised	-	23.6	-	23.6
Reclassification	(1.9)	5.3	-	3.4
Disposals	(2.5)	(3.2)	-	(5.7)
Transfer to disposal group classified as held for sale (Note 2.6)	(122.1)	(86.9)	(2.5)	(211.5)
Effect of changes in foreign exchange rates	(0.1)	(19.4)	-	(19.5)
At 1 December 2024	100.4	2,330.0	10.3	2,440.7
Additions	4.1	201.1	-	205.2
Internal development costs capitalised	-	19.3	-	19.3
Disposals	(0.5)	(5.8)	-	(6.3)
Transfer to net investment in leases ¹	-	(131.3)	-	(131.3)
Deconsolidation of Jones Food Company	(13.6)	(16.9)	-	(30.5)
Effect of changes in foreign exchange rates	0.1	(34.3)	-	(34.2)
At 30 November 2025	90.5	2,362.1	10.3	2,462.9
Accumulated depreciation				
At 3 December 2023	(17.8)	(663.8)	(9.9)	(691.5)
Charge for the period	(7.5)	(207.8)	(0.5)	(215.8)
Impairment charge	-	(38.4)	-	(38.4)
Transfer to disposal group classified as held for sale (Note 2.6)	21.3	32.3	1.2	54.8
Disposals	0.7	1.1	-	1.8
Effect of changes in foreign exchange rates	0.1	3.7	-	3.8
At 1 December 2024	(3.2)	(872.9)	(9.2)	(885.3)
Charge for the period	(3.9)	(217.5)	(0.2)	(221.6)
Impairment charge	(0.6)	(26.7)	-	(27.3)
Disposals	0.2	5.9	-	6.1
Transfer to net investment in leases ¹	-	79.4	-	79.4
Deconsolidation of Jones Food Company	0.5	6.8	-	7.3
Effect of changes in foreign exchange rates	-	6.0	-	6.0
At 30 November 2025	(7.0)	(1,019.0)	(9.4)	(1,035.4)
Net book value				
At 1 December 2024	97.2	1,457.1	1.1	1,555.4
At 30 November 2025	83.5	1,343.1	0.9	1,427.5

¹During the period, and as a result of the deconsolidation of ORL, the Group transferred assets leased to ORL from property, plant and equipment to net investment in leases.

At the end of the period, included within property, plant and equipment is capital work-in-progress for land and buildings of £37.1m (FY24: £37.0m), fixtures, fittings, plant and machinery of £202.9m (FY24: £214.7m) and motor vehicles of £0.7m (FY24: £0.9m).

The impairment charges during the prior period include amounts relating to the fixed assets held in the CFC in Hatfield of £7.0m and certain Ocado Retail Zoom sites of £12.5m. Refer to Note 2.3 for further details.

Impairment assessment - customer-level CGU

The Group has determined that assets directly associated with individual Technology Solutions contracts (i.e. partner by partner) represent the lowest-level group of assets at which impairment can be assessed, i.e. the CGU. The Group has undertaken a review for indicators of impairment for each Technology Solutions contract and, where indicators of impairment exist, a full asset impairment review was carried out comparing carrying value to fair value less cost to dispose ("FVLCD"). FVLCD has been estimated using present value techniques using a discounted cash flow method. The fair value method relies on unobservable inputs where there is little market activity for the asset and is therefore categorised at Level 3 in the fair value hierarchy. However, those unobservable inputs are determined using market participants' view.

The key inputs and assumptions in arriving at the FVLCD are:

- a probability-weighted approach of possible scenarios using the expected future cash flows from the contract based on management forecasts for a 10-year period, including an assessment of ramp-up of capacity, ongoing operating costs and associated increase in fees and capital expenditure;
- discount rate that specifically takes into account the risk pertaining to the customer specific cash flows - 12.1% to 12.9% (FY24: 11.2% to 12.2%); and
- long-term growth rate to reflect growth outside of the forecast period - 2.0% (FY24: 2.0%).

In FY25, the impairment assessments for three CGUs resulted in no impairment charge being recognised. Additionally, no reversals of prior impairment were recognised in relation to the Group Casino CGU.

In FY24, an impairment charge of £9.8m was recognised for Groupe Casino CGU ("Casino"), which prior to the impairment had a carrying value of £26.0m. The impairment assessment of another CGU resulted in no impairment being recognised.

3.4 Leases

An analysis of the Group's right-of-use assets and lease liabilities is as follows:

Right-of-use assets	Land and buildings £m	Fixtures, fittings, plant and machinery £m	Motor vehicles £m	Total £m
At 3 December 2023	359.9	17.7	50.5	428.1
Additions	2.0	2.5	25.0	29.5
Disposals	-	-	(0.4)	(0.4)
Remeasurements	11.3	(0.5)	5.7	16.5
Impairment charge	(4.6)	-	-	(4.6)
Depreciation charge	(31.6)	(5.0)	(16.9)	(53.5)
Transfer to disposal group classified as held for sale (Note 2.6)	(102.1)	-	(48.4)	(150.5)
Effect of changes in foreign exchange rates	(0.3)	-	-	(0.3)
At 1 December 2024	234.6	14.7	15.5	264.8
Additions	0.5	0.7	18.4	19.6
Transfer to net investment in leases ¹	(63.8)	-	0.1	(63.7)
Remeasurements	2.3	-	-	2.3
Depreciation charge	(20.9)	(3.1)	(8.1)	(32.1)
Effect of changes in foreign exchange rates	0.4	-	-	0.4
At 30 November 2025	153.1	12.3	25.9	191.3

¹During the period, and as a result of the deconsolidation of ORL the Group transferred assets leased to ORL from right-of-use assets to net investment in leases

Lease liabilities

	Land and buildings £m	Fixtures, fittings, plant and machinery £m	Motor vehicles £m	Total £m
At 3 December 2023	426.9	19.3	51.6	497.8
Additions	1.8	2.6	25.0	29.4
Terminations	-	-	(0.7)	(0.7)
Remeasurements	11.2	(0.5)	5.7	16.4
Interest	21.5	1.1	2.4	25.0
Payments	(51.3)	(7.5)	(21.8)	(80.6)
Transfer to disposal group classified as held for sale (Note 2.6)	(128.7)	-	(46.5)	(175.2)
Effects of changes in foreign exchange rates	(0.3)	(0.1)	-	(0.4)
At 1 December 2024	281.1	14.9	15.7	311.7
Additions	0.3	0.7	18.4	19.4
Remeasurements	3.6	0.3	0.1	4.0
Interest	14.8	1.0	1.5	17.3
Payments	(37.2)	(3.9)	(9.4)	(50.5)
Effects of changes in foreign exchange rates	0.3	-	-	0.3
At 30 November 2025	262.9	13.0	26.3	302.2

	30 November 2025 £m	1 December 2024 £m
Disclosed as:		
Current	34.4	30.3
Non-current	267.8	281.4
	302.2	311.7

External obligations under lease liabilities are £291.2m (FY24: £299.3m), excluding £11.0m (FY24: £12.4m) payable to MHE JVCo Limited, a company incorporated in the United Kingdom in which the Group holds a 50% interest.

The existing lease arrangements entered into by the Group contain no restrictions concerning dividends, additional debt and further leasing. Furthermore, no material leasing arrangements exist relating to contingent rent payable, renewal or purchase options and escalation clauses.

The expenses relating to short-term leases and leases of low-value items not included in the measurement of the lease liability are as follows:

	52 weeks ended 30 November 2025 £m	52 weeks ended 1 December 2024 £m
Continuing operations		
Short-term leases	1.4	2.2
Leases of low-value items	0.8	0.2
	2.2	2.4

Group as lessor

Ocado's net investments in leases mainly relate to arrangements with ORL, where assets are leased under finance lease structures.

Finance lease payments receivable	30 November 2025	1 December 2024
	£m	£m
Current	13.7	-
Non-current	125.1	-
Total discounted lease payments receivable	138.8	-
Unearned finance income	99.2	-
Undiscounted net investment in leases	238.0	-

During the year, the Group earned finance income of £6.1m (FY24: £nil) from finance lease receivables and received total cash repayments of £16.5m. The prior-year balance was £nil as ORL had been previously consolidated; following its deconsolidation, it is now considered an external counterparty. The minimum undiscounted finance lease payments receivable within one year is £21.4m; between one and two years, £18.9m; between two and five years £48.9m; and more than five years, £148.8m.

3.5 Investment in joint ventures and associate

The Group's principal joint ventures and associates are:

	Nature of relationship	Year end	Business activity	% of interest held (FY25)	% of interest held (FY24)	Country of incorporation	Principal area of operation
MHE JVCo Limited	Joint venture	30 Nov	Lessor of assets to the Group	50.0%	50.0%	United Kingdom	United Kingdom
Ocado Retail Limited	Joint venture	31 Mar	Online grocery retail	50.0%	n/a	United Kingdom	United Kingdom

The Group previously held a 25% interest in Paneltex Limited. The investment was not treated as an associate since the Group did not have significant influence over the company. During the period, the Group disposed of its investment in Paneltex Limited. See Note 3.6 for further detail.

The Group holds a 50% interest in Ocado Retail Limited ("ORL"), but ORL is no longer consolidated as a subsidiary and has instead been accounted for as an associate using the equity method in line with IAS 28 following the transfer of control to M&S on 6 April 2025.

The carrying amounts of the investments at the beginning and end of the period can be reconciled as follows:

	Ocado Retail		MHE JVCo	
	52 weeks ended 30 November 2025	52 weeks ended 1 December 2024	52 weeks ended 30 November 2025	52 weeks ended 1 December 2024
	£m	£m	£m	£m
Investment at beginning of period	-	-	7.0	9.5
Initial recognition of investment	750.0	-	-	-
Share of total comprehensive income/(expense) attributable to Group	(13.7)	-	0.2	0.3
Dividend received	-	-	(0.8)	(2.8)
Investment at end of period	736.3	-	6.4	7.0

Under the requirements of IFRSs, following the deconsolidation of ORL (refer to Note 2.9) the Group recognised its remaining interest in ORL at an accounting fair value. The determination of fair value is inherently subjective and has been estimated using a discounted cash flow methodology supported by a number of inputs.

The key inputs and assumptions within the methodology used to support the fair value are:

- Forecast cash flows - based on assumptions in the latest ORL Board-approved five-year plan, with extrapolations extending for a further 10 years, reflecting the anticipated growth of the online grocery sector.
- Long-term EBITDA margin - benchmarked against online retail peer group
- Discount rate - based on a weighted average cost of capital ("WACC") of a market participant being a post-tax discount rate of 9.0%.

The valuation outcomes were validated using observable data points including a comparison of implied revenue multiples to listed online retail and supermarket peers and sense-checking against broker sum-of-the-part valuations of ORL.

The fair value measurement is classified as Level 3 in the Fair Value Hierarchy (refer to Note 4.3) due to the nature of inputs used.

In the current year there were no impairment indicators identified.

The tables below provide summarised financial information of the Group's joint ventures and associates. The information disclosed reconciles the amounts presented in the financial statements of the relevant joint ventures and associates with the Group's share of those amounts.

	Ocado Retail	MHE JVCo	Total	MHE JVCo	Total
	As at	As at	As at	As at	As at
	30 November	30 November	30 November	1 December	1 December
	2025	2025	2025	2024	2024
	£m	£m	£m	£m	£m
Non-current assets	654.7	11.3	666.0	11.3	11.3
Current assets					
-Cash and cash equivalents	127.9	0.8	128.7	0.8	0.8
-Other current assets	229.6	0.6	230.2	2.3	2.3
Current liabilities					
-Other current liabilities	(435.4)	(0.2)	(435.6)	(0.6)	(0.6)
Non-current financial liabilities					
-Other non-current liabilities	(653.3)	-	(653.3)	-	-
Net assets/(liabilities)	(76.5)	12.5	(64.0)	13.8	13.8
Share of net assets/(liabilities) attributable to the Group	(38.2)	6.4	(31.8)	7.0	7.0
Implied goodwill (included in investment carrying amount)	24.5	-	24.5	-	-
Fair value of retained interest in ORL	750.0	-	750.0	-	-
Carrying value of investment	736.3	6.4	742.7	7.0	7.0

	MHE JVCo	Ocado Retail*	Total	MHE JVCo	Total
	52 weeks ended				
	30 November	30 November	30 November	1 December	1 December
	2025	2025	2025	2024	2024
	£m	£m	£m	£m	£m
Revenue	-	1,988.5	1,988.5	-	-
Operating costs	-	(1,939.3)	(1,939.3)	-	-
Depreciation, amortisation and impairment charges	(0.4)	(48.3)	(48.7)	(0.3)	(0.3)
Interest income/(expense)	0.8	(28.4)	(27.6)	0.9	0.9
Profit/(loss) and total comprehensive income/(expense) for the period	0.4	(27.5)	(27.1)	0.6	0.6
Share of total comprehensive income/(expense) attributable to Group	0.2	(13.7)	(13.5)	0.3	0.3
Dividends received	0.8	-	0.8	2.8	2.8

*The Group accounted for its investment in Ocado Retail as an associate from the date control was transferred to M&S (refer to Note 2.6). The results above represent the Group's share of results from this date.

The joint venture and associate have no significant contingent liabilities to which the Group is exposed. The Group does not have any commitments that have been made to the joint venture or associate and not recognised at the reporting date.

There are no significant restrictions on the ability of joint ventures and associates to transfer funds to the owners, other than those imposed by the Companies Act 2006 or equivalent local regulations.

3.6 Other financial assets

An analysis of the Group's other financial assets is as follows:

	30 November 2025	1 December 2024
	£m	£m
Unlisted equity investments held at FVTOCI	64.9	100.1
Loan receivable held at amortised cost	106.0	12.9
Contributions towards dilapidations costs receivable	0.7	0.7
Contingent consideration receivable	0.7	-
Other financial assets	172.3	113.7
Disclosed as:		
Current	0.7	12.9
Non-current	171.6	100.8
	172.3	113.7

Unlisted equity investments held at FVTOCI

Company	Principal activity	Country of incorporation	% of share capital held		Carrying amount		
			30 November 2025	1 December 2024	30 November 2025	1 December 2024	
						£m	£m
80 Acres Urban Agriculture Inc.	Vertical farming	United States of America	0.8%	2.1%	2.8	11.3	
Inkbit Corporation	3D printing	United States of America	4.5%	4.5%	-	2.5	
Oxa Autonomy Ltd	Autonomous vehicle technology	England and Wales	12.2%	12.2%	16.0	37.4	
Paneltex Limited	Manufacturing refrigerated vehicles	England and Wales	-	25.0%	-	3.7	
Sanctuary Cognitive Systems Corporation	Artificial intelligence	Canada	1.8%	1.8%	3.5	3.5	
Wayve Technologies Limited	Autonomous vehicle technology	England and Wales	2.9%	2.9%	42.6	41.7	
Unlisted equity investments held at FVTOCI					64.9	100.1	

During the period, the Group's percentage shareholding in 80 Acres Urban Agriculture Inc. was diluted as a result of the completion of fundraising that the Group did not participate in.

During the period, the Group disposed of its investment in Paneltex Limited. The disposal formed part of the Group's planned exit strategy for the investment. Under the terms of the disposal, the Group received consideration made up of an up-front payment of £8.8m and will receive a further amount dependent on the results of Paneltex for the year ended 31 December 2025. The estimated value of the contingent consideration is £0.7m. The fair value of the investment on disposal was equal to the consideration, with no gain or loss on disposal. The cumulative fair value gain of £9.0m was transferred from fair value reserve to retained earnings following the disposal.

The investment in Paneltex Limited ("Paneltex") was not treated as an associate since the Group did not have significant influence over the company on the basis that it was unable to participate in the financial and operating policy decisions of Paneltex due to the position of the majority shareholder as Executive Managing Director. The relationship between the Group and the company was at arm's length.

Loans receivable held at amortised cost

				Carrying amount	
				30 November 2025	1 December 2024
Borrower	Principal amount	Coupon rate	Maturity date	£m	£m
Ocado Retail Limited	£90.0m	SONIA +4%	August 2039	106.0	-
Infinite Acres Holding B.V.	US\$15.0m	12.5%	September 2024	-	12.9
Loans receivable held at amortised cost				106.0	12.9

The loan to Ocado Retail Limited comprises a £90.0m shareholder loan, maturing in August 2039 and bearing interest at SONIA plus 4% per annum, together with £16.0m of accrued interest. The provision for expected credit losses in the current year is immaterial.

The loan to Infinite Acres Holding B.V. was being repaid under a repayment plan at US\$1.0m per month under which the Group received US\$6.0m (FY24: US\$3.0m). In August 2025, the Group reached an agreement with 80 Acres Urban Agriculture Inc., which following the Group's divestment in Infinite Acres became a guarantor to the loan, for a settlement of the outstanding balance of US\$11.4m for US\$6.0m in cash and US\$5.4m in warrants over preferred stock in 80 Acres Urban Agriculture Inc.

Contributions towards dilapidation costs receivable

Contributions towards dilapidation costs are due from the former tenant of two properties whose leases the Group took over in 2017, and will be paid when the dilapidation costs are incurred on expiry of the leases.

Section 4 - Capital structure and financing costs

4.1 Borrowings

	30 November 2025	1 December 2024
	£m	£m
Senior unsecured convertible bonds	612.7	703.1
Senior unsecured notes	873.5	678.8
Other borrowings	-	4.8
Borrowings	1,486.2	1,386.7
Disclosed as:		
Current	56.0	0.2
Non-current	1,430.2	1,386.5
	1,486.2	1,386.7

Senior unsecured convertible bonds and senior unsecured notes

Facility	Inception	Coupon rate	Maturity	Carrying amount	
				52 weeks ended 30 November 2025	52 weeks ended 1 December 2024
				£m	£m
£600m senior unsecured convertible bonds	December 2019	0.875%	December 2025	56.0	167.2
£350m senior unsecured convertible bonds	June 2020	0.750%	January 2027	334.7	320.8
£500m senior unsecured notes	October 2021	3.875%	October 2026	-	223.6
£250m senior unsecured convertible bonds	August 2024	6.250%	August 2029	222.0	215.1
£450m senior unsecured notes	August 2024	10.500%	August 2029	456.4	455.2
£400m senior unsecured notes	May 2025	11.000%	June 2030	417.1	-

The £600.0m senior unsecured convertible bonds (the "2025 Bonds") were issued in December 2019, raising £592.1m, net of transaction fees. At the date of issue, the liability component was valued at £485.0m, with the remaining £107.1m recognised in the convertible bonds reserve. The bonds are convertible into ordinary shares of the Company at a conversion price of £17.93. The bonds are convertible at the option of the bondholders on any day up until 10 calendar days prior to maturity.

The £350.0m senior unsecured convertible bonds (the "2027 Bonds") were issued in June 2020, raising £343.4m, net of transaction fees. At the date of issue, the liability component was valued at £266.0m, with the remaining £77.4m recognised in the convertible bonds reserve. The bonds are convertible into ordinary shares of the Company at a conversion price of £26.46. The bonds are convertible at the option of the bondholders on any day up until 10 calendar days prior to maturity.

The £500.0m senior unsecured notes were issued in October 2021, raising £491.6m, net of transaction fees.

The £250.0m convertible bonds (the "2029 CB") raised £245.7m, net of transaction costs of £4.3m. The bonds are convertible into ordinary shares of the Company at a conversion price of £6.105. The bonds are convertible at the option of the bondholders on any day up until 10 calendar days prior to maturity. At the issuance date, the Group recognised both a financial liability and equity component at £211.7m and £38.3m respectively.

The £450.0m senior unsecured notes (the "2029 SUNs") raised £439.8m, net of transaction costs of £10.2m.

Refinancing

On 8 May 2025, the Group issued £300.0m of senior unsecured notes with a coupon rate of 11% per annum, maturing in 2030. Proceeds from the issuance were partly used to fund the partial early redemption of existing debt facilities.

Subsequently on 4 June 2025, the Group completed a further issuance of £100.0m senior unsecured notes under the same terms as the May issuance. The proceeds were used to partly repurchase existing debt. Both the £300.0m and £100.0m issuances were consolidated as a single new debt.

The new £400.0m senior unsecured notes (the "2030 SUNs") raised £391.0m, net of transaction costs of £9.0m.

Early partial redemption of convertible bonds and senior unsecured notes

Following the issue of the new £400m 2030 SUNs, the Group completed a tender process on 9 May 2025 and completed a further repurchase on 4 June 2025, resulting in the early partial redemption of some of its existing debt at between 97.4% and 98.6% of par, as set out in the table below:

Principal value of debt and tender consideration - current period	Prior to tender £m	Tender principal amounts £m	Remaining principal £m	Tender consideration £m
Convertible bonds (maturing 2025)	172.8	117.0	55.8	113.9
Senior unsecured notes (maturing 2026)	223.6	169.0	54.6	166.7
Total	396.4	286.0	110.4	280.6

On 11 November 2025, the Group redeemed the final £54.6m of the senior notes due in 2026 at par together with accrued interest.

In the prior year, following the issue of the £700.0m bonds, Ocado completed a tender process which resulted in an early partial redemption of some of its debt at 93% of par, as set out in the table below:

Principal value of debt and tender consideration - prior period	Prior to tender £m	Tender principal amounts £m	Remaining principal £m	Tender consideration £m
Convertible bonds (maturing 2025)	600.0	427.2	172.8	397.3
Senior unsecured notes (maturing 2026)	500.0	276.3	223.7	257.0
Total	1,100.0	703.5	396.5	654.3

The redemption of the notes meets the requirements of derecognition of the related financial liabilities. A gain on redemption of £4.1m (FY24: £43.6m) has been recorded within the Consolidated Income Statement and a reduction of £2.3m (FY24: £17.7m) has been recorded within the convertible bond reserve in the Consolidated Statement of Changes in Equity. Transaction costs incurred on the redemption amounted to £0.3m (FY24: £1.2m).

On 9 December 2025, the 2025 Convertible Bonds reached maturity and were redeemed in full. The Group repaid the principal amount of £55.8m together with accrued but unpaid interest of £0.2m, in accordance with the terms and conditions of the bonds. Following the redemption, the 2025 Bonds were cancelled and no bonds of this series remain outstanding.

In accordance with its financial strategy, Ocado plans to take steps to address its debt maturities prior to an instrument becoming current and continues to evaluate opportunities related to addressing the maturity profiles of its listed debt instruments (which may include liability management transactions).

Revolving credit facility

In June 2022, the Group entered into a three-year multi-currency revolving credit facility ("RCF") of £300m with a syndicate of international banks. During the prior period, the Group extended the maturity of the RCF to August 2027 (subject to addressing upcoming bond maturities). In the current period, the Group confirmed with the banking syndicate that the upcoming bond maturities had been adequately addressed. As at 30 November 2025, the facility remains undrawn, consistent with its status in the prior year. Interest is payable on amounts drawn at a margin of 2.25% over the applicable reference rate (dependent on the currency of the amounts drawn). The Group is subject to a springing covenant under this facility which is required to be met when drawing down and in subsequent quarters if a loan is outstanding.

Transaction costs of £0.4m relating to an amendment of the RCF were incurred in the year and are being amortised in the Consolidated Income Statement on a straight-line basis over the remaining term of the RCF.

Borrowings maturity analysis

	Due in less than one year £m	Due in between one and two years £m	Due in between two and five years £m	Due in more than five years £m	Total £m
30 November 2025					
Senior unsecured convertible bonds	56.0	334.7	222.0	-	612.7
Senior unsecured notes	-	-	873.5	-	873.5
Revolving credit facility	-	-	-	-	-
Borrowings	56.0	334.7	1,095.5	-	1,486.2

	Due in less than one year £m	Due in between one and two years £m	Due in between two and five years £m	Due in more than five years £m	Total £m
1 December 2024					
Senior unsecured convertible bonds	-	167.2	535.9	-	703.1
Senior unsecured notes	-	-	678.8	-	678.8
Revolving credit facility	-	-	-	-	-
Other borrowings	0.2	1.1	0.2	3.3	4.8
Borrowings	0.2	168.3	1,214.9	3.3	1,386.7

The Group reviews its financing arrangements regularly. The senior unsecured notes and senior unsecured convertible bonds contain typical restrictions concerning dividend payments and additional debt and leases.

4.2 Movements in net debt*

	Cash movements				Non-cash movements			30 November 2025 £m
	1 December 2024 £m	Cash flows excluding interest £m	Interest received £m	Interest paid £m	Interest income/ (charge) £m	Net new lease liabilities £m	Other £m	
Cash and cash equivalents	771.5	(54.9)	28.7	-	-	-	(5.3)	740.0
Liabilities from financing activities:								
Borrowings	(1,484.8)	(55.1)	-	75.3	(128.9)	-	107.3	(1,486.2)
Lease liabilities	(486.9)	42.9	-	20.7	(20.7)	(42.4)	184.2	(302.2)
Gross debt*	(1,971.7)	(12.2)	-	96.0	(149.6)	(42.4)	291.5	(1,788.4)
Net debt*	(1,200.2)	(67.1)	28.7	96.0	(149.6)	(42.4)	286.2	(1,048.4)

	Cash movements				Non-cash movements			1 December 2024 £m
	3 December 2023 £m	Cash flows excluding interest £m	Interest received £m	Interest paid £m	Interest income/ (charge) £m	Net new lease liabilities £m	Other £m	
Cash and cash equivalents	884.8	(139.6)	30.5	-	-	-	(4.2)	771.5
Liabilities from financing activities:								
Borrowings	(1,462.1)	(26.8)	-	30.9	(84.9)	-	58.1	(1,484.8)
Lease liabilities	(497.8)	55.7	-	25.0	(25.0)	(45.0)	0.2	(486.9)
Gross debt*	(1,959.9)	28.9	-	55.9	(109.9)	(45.0)	58.3	(1,971.7)
Net debt*	(1,075.1)	(110.7)	30.5	55.9	(109.9)	(45.0)	54.1	(1,200.2)

*Gross debt and net debt are alternative performance measures. See Section 6 - Alternative Performance Measures.

Other non-cash movements in cash and cash equivalents represent foreign exchange movements. Other non-cash movements in borrowings include the gain on early redemption of bonds of £4.1 (FY24: £43.6m), amounts recognised in equity in relation to the early redemption of convertible bonds of £(2.3)m (FY24 £(17.7)m) and the derecognition of £105.6m as a result of loss of control of subsidiaries in the period (£100.9m ORL and £4.7m Jones Food). Other non-cash movements in lease liabilities includes foreign exchange of £(0.3)m (FY24: £0.2m) and the derecognition of £184.5m as a result of loss of control of subsidiaries in the period.

Net debt* is calculated as cash and cash equivalents less total debt (borrowings and lease liabilities). As at 3 December 2023 and 1 December 2024, Net debt* includes cash and cash equivalents, borrowings and lease liabilities relating to the disposal group.

4.3 Financial instruments

Fair value measurement of financial assets and liabilities

Financial instruments carried at fair value on the Consolidated Balance Sheet comprise unlisted equity investments and derivative assets/(liabilities).

The Group uses the following hierarchy for determining and disclosing the fair value of its financial instruments:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly (level 2).
- Inputs for the assets or liabilities that are not based on observable market data (level 3).

Financial assets and liabilities held at fair value have been valued as follows:

30 November 2025	Notes	Level 1 £m	Level 2 £m	Level 3 £m	Total £m
Financial assets held at fair value					
Contingent consideration receivable		-	-	0.7	0.7
Unlisted equity investments	3.6	-	-	64.9	64.9
Derivative assets		-	1.1	5.5	6.6
Total financial assets held at fair value		-	1.1	71.1	72.2
Financial liabilities held at fair value					
Derivative liabilities		-	-	-	-
Total financial liabilities held at fair value		-	-	-	-

1 December 2024	Notes	Level 1 £m	Level 2 £m	Level 3 £m	Total £m
Financial assets held at fair value					
Unlisted equity investments	3.6	-	-	100.1	100.1
Derivative assets		-	0.1	3.4	3.5
Total financial assets held at fair value		-	0.1	103.5	103.6
Financial liabilities held at fair value					
Derivative liabilities		-	(0.7)	-	(0.7)
Total financial liabilities held at fair value		-	(0.7)	-	(0.7)

During the current and prior period, there were no transfers between level 1 and level 2 fair value measurements, nor were there transfers from or to level 3.

The following table provides information about how the significant fair values of financial instruments categorised in level 3 are determined:

Description	Valuation techniques and key inputs	Significant unobservable inputs	Sensitivity of the fair value measurement to input
Unlisted equity investments - Oxa Autonomy	Probability weighted expected return method Forecast revenue, revenue multiples, exit date, discount rate and probabilities	-Discount rate 30% -Exit date -Probabilities of expected revenue in five different scenarios	-An increase/decrease in the discount rate by 5% decreases/increases the fair value by £5.1m and £6.9m respectively. -An increase/decrease in the exit date by one year decreases/increases the fair value by £5.2m and £4.2m respectively.
Unlisted equity investments - Wayve Technologies	Option pricing model Volatility, risk free interest rate and exit date.	-Volatility 40% -Exit date	-An increase/decrease in the volatility of 10% increases/decreases the fair value by £0.5m. -An increase/decrease in the exit date by one year increases/decreases the fair value by £0.8m and £1.4m respectively.

4.4 Share capital and reserves

Share capital and share premium

At the reporting date, the number of ordinary shares available for issue under the Block Listing Facilities was 11,236,362 (FY24: 9,713,238). These ordinary shares will only be issued and allotted when the shares under the relevant share plan have vested, or the share options have been exercised. They are, therefore, not included in the total number of ordinary shares outstanding below.

The movements in called-up share capital and share premium are set out below:

	Ordinary shares million	Share capital £m	Share premium £m
Balance at 3 December 2023	828.4	16.6	1,942.9
Issue of ordinary shares	4.0	0.1	1.7
Allotted in respect of share option schemes	0.9	-	2.9
Balance at 1 December 2024	833.3	16.7	1,947.5
Issue of ordinary shares	5.2	0.1	1.4
Allotted in respect of share option schemes	0.5	-	1.1
Balance at 30 November 2025	839.0	16.8	1,950.0

Included in the total number of ordinary shares outstanding above are 10,645,284 (FY24: 10,511,575) ordinary shares held by the Group's Employee Benefit Trust. The ordinary shares held by the Trustee of the Group's Employee Benefit Trust pursuant to the Joint Share Ownership Scheme ("JSOS"), and the linked Jointly Owned Equity ("JOE") awards under the Ocado Group Value Creation Plan ("Group VCP") are treated as treasury shares on the Consolidated Balance Sheet. These ordinary shares have voting rights but these have been waived by the Trustee (although the Trustee may vote in respect of shares that have vested and remain in the Trust). The number of allotted, called-up and fully paid shares, excluding treasury shares, at the end of each period differs from that used in the basic earnings per share calculation in Note 2.5, since the basic loss per share is calculated using the weighted average number of ordinary shares in issue during the period, excluding treasury shares.

Treasury shares reserve

The treasury shares reserve arose when the Group issued equity share capital under its JSOS. In 2019, the Group issued share capital relating to the linked JOE awards under the Group VCP. The shares under both plans are held in trust by the Trustee of the Group's Employee Benefit Trust. Treasury shares cease to be accounted for as such when they are sold outside the Group or the interest is transferred in full to the participant pursuant to the terms of the JSOS and Group VCP. Participants' interests in unexercised shares held by participants are not included in the calculation of treasury shares.

Other reserves

The movements in other reserves are set out below:

	Other reserves						Total £m
	Reverse acquisition reserve £m	Convertible bonds reserve £m	Merger reserve £m	Translation reserve £m	Fair value reserve £m	Hedging reserve £m	
Balance at 3 December 2023	(116.2)	184.5	6.2	5.1	11.1	(0.1)	90.6
Net loss arising on cash flow hedges	-	-	-	-	-	(0.5)	(0.5)
Foreign exchange gain/(loss) on translation of foreign subsidiaries	-	-	-	(20.6)	-	-	(20.6)
Loss on equity investments designated as at fair value through other comprehensive income	-	-	-	-	(3.1)	-	(3.1)
Tax on loss on equity investments	-	-	-	-	(3.1)	-	(3.1)
Issue of convertible bonds	-	37.6	-	-	-	-	37.6
Partial redemption of convertible bonds	-	(17.7)	-	-	-	-	(17.7)
Balance at 1 December 2024	(116.2)	204.4	6.2	(15.5)	4.9	(0.6)	83.2
Net gain arising on cash flow hedges	-	-	-	-	-	0.9	0.9
Foreign exchange gain/(loss) on translation of foreign subsidiaries	-	-	-	(31.2)	-	-	(31.2)
Loss on equity investments designated as at fair value through other comprehensive income	-	-	-	-	(25.6)	-	(25.6)
Tax on loss on equity investments	-	-	-	-	12.9	-	12.9
Transfer of investment valuation reserve on disposal	-	-	-	-	(9.0)	-	(9.0)
Partial redemption of convertible bonds	-	(2.3)	-	-	-	-	(2.3)
Balance at 30 November 2025	(116.2)	202.1	6.2	(46.7)	(16.8)	0.3	28.9

Reverse acquisition reserve

The acquisition by the Company of the entire issued share capital in 2010 of Ocado Holdings Limited was accounted for as a reverse acquisition under IFRS 3 "Business Combinations". Consequently, the previously recognised book values and assets and liabilities have been retained, and the consolidated financial information for the period to 30 November 2025 has been presented as if the Company had always been the parent company of the Group.

Convertible bonds reserve

The convertible bonds reserve contains the equity components of convertible bonds issued by the Group, net of apportioned transaction costs. The carrying amounts of the equity components will not change until the liability components are redeemed through repayment or conversion into ordinary shares.

Refer to Note 4.1 for further details on the senior unsecured convertible bonds issued by the Group.

Merger reserve

The merger reserve comprises shares issued as consideration for Haddington Dynamics Inc.

Translation reserve

The translation reserve comprises cumulative foreign exchange differences on the translation of foreign subsidiaries.

Fair value reserve

The fair value reserve comprises cumulative changes in the fair value of assets and liabilities recognised through other comprehensive income.

Hedging reserve

The hedging reserve comprises cumulative gains and losses on movements in the Group's hedging arrangements

4.5 Cash generated from operations

A reconciliation from loss before tax to cash generated from operations is as follows:

	Notes	52 weeks ended 30 November 2025 £m	52 weeks ended 1 December 2024 £m
Cash flows from operating activities			
Profit/(loss) before tax		409.7	(374.5)
Adjustments for:			
– Revenue recognised from long-term contracts	2.1	(97.3)	(34.7)
– Depreciation, amortisation and impairment losses		417.3	465.5
– Property, plant and equipment write-off		-	0.2
– (Gain)/loss on disposal of property, plant & equipment		(0.1)	1.0
- Gain on deconsolidation of Ocado Retail	2.3	(782.6)	-
- Loss on deconsolidation of Jones Food Company	2.3	23.0	-
– Litigation settlement income and interest unwind	2.3	(2.1)	(11.4)
– Other non-cash adjusting items	2.3	-	15.4
– Share of results of joint ventures and associate		13.5	(0.3)
– Movement of provisions		15.2	1.3
– Net finance cost ¹	2.4	114.1	28.7
– Share-based payments charge		38.8	37.2
Changes in working capital			
– Cash received from contract liabilities (upfront fees)		65.0	97.8
- Cash received from Kroger Letter of Credit		113.4	-
– Movement of inventories		(1.7)	0.3
– Movement of trade and other receivables		34.3	16.5
– Movement of trade and other payables		21.8	(10.5)
Cash generated from operations		382.3	232.5

¹Excludes £2.1m (FY24: £11.4m) interest unwind on AutoStore litigation settlement, which is included within litigation settlement income and interest unwind.

Section 5 - Other notes

5.1 Commitments

Capital commitments

Contracts placed for future capital expenditure but not provided for in the Consolidated Financial Statements are as follows:

	30 November 2025	1 December 2024
	£m	£m
Property, plant and equipment	93.9	179.3
Internally generated intangibles	8.4	-
Capital commitments	102.3	179.3

Of the total capital expenditure committed at the end of the period, £91.4m relates to new CFCs (FY24: £158.4m), £1.0m to existing CFCs (FY24: £0.7m) and £9.3m to technology projects (FY24: £19.5m).

5.2 Related party transactions

Key management personnel

Only members of the Board (the Executive and Non-Executive Directors) are recognised as being key management personnel. It is the Board that has responsibility for planning, directing and controlling the activities of the Group. The aggregate emoluments of key management personnel are as follows:

	52 weeks ended 30 November 2025	52 weeks ended 1 December 2024
	£m	£m
Salaries and other short-term employee benefits	4.1	3.8
Post-employment benefits	0.1	0.1
Share-based payments	2.7	3.2
Aggregate emoluments	6.9	7.1

There were no related party transactions with key management personnel during the current or prior periods. At the reporting date, no amounts were owed by key management personnel to the Group (FY24: £nil). During the period, there were no other material transactions or balances between the Group and its key management personnel or members of their close family.

Joint venture

MHE JVCo Limited

The following transactions were carried out with MHE JVCo:

	52 weeks ended 30 November 2025	52 weeks ended 1 December 2024
	£m	£m
Dividend received from MHE JVCo	0.8	2.8
Reimbursement of supplier invoices paid on behalf of MHE JVCo	1.5	1.4
Lease liability additions of assets from MHE JVCo	0.7	1.2
Capital element of lease liability instalments paid to MHE JVCo	2.1	5.6
Capital element of lease liability instalments due to MHE JVCo	0.2	0.2
Interest element of lease liability instalments accrued or paid to MHE JVCo	0.9	1.0

During the period, the Group incurred lease instalments (including interest) of £3.2m (FY24: £6.8m) to MHE JVCo. Of the lease instalments incurred, £1.7m (FY24: £3.4m) was recovered directly from Wm Morrison Supermarkets Limited in the form of other income.

Included within trade and other receivables is a balance of £0.1m (FY24: £0.8m) due from MHE JVCo, which primarily relates to capital recharges.

Included within trade and other payables is a balance of £0.3m (FY24: £0.3m) due to MHE JVCo.

Included within lease liabilities is a balance of £11.0m (FY24: £12.4m) due to MHE JVCo.

Associate

Ocado Retail Limited

From 7 April 2025, Ocado Retail Limited ("ORL") ceased to be a subsidiary of the Group and has since been accounted for as an associate. The Group retains significant influence over ORL and therefore classifies it as a related party in accordance with IAS 24. Prior to 7 April 2025, the results of ORL were consolidated within the Group for which relevant intercompany transactions had been eliminated. Accordingly, no comparative related party amounts are presented. The following transactions were carried out with ORL, a company incorporated in the United Kingdom in which the Group holds a 50% interest:

	34 weeks ended 30 November 2025 £m
Sales of goods and services	551.1
Purchases of goods and services	2.0
Interest income charged on loans due from ORL	5.1
Interest income charged on net investment in leases	9.5
Amounts received in relation to net investment in leases	10.2
Revenue recognised on CFC upfront design fees (contract liabilities)	(2.2)

Included within trade and other receivables is a balance of £39.0m owed by ORL, of which £14.2m is accrued income. Included within trade and other payables is a balance of £0.6m owed to ORL.

Included within net investment in leases is a balance of £138.8m owed by ORL.

Included within other financial assets is a £106.0m balance owed by ORL, comprising a £90.0m shareholder loan maturing in August 2039 with interest accruing at SONIA plus 4% per annum and £16.0 million of accumulated interest.

Parent guarantee

ORL entered into a £30.0m revolving credit facility on 9 May 2024, of which £nil was drawn as at 30 November 2025. The Group, along with Marks & Spencer plc, jointly guarantee the facility.

No other transactions that require disclosure under IAS 24 "Related Party Disclosures" have occurred during the period.

5.3 Post-Balance Sheet events

Update on Kroger Partnership

On 18 November 2025, The Kroger Co. ("Kroger") announced plans to optimise its Customer Fulfilment Centers ("CFCs") network resulting in the closure of three operational CFCs in January 2026.

Subsequently on 5 December 2025, the Group announced that it had entered into a settlement agreement with Kroger under which Kroger would make a one-off cash payment of US\$350.0m to compensate Ocado following Kroger's decision to close the three CFCs in January 2026, and not to proceed with the CFC in Charlotte, North Carolina. The payment was received by the Group on 30 January 2026.

The payment will be accounted for as variable consideration, allocated to the relevant CFCs, and recognised as revenue in FY26, to the extent it is highly probable that a significant reversal of revenue will not occur.

The closure of the three live sites will reduce the Group's fee revenue in FY26 by c.\$50.0m. The decision to not proceed with the CFC in Charlotte, North Carolina, will result in the Group recognising revenue of c.£19.0m on the

release of contract liabilities currently held on the balance sheet and recognising an impairment in relation to Property, Plant and Equipment of c.£25.0m in FY26.

Update on Sobeys Partnership

On 29 January 2026, the Group announced that, following an assessment of e-commerce demand in key markets, Sobeys had decided to close its CFC in Calgary, Alberta. The Group received compensation of £18.5m for the closure of the CFC on 2 February 2026.

The compensation will be accounted for as variable consideration and recognised as revenue in FY26.

The closure of the CFC is expected to reduce the Group's fee revenue by c.£7m in FY26.

Update on Wayve

On 25 February 2026, Wayve Technologies announced it had raised \$1.2 billion in a Series D investment round, bringing its post-money valuation to \$8.6 billion. Whilst the Group has not undertaken a fair value assessment in relation to this change, it is expected to result in a material increase in carrying value of the Group's investment in Wayve.

Section 6 - Alternative performance measures

Alternative Performance Measures

The Group assesses its performance using a variety of alternative performance measures ("APMs"), which are not defined under IFRS and are, therefore, termed "non-GAAP" measures. These measures provide additional useful information on the underlying trends, performance and position of the Group. The APMs used are:

- Adjusting items;
- Adjusted EBITDA;
- Adjusted EBITDA margin;
- Adjusted EPS;
- Gross debt and external gross debt;
- Net debt;
- Pro-forma income statement and cash flow statement;
- Underlying cash flow.

Definitions of these APMs, together with reconciliations of these APMs with the nearest measures prepared in accordance with IFRS are presented below. The APMs used may not be directly comparable with similarly titled measures used by other companies.

Adjusting items

The Consolidated Income Statement separately identifies trading results before adjusting items. Adjusting items are items that are considered to be significant due to their size/nature, not in the normal course of business or are consistent with items that were treated as adjusting in the prior periods or that may span multiple financial periods. They have been classified separately in order to draw them to the attention of the readers of the Financial Statements, and facilitate comparison with prior periods to assess trends in the financial performance more readily.

The Directors believe that presentation of the Group's results in this way is important for understanding the Group's financial performance. This presentation is consistent with the way that financial performance is measured by management and reported to the Board.

The Group applies judgement in identifying items of income and expense that are recognised as adjusting to help provide an indication of the Group's underlying business. In determining whether an event or transaction is adjusting in nature, management considers quantitative as well as qualitative factors such as the frequency or predictability of occurrence.

Examples of items that the Group considers adjusting include corporate reorganisations, material litigation, and any other material costs outside of the normal course of business as determined by management.

The Group has adopted a three-columned approach to the Consolidated Income Statement to aid clarity and allow users of the Financial Statements to understand more easily the performance of the underlying business and the effect of adjusting items.

Adjusting items are disclosed in Note 2.3 to the Consolidated Financial Statements.

Adjusted EBITDA

In addition to measuring its financial performance based on operating profit, the Group measures performance based on adjusted EBITDA. The Group has reviewed its definition of adjusted EBITDA in light of the deconsolidation of ORL and has amended the definition to be the Group's earnings before depreciation, amortisation, impairment, net finance cost, taxation, share of profit/loss of joint ventures and associates, adjusting items and excluding the results of discontinued operations. EBITDA is a common measure used by investors and analysts to evaluate the operating financial performance of companies.

The Group considers adjusted EBITDA to be a useful measure of its operating performance because it approximates the underlying operating cash flow by eliminating depreciation and amortisation. Adjusted EBITDA is not a direct measure of liquidity, which is shown by the Consolidated Statement of Cash Flows, and needs to be considered in the context of the Group's financial commitments.

Adjusted EBITDA reconciliation

		52 weeks 30 November 2025 £m	52 weeks 1 December 2024 £m
Operating loss before results of joint venture and associate		(257.7)	(336.9)
Adjustments for:			
Adjusting items ¹	2.3	24.3	34.7
Amortisation of intangible assets	3.2	125.0	145.9
Impairment of intangible assets	3.2	11.3	5.9
Depreciation of property, plant and equipment	3.3	218.5	195.6
Impairment of property, plant and equipment	3.3	27.3	36.8
Depreciation of right-of-use assets	3.4	29.3	28.7
Impairment of right-of-use-assets	3.4	-	1.0
Adjusted EBITDA		178.0	111.7

¹ Adjusting items include a £4.7m (FY24: £nil) impairment charge on goodwill as a result of the loss of control of JFC and £nil (FY24: £1.6m) impairment charges in respect of property, plant and equipment.

The financial performance of the Group's segments is measured based on adjusted EBITDA, as reported internally. A reconciliation of the adjusted EBITDA of the Group with the adjusted EBITDA by segment is disclosed in Note 2.1 of the Consolidated Financial Statements.

Adjusted EBITDA margin

Adjusted EBITDA margin is calculated as the adjusted EBITDA divided by revenues.

Adjusted EBT

Adjusted EBT is calculated as earnings before tax and adjusting items.

Adjusted EPS

Adjusted EPS is calculated as earnings after tax attributable to owners of the Group before adjusting items divided by the weighted average number of shares on issue for the relevant financial period. This measure is reported as it is one of the metrics contained within the Group's Performance Share Plan ("PSP").

Gross debt and external gross debt

Gross debt is calculated as borrowings and lease liabilities as disclosed in Note 4.2 of the Consolidated Financial Statements. External gross debt is calculated as gross debt less lease liabilities payable to joint ventures of the Group. External gross debt is a measure of the Group's indebtedness to third parties which are not considered related parties of the Group.

A reconciliation of gross debt with external gross debt is set out below:

		30 November 2025 £m	1 December 2024 £m
Gross debt	Note 4.2	1,788.4	1,971.7
Lease liabilities payable to joint ventures	3.4	(11.0)	(12.4)
External gross debt		1,777.4	1,959.3

Net debt

Net debt is calculated as cash and cash equivalents of the Group, less gross debt.

Net debt is a measure of the Group's net indebtedness which provides an indicator of the overall strength of the Consolidated Balance Sheet. It is also a single measure that can be used to assess the combined effect of the Group's cash position and its indebtedness.

The most directly comparable IFRS measure is the aggregate of borrowings and lease liabilities (current and non-current) and cash and cash equivalents. A reconciliation of these measures with net debt can be found in Note 4.2 to the Consolidated Financial Statements.

Pro-forma income statement and cash flow

Pro-forma financial information presents the results of the Group as if ORL had been equity accounted for the entirety of the relevant financial period and is presented to aid users in understanding the Group's underlying financial performance for continuing operations (Technology Solutions and Logistics) and to enable consistent comparison of current and historical results. The income statement and cash flow statement for FY25 and FY24 have been re-presented as if ORL had been equity accounted from the start of the financial period. This APM replaces the Total Group metric used in FY24, which presented the results of the Group including discontinued operations to provide a comparison to historical performance on a consistent basis.

Pro-forma income statement

	FY25 as reported (pre-adjusting items) £m	Pro-forma adjustments ¹ £m	FY25 pro-forma £m	FY24 as reported (pre-adjusting items) £m	Pro-forma adjustments ¹ £m	FY24 pro-forma £m
Revenue	1,361.5	-	1,361.5	1,214.5	-	1,214.5
Operating costs ²	(1,594.9)	-	(1,594.9)	(1,516.7)	-	(1,516.7)
Operating loss before results of joint venture and associate	(233.4)	-	(233.4)	(302.2)	-	(302.2)
Share of results of joint venture and associate	(8.0)	(5.5)	(13.5)	0.3	(24.3)	(24.0)
Operating loss	(241.4)	(5.5)	(246.9)	(301.9)	(24.3)	(326.2)
Finance income	39.4	6.3	45.7	30.4	19.1	49.6
Finance costs	(146.7)	-	(146.7)	(98.6)	-	(98.6)
Other finance gains and losses	(5.3)	0.1	(5.2)	10.0	-	10.0
(Loss)/profit before tax	(354.0)	0.9	(353.1)	(360.1)	(5.2)	(365.2)

¹Pro-forma adjustments made to reflect the accounting treatment of ORL as an investment in associate include:

- showing the Group's 50% share of the results of ORL (before adjusting items) in the Share of results of joint venture and associate for the full accounting period;
- reflecting loan interest receivable on the shareholder loan between the Group and ORL in finance income rather than being eliminated on consolidation;
- reflecting interest income from net investment in leases for assets leased from OG to ORL in finance income rather than being eliminated on consolidation; and
- reflecting the Group's 50% share of ORL's adjusting items for the full accounting period (rather than as fully consolidated whilst under OG control).

²Operating costs include depreciation and amortisation of £411.4m (FY24: £413.9m).

Pro-forma cash flow

£m	FY25 as reported	Pro-forma adjustments	FY25 pro-forma	FY24 as reported	Pro-forma adjustments	FY24 pro-forma
Adjusted EBITDA ¹	199.7	(21.7)	178.0	153.0	(41.3)	111.7
Cash received from contract liabilities (upfront fees)	65.0	-	65.0	97.8	1.4	99.2
Proceeds from Kroger Letter of Credit	113.4	-	113.4	-	-	-
Other working capital movements ²	54.4	(33.9)	20.5	6.3	11.3	17.6
Finance costs paid	(96.0)	3.4	(92.6)	(55.9)	9.7	(46.2)
Corporation taxation paid	(3.0)	-	(3.0)	(7.7)	-	(7.7)
Adjusting items ³	31.4	5.6	37.0	70.8	12.3	83.1
Other non-cash items ⁴	(23.3)	(7.1)	(30.4)	4.6	(9.8)	(5.2)
Operating cash flow	341.6	(53.7)	287.9	268.9	(16.4)	252.5
Capital expenditure	(378.3)	5.0	(373.3)	(399.4)	6.0	(393.4)
Dividend from joint venture	0.8	-	0.8	2.8	-	2.8
Net proceeds from interest-bearing loans and borrowings ⁵	55.1	-	55.1	26.8	-	26.8
Repayment of lease liabilities	(42.9)	9.7	(33.2)	(55.7)	23.1	(32.6)
Net proceeds from share issues	2.6	-	2.6	4.6	-	4.6
Other investing and financing activities ⁶	63.1	9.8	72.9	42.9	24.3	67.2
Cash outflow from deconsolidation of subsidiary	(68.2)	68.2	-	-	-	-
Movement in cash and cash equivalents (excl. FX changes)	(26.2)	39.0	12.8	(109.1)	37.0	(72.1)
Effect of changes in FX rates	(5.3)	-	(5.3)	(4.2)	-	(4.2)
Movement in cash and cash equivalents (incl. FX changes)	(31.5)	39.0	7.5	(113.3)	37.0	(76.3)
Cash and cash equivalents at beginning of period	771.5	(39.0)	732.5	884.8	(76.0)	808.8
Cash and cash equivalents at end of period	740.0	-	740.0	771.5	(39.0)	732.5

The proforma cash flow statement above is in a format consistent with the cash flow reported in the Financial Review on page 30. Unless otherwise noted, the line items above come directly from the Consolidated Statement of Cash Flows or Note 4.9 of the Consolidated Financial Statements.

- Adjusted EBITDA as reported includes discontinued operations adjusted EBITDA of £21.7m
- Total of movements in inventories, trade and other payables and trade and other receivables in Note 4.5
- Total of cash receipts from Autostore settlement and cash outflow for Finance, HR and Retail IT system transformation costs and organisational restructuring costs (Note 2.3)
- Total of revenue recognised from long-term contracts, share based payments, movement in provisions and gain/(loss) on asset disposals and asset write offs in Note 4.5.
- Total of proceeds from borrowings, transaction costs on issue of borrowings and repayment of borrowings in the Consolidated Cash Flow Statement
- Total of interest received, purchase/disposal of unlisted equity investments, loans repaid by investee companies and proceeds from net investment in leases in the Consolidated Cash Flow Statement

Underlying cash flow

Underlying cash flow is the movement in cash and cash equivalents excluding the impact of adjusting items, costs of financing, proceeds from the disposal of assets held for sale, cash received in respect of contingent consideration, acquisition of subsidiaries, purchase of unlisted equity investments and foreign exchange movements. A reconciliation of the movement in cash and cash equivalents to underlying cash flow is detailed within the Financial Review.

Principal risks and uncertainties

The Board keeps under review the principal risks and uncertainties that could materially affect the Group's performance, financial position and prospects. These include risks relating to the competitiveness and adoption of the Ocado Smart Platform, partner performance and growth, technology development and deployment, the resilience and security of the Group's systems in an increasingly complex cyber threat environment, geopolitical and macroeconomic volatility, the transition to evolving operating models and the retention and development of critical talent, and climate and environmental matters. During the year, the Group continued to enhance its mitigation and control activities in response to these evolving risks. Further detail on the Group's principal risks, together with its risk management framework and mitigating actions, will be set out in the Strategic Report in the FY25 Annual Report and Accounts.

Glossary

Active customer – a customer who has shopped with Ocado Retail Limited at Ocado.com within the previous 12 weeks.

Adjusting items – items considered significant due to their size/nature, not in the normal course of business or are consistent with items treated as adjusting in the prior periods or that may span multiple financial periods. These have been classified separately to draw them to the attention of the reader of the financial statements.

AEON – AEON Co., Ltd., a company incorporated in Japan, whose registered office is at 1-5-1 Nakase, Mihama-ku, Chiba-shi, Chiba, 261-8515.

AI – Artificial Intelligence.

Alcampo – Alcampo S.A., a company incorporated in Spain under registered company number C.I.F. A-28581882 whose registered office is at Madrid, c/ Santiago Compostela Sur, s/n (Edificio de Oficinas la Vaguada) CP.28029 Madrid.

AMR – Autonomous Mobile Robot.

ASRS – automated storage retrieval systems.

Auchan Polska – Auchan Polska Sp. z.o.o., a company incorporated in Poland, whose registered office is at ul. Puławska 46, 05-500 Piaseczno.

AutoStore – AutoStore Technology AS, a company incorporated in Norway, whose registered office is at Stokkastrandvegen 85, 5578, Nedre Vats, Rogaland, Norway.

Automated Frame Load or AFL – the part of the MHE that transfers delivery totes which have been filled with products ordered by a customer from the picking operation into delivery frames.

Average basket value – the average amount shoppers spend in one transaction.

Average live modules – the weighted average number of modules that were fully installed and available for use by our client partners during the period.

Average orders per week – the average number of orders per week processed within CFCs for Ocado Retail Limited.

Average selling price or ASP – product sales divided by total eases.

Board – the Board of Directors of the Company or its subsidiaries from time to time as the context may require.

Bon Preu – Bon Preu SA, a company incorporated in Spain, whose registered office is at Carrer C, 17, 08040 Barcelona.

Client – a client of Ocado Group that has purchased warehouse automation products and services offered to non-grocery customers.

Coles – Coles Supermarkets Australia Pty Ltd, a company incorporated in Australia, whose registered office is at 800 Toorak Road, Hawthorn East, VIC 3123.

Companies Act – the Companies Act 2006.

Company – Ocado Group plc, a company incorporated in England and Wales with company number 07098618, whose registered office is at Buildings One & Two Trident Place, Mosquito Way, Hatfield, Hertfordshire, United Kingdom, AL10 9UL.

Contribution – Technology Solutions revenue less Technology Solutions direct operating costs.

Contribution margin – Technology Solutions contribution divided by Technology Solutions revenue.

Customer Fulfilment Centre or CFC – a dedicated, highly automated warehouse used for the operation of the business.

Deloitte – Deloitte LLP, the Group's statutory auditor and advisor in respect of non-audit services.

Direct operating costs (% of live sales capacity) – the direct costs of running our OSP CFC estate within Technology Solutions. Direct operating costs include engineering, cloud and other technology direct costs.

Directors – the Directors of the Company, whose names are set out on page 63, or the Directors of the Company's subsidiaries from time to time as the context may require.

Disclosure Guidance and Transparency Rules or DTR – the disclosure guidance and transparency rules made under Part VI of the Financial Services and Markets Act 2000 (as amended).

DP8 – customer deliveries per standardised eight-hour shift.

EBT – employee benefit trust.

EPS – earnings per share.

GAAP – generally accepted accounting principles.

Gross liquidity – cash and cash equivalents plus unused availability of revolving credit facility.

Group – Ocado Group plc, its subsidiaries, significant undertakings and affiliated companies under its control or common control.

HMRC – His Majesty's Revenue and Customs.

IAS – International Accounting Standards.

ICA – ICA Gruppen AB, a company incorporated in Sweden, whose registered office is at Svetsarvägen 16, Solna.

IFRIC – International Financial Reporting Standards Interpretations Committee.

IFRS – International Financial Reporting Standards.

ISF – in-store fulfilment.

Jones Food Company, Jones Food or JFC – Jones Food Company Limited, a company incorporated in England and Wales with company number 10504047, whose registered office is at Old Forge Place, Lydney GL15 5SA.

KPI – key performance indicator.

Kroger – The Kroger Co., a company incorporated in the United States of America, whose registered office is at 1014 Vine Street, Cincinnati, Ohio.

LGV – large goods vehicle.

Listing Rules – the UK Listing Rules made by the Financial Conduct Authority under Part VI of the Financial Services and Markets Act 2000 (as amended).

Lotte Shopping or Lotte – Lotte Shopping Co., Ltd, a company incorporated and registered in the Republic of Korea with registered number 5298500774 whose registered office is at Lotte World Tower, 26th floor, 300, Olympic Street, Songpaju, Seoul, Republic of Korea.

Marks & Spencer or M&S – Marks & Spencer Group plc, a company incorporated in England and Wales with company number 04256886, whose registered office is at Waterside House, 35 North Wharf Road, London, W2 1NW, or one of its subsidiaries.

McKesson or McKesson Canada – McKesson Canada Corporation, a company incorporated in Canada and whose registered office is at 4705 Dobrin Street, Montreal, Quebec, H4R 2P7.

MHE – material handling equipment.

MHE JVCo – MHE JVCo Limited, a company incorporated in England and Wales with company number 08576462, jointly owned by Ocado Holdings and Morrisons, whose registered office is at Buildings One & Two Trident Place, Mosquito Way, Hatfield, Hertfordshire, United Kingdom, AL10 9UL.

Morrisons – Wm Morrison Supermarkets Limited, a company incorporated in England and Wales with company number 00353949, whose registered office is at Hilmore House, Gain Lane, Bradford, West Yorkshire, BD3 7DL.

Net finance cost – finance costs less finance income. Finance costs are composed primarily of interest on borrowings and lease liabilities. Finance income is composed principally of bank interest.

Number of modules live – modules that are fully installed and available for use by our partners.

Modules ordered – the maximum capacity of sites for which a contractual agreement has been signed with a partner and an invoice has been issued for the associated site fees.

Ocado.com – the Group's online retail business serviced from the Ocado.com website and excludes the Zoom by Ocado business.

OGRP – On-Grid Robotic Pick.

Ocado Re:Imagined or Re:Imagined – a series of innovations and changes to the technology powering our Ocado Smart Platform (OSP).

Ocado Retail Limited, Ocado Retail or ORL – Ocado Retail Limited, a joint venture between Ocado Holdings Limited and Marks and Spencer Holdings Limited, which is incorporated in England and Wales, and whose registered office is at Apollo Court, 2 Bishop Square, Hatfield Business Park, Hatfield, Hertfordshire, United Kingdom, AL10 9NE.

Ocado Smart Platform or OSP – the end-to-end solution for operating online in the grocery market, which has been developed by the Group.

Operating costs – all costs incurred in the continuing operations of the group.

Panda – Panda Retail Company, a company incorporated in Saudi Arabia, whose registered office is at Ash Shati Dist, Taha Khusaifan Street, Jeddah.

Partner – a client of Ocado Group that has purchased the Ocado Smart Platform Solution or part of the OSP Solution to deliver their operations.

RCF – revolving credit facility.

ROI – return on investment.

Senior unsecured notes or notes – the Company's offerings of £500m senior secured notes due 2026, of £450m senior secured notes due 2029, and of £400m senior secured notes due 2030.

Senior unsecured convertible bonds or convertible bonds – the Company's offerings of £600m senior unsecured convertible bonds due 2025 at a coupon of 0.875% and an issue price of 100.0%, of £350m senior unsecured convertible bonds due 2027 at a coupon of 0.750% and an issue price of 100.0%, and of £250m senior unsecured convertible bonds due 2029 at a coupon of 6.500% and an issue price of 100%.

Shareholder – a holder of ordinary shares of the Company.

SOC – System and Organisation Controls, as defined under the Association of International Certified Professional Accountants Trust Services Principles and Criteria.

Sobeys – Sobeys Inc., a wholly-owned subsidiary of Empire Company Limited incorporated in Canada, whose registered office is at 115 King Street, Stellarton, Nova Scotia.

Spoke – the trans-shipment sites used for the intermediate handling of customers' orders.

UPH – average units picked per labour hour.

Webshop – the customer-facing internet-based virtual shop accessible via the website www.ocado.com.

Zoom by Ocado or Zoom – Zoom by Ocado, the Group's immediacy delivery offering.