

Director/PDMR Shareholding

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Ocado Group PLC
10 February 2012

DIRECTOR/PDMR SHAREHOLDING
OCADO GROUP PLC

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Ocado Group plc **Director/PDMR Shareholding Notification**

Ocado Group plc ("the Company") announces that it received notification from Neill Abrams, a Director, pursuant to the FSA's Disclosure Rules and Transparency Rules 3.1.2R, on 9 February 2012 of the following changes in Director/PDMR shareholdings in the Company as a result of the exercise of share options on 6 February 2012 under the Ocado 2001 Executive Share Option Scheme and the subsequent sale of ordinary shares on 7 February 2012 (pursuant to the Company's sale facility for funding the exercise cost of options from the proceeds of sale of shares). The share options were due to expire on 6 February 2012.

Director/ PDMR	Position	Share Scheme	Number of Options over Ordinary Shares exercised	Exercise Price (pence) per Option over Ordinary Share
Neill Abrams	Director	Ocado 2001 Executive Share Option Scheme	85,000	100

The Company was also notified on 9 February 2012 that Neill Abrams subsequently sold 84,624 ordinary shares on 7 February 2012 at a price of 101.65 pence per ordinary share (representing 0.015% of the Company's total issued share capital). This resulted in Neill Abrams holding 376 additional ordinary shares in the Company.

Following this transaction, Neill Abrams is directly or indirectly interested in 1,672,854 ordinary shares representing 0.30% of the Company's total issued share capital.

As at 10 February 2012, Neill Abrams holds 200,000 options over ordinary shares under the Ocado 2001 Executive Share Option Scheme.

Notes:

- (1) These shareholdings exclude any shareholdings under the Company's Joint Share Ownership Scheme.
- (2) The Company has issued ordinary shares of 2p each.
- (3) The above transactions took place in the UK on the dates set out above.

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