

Total Voting Rights

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Ocado Group PLC
29 June 2018

TOTAL VOTING RIGHTS
OCADO GROUP PLC
29 June 2018

Ocado Group plc Voting rights and capital

In accordance with the FCA's Disclosure Guidance and Transparency Rules, Ocado Group plc ("Ocado") announces that, as at 29 June 2018:

- it had 697,925,544 issued ordinary shares of 2 pence each admitted to trading. Each ordinary share carries the right to one vote in relation to all circumstances at general meetings of Ocado;
- it does not hold any ordinary shares in treasury; and
- accordingly, it had total voting rights of 697,925,544. Of these issued ordinary shares:
 - 2,283,713 are held by Yorkshire Building Society, the trustee for the Company's employee Share Incentive Plan, who must vote, at the request of a participant, in respect of ordinary shares held by the trustee on behalf of that participant;
 - 25,841,218 shares are held by Wealth Nominees Limited on behalf of Estera Trust (Jersey) Limited, the independent company which is the trustee of Ocado's employee benefit trust (the "EBT Trustee"). The EBT Trustee has waived its right to exercise its voting rights and to receive dividends in respect of 25,841,218 ordinary shares, although it may vote in respect of 25,765,186 ordinary shares which have vested under the joint share ownership scheme and remain in the trust, at the request of a participant. The total of 25,841,218 ordinary shares held by the EBT Trustee are treated as treasury shares in the group's consolidated balance sheet in accordance with IAS 32 "Financial Instruments: Presentation". As such, calculations of earnings per share for Ocado exclude the 25,841,218 ordinary shares held by the EBT Trustee.

The total voting rights figure 697,925,544 may be used by shareholders and others with notification obligations as the denominator for the calculations by which they will determine whether they are required to notify their interest in, or a change to their interest in, Ocado under the FCA's Disclosure Rules and Transparency Rules.

In aggregate 25,841,218 ordinary shares held by Wealth Nominees Limited are treated as treasury shares in the group's consolidated balance sheet. Excluding the 25,841,218 ordinary shares held by Wealth Nominees Limited as detailed above, Ocado has shares in issue with aggregate voting rights of 672,084,326.

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