Director/PDMR Shareholding

,

Annex DTR3

Notification of Transactions of Directors/Persons Discharging Managerial Responsibility and Connected Persons

All relevant boxes should be completed in block capital letters.

1.	Name of the issuer	2.	State whether the notification relates to (i) a transaction notified in accordance with DTR 3.1.2 R, (ii) a disclosure made in accordance LR 9.8.6R(1) or (iii) a disclosure made in accordance with section 793 of the Companies Act (2006).
	OCADO GROUP PLC		(I) TRANSACTION NOTIFIED IN ACCORDANCE WITH DTR 3.1.2R
3.	Name of person discharging managerial responsibilities/director	4.	State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person
	ANDREW BRACEY		NOT APPLICABLE
5.	Indicate whether the notification is in respect of	6.	Description of shares (including class), debentures

	a holding of the person referred to in 3 or 4 above or in respect of a nonbeneficial interest 1		or derivatives or financial instruments relating to shares
	NOT APPLICABLE		NOT APPLICABLE
7.	Name of registered shareholders(s) and, if more than one, the number of shares held by each of them	8.	State the nature of the transaction
	NOT APPLICABLE		NOT APPLICABLE
9.	Number of shares, debentures or financial instruments relating to shares acquired	10.	Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)
	NOT APPLICABLE		NOT APPLICABLE
11.	Number of shares, debentures or financial instruments relating to shares disposed	12.	Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)
	NOT APPLICABLE		NOT APPLICABLE
13.	Price per share or value of transaction	14.	Date and place of transaction
	NOT APPLICABLE		NOT APPLICABLE
15.	Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)	16.	Date issuer informed of transaction
	NOT APPLICABLE		NOT APPLICABLE

**If a person discharging managerial responsibilities has been granted options by the issuer
complete the following boxes**

17.	Date of grant	18.	Period during which or date on which exercisable
	25 OCTOBER 2010		1 DECEMBER 2013 TO 31 MAY 2014
19.	Total amount paid (if any) for grant of the option	20.	Description of shares or debentures involved (class and number)

	NIL		ORDINARY SHARES OF 2P EACH
21.	Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise	22.	Total number of shares or debentures over which options held following notification
	116.2P PER OPTION OVER ORDINARY SHARE		1,376,041 OPTIONS OVER ORDINARY SHARES
23.	Any additional information	24.	Name of contact and telephone number for queries
	GRANT OF 7,745 OPTIONS OVER ORDINARY SHARES UNDER THE OCADO SHARESAVE SCHEME		NEILL ABRAMS, DIRECTOR +44 1707 227800

Name of authorised official of issuer responsible for making notification

NEILL ABRAMS, DIRECTOR

Date of notification _26 OCTOBER 2010_____

Notes: This form is intended for use by an issuer to make a RIS notification required by DR 3.3.

(1)   An issuer making a notification in respect of a transaction relating to the shares or debentures of the issuer should complete boxes 1 to 16, 23 and 24.

(2)   An issuer making a notification in respect of a derivative relating the shares of the issuer should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.

(3)   An issuer making a notification in respect of options granted to a director/person discharging managerial responsibilities should complete boxes 1 to 3 and 17 to 24.

(4)   An issuer making a notification in respect of a financial instrument relating to the shares of the issuer (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

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