

## Total Voting Rights

RNS Number : 0136S  
Ocado Group PLC  
26 November 2012

TOTAL VOTING RIGHTS  
OCADO GROUP PLC

26 November 2012

### **Ocado Group plc Voting rights and capital**

In accordance with the FSA's Disclosure Rules and Transparency Rules, Ocado Group plc ("Ocado") announces that, as at 26 November 2012:

- it had 614,631,133 issued ordinary shares of 2p 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 614,631,133. Of these issued ordinary shares, 36,305,099 are held by Greenwood Nominees Limited on behalf of Appleby 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 these 36,305,099 ordinary shares, although it may vote in respect of 16,605,384 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 36,305,099 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 36,305,099 ordinary shares held by the EBT Trustee.

The increase in the issued share capital and voting rights figure is due to allotting 55,875,557 new shares by way of a placing, as announced on 19 November 2012.

The total voting rights figure 614,631,133 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 FSA's Disclosure Rules and Transparency Rules.

As mentioned above, 36,305,099 ordinary shares held by the EBT Trustee are treated as treasury shares in the group's consolidated balance sheet. Excluding the 36,305,099 ordinary shares held by the EBT Trustee, Ocado has shares in issue with aggregate voting rights of 578,326,034.

Enquiries:

Company Secretary  
Ocado Group plc  
Titan Court  
3 Bishops Square  
Hatfield Business Park  
Hatfield, Hertfordshire AL10 9NE

Fax: +44 (0)1707 227 997  
email: [company.secretary@ocado.com](mailto:company.secretary@ocado.com)

This information is provided by RNS  
The company news service from the London Stock Exchange

END

TVRLLFEVLTTLRFIF