

Total Voting Rights

RNS Number : 0639E
Ocado Group PLC
31 March 2011

TOTAL VOTING RIGHTS
OCADO GROUP PLC

31 March 2011

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 31 March 2011:

- it had 554,028,342 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 554,028,342. Of these issued ordinary shares, 32,476,700 are held by 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 32,476,700 ordinary shares. Although, in respect of 8,119,400 ordinary shares which have vested under the joint share ownership scheme, the Trustee may vote in respect of such ordinary shares at the request of a participant. The total of 24,357,300 unvested 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 24,357,300 unvested ordinary shares held by the EBT Trustee.

The total voting rights figure (554,028,342) 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, the EBT Trustee has waived its right to exercise its voting rights in respect of the 32,476,700 ordinary shares it holds, and of these, 24,357,300 issued ordinary shares are treated as treasury shares in the group's consolidated balance sheet. Excluding the 24,357,300 ordinary shares held by the EBT Trustee, Ocado has shares in issue with aggregate voting rights of 529,671,042.

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