

Result of AGM

RNS Number : 0354E
Ocado Group PLC
24 May 2012

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OCADO GROUP PLC
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Ocado Group plc Annual General Meeting 2012 Results

The Annual General Meeting of Ocado Group plc (the "Company") was held at One Bunhill Row, London, EC1Y 8YY on Wednesday, 23 May 2012 at 11.00am.

All resolutions were decided on a poll and all resolutions proposed at the Annual General Meeting were passed by shareholders. The full text of each resolution is contained in the notice of Annual General Meeting, which is available on the Company's website www.ocadogroup.com (with each resolution number below corresponding to the resolution number in the notice).

The number of votes for and against each of the resolutions put before the Annual General Meeting and the number of votes withheld were as follows:

| Resolutions | | For | | Against | | Total Votes | Votes Withheld |
|-----------------------------|---|-------------|-------|-----------|------|-------------|----------------|
| | | Votes | % | Votes | % | | |
| Ordinary Resolutions | | | | | | | |
| 1 | To receive the Annual Report and Accounts | 346,402,008 | 99.88 | 408,489 | 0.12 | 346,810,497 | 8,359,066 |
| 2 | To approve the Remuneration Report | 338,085,907 | 97.60 | 8,316,258 | 2.40 | 346,402,165 | 8,767,398 |
| 3 | To re-appoint Lord Grade of Yarmouth | 345,975,547 | 99.76 | 834,951 | 0.24 | 346,810,498 | 8,359,066 |

| | | | | | | | |
|----------------------------|--|-------------|--------|------------|------|-------------|-----------|
| 4 | To re-appoint David Grigson | 344,988,519 | 99.59 | 1,413,646 | 0.41 | 346,402,165 | 8,767,398 |
| 5 | To re-appoint Tim Steiner | 344,875,334 | 99.44 | 1,935,164 | 0.56 | 346,810,498 | 8,359,066 |
| 6 | To re-appoint Jason Gissing | 344,858,934 | 99.44 | 1,951,564 | 0.56 | 346,810,498 | 8,359,066 |
| 7 | To re-appoint Neill Abrams | 344,307,771 | 99.44 | 1,929,301 | 0.56 | 346,237,072 | 8,932,492 |
| 8 | To re-appoint Mark Richardson | 344,859,687 | 99.44 | 1,950,811 | 0.56 | 346,810,498 | 8,359,066 |
| 9 | To re-appoint Jörn Rausing | 343,645,018 | 99.09 | 3,165,479 | 0.91 | 346,810,497 | 8,359,066 |
| 10 | To re-appoint Robert Gorrie | 331,312,211 | 95.53 | 15,498,286 | 4.47 | 346,810,497 | 8,359,066 |
| 11 | To re-appoint Ruth Anderson | 346,437,779 | 99.89 | 372,719 | 0.11 | 346,810,498 | 8,359,066 |
| 12 | To re-appoint Douglas McCallum | 346,437,779 | 99.89 | 372,719 | 0.11 | 346,810,498 | 8,359,066 |
| 13 | To re-appoint Wendy Becker | 346,415,516 | 99.89 | 394,982 | 0.11 | 346,810,498 | 8,359,066 |
| 14 | To re-appoint PricewaterhouseCoopers LLP as auditors | 346,348,266 | 99.87 | 462,232 | 0.13 | 346,810,498 | 8,359,066 |
| 15 | To authorise the Directors to determine the auditors' remuneration | 346,810,498 | 100.00 | 0 | 0.00 | 346,810,498 | 8,359,066 |
| 16 | Authority for political donations and political expenditure | 344,600,342 | 99.61 | 1,337,728 | 0.39 | 345,938,070 | 9,231,493 |
| 17 | Authority to allot shares | 327,407,419 | 94.53 | 18,962,367 | 5.47 | 346,369,786 | 8,799,777 |
| Special Resolutions | | | | | | | |
| 18 | Authority to disapply pre-emption rights | 346,801,798 | 100.00 | 8,700 | 0.00 | 346,810,498 | 8,359,066 |
| 19 | Authority to purchase own shares | 346,733,708 | 99.99 | 23,210 | 0.01 | 346,756,918 | 8,412,646 |
| 20 | Notice of general meetings | 332,988,424 | 96.01 | 13,822,074 | 3.99 | 346,810,498 | 8,359,066 |

Notes:

- (i) Votes 'withheld' are not votes under English law and so have not been included in the calculation of whether a resolution is carried. Percentages have been rounded to two decimal places.
- (ii) As at 6.00pm on 23 May 2012, the Company's issued share capital was 558,739,274 ordinary shares of 2p each. 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 15,914,000 ordinary shares which have vested under the joint share ownership scheme and remain in the trust, at the request of a participant. Excluding the 36,305,099 ordinary shares held by the EBT Trustee, Ocado has shares in issue with aggregate voting rights of 522,434,175.

- (iii) This announcement is made pursuant to the requirements of Listing Rules 9.6.2 and 9.6.18. In accordance with Listing Rule 9.6.2, a copy of resolutions 16 to 20 (as set out in the notice of Annual General Meeting), being the resolutions passed at the Annual General Meeting not concerning ordinary business, has been submitted today to the Financial Services Authority's national storage mechanism. This document will be available for viewing at <http://www.morningstar.co.uk/uk/NSM>.

A copy of the Annual General Meeting results will be available on Ocado's website: www.ocadogroup.com.

For further information please contact:

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