

Total Voting Rights

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Ocado Group PLC
30 June 2014

TOTAL VOTING RIGHTS
OCADO GROUP PLC

30 June 2014

Ocado Group plc Voting rights and capital

In accordance with the FCA's Disclosure Rules and Transparency Rules, Ocado Group plc ("Ocado") announces that, as at 30 June 2014:

- it had 620,338,785 issued ordinary shares of 2p each admitted to trading (see note 1). 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 620,338,785. Of these issued ordinary shares:
 - o 452,284 are held by Greenwood Nominees Limited, who has waived its right to exercise voting rights and to receive dividends in respect of these 452,284 ordinary shares; and
 - o 35,227,029 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 35,227,029 ordinary shares, although it may vote in respect of 31,736,563 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 35,227,029 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 35,227,029 ordinary shares held by the EBT Trustee.

The total voting rights figure 620,338,785 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 35,679,313 ordinary shares held by Greenwood Nominees Limited are treated as treasury shares in the group's consolidated balance sheet. Excluding the 35,679,313 ordinary shares held by Greenwood Nominees Limited as mentioned above, Ocado has shares in issue with aggregate voting rights of 584,659,472.

Note:

1. The total voting rights announcement released on 2 June 2014 (with reference number 6484I) referred to 620,345,544 total voting rights as at 31 May 2014. The revised number of total voting rights as at that date is 620,303,043. Accordingly, excluding the 35,679,313 ordinary shares held by Greenwood Nominees Limited as at 31 May 2014, the Company had shares in issue with aggregate voting rights of 584,623,730 as at that date. The remaining information in the announcement of 2 June 2014 is unrevised.

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