

## Director/PDMR Shareholding

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RNS Number : 5455E

Ocado Group PLC

07 April 2011

### 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.	<b>Name of the issuer</b>  Ocado Group plc	2.	<b>State whether the notification relates to (i) a transaction notified in accordance with DTR 3.1.2 R, (ii) a disclosure made in accordance with LR 9.8.6R(1) or (iii) a disclosure made in accordance with section 793 of the Companies Act (2006).</b>  DTR 3.1.2R
3.	<b>Name of person discharging managerial responsibilities/director</b>  Jorn Rausing	4.	<b>State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person</b>  Yes - Hamilton Trust Company Limited as trustee of the Apple II Trust
5.	<b>Indicate whether the notification is in respect of a holding of the person referred to in 3 or 4 above or in respect of a non-beneficial interest</b>  4 above	6.	<b>Description of shares (including class), debentures or derivatives or financial instruments relating to shares</b>  Ordinary shares
7.	<b>Name of registered shareholders(s) and, if more than one, the number of shares held by each of them</b>  59,080,100 all held by Hamilton Trust Company Limited as trustee of the Apple II Trust	8.	<b>State the nature of the transaction</b>  Acquisition of shares

9.	<b>Number of shares, debentures or financial instruments relating to shares acquired</b>  59,080,100	10.	<b>Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)</b>  10.67%
11.	<b>Number of shares, debentures or financial instruments relating to shares disposed</b>  None	12.	<b>Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)</b>  None
13.	<b>Price per share or value of transaction</b>  £2.1330 per share	14.	<b>Date and place of transaction</b>  5 April 2011, London
15.	<b>Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)</b>  10.67%	16.	<b>Date issuer informed of transaction</b>  7 April 2011

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

17.	<b>Date of grant</b>	18.	<b>Period during which or date on which exercisable</b>
19.	<b>Total amount paid (if any) for grant of the option</b>	20.	<b>Description of shares or debentures involved (class and number)</b>
21.	<b>Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise</b>	22.	<b>Total number of shares or debentures over which options held following notification</b>

23.	<b>Any additional information</b>	24.	<b>Name of contact and telephone number for queries</b> Neill Abrams, +44 (0)1707 227800
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**Name of authorised official of issuer responsible for making notification**

NEILL ABRAMS, DIRECTOR

**Date of notification** 8 April 2011\_\_\_\_\_

Notes: This form is intended for use by an *issuer* to make a *RIS* notification required by *DTR 3.1.4*.

- (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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