

# Director/PDMR Shareholding

RNS Number : 3773P  
Ocado Group PLC  
17 February 2016

DIRECTOR/PDMR SHAREHOLDING  
OCADO GROUP PLC

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## Ocado Group plc Director/PDMR Notification

Ocado Group plc ("the Company") announces that it has received a notification, pursuant to the FCA's Disclosure Rules and Transparency Rules 3.1.2R, on 17 February 2016, in connection with its directors' participation in the Ocado Share Incentive Plan ("SIP").

The SIP is a HMRC tax-advantaged all-employee share scheme, under which employees are able to purchase ordinary shares in the Company of 2 pence each at market value ("Partnership Shares"), using deductions from salary each month, and receive allocations of matching ordinary shares of 2 pence each ("Matching Shares").

The Ocado directors listed below (the "Directors") purchased the number of Partnership Shares set out in the table below, at a price of £2.599 per Partnership Share, and were allocated (for no consideration) the number of Matching Shares set out in the table below. These shares are held by the employee benefit trust for the SIP.

Name	Position	Number of Partnership Shares	Number of Matching Shares	Total shares	Total SIP holding to date
Tim Steiner	Chief Executive Officer	58	8	66	3,096
Duncan Tatton-Brown	Chief Financial Officer	58	8	66	3,050

Mark Richardson	Operations Director	58	8	66	3,100
Neill Abrams	Legal & Business Affairs Director	58	8	66	2,756

As a result of the above transaction, the interests of the Directors (and their connected persons) in the Company's ordinary shares (excluding any interests, options and awards under the Company's Long Term Incentive Plan, Sharesave, 2001 Executive Share Option Scheme, 2014 Executive Share Option Scheme, Joint Share Ownership Scheme and Growth Incentive Plan) are:

Name	Number of Ordinary Shares held	Percentage of issued share capital
Tim Steiner	28,772,719	4.6%
Duncan Tatton-Brown	160,915	0.03%
Mark Richardson	3,100	0.0005%
Neill Abrams	1,913,408	0.31%

The SIP was approved by shareholders at the Company's Annual General Meeting on 11 May 2011.

For the purposes of DTR 3.1.3, the above transactions took place in the United Kingdom, with an issue date of 17 February 2016 and the Company/the Directors being notified on 17 February 2016.

Further information concerning each Director's other interests in shares and share schemes are set out in the Company's annual report and accounts for the 52 weeks ended 29 November 2015, except as otherwise amended by a subsequent announcement.

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)

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