

Holding(s) in Company

RNS Number : 1728D
 Ocado Group PLC
 04 July 2016

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| TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARES ⁱ |
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| 1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached: ⁱⁱ | OCADO Group PLC |
| 2 Reason for the notification (please tick the appropriate box or boxes): | |
| An acquisition or disposal of voting rights | <input checked="" type="checkbox"/> X |
| An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached | <input type="checkbox"/> |
| An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments | <input type="checkbox"/> |
| An event changing the breakdown of voting rights | <input type="checkbox"/> |
| Other (please specify): | <input type="checkbox"/> |
| 3. Full name of person(s) subject to the notification obligation: ⁱⁱⁱ | Morgan Stanley (Institutional Securities Group and Global Wealth Management) |
| 4. Full name of shareholder(s) (if different from 3.): ^{iv} | |

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| 5. Date of the transaction and date on which the threshold is crossed or reached: ^v | 30.06.2016 |
| 6. Date on which issuer notified: | 04.07.2016 |
| 7. Threshold(s) that is/are crossed or reached: ^{vi, vii} | 9% |

| 8. Notified details: | | | | | | |
|--|--|-------------------------|--|---|--|---|
| A: Voting rights attached to shares ^{viii, ix} | | | | | | |
| Class/type of shares if possible using the ISIN CODE | Situation previous to the triggering transaction | | Resulting situation after the triggering transaction | | | |
| | Number of Shares | Number of Voting Rights | Number of shares Direct | Number of voting rights Direct ^{xi} Indirect ^{xii} | | % of voting rights ^x Direct |
| GB00B3MBS747 | 3,053,867 | 3,053,867 | 1,897,685 | 1,897,685 | | 0.30% |

| B: Qualifying Financial Instruments | | | | |
|---|---------------------------------|--|---|--------------------|
| Resulting situation after the triggering transaction | | | | |
| Type of financial instrument | Expiration date ^{xiii} | Exercise/ Conversion Period ^{xiv} | Number of voting rights that may be acquired if the instrument is exercised/ converted. | % of voting rights |
| Right of recall over securities lending agreements | N/A | N/A | 21,577,507 | 3.43% |

| C: Financial Instruments with similar economic effect to Qualifying Financial Instruments ^{xv, xvi} | | | | | | |
|---|----------------|---------------------------------|--|--|----------------------------------|----|
| Resulting situation after the triggering transaction | | | | | | |
| Type of financial instrument | Exercise price | Expiration date ^{xvii} | Exercise/ Conversion period ^{xviii} | Number of voting rights instrument refers to | % of voting rights ^{xx} | |
| | | | | | Nominal | De |

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|--------------------------------|-----|------------|-----|------------------------------------|-----|-----|
| Equity Swap | N/A | 01.11.2016 | N/A | 170,518 | N/A | 0.0 |
| Equity Swap | N/A | 15.12.2016 | N/A | 3,553,922 | N/A | 0.5 |
| Equity Swap | N/A | 06.02.2017 | N/A | 123,474 | N/A | 0.0 |
| Equity Swap | N/A | 30.03.2017 | N/A | 600,000 | N/A | 0.1 |
| Equity Swap | N/A | 30.05.2017 | N/A | 4,400,000 | N/A | 0.7 |
| Equity Swap | N/A | 11.09.2017 | N/A | 6,730,000 | N/A | 1.0 |
| Equity Swap | N/A | 16.11.2017 | N/A | 163,786 | N/A | 0.0 |
| Equity Swap | N/A | 04.01.2018 | N/A | 2,865,367 | N/A | 0.4 |
| Equity Swap | N/A | 08.01.2018 | N/A | 4,839,565 | N/A | 0.7 |
| Equity Swap | N/A | 22.01.2018 | N/A | 4,941,881 | N/A | 0.7 |
| Equity Swap | N/A | 12.02.2018 | N/A | 4,051,722 | N/A | 0.6 |
| Equity Swap | N/A | 29.06.2018 | N/A | 452,500 | N/A | 0.0 |
| Total (A+B+C) | | | | | | |
| Number of voting rights | | | | Percentage of voting rights | | |
| 56,367,927 | | | | 8.97% | | |

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable: ^{xxi}

Morgan Stanley & Co. LLC, c/o The Corporation Trust Company (DE), Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, USA. is a direct holder of 23,467,021 voting rights (3.74%) and is a subsidiary of Morgan Stanley Domestic Holdings, Inc.

Morgan Stanley Capital Services LLC, c/o The Corporation Trust Company (DE), Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, USA. is a direct holder of 32,892,735 voting rights (5.24%) and is a subsidiary of Morgan Stanley Domestic Holdings, Inc.

Morgan Stanley Domestic Holdings, Inc., c/o The Corporation Trust Company (DE), Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, USA. is an indirect holder of 56,367,927 voting rights (8.97%) and is a subsidiary of Morgan Stanley Capital Management, LLC

Morgan Stanley Capital Management, LLC, c/o The Corporation Trust Company (DE), Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, USA. is an indirect holder of 56,367,927 voting rights (8.97%) and is a subsidiary of Morgan Stanley

| Proxy Voting: | |
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| 10. Name of the proxy holder: | N/A |
| 11. Number of voting rights proxy holder will cease to hold: | N/A |
| 12. Date on which proxy holder will cease to hold voting rights: | N/A |

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| 13. Additional information: | Of the total voting rights attached to shares in Section 8A, 1,889,514 (0.30%) of these are the result of a stock borrowing agreement |
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| 14. Contact name: | Wilma Fairholm |
| 15. Contact telephone number: | +44 141 245-7218 |

This information is provided by RNS
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