

Holding(s) in Company

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RNS Number : 6562M
Ocado Group PLC
21 January 2016

TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARESⁱ

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	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	
An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments	
An event changing the breakdown of voting rights	
Other (please specify):	
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}	Morgan Stanley & Co. LLC
5. Date of the transaction and date on which the threshold is crossed or reached: ^v	19/01/2016
6. Date on which issuer notified:	21/01/2016
7. Threshold(s) that is/are crossed or reached: ^{vi, vii}	10%

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	Number of voting rights		% of voting rights ^x	
			Direct	Direct ^{xi}	Indirect ^{xii}	Direct	Indirect
GB00B3MBS747	14,828,143	14,828,143	18,386,443	18,386,443		3.12%	

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 a securities lending agreement	n/a	n/a	12,796,529	2.17%

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 ^{xix, xx}	
					Nominal	De
Equity Swap	n/a	20-01-2016	n/a	399,210	n/a	0.0
Equity Swap	n/a	30-03-2016	n/a	600,000	n/a	0.1
Equity Swap	n/a	04-07-2016	n/a	93,000	n/a	0.0
Equity Swap	n/a	05-09-2016	n/a	1,405,242	n/a	0.2
Equity Swap	n/a	15-12-2016	n/a	3,184,938	n/a	0.5
Equity Swap	n/a	23-01-2017	n/a	64,625	n/a	0.0
Equity Swap	n/a	20-02-2017	n/a	325,000	n/a	0.0
Equity Swap	n/a	17-03-2017	n/a	2,921,478	n/a	0.5
Equity Swap	n/a	30-05-2017	n/a	4,400,000	n/a	0.7
Equity Swap	n/a	21-07-2017	n/a	62,118	n/a	0.0
Equity Swap	n/a	04-09-2017	n/a	1,950,211	n/a	0.3
Equity Swap	n/a	11-09-2017	n/a	5,964,000	n/a	1.0
Equity Swap	n/a	16-11-2017	n/a	94,300	n/a	0.0
Equity Swap	n/a	04-12-2017	n/a	118	n/a	0.0
Equity Swap	n/a	07-12-2017	n/a	254,534	n/a	0.0
Equity Swap	n/a	29-12-2017	n/a	400,000	n/a	0.0
Equity Swap	n/a	04-01-2018	n/a	2,877,733	n/a	0.4
Equity Swap	n/a	08-01-2018	n/a	4,881,834	n/a	0.8

Total (A+B+C)	
Number of voting rights	Percentage of voting rights
61,061,313	10.35%

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable: ^{xxi}
<p>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 29,878,341 voting rights (5.06%) & 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 31,174,491 voting rights (5.28%), each are subsidiaries of Morgan Stanley Domestic Holdings, Inc.</p> <p>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 61,061,313 voting rights (10.35%), and is a subsidiary of Morgan Stanley Capital Management, LLC</p> <p>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 61,061,313 voting rights (10.35%), and is a subsidiary of Morgan Stanley.</p>

Proxy Voting:	
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

13. Additional information:	Of the total voting rights attached to shares in Section 8A, 18,377,962 (3.11%) of these are the result of stock borrowing agreements
14. Contact name:	Wilma Fairholm

15. Contact telephone number:	0141 245 7218
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