

# Total Voting Rights

RNS Number : 6405V  
Ocado Group PLC  
31 January 2017

TOTAL VOTING RIGHTS  
OCADO GROUP PLC  
31 January 2017

## 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 31 January 2017:

- it had 629,310,454 issued ordinary shares of 2p each admitted to trading. 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 629,310,454. Of these issued ordinary shares:
  - 1,879,231 are held by Yorkshire Building Society, the trustee for the Company's employee Share Incentive Plan, who must vote, at the request of a participant, in respect of ordinary shares held by the trustee on behalf of that participant;
  - 32,830,613 are held by Wealth Nominees Limited on behalf of Estera 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 32,830,613 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 32,830,613 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 32,830,613 ordinary shares held by the EBT Trustee.

The total voting rights figure 629,310,454 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 32,830,613 ordinary shares held by Wealth Nominees Limited are treated as treasury shares in the group's consolidated balance sheet. Excluding the 32,830,613 ordinary shares held by Wealth Nominees Limited as detailed above, Ocado has shares in issue with aggregate voting rights of 596,479,841.

Person responsible for arranging the release of this announcement:

Neill Abrams  
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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