

Replacement: Results of Capital Raise

RNS Number : 6151P
Ocado Group PLC
21 June 2022

This is a correction to the Results of Capital Raise announcement published at 07:11 on 21 June 2022 (RNS Number: 5581P) which contained an error in the number of shares placed with and gross proceeds raised from Baillie Gifford. The original announcement erroneously stated that 12,578,616 shares had been placed with Baillie Gifford, raising gross proceeds of approximately £99,999,997. This should have been 11,100,000 shares placed, raising gross proceeds of approximately £88,245,000.

All other details remain unchanged.

The full corrected announcement is provided below.

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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

For immediate release

OCADO GROUP PLC

20 June 2022

Results of Capital Raise

Ocado Group plc ("**Ocado Group**" or the "**Company**") is pleased to announce the successful completion of the placing announced today (the "**Placing**") as well as the concurrent offer made by the Company for retail investors to subscribe for ordinary

shares of 2 pence each ("**Ordinary Shares**") via the PrimaryBid platform (the "**Retail Offer**") and the Subscription (as defined below) (together the "**Capital Raise**").

In conjunction with the Placing, certain members of the senior management team, including the Group CEO and CFO have agreed to subscribe for new ordinary shares in the capital of the Company pursuant to subscription letters entered into with the Company (the "**Subscription**").

Ocado Group has placed 72,327,044 Placing Shares raising proceeds of approximately £575m, in conjunction with 246,405 Retail Offer Shares to certain retail investors (including a significant number of existing Ocado retail shareholders) and 150,944 Subscription Shares to certain members of the senior management team, raising aggregate gross proceeds from the Capital Raise of approximately £578m

Placing, Subscription and Retail Offer:

A total of 72,327,044 new ordinary shares of 2 pence each in the Company (the "**Placing Shares**") have been placed at a price of 795 pence per Placing Share (the "**Placing Price**"), with existing and new institutional investors. Goldman Sachs International is acting as sole global coordinator in respect of the Placing (the "**Sole Global Coordinator**"). Barclays Bank PLC, BNP PARIBAS, Citigroup Global Markets Limited, HSBC Bank plc, J.P. Morgan Securities plc and Numis Securities Limited are acting as joint bookrunners in respect of the Placing (together with the Sole Global Coordinator, the "**Joint Bookrunners**"). Ernst & Young LLP ("**EY**") is acting as independent financial adviser to the Company. In addition, retail investors have subscribed via the PrimaryBid platform for a total of 246,405 new Ordinary Shares in the capital of the Group (the "**Retail Offer Shares**") at the Placing Price.

In conjunction with the Placing the Group CEO, CFO and GC have agreed to subscribe for an aggregate of 150,944 new ordinary shares in the capital of the Company at the Placing Price pursuant to the Subscription (the "**Subscription Shares**").

Together, the Placing Shares, the Retail Offer Shares and the Subscription Shares in aggregate comprise 72,724,393 new Ordinary Shares, which will raise gross proceeds of approximately £578m. The Placing Price of 795 pence per Placing Share represents a discount of approximately 9.41% to the closing share price of 877.6 pence on 20 June 2022. The Placing Shares, the Retail Offer Shares and the Subscription Shares being issued together represent approximately 9.7% of the existing issued ordinary share capital of the Company prior to the Placing, the Retail Offer and the Subscription.

Applications have been made to the Financial Conduct Authority (the "**FCA**") for admission of the Placing Shares, the Retail Offer Shares and the Subscription Shares to

the premium listing segment of the Official List maintained by the FCA and to the London Stock Exchange plc (the "**LSE**") for admission to trading of the Placing Shares, the Retail Offer Shares and the Subscription Shares on the LSE's main market for listed securities (together, "**Admission**"). It is expected that Admission will take place at or around 8.00 a.m. on 23 June 2022 (or such later date as may be agreed between the Company and the Joint Bookrunners). The Placing, the Retail Offer and the Subscription are each conditional upon, amongst other things, Admission becoming effective and upon the Placing Agreement between the Company and the Joint Bookrunners not being terminated in accordance with its terms.

The Placing Shares, the Retail Offer Shares and the Subscription Shares will, when issued, be credited as fully paid and will rank *pari passu* in all respects with the existing Ordinary Shares of Ocado Group. This includes the right to receive all dividends and other distributions declared or paid in respect of such ordinary shares after the date of issue of the Placing Shares, the Retail Offer Shares and the Subscription Shares.

Following Admission, the total number of ordinary shares in issue in Ocado Group will be 824,753,451. Ocado Group currently holds no ordinary shares in treasury, and, therefore, following Admission, the total number of voting shares in Ocado Group in issue will be 824,753,451. This figure may be used by shareholders as the denominator for the calculations by which they determine if they are required to notify their interest in, or a change to their interest in, Ocado Group under the FCA's Disclosure Guidance and Transparency Rules.

The Company believes that the London & Amsterdam Trust Company Ltd., The Capital Group Companies, Inc. together with certain client and fund accounts in respect of which affiliates of The Capital Group Companies, Inc. act as discretionary investment adviser (collectively, "Capital Group"), Baillie Gifford for and on behalf of clients ("Baillie Gifford"), and Apple III Limited each currently hold or have in the last twelve months held 10% or more of the ordinary share capital of the Company. For the purposes of UK Listing Rule 11 the Company therefore believes that they are, or may be, classified as related parties of the Company.

Pursuant to the Capital Raise, Capital Group have been placed 7,562,054 shares at the Placing Price, raising gross proceeds of approximately £60,118,329. Baillie Gifford have been placed 11,100,000 shares at the Placing Price, raising gross proceeds of approximately £88,245,000. Apple III Limited have been placed 7,523,422 shares at the Placing Price, raising gross proceeds of approximately £59,811,205. The above transactions are classified as smaller related party transactions under LR 11.1.10R(1) and are disclosed in accordance with LR11.1.10R(2)(c).

In addition, certain directors of the Company and other persons discharging managerial responsibilities ("PDMR") have agreed to subscribe for in aggregate 150,944 Ordinary Shares, at the Placing Price, pursuant to the Subscription as follows:

Name	Number of new Ordinary Shares acquired
Tim Steiner	125,786
Stephen Daintith	12,579
Neill Abrams	12,579

General

In the context of the Placing, the Company has agreed to a lock-up relating to equity and equity-related securities for a period commencing on the date hereof and ending 180 calendar days following the Closing Date, subject to certain exceptions.

Prior to launch of the Placing, the Company consulted with a significant number of its shareholders to gauge their feedback as to the Terms and Conditions of the Placing. Feedback from this consultation was highly supportive and as a result the Board has chosen to proceed with the Capital Raise. The Capital Raise structure has been chosen as it minimises costs, time to completion and use of management time at an important time for the Company to pursue new growth opportunities. Ocado Group is pleased by the strong support it has received from new and existing shareholders, including a number of retail shareholders via the Retail Offer.

This Announcement should be read in its entirety. In particular, you should read and understand the information provided in the "Important Notice" section of this Announcement.

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IMPORTANT NOTICE

Ocado Group plc is a company incorporated in England and Wales with registered number 07098618 and registered office at Buildings One & Two Trident Place, Mosquito Way, Hatfield, Hertfordshire, United Kingdom, AL10 9UL.

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IN THE EUROPEAN ECONOMIC AREA (THE "**EEA**"), THIS ANNOUNCEMENT IS ONLY ADDRESSED TO AND DIRECTED AT PERSONS IN MEMBER STATES OF THE EEA WHO ARE "QUALIFIED INVESTORS" WITHIN THE MEANING OF ARTICLE 2(E) OF REGULATION (EU) 2017/1129 (AS AMENDED) ("**QUALIFIED INVESTORS**"). IN THE UNITED KINGDOM, THIS ANNOUNCEMENT AND THE OFFERING ARE ONLY ADDRESSED TO AND DIRECTED AT PERSONS WHO ARE "QUALIFIED INVESTORS" WITHIN THE MEANING OF ARTICLE 2(E) OF REGULATION (EU) 2017/1129 (AS AMENDED) WHICH FORMS PART OF UK LAW BY VIRTUE OF EUROPEAN UNION (WITHDRAWAL) ACT 2018 (THE "**EUWA**") (THE "**UK PROSPECTUS REGULATION**"), WHO ARE ALSO (A) PERSONS HAVING PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS WHO FALL WITHIN THE DEFINITION OF "INVESTMENT PROFESSIONALS" IN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005 (THE "**ORDER**"); OR (B) HIGH NET WORTH ENTITIES FALLING WITHIN ARTICLE 49(2)(A) TO (D) OF THE ORDER; OR (C) ARE OTHER PERSONS TO WHOM IT MAY OTHERWISE LAWFULLY BE COMMUNICATED (ALL SUCH PERSONS ARE REFERRED TO AS "**RELEVANT PERSONS**"). THIS PRESS RELEASE MUST NOT BE ACTED ON OR RELIED ON: (I) IN THE UNITED KINGDOM, BY PERSONS WHO ARE NOT RELEVANT PERSONS; AND (II) IN ANY MEMBER STATE OF THE EEA, BY PERSONS WHO ARE NOT QUALIFIED INVESTORS. ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS PRESS RELEASE RELATES IS AVAILABLE ONLY TO: (A) RELEVANT PERSONS IN THE UNITED KINGDOM AND WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS IN THE UNITED KINGDOM; AND (B) QUALIFIED INVESTORS IN MEMBER STATES OF THE EEA.

GENERAL

No prospectus will be made available in connection with the matters contained in this Announcement and no such prospectus is required (in accordance with the Prospectus Regulation) to be published. Persons needing advice should consult a qualified independent legal adviser, business adviser, financial adviser or tax adviser for legal, financial, business or tax advice.

This Announcement or any part of it does not constitute or form part of any offer to issue or sell, or the solicitation of an offer to acquire, purchase or subscribe for, any securities of the Company in the United States, Australia, Japan, South Africa or any other jurisdiction in which the same would be unlawful. No public offering of the Placing Shares is being made in the United States or any such other jurisdiction.

The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold, pledged, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, in or into the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. The securities referred to herein have not been approved, disapproved or recommended by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the securities referred to herein. Subject to certain limited exceptions, the securities referred to herein may not be offered or sold in the United States, Australia, Japan, South Africa. In addition, the Retail Offer Shares are being offered and sold by the Company only outside the United States in offshore transactions as defined in, and pursuant to, Regulation S under the Securities Act. No public offering of securities is being made in the United States.

The relevant clearances have not been, and nor will they be, obtained from the securities commission of any province or territory of Canada; no prospectus has been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance; the relevant clearances have not been, and will not be, obtained for the South Africa Reserve Bank or any other applicable body in South Africa in relation to the Placing Shares; and the Placing Shares have not been, and nor will they be, registered under or offered in compliance with the securities laws of any state, province or territory of Australia, Japan or South Africa. Accordingly, the Placing Shares may not (unless an exemption under the relevant securities laws is applicable) be offered, sold, resold or delivered, directly or indirectly, in or into Australia, Japan or South Africa or any other jurisdiction outside the United Kingdom or to, or for the account or benefit of any national, resident or citizen of Australia, Japan or South Africa.

Certain statements contained in this Announcement constitute "forward-looking statements" with respect to the financial condition, performance, strategic initiatives, objectives, results of operations and business of Ocado Group. All statements other than statements of historical facts included in this Announcement are, or may be deemed to be, forward-looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "plans", "believes", "expects", "aims", "intends", "anticipates", "estimates", "projects", "will", "may", "would", "could" or "should", or words or terms of similar substance or the negative thereof, are forward-looking statements. Forward-looking statements include statements relating to the

following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; and (ii) business and management strategies and the expansion and growth of Ocado Group's operations. Such forward-looking statements involve risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results, performance or achievements to differ materially from those projected or implied in any forward-looking statements. The important factors that could cause Ocado Group's actual results, performance or achievements to differ materially from those in the forward looking statements include, among others, economic and business cycles, the terms and conditions of Ocado Group's financing arrangements, foreign currency rate fluctuations, competition in Ocado Group's principal markets, acquisitions or disposals of businesses or assets and trends in Ocado Group's principal industries. Due to such uncertainties and risks, you are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements in this Announcement may not occur. The forward-looking statements contained in this Announcement speak only as of the date of this Announcement. Ocado Group, its Directors, the Joint Bookrunners, their respective affiliates and any person acting on its or their behalf each expressly disclaim any obligation or undertaking to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, unless required to do so by applicable law or regulation, the Listing Rules, MAR, the DTRs, the rules of the London Stock Exchange or the FCA.

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The Joint Bookrunners are not acting for Ocado Group with respect to the Retail Offer.

This Announcement has been issued by and is the sole responsibility of Ocado Group. No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by any of the Joint Bookrunners or by any of their respective affiliates or any person acting on its or their behalf as to, or in relation to, the accuracy or completeness of this Announcement or any other written or oral information made available to or publicly available to any interested party or its advisers, and any liability therefore is expressly disclaimed.

This Announcement does not constitute a recommendation concerning any investor's investment decision with respect to the Capital Raise. The price of the Ordinary Shares and any income expected from them may go down as well as up and investors may not get back the full amount invested upon disposal of the Placing Shares. Past performance is no guide to future performance. The contents of this Announcement are not to be construed as legal, business, financial or tax advice. Each investor or prospective investor should consult his, her or its own legal adviser, business adviser, financial adviser or tax adviser for legal, financial, business or tax advice.

Any decision to purchase any Placing Shares should only be made on the basis of an independent review by a prospective investor of Ocado Group's publicly available information and the terms of the Placing Shares. The information contained in this Announcement is subject to change in its entirety without notice up to the Closing Date.

Each prospective investor should proceed on the assumption that it must bear the economic risk of an investment in the Placing Shares. None of Ocado Group or the Joint Bookrunners makes any representation as to (i) the suitability of the Placing Shares for any particular investor, (ii) the appropriate accounting treatment and potential tax consequences of investing in the Placing Shares or (iii) the future performance of the Placing Shares either in absolute terms or relative to competing investments.

Any indication in this Announcement of the price at which Ordinary Shares have been bought or sold in the past cannot be relied upon as a guide to future performance. No statement in this Announcement is intended as a profit forecast or estimate for any period and no statement in this Announcement should be interpreted to mean that earnings, earnings per share or income, cash flow from operations or free cash flow for Ocado Group, as appropriate, for the current or future years would necessarily match or exceed the historical published earnings, earnings per share or income, cash flow from operations or free cash flow for Ocado Group.

In connection with the Placing, each of the Joint Bookrunners and any of their respective affiliates or any person acting on its or their behalf, may take up a portion of the Placing Shares in the Placing as a principal position and in that capacity may retain, purchase or

sell for its own account such Placing Shares and other securities of Ocado Group or related investments and may offer or sell such Placing Shares, securities or other investments otherwise than in connection with the Placing. Accordingly, references in this Announcement to Placing Shares being issued, offered or placed should be read as including any issue, offering or placement of such Placing Shares in Ocado Group to the Joint Bookrunners or any of their respective affiliates or any person acting on its or their behalf acting in such capacity. In addition, any Joint Bookrunner or any of their respective affiliates or any person acting on its or their behalf may enter into financing arrangements (including swaps, warrants or contracts for difference) with investors in connection with which such Joint Bookrunner(s) or any of their respective affiliates or any person acting on its or their behalf may from time to time acquire, hold or dispose of such securities of Ocado Group, including the Placing Shares. Furthermore, in the event that the Joint Bookrunners acquire Placing Shares in the Placing, they may co-ordinate disposals of such shares in accordance with applicable law and regulation. None of the Joint Bookrunners or any of their respective affiliates or any person acting on its or their behalf intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

Each of the Joint Bookrunners and their respective affiliates may have engaged in transactions with, and provided various commercial banking, investment banking, financial advisory transactions and services in the ordinary course of their business with Ocado Group and/or its affiliates for which they would have received customary fees and commissions. Each of the Joint Bookrunners and their respective affiliates may provide such services to Ocado Group and/or its affiliates in the future. Certain of the Joint Bookrunners and/or their affiliates are lenders under the New Bank Financing.

The Placing Shares to be issued or sold pursuant to the Placing will not be admitted to trading on any stock exchange other than the London Stock Exchange.

Neither the contents of Ocado Group's website (or any other website) nor the content of any website accessible from hyperlinks on Ocado Group's website (or any other website) is incorporated into or forms part of this Announcement.

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It should be remembered that the price of securities and the income from them can go down as well as up.

NOTWITHSTANDING ANYTHING IN THE FOREGOING, NO PUBLIC OFFERING OF THE PLACING SHARES IS BEING MADE BY ANY PERSON ANYWHERE AND OCADO GROUP HAS NOT AUTHORISED OR CONSENTED TO ANY SUCH OFFERING IN RELATION TO THE PLACING SHARES.

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