

## Total Voting Rights

RNS Number : 7970W  
Ocado Group PLC  
31 January 2013

TOTAL VOTING RIGHTS  
OCADO GROUP PLC

31 January 2013

### **Ocado Group plc Voting rights and capital**

In accordance with the FSA's Disclosure Rules and Transparency Rules, Ocado Group plc ("Ocado") announces that, as at 31 January 2013:

- it had 614,631,953 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 614,631,953. Of these issued ordinary shares, 36,305,099 are held by Greenwood Nominees Limited on behalf of Appleby 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 these 36,305,099 ordinary shares, although it may vote in respect of 22,900,312 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 36,305,099 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 36,305,099 ordinary shares held by the EBT Trustee.

The total voting rights figure 614,631,8953 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 FSA's Disclosure Rules and Transparency Rules.

As mentioned above, 36,305,099 ordinary shares held by the EBT Trustee are treated as treasury shares in the group's consolidated balance sheet. Excluding the 36,305,099 ordinary shares held by the EBT Trustee, Ocado has shares in issue with aggregate voting rights of 578,326,854.

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