

Director/PDMR Shareholding

RNS Number : 4762K
Ocado Group PLC
30 July 2013

DIRECTOR/PDMR SHAREHOLDING
OCADO GROUP PLC

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Ocado Group plc Director/PDMR Notification

Ocado Group plc ("the Company") announces that it had received notification from five directors, pursuant to the FCA's Disclosure Rules and Transparency Rules 3.1.2R, on 28 and 29 July 2013, in connection with their participation in the Ocado Long-Term Incentive Plan ("LTIP").

The Ocado directors listed below (the "Directors") were granted a conditional award in respect of such ordinary shares of 2 pence each of the Company, in accordance with the rules of the LTIP ("LTIP Awards").

These LTIP Awards are subject to the Performance Condition as described in the Notice of Annual General Meeting dated 5 April 2013. The LTIP Awards are expected to vest on 31 March 2016, subject to the LTIP rules, including any applicable conditions.

Name	Position	Number of conditional award of shares	Total LTIP awards
Tim Steiner	Chief Executive Officer	1,371,951	1,371,951
Duncan Tatton-Brown	Chief Financial Officer	685,975	685,975

Jason Gissing	Commercial Director	533,536	533,536
Neill Abrams	Legal and Business Affairs Director	304,878	304,878
Mark Richardson	Operations Director	469,512	469,512

The LTIP was approved by shareholders at the Company's Annual General Meeting on 10 May 2013. The LTIP Award is the first such award made under the LTIP.

No payment is required for the grant of the LTIP Award. For these LTIP Awards, the number of Shares was determined based on a price of 131.2 pence per share, being the volume weighted average price of the Company's ordinary shares on the three trading days prior to 11 March 2013 (the date that the Remuneration Committee determined the number of Shares the subject of the initial LTIP Awards). A summary of the principal terms of the LTIP are set out in the Notice of Annual General Meeting dated 5 April 2013.

For the purposes of DTR3.1.3, the above transactions took place in the United Kingdom, with a grant date of 23 July 2013 and the Directors being notified on 25 or 28 July 2013.

Further information concerning each Director's other interests in shares and share schemes are set out in the Company's annual report and accounts for the 53 weeks ended 2 December 2012, except as otherwise amended by a subsequent announcement.

Enquiries:

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

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