

Result of Equity Issue

RNS Number : 4885R
Ocado Group PLC
19 November 2012

THIS ANNOUNCEMENT AND THE INFORMATION CONTAINED HEREIN IS
RESTRICTED AND IS NOT FOR RELEASE, PUBLICATION OR
DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN
OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN, SOUTH
AFRICA OR ANY OTHER JURISDICTION IN WHICH SUCH RELEASE,
PUBLICATION OR DISTRIBUTION WOULD BE UNLAWFUL

Ocado Group plc
("Ocado" or the "Group" or the "Company")

19 November 2012

Results of Placing

Ocado is pleased to announce the successful completion of the placing
announced earlier today (the "**Placing**").

A total of 55,875,557 new ordinary shares of 2 pence each (the "**Placing
Shares**") have been placed by Goldman Sachs International ("**Goldman
Sachs**") and Numis Securities Limited ("**Numis**") who are acting as joint
bookrunners (Goldman Sachs and Numis, together the "**Joint Bookrunners**")
at a price of 64 pence per Placing Share, raising gross proceeds of £35.8
million. The Placing Shares being issued represent approximately 9.99 per
cent. of the issued ordinary share capital of the Company prior to Placing.

Application will be made to the Financial Services Authority for admission of
the Placing Shares to the premium listing segment of the Official List of the UK
Listing Authority and to the London Stock Exchange for admission to trading
of the Placing Shares on the London Stock Exchange's main market for listed
securities (together, the "**Admission**"). It is expected that the Admission will
take place no later than 8.00 a.m. on 26 November 2012 and that dealings in
the Placing Shares on the London Stock Exchange's main market for listed
securities will commence at that time.

The Placing Shares, when issued, will be fully paid and will rank *pari passu* in all respects with the existing ordinary shares of the Company including the right to receive all dividends and other distributions declared, made or paid after the date of issue.

For further information, please contact:

Ocado Group plc

Tim Steiner, Chief Executive Officer
Duncan Tatton-Brown, Chief Financial Officer
David Hardiman-Evans, Head of Investor Relations & Corporate Finance
+44 (0) 1707 228 000

Nick Miles / Ann-marie Wilkinson / Charlotte Kirkham, M:Communications
+44 (0) 20 7920 2331

Goldman Sachs International

Phil Raper
+44 (0) 20 7774 1000

Numis Securities Limited

Alex Ham
+44 (0) 20 7260 1000

This announcement is for information purposes only and shall not constitute an offer to sell or issue or the solicitation of an offer to buy, subscribe or acquire any securities, including Placing Shares, in any jurisdiction in which any such offer or solicitation would be unlawful. The information contained herein is restricted and is not for release, publication or distribution, in whole or in part, directly or indirectly, in or into the United States, Australia, Canada, Japan, South Africa or any other jurisdiction in which such release, publication or distribution would be unlawful.

In particular, neither this announcement nor any part of it is for distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia). Neither this announcement nor any part of it constitutes or forms a part of any offer or solicitation to purchase or subscribe for securities in the United States, Canada, Australia, South Africa or Japan. The Placing Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), and, subject to certain exceptions, may not be offered, sold, 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.

All offers of the Placing Shares will be made pursuant to an exemption under the Prospectus Directive from the requirement to produce a prospectus. This announcement is being distributed to persons in the United Kingdom only in

circumstances in which section 21(1) of the Financial Services and Markets Act 2000, as amended ("**FSMA**") does not apply.

Certain statements made in this announcement are forward-looking statements. Such statements are based on current expectations and assumptions and are subject to a number of risks and uncertainties that could cause actual events or results to differ materially from any expected future events or results expressed or implied in these forward-looking statements. Persons receiving this announcement should not place undue reliance on forward-looking statements. Unless otherwise required by applicable law, regulation or accounting standard, the Company does not undertake to update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise.

No statement in this announcement is intended to be a profit forecast and no statement in this announcement should be interpreted to mean that earnings per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings per share of the Company.

The Joint Bookrunners, each of which is authorised and regulated in the United Kingdom by the Financial Services Authority (the "**FSA**"), are acting for the Company and for no one else in connection with the Placing and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients or for providing advice in relation to the Placing or any other matter referred to in this announcement.

The distribution of this announcement and the offering of the Placing Shares in certain jurisdictions may be restricted by law. No action has been taken by the Company or the Joint Bookrunners that would permit an offering of such shares or possession or distribution of this announcement or any other offering or publicity material relating to such shares in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required by the Company and the Joint Bookrunners to inform themselves about, and to observe, such restrictions.

This announcement has been issued by, and is the sole responsibility of, the Company. 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 the Joint Bookrunners or by any of their respective affiliates or agents 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 responsibility or liability therefor is expressly disclaimed.

The price of shares and the income from them may go down as well as up and investors may not get back the full amount invested on disposal of the shares. Past performance is no guide to future performance and persons needing advice should consult an independent financial adviser.

This information is provided by RNS
The company news service from the London Stock Exchange

END

ROIZMMMMVLVGZZM