

# Director/PDMR Shareholding

RNS Number : 6455J  
Ocado Group PLC  
18 December 2015

DIRECTOR/PDMR SHAREHOLDING  
OCADO GROUP PLC

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## **Ocado Group plc Director/PDMR Notification**

Ocado Group plc ("the Company") announces that it has received a notification, pursuant to the FCA's Disclosure Rules and Transparency Rules 3.1.2R, on 17 December 2015, in connection with its directors' participation in the Ocado Share Incentive Plan ("SIP").

The SIP is a HMRC tax-advantaged all-employee share scheme, under which employees are able to purchase ordinary shares in the Company of 2 pence each at market value ("Partnership Shares"), using deductions from salary each month, and receive allocations of matching ordinary shares of 2 pence each ("Matching Shares").

The Ocado directors listed below (the "Directors") purchased the number of Partnership Shares set out in the table below, at a price of £3.314 per Partnership Share, and were allocated (for no consideration) the number of Matching Shares set out in the table below. These shares are held by the employee benefit trust for the SIP.

<b>Name</b>	<b>Position</b>	<b>Number of Partnership Shares</b>	<b>Number of Matching Shares</b>	<b>Total shares</b>	<b>Total SIP holding to-date</b>
Tim Steiner	Chief Executive Officer	46	7	53	2967
Duncan Tatton-Brown	Chief Financial Officer	45	7	52	2920

Mark Richardson	Operations Director	45	6	51	2970
Neill Abrams	Legal & Business Affairs Director	45	6	51	2626

As a result of the above transaction, the interests of the Directors (and their connected persons) in the Company's ordinary shares (excluding any interests, options and awards under the Company's Long Term Incentive Plan, Sharesave, 2001 Executive Share Option Scheme, 2014 Executive Share Option Scheme, Joint Share Ownership Scheme and Growth Incentive Plan) are:

Name	Number of Ordinary Shares held	Percentage of issued share capital
Tim Steiner	28,773,101	4.6%
Duncan Tatton-Brown	161,346	0.03%
Mark Richardson	3,575	0.00057%
Neill Abrams	1,913,879	0.31%

The SIP was approved by shareholders at the Company's Annual General Meeting on 11 May 2011.

For the purposes of DTR 3.1.3, the above transactions took place in the United Kingdom, with an issue date of 17 December 2015 and the Company/the Directors being notified on 17 December 2015.

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 52 weeks ended 30 November 2014, except as otherwise amended by a subsequent announcement.

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