

Holding(s) in Company

RNS Number : 4490R
Ocado Group PLC
09 December 2016

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| TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARESⁱ |
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| 1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached: ⁱⁱ | OCADO Group PLC |
| 2 Reason for the notification (please tick the appropriate box or boxes): | |
| An acquisition or disposal of voting rights | X |
| An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached | X |
| An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments | |
| An event changing the breakdown of voting rights | |
| Other (please specify): | |
| 3. Full name of person(s) subject to the notification obligation: ⁱⁱⁱ | Morgan Stanley (Institutional Securities Group and Global Wealth Management) |
| 4. Full name of shareholder(s) (if different from 3.): ^{iv} | |

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|---|------------|
| 5. Date of the transaction and date on which the threshold is crossed or reached: ^v | 06.12.2016 |
| 6. Date on which issuer notified: | 08.12.2016 |
| 7. Threshold(s) that is/are crossed or reached: ^{vi, vii} | 5%* |

| 8. Notified details: | | | | | | | |
|--|--|-------------------------|--|-------------------------|-------------------------|---------------------------------|----------|
| A: Voting rights attached to shares ^{viii, ix} | | | | | | | |
| Class/type of shares if possible using the ISIN CODE | Situation previous to the triggering transaction | | Resulting situation after the triggering transaction | | | | |
| | Number of Shares | Number of Voting Rights | Number of shares | Number of voting rights | | % of voting rights ^x | |
| | | | Direct | Direct ^{xi} | Indirect ^{xii} | Direct | Indirect |
| GB00B3MBS747 | 956,449 | 956,449 | 1,178,976 | 1,178,976 | | 0.19% | |

| B: Qualifying Financial Instruments | | | | |
|--|---------------------------------|--|---|--------------------|
| Resulting situation after the triggering transaction | | | | |
| Type of financial instrument | Expiration date ^{xiii} | Exercise/ Conversion Period ^{xiv} | Number of voting rights that may be acquired if the instrument is exercised/ converted. | % of voting rights |
| Right of recall over securities lending agreements | N/A | N/A | 17,729,164 | 2.82% |

| C: Financial Instruments with similar economic effect to Qualifying Financial Instruments ^{xv, xvi} | | | | | | |
|---|----------------|---------------------------------|--|--|----------------------------------|----|
| Resulting situation after the triggering transaction | | | | | | |
| Type of financial instrument | Exercise price | Expiration date ^{xvii} | Exercise/ Conversion period ^{xviii} | Number of voting rights instrument refers to | % of voting rights ^{xx} | |
| | | | | | Nominal | De |

| | | | | | | |
|--------------------------------|-----|------------|-----|------------------------------------|-----|-----|
| Equity Swap | N/A | 30.03.2017 | N/A | 600,000 | N/A | 0.1 |
| Equity Swap | N/A | 11.09.2017 | N/A | 8,690,000 | N/A | 1.3 |
| Equity Swap | N/A | 04.01.2018 | N/A | 1,123,001 | N/A | 0.1 |
| Equity Swap | N/A | 08.01.2018 | N/A | 1,420,906 | N/A | 0.2 |
| Equity Swap | N/A | 22.01.2018 | N/A | 149,085 | N/A | 0.0 |
| Equity Swap | N/A | 12.02.2018 | N/A | 3,474,850 | N/A | 0.5 |
| Equity Swap | N/A | 19.07.2018 | N/A | 35,517 | N/A | 0.0 |
| Equity Swap | N/A | 05.12.2018 | N/A | 924,537 | N/A | 0.1 |
| Total (A+B+C) | | | | | | |
| Number of voting rights | | | | Percentage of voting rights | | |
| 35,326,036 | | | | 5.61% | | |

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable: ^{xxi}

Morgan Stanley & Co. LLC, c/o The Corporation Trust Company (DE), Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, USA. is a direct holder of 18,899,969 voting rights (3.01%) and is a subsidiary of Morgan Stanley Domestic Holdings, Inc.

Morgan Stanley Domestic Holdings, Inc., c/o The Corporation Trust Company (DE), Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, USA. is an indirect holder of 35,326,036 voting rights (5.61%) and is a subsidiary of Morgan Stanley Capital Management, LLC

Morgan Stanley Capital Management, LLC, c/o The Corporation Trust Company (DE), Corporation Trust

Center, 1209 Orange Street, Wilmington, Delaware, 19801, USA. is an indirect holder of 35,326,036 voting rights (5.61%) and is a subsidiary of Morgan Stanley

| Proxy Voting: | |
|---|-----|
| 10. Name of the proxy holder: | N/A |
| 11. Number of voting rights proxy holder will cease to hold: | N/A |
| 12. Date on which proxy holder will cease to hold voting rights: | N/A |

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| 13. Additional information: | Morgan Stanley's total holding in OCADO Group PLC remains above the 5% threshold previously disclosed however, this notification is being made on the basis that Morgan Stanley & Co. LLC, a wholly owned subsidiary of Morgan Stanley, has crossed a relevant threshold in its own right. |
| 14. Contact name: | Wilma Fairholm |
| 15. Contact telephone number: | +44 141 245-7218 |

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

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