

# Total Voting Rights

RNS Number : 6771Q  
Ocado Group PLC  
01 March 2016

TOTAL VOTING RIGHTS  
OCADO GROUP PLC  
1 March 2016

## Ocado Group plc Voting rights and capital

In accordance with the FCA's Disclosure Rules and Transparency Rules, Ocado Group plc ("Ocado") announces that, as at 1 March 2016:

- it had 625,473,998 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 625,473,998. Of these issued ordinary shares:
  - o 1,097,089 are held by Yorkshire Building Society, the trustee for the Company's employee Share Incentive Plan, who must vote, at the request of a participant, in respect of ordinary shares held by the trustee on behalf of that participant;
  - o 452,284 are held by Greenwood Nominees Limited, who has waived its right to exercise voting rights and to receive dividends in respect of these 452,284 ordinary shares; and
  - o 34,770,981 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 34,770,981 ordinary shares, although it may vote in respect of 33,240,664 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 34,770,981 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 34,770,981 ordinary shares held by the EBT Trustee.

The total voting rights figure 625,473,998 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 FCA's Disclosure Rules and Transparency Rules.

In aggregate 35,223,265 ordinary shares held by Greenwood Nominees Limited are treated as treasury shares in the group's consolidated balance sheet. Excluding the 35,223,265 ordinary shares held by Greenwood Nominees Limited as mentioned above, Ocado has shares in issue with aggregate voting rights of 590,250,733.

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](mailto:company.secretary@ocado.com)

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