

Holding(s) in Company

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RNS Number : 2692B
 Ocado Group PLC
 15 February 2011

TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARES ⁱ

| | | |
|--|-------------------------------------|--|
| 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 | <input checked="" type="checkbox"/> | |
| An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached | <input type="checkbox"/> | |
| An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments | <input type="checkbox"/> | |
| An event changing the breakdown of voting rights | <input type="checkbox"/> | |
| Other (please specify): The acquisition and related disposal primarily results from a placement in the issuer's shares managed by Goldman Sachs International on February 10 and 11 | <input type="checkbox"/> | |
| 3. Full name of person(s) subject to the notification obligation: ⁱⁱⁱ | The Goldman Sachs Group, Inc. | |

| | |
|---|--|
| 4. Full name of shareholder(s) (if different from 3.): ^{iv} | Goldman Sachs International Goldman, Sachs & Co. Goldman Sachs Asset Management, L.P |
| 5. Date of the transaction and date on which the threshold is crossed or reached: ^v | 10 February 2011 |
| 6. Date on which issuer notified: | 14 February 2011 |
| 7. Threshold(s) that is/ are crossed or reached: ^{vi, vii} | 10% |

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 votes |
| | | | Direct | Direct ^{xi} | Indirect ^{xii} | Direct |
| GB00B3MBS747 | | Below 3% | | | 60,033,141 | |

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 votes |
|------------------------------|---------------------------------|--|---|------------|
| | | | | |

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 v rights |
|------------------------------|----------------|---------------------------------|--|--|---------------|
| | | | | | Nomin |
| | | | | | |

| Total (A+B+C) | |
|-------------------------|-----------------------------|
| Number of voting rights | Percentage of voting rights |
| 60,033,141 | 10.84% |

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

The interest in 59,237,324 shares arose from a beneficial interest held by Goldman Sachs International, an indirect subsidiary of GS Inc. These shares are, or will be, registered at CREST in account CREPTMP.

The interest in 776,172 shares arose from a beneficial interest held by Goldman, Sachs & Co. ("GS&Co."), a direct subsidiary of GS Inc. These shares are, or will be, registered in the name of Goldman Sachs Securities (Nominees), Limited ("GSSN").

The interest in 19,645 shares arose from the interest held by Goldman Sachs Asset Management, LP a wholly owned subsidiary of GS Inc acting as discretionary manager. We believe that some of these shares are, or will be, registered in the name of Goldman Sachs Securities (Nominees), Limited ("GSSN").

| 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: | General email contact: shareholderdisclosures@gs.com |
| 14. Contact name: | Shannon Sutherland |
| 15. Contact telephone number: | 020-7774-6249 |

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

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