

# Total Voting Rights

RNS Number : 8319U  
Ocado Group PLC  
30 December 2011

TOTAL VOTING RIGHTS  
OCADO GROUP PLC

30 December 2011

## Ocado Group plc Voting rights and capital

In accordance with the FSA's Disclosure Rules and Transparency Rules, Ocado Group plc ("Ocado") announces that, as at 30 December 2011:

- it had 558,527,597 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 558,527,597. Of these issued ordinary shares, 36,305,099 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 36,305,099 ordinary shares. Although, in respect of 8,119,400 ordinary shares which have vested under the joint share ownership scheme, the Trustee may vote in respect of such ordinary shares at the request of a participant. The total of 28,185,699 unvested 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 28,185,699 unvested ordinary shares held by the EBT Trustee.

The total voting rights figure 558,527,597 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 FSA's Disclosure Rules and Transparency Rules.

As mentioned above, the EBT Trustee has waived its right to exercise its voting rights in respect of the 36,305,099 ordinary shares it holds, and of these, 28,185,699 issued ordinary shares are treated as treasury shares in the group's consolidated balance sheet. Excluding the 28,185,699 ordinary

shares held by the EBT Trustee, Ocado has shares in issue with aggregate voting rights of 530,341,898.

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