

Director/PDMR Shareholding

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RNS Number : 0353V
Ocado Group PLC
26 October 2010

Annex DTR3

Notification of Transactions of Directors/Persons Discharging Managerial Responsibility and Connected Persons

All relevant boxes should be completed in block capital letters.

| | | | |
|----|---|----|---|
| 1. | Name of the issuer | 2. | State whether the notification relates to (i) a transaction notified in accordance with DTR 3.1.2 R, (ii) a disclosure made in accordance LR 9.8.6R(1) or (iii) a disclosure made in accordance with section 793 of the Companies Act (2006). |
| | OCADO GROUP PLC | | (I) TRANSACTION NOTIFIED IN ACCORDANCE WITH DTR 3.1.2R |
| 3. | Name of person discharging managerial responsibilities/director | 4. | State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person |
| | NEILL ABRAMS | | NOT APPLICABLE |
| 5. | Indicate whether the notification is in respect of | 6. | Description of shares (including class), debentures |

| | | | |
|-----|---|-----|--|
| | a holding of the person referred to in 3 or 4 above or in respect of a nonbeneficial interest 1 | | or derivatives or financial instruments relating to shares |
| | NOT APPLICABLE | | NOT APPLICABLE |
| 7. | Name of registered shareholders(s) and, if more than one, the number of shares held by each of them | 8. | State the nature of the transaction |
| | NOT APPLICABLE | | NOT APPLICABLE |
| 9. | Number of shares, debentures or financial instruments relating to shares acquired | 10. | Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage) |
| | NOT APPLICABLE | | NOT APPLICABLE |
| 11. | Number of shares, debentures or financial instruments relating to shares disposed | 12. | Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage) |
| | NOT APPLICABLE | | NOT APPLICABLE |
| 13. | Price per share or value of transaction | 14. | Date and place of transaction |
| | NOT APPLICABLE | | NOT APPLICABLE |
| 15. | Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage) | 16. | Date issuer informed of transaction |
| | NOT APPLICABLE | | NOT APPLICABLE |

If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes

| | | | |
|-----|--|-----|---|
| 17. | Date of grant | 18. | Period during which or date on which exercisable |
| | 25 OCTOBER 2010 | | 1 DECEMBER 2013 TO 31 MAY 2014 |
| 19. | Total amount paid (if any) for grant of the option | 20. | Description of shares or debentures involved (class and number) |

| | | | |
|-----|--|-----|---|
| | | | |
| | NIL | | ORDINARY SHARES OF 2P EACH |
| 21. | Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise | 22. | Total number of shares or debentures over which options held following notification |
| | 116.2P PER OPTION OVER ORDINARY SHARE | | 557,745 OPTIONS OVER ORDINARY SHARES |
| 23. | Any additional information | 24. | Name of contact and telephone number for queries |
| | GRANT OF 7,745 OPTIONS OVER ORDINARY SHARES UNDER THE OCADO SHARESAVE SCHEME | | ANDREW BRACEY, DIRECTOR +44 1707 227800 |

Name of authorised official of issuer responsible for making notification

ANDREW BRACEY, DIRECTOR

Date of notification _26 OCTOBER 2010_____

Notes: This form is intended for use by an issuer to make a RIS notification required by DR 3.3.

- (1) An issuer making a notification in respect of a transaction relating to the shares or debentures of the issuer should complete boxes 1 to 16, 23 and 24.
- (2) An issuer making a notification in respect of a derivative relating the shares of the issuer should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.
- (3) An issuer making a notification in respect of options granted to a director/person discharging managerial responsibilities should complete boxes 1 to 3 and 17 to 24.
- (4) An issuer making a notification in respect of a financial instrument relating to the shares of the issuer (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

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