

# Result of AGM

RNS Number : 4769E  
Ocado Group PLC  
10 May 2013

RESULT OF AGM  
OCADO GROUP PLC  
10 May 2013

## Ocado Group plc Annual General Meeting 2013 Results

The Annual General Meeting of Ocado Group plc (the "Company") was held at One Bunhill Row, London, EC1Y 8YY on Friday, 10 May 2013 at 11.00am.

All resolutions were decided on a poll and all resolutions proposed at the Annual General Meeting were passed by shareholders. The full text of each resolution is contained in the notice of Annual General Meeting, which is available on the Company's website [www.ocadogroup.com](http://www.ocadogroup.com) (with each resolution number below corresponding to the resolution number in the notice).

The number of votes for and against each of the resolutions put before the Annual General Meeting and the number of votes withheld were as follows:

Resolutions		For		Against		Total Votes	Vote Withheld
		Votes	%	Votes	%		
<b>Ordinary Resolutions</b>							
1	To receive the Annual Report and Accounts	461,415,679	100.00	1,000	0.00	461,418,179	1,500
2	To approve the Remuneration Report	349,776,432	76.54	107,184,194	23.46	461,418,179	4,457,500
3	To re-appoint Sir Stuart Rose	421,899,153	99.25	3,176,589	0.75	461,418,179	36,342,000
4	To re-appoint David Grigson	447,407,939	97.05	13,580,735	2.95	461,418,179	429,500,000

5	To re-appoint Tim Steiner	447,038,806	96.88	14,379,373	3.12	461,418,179	0
6	To re-appoint Duncan Tatton-Brown	447,038,195	96.88	14,379,373	3.12	461,418,179	611
7	To re-appoint Jason Gissing	447,038,195	96.88	14,379,373	3.12	461,418,179	611
8	To re-appoint Neill Abrams	447,038,195	96.88	14,379,373	3.12	461,418,179	611
9	To re-appoint Mark Richardson	447,038,195	96.88	14,379,373	3.12	461,418,179	611
10	To re-appoint Jörn Rausing	446,302,583	96.80	14,745,672	3.20	461,418,179	369,92
11	To re-appoint Robert Gorrie	446,732,149	96.89	14,316,106	3.11	461,418,179	369,92
12	To re-appoint Ruth Anderson	447,836,231	97.06	13,580,737	2.94	461,418,179	1,211
13	To re-appoint Douglas McCallum	443,843,910	96.19	17,574,269	3.81	461,418,179	0
14	To re-appoint Alex Mahon	460,064,236	99.71	1,353,943	0.29	461,418,179	0
15	To re-appoint PricewaterhouseCoopers LLP as auditors	460,987,014	99.91	431,165	0.09	461,418,179	0
16	To authorise the Directors to determine the auditors' remuneration	461,250,733	99.96	165,946	0.04	461,418,179	1,500
17	Authority for political donations and political expenditure	446,767,182	99.91	390,056	0.09	461,418,179	14,260
18	To approve the Ocado Long-Term Incentive Plan	360,235,983	86.40	56,698,838	13.60	461,418,179	44,483
19	To approve the Chairman's Share Matching Award	384,380,959	83.30	77,037,220	16.70	461,418,179	0
20	Authority to allot shares	428,975,317	93.04	32,068,549	6.96	461,418,179	374,31
<b>Special Resolutions</b>							
21	Authority to disapply pre-emption rights	447,586,514	97.00	13,831,665	3.00	461,418,179	0
22	Authority to purchase own shares	461,417,054	100.00	1,125	0.00	461,418,179	0
23	Notice of general meetings	421,157,076	91.27	40,261,103	8.73	461,418,179	0

Notes:

- (i) Votes 'withheld' are not votes under English law and so have not been included in the calculation of whether a resolution is carried. Percentages have been rounded to two decimal places.
- (ii) As at 7.00am on 10 May 2013, the Company's issued share capital was 614,784,379 ordinary shares of 2p each. 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 it may vote in respect of 22,900,312 ordinary shares which have vested under the joint share ownership scheme and remain in the trust, at the request of a participant. Excluding the 36,305,099 ordinary shares held by the EBT Trustee, Ocado has shares in issue with aggregate voting rights of 578,479,280.
- (iii) This announcement is made pursuant to the requirements of Listing Rules 9.6.2 and 9.6.18. In accordance with Listing Rule 9.6.2, a copy of resolutions 17 to 23 (as set out in the notice of Annual General Meeting), being the resolutions passed at the Annual General Meeting not concerning ordinary business, has been submitted today to the Financial Conduct Authority's national storage mechanism. This document will be available for viewing at <http://www.morningstar.co.uk/uk/NSM>.

A copy of the Annual General Meeting results will be available on Ocado's website: [www.ocadogroup.com](http://www.ocadogroup.com).

For further information please contact:

Company Secretary  
Ocado Group plc  
Titan Court  
3 Bishops Square  
Hatfield Business Park  
Hatfield, Hertfordshire, AL10 9NE  
+ 44 1707 228 000  
[company.secretary@ocado.com](mailto:company.secretary@ocado.com)

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

END

RAGGGURWAUPWVCU