

Holding(s) in Company

RNS Number : 1259K
Ocado Group PLC
16 September 2016

TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARESⁱ

| | |
|---|---|
| 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 | |
| An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached | X |
| An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments | |
| An event changing the breakdown of voting rights | |
| Other (please specify): | |
| 3. Full name of person(s) subject to the notification obligation: ⁱⁱⁱ | Morgan Stanley (Institutional Securities Group and Global Wealth Management) |
| 4. Full name of shareholder(s) (if different from 3.): ^{iv} | |

| | |
|---|------------|
| 5. Date of the transaction and date on which the threshold is crossed or reached: ^v | 14.09.2016 |
| 6. Date on which issuer notified: | 16.09.2016 |
| 7. Threshold(s) that is/are crossed or reached: ^{vi, vii} | 6%* |

| 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 voting rights ^x | |
| | | | Direct | Direct ^{xi} | Indirect ^{xii} | Direct | Indirect |
| GB00B3MBS747 | 8,171 | 8,171 | 8,171 | 8,171 | | 0.00% | |

| 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 voting rights |
| Right of recall over securities lending agreements | N/A | N/A | 19,325,489 | 3.08% |

| 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 voting rights ^{xix, xx} |
| | | | | | |

| | | | | | Nominal | Delta |
|--------------------------------|-----|------------|-----|------------------------------------|---------|-------|
| Equity Swap | N/A | 01.11.2016 | N/A | 50,963 | N/A | 0.01% |
| Equity Swap | N/A | 15.12.2016 | N/A | 1,677,683 | N/A | 0.27% |
| Equity Swap | N/A | 06.02.2017 | N/A | 31,800 | N/A | 0.01% |
| Equity Swap | N/A | 30.03.2017 | N/A | 600,000 | N/A | 0.10% |
| Equity Swap | N/A | 11.09.2017 | N/A | 6,730,000 | N/A | 1.07% |
| Equity Swap | N/A | 04.01.2018 | N/A | 1,056,782 | N/A | 0.17% |
| Equity Swap | N/A | 08.01.2018 | N/A | 1,344,747 | N/A | 0.21% |
| Equity Swap | N/A | 22.01.2018 | N/A | 3,504,785 | N/A | 0.56% |
| Equity Swap | N/A | 12.02.2018 | N/A | 4,240,722 | N/A | 0.67% |
| Equity Swap | N/A | 09.03.2018 | N/A | 100,000 | N/A | 0.02% |
| Equity Swap | N/A | 29.06.2018 | N/A | 284,900 | N/A | 0.05% |
| Total (A+B+C) | | | | | | |
| Number of voting rights | | | | Percentage of voting rights | | |
| 38,956,042 | | | | 6.20% | | |

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

Morgan Stanley & Co. LLC, c/o The Corporation Trust Company (DE), Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, USA. is a direct holder of 19,325,489 voting rights (3.08%) and is a subsidiary of Morgan Stanley Domestic Holdings, Inc.

Morgan Stanley Capital Services LLC, c/o The Corporation Trust Company (DE), Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, USA. is a direct holder of 19,622,382 voting rights (3.12%) and is a subsidiary of Morgan Stanley Domestic Holdings, Inc.

Morgan Stanley Domestic Holdings, Inc., c/o The Corporation Trust Company (DE), Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, USA. is an indirect holder of 38,956,042 voting rights (6.20%) and is a subsidiary of Morgan Stanley Capital Management, LLC

Morgan Stanley Capital Management, LLC, c/o The Corporation Trust Company (DE), Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, USA. is an indirect holder of 38,956,042 voting rights (6.20%) and is a subsidiary of Morgan Stanley

| 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: | Morgan Stanley's total holding in OCADO Group PLC remains above the 6.00% threshold previously disclosed however, this notification is being made on the basis that Morgan Stanley & Co. LLC, a wholly owned subsidiary of Morgan Stanley, has crossed a |
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| | |
|--------------------------------------|--------------------------------------|
| | relevant threshold in its own right. |
| 14. Contact name: | Wilma Fairholm |
| 15. Contact telephone number: | +44 141 245-7218 |

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

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