

Total Voting Rights

RNS Number : 0010S
Ocado Group PLC
01 September 2010

TOTAL VOTING RIGHTS OCADO GROUP PLC

1 September 2010

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 31 August 2010:

- it had 553,332,849 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 553,332,849. Of these issued ordinary shares, 32,476,700 are held by 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 32,476,700 ordinary shares. These 32,476,700 ordinary shares are therefore 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 32,476,700 ordinary shares held by the EBT Trustee.

The total voting rights figure (553,332,849) 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 32,476,700 ordinary shares it holds, and these issued ordinary shares are treated as treasury shares in the

group's consolidated balance sheet. Excluding the 32,476,700 ordinary shares held by the EBT Trustee, Ocado has shares in issue with aggregate voting rights of 520,856,149.

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