

Director/PDMR Shareholding

RNS Number : 4859S
Ocado Group PLC
17 March 2016

DIRECTOR/PDMR SHAREHOLDING
OCADO GROUP PLC

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Ocado Group plc Director/PDMR Notification

Ocado Group plc ("the Company") announces that on 17 March 2016 it granted awards ("Awards") to the executive directors over 962,160 ordinary shares, pursuant to the Ocado Long-Term Incentive Plan ("LTIP"), as follows:

| Name | Maximum number of conditional shares |
|---------------------|---|
| Tim Steiner | 429,885 |
| Duncan Tatton-Brown | 199,310 |
| Neill Abrams | 133,655 |
| Mark Richardson | 199,310 |

The LTIP was approved by shareholders at the Company's Annual General Meeting on 10 May 2013, and an annual LTIP award is part of the Company's remuneration policy approved by shareholders on 7 May 2014. No payment is required for the awards.

The Awards were made based on a share price of 261.0 pence per ordinary share, being the volume weighted average price of the Company's ordinary shares on the 3 trading days prior to grant.

Vesting of the Awards is expected in March 2019, but only to the extent that the performance criteria of the LTIP are satisfied over the holding period to March 2019. The LTIP's performance criteria are based on the EBT and Revenue of the Company's retail business and the capital and operating efficiency of the Company's new MHE technology solution.

The transactions took place in the UK on 17 March 2016. The shares to which this announcement refers are 2p ordinary shares in Ocado Group plc. This announcement is made in accordance with Disclosure and Transparency Rules 3.1.2R and 3.1.3.

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