

# Director/PDMR Shareholding

RNS Number : 3640Y  
Ocado Group PLC  
28 November 2014

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DIRECTOR/PDMR SHAREHOLDING

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## Ocado Group plc Director/PDMR Notification

Ocado Group plc (the "Company") announces that it has received notification on 28 November 2014, pursuant to rule 3.1.2 R of the FCA's Disclosure Rules and Transparency Rules, of irrevocable instructions given by two directors in respect of options granted to them in 2005 under the Ocado 2001 Executive Share Option Scheme (the "2005 ESOS Awards").

Pursuant to these irrevocable instructions, the directors have each elected to exercise, on 13 May 2015, all options that then remain outstanding under their respective 2005 ESOS Awards, provided the share price is higher than the exercise price on that date, and then sell a sufficient number of shares to meet the cost of the exercise and any taxes and other related costs. The options are due to lapse on 16 May 2015. The instructions do not prevent the earlier exercise of the 2005 ESOS Awards.

Director/ PDMR	Position	Number of options over shares	Date options are to be exercised	Exercise price (pence) per option over share
Tim Steiner	Director	200,000	13/05/2015	£1.15
Neill Abrams	Director	100,000	13/05/2015	£1.15

It is not possible to state the effect the exercise of the 2005 ESOS Awards and the subsequent sale of shares will have on the directors' respective aggregate interests in shares, as the number of shares each shall hold after the exercise and sale will be dependent on the share price on the day of the sale.

The Company has also received notification that four directors have each given irrevocable instructions to enter into a three year savings contract on 1 May 2015 under the 2015 Ocado Sharesave Scheme ("2015 SAYE"). Under the 2015 SAYE, the directors will be granted options over shares; the exercise price for that option will be set in March 2015 in accordance with the terms of the 2015 SAYE. The 2015 SAYE will be offered on the same terms to all employees of the Ocado Group.

<b>Director/ PDMR</b>	<b>Position</b>	<b>Date of grant</b>	<b>Monthly contribution</b>	<b>Period exercisable</b>
Tim Steiner	Director	01/04/2015	£250	01/05/2018 - 01/11/2018
Duncan Tatton- Brown	Director	01/04/2015	£250	01/05/2018 - 01/11/2018
Neill Abrams	Director	01/04/2015	£250	01/05/2018 - 01/11/2018
Mark Richardson	Director	01/04/2015	£500	01/05/2018 - 01/11/2018

It is not possible to state the effect each directors' interest under the 2015 SAYE will have on their respective aggregate interests in shares because the exercise price has not yet been set.

Notes:

(1) references to "shares" are to ordinary shares of 2 pence each in the capital of the Company.

(2) the above transactions are to take place in the UK on the dates set out above.

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