

Total Voting Rights

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Ocado Group PLC
01 November 2019

TOTAL VOTING RIGHTS
OCADO GROUP PLC
1 November 2019

Ocado Group plc Voting rights and capital

In accordance with the FCA's Disclosure Guidance and Transparency Rules, Ocado Group plc ("Ocado") announces that, as at 31 October 2019:

- it had 707,255,419 issued ordinary shares of 2 pence 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 707,255,419. Of these issued ordinary shares:
 - 1,862,082 are held by Yorkshire Building Society, the trustee for the Company's employee Share Incentive Plan, who must vote, at the request of a participant, in respect of ordinary shares held by the trustee on behalf of that participant;
 - 869,358 shares are held by Wealth Nominees Limited, and 8,022,395 shares are held by Numis Nominees (Client) Ltd, both on behalf of Estera 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 8,891,753 ordinary shares, although it may vote in respect of 869,358 ordinary shares which have vested under the joint share ownership scheme and remain in the trust, at the request of a participant. The total of 8,891,753 ordinary shares held by the EBT Trustee are 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 8,891,753 ordinary shares held by the EBT Trustee.

The total voting rights figure 707,255,419 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 FCA's Disclosure Rules and Transparency Rules.

In aggregate 8,891,753 ordinary shares held by Wealth Nominees Limited are treated as treasury shares in the group's consolidated balance sheet. Excluding the 8,891,753 ordinary shares held by Wealth Nominees Limited as detailed above, Ocado has shares in issue with aggregate voting rights of 698,363,666.

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