## Holding(s) in Company

RNS Number : 8415V Ocado Group PLC 07 November 2017

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## TR-1: Standard form for notification of major holdings

NOTIFICATION OF MAJOR HOLDINGS<sup>i</sup>

| 1a. Identity of the issuer or the<br>underlying issuer of existing<br>shares to which voting rights<br>are attached <sup>ii</sup> :OCADO Group PLC1b. Please indicate if the issuer is a non-UK issuer (please mark<br>with an "X" if appropriate)OCADO Group PLC |  |   |  |
|---|--|---|--|
| Non-UK issuer   |  |   |  |
| <b>2. Reason for the notification</b> (ple<br>boxes with an "X")  | ease mark the appropriate box o                  | r |  |
| An acquisition or disposal of voting ri   | ghts   |   |  |
| An acquisition or disposal of financia  | instruments                                      | Х |  |
| An event changing the breakdown of  | An event changing the breakdown of voting rights |   |  |
| Other (please specify) <sup>iii</sup> :   | Other (please specify) <sup>iii</sup> :          |   |  |
| 3. Details of person subject to the notification obligation <sup>iv</sup>   |  |   |  |
| Name  | Morgan Stanley                                   |   |  |
| City and country of registered office (if applicable)   | Wilmington, Delaware, USA                        |   |  |
| <b>4. Full name of shareholder(s)</b> (if different from $3.$ ) <sup>v</sup>  |  |   |  |
| Name  |  |   |  |
| City and country of registered office (if applicable)   |  |   |  |
| 5. Date on which the threshold was crossed or reached <sup>vi</sup> :   | 03/11/2017                                       |   |  |

| 6. Date on which issuer notified (DD/MM/YYYY):  |   |       | 07/11                                  | /2017                                |  |
|---|---|-------|--|--------------------------------------|--|
| 7. Total positions of person(s) subject to the notification obligation                      |   |       | tion                                   |                                      |  |
|   | % of voting<br>rights<br>attached to<br>shares (total<br>of 8. A) |       | nts<br>ugh<br>ncial<br>ments<br>of 8.B | Total of both<br>in % (8.A +<br>8.B) | Total number<br>of voting rights<br>of issuer <sup>vii</sup> |
| Resulting<br>situation on<br>the date on<br>which<br>threshold was<br>crossed or<br>reached | 0.004%  | 4.04% | 6                                      | 4.04%                                | 630,670,316  |
| Position of<br>previous<br>notification (if<br>applicable)                                  | 0.004%  | 3.99% | 6                                      | 4.003%                               |  |

8. Notified details of the resulting situation on the date on which the threshold was crossed or reached  $\ensuremath{^{\text{viii}}}$ 

| A: Voting rights attached to shares |   |   |   |   |
|-------------------------------------|---|---|---|---|
| Class/type of shares                | Number of voting  | Number of voting rights <sup>ix</sup>                             |   | ts  |
| ISIN code (if possible)             | Direct<br>(Art 9 of Directive<br>2004/109/EC)<br>(DTR5.1) | Indirect<br>(Art 10 of<br>Directive<br>2004/109/EC)<br>(DTR5.2.1) | Direct<br>(Art 9 of Directive<br>2004/109/EC)<br>(DTR5.1) | Indirect<br>(Art 10 of<br>Directive<br>2004/109/<br>EC)<br>(DTR5.2.1) |
| GB00B3MBS747                        |   | 26,521  |   | 0.004%  |
|                                     |   |   |   |   |
|                                     |   |   |   |   |
| SUBTOTAL 8. A                       | 26,521  | •   | 0.004%  |   |

| B 1: Financial Instruments according to Art. 13(1)(a) of Directive 2004/109/<br>EC (DTR5.3.1.1 (a)) |                                 |  |            |                          |
|---|---------------------------------|--|------------|--------------------------|
| Type of financial instrument  | Expiration<br>date <sup>x</sup> | Exercise/<br>Conversion<br>Period <sup>xi</sup> Number of voting<br>rights that may be<br>acquired if the<br>instrument is<br>exercised/<br>converted. |            | % of<br>voting<br>rights |
| Right of recall<br>over securities<br>lending<br>agreements   | at any<br>time                  | at any time  | 18,132,017 | 2.88%                    |
|   |                                 |  |            |                          |

| SUBTOTAL 8. B<br>1 | 18,132,017 | 2.88% |
|--------------------|------------|-------|

| B 2: Financial Instruments with similar economic effect according to Art. 13(1)(b) of Directive 2004/109/EC (DTR5.3.1.1 (b)) |                                 |   |  |                               |                          |
|--|---------------------------------|---|--|-------------------------------|--------------------------|
| Type of<br>financial<br>instrument   | Expiration<br>date <sup>x</sup> | Exercise/<br>Conversion<br>Period <sup>xi</sup> | Physical or<br>cash<br>settlement <sup>xii</sup> | Number<br>of voting<br>rights | % of<br>voting<br>rights |
| Equity<br>Swap   | 12/02/2018                      | at any time                                     | Cash   | 5,963,616                     | 0.95%                    |
| Equity<br>Swap   | 03/04/2018                      | at any time                                     | Cash   | 600,000                       | 0.10%                    |
| Equity<br>Swap   | 29/06/2018                      | at any time                                     | Cash   | 60,000                        | 0.01%                    |
| Equity<br>Swap   | 05/09/2018                      | at any time                                     | Cash   | 700,000                       | 0.11%                    |
|  |                                 |   | SUBTOTAL<br>8.B.2                                | 7,323,616                     | 1.16%                    |

| <b>9. Information in relation to the person subject to the notification obligation</b> (please mark the applicable box with an "X") |   |   |   | on                             |
|---|---|---|---|--------------------------------|
| natural person or lega  | al entity and does no   |   | iny   |                                |
| undertaking(s) holdin<br>(underlying) issuer <sup>xiii</sup>  |   |   |   |                                |
| and/or the  | -   | ugh which the voting rig  |   | х                              |
|   | · · ·   | (please add additional)   |   |                                |
| Name <sup>x∨</sup>  | % of voting<br>rights if it<br>equals or is<br>higher than<br>the notifiable<br>threshold | % of voting<br>rights through<br>financial<br>instruments if it<br>equals or is<br>higher than the<br>notifiable<br>threshold | Total<br>both i<br>equals<br>is high<br>than t<br>notifia<br>thresh | f it<br>or<br>ner<br>he<br>ble |
| Morgan Stanley  |   |   |   |                                |
| Morgan Stanley<br>Capital<br>Management,<br>LLC   |   |   |   |                                |
| Morgan Stanley<br>Domestic<br>Holdings, Inc.  |   |   |   |                                |
| Morgan Stanley<br>Capital Services  |   |   |   |                                |
| LLĊ   |   |   |   |                                |

| Morgan Stanley                                  |  |
|---|--|
| Morgan Stanley<br>Capital<br>Management,<br>LLC |  |
| Morgan Stanley<br>Domestic<br>Holdings, Inc.    |  |
| Morgan Stanley &<br>Co. LLC                     |  |
| Morgan Stanley                                  |  |
| Morgan Stanley<br>Capital<br>Management,<br>LLC |  |
| Morgan Stanley<br>Domestic<br>Holdings, Inc.    |  |
| Morgan Stanley<br>Smith Barney<br>LLC           |  |
|   |  |
| Morgan Stanley                                  |  |
| Morgan Stanley<br>Capital<br>Management,<br>LLC |  |
| Morgan Stanley<br>Domestic<br>Holdings, Inc.    |  |
| Morgan Stanley<br>Capital Products<br>LLC       |  |

| <b>10.</b> In case of proxy voting, please identify: |  |
|--|--|
| Name of the proxy holder                             |  |
| The number and % of voting rights held               |  |
| The date until which the voting rights will be held  |  |

| <b>11. Additional information</b> <sup>xvi</sup> |  |
|--|--|
|  |  |
|  |  |

| Place of<br>completion | Glasgow    |
|------------------------|------------|
| Date of<br>completion  | 07/11/2017 |

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