

Holding(s) in Company

RNS Number : 3167I
Ocado Group PLC
16 June 2017

TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARESⁱ

| | |
|---|--|
| 1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached: ⁱⁱ | Ocado Group plc |
| 2 Reason for the notification (please tick the appropriate box or boxes): | |
| An acquisition or disposal of voting rights | |
| An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached | X |
| An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments | |
| An event changing the breakdown of voting rights | |
| Other (please specify): | |
| 3. Full name of person(s) subject to the notification obligation: ⁱⁱⁱ | The Goldman Sachs Group, Inc. |
| 4. Full name of shareholder(s) (if different from 3.): ^{iv} | Goldman Sachs International Goldman Sachs & Co. LLC Goldman Sachs Asset Management, L.P. |
| 5. Date of the transaction and date on which the threshold is | 13 June 2017 |

| | |
|--|--------------|
| crossed or reached: ^v | |
| 6. Date on which issuer notified: | 15 June 2017 |
| 7. Threshold(s) that is/are crossed or reached: ^{vi, vii} | Below 4% |

8. Notified details:

A: Voting rights attached to shares ^{viii, ix}

| Class/type of shares if possible using the ISIN CODE | Situation previous to the triggering transaction | | Resulting situation after the triggering transaction | | | | |
|---|--|-------------------------|--|-------------------------|-------------------------|---------------------------------|----------|
| | Number of Shares | Number of Voting Rights | Number of shares | Number of voting rights | | % of voting rights ^x | |
| | | | Direct | Direct ^{xi} | Indirect ^{xii} | Direct | Indirect |
| GB00B3MBS747 | 82,452 | 82,452 | | | 89,084 | | 0.01% |

B: Qualifying Financial Instruments

Resulting situation after the triggering transaction

| Type of financial instrument | Expiration date ^{xiii} | Exercise/ Conversion Period ^{xiv} | Number of voting rights that may be acquired if the instrument is exercised/ converted. | % of voting rights |
|------------------------------|---------------------------------|--|---|--------------------|
| Stock Loan (Physical) | Open | | 25,025,610 | 3.97% |

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments ^{xv, xvi}

Resulting situation after the triggering transaction

| Type of financial instrument | Exercise price | Expiration date ^{xvii} | Exercise/ Conversion period ^{xviii} | Number of voting rights instrument refers to | % of voting rights ^{xix, xx} | |
|------------------------------|----------------|---------------------------------|--|--|---------------------------------------|-----|
| | | | | | Nominal | Del |
| | | | | | | |

Total (A+B+C)

| Number of voting rights | Percentage of voting rights |
|-------------------------|-----------------------------|
| 25,114,694 | 3.99% |

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable: ^{xxi}

The Goldman Sachs Group, Inc.; 25,114,694 shares;
3.99%

Goldman Sachs (UK) L.L.C. (Controlled by The Goldman Sachs Group, Inc.)
Goldman Sachs Group UK Limited (Controlled by Goldman Sachs (UK) L.L.C.)
Goldman Sachs International (Controlled by Goldman Sachs Group UK Limited)

Goldman Sachs & Co. LLC (Controlled by The Goldman Sachs Group, Inc.)

GSAM Holdings LLC (Controlled by The Goldman Sachs Group, Inc.)
Goldman Sachs Asset Management, L.P. (Controlled by GSAM Holdings LLC)

Proxy Voting:

| | |
|---|-----|
| 10. Name of the proxy holder: | N/A |
| 11. Number of voting rights proxy holder will cease to hold: | N/A |
| 12. Date on which proxy holder will cease to hold voting rights: | N/A |

13. Additional information:

Please note, total amount of voting rights have been rounded to 2 decimal places therefore there is a possibility of a rounding error.

General email contact:

shareholderdisclosures@gs.com

| | |
|--------------------------------------|------------------|
| 14. Contact name: | Peter Chisholm |
| 15. Contact telephone number: | +44 207 051 9612 |

This information is provided by RNS
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