

Result of AGM

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Ocado Group PLC
02 May 2018

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OCADO GROUP PLC
2 May 2018

Ocado Group plc Annual General Meeting 2018 Results

The Annual General Meeting of Ocado Group plc (the "Company") was held at Peterborough Court, 133 Fleet Street, London, EC4A 2BB on Wednesday, 2 May 2018 at 10.00am.

All resolutions were decided on a poll and all resolutions proposed at the Annual General Meeting were passed by shareholders. The full text of each resolution is contained in the notice of Annual General Meeting, which is available on the Company's website www.ocadogroup.com (with each resolution number below corresponding to the resolution number in the notice).

The number of votes for and against each of the resolutions put before the Annual General Meeting and the number of votes withheld were as follows:

Resolutions		For		Against		Total Votes	Votes Withheld
		Votes	%	Votes	%		
Ordinary Resolutions							
1	To receive the Annual Report and Accounts	521,750,608	99.87%	680,958	0.13%	522,431,566	3,479,218
2	To approve the Directors'	439,218,285	83.53%	86,597,696	16.47%	525,815,981	94,803

	Remuneration Report						
3	To re-appoint Lord Rose	516,500,255	99.09%	4,743,324	0.91%	521,243,579	4,667,205
4	To re-appoint Tim Steiner	525,531,211	99.94%	337,317	0.06%	525,868,528	42,256
5	To re-appoint Duncan Tatton-Brown	524,628,450	99.77%	1,233,769	0.23%	525,862,219	48,565
6	To re-appoint Neill Abrams	523,921,740	99.76%	1,259,274	0.24%	525,181,014	729,770
7	To re-appoint Mark Richardson	524,634,632	99.77%	1,232,541	0.23%	525,867,173	43,611
8	To appoint Luke Jensen	524,621,007	99.76%	1,238,786	0.24%	525,859,793	50,991
9	To re-appoint Jörn Rausing	506,338,502	96.29%	19,516,557	3.71%	525,855,059	55,725
10	To re-appoint Ruth Anderson	524,668,245	99.77%	1,187,186	0.23%	525,855,431	55,353
11	To re-appoint Douglas McCallum	521,953,057	99.26%	3,896,811	0.74%	525,849,868	60,916
12	To re-appoint Andrew Harrison	524,867,690	99.81%	982,178	0.19%	525,849,868	60,916
13	To re-appoint Emma Lloyd	524,928,423	99.82%	926,798	0.18%	525,855,221	55,563
14	To appoint Deloitte LLP as auditors	524,273,965	99.70%	1,583,830	0.30%	525,857,795	52,989
15	To authorise the Directors to determine the auditors' remuneration	525,443,430	99.92%	421,822	0.08%	525,865,252	45,532
16	Authority for political donations and political expenditure	516,764,318	98.41%	8,370,785	1.59%	525,135,103	775,681

17	Authority to allot shares up to one-third of issued share capital	523,608,671	99.57%	2,253,986	0.43%	525,862,657	48,127
18	Authority to allot shares in connection with a rights issue only	420,231,059	79.91%	105,623,192	20.09%	525,854,251	56,533
Special Resolutions							
19	General authority to disapply pre-emption rights	520,277,001	98.94%	5,581,221	1.06%	525,858,222	52,562
20	Additional authority to disapply pre-emption rights	515,329,019	98.00%	10,529,203	2.00%	525,858,222	52,562
21	Authority to purchase own shares	525,153,683	99.86%	710,814	0.14%	525,864,497	46,287
22	Notice of general meetings	522,694,052	99.40%	3,170,466	0.60%	525,864,518	46,266

The Company notes that, although all of the Resolutions have been passed, there was a significant vote against Resolution 18. The Company regularly meets with shareholders regarding its governance arrangements. In discussing proxy voting intentions with its largest shareholders, the Company is aware that in some cases a shareholders' voting policy differs to that of the Company (which follows the guidance issued by the Investment Association) regarding the authority to allot shares in connection with a rights issue. The Company expects to keep its policy on these share allotment authorities under review and will seek the views of any other shareholders opposed to the Resolution so far as possible.

Notes:

- (i) Votes 'withheld' are not votes under English law and so have not been included in the calculation of whether a resolution is carried. Percentages have been rounded to two decimal places.

- (ii) As at 7.00am on 2 May 2018, the Company's issued share capital was 663,566,343 ordinary shares of 2p each admitted to trading. The Company does not hold any ordinary shares in treasury. Each ordinary share carries the right to one vote in relation to all circumstances at general meetings of the Company. Of these issued ordinary shares: (1) 2,327,415 shares 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; (2) 27,983,942 shares are held by Wealth Nominees Limited on behalf of Eстера 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 these 27,983,942 ordinary shares, although it may vote in respect of 27,907,910 ordinary shares which have vested under the joint share ownership scheme and remain in the trust as at 2 May 2018, at the request of a participant.

This announcement is made pursuant to the requirements of Listing Rules 9.6.2 and 9.6.18. In accordance with Listing Rule 9.6.2, a copy of resolutions 16 to 22 (as set out in the notice of Annual General Meeting), being the resolutions passed at the Annual General Meeting not concerning ordinary business, has been submitted today to the Financial Conduct Authority's national storage mechanism. This document will be available for viewing at <http://www.morningstar.co.uk/uk/NSM>.

A copy of the Annual General Meeting results will be available on Ocado's website: www.ocadogroup.com.

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