

Result of AGM

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Ocado Group PLC
03 May 2017

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OCADO GROUP PLC
3 May 2017

Ocado Group plc Annual General Meeting 2017 Results

The Annual General Meeting of Ocado Group plc (the "Company") was held at Peterborough Court, 133 Fleet Street, London, EC4A 2BB on Wednesday, 3 May 2017 at 11.00am.

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	448,431,851	100.00%	2,407	0.00%	448,607,479	173,221
2	To approve the Directors'	416,068,306	93.75%	27,747,647	6.25%	448,607,479	4,791,526

	Remuneration Policy						
3	To approve the Directors' Remuneration Report	413,472,812	93.16%	30,342,020	6.84%	448,607,479	4,792,647
4	To re-appoint Lord Rose	437,227,347	97.51%	11,185,327	2.49%	448,607,479	194,805
5	To re-appoint Tim Steiner	447,232,365	99.69%	1,369,317	0.31%	448,607,479	5,797
6	To re-appoint Duncan Tatton-Brown	447,229,291	99.69%	1,372,391	0.31%	448,607,479	5,797
7	To re-appoint Neill Abrams	443,289,719	98.86%	5,124,536	1.14%	448,607,479	193,224
8	To re-appoint Mark Richardson	446,493,307	99.53%	2,108,375	0.47%	448,607,479	5,797
9	To re-appoint Jörn Rausing	441,019,204	98.31%	7,580,895	1.69%	448,607,479	7,380
10	To re-appoint Ruth Anderson	445,974,117	99.41%	2,624,430	0.59%	448,607,479	8,932
11	To re-appoint Douglas McCallum	441,645,140	98.45%	6,953,699	1.55%	448,607,479	8,640
12	To re-appoint Alex Mahon	448,392,486	99.95%	206,061	0.05%	448,607,479	8,932
13	To re-appoint Andrew Harrison	448,391,812	99.95%	206,735	0.05%	448,607,479	8,932
14	To re-appoint Emma Lloyd	448,392,032	99.95%	206,515	0.05%	448,607,479	8,932
15	To appoint Deloitte LLP as auditors	441,158,885	98.34%	7,445,712	1.66%	448,607,479	2,882
16	To authorise the Directors to determine the auditors' remuneration	441,286,935	98.37%	7,318,577	1.63%	448,607,479	1,967
17	Authority for political	437,896,115	97.96%	9,141,612	2.04%	448,607,479	1,569,752

	donations and political expenditure						
18	Authority to allot shares up to one-third of issued share capital	441,197,745	99.41%	2,620,240	0.59%	448,607,479	4,789,494
19	Authority to allot shares in connection with a rights issue only	360,233,924	81.17%	83,580,107	18.83%	448,607,479	4,793,448
Special Resolutions							
20	General authority to disapply pre-emption rights	433,827,686	97.75%	9,986,488	2.25%	448,607,479	4,793,305
21	Authority to purchase own shares	442,981,722	99.95%	239,247	0.05%	448,607,479	5,386,510
22	Notice of general meetings	445,985,245	99.28%	3,223,439	0.72%	449,209,803	1,119

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 3 May 2017, the Company's issued share capital was 629,719,608 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) 1,914,114 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) 32,811,272 shares are held by Wealth Nominees Limited 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 these 32,811,272 ordinary shares, although it may vote in respect of 32,732,240 ordinary shares which have vested under the joint share ownership scheme and remain in the trust as at 3 May 2017, 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 17 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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