

# Holding(s) in Company

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RNS Number : 5013R  
Ocado Group PLC  
09 December 2016

## TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARES<sup>i</sup>

<b>1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached:</b> <sup>ii</sup>	OCADO Group PLC
<b>2 Reason for the notification</b> (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	
An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments	X
An event changing the breakdown of voting rights	
Other (please specify):	
<b>3. Full name of person(s) subject to the notification obligation:</b> <sup>iii</sup>	Morgan Stanley (Institutional Securities Group and Global Wealth Management)
<b>4. Full name of shareholder(s)</b> (if different from 3.): <sup>iv</sup>	

<b>5. Date of the transaction and date on which the threshold is crossed or reached:</b> <sup>v</sup>	07.12.2016
<b>6. Date on which issuer notified:</b>	09.12.2016
<b>7. Threshold(s) that is/are crossed or reached:</b> <sup>vi, vii</sup>	6%

<b>8. Notified details:</b>							
<b>A: Voting rights attached to shares</b> <sup>viii, ix</sup>							
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 <sup>x</sup>	
			Direct	Direct <sup>xi</sup>	Indirect <sup>xii</sup>	Direct	Indirect
GB00B3MBS747	1,178,976	1,178,976	1,408,171	1,408,171		0.22%	

<b>B: Qualifying Financial Instruments</b>				
<b>Resulting situation after the triggering transaction</b>				
Type of financial instrument	Expiration date <sup>xiii</sup>	Exercise/ Conversion Period <sup>xiv</sup>	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights
Right of recall over securities lending agreements	N/A	N/A	17,729,164	2.82%

<b>C: Financial Instruments with similar economic effect to Qualifying Financial Instruments</b> <sup>xv, xvi</sup>						
<b>Resulting situation after the triggering transaction</b>						
Type of financial instrument	Exercise price	Expiration date <sup>xvii</sup>	Exercise/ Conversion period <sup>xviii</sup>	Number of voting rights instrument refers to	% of voting rights <sup>xx</sup>	
					Nominal	De

Equity Swap	N/A	17.03.2017	N/A	2,560,068	N/A	0.4
Equity Swap	N/A	30.03.2017	N/A	600,000	N/A	0.1
Equity Swap	N/A	11.09.2017	N/A	8,690,000	N/A	1.3
Equity Swap	N/A	04.01.2018	N/A	1,123,001	N/A	0.1
Equity Swap	N/A	08.01.2018	N/A	1,420,906	N/A	0.2
Equity Swap	N/A	22.01.2018	N/A	149,085	N/A	0.0
Equity Swap	N/A	12.02.2018	N/A	3,474,850	N/A	0.5
Equity Swap	N/A	19.07.2018	N/A	35,517	N/A	0.0
Equity Swap	N/A	05.12.2018	N/A	1,474,537	N/A	0.2
<b>Total (A+B+C)</b>						
<b>Number of voting rights</b>				<b>Percentage of voting rights</b>		
38,665,299				6.14%		

**9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable:** <sup>xxi</sup>

Morgan Stanley & Co. LLC, c/o The Corporation Trust Company (DE), Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, USA. is a direct holder of 19,129,164 voting rights (3.04%) and is a subsidiary of Morgan Stanley Domestic Holdings, Inc.

Morgan Stanley Capital Services LLC, c/o The Corporation Trust Company (DE), Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, USA. is a direct holder of 19,527,964 voting rights (3.10%) and is a subsidiary of Morgan Stanley Domestic Holdings, Inc.

Morgan Stanley Domestic Holdings, Inc., c/o The Corporation Trust Company (DE), Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, USA. is an indirect holder of 38,665,299 voting rights (6.14%) and is a subsidiary of Morgan Stanley Capital Management, LLC

Morgan Stanley Capital Management, LLC, c/o The Corporation Trust Company (DE), Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, USA. is an indirect holder of 38,665,299 voting rights (6.14%) and is a subsidiary of Morgan Stanley

<b>Proxy Voting:</b>	
<b>10. Name of the proxy holder:</b>	N/A
<b>11. Number of voting rights proxy holder will cease to hold:</b>	N/A
<b>12. Date on which proxy holder will cease to hold voting rights:</b>	N/A

<b>13. Additional information:</b>	Of the total voting rights attached to shares in Section 8A, 1,400,000 (0.22%) of these are the result of a stock borrowing agreement
<b>14. Contact name:</b>	Wilma Fairholm
<b>15. Contact telephone number:</b>	+44 141 245-7218

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