

Result of AGM

RNS Number : 5192G
Ocado Group PLC
07 May 2014

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OCADO GROUP PLC
7 May 2014

Ocado Group plc Annual General Meeting 2014 Results

The Annual General Meeting of Ocado Group plc (the "Company") was held at One Bunhill Row, London, EC1Y 8YY on Wednesday, 7 May 2014 at 3.00pm.

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	499,596,223	99.99	33,290	0.01	499,692,971	63,458
2	To approve the Directors' Remuneration Policy	426,933,076	87.15	62,969,024	12.85	499,692,970	9,790,870
3	To approve the Directors' Remuneration Report	399,764,910	80.04	99,701,426	19.96	499,693,161	226,825

4	To re-appoint Sir Stuart Rose	492,781,906	98.62	6,910,875	1.38	499,692,971	190
5	To re-appoint David Grigson	485,475,559	97.31	13,418,828	2.69	499,692,971	798,584
6	To re-appoint Tim Steiner	496,227,203	99.31	3,464,507	0.69	499,692,971	1,261
7	To re-appoint Duncan Tatton-Brown	496,004,128	99.26	3,687,582	0.74	499,692,971	1,261
8	To re-appoint Neill Abrams	494,628,963	98.99	5,062,747	1.01	499,692,971	1,261
9	To re-appoint Mark Richardson	494,628,963	98.99	5,062,747	1.01	499,692,971	1,261
10	To re-appoint Jörn Rausing	448,389,521	89.75	51,214,697	10.25	499,692,971	88,753
11	To re-appoint Robert Gorrie	448,575,895	89.79	51,028,323	10.21	499,692,971	88,753
12	To re-appoint Ruth Anderson	486,867,589	97.43	12,825,192	2.57	499,692,971	190
13	To re-appoint Douglas McCallum	482,770,233	96.61	16,921,477	3.39	499,692,971	1,261
14	To re-appoint Alex Mahon	496,978,865	99.46	2,712,845	0.54	499,692,971	1,261
15	To re-appoint PricewaterhouseCoopers LLP as auditors	490,089,988	98.10	9,515,490	1.90	499,693,161	87,683
16	To authorise the Directors to determine the auditors' remuneration	489,981,477	98.07	9,622,930	1.93	499,692,971	88,564
17	Authority for political donations and political expenditure	487,011,960	99.80	976,020	0.20	499,692,971	11,704,991
18	To approve the GIP	365,970,183	73.24	133,721,017	26.76	499,693,271	2,071
19	To approve the 2014 ESOS	481,882,997	97.10	14,373,969	2.90	499,692,971	3,436,005
20	Authority to allot shares	422,685,873	84.59	77,006,098	15.41	499,692,971	1,000
Special Resolutions							
21	Authority to disapply pre-emption rights	487,988,390	97.66	11,704,581	2.34	499,692,971	0
22	Authority to purchase own shares	499,672,781	100.00	20,190	0.00	499,692,971	0
23	Notice of general meetings	469,783,866	94.01	29,909,104	5.99	499,692,970	0

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 4.00pm on 7 May 2014, the Company's issued share capital was 620,239,340 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 452,284 are held by Greenwood Nominees Limited, who has waived its right to exercise voting rights and to receive dividends in respect of these 452,284 ordinary shares. A further 35,227,029 are held by Greenwood Nominees Limited on behalf of Appleby 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 35,227,029 ordinary shares, although it may vote in respect of 31,736,563 ordinary shares which have vested under the joint share ownership scheme and remain in the trust as at 7 May 2014, at the request of a participant. Excluding the 35,679,313 ordinary shares held by Greenwood Nominees Limited, Ocado has shares in issue with aggregate voting rights of 584,560,027.

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 23 (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/NSM>.

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

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