

# Director/PDMR Shareholding

RNS Number : 5215E  
Ocado Group PLC  
18 July 2016

DIRECTOR/PDMR NOTIFICATION  
OCADO GROUP PLC

18 July 2016

## Ocado Group plc Director/PDMR Notification

Ocado Group plc ("the Company") makes the following announcement regarding director participation in the Ocado Share Incentive Plan ("SIP").

The SIP is a HMRC approved tax-advantaged all-employee share scheme that was approved by shareholders at the Company's Annual General Meeting on 11 May 2011. Under it, employees are able to purchase ordinary shares in the Company of 2 pence each at market value ("Partnership Shares"), using deductions from salary each month, and receive allocations of matching ordinary shares of 2 pence each ("Matching Shares").

The Company directors purchased the number of Partnership Shares set out in the table below at a price of £2.591 per Partnership Share, and were granted by the Company (for no consideration) the number of Matching Shares set out in the table below. These shares are held by the employee benefit trust for the SIP. Details of the total shareholdings of the Company directors in the Company's ordinary shares, after the SIP transaction, are set out below.

| Name                | Number of Partnership Shares purchased | Number of Matching Shares granted | Total SIP shares this month | Number of Ordinary Shares held <sup>1</sup> | Percentage of issued share capital |
|---------------------|--|-----------------------------------|-----------------------------|---|------------------------------------|
| Tim Steiner         | 58                                     | 9                                 | 67                          | 29,500,178                                  | 4.70%                              |
| Duncan Tatton-Brown | 58                                     | 9                                 | 67                          | 625,763                                     | 0.099%                             |
| Mark Richardson     | 58                                     | 8                                 | 66                          | 253,340                                     | 0.04%                              |
| Neill Abrams        | 58                                     | 8                                 | 66                          | 2,076,294                                   | 0.33%                              |

<sup>1</sup> The total shareholding of the Directors includes that of their connected persons and excludes any interests, options and awards under the Company's Long Term Incentive Plan, Sharesave, 2001 Executive Share Option Scheme, 2014 Executive Share Option Scheme, Joint Share Ownership Scheme and Growth Incentive Plan.

The transactions took place in the UK on 15 July 2016 with the Company/the Directors being notified on 15 July 2016. This announcement is made in accordance with Article 19 of the Market Abuse Regulation and the Disclosure Guidance and Transparency Rules.

Further information concerning each Director's other interests in shares and share schemes are set out in the Company's annual report and accounts for the 52 weeks ended 29 November 2015, except as otherwise amended by a subsequent announcement.

Person responsible for arranging the release of this announcement:

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