

# Holding(s) in Company

RNS Number : 0467V  
 Ocado Group PLC  
 13 April 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	<input type="checkbox"/>
An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached	<input checked="" type="checkbox"/>
An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments	<input checked="" type="checkbox"/>
An event changing the breakdown of voting rights	<input type="checkbox"/>
Other (please specify):	<input type="checkbox"/>
<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>	Morgan Stanley & Co. LLC

<b>5. Date of the transaction and date on which the threshold is crossed or reached:</b> <sup>v</sup>	07/04/2016
<b>6. Date on which issuer notified:</b>	12/04/2016
<b>7. Threshold(s) that is/are crossed or reached:</b> <sup>vi, vii</sup>	11%

<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	20,820,898	20,820,898	19,646,585	19,646,585		3.13%	

<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 a securities lending agreement	n/a	n/a	14,526,787	2.31%

<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>xix, xx</sup>	
Equity Swap	n/a	05-09-2016	n/a	1,405,242	Nominal n/a	De 0.2

Equity Swap	n/a	15-12-2016	n/a	3,374,444	n/a	0.5
Equity Swap	n/a	17-03-2017	n/a	4,543,430	n/a	0.7
Equity Swap	n/a	30-03-2017	n/a	600,000	n/a	0.1
Equity Swap	n/a	30-05-2017	n/a	4,900,000	n/a	0.7
Equity Swap	n/a	11-09-2017	n/a	6,730,000	n/a	1.0
Equity Swap	n/a	16-11-2017	n/a	259,300	n/a	0.0
Equity Swap	n/a	04-01-2018	n/a	2,877,733	n/a	0.4
Equity Swap	n/a	08-01-2018	n/a	4,881,834	n/a	0.7
Equity Swap	n/a	22-01-2018	n/a	391,377	n/a	0.0
Equity Swap	n/a	12-02-2018	n/a	1,981,722	n/a	0.3
Equity Swap	n/a	29-03-2018	n/a	437,494	n/a	0.0

<b>Total (A+B+C)</b>	
<b>Number of voting rights</b>	<b>Percentage of voting rights</b>
66,555,948	10.60%

<p><b>9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable:</b> <sup>xxi</sup></p> <p>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 32,382,576 voting rights (5.16%) &amp; Morgan Stanley &amp; Co. LLC; c/o The Corporation Trust Company (DE), Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, USA is a direct holder of 34,164,891 voting rights (5.44%), each are subsidiaries of Morgan Stanley Domestic Holdings, Inc.</p> <p>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 66,555,948 voting rights (10.60%), and is a subsidiary of Morgan Stanley Capital Management, LLC</p> <p>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 66,555,948 voting rights (10.60%), and is a subsidiary of Morgan Stanley.</p>
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<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>	
<b>14. Contact name:</b>	Craig Horsley
<b>15. Contact telephone number:</b>	0141 245 7736

This information is provided by RNS  
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