

Total Voting Rights and Admission

RNS Number : 8997P
Ocado Group PLC
26 July 2010

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For immediate release

Total Voting Rights

26 July 2010

Ocado Group plc - voting rights and capital

In accordance with the FSA's Disclosure and Transparency Rules, Ocado Group plc ("Ocado") announces that, at 8am on 26 July 2010:

- it had 553,184,614 issued ordinary shares of 2p each admitted to trading. Each ordinary share carries the right to one vote in relation to all circumstances at general meetings of Ocado;
- it does not hold any ordinary shares in treasury; and
- accordingly, it had total voting rights of 553,184,614. Of these issued ordinary shares, 32,476,700 are held by 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 32,476,700 ordinary shares. These 32,476,700 ordinary shares are therefore treated as treasury shares in the group's consolidated balance sheet in accordance with IAS 32 "Financial Instruments: Presentation". As such, calculations of earnings per share for Ocado exclude the 32,476,700 ordinary shares held by the EBT Trustee.

The total voting rights figure (553,184,614) may be used by shareholders and others with notification obligations as the denominator for the calculations by which they will determine whether they are required to notify their interest in, or a change to their interest in, Ocado under the FSA's Disclosure and Transparency Rules.

As mentioned above, the EBT Trustee has waived its right to exercise its voting rights in respect of the 32,476,700 ordinary shares it holds, and these issued ordinary shares are treated as treasury shares in the group's consolidated balance sheet. Excluding the 32,476,700 ordinary shares held by the EBT Trustee, Ocado has shares in issue with aggregate voting rights of 520,707,914.

Enquiries:

Company Secretary
Ocado Group plc
Titan Court
3 Bishops Square
Hatfield Business Park
Hatfield
Hertfordshire AL10 9NE
+44 (0)1707 228 000
email: company.secretary@ocado.com

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