

Result of Meeting

RNS Number : 5818Z
Ocado Group PLC
20 May 2019

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Ocado Group plc (the "**Company**") is pleased to announce that at the General Meeting of the Company held at Buildings One & Two Trident Place, Mosquito Way, Hatfield, Hertfordshire, AL10 9UL at 10:00 a.m. today, an ordinary resolution approving the proposed arrangements with Marks and Spencer Group plc (the "**M&S Arrangements**") was decided on a poll and passed by the Company's shareholders. Details of the ordinary resolution were set out in a circular posted to the Company's shareholders seeking approval for the M&S Arrangements on 26 April 2019.

The number of votes for and against the resolution put before the General Meeting and the number of votes withheld were as follows:

For		Against		Total Votes	Votes Withheld
Votes	%	Votes	%	530,855,806	124,995
530,850,221	100.00	5,585	0.00		

Notes:

- (i) Votes withheld are not votes under English law and so have not been included in the calculation of whether the ordinary resolution is carried. Percentages have been rounded to two decimal places.
- (ii) As at 7:00 a.m. on 20 May 2019, the Company's issued share capital was 699,608,797 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: (1) 2,146,285 shares are held by Yorkshire Building Society, the trustee for the Company's employee Share Incentive Plan, who must vote, at the request of a participant, in respect of ordinary shares held by the trustee on behalf of that participant; (2) 937,640 shares are held by Wealth Nominees Limited, and 765,557 shares are held by Numis Nominees (Client) Ltd, both on behalf of Estera 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 1,703,197 ordinary shares, although it may vote in respect of 937,640 ordinary shares which have vested under the joint share ownership scheme and remain in the trust, at the request of a participant.

This announcement is made pursuant to the requirements of Listing Rules 9.6.2 and 9.6.18R. In accordance with LR 9.6.2R, a copy of the resolution passed at the General Meeting has been submitted today to the Financial Conduct Authority's national storage mechanism. This document will be available for viewing at www.morningstar.co.uk/uk/NSM.

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

Persons responsible for arranging the release of this announcement:

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