

# Holding(s) in Company

RNS Number : 2306Q  
Ocado Group PLC  
25 November 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	
An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached	
An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments	
An event changing the breakdown of voting rights	X
Other (please specify):	
<b>3. Full name of person(s) subject to the notification obligation:</b> <sup>iii</sup>	The Goldman Sachs Group, Inc.
<b>4. Full name of shareholder(s)</b> (if different from 3.): <sup>iv</sup>	Goldman Sachs International Goldman, Sachs & Co. Goldman Sachs Asset Management, L.P.
<b>5. Date of the transaction and date on which the threshold is</b>	23 November 2016

<b>crossed or reached:</b> <sup>v</sup>	
<b>6. Date on which issuer notified:</b>	25 November 2016
<b>7. Threshold(s) that is/are crossed or reached:</b> <sup>vi, vii</sup>	N/A

<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	1,138,993	1,138,993			803,286		0.12

<b>B: Qualifying Financial Instruments</b>				
Resulting situation after the triggering transaction				
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
Stock Loan (Physical)	Open		19,098,456	3.035

<b>C: Financial Instruments with similar economic effect to Qualifying Financial Instruments</b> <sup>xv, xvi</sup>					
Resulting situation after the triggering transaction					
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>
					Nominal D

<b>Total (A+B+C)</b>	
<b>Number of voting rights</b>	<b>Percentage of voting rights</b>
19,901,742	3.163%

**9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable:** <sup>xxi</sup>

The Goldman Sachs Group, Inc.; 19,901,742 shares;  
3.163%

Goldman Sachs (UK) L.L.C. (Controlled by The Goldman Sachs Group, Inc.)  
Goldman Sachs Group UK Limited (Controlled by Goldman Sachs (UK) L.L.C.)  
Goldman Sachs International (Controlled by Goldman Sachs Group UK Limited)

The Goldman, Sachs & Co. L.L.C. (Controlled by The Goldman Sachs Group, Inc.) shares;  
Goldman, Sachs & Co. (Controlled by The Goldman, Sachs & Co. L.L.C. shares)

GSAM Holdings LLC (Controlled by The Goldman Sachs Group, Inc.)  
Goldman Sachs Asset Management, L.P. (Controlled by GSAM Holdings LLC)

<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>	Please note, total amount of voting rights have been rounded to 3 decimal places therefore there is a possibility of a rounding error.
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	General email contact: <a href="mailto:shareholderdisclosures@gs.com">shareholderdisclosures@gs.com</a>
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