

Total Voting Rights

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Ocado Group PLC
01 June 2015

TOTAL VOTING RIGHTS
OCADO GROUP PLC
1 June 2015

Ocado Group plc Voting rights and capital

In accordance with the FCA's Disclosure Rules and Transparency Rules, Ocado Group plc ("Ocado") announces that, as at 29 May 2015:

- it had 623,869,300 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 623,869,300. Of these issued ordinary shares:
 - o 527,694 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;
 - o 452,284 are held by Greenwood Nominees Limited, who has waived its right to exercise voting rights and to receive dividends in respect of these 452,284 ordinary shares; and
 - o 34,810,561 are held by Greenwood Nominees Limited on behalf of 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 34,810,561 ordinary shares, although it may vote in respect of 33,881,544 ordinary shares which have vested under the joint share ownership scheme and remain in the trust, at the request

of a participant. The total of 34,810,561 ordinary shares held by the EBT Trustee are 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 34,810,561 ordinary shares held by the EBT Trustee.

The total voting rights figure of 623,869,300 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 FCA's Disclosure Rules and Transparency Rules.

In aggregate 35,262,845 ordinary shares held by Greenwood Nominees Limited are treated as treasury shares in the group's consolidated balance sheet. Excluding the 35,262,845 ordinary shares held by Greenwood Nominees Limited as mentioned above, Ocado has shares in issue with aggregate voting rights of 588,606,455.

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