

Director/PDMR Shareholding

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Ocado Group PLC
11 May 2015

DIRECTOR/PDMR SHAREHOLDING
OCADO GROUP PLC

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Ocado Group plc **Director/PDMR Shareholding Notification**

Ocado Group plc ("the Company") announces that it received notification from Neill Abrams, a Director, pursuant to the FCA's Disclosure Rules and Transparency Rules 3.1.2R, on 8 May 2015 of the following changes in Director/PDMR shareholdings in the Company as a result of an exercise of share options under the Ocado 2001 Executive Share Option Scheme. The share options were due to expire on 15 May 2015.

Director/ PDMR	Position	Share Scheme	Number of Options over Ordinary Shares exercised	Exercise Price (pence) per Option over Ordinary Share
Neill Abrams	Director	Ocado 2001 Executive Share Option Scheme	50,000	115

The Company was also notified on 8 May 2015 that Neill Abrams subsequently sold sufficient shares to cover the cost of the exercise and the tax due, namely 31,616 ordinary shares at a price of £3.785 per ordinary share (representing 0.005% of the Company's total issued share capital).

This resulted in Neill Abrams holding 18,384 additional ordinary shares in the Company.

Following this transaction, Neill Abrams is directly or indirectly interested in 1,893,467 ordinary shares representing 0.304% of the Company's issued share capital.

As at 11 May 2015, Neill Abrams holds 50,000 options over ordinary shares under the Ocado 2001 Executive Share Option Scheme.

Notes:

- (1) These shareholdings exclude any shareholdings under the Company's Joint Share Ownership Scheme, Long-Term Incentive Plan, Sharesave, and Growth Incentive Plan).
- (2) The Company has issued ordinary shares of 2p each.
- (3) The above transactions took place in the UK on 8 May 2015.

Enquiries:

Company Secretary
Ocado Group plc
Titan Court
3 Bishops Square
Hatfield Business Park
Hatfield, Hertfordshire AL10 9NE
Fax: +44 (0)1707 227 997
email: company.secretary@ocado.com

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