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Ocado Group PLC
18 February 2011

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**Ocado Group plc ("Ocado")
Sale of Shares by The Steiner 2008 Millennium Trust**

The Steiner 2008 Millennium Trust (the "SM Trust"), of which Tim Steiner, Ocado's Chief Executive Officer, is one of a number of discretionary beneficiaries, has today informed Ocado that it has sold 2,000,000 Ocado shares at a price of 254.1p per share. The SM Trust had previously indicated its intention to sell up to 2,000,000 Ocado shares in Ocado's July 2010 IPO, however following the adjustment to the IPO price to 180p per share from the initial IPO price range of 200p to 275p per share, the SM Trust elected not to sell any Ocado shares at that time and has sold none since then.

As part of the IPO arrangements, the SM Trust's holding of Ocado shares was subject to a 180 day lock-up, which has expired. However, the SM Trust has informed Ocado that it has agreed to be bound by a further lock-up, which expires on 6 July 2011, in line with Ocado's directors' IPO lock-up arrangements.

This sale represents 6.7% of Mr. Steiner's direct and indirect interests in Ocado shares. Mr. Steiner retains direct and indirect interests in 27,687,600 Ocado shares (including the shares held by the SM Trust), representing just over 5.0% of Ocado's issued share capital.

As described in Ocado's IPO Prospectus, Mr. Steiner also has joint beneficial interests in Ocado shares pursuant to Ocado's Joint Share Ownership Scheme (the "JSOS"). On 1 January 2011, Mr. Steiner's joint beneficial interests in 2,513,100 Ocado shares held under the JSOS vested pursuant to the terms of the JSOS. Mr. Steiner's beneficial interest in these shares is equal to the excess in their value over £1.73 per Ocado share, the hurdle rate for this tranche of the JSOS. Mr. Steiner's other joint beneficial interests in Ocado shares pursuant to the JSOS as described in Ocado's IPO Prospectus, remain unvested at this date. Mr. Steiner does not have the right to direct the voting rights attached to any of these shares at the date of this announcement.

Mr. Steiner's direct interests in Ocado shares remain locked-up until 6 July 2011, pursuant to the terms disclosed in Ocado's IPO Prospectus.

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