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363a

Please complete in typescript, or in bold black capitals.

Annual Return

CHFP000

Company number

3875000

Company name in full

Ocado Limited

Date of this return

The information in this return is made up to

Day Month Year
1 1 / 1 1 / 2 0 0 8

Date of next return

If you wish to make your next return to a date earlier than the anniversary of this return please show that date here. Companies House will then send a form at the appropriate time.

Day Month Year
/ / /

Registered Office

Show here the address at the date of this return

Titan Court, 3 Bishops Square

Hatfield Business Park

Any change of registered office must be notified on form 287

Post town

Hatfield

County/Region

Hertfordshire

UK Postcode

A L 1 0 9 N E

Principal business activities

Show trade classification code number(s) for the principal activity or activities

5211

If the code number cannot be determined, give a brief description of principal activity



A01 13/12/2008 173
COMPANIES HOUSE
A28 06/12/2008 38
COMPANIES HOUSE

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ
for companies registered in England or Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
For companies registered in Scotland

DX 33050 Cardiff

DX ED235 Edinburgh 1
or **LP-4 Edinburgh 2**

Register of members

If the register of members is not kept at the registered office, state here where it is kept

Post town

County/Region

UK Postcode

Register of Debenture holders

If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state here where it is kept

Post town

County/Region

UK Postcode

Company type

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

Please tick the appropriate box

Company Secretary

Details of a new company secretary must be notified on form 288a

* Voluntary details
(Please photocopy this area to provide details of joint secretaries).

Name

*Style/Title

Forename(s)

Surname

Address ††

Post town

County/Region

UK Postcode

Country

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

If a partnership, give the names and addresses of the partners or the name of the partnership and office address

Directors

Please list the directors in alphabetical order

* Voluntary details

In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name

Details of new directors must be notified on form 288a

Name	*Style/Title										
		Day			Month			Year			
Date of birth		2	7	/	1	2	/	1	9	6	4
Forename(s)	Neill										
Surname	Abrams										
Address ††	Titan Court, 3 Bishops Square										
<input type="checkbox"/>	Hatfield Business Park										
Post town	Hatfield										
County/Region	Hertfordshire										
UK Postcode	A	L	1	0	9	N	E				
Country	UK										
Nationality	British										
Business occupation	Lawyer										

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Directors

Please list the directors in alphabetical order

* Voluntary details

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Details of new directors must be notified on form 288a

Name	*Style/Title	Doctor									
		Day			Month			Year			
Date of birth		3	0	/	0	4	/	1	9	4	6
Forename(s)	Tom										
Surname	Clayton										
Address ††	Owls Nest										
<input type="checkbox"/>	Market Square										
Post town	Lower Heyford										
County/Region	Oxfordshire										
UK Postcode	O	X	2	5	5	N	Y				
Country	UK										
Nationality	British										
Business occupation	Retired										

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Issue share capital

Enter details of all the shares in issue at the date of this return

Class (e.g.
Ordinary/Preference)

Number of shares
issued

Aggregate Nominal
Value

(i.e. Number of shares
issued multiplied by
nominal value per share, or
total amount of stock)

Ordinary	1,153,997	£11,539.97
Preference	2,474,220	£24,742.20
Totals	3,628,217	£36,282.17

Traded public companies

A traded public company means a company any of whose shares are shares admitted to trading on a regulated market

Please tick this box if your company was a traded public company at any time during the period of this return

☐**List of past and present shareholders**

(use attached schedule where appropriate)

Please tick the appropriate box below:

On paper

In another
format

Private or non-traded public companies are required to provide a "full list" if one was not included with either of the last two returns.

A full list of shareholders for a private or non-traded public company is enclosed. **Please complete Schedule A.**

☒☐

Traded public companies are required to provide a list of shareholders who held at least 5% of the issued shares of any share class if a list was not provided with either of the last two returns.

A list of shareholders holding at least 5% of the issued shares of any share class for a traded public company is enclosed. **Please complete Schedule B.**

☐☐

A list containing shareholder changes is enclosed

☒☐

→ For private or non-traded public companies, **please complete Schedule A**


→ For traded public companies, **please complete Schedule B**

There were no shareholder changes in this period

☐**Certificate**

I certify that the information given in this return is true to the best of my knowledge and belief

Signed



Date

5/12/2008

* Please delete as appropriate

*(director / secretary)

When you have signed the return, send it with the fee to the Registrar of Companies. Make cheques payable to Companies House.

This return includes

4.

continuation sheets

(enter number)

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Neill Abrams, Ocado Limited, Titan Court, 3 Bishops Square

Hatfield Business Park, Hatfield, Hertfordshire, AL10 9NE

Tel: 01707 228000

DX number

DX exchange

Directors

Please list the directors in alphabetical order

* Voluntary details

In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name

Details of new directors must be notified on form 288a

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address. <input type="checkbox"/>	Name	*Style/Title									
			Day	Month		Year					
	Date of birth	0	9	/	0	2	/	1	9	6	9
	Forename(s)	Jonathan Moss									
	Surname	Faiman									
	Address ††	Titan Court, 3 Bishops Square									
		Hatfield Business Park									
	Post town	Hatfield									
	County/Region	Hertfordshire									
	UK Postcode	A	L	1	0	9	N	E			
Country	UK										
Nationality	British										
Business occupation	Director										

Directors

Please list the directors in alphabetical order

* Voluntary details

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Details of new directors must be notified on form 288a

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			Day	Month		Year					
	Date of birth	0	7	/	0	3	/	1	9	6	5
	Forename(s)	Jeremy John									
	Surname	Frampton									
	Address ††	1 Sutherland Avenue									
	Post town	Petts Wood									
	County/Region	Kent									
	UK Postcode	B	R	5		1	Q	X			
Country	UK										
Nationality	British										
Business occupation	Branding Consultant										

Directors

Please list the directors in alphabetical order

* Voluntary details

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Details of new directors must be notified on form 288a

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			Day	Month		Year							
	Date of birth		2	5	/	1	0	/	1	9	7	0	
	Forename(s)		Jason Mark Conrad										
	Surname		Gissing										
	Address ††		Titan Court, 3 Bishops Square										
			Hatfield Business Park										
	Post town		Hatfield										
	County/Region		Hertfordshire										
	UK Postcode		A	L	1	0	9	N	E				
Country		UK											
Nationality		BRITISH											
Business occupation		DIRECTOR											

Directors

Please list the directors in alphabetical order

* Voluntary details

In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name

Details of new directors must be notified on form 288a

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			Day	Month		Year							
	Date of birth		1	2	/	0	4	/	1	9	5	9	
	Forename(s)		Robert										
	Surname		Gorrie										
	Address ††		10 Wood Lane										
	Post town		London										
	County/Region												
	UK Postcode		N	6			5	U	B				
Country		UK											
Nationality		British											
Business occupation		Logistics Director											

This must only be completed by
private and public limited
companies that have not traded on
a regulated market

Schedule A

for private or non-traded public companies

List of past and present shareholders

(Please use a continuation sheet if required)

Company number 3875000

Company name in full Ocado Limited

- Changes to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year
- You must provide a "full list" of all company shareholders on:
 - The company's first annual return following incorporation
 - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- List joint shareholders consecutively

Do not give shareholder address information

Shareholder's name only	Class and number of shares or amount of stock held	Shares or amount of stock transferred (if appropriate)	
		Class and number of shares or amount of stock transferred	Date of registration of transfer
Name Sabina Harvey -----	9 Ordinary Shares	9 Ordinary Shares	27/11/2007
Name Anya Calcott -----	375 Ordinary Shares	70 Ordinary Shares	27/11/2007
Name Paul Reilly -----	94 Ordinary Shares	94 Ordinary Shares	06/03/2008
Name Joseph Cook -----	47 Ordinary Shares	47 Ordinary Shares	11/03/2008
Name Malcolm Desborough -----	48 Ordinary Shares	48 Ordinary Shares	11/03/2008
Name Anya Calcott -----	305 Ordinary Shares	130 Ordinary Shares	18/03/2008
Name Alan Calcott -----	70 Ordinary Shares	70 Ordinary Shares	18/03/2008
Name Close Trustees -----	14,053 Preference Shares	14,053 Preference Shares	01/04/2008
Name Steiner Millenium Trust -----	160,412 Ordinary Shares	160,412 Ordinary Shares	05/04/2008

List of past and present shareholders

Company number[illegible]

This must only be completed by companies that have traded on a regulated market and must show the details of shareholders who held at least 5% of the issued shares of any class of the company at any time during the period

Schedule B

for traded public companies

List of past and present shareholders

Company number

Company name in full

- Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- You must provide a list of all company shareholders who held at least 5% of the issued shares of any class of the company on:
 - The company's first annual return following incorporation
 - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- List joint shareholders consecutively

Shareholder's name and address	Class and number of shares or amount of stock held	Shares or amount of stock transferred (if appropriate)	
		Class and number of shares or amount of stock transferred	Date of registration of transfer
Name ----- Address ----- ----- ----- UK Postcode L L L L L L L L			
Name ----- Address ----- ----- ----- UK Postcode L L L L L L L L			
Name ----- Address ----- ----- ----- UK Postcode L L L L L L L L			
Name ----- Address ----- ----- ----- UK Postcode L L L L L L L L			

Schedule B
for traded public companies
(continuation sheet)
List of past and present shareholders

Company number

Shareholder's name and address	Class and number of shares or amount of stock held	Shares or amount of stock transferred <i>(if appropriate)</i>	
		Class and number of shares or amount of stock transferred	Date of registration of transfer
Name ----- Address ----- ----- ----- UK Postcode L L L L L L L L			
Name ----- Address ----- ----- ----- UK Postcode L L L L L L L L			
Name ----- Address ----- ----- ----- UK Postcode L L L L L L L L			
Name ----- Address ----- ----- ----- UK Postcode L L L L L L L L			
Name ----- Address ----- ----- ----- UK Postcode L L L L L L L L			

Directors

Please list the directors in alphabetical order

* Voluntary details

In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name

Details of new directors must be notified on form 288a

Name	*Style/Title										
		Day	Month	Year							
Date of birth		0	8	/	0	3	/	1	9	4	3
Forename(s)	Michael Ian										
Surname	Grade										
Address ††	200 Grays Inn Road										
<input type="checkbox"/>											
Post town	London										
County/Region											
UK Postcode	W	C	1	X	8	H	F				
Country	UK										
Nationality	British										
Business occupation	Company Director										

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Directors

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* Voluntary details

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Name	*Style/Title										
		Day	Month	Year							
Date of birth		1	0	/	0	6	/	1	9	4	8
Forename(s)	Brian										
Surname	Lynas										
Address ††	Erinvale										
<input type="checkbox"/>											
Post town	Esher										
County/Region	Surrey										
UK Postcode	K	T	1	0	9	L	S				
Country	UK										
Nationality	British										
Business occupation	Accountant										

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Directors

Please list the directors in alphabetical order

* Voluntary details

In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name

Name *Style/Title

Day

Month

Year

Date of birth

1 2 / 0 2 / 1 9 6 0

Forename(s) Jörn

Surname Rausing

Address †† Orbis 1

Lovett Road

Post town Staines

County/Region Middlesex

UK Postcode T W 1 8 3 A R

Country UK

Nationality Swedish

Business occupation Company Director

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐**Directors**

Please list the directors in alphabetical order

* Voluntary details

In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name

Name *Style/Title

Day

Month

Year

Date of birth

0 9 / 1 2 / 1 9 6 9

Forename(s) Timothy

Surname Steiner

Address †† Titan Court, 3 Bishops Square

Hatfield Business Park

Post town Hatfield

County/Region Hertfordshire

UK Postcode A L 1 0 9 N E

Country UK

Nationality British

Business occupation Chief Executive

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Directors

Please list the directors in alphabetical order

* Voluntary details

In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name

Details of new directors must be notified on form 288a

Name *Style/Title

Day Month Year

Date of birth 0 8 / 0 3 / 1 9 4 2

Forename(s) David Ernest

Surname Young CBE

Address †† Gable Cottage

Fairmile

Post town Henley-on-Thames

County/Region

UK Postcode R G 9 2 J X

Country UK

Nationality British

Business occupation Finance Director

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐**Directors**

Please list the directors in alphabetical order

* Voluntary details

In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name

Name *Style/Title

Day Month Year

Date of birth / / / /

Forename(s)

Surname

Address ††

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Post town

County/Region

UK Postcode / / / / / /

Country

Nationality

Business occupation

Shareholdings and Percentages as at 11 November 2008

Name of Shareholder	Ord. Shares	Pref Shares
Abdulahman Al-Sudary Foundation	222	13,005
Abrams, Neil	4,356	
Apple Trust (DJ Way and Pascal Picoi, as Trustees)	136,512	328,724
Banco, Abrashi	31	
Beau de Lomenie, Caroline	375	
Beau de Lomenie, Olivier	149	
Bennett, Graham	18	
Blundell, Victor	6	
Bright Flower Limited		26,348
Browne, Karl	94	
Burgess, Darren	125	
Calcott, Anya	175	56
Chauhan, Hitesh	38	
CMTC Nominees NV		14,511
Cohen, Carole		500
Cuddy, Gary	643	
Dangerfield, Andrew James	150	
Doherty, Alan Stephen	258	
Drummond, John Peter Maxwell & Angela Caroline	19	333
Edwards, Jacqueline	525	
Edwards, Jason	336	12
Everett, Ant	1,406	
Eves-Brown, Andrew	385	158
Exact, Richard	67	
Faiman, Jonathan	304,376	
Fernandez, Ray	1,309	
Fernandez, Renovka	1,500	
Fincham, Toni	249	
Frampton, Jeremy	2,522	50
Free, Jonathan	8	
Gassing, Jason	96,576	
Goldman Sachs International	8,703	33,333
Gornie, Robert	13,529	
Gostling, Maria	281	35
Grade, Michael	667	
Gregory, Julia	132	17
Ham, Peter	555	
Harris, Martin	8	
Havnes, Bradley	125	
Hawwood, Hans		4,000
Heathcote, Robert	501	2,334
Henery, Maria Cristina	446	
Henery, Martin	439	
Herne Ltd	1,864	33,333
Hoare, Cliff		100
Howell, Gregory	7	
Hunt, Gisela		29
Insall, Katherine	20	
Jackson, Lana	198	
Jewsbury, Neil	692	
John Lewis Partnership Pensions Trust Limited	500	1,063,967
Kaur, Jarnail	50	
Keay, Irene	155	20
Kelly, Caroline	112	
Kelly, Julie	75	
Knowles, Ben	127	156
L.M. Solutions Limited	100	
Lloyds TSB Bank		178
McWilliams, Andrew	37	
Martin, Rueri	153	
Mickler, Phil	374	47
M. M. Al-Muham Educational Trust	382	2,735
Monrey, Richard	214	27
Monstan Nominees		17,068
Nadfa Ltd	2,976	38,803
Neobston Investments Limited	1	2,000
NewsSmith Opportunities Private Equity Fund		17,068
O'Donnell, Jane	284	
Ogilvy, James Donald Diarmid	19	333
O'Neill, Helen	155	20
Panditex Limited	1	1,975
Paramar Limited	1,436	12,274
Pearson, Paul	47	
Pedder, Leo	49	
Pedder, Sarah	48	
Pentland Group Plc	1	1,250
Platt, Roger	187	
Remnant, Andrew	8	
Roddam, Dave	122	
Rodill, Nick	40,939	177,823
Rovda Holdings	20,348	180,866
Rubin, Danielle		1,000
Rudoe, Jon	25	
Said, Khaled		14,053
Samos Investments Limited	345	6,161
Sardarov, Timur	42,256	1,193
Sartin, Jonathan	172	
Saudi Venture Development Company Ltd	3,966	26,646
Savro Ventures Ltd	33,334	33,333
Sherwood, Michael		1,667
Singh, Gurdyal	50	
Sinsheimer, Allen	2	1,000
Steiner, Timothy	143,964	
Steiner 2008 Millennium Trust (Arthur Seligman, as Trustee)	160,412	
Stolton, Mark		20,000
Strudwick, Sally	61	
Swann, Daniel	59	
Thomson, Robert	83	
Thurlby, Andrew	94	
Trident Trust Co (BVI) Limited as trustee of The Jason Gassing Life Settlement II	106,946	
Trident Trust Co (BVI) Limited as trustee of the Neil Abrams 2000 Life Interest Trust	12,008	
UBS AG, London Branch		29,801
UBS Holdings Cayman Limited	136	362,499
Younan, Rafi Georges	321	3,379
Yu, Sally	125	
TOTAL OF EACH INSTRUMENT IN ISSUE	1,153,997	2,474,220