

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice immediately from your stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred all of your ordinary shares in Rightmove plc (the “**Company**”), please send this document, together with the enclosed form of proxy, as soon as possible, to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or otherwise transferred part of your holding of shares in Rightmove plc, please consult the stockbroker or other agent through whom the sale or transfer was effected.

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## **Rightmove plc**

*(Registered in England and Wales No. 6426485)*

### **Notice of Annual General Meeting (“AGM”) to be held on 7 May 2015**

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Your attention is drawn to the letter from the Chairman of Rightmove plc which is set out on pages 2 to 7, in Part I of this document and which contains your Board's recommendation to vote in favour of the Resolutions to be proposed at the AGM.

Notice of the AGM of the Company to be held at 10am on Thursday 7 May 2015 at the offices of UBS Limited, 100 Liverpool Street, London EC2M 2RH is set out on pages 8 to 12, in Part II of this document. Shareholders will also find enclosed with this document a form of proxy for use in connection with the AGM.

To be valid, the form of proxy for use at the AGM must be completed, signed and returned in accordance with the instructions printed thereon by ordinary shareholders as soon as possible and, in any event, so as to be received by the Company's registrars by no later than 10am on Tuesday 5 May 2015. In CREST, you may appoint a proxy by completing and transmitting a CREST proxy instruction to Capita Asset Services so that it is received by no later than 10am on Tuesday 5 May 2015. You can return your form of proxy by post or by hand to Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF. A reply-paid envelope for use in the UK is enclosed for your convenience. The form of proxy can also be submitted electronically at [www.capitashareportal.com](http://www.capitashareportal.com). The completion and return of the form of proxy or CREST proxy instruction will not prevent you from attending and voting at the AGM in person, if you so wish (and are so entitled). Further instructions relating to the form of proxy are set out in the notice of the AGM.

## PART I

### LETTER FROM THE CHAIRMAN

**Rightmove plc**  
(Registered in England and Wales No. 6426485)

*Directors:*

Scott Forbes (*Chairman*)  
Nick McKittrick (*Chief Executive Officer*)  
Peter Brooks-Johnson (*Chief Operating Officer*)  
Robyn Perriss (*Finance Director*)  
Jonathan Agnew (*Senior Independent Non-executive Director*)  
Colin Kemp (*Non-executive Director*)  
Ashley Martin (*Non-executive Director*)  
Judy Vezmar (*Non-executive Director*)  
Peter Williams (*Non-executive Director*)  
Rakhi Parekh (*Non-executive Director*)

*Registered Office:*

Turnberry House  
30 Caldecotte Lake Drive  
Caldecotte  
Milton Keynes  
MK7 8LE

30 March 2015

Dear Shareholder,

### ANNUAL GENERAL MEETING AND 2014 ANNUAL REPORT

#### INTRODUCTION

I am pleased to invite you to attend the Annual General Meeting (“**AGM**”) of Rightmove plc (the “**Company**”) which will be held at 10am on Thursday 7 May 2015 at the offices of UBS Limited, 100 Liverpool Street, London EC2M 2RH.

Your involvement in the AGM is valued either in person or by proxy and is an important part of our dialogue with shareholders. The directors and chairmen of the Remuneration, Audit and Nomination Committees will be available at the AGM to answer any questions about issues that concern the Company. If you would like to vote on the resolutions but cannot come to the AGM, you can submit your voting instructions by using the enclosed form of proxy to ensure that your vote can be counted. Please complete the form of proxy in accordance with the instructions thereon and return it to the Company’s registrars (Capita Asset Services) as soon as possible and, in any event, by no later than 10am on Tuesday 5 May 2015.

If you prefer, you can submit your proxy form electronically either via the internet at [www.capitashareportal.com](http://www.capitashareportal.com) or, if you are a CREST member, through the CREST system by completing and transmitting a CREST proxy instruction as described in the notes following the AGM notice, which can be found on pages 11 and 12 in Part II of this document.

The completion and return of the form of proxy or CREST proxy instruction will not prevent you from attending and voting at the AGM in person, if you so wish. Please note that you may appoint more than one proxy to exercise rights attached to different shares.

The full form of the resolutions to be proposed at the AGM is set out in the notice of AGM which follows this letter on pages 8 to 12, in Part II of this document. However, by way of a summary, we will be proposing the following: (a) that the Annual Report for the financial year ended 31 December 2014 be received; (b) that the Directors’ Remuneration Report (other than the part containing the Directors’ Remuneration Policy) for the financial year ended 31 December 2014 be approved; (c) that a final dividend be declared for the financial year ended 31 December 2014; (d) that KPMG LLP be re-appointed as auditor; (e) that Scott Forbes, Nick McKittrick, Peter Brooks-Johnson, Robyn Perriss, Peter Williams, Ashley Martin and Colin Kemp, be re-elected as directors and that Rakhi Parekh be elected as a director; (f) that the directors be authorised to allot a percentage of the share capital of the Company and that authority be granted for certain share allotments to take place otherwise than in accordance with the pro-rata entitlements of shareholders; (g) that the Company be authorised to purchase its own shares in the market; (h) that the Company be authorised to make political donations

or incur political expenditure and (i) that the Company be authorised to call general meetings (other than an AGM) on not less than 14 clear days' notice.

The directors of the Company, as at 31 December 2014 and as at the date of this letter, are named on pages 24 and 25 of the 2014 Annual Report, together with their profiles. All directors who served throughout the year under review, apart from Jonathan Agnew and Judy Vezmar, who will stand down from the Board, are seeking re-election at this AGM, in adherence to the recommendations of the UK Corporate Governance Code. In addition, Rakhi Parekh will be seeking election, this being her first AGM since her appointment on 28 July 2014.

An explanation of the resolutions that we will be proposing is set out in points 1 to 9 below:

**1. PRESENTATION OF THE 2014 ANNUAL REPORT (RESOLUTION 1)**

This resolution deals with the delivery by the directors to shareholders of the annual accounts and reports of the Company, including the reports of the directors and auditor for the financial year ended 31 December 2014.

**2. DIRECTORS' REMUNERATION REPORT (RESOLUTION 2)**

The Board has presented its Directors' Remuneration Report to shareholders on pages 41 to 66 of the Annual Report for the financial year ended 31 December 2014 and, in accordance with section 439 of the Companies Act 2006, gives shareholders notice of its intention to move an ordinary resolution at the AGM approving this report. The vote is only advisory, however, and the directors' entitlement to remuneration is not conditional on the resolution being passed, the binding vote on the Directors' Remuneration Policy having been passed at the 2014 AGM. No changes have been made to the Directors' Remuneration Policy and therefore no separate vote is required on this section of the Directors' Remuneration Report. Provided resolution 2 is passed and the report remains unchanged, the shareholder approval of the Directors' Remuneration Policy will remain valid for three years and will be put to a shareholder vote no later than the Annual General Meeting to be held in 2017.

**3. FINAL DIVIDEND (RESOLUTION 3)**

Shareholders are being asked to approve the final dividend in respect of the financial year ended 31 December 2014, which cannot be more than the amount that the directors recommend. If resolution 3 is passed, the proposed final dividend of 22.0p per ordinary share will be paid on 5 June 2015 to ordinary shareholders who are on the register of members at close of business on 8 May 2015.

**4. APPOINTMENT OF THE AUDITOR AND AUDITOR'S REMUNERATION (RESOLUTIONS 4 AND 5)**

The auditor of the Company must be re-appointed by shareholders at each general meeting at which the accounts are presented. KPMG LLP has expressed a willingness to continue in office and resolution 4 proposes their re-appointment from the conclusion of this AGM until the conclusion of the next general meeting of the Company at which accounts are presented.

In accordance with normal practice, in resolution 5, the directors seek authority to agree the auditor's remuneration.

**5. ELECTION OF DIRECTORS (RESOLUTIONS 6 TO 13)**

The Articles of Association of the Company and the UK Corporate Governance Code provide that any new director appointed by the Board during the period since the last AGM may hold office only until the next such meeting, when that director must stand for election by the members. Accordingly, Rakhi Parekh will stand for election at this AGM, in light of her appointment as Non-Executive Director on 28 July 2015.

The Articles of Association of the Company also provide that, at every AGM, directors must retire by rotation and may offer themselves for re-appointment by the members where they have been a director at each of the preceding two AGMs and did not retire at either such meeting.

However, the Company has decided to adopt the requirements of the UK Corporate Governance Code in relation to the annual re-election of all directors. Accordingly, all directors who served throughout the year under review and held office at the date of this letter will be seeking re-election at the AGM in accordance with the UK Corporate Governance Code.

Biographical details of the directors proposed for re-election and election are as follows:

**Scott Forbes**

**Chairman**

Scott was appointed Chairman of Rightmove in 2005. He was a director of NetJets Management Ltd, a subsidiary of Berkshire Hathaway until October 2009. Scott has over 30 years' experience in operations, finance and mergers and acquisitions, including 15 years at Cendant Corporation which was formerly the largest worldwide provider of residential property services. Scott established Cendant's international headquarters in London in 1999 and led this division as Group Managing Director until he joined Rightmove. (Appointed 13 July 2005)

**Nick McKittrick**

**Chief Executive Officer**

Nick is one of the co-founding executives and became Chief Executive Officer in April 2013 having been Chief Operating Officer since 2005 and additionally Finance Director since 2009. His prior experience is in technology consulting with Accenture. (Appointed to the Board 5 March 2004)

**Peter Brooks-Johnson**

**Chief Operating Officer**

Peter joined Rightmove in 2006 and became Chief Operating Officer in April 2013 having been Managing Director of rightmove.co.uk since 2011 and Head of the estate agency business since 2008. Prior to joining Rightmove, Peter was a management consultant with Accenture and the Berkeley Partnership. (Appointed to the Board 10 January 2011)

**Robyn Perriss**

**Finance Director**

Robyn joined Rightmove in 2007 as Financial Controller with responsibility for day to day financial operations, was appointed Company Secretary in April 2012 (until July 2014) and promoted to the Board as Finance Director in April 2013. Robyn qualified as a chartered accountant in South Africa with KPMG and worked in both audit and transaction services. Prior to joining Rightmove, Robyn was Group Financial Controller at the online media business, Auto Trader. (Appointed to the Board 30 April 2013)

**Peter Williams**

**Non-executive Director**

Peter was previously senior independent director of ASOS plc, held non-executive director roles in the EMI group, Blacks Leisure Group plc, JJB Sports plc, GCap Media plc and Capital Radio Group plc. In his executive career, he was Chief Executive at Alpha Group plc and prior to that, Chief Executive of Selfridges plc where he also acted as Chief Financial Officer for over ten years. (Appointed 3 February 2014)

**Colin Kemp**

**Non-executive Director**

With over 30 years' experience in high street retail banking, Colin has worked for Lloyds Banking Group companies since 1979. Between January 2005 and December 2007, Colin was Managing Director of Halifax Estate Agencies Limited. Colin is a Cranfield MBA and an Associate of the Chartered Institute of Marketing. (Appointed 3 July 2007)

**Ashley Martin**

**Non-executive Director**

Ashley qualified as a chartered accountant in 1981 and has a career in finance spanning 30 years. He was previously Finance Director of Rok plc, the building services group, and Group Finance Director of the media services company, Tempus plc. (Appointed 11 June 2009)

**Rakhi Parekh**

**Non-executive Director**

Rakhi was previously Director of UK Media at Amazon through to June 2014. She held various other senior positions during her 11 year tenure at Amazon including in the Media, Entertainment, General Merchandise and Book divisions as well as in Product Development. Prior to Amazon, Rakhi previously advised Zappos and held strategy roles at TomTom and Oliver Wyman. (Appointed 28 July 2014)

Following the annual formal performance evaluation of the Board and the individual directors, the Board believes that Scott Forbes, Nick McKittrick, Peter Brooks-Johnson, Robyn Perriss, Peter Williams, Ashley Martin and Colin Kemp continue to demonstrate strong commitment to the Company and to be effective members of the Board. The Board therefore recommends the re-election of all the directors seeking re-election and the election of Rakhi Parekh by virtue of their skills, experience and contribution to the Board.

## **6. ALLOTMENT OF SHARES (RESOLUTIONS 14 AND 15)**

Your directors may not allot new shares in the Company unless authorised to do so by shareholders in general meeting. The general authority granted in May 2014 is due to expire at the conclusion of this AGM. Accordingly, resolution 14 is proposed as an ordinary resolution to replace the authority granted in May 2014. If approved by shareholders, this authority will expire at the conclusion of the AGM of the Company to be held in 2016 or, if earlier, the close of business on 7 August 2016.

Resolution 14 grants the directors authority to allot ordinary shares in the Company, or grant rights to subscribe for or convert any securities into ordinary shares of the Company, up to an aggregate nominal value of £323,224, representing approximately 33.33 percent of the Company's issued ordinary share capital (excluding shares held in treasury) as at the close of business on 30 March 2015 (being the latest practicable date prior to the publication of this notice).

All existing executive share-based incentives can be satisfied from shares held in the Rightmove Employees' Share Trust ("EBT") or from shares held in treasury, without any requirement to issue further shares. It is intended that the 2015 share-based incentive awards would also be settled from shares held in the EBT or from shares held in treasury so that the Company will not need to issue further shares. It is also expected that the shares held in the EBT will satisfy the existing share options under the Company's Sharesave scheme but where this is not the case, shares will be allotted pursuant to this authority.

Save as described above, the directors have no present intention of issuing any share capital of the Company.

At the close of business on 30 March 2015 (being the latest practicable date prior to the publication of this notice), the Company held 2,505,430 ordinary shares in the capital of the Company in treasury, representing 2.6 percent of the total ordinary shares in issue of the Company (excluding shares held in treasury).

In resolution 15, the directors request limited authority from shareholders to allot ordinary shares or sell the ordinary shares held in treasury for cash otherwise than to existing shareholders pro rata to their holdings, as the Company would normally be required to do pursuant to the statutory pre-emption rights contained in section 561 of the Companies Act 2006. This resolution will be proposed as a special resolution.

The corresponding authority granted in May 2014 is due to expire at the conclusion of this AGM. Accordingly, resolution 15 will, if passed, renew this authority. If passed, the resolution will allow the Company to deal with pro rata share issues in a more practical manner as regards fractional entitlements to shares, and also to exclude certain overseas shareholders from participating in these share issues in certain circumstances, for example where there are restrictive or onerous laws in such countries. Apart from such offers of shares, this authority will be limited to the issue of shares and sale of shares held in treasury for cash up to an aggregate nominal value of £48,484 (being approximately 5 percent of the total ordinary share capital of the Company (excluding shares held in treasury) as at the close of business on 30 March 2015 (being the latest practicable date prior to the publication of this notice). If given, this authority will expire at the conclusion of the AGM of the Company to be held in 2016 or, if earlier, the close of business on 7 August 2016. In respect of this aggregate nominal amount, the directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three year period where the Principles provide that usage in excess of 7.5 percent should not take place without prior consultation with shareholders.

## **7. PURCHASE OF THE COMPANY'S OWN SHARES (RESOLUTION 16)**

Resolution 16, if passed, will provide authority for the Company to purchase its issued ordinary shares (excluding shares held in treasury) at a price not less than one penny per share (exclusive of expenses) and not more than (exclusive of expenses) the highest of (i) an amount equal to 105% of

the average market value for an ordinary share for the five business days immediately preceding the date of the purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out. The maximum authority sought is up to 15 percent of the Company's total issued ordinary share capital (excluding shares held in treasury) as at the close of business on 30 March 2015 (being the latest practicable date prior to the publication of this notice) to allow sufficient flexibility for the Company to continue its share buyback programme. The effect of such purchases could be to reduce the number of shares outside treasury (and, if repurchased shares are cancelled, the number of shares in issue). The directors will accordingly only exercise this authority if they consider that the buyback would result in an increase in earnings per share and would be in the best interests of the shareholders generally. If given, this authority will expire at the conclusion of the AGM of the Company to be held in 2016 or, if earlier, the close of business on 7 August 2016.

In the event that shares are purchased, they would either be cancelled (and the number of shares in the Company would be reduced accordingly) or, subject to the Companies Act 2006, retained as shares held in treasury. Treasury shares may be held by the Company with a view to possible re-sale at a future date rather than being cancelled. The Company will consider holding as treasury shares any shares purchased pursuant to the authority conferred by this resolution. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its share capital.

Your directors wish to emphasise that the maximum number of ordinary shares and the price range are stated merely for the purposes of compliance with statutory and the UK Listing Authority requirements and should not be taken as any representation of the terms upon which the Company may make purchases.

As at the close of business on 30 March 2015 (being the latest practicable date prior to the publication of this notice), there were outstanding 1.4 million share-based incentives to subscribe for ordinary shares representing 1.4 percent of the Company's ordinary share capital (excluding shares held in treasury). It is expected that all outstanding share-based incentives to subscribe for ordinary shares will be satisfied from shares held in the EBT or from shares held in treasury without the requirement to allot additional shares. If the existing authority given at the 2014 AGM and the authority now being sought by resolution 16 were to be exercised in full, the options to subscribe for ordinary shares would represent 2.0 percent of the then Company's issued ordinary share capital (excluding shares bought back into treasury) and would, taking into account only the authority being sought (on the basis that the existing authority will expire on the date of the AGM), represent 1.7 percent.

## **8. POLITICAL DONATIONS (RESOLUTION 17)**

Part 14 of the Companies Act 2006, amongst other things, prohibits the Company and its subsidiaries from making political donations and from incurring political expenditure in respect of a political party or other political organisation or an independent candidate unless authorised by the Company's shareholders.

It remains the policy of the Company not to make any political donations or to incur any political expenditure and the Directors have no intention of using the authority for that purpose. However, the legislation is widely drafted and it is possible that the Company may wish to support organisations which are not believed to be political in the ordinary sense but which might come within the scope of the provisions in the Companies Act 2006, such as organisations concerned with matters such as the review and reform of government policy or the law. For example, a donation to a humanitarian charity which operates as a political lobby, sponsorship, subscriptions, paid leave to employees fulfilling public duties and payments to industry representative bodies may constitute a donation to a political organisation within the current definitions. Therefore, to avoid any inadvertent infringement of the legislation, the Board considers it prudent to seek shareholder approval for the Company to make political donations and incur political expenditure pursuant to the Companies Act 2006.

## **9. NOTICE OF GENERAL MEETINGS (RESOLUTION 18)**

Changes made to the Companies Act 2006 by the Shareholders' Rights Regulations, which came into force on 3 August 2009, mean that all general meetings must be held on at least 21 clear days' notice unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Such approval will not affect AGM's, which will continue to be held on at least 21 clear days' notice.

Before the coming into force of the Shareholders' Rights Regulations, the Company was able to call general meetings, other than its AGM, on 14 clear days' notice without obtaining shareholder

approval. In order to preserve this ability, at the 2014 AGM, a resolution was passed allowing the Company to call general meetings (other than an AGM) on not less than 14 clear days' notice. This authority expires at the current AGM, and so resolution 18 seeks authority for the Company to be able to continue to call general meetings on not less than 14 clear days' notice. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. This shorter notice period will not be used as a matter of routine but only where flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

Please note that the changes to the Companies Act 2006 mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

### **ANNUAL GENERAL MEETING**

Set out on pages 8 to 12 of this document is a notice convening the Company's AGM, to be held at 10am on Thursday 7 May 2015 at the offices of UBS Limited, 100 Liverpool Street, London EC2M 2RH.

The proposed ordinary resolutions will be passed if more than 50 percent of the votes cast are in favour and the proposed special resolutions will be passed if at least 75 percent of the votes cast are in favour.

The results of the AGM will be published on the investor section of the Company's website at [plc.rightmove.co.uk](http://plc.rightmove.co.uk) on 8 May 2015.

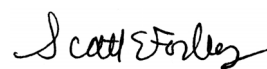
### **ACTION TO BE TAKEN**

Enclosed with this letter is a form of proxy for use in relation to the AGM. Whether or not you intend to be present at the AGM, you are requested to complete and return the form of proxy, in accordance with the instructions printed thereon, to the Company's registrars, Capita Asset Services, as soon as possible and in any event to arrive not later than 10am on Tuesday 5 May 2015. You can return your form of proxy by post to Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF. A reply-paid envelope is enclosed for use in the UK for your convenience. If you prefer you can submit your proxy electronically either via the internet at [www.capitashareportal.com](http://www.capitashareportal.com) or if you are a CREST member, via CREST. The completion and return of the form of proxy will not prevent you from attending and voting at the AGM in person, if you so wish.

### **RECOMMENDATION**

**Your directors consider all of the proposed resolutions to be in the best interests of the Company and of its shareholders as a whole. Accordingly, the directors unanimously recommend that shareholders vote in favour of all resolutions to be proposed at the AGM, as they intend to do so in respect of their own beneficial shareholdings.**

Yours faithfully



**Scott Forbes**  
Chairman

## PART II

### Rightmove plc

(Registered in England and Wales No. 6426485)

#### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING (“AGM”) of Rightmove plc (the “Company”) will be held at 10am on Thursday 7 May 2015 at the offices of UBS Limited, 100 Liverpool Street, London EC2M 2RH. You will be asked to consider and if thought fit, to pass the resolutions below. Resolutions 15, 16 and 18 will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

1. To receive the annual accounts and reports including the reports of the directors and auditors for the financial year ended 31 December 2014.
2. To approve the Directors’ Remuneration Report as set out in the 2014 report and accounts (other than the part containing the Directors’ Remuneration Policy) for the year ended 31 December 2014.
3. To declare a final dividend of 22.0p per ordinary share for the financial year ended 31 December 2014.
4. To re-appoint KPMG LLP as auditor of the Company until the conclusion of the next general meeting at which accounts are laid before the Company.
5. To authorise the directors to agree the remuneration of the auditor.
6. To re-elect Scott Forbes as a director of the Company.
7. To re-elect Nick McKittrick as a director of the Company.
8. To re-elect Peter Brooks-Johnson as a director of the Company
9. To re-elect Robyn Perriss as a director of the Company.
10. To re-elect Peter Williams as a director of the Company.
11. To re-elect Colin Kemp as a director of the Company.
12. To re-elect Ashley Martin as a director of the Company.
13. To elect Rakhi Parekh as a director of the Company.
14. **THAT** the Board be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to a nominal amount of £323,224: (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary, and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authority to expire at the conclusion of next year’s AGM (or, if earlier, until the close of business on 7 August 2016), but in each case, during this period the Company may make offers or enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority expires and the Board may allot shares or grant rights to subscribe for or convert securities into shares in pursuance to any such offer or agreement as if the authority had not expired.



15. **THAT** if resolution 14 is passed, the Board be generally empowered to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

- (i) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities:
  - (a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (b) to holders of other equity securities, as required by the rights of those securities or as the Board otherwise consider necessary,but subject to such limits or restrictions or other arrangements as the Board may deem necessary or appropriate in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- (ii) in the case of the authority granted under resolution 14 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (i) above) of equity securities or sale of treasury shares up to a nominal amount of £48,484,

such power to expire at the conclusion of next year's AGM (or, if earlier, the close of business on 7 August 2016) but, in each case, during this period the Company may make any offer, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) pursuant to any such offer or agreement as if the power had not expired.


16. **THAT** the Company be authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the said Act) of its ordinary shares of one penny each ("**ordinary shares**") such power to be limited:

- (i) to a maximum number of 14,448,111 ordinary shares;
- (ii) by the condition that the minimum price which may be paid for an ordinary share is the nominal amount for that share;
- (iii) by the condition that the maximum price which may be paid for an ordinary share is the highest of:
  - (i) (a) an amount equal to 5 percent above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
  - (ii) (b) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out,in each case, exclusive of expenses,

such power to apply until the end of next year's AGM (or, if earlier, 7 August 2016) but in each case so that the Company may enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after the power ends and the Company may purchase ordinary shares pursuant to any such contract as if the power had not ended.

17. **THAT**, in accordance with section 366 and 367 of the Companies Act 2006 the Company and all companies that are its subsidiaries when this resolution is passed are authorised, in aggregate, to:
- (i) make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;
  - (ii) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
  - (iii) incur political expenditure not exceeding £50,000 in total,
- during the period from the passing of this resolution up to and including the conclusion of next year's AGM of the Company. For the purposes of this resolution the terms "political donations", "political parties", "independent election candidates", "political organisation" and "political expenditure" have the meanings given by sections 363 to 365 of the Companies Act 2006.
18. **THAT** a general meeting other than an AGM may be called on not less than 14 clear days' notice.

BY ORDER OF THE BOARD



Jenny Warburton  
Company Secretary

*Registered Office:*  
Turnberry House  
30 Caldecotte Lake Drive  
Caldecotte  
Milton Keynes MK7 8LE

Date: 30 March 2015

Notes:

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company, but must attend the AGM to represent you. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Capita Asset Services on 0871 664 0300 (calls cost 10p per minute plus network extras. Lines are open 8.30am – 5.30pm Monday to Friday).
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's registrars, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF, or if you prefer, electronically via the internet at [www.capitashareportal.com](http://www.capitashareportal.com) or, if you are a CREST member, via CREST, in each case no later than 10am on Tuesday 5 May 2015 or no later than 48 hours before any adjourned meeting. A reply-paid envelope is enclosed for your use in the UK or, if this is missing, you may return the proxy form in an envelope to FREEPOST CAPITA PXS (no further address details required) to be received no later than 10am on Tuesday 5 May 2015. No stamp required.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 9 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
4. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. Such persons should direct any communications and enquiries to the registered holder of the shares by whom they were nominated and not to the Company or its registrars.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.00pm on Tuesday 5 May 2015 (or, in the event of any adjournment, 6.00pm on the date which is two working days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.
7. As at 30 March 2015 (being the last business day prior to the publication of this notice) the Company's issued share capital consists of 99,472,619 ordinary shares carrying one vote each, of which 2,505,430 are held in treasury. Therefore, the total voting rights in the Company as at 30 March 2015 are 96,967,189.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 10am on Tuesday 5 May 2015. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After

this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

10. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
13. Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
14. Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
15. A copy of this notice of AGM, and other information required by s311A of the Companies Act 2006, can be found at [plc.rightmove.co.uk](http://plc.rightmove.co.uk).
16. You may not use any electronic address provided either in the notice of AGM or any related documents (including the Chairman's letter and proxy form) to communicate for any purposes other than those expressly stated.
17. Copies of (i) the service agreements under which directors of the Company are employed and (ii) the terms and conditions of appointment of non-executive directors are available for inspection at the Company's registered office, Turnberry House, 30 Caldecotte Lake Drive, Caldecotte, Milton Keynes, MK7 8LE during normal business hours from the date of this notice until the date of the AGM and will be available for inspection at the place of the AGM for at least 15 minutes prior to and during the meeting.