

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

**If you are in any doubt about the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, solicitor, accountant, bank manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom, or from another appropriate independent financial adviser if you are resident in any territory outside the United Kingdom.**

If you have sold or transferred, or sell or transfer prior to 6.00pm on 30 April 2007 your ordinary shares in Rightmove plc, please send this document, together with the enclosed form of proxy, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale was effected, for onward transmission to the purchaser or transferee. If you have sold or transferred, or sell or transfer as above, part only of your holding of ordinary shares in Rightmove plc, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

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## **Rightmove plc**

*(Registered in England and Wales No. 3997679)*

### **Notice of Annual General Meeting to be held on 2 May 2007**

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Your attention is drawn to the letter from the Chairman of Rightmove plc which is set out on pages 1 to 4 of this document and which contains your board's recommendation to vote in favour of the resolutions to be proposed at the Annual General Meeting referred to below.

Notice of the Annual General Meeting of Rightmove plc (the "Company") to be held at 12 Noon on Wednesday 2 May 2007 at the offices of Pinsent Masons, CityPoint, One Ropemaker Street, London EC2Y 9AH is set out on pages 5 to 7 of this document.

To be valid, the enclosed form of proxy for use at the Annual General Meeting must be completed and returned 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 12 Noon on 30 April 2007. In CREST, you may appoint a proxy by completing and transmitting a CREST proxy instruction to Capita Registrars so that it is received by no later than 12 Noon on 30 April 2007. You can return your form of proxy by post to Capita Registrars, Proxy Processing Centre, Telford Road, Bicester, OX26 4LD. The completion and return of the form of proxy or CREST proxy instruction will not prevent you from attending and voting at the meeting in person, if you so wish (and are so entitled).

## LETTER FROM THE CHAIRMAN

### Rightmove plc

(Registered in England and Wales No. 3997679)

*Directors:*

Scott Forbes (*Chairman*)  
Edmund Williams (*Group Managing Director*)  
Graham Zacharias (*Group Finance Director*)  
Nicholas McKittrick (*Managing Director, Rightmove.co.uk*)  
Jonathan Agnew (*Senior Independent Non-executive Director*)  
Stephen Shipperley (*Non-executive Director*)  
Jane Pridgeon (*Non-executive Director*)  
Nigel Cooper (*Independent Non-executive Director*)  
Judy Vezmar (*Independent Non-executive Director*)

*Registered Office:*

Grafton Court  
Snowdon Drive  
Winterhill  
Milton Keynes  
MK6 1AJ

29 March 2007

Dear Shareholder

### **2006 ANNUAL REPORT AND ACCOUNTS AND ANNUAL GENERAL MEETING**

#### **1. INTRODUCTION**

I am pleased to enclose your copy of the annual report and accounts for the year ended 31 December 2006 and to invite you to attend the first Annual General Meeting of Rightmove plc (the "Company") which will be held at 12 Noon on Wednesday 2 May 2007 at the offices of Pinsent Masons, CityPoint, One Ropemaker Street, London EC2Y 9AH.

Your involvement in the meeting 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 meeting to answer questions about issues that concern the Company. If you cannot come to the Annual General Meeting ("AGM") you can submit your voting instructions 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 as soon as possible and in any event by no later than 12 Noon on 30 April 2007.

If you prefer, you can submit your proxy electronically either via the Internet at [www.capitaregistrars.com](http://www.capitaregistrars.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 notice on pages 6 and 7.

The completion and return of the form of proxy or CREST proxy instruction will not prevent you from attending and voting at the meeting in person, if you so wish.

The full form of the resolutions is set out in the notice of meeting which follows this letter, however, by way of a summary, we will be proposing the following: (a) that the accounts for the year ended 31 December 2006 be received and a final dividend be declared; (b) that the directors' remuneration report be approved; (c) that Messrs. Williams, McKittrick and Shipperley be re-elected as directors; (d) that KPMG LLP be re-appointed as auditors; (e) 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; (f) that the Company be authorised to purchase its own shares in the market; (g) that the Company be authorised to communicate with shareholders using electronic means in accordance with the provisions of the Companies Act 2006 which came into force earlier this year; and (h) that the Company be authorised to make political donations or incur political expenditure.

## **2. PRESENTATION OF THE REPORT AND ACCOUNTS (RESOLUTION 1)**

This resolution deals with the delivery by the directors to shareholders of the accounts of the Company for the year ended 31 December 2006.

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

Resolution 2 is to provide an advisory vote on the directors' remuneration report for the financial year ended 31 December 2006. The board has presented its directors' remuneration report to shareholders on pages 29 to 37 of the report and accounts for the year ended 31 December 2006.

In accordance with the Directors' Remuneration Report Regulations 2002, shareholders will be invited to approve the directors' remuneration report.

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

Shareholders must approve the final dividend, which cannot be more than the amount the directors recommend. If Resolution 3 is passed, the proposed final dividend of 3.0p per ordinary share will be paid on 9 May 2007 to ordinary shareholders who are on the register of members on 13 April 2007.

## **5. RE-ELECTION OF DIRECTORS (RESOLUTIONS 4, 5 AND 6)**

The Articles of Association of the Company require that one third of the directors retire by rotation each year and the Combined Code on Corporate Governance provides that all directors should submit themselves for re-election every three years.

The career profiles of all the directors are set out on pages 16 and 17 of the annual report and accounts for the year ended 31 December 2006.

As noted in the report and accounts, Jane Pridgeon is standing down as a director at the conclusion of the AGM. Ed Williams, Nick McKittrick and Stephen Shipperley are retiring by rotation.

Ed Williams, Group Managing Director, was appointed to the board on 19 December 2000 and, being eligible, offers himself for re-election.

Nick McKittrick, Managing Director of Rightmove.co.uk was appointed to the board on 5 March 2004 and, being eligible, offers himself for re-election.

Ed Williams and Nick McKittrick have service agreements with the Company which can be terminated on 12 months notice.

Stephen Shipperley was appointed to the board on 30 June 2000 and is a non-executive director of the Company. He is also employed by Connells Limited, a holder of 20.76% in the issued share capital of the Company. He is appointed to the board as a representative of Connells Limited under the provisions of the Relationship Agreement entered into prior to the Company's initial public offering, as disclosed in the initial public offering documents. For so long as Connells Limited maintains an interest of 15% or more in the Company's ordinary share capital, it is entitled to appoint a representative to the board.

The board is satisfied that the directors retiring by rotation are qualified for re-appointment by virtue of their skills, experience and contribution to the board and recommend that they be re-elected as directors of the Company.

## **6. RE-APPOINTMENT OF AUDITORS AND AUDITORS' REMUNERATION (RESOLUTIONS 7 AND 8)**

The auditors of the Company must be re-appointed by shareholders at each general meeting at which the accounts are presented. KPMG LLP have expressed a willingness to continue in office and Resolution 7 proposes their re-appointment until the conclusion of the next general meeting of the Company at which accounts are presented.

In accordance with normal practice, in Resolution 8 the directors seek authority to agree the auditors' remuneration.

## **7. ALLOTMENT OF SHARES (RESOLUTIONS 9 AND 10)**

Your directors may only allot or grant rights over shares if authorised to do so by shareholders. The general authority granted in 2006 (prior to the initial public offering of the Company) is due to expire at the conclusion of the AGM. Accordingly, Resolution 9 will be proposed as an ordinary resolution to grant a new authority to allot unissued share capital up to an aggregate nominal value of £437,771, representing 33.3 per cent. of the total issued ordinary share capital of the Company as at 23 March 2007 (being the latest practicable date before the printing of this document). If approved by shareholders, this authority will expire on 1 May 2008 or, if later, at the conclusion of the Annual General Meeting of the Company to be held in 2008.

All existing executive share options can be satisfied from shares held in the Rightmove Employee Benefit Trust without any requirement to issue further shares. It is also expected that the shares held in the Employee Benefit Trust 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.

As disclosed in the prospectus issued by the Company at the time of its initial public offering, Judy Vezmar is entitled to subscribe for 31,343 shares in three equal tranches in 2007, 2008 and 2009 provided she remains a director of the Company at those times. Authority to allot these shares was obtained by a resolution passed prior to the initial public offering, and Resolution 9 also provides that this existing authority shall not be extinguished by the passing of this resolution.

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

As at the date of this letter, there are no shares in the capital of the Company held in treasury.

In Resolution 10 your directors also request limited authority from shareholders to allot shares or sell treasury shares 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 89 of the Companies Act 1985. The corresponding authority granted in 2006 (prior to the initial public offering of the Company) is due to expire at the conclusion of this AGM.

Accordingly, Resolution 10 will be proposed as a special resolution to 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 treasury shares for cash up to an aggregate nominal value of £66,329 (being five per cent of the issued ordinary share capital of the Company as at 23 March 2007 (being the latest practicable date before the printing of this document)). If given, this authority will expire on 1 May 2008 or, if later, at the conclusion of the Annual General Meeting to be held in 2008.

## **8. PURCHASE OF THE COMPANY'S OWN SHARES (RESOLUTION 11)**

Resolution 11 will provide authority for the Company to purchase its own shares in the market up to a limit of ten per cent. of its issued ordinary share capital. The maximum and minimum prices are stated in the resolution. Your directors believe that it is advantageous for the Company to have this flexibility to make market purchases of its shares. In the event that shares are purchased, they would either be cancelled (and the number of shares in issue would be reduced accordingly) or, subject to the Companies Act 1985, retained as treasury shares. 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. However, your directors will only exercise this authority if they are satisfied that a purchase would result in an increase in expected earnings per share and would be in the interests of shareholders generally.

## **9. ELECTRONIC COMMUNICATIONS (RESOLUTION 12)**

The Company's Articles of Association currently provide the Company with the power to communicate with shareholders through electronic and website means. The board intends to take advantage of the provisions of the Companies Act 2006 which came into force earlier this year and which permit companies to communicate electronically with shareholders who do not request documentation in paper form. If this resolution is approved by shareholders, during the coming year the Company will write to you with more details of how we propose to communicate electronically with shareholders and giving you the option to elect to continue to receive paper communications.

## **10. POLITICAL DONATIONS (RESOLUTION 13)**

In Resolution 13 the Company is seeking authority to make donations to EU political organisations and to incur EU political expenditure. The Companies Act 1985 contains restrictions on companies making donations or incurring expenditure in relation to political organisations and these provisions are likely to be replaced within the next year by similar provisions in the Companies Act 2006.

It is the Company's policy not to make donations to political organisations or parties. 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 Acts, such as organisations concerned with matters such as the review and reform of government policy or the law. 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 pursuant to both the existing legislation and the Companies Act 2006.

## **11. ANNUAL GENERAL MEETING**

Set out on pages 5 to 7 of this document is a notice convening the Company's first Annual General Meeting as a listed company, to be held at 12 Noon on 2 May 2007.

The proposed ordinary resolutions will be passed if at least 50 per cent. of the votes cast are in favour and the proposed special resolutions will be passed if at least 75 per cent. 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 [www.rightmove.co.uk](http://www.rightmove.co.uk) on 3 May 2007.

## **12. 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 Registrars, as soon as possible and in any event to arrive not later than 12 Noon on 30 April 2007. You can return your form of proxy by post to Capita Registrars, Proxy Processing Centre, Telford Road, Bicester, OX26 4LD. 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.

## **13. RECOMMENDATION**

**Your directors consider all of the proposed resolutions to be in the best interests of the Company and of shareholders.**

**Accordingly, the directors unanimously recommend that you vote in favour of the resolutions to be proposed at the Annual General Meeting, as they intend to do in respect of their own beneficial holdings.**

Yours faithfully

**Scott Forbes**  
*Chairman*

**Rightmove plc**  
(Registered in England and Wales No. 3997679)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of Rightmove plc (the "**Company**") will be held at 12 Noon on Wednesday 2 May 2007 at the offices of Pinsent Masons, CityPoint, One Ropemaker Street, London EC2Y 9AH, for the following purposes:

**ORDINARY BUSINESS**

1. To receive the accounts and the reports of the directors and auditors for the year ended 31 December 2006.
2. To approve the directors' remuneration report, as set out in the 2006 report and accounts, for the year ended 31 December 2006.
3. To declare a final dividend of 3.0p per ordinary share for the year ended 31 December 2006.
4. To re-elect Ed Williams as a director.
5. To re-elect Nick McKittrick as a director.
6. To re-elect Stephen Shipperley as a director.
7. To re-appoint KPMG LLP as auditors of the Company until the conclusion of the next general meeting at which accounts are laid before the Company.
8. To authorise the directors to agree the remuneration of the auditors.

**SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions, of which Resolutions 9, 12 and 13 will be proposed as ordinary resolutions and Resolutions 10 and 11 will be proposed as special resolutions:

9. **THAT** the directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the said Act) up to an aggregate nominal amount of £437,771 to such persons at such times and upon such terms and conditions as the directors may determine, this authority to expire on 1 May 2008 or, if later, at the conclusion of the Annual General Meeting of the Company to be held in 2008, save that the Company, pursuant to the authority granted by this resolution, may before this authority has expired make an offer or agreement which would or might require relevant securities to be allotted wholly or partly after such expiry and the directors may allot relevant securities in pursuance to any such offer or agreement as if the authority conferred hereby had not expired, and that all existing authorities given to the directors pursuant to Section 80 of the said Act, other than the authority contained in a written resolution signed on 20 February 2006 in respect of the allotment of shares to Judy Vezmar, be and are hereby revoked.
10. **THAT** the directors be and are hereby generally empowered (pursuant to section 95 of the Companies Act 1985) (i) to allot equity securities (as defined in section 94(2) of the said Act) in connection with the section 80 authority contained in Resolution 9 above or (ii) to sell relevant shares (as defined in section 94(5) of the said Act) out of treasury, for cash as if section 89(1) of the said Act did not apply to such allotment or sale, provided that the authority conferred by this resolution shall be limited:
  - (i) to the allotment or sale of equity securities in connection with an offer to the holders of ordinary shares in the capital of the Company where the equity securities respectively attributable to the interests of all such holders of ordinary shares are proportionate (as nearly as may be practicable) to the respective number of ordinary shares held by them but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
  - (ii) to the allotment or sale (otherwise than pursuant to sub-paragraph (i) of this resolution) of equity securities of up to an aggregate nominal amount of £66,329, representing approximately five per cent. of the issued share capital of the Company as at 23 March 2007

and this authority shall expire on 1 May 2008 or, if later, at the conclusion of the Annual General Meeting to be held in 2008 (save that the Company may, before expiry of the power hereby conferred, make any offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the directors may allot equity securities or sell treasury shares pursuant to any such offer or agreement as if the power hereby conferred had not expired).

11. **THAT** the Company be and is hereby generally and unconditionally authorised for the purposes of Section 166 of the Companies Act 1985 to make one or more market purchases (within the meaning of Section 163(3) of the said Act) of ordinary shares provided that:
- (i) the maximum number of ordinary shares hereby authorised to be purchased is 13,265,802 representing ten per cent. of the issued share capital of the Company as at 23 March 2007;
  - (ii) the minimum price which may be paid for an ordinary share is one pence per share;
  - (iii) the maximum price which may be paid for an ordinary share is an amount (exclusive of expenses) being not more than 105 per cent. of the average of the upper and lower prices shown in the quotations for the ordinary shares of the Company as derived from the London Stock Exchange Daily Official List on the five business days immediately preceding the day on which the ordinary share is contracted to be purchased;
  - (iv) unless previously revoked or varied, this authority shall expire on 1 May 2008 or, if later, at the conclusion of the Annual General Meeting of the Company to be held in 2008; and
  - (v) under this authority the Company may make a contract to purchase ordinary shares which would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.
12. **THAT** the Company be and is hereby generally and unconditionally authorised to use electronic communications with its shareholders and in particular to authorise the Company to send or supply documents or information to its shareholders by making them available on a website.
13. **THAT** the Company be and is hereby generally and unconditionally authorised:
- (i) for the purposes of Part XA of the Companies Act 1985, to make political donations to EU political organisations and to incur EU political expenditure; and
  - (ii) for the purposes of Part 14 of the Companies Act 2006, to make donations or incur expenditure under one or more of the following heads, namely (a) donations to political parties or independent election candidates, (b) donations to political organisations other than political parties and (c) political expenditure,
- such authority to be limited to donations or expenditure not exceeding £50,000 in aggregate and to expire at the conclusion of the Annual General Meeting of the Company to be held in 2008.

BY ORDER OF THE BOARD

Elizabeth Taylor  
*Company Secretary*

*Registered Office:*  
Grafton Court  
Snowdon Drive  
Milton Keynes  
MK6 1AJ

Date: 29 March 2007

Notes:

- (i) Only shareholders are entitled to attend and vote at the Annual General Meeting. A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company. A form of proxy is enclosed with this notice and instructions for completion are shown on the form. Forms of proxy need to be deposited with the Company's registrars, Capita Registrars, Proxy Processing Centre, Telford Road, Bicester, OX26 4LD, not less than 48 hours before the start of the Annual General Meeting. Completion of a Form of Proxy does not preclude members attending and voting in person at the Annual General Meeting, if they so wish (and are so entitled).

- (ii) The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the Register of Members of the Company as at 6.00pm on 30 April 2007 shall be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 6.00pm on 30 April 2007 shall be disregarded.
- (iii) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof 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 voting service provider, should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.
- (iv) 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 CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to 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 the latest time(s) for receipt of proxy appointments specified in this notice. 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 Applications 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.
- (v) CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular messages. 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/her CREST sponsor or voting service provider 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- (vi) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35 of the Uncertificated Securities Regulations 2001.
- (vii) Copies of the register of directors' interests in the share capital and debentures of the Company, together with copies of service agreements under which directors of the Company are employed, and copies of the terms and conditions of appointment of non-executive directors, are available for inspection at the Company's principal place of business at 157 – 160 Piccadilly, London W1J 9EB during normal business hours from the date of this notice until the date of the Annual General Meeting and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to, and during, the meeting.