

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 are recommended to seek your own advice immediately from a stockbroker, solicitor, accountant, bank manager or other professional adviser.

If you have sold or otherwise transferred, or sell or otherwise transfer prior to 6pm on Monday 3 May 2010 all of 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 otherwise transferred, or sell or otherwise 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.

Rightmove plc

(Registered in England and Wales No. 6426485)

Notice of Annual General Meeting to be held on 5 May 2010

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 Annual General Meeting referred to below.

Notice of the Annual General Meeting of Rightmove plc (the "**Company**") to be held at 10am on Wednesday 5 May 2010 at the offices of UBS Limited, 1 Finsbury Avenue, London EC2M 2PP is set out on pages 8 to 10, in Part II of this document.

To be valid, the 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 10am on Monday 3 May 2010. 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 10am on Monday 3 May 2010. You can return your form of proxy by post to Capita Registrars, 34 Beckenham Road, Beckenham, Kent BR3 4TU. A reply-paid envelope for use in the UK is enclosed for your convenience. 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).

PART I

LETTER FROM THE CHAIRMAN

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

Directors:

Scott Forbes (*Chairman*)
Edmund Williams (*Managing Director*)
Nicholas McKittrick (*Chief Operating Officer and Finance Director*)
Jonathan Agnew (*Senior Independent Non-executive Director*)
Colin Kemp (*Non-executive Director*)
Ashley Martin (*Non-executive Director*)
Stephen Shipperley (*Non-executive Director*)
Judy Vezmar (*Non-executive Director*)

Registered Office:

4th Floor
33 Soho Square
London
W1D 3QU

12 March 2010

Dear Shareholder,

ANNUAL GENERAL MEETING AND 2009 ANNUAL REPORT AND ACCOUNTS

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 Wednesday 5 May 2010 at the offices of UBS Limited, 1 Finsbury Avenue, London EC2M 2PP.

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 would like to vote on the Resolutions but cannot come to the 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 (Capita Registrars) as soon as possible and in any event by no later than 10am on Monday 3 May 2010.

If you prefer, you can submit your proxy electronically either via the internet at 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 notice, 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 meeting 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 is set out in the notice of AGM which follows this letter on pages 8 to 10, in Part II of this document. However, by way of a summary, we will be proposing the following: (a) that the accounts for the year ended 31 December 2009 be received; (b) that a final dividend be declared for the year ended 31 December 2009; (c) that the directors’ remuneration report be approved; (d) that KPMG Audit Plc be re-appointed as auditors; (e) that Nicholas McKittrick, Edmund Williams and Stephen Shipperley be re-elected as directors and Ashley Martin be elected as 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; and (h) that the Company be authorised to make political donations or incur political expenditure.

One of the items of special business to be addressed at this AGM relates to the requirement in the Companies (Shareholders' Rights) Regulations 2009 (the "**Shareholders' Rights Regulations**"), which came into force on 3 August 2009, that all general meetings must be held on not less than 21 clear days' notice unless shareholders approve a shorter notice period. At the 2009 annual general meeting, a resolution was passed allowing us to call general meetings (other than annual general meetings) on not less than 14 clear days' notice. As this authority will expire at this AGM, we will be proposing a Resolution at the AGM to renew this authority.

Finally, we are asking shareholders to approve a number of amendments to our Articles of Association, primarily to reflect the coming into force of the Shareholders' Rights Regulations on 3 August 2009 and the remaining provisions of the Companies Act 2006 in October 2009. An explanation of the main changes between the proposed and the existing Articles of Association is set out on pages 13 and 14 in Part III of this document.

The directors of Rightmove plc at 31 December 2009 and as at the date of this letter are named on pages 16 and 17 of the 2009 Annual Report, together with their profiles. All directors served throughout the year under review, with the exception of Ashley Martin (Non-executive Director) who, having been appointed by the Board since the 2009 annual general meeting, on 11 June 2009, is seeking election at this AGM.

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

1. 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 and the reports of the directors and auditors for the year ended 31 December 2009.

2. DIRECTORS' REMUNERATION REPORT (RESOLUTION 2)

The Board has presented its directors' remuneration report to shareholders on pages 33 to 44 of the report and accounts for the year ended 31 December 2009 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.

3. FINAL DIVIDEND (RESOLUTION 3)

Shareholders are being asked to approve the final dividend in respect of the year ended 31 December 2009, which cannot be more than the amount the directors recommend. If Resolution 3 is passed, the proposed final dividend of 7.0p per ordinary share will be paid on 11 June 2010 to ordinary shareholders who are on the register of members on 14 May 2010.

4. RE-APPOINTMENT OF AUDITORS AND AUDITORS' REMUNERATION (RESOLUTIONS 4 AND 5)

The auditors of the Company must be re-appointed by shareholders at each general meeting at which the accounts are presented. KPMG Audit Plc 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 auditors' remuneration.

5. ELECTION OF DIRECTORS (RESOLUTIONS 6 TO 9)

The Articles of Association of the Company and provision A.7.1 of the Combined Code on Corporate Governance provide that any new director appointed by the Board during the period since the last annual general meeting may hold office only until the next such meeting, when that director must stand for election by the members. Accordingly, Ashley Martin, having been appointed to the Board on 11 June 2009, seeks election by the members at this year's AGM.

The Articles of Association of the Company also provide that, at every annual general meeting, 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 annual general meetings and did not retire at either such meeting. Edmund Williams, Nicholas McKittrick and Stephen Shipperley are retiring by rotation.

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

Ashley Martin

Ashley joined Rightmove plc in June 2009 as a non-executive director and also as Chairman of the Audit Committee, where he provides oversight of the financial reporting practices, internal control environment and compliance with the various listed company regulations. He is also a member of the Remuneration Committee. He is Finance Director of Rok plc and prior to that served as Group Finance Director of the media services company, Tempus plc. (Appointed 11 June 2009.) (Chairman of the Audit Committee and member of the Remuneration Committee.)

Edmund Williams

Ed joined Rightmove in December 2000 as Managing Director at its inception. He is Chairman of Holiday Lettings (Holdings) Limited in which Rightmove has a two-thirds ownership stake. His prior experience is in business strategy and IT consulting with McKinsey & Co, Accenture and JPMorgan. (Appointed 19 December 2000.)

Nicholas McKittrick

Nick joined Rightmove in 2000. He led the development of Rightmove's original website and then went on to build the new homes, lettings and overseas businesses. At the start of 2005 Nick became the Managing Director of the main Rightmove.co.uk operating subsidiary overseeing a trebling of revenue in three years. In 2009, he was promoted to the role of Chief Operating Officer and Finance Director. Before joining the Company he worked in Accenture for eight years in the technology consulting division. (Appointed to the Board on 5 March 2004.)

Stephen Shipperley

Stephen joined the Board on its formation in 2000. Stephen has over 30 years of experience in the property industry. He is Group Executive Chairman of Connells Limited, which has grown to become the second largest estate agency business in the UK with interests in residential estate agency, surveying, financial services, relocations and conveyancing. (Appointed 30 June 2000.)

Following the annual performance evaluation of the Board and the individual directors, the Board believes that Ashley Martin, Edmund Williams, Nicholas McKittrick and Stephen Shipperley continue to demonstrate strong commitment to the Company and to be effective members of the Board. The Board therefore recommends to shareholders the election/re-election of all four directors by virtue of their skills, experience and contribution to the Board.

6. ALLOTMENT OF SHARES (RESOLUTIONS 10 AND 11)

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 2009 is due to expire at the conclusion of this AGM. Accordingly, Resolution 10 is proposed as an ordinary resolution to replace the authority granted in May 2009. If approved by shareholders, this authority will expire at the conclusion of the AGM of the Company to be held in 2011 or, if earlier, the close of business on 4 August 2011.

Paragraph (i) of Resolution 10 grants a new authority to allot shares in the Company, or grant rights to subscribe for or convert any security into shares of the Company, up to an aggregate nominal value of £388,021, representing approximately 33.33 per cent. of the Company's ordinary share capital (excluding shares held in treasury) as at the close of business on 5 March 2010 (being the latest practicable date prior to the publication of this notice).

Consistent with the guidance issued by the Association of British Insurers, paragraph (ii) of Resolution 10 grants a new authority to allot shares in the Company, or grant rights to subscribe for or convert any security into shares in the Company in connection with a rights issue in favour of shareholders, up to an aggregate nominal value of £776,159, representing approximately 66.66 per cent. of the Company's ordinary share capital (excluding shares held in treasury) as at the close of business on 5 March 2010 (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") without any requirement to issue further shares. It is intended that the 2010 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 5 March 2010 (being the latest practicable date prior to the publication of this notice), the Company held 2,505,430 shares in the capital of the Company in treasury, representing 2.11 per cent. of the total ordinary share capital of the Company.

In Resolution 11, your directors request limited authority from shareholders to allot shares or sell the 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.

The corresponding authority granted in May 2009 is due to expire at the conclusion of this AGM. Accordingly, Resolution 11 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 shares held in treasury for cash up to an aggregate nominal value of £59,462 (being approximately 5 per cent. of the total ordinary share capital of the Company (including shares held in treasury) as at the close of business on 5 March 2010 (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 2011 or, if earlier, the close of business on 4 August 2011. 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 per cent. should not take place without prior consultation with shareholders.

7. PURCHASE OF THE COMPANY'S OWN SHARES (RESOLUTION 12)

Resolution 12, if passed, will provide authority for the Company to purchase its own ordinary shares at a price not less than one penny per share (exclusive of expenses) and not more than 5 per cent. above the average of the middle market quotations of the Company's ordinary shares as shown on the London Stock Exchange Daily Official List for the five dealing days before the purchase is made. The maximum authority sought is up to 15 per cent. of the Company's total ordinary share capital (excluding shares held in treasury) as at the close of business on 5 March 2010 (being the latest practicable date prior to the publication of this notice) to allow sufficient flexibility for the Company to continue its share buy back 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) and the directors would accordingly only make such purchases after considering the effect on earnings per share and the interests of shareholders generally. If given, this authority will expire at the conclusion of the AGM of the Company to be held in 2011 or, if earlier, the close of business on 4 August 2011.

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 5 March 2009 (being the latest practicable date prior to the publication of this notice), there were outstanding 7.7 million share-based incentives to subscribe for ordinary shares representing 6.6 per cent. 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 authority to purchase ordinary shares was exercised in full, the options to subscribe for ordinary shares would represent 7.8 per cent. of the then Company's issued ordinary share capital (excluding shares bought back into treasury and/or cancelled).

7. POLITICAL DONATIONS (RESOLUTION 13)

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 is the Company's policy not to make any political donation or incur any political expenditure. 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.

8. NOTICE OF GENERAL MEETINGS (RESOLUTION 14)

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 annual general meetings, which will continue to be held on at least 21 clear days' notice.

At the 2009 annual general meeting, a resolution was passed allowing the Company to call general meetings (other than annual general meetings) on not less than 14 clear days' notice. This authority expires at the current AGM, and so Resolution 14 seeks authority for the Company to be able to continue to call general meetings on not less than 14 clear days' notice.

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.

9. ADOPTION OF NEW ARTICLES OF ASSOCIATION (RESOLUTION 15)

It is proposed in Resolution 15 to adopt new Articles of Association (the "**New Articles**") in order to update the Company's current Articles of Association (the "**Current Articles**") primarily to take account of the coming into force of the Shareholders' Rights Regulations and the implementation of the last parts of the Companies Act 2006.

The principal changes introduced in the New Articles are summarised in Part III of this document. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006 or the Shareholders' Rights Regulations, or conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills have not been noted in Part III. The New Articles showing all the changes to the Current Articles are available for inspection, as noted on page 12 of this document.

ANNUAL GENERAL MEETING

Set out on pages 8 to 10 of this document is a notice convening the Company's AGM, to be held at 10am on Wednesday 5 May 2010.

The proposed ordinary resolutions will be passed if more than 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/investors.rsp on 6 May 2010.

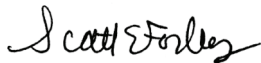
ACTION TO BE TAKEN

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 10am on Monday 3 May 2010. You can return your form of proxy by post to Capita Registrars, 34 Beckenham Road, Beckenham, Kent BR3 4TU. 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 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 you vote in favour of the resolutions to be proposed at the Annual General Meeting, as they intend to do so in respect of their own beneficial holdings.

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 of Rightmove plc (the “**Company**”) will be held at 10am on Wednesday 5 May 2010 at the offices of UBS Limited, 1 Finsbury Avenue, London EC2M 2PP 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 2009.
2. To approve the directors’ remuneration report, as set out in the 2009 report and accounts, for the year ended 31 December 2009.
3. To declare a final dividend of 7.0p per ordinary share for the year ended 31 December 2009.
4. To re-appoint KPMG Audit Plc as auditors 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 auditors.
6. To elect, as a director, Ashley Martin who was appointed as a director of the Company by the Board since the last annual general meeting.
7. To re-elect, as a director, Edmund Williams who retires by rotation as a director of the Company in accordance with the Articles of Association.
8. To re-elect, as a director, Nicholas McKittrick who retires by rotation as a director of the Company in accordance with the Articles of Association.
9. To re-elect, as a director, Stephen Shipperley who retires by rotation as a director of the Company in accordance with the Articles of Association.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, of which Resolutions 10 and 13 will be proposed as ordinary resolutions and Resolutions 11, 12, 14 and 15 will be proposed as special resolutions:

10. **THAT** the directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:
 - (i) up to an aggregate nominal amount of £388,021 (such amount to be reduced by the nominal amount allotted or granted under paragraph (ii) below in excess of £388,021); and
 - (ii) comprising equity securities (as defined in the Companies Act 2006) up to an aggregate nominal amount of £776,159 (such amount to be reduced by the nominal amount allotted or granted under paragraph (i) above) in connection with an offer by way of a rights issue:
 - (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 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 authorities shall expire at the conclusion of next year’s annual general meeting (or, if earlier, until the close of business on 4 August 2011), 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 shares to be allotted or rights to subscribe for or convert securities

into shares to be granted wholly or partly after such expiry and the directors 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 conferred hereby had not expired, and all existing authorities of this nature previously given to the directors pursuant to section 80 of the Companies Act 1985 be and are hereby revoked.

11. **THAT** if Resolution 10 is passed, the directors be and are hereby generally empowered to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that Resolution and/or where the allotment is treated as an allotment of equity securities under section 560(3) of the Companies Act 2006, free of the restriction in section 561(1) of the Companies Act 2006, such power to be limited:

- (i) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (ii) of Resolution 10, by way of a rights issue only):
 - (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 directors otherwise consider necessary,but subject to such exclusions, limits, restrictions or other arrangements as the directors may deem necessary or expedient 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 paragraph (i) of Resolution 10 and/or in the case of any transfer of treasury shares which is treated as an allotment of equity securities under section 560(3) of the Companies Act 2006, to the allotment (otherwise than under paragraph (a) above) of equity securities up to a nominal amount of £59,462,

and this authority shall expire at the conclusion of next year's annual general meeting or, if earlier, the close of business on 4 August 2011, 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 after such expiry and the directors may allot equity securities pursuant to any such offer or agreement as if the power hereby conferred had not expired.

12. **THAT** the Company be and is hereby generally and unconditionally 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 ordinary shares provided that:

- (i) the maximum number of ordinary shares hereby authorised to be purchased is 17,346,279;
- (ii) the minimum price which may be paid for an ordinary share is one penny 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 at the conclusion of next year's annual general meeting or, if earlier, the close of business on 4 August 2011; 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.

13. **THAT**, in accordance with section 366 of the Companies Act 2006, the Company and all companies that are subsidiaries of the Company at any time during the period for which this Resolution is effective be and are hereby generally and unconditionally 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 annual general meeting. 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.

- 14. **THAT** a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.
- 15. **THAT:**
 - (i) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
 - (ii) the amended Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

BY ORDER OF THE BOARD

Elizabeth Taylor
Company Secretary

Registered Office:
4th Floor
33 Soho Square
London
W1D 3QU

Date: 12 March 2010

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 Annual General Meeting 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 Annual General Meeting 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 Registrars on 0871 664 0391 (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 Registrars, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or if you prefer, electronically via the internet at www.capitashareportal.com or, if you are a CREST member, via CREST, in each case no later than 48 hours before the start of the Annual General Meeting. A reply-paid envelope is enclosed for your use in the UK or if you prefer you may return the proxy form in an envelope to FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham BR3 4TU to be received no later than 48 hours before the start of the Annual General Meeting. 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 Annual General Meeting 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 Annual General Meeting. 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 Annual General Meeting (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 Monday 3 May 2010 (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 Annual General Meeting.
7. As at 5 March 2010 (being the last business day prior to the publication of this notice) the Company's issued share capital consists of 118,923,411 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 5 March 2010 are 116,417,981.
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). 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 Monday 3 May 2010. 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 Annual General Meeting; 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 Annual General Meeting 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 Annual General Meeting 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 Annual General Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Annual General Meeting 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 Annual General Meeting that the question be answered.
15. A copy of this notice of Annual General Meeting, and other information required by s311A of the Companies Act 2006, can be found at www.rightmove.co.uk/investors.rsp.
16. Under section 338 and section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 22 March 2010, being the date 6 clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
17. You may not use any electronic address provided either in the notice of Annual General Meeting or any related documents (including the Chairman's letter and proxy form) to communicate for any purposes other than those expressly stated.
18. Copies of (i) the service agreements under which directors of the Company are employed, (ii) the terms and conditions of appointment of non-executive directors, (iii) the proposed new Articles of Association of the Company, and (iv) the existing memorandum and Articles of Association marked to show the changes being proposed in Resolution 15, are available for inspection at the Company's registered office, 4th Floor, 33 Soho Square, London W1D 3QU 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.

PART III

EXPLANATORY NOTES OF PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION

1. The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and Articles of Association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum. The Companies Act 2006 provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Companies Act 2006 the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in the company's articles of association but the company can remove these provisions by special resolution.

Further, the Companies Act 2006 states that unless a company's articles of association provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason, the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Companies Act 2006, are treated as forming part of the Company's Articles of Association as of 1 October 2009. Resolution 15(i) confirms the removal of these provisions for the Company. As the effect of this Resolution will be to remove the statement currently in the Company's memorandum regarding limited liability, the New Articles also contain an express statement regarding the limited liability of the Company's shareholders.

2. Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the Companies Act 2006 are in the main to be removed in the New Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution.

3. Change of name

Under the Companies Act 1985, a company could only change its name by special resolution. Under the Companies Act 2006 a company is able to change its name by other means provided for by its articles of association. To take advantage of this provision, the New Articles enable the directors to pass a resolution to change the Company's name.

4. Authorised share capital and unissued shares

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because an allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes.

5. Redeemable shares

Under the Companies Act 1985, if a company wished to issue redeemable shares, it had to include in its articles of association the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead, provided they are so authorised by the company's articles of association. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares, but if it did so the directors would need shareholders' authority to issue new shares in the usual way.

6. Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Under the Companies Act 1985, a company required specific enabling provisions in its articles of association to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves, as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the Companies Act 2006, a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles of association to contain enabling provisions. Accordingly, the relevant enabling provisions have been removed in the New Articles.

7. Adjournments for lack of quorum

Under the Companies Act 2006, as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The New Articles reflect this requirement.

8. Voting by proxies on a show of hands

The Shareholders' Rights Regulations have amended the Companies Act 2006 so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The New Articles remove provisions in the Current Articles dealing with proxy voting on the basis that these are dealt with in the Companies Act 2006 and contain a provision clarifying how the provision of the Companies Act 2006 giving the proxy a second vote on a show of hands should apply to discretionary authorities.

9. Use of seals

Under the Companies Act 1985, a company required authority in its articles of association to have an official seal for use abroad. Under the Companies Act 2006, such authority will no longer be required. Accordingly, the relevant authorisation has been removed in the New Articles.

The New Articles provide an alternative option for execution of documents (other than share certificates). Under the New Articles, when the seal is affixed to a document it may be signed by one authorised person in the presence of a witness, whereas previously the requirement was for signature by either a director and the secretary or two directors or such other person or persons as the directors may approve.

10. General

Generally, the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills.