

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 these documents, 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.

Rightmove plc

(Registered in England and Wales No. 6426485)

Notice of Annual General Meeting ('AGM') to be held on 4 May 2018

Your attention is drawn to the letter from the Chairman of Rightmove plc which is set out on pages 2 to 3, 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 Friday, 4 May 2018 at the offices of UBS Limited, 5 Broadgate, London EC2M 2QS is set out on pages 4 to 6, in Part I and explanatory notes on the resolutions and voting are set out in Part II of this document.

A proxy appointment should be completed by ordinary shareholders so that it is received by the Company's registrars by no later than 10am on Wednesday, 2 May 2018. To do this please complete and submit your proxy vote online via the share portal of our Registrar, Link Asset Services, at www.signalshares.com. You will need to log into your Rightmove Signal Shares account, or register if you have not previously done so. To register you will need your Investor Code; this is detailed in the enclosed letter. In CREST, you may appoint a proxy by completing and transmitting a CREST proxy instruction to our Registrar, Link Asset Services, so that it is received by no later than 10am on Wednesday, 2 May 2018. If you would prefer to receive a paper proxy form, please contact our Registrar on +44 (0) 371 664 0300.

* Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09.00 - 17.30, Monday to Friday excluding public holidays in England and Wales.

PART I
LETTER FROM THE CHAIRMAN

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

Directors:

Scott Forbes (Chairman)
Peter Brooks-Johnson (Chief Executive Officer)
Robyn Perriss (Finance Director)
Peter Williams (Senior Independent Non-Executive Director)
Ashley Martin (Non-Executive Director)
Rakhi Goss-Custard (Non-Executive Director)
Jacqueline de Rojas (Non-Executive Director)
Andrew Findlay (Non-Executive Director)
Lorna Tilbian (Non-Executive Director)

Registered Office:

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

29 March 2018

Dear Shareholder

ANNUAL GENERAL MEETING AND 2017 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 Friday, 4 May 2018 at the offices of UBS Limited, 5 Broadgate, London EC2M 2QS.

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, please submit your voting instructions electronically at www.signalshares.com as soon as possible and, in any event, by no later than 10am on Wednesday, 2 May 2018.

If you are a CREST member, please vote 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 12 and 13 in Part II of this document.

If you require a paper proxy form sent to you, please contact our Registrar, Link, on +44 (0) 371 664 0300.

The completion and return of your 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 4 and 6 in Part I of this document. However, by way of a summary, we will be proposing:

- (a) that the Annual Report for the financial year ended 31 December 2017 be received;
- (b) that the Directors' Remuneration Report for the financial year ended 31 December 2017, set out on pages 50 to 51 and 63 to 76 of the Annual Report be approved (this will be an advisory vote);

- (c) that a final dividend of 36p per share be declared for the financial year ended 31 December 2017;
- (d) that KPMG LLP be re-appointed as auditor and the directors be authorised to agree the auditor's remuneration;
- (e) that Scott Forbes, Peter Brooks-Johnson, Robyn Perriss, Peter Williams, Rakhi Goss-Custard and Jacqueline de Rojas be re-elected as directors and Andrew Findlay and Lorna Tilbian be elected as new directors;
- (f) that the directors be authorised to allot a percentage of the share capital of the Company and that authority be granted for limited share allotments to take place other 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 2017 and as at the date of this letter, are named on pages 30 and 31 of the 2017 Annual Report, together with their profiles. In accordance with the recommendations of the UK Corporate Governance Code, all directors who served throughout the year under review are seeking re-election at this AGM, apart from Ashley Martin who will retire from the Board following the meeting.

A full explanation of the resolutions that we will be proposing is set out in Part II on pages 7 to 11.

The proposed ordinary resolutions, numbered 1 – 14 and 18 will be passed if more than 50 percent of the votes cast are in favour and the proposed special resolutions, numbered 15, 16, 17 and 19, 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 on 4 May 2018.

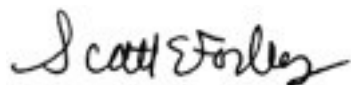
ACTION TO BE TAKEN

Whether or not you intend to be present at the AGM, please complete your proxy appointment online at www.signalshares.com or if you are a CREST member, via CREST. The submission of a proxy appointment 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

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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 Friday, 4 May 2018 at the offices of UBS Limited, 5 Broadgate, London EC2M 2QS. You will be asked to consider and if thought fit, to pass the resolutions below. Resolutions 15, 16, 17 and 19 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 2017.
2. To approve the Directors' Remuneration Report as set out in the 2017 Annual Report and accounts (other than the part containing the Directors' Remuneration Policy) for the year ended 31 December 2017.
3. To declare a final dividend of 36p per ordinary share for the financial year ended 31 December 2017.
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 Peter Brooks-Johnson as a director of the Company.
8. To re-elect Robyn Perriss as a director of the Company.
9. To re-elect Peter Williams as a director of the Company.
10. To re-elect Rakhi Goss-Custard as a director of the Company.
11. To re-elect Jacqueline de Rojas as a director of the Company.
12. To elect Andrew Findlay as a director of the Company.
13. To elect Lorna Tilbian 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 £302,771 to:
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) 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 3 August 2019), 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 authorised 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 authority 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 to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £45,416, such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 3 August 2019) but, in any case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.
16. **THAT** if resolution 14 is passed, in addition to any authority granted under resolution 15, the Board be authorised 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 authority to be:
- (i) limited to the allotment of equity securities and sale of treasury shares up to a nominal amount of £45,416; and
 - (ii) used for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 3 August 2019) but, in any case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.
17. **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 90,831 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:
 - (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
 - (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 the next AGM of the Company (or, if earlier, 3 August 2019) 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.

18. **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 the next 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.
19. **THAT** a general meeting other than an AGM may be called on not less than 14 clear days' notice.

BY ORDER OF THE BOARD



Sandra Odell
Company Secretary

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

Date: 29 March 2018

PART II

1. PRESENTATION OF THE 2017 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 2017.

2. DIRECTORS' REMUNERATION REPORT (RESOLUTION 2)

In accordance with section 439 of the Companies Act 2006, the Board seeks shareholder approval for the Directors' Remuneration Report set out on pages 50 to 51 and 63 to 76 of the Annual Report for the financial year ended 31 December 2017. The vote on Resolution 2 is only advisory, 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 financial year ended 31 December 2017, which cannot be more than the amount that the directors recommend. If resolution 3 is passed, the proposed final dividend of 36p per ordinary share will be paid on 1 June 2018 to ordinary shareholders who are on the register of members at close of business on 4 May 2018.

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.

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 meeting.

However, the Company continues 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 and held office at the date of this notice will be seeking re-election at the AGM with the exception of Ashley Martin, who retires from the Board having served for almost nine years as an independent non-executive director.

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 is Chairman of Ascential plc, Cars.com Inc and Innasol Group Limited and a Non-Executive director of Travelport Worldwide Limited.

He was Chairman of Orbitz Worldwide until September 2015 and a director of NetJets Management Ltd, a subsidiary of Berkshire Hathaway until October 2009. Scott has over 35 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.)

Peter Brooks-Johnson**Chief Executive Officer**

Peter joined Rightmove in 2006, became Chief Operating Officer in April 2013 and Chief Executive Officer in May 2017. He had previously been Managing Director of rightmove.co.uk from 2011 and head of the Agency business since 2008. Prior to joining Rightmove, Peter was a management consultant with Accenture and the Berkeley Partnership. (Appointed 10 January 2011.)

Robyn Perriss Finance Director

Robyn joined Rightmove in 2007 as Financial Controller with responsibility for day to day financial operations and was promoted to the Board as Finance Director in April 2013. She was also Company Secretary from April 2012 to July 2014 and from June to October 2016. 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 30 April 2013.)

Peter Williams**Senior Independent Non-Executive Director**

Peter is Chairman of boohoo.com, DP Eurasia N.V. and U and I plc. He was previously Senior Independent Director of ASOS plc and Sportech plc, Chairman of Jaeger, held Non-Executive Director roles at Cineworld Group plc, 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 Officer at Alpha Group plc and prior to that, Chief Executive Officer of Selfridges plc where he also acted as Chief Financial Officer for over ten years. (Appointed 3 February 2014.)

Rakhi Goss-Custard**Non-Executive Director**

Rakhi is a Non-Executive Director of Kingfisher plc, Schroders plc, Intu Properties plc and Be Heard Group plc. Rakhi was previously Director of UK Media at Amazon until 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 Product Development. Prior to Amazon, Rakhi previously advised Zappos and held strategy roles at TomTom and Oliver Wyman. (Appointed 28 July 2014.)

Jacqueline de Rojas CBE**Non-Executive Director**

Jacqueline is a Non-Executive Director of Costain Group plc and AO World plc, and the President of techUK. She has been employed throughout her career by global blue-chip software companies and has held senior positions at Citrix, CA Technologies, McAfee and Business Objects. Jacqueline is an advisor to the Digital Leaders Technology Group and a passionate advocate for diversity and inclusion in the workplace with a particular focus on getting women and girls into digital careers and studying STEM subjects. Formerly a Non-Executive Director of Home Retail Group from 2012 until its sale in 2016. She was awarded a CBE for services to international trade in the technology industry in the 2018 New Year's Honours list. (Appointed 30 December 2016.)

Andrew Findlay**Non-Executive Director**

Andrew has been the Chief Financial Officer of easyJet plc since 2015. Before joining easyJet, Andrew was Chief Financial Officer of Halfords plc and prior to that Director of Finance, Tax and Treasury at Marks and Spencer. He formerly held senior finance roles at the London Stock Exchange and at Cable and Wireless, both in the UK and USA. Andrew qualified as a chartered accountant with Coopers & Lybrand. (Appointed 1 June 2017.)

Lorna Tilbian

Non-Executive Director

Lorna is a Non-Executive Director of Jupiter UK Growth Investment Trust plc, Proven VCT plc, Finsbury Growth & income Trust PLC, Euromoney Institutional Investor PLC and M&C Saatchi plc. She was an Executive Director and Head of the Media Sector in Corporate Broking & Advisory at Numis Corporation PLC until September 2017. Lorna was a founder of Numis when it launched in 2001 having worked at Sheppards, as a director of SG Warburg and executive director of WestLB Panmure. Lorna sits on the Advisory Panel of Tech City UK's Future Fifty programme and has served as a Cabinet Ambassador (for Creative Britain) for the Department of Culture, Media & Sport. (Appointed 1 February 2018.)

The Board recommends Andrew Findlay's election as a Non-Executive Director because he has a wealth of financial expertise, proven commercial experience and a strong consumer-centric background. Andrew joined the Audit Committee on his appointment and will succeed Ashley Martin as the Audit Committee Chairman following the AGM. The Board determined that Andrew has suitable financial experience to Chair the Audit Committee and is independent in character and judgement.

The Board recommends Lorna Tilbian's election as a Non-Executive Director because she has invaluable experience advising and investing in the media sector, brings a strong investor perspective to the Board and has a comprehensive understanding of Rightmove's business strategy and model. The Board considered Lorna's prior association with Rightmove as a media analyst and a director of Numis Corporation PLC. Numis Securities Limited is not considered to have a material relationship with Rightmove as it does not receive a retainer and the commission it receives for routine share buyback services is immaterial. The Board therefore determined that Lorna is independent in character and judgement and would capably fulfil her duties as an independent Non-Executive Director.

Following the formal performance evaluation of the Board and the individual directors, the Board believes that Scott Forbes, Peter Brooks-Johnson, Robyn Perriss, Peter Williams, Rakhi Goss-Custard and Jacqueline de Rojas 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 Andrew Findlay and Lorna Tilbian by virtue of their skills, experience and contribution to the Board.

6. ALLOTMENT OF SHARES (RESOLUTION 14)

The directors may not allot new shares in the Company unless authorised to do so by shareholders in general meeting. Resolution 14 is proposed as an ordinary resolution to replace the authority granted in May 2017, which is due to expire at the conclusion of this AGM. If approved by shareholders, this authority will expire at the conclusion of the AGM of the Company to be held in 2019 or, if earlier, the close of business on 3 August 2019.

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 £302,771, 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 26 March 2018 (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 2018 share-based incentive awards will 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.

Save as described above, the directors have no present intention of issuing new shares in the Company.

At the close of business on 26 March 2018 the Company held 1,729,725 ordinary shares in treasury, representing 1.9 percent of the Company's total ordinary shares in issue (excluding shares held in treasury).

7. DISAPPLICATION OF PRE-EMPTION RIGHTS (RESOLUTION 15 AND 16)

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.

The directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding authority to issue equity securities non-pre-emptively and accordingly propose two separate resolutions to replace the corresponding authority granted in May 2017, which is due to expire at the conclusion of this AGM.

- i) Resolution 15, if passed, will allow the Company to deal with pro-rata share issues, such as rights issues, in a more practical manner with regard to fractional entitlements to shares and to exclude certain overseas shareholders from participating in share issues in 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 £45,416 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 26 March 2018.
- ii) Resolution 16, if passed, will allow the Company to issue shares or sell shares held in treasury for cash for the purposes of financing (or refinancing, if the authority is used within six months of the original transaction) an acquisition or specified Capital investment which the Board believes is contemplated by the Principles on Disapplying Pre-Emption Rights as most recently published by the Pre-Emption Group. This authority is limited to an aggregate nominal value of £45,416 being approximately 5 percent of the total issued ordinary share capital of the Company (excluding shares held in treasury) as at the close of business on 26 March 2018.

If given, the authorities in Resolutions 15 and 16 will expire at the conclusion of the AGM of the Company to be held in 2019 or, if earlier, the close of business on 3 August 2019. 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.

8. PURCHASE OF THE COMPANY'S OWN SHARES (RESOLUTION 17)

Resolution 17, if passed, will provide authority for the Company to purchase its issued ordinary shares (excluding shares held in treasury) at a price (exclusive of expenses) not less than one penny per share and not more than 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 10 percent of the Company's total issued ordinary share capital (excluding shares held in treasury) as at the close of business on 26 March 2018 (being the latest practicable date prior to the publication of this notice). This authority will allow sufficient flexibility for the Company to continue its share buyback programme, in line with its stated capital allocation policy, which in 2017 resulted in 2.2m shares being repurchased and cancelled. The effect of such purchases could be to reduce the number of shares outside treasury (and, if the purchased shares are cancelled, the number of shares in issue). The directors will 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 granted, this authority will expire at the conclusion of the AGM of the Company to be held in 2019 or, if earlier, the close of business on 3 August 2019.

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.

The 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 26 March 2018, there were outstanding 0.7 million share-based incentives which could be satisfied by the issue of ordinary shares representing 0.8 percent of the Company's ordinary share capital (excluding shares held in treasury). It is expected that all outstanding share-based incentives which could be satisfied by the issue of ordinary shares will be satisfied from shares held in the SIP Trust, the EBT or from shares held in treasury without the requirement to allot additional shares. If the existing authority given at the 2017 AGM and the authority now being sought by resolution 17 were to be exercised in full, the share-based incentives which could be satisfied by the issue of ordinary shares would represent 1.0 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 0.9 percent.

9. POLITICAL DONATIONS (RESOLUTION 18)

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, including 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.

10. NOTICE OF GENERAL MEETINGS (RESOLUTION 19)

The Companies Act 2006 requires all general meetings to 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 AGMs, which will continue to be held on at least 21 clear days' notice.

Resolution 19 seeks authority for the Company to be able to continue to call general meetings, apart from AGMs, 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.

In accordance with the Companies Act 2006, the Company will make available a means of electronic voting for all shareholders in order to be able to call a general meeting on less than 21 clear days' notice.

Notes to the Notice of Meeting

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. To appoint a proxy go to www.signalshares.com. If you need help with voting online or require a paper proxy form, please contact our Registrar, Link Asset Services, on +44 (0) 371 664 0300 calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09.00 - 17.30, Monday to Friday excluding public holidays in England and Wales.

1. 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 our Registrars, Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF, or electronically via the internet at www.signalshares.com or, if you are a CREST member, via CREST, in each case no later than 10am on Wednesday, 2 May 2018 or no later than 48 hours before any adjourned meeting, excluding non-business days. You may return the proxy form in an envelope to FREEPOST PXS, 34 Beckenham Road BR3 9ZA to be received no later than 10am on Wednesday, 2 May 2018.
2. The submission 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.
3. 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.
4. 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.
5. 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 close of business on Wednesday, 2 May 2018 (or, in the event of any adjournment, close of business 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.
6. As at 26 March 2018 (being the latest practicable date prior to the publication of this notice) the Company's issued share capital consists of 92,561,096 ordinary shares carrying one vote each, of which 1,729,725 are held in treasury. Therefore, the total voting rights in the Company as at 26 March 2018 were 90,831,371.
7. 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.

8. 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 Wednesday, 2 May 2018. 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.
9. 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.
10. 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.
11. 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.
12. In the case of joint shareholders, the signature of any of them will do, but the names of all joint holders should be shown. The vote of the senior holder who submits a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holder(s); for this purpose, seniority shall be determined by the order in which the names appear on the joint holding in the Register of Members.
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: (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) 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 section 311A of the Companies Act 2006, can be found at 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) 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.