

## **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 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.

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## **Rightmove plc**

*(the '**Company**')*

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

### **Notice of Annual General Meeting ('AGM') to be held on 10 May 2019**

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Your attention is drawn to the letter from the Chairman of Rightmove plc which is set out on pages 2 to 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 (the '**Notice**') of the Company to be held at 10am on Friday, 10 May 2019 at the offices of UBS AG London Branch, 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, 8 May 2019. 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](http://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 can be found on your share certificate or dividend confirmation. 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, 8 May 2019. If you would prefer to receive a paper proxy form, please contact our Registrar, by email at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk) or on +44 (0) 371 664 0391\*.

\* 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)  
Rakhi Goss-Custard (Non-Executive Director)  
Jacqueline de Rojas (Non-Executive Director)  
Andrew Findlay (Non-Executive Director)  
Lorna Tilbian (Non-Executive Director)

*Registered Office:*

2 Caldecotte Lake Business Park  
Caldecotte Lake Drive  
Caldecotte  
Milton Keynes  
MK7 8LE

5 April 2019

Dear Shareholder

**2019 ANNUAL GENERAL MEETING ('AGM') AND 2018 ANNUAL REPORT**

**INTRODUCTION**

I am pleased to invite you to attend the **AGM** of the **Company** which will be held at 10am on Friday, 10 May 2019 at the offices of UBS AG London Branch, 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 chairpersons 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](http://www.signalshares.com) as soon as possible and, in any event, by no later than 10am on Wednesday, 8 May 2019.

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 10 and 11 in Part II of this document.

If you would prefer a paper proxy form to be sent to you, please contact our Registrar, Link Asset Services ('Link'), by email at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk) or on +44 (0) 371 664 0391\*.

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 to 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 2018 be received;
- (b) that the Directors' Remuneration Report for the financial year ended 31 December 2018, set out on pages 58 to 59 and 71 to 84 of the Annual Report be approved (this will be an advisory vote);
- (c) that a final dividend of 4p per ordinary share be declared for the financial year ended 31 December 2018;
- (d) that KPMG LLP be re-appointed as the Company's auditor and the directors be authorised to agree the auditor's remuneration;
- (e) that Scott Forbes, Peter Brooks-Johnson, Robyn Perriss, Rakhi Goss-Custard, Jacqueline de Rojas, Andrew Findlay and Lorna Tilbian be re-elected as directors;
- (f) that the directors be authorised to allot a percentage of new shares in 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 2018 and as at the date of this letter, are named on pages 36 and 37 of the 2018 Annual Report, together with their profiles. Peter Williams has confirmed that he will not be seeking re-election at the AGM. In accordance with the recommendations of the 2018 UK Corporate Governance Code (the 'Code'), all continuing directors are seeking re-election at this AGM.

A full explanation of the resolutions that we will be proposing is set out in Part II on pages 7 to 9.

The proposed ordinary resolutions, numbered 1 – 13 and 17 will be passed if more than 50 percent of the votes cast are in favour and the proposed special resolutions, numbered 14, 15, 16 and 18, will be passed if at least 75 percent of the votes cast are in favour.

All resolutions for consideration at the AGM will be decided on a poll. This means that a shareholder has one vote in respect of each share held and gives as many shareholders as possible the opportunity to have their votes counted.

The results of the AGM will be published in the shareholder section of the Company's investor website at [plc.rightmove.co.uk](http://plc.rightmove.co.uk) on 10 May 2019.

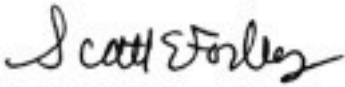
### **ACTION TO BE TAKEN**

Whether or not you intend to be present at the AGM, please complete your proxy appointment online at [www.signalshares.com](http://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**

The 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, 10 May 2019 at the offices of UBS AG London Branch, 5 Broadgate, London, EC2M 2QS. You will be asked to consider and if thought fit, to pass the resolutions below. Resolutions 14, 15, 16 and 18 will be proposed as special resolutions, all other resolutions will be proposed as ordinary resolutions.

1. To receive the annual accounts and reports including the reports of the directors and auditors for the financial year ended 31 December 2018.
2. To approve the Directors' Remuneration Report as set out in the 2018 Annual Report and accounts (other than the part containing the Directors' Remuneration Policy) for the year ended 31 December 2018.
3. To declare a final dividend of 4p per ordinary share for the financial year ended 31 December 2018.
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 Rakhi Goss-Custard as a director of the Company.
10. To re-elect Jacqueline de Rojas as a director of the Company.
11. To re-elect Andrew Findlay as a director of the Company.
12. To re-elect Lorna Tilbian as a director of the Company.
13. **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 £297,438 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 end of the next AGM of the Company (or, if earlier, at the close of business on 10 August 2020), 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.

14. **THAT** if resolution 13 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 (i) above) up to a nominal amount of £44,616, such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 10 August 2020) 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.
15. **THAT** if resolution 13 is passed, in addition to any authority granted under resolution 14, 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 £44,616; 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 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 10 August 2020) 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** 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 0.1p each ('**ordinary shares**') such power to be limited:
- (i) to a maximum number of 89,231,547 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 authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 10 August 2020) but in each case so that the Company may enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after the power ends and the Company may purchase ordinary shares pursuant to any such contract as if the power had not ended.

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

BY ORDER OF THE BOARD



Sandra Odell  
Company Secretary

*Registered Office:*  
2 Caldecotte Lake Business Park,  
Caldecotte Lake Drive,  
Caldecotte,  
Milton Keynes,  
MK7 8LE.

Date: 5 April 2019

## PART II

### NOTES TO THE RESOLUTIONS

#### **RESOLUTION 1 - PRESENTATION OF THE 2018 ANNUAL REPORT**

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 2018.

#### **RESOLUTION 2 - DIRECTORS' REMUNERATION REPORT**

In accordance with section 439 of the Companies Act 2006, the Board seeks shareholder approval for the Directors' Remuneration Report set out on pages 58 to 59 and 71 to 84 of the Annual Report for the financial year ended 31 December 2018. The vote on Resolution 2 is only advisory, therefore the directors' entitlement to remuneration is not conditional on the resolution being passed.

#### **RESOLUTION 3 - FINAL DIVIDEND**

Shareholders are being asked to approve the final dividend in respect of the financial year ended 31 December 2018, which cannot be more than the amount that the directors recommend. If resolution 3 is passed, the proposed final dividend of 4p per ordinary share will be paid on 31 May 2019 to ordinary shareholders who are on the register of members at close of business on 3 May 2019.

#### **RESOLUTIONS 4 AND 5 - APPOINTMENT OF THE AUDITOR AND AUDITOR'S REMUNERATION**

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 shareholder authority to agree the auditor's remuneration.

#### **RESOLUTIONS 6 TO 12 – RE-ELECTION OF DIRECTORS**

The Articles of Association of the Company require directors to retire by rotation and offer themselves for re-appointment by shareholders where they have not retired at the preceding two AGMs. However, the Company follows the requirements of the UK Corporate Governance Code 2018 (the 'Code') in relation to the annual re-election of directors, therefore all directors, apart from Peter Williams, will be seeking re-election at the AGM.

Biographical details of all directors standing for re-election, including a statement of their contribution to the long-term success of the Company, are set out in Appendix 1 on pages 12 to 14 and can be found on pages 36 and 37 of the Annual Report and Accounts. They are also available on the Company's website at [plc.rightmove.co.uk](http://plc.rightmove.co.uk).

Following the outcome of the externally facilitated Board evaluation process, the Nomination Committee concluded that all directors, including the non-executive directors:

- i. make an effective and valuable contribution to Board meetings, and to the meetings of the committees on which they sit; and
- ii. demonstrate a strong commitment to their roles and the Company.

The Board therefore recommends the re-election of all the directors seeking re-election by virtue of their skills, experience and contribution to the Board and to the long-term success of the Company.

#### **RESOLUTION 13 - ALLOTMENT OF SHARES**

The directors may not allot new shares in the Company unless authorised to do so by shareholders in general meeting. Resolution 13 is proposed as an ordinary resolution to replace the authority granted in May 2018, 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 2020 or, if earlier, the close of business on 10 August 2020.

Resolution 13 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 £297,438, 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 22 March 2019 (being the latest practicable date prior to the publication of this Notice).

All existing 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 share-based incentive awards granted or vesting in 2019 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 22 March 2019 the Company held 14,480,680 ordinary shares in treasury, representing 1.6 percent of the Company's total ordinary shares in issue (excluding shares held in treasury).

## **RESOLUTION 14 AND 15 - DISAPPLICATION OF PRE-EMPTION RIGHTS**

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 intend to continue following 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 authorities granted in May 2018, which are due to expire at the conclusion of this AGM.

- i) Resolution 14, 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 £44,616 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 22 March 2019.
- ii) Resolution 15, 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 £44,616 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 22 March 2019.

If granted, the authorities in Resolutions 14 and 15 will expire at the conclusion of the AGM of the Company to be held in 2020 or, if earlier, the close of business on 10 August 2020. 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.

## **RESOLUTION 16 - PURCHASE OF THE COMPANY'S OWN SHARES**

Resolution 16, 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 0.1p per ordinary 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 22 March 2019 (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 2018 resulted in a total of 1.3m 1p shares and 11.7m 0.1p 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 this to be effective capital management and the buyback would be in the best interests of shareholders generally, taking into account relevant factors and circumstances at that time, for example the effect on earnings per share. If granted, this authority will expire at the conclusion of the AGM of the Company to be held in 2020 or, if earlier, the close of business on 10 August 2020.

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 22 March 2019, there were outstanding 5.5 million share-based incentives which could be satisfied by the issue of ordinary shares representing 0.6 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 2018 AGM and the authority now being sought by resolution 16 were to be exercised in full, the share-based incentives which could be satisfied by the issue of ordinary shares would represent 0.8 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 0.7 percent.



## **RESOLUTION 17 - POLITICAL DONATIONS**

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 directors consider it prudent to seek shareholder approval for the Company to make political donations and incur political expenditure pursuant to the Companies Act 2006.

## **RESOLUTION 18 - NOTICE OF GENERAL MEETINGS**

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 18 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

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company, but must attend the AGM to represent you. To appoint a proxy, go to [www.signalshares.com](http://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.
2. To be valid, any proxy form or other instrument appointing a proxy must be received by post at FREEPOST PXS, 34 Beckenham Road, BR3 9ZF or by hand at our Registrars, Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF (during normal business hours only), or electronically via the internet at [www.signalshares.com](http://www.signalshares.com) or, if you are a CREST member, via CREST, in each case no later than 10am on Wednesday, 8 May 2019 or no later than 48 hours before any adjourned meeting, excluding non-business days.
3. The submission of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in note 10) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
4. Any person to whom this Notice is sent who is nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. Such persons should direct any communications and enquiries to the registered holder of the shares by whom they were nominated and not to the Company or its Registrars.
5. The statement of the rights of shareholders in relation to the appointment of proxies in notes 2 and 3 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at close of business on Wednesday, 8 May 2019 (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.
7. As at 22 March 2019 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consists of 906,796,156 ordinary shares carrying one vote each, of which 14,480,680 are held in treasury. Therefore, the total voting rights in the Company as at 22 March 2019 were 892,315,476.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 10am on Wednesday, 8 May 2019. 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 their 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. 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.
14. 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.
15. 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.
16. Personal data provided by shareholders at or in relation to the AGM (including names, contact details, votes and Shareholder Reference Numbers) will be processed in line with the company's privacy policy which is available at [www.rightmove.co.uk/this-site/privacy-policy.html](http://www.rightmove.co.uk/this-site/privacy-policy.html).
17. 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](http://plc.rightmove.co.uk).
18. 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.
19. Copies of the following documents are available for inspection at the Company's registered office, 2 Caldecotte Lake Business Park, 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:
  - (i) the service agreements under which directors of the Company are employed; and
  - (ii) the terms and conditions of appointment of non-executive directors.

## Appendix 1

### BIOGRAPHIES OF THE DIRECTORS SEEKING RE-ELECTION

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#### **Scott Forbes**

##### **Chairman**

##### **Nationality**

American and British

##### **Appointment to the Board**

13 July 2005

##### **Committee membership**

Nomination (Chairman)

##### **Previous roles and relevant experience**

Chairman of Orbitz Worldwide until September 2015 and Director of NetJets Management Ltd, a subsidiary of Berkshire Hathaway until October 2009. Scott has over 40 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.

##### **Current external commitments**

Chairman of Cars.com Inc

Chairman of Ascential plc

Non-executive director of Travelport Worldwide Limited  
*(retirement pending completion of agreed sale of Travelport to a financial sponsor group)*

##### **Contribution to Rightmove's success**

Scott is a highly experienced leader who has championed Rightmove since 2006. His wealth of experience, including chairing the Board of a number of successful online companies, financial M&A experience and wide-ranging commercial acumen, together with his strong advocacy for diversity and good governance continues to shape Rightmove's position as the UK's number one property portal.

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#### **Peter Brooks-Johnson**

##### **Chief Executive Officer**

##### **Nationality**

British

##### **Appointment to the Board**

10 January 2011

##### **Previous roles and relevant experience**

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

##### **Current external commitments**

Non-executive director of Adevinta

*(formerly MPI, the international online classifieds operation of Schibsted Media Group)*

##### **Contribution to Rightmove's success**

Peter has a broad experience of online classified media advertising. He has been one of the driving forces behind Rightmove's business strategy and growth since 2006. As a director he has helped the Company transition from a listings' platform to a marketing platform with relevant advertising products to enable Rightmove's customers to differentiate their proposition; thereby contributing to the Company's consistently strong growth and future success.

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**Robyn Perriss**  
**Finance Director**

**Nationality**  
British and South African

**Appointment to the Board**  
30 April 2013

**Previous roles and relevant experience**

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.

**Current external commitments**  
None

**Contribution to Rightmove's success**

Robyn is responsible for the day to day management of Rightmove's finances and is a key contributor to all strategic commercial decisions. She has helped maintain a disciplined approach to cost investment, contributing to best in class margins. Robyn heads up the Rightmove Investor Relations function and has regular dialogue with the analyst community and Rightmove shareholders. She is also responsible for the Company's capital management policy and her contribution continues to deliver consistently strong shareholder returns.

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

**Nationality**  
American

**Appointment to the Board**  
28 July 2014

**Previous roles and relevant experience**

Rakhi was a Director of UK Media at Amazon to June 2014. She held various other senior positions during her 11-year tenure at Amazon including 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. She was also a non-executive director of Be Heard Group plc until August 2018.

**Committee membership**  
Remuneration, Nomination

**Current external commitments**  
Non-executive director of Kingfisher plc  
Non-executive director of Schroders plc  
Non-executive director of Intu Properties plc

**Contribution to Rightmove's success**

Rakhi's focus on customer experience and innovation across a spectrum of digital products, desktop and mobile platforms continues to prove invaluable to Rightmove's long-term success as we continuously improve our proposition for our customers seeking to reach the UK's largest property viewing audience.

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**Andrew Findlay**  
**Non-Executive Director**

**Nationality**  
British

**Appointment to the Board**  
1 June 2017

**Previous roles and relevant experience**

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 US. Andrew qualified as a chartered accountant with Coopers & Lybrand.

**Committee membership**  
Audit (Chairman), Nomination

**Current external commitments**  
Director of easyJet plc

**Contribution to Rightmove's success**

Andrew's wealth of financial expertise across a diverse number of listed businesses and understanding of strong internal control frameworks, coupled with his proven commercial experience and a strong consumer-centric background is an important contributor to the long-term success and governance of the Company.

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

**Nationality**

British

**Appointment to the Board**

30 December 2016

**Previous roles and relevant experience**

Jacqueline has been employed throughout her career by global blue-chip software companies and has held senior positions at Citrix, CA Technologies, McAfee and Ascential Software. She was a non-executive director of Home Retail Group plc from 2012 to 2016. Jacqueline is the president of techUK and the co-chair of the Institute of Coding. She is passionate about diversity and inclusion in the workplace with a particular focus on getting women and girls into digital careers and studying STEM subjects. She was awarded a CBE for services to international trade in technology in the 2018 New Year Honours list.

**Committee membership**

Audit, Nomination

**Current external commitments**

President of techUK  
Non-executive director of Costain Group plc  
Non-executive director of AO World plc  
Co-chair of the Institute of Coding

**Contribution to Rightmove's success**

Jacqueline is a recognised technology leader in the UK, with extensive knowledge of cyber risk and security. She is a passionate advocate for increased opportunities for women and diversity in both the boardroom and technology workplace. Jacqueline's contribution in these areas supports Rightmove's continuous quest to deliver innovation to and engagement with our customers as they seek to reach the UK's largest home moving audience and is vital to the Company's long-term success.

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**Lorna Tilbian**

**Non-Executive Director**

**Nationality**

British

**Appointment to the Board**

1 February 2018

**Previous roles and relevant experience**

Lorna was Executive Director and Head of the Media Sector in Corporate Broking & Advisory at Numis Corporation PLC until September 2017. She 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 TechNation's Future Fifty programme and has served as a Cabinet Ambassador for Creative Britain for the Department of Culture, Media & Sport.

**Committee membership**

Remuneration, Nomination

**Current external commitments**

Non-executive director of Jupiter UK Growth Investment Trust plc  
Non-executive director of Proven VCT plc  
Non-executive director of Finsbury Growth & Income Trust PLC  
Non-executive director of Euromoney Institutional Investor PLC  
Non-executive director M&C Saatchi PLC

**Contribution to Rightmove's success**

Lorna has a wealth of experience within and a deep knowledge of the media sector. She brings a strong investor and capital markets perspective to the Board. Her comprehensive understanding of Rightmove's business strategy and the resilience of the model will help contribute to the long-term success of the Company.