

## 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 7 May 2021

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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, 7 May 2021 at the Company's London office at 6th Floor, 33 Soho Square, London W1D 3QU 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.

In view of current Government guidance on public gatherings and non-essential travel, regrettably at the time of publication, we do not anticipate that shareholders (other than those required to form a quorum at the meeting) will be permitted to attend the AGM in person. This is to protect the health and well-being of our shareholders, directors, employees and other stakeholders. Shareholders will be able to view additional information relating to the business of the AGM on our website, ask questions and vote in advance of the meeting.

You will be able to appoint a proxy online, via CREST or by post to vote on your behalf. We welcome shareholders' questions in advance of the meeting and will be pleased to answer any questions prior to voting closing on 5 May. We will also publish Q & A's on our website before the meeting. We will notify our shareholders of any changes to the AGM arrangements in the usual way and recommend that you look out for updates on the Company's investor website at [plc.rightmove.co.uk](http://plc.rightmove.co.uk).

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, 5 May 2021. To do this please complete and submit your proxy vote online via the share portal of our Registrar, Link Group, 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 Group, so that it is received by no later than 10am on Wednesday, 5 May 2021. 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 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:*

Andrew Fisher (Chairman)  
Peter Brooks-Johnson (Chief Executive Officer)  
Alison Dolan (Chief Financial Officer)  
Jacqueline de Rojas (Senior Independent Non-Executive Director)  
Rakhi Goss-Custard (Non-Executive Director)  
Andrew Findlay (Non-Executive Director)  
Lorna Tilbian (Non-Executive Director)  
Amit Tiwari (Non-Executive Director)

*Registered Office:*

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

26 March 2021

Dear Shareholder

I am pleased to invite you to attend the AGM of the Company which will be held at 10am on Friday, 7 May 2021 at the Company's London office at 33 Soho Square, London W1D 3QU.

Your involvement in the AGM is valued either in person or by proxy and is an important part of our dialogue with shareholders. We would like to welcome you to attend the AGM in person, however, in light of current Government guidance on public gatherings and non-essential travel, shareholders will not be permitted to attend in person. The Board welcomes shareholders' questions which may be submitted via the Company Secretary in advance of the meeting. We encourage you to vote in advance by appointing a proxy online, this will ensure that your vote counts at the meeting as all resolutions will be decided on a poll. If you have any questions for the Board relating to the AGM business, please contact our Company Secretary by email at [CompanySecretary@rightmove.co.uk](mailto:CompanySecretary@rightmove.co.uk)

If you would like to vote on the resolutions 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, 5 May 2021.

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

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 11 and 12 in Part II of this document.

The completion and return of your proxy instruction will not prevent you from attending and voting at the AGM in person if permitted. 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 year ended 31 December 2020 be received;
- (b) that the Directors' Remuneration Report for the year ended 31 December 2020, set out on pages 67 to 86 of the Annual Report be approved, as supplemented by the explanatory note on page 7 (this will be an advisory vote);
- (c) that a final dividend of 4.5p per ordinary share be declared for the year ended 31 December 2020;
- (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 Alison Dolan be elected as a Director, and that Andrew Fisher, Peter Brooks-Johnson, Jacqueline de Rojas, Rakhi Goss-Custard, Andrew Findlay, Amit Tiwari 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 shareholders' pro-rata entitlements;
- (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;
- (i) that the Company be authorised to call general meetings (other than an AGM) on not less than 14 clear days' notice; and
- (j) that the Company's revised Articles of Association be adopted.

Profiles of the Directors of the Company as at the date of this letter, can be found on pages 48 and 50 of the 2020 Annual Report. All Directors will stand for election or re-election (as appropriate) at this AGM.

Shareholders are asked for approval to update the Company's Articles of Association, which have not been changed since 2010. A summary of the principal changes proposed are set out in Appendix 2 to the notice of meeting.

A full explanation of the proposed resolutions is set out in Part II on pages 7 to 10.

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, 19 and 20, 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 for each share held and allows as many shareholders as possible the opportunity to have their votes counted at the meeting.

This year we will publish a summary of proxy voting in advance of the AGM on our investor website, together with any questions raised by shareholders. The final results of the poll will be published in the shareholder section of our investor website at [plc.rightmove.co.uk](http://plc.rightmove.co.uk) following the meeting.

#### **ACTION TO BE TAKEN**

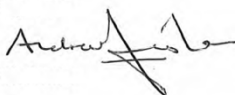
As always, we would prefer to welcome you to attend the AGM in person, however, in light of current Government guidance on public gatherings and non-essential travel, shareholders (other than those required to form a quorum at the meeting) will not be permitted to attend the AGM in person. You will be able to appoint a proxy online, via CREST or by post to vote on your behalf. We welcome shareholders' questions in advance of the meeting, via email to our Company Secretary, and will publish Q & A's on our website. We will notify our shareholders of any changes to the AGM arrangements in the usual way and recommend that you look out for updates on the Company's investor website at [plc.rightmove.co.uk](http://plc.rightmove.co.uk).

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 or any adjournment in person if you wish.

If you have any questions for the Board relating to the AGM business, please contact our Company Secretary by email at [CompanySecretary@rightmove.co.uk](mailto:CompanySecretary@rightmove.co.uk).

#### **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.



**Andrew Fisher**

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, 7 May 2021 at the Company's London office at 33 Soho Square, London, W1D 3QU. You will be asked to consider and if thought fit, to pass the resolutions below. Resolutions 15, 16, 17, 19 and 20 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 auditor for the financial year ended 31 December 2020.
2. To approve the Directors' Remuneration Report as set out in the 2020 Annual Report and accounts for the year ended 31 December 2020 as supplemented by the Note to Resolution 2.
3. To declare a final dividend of 4.5p per ordinary share for the financial year ended 31 December 2020.
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 elect Alison Dolan as a Director of the Company.
7. To re-elect Andrew Fisher as a Director of the Company.
8. To re-elect Peter Brooks-Johnson as a Director of the Company.
9. To re-elect Jacqueline de Rojas as a Director of the Company.
10. To re-elect Rakhi Goss-Custard as a Director of the Company.
11. To re-elect Andrew Findlay as a Director of the Company.
12. To re-elect Amit Tiwari as a Director of the Company.
13. To re-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 £290,145 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 7 August 2022), 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 (i) above) up to a nominal amount of £43,526,

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 7 August 2022) 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 £43,526; 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 7 August 2022) 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 0.1p each ('ordinary shares') such power to be limited:

- (i) to a maximum number of 87,052,212 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 7 August 2022) 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.
20. **THAT** with effect from the conclusion of the meeting, the articles of association in the form produced to the meeting and initialled by the Chair of the meeting for the purpose of identification be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles of Association of the Company.

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: 26 March 2021

## PART II

### NOTES TO THE RESOLUTIONS

#### RESOLUTION 1 – 2020 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 year ended 31 December 2020.

#### 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 ('DRR') set out on pages 67 to 86 of the 2020 Annual Report.

After the DRR was finalised, the Remuneration Committee granted PSP awards to the executive directors on 3 March 2021, subject to the TSR and EPS performance targets set out in the DRR, before the Corporation Tax changes announced by the Chancellor of the Exchequer were realised. Shortly following the grant, on 9 March, the Committee convened and agreed a corresponding change to the EPS targets set out on page 85 of the DRR, taking into account market conditions and the impact of the proposed future increase in UK corporation tax rates, as follows:

Adjusted Basic EPS growth from 2021 to 2023 <sup>(1)</sup>	% of award vesting (maximum 50%)
Less than 87%	0%
87%	12.5%
95%	50%
Between 87% and 95%	Straight-line vesting

(1) The benchmark adjusted basic EPS for the financial year 2020 from which these targets will be measured is 12.9p.

The Committee is satisfied that these targets remain appropriately stretching. In the event that the proposed future tax increase is not enacted, the Committee will adjust targets appropriately, so as to retain the originally intended stretch.

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 asked to approve the final dividend in respect of the year ended 31 December 2020, which cannot be more than the amount that the Directors recommend. If resolution 3 is passed, the proposed final dividend of 4.5p per ordinary share will be paid on 28 May 2021 to ordinary shareholders who are on the register of members at close of business on 30 April 2021.

#### 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 is willing 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 resolution 5 the Directors seek the usual shareholder authority to agree the auditor's remuneration.

#### RESOLUTIONS 6 TO 13 – RE-ELECTION OF DIRECTORS

The 2018 Corporate Governance Code (the 'Code') provides that any new Director appointed by the Board during since the last AGM may hold office only until the next such meeting, when they must stand for election by the members. The Company follows the requirements of the Code in relation to the annual re-election of all Directors.

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 13 to 16 and can be found on pages 48 to 50 of the Annual Report and Accounts. They are also available on the investor website at [plc.rightmove.co.uk](http://plc.rightmove.co.uk).

Following the outcome of the Board evaluation process, the Nomination Committee concluded that all Directors:

- (i) have the necessary skills for and 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 14 – ALLOTMENT OF SHARES**

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 2020, 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 2022 or, if earlier, the close of business on 7 August 2022.

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 £290,145, 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 19 March 2021 (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 2021 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 19 March 2021 the Company held 13,285,490 ordinary shares in treasury, representing 1.5% percent of the Company's total ordinary shares in issue (excluding shares held in treasury).

## **RESOLUTION 15 AND 16 – 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 under 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 2020, which are 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 £43,526 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 19 March 2021.
- (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 £43,526 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 19 March 2021.

If granted, the authorities in resolutions 15 and 16 will expire at the conclusion of the AGM of the Company to be held in 2022 or, if earlier, the close of business on 7 August 2022. 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 17– PURCHASE OF THE COMPANY’S OWN SHARES**

Resolution 17, if passed, will provide authority for the Company to purchase its issued ordinary shares (excluding shares held in treasury) in the market 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 19 March 2021 (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 2020 resulted in 5 million 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 2022 or, if earlier, the close of business on 7 August 2022.

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 UK Listing Authority requirements and should not be taken as any representation of the terms upon which the Company may purchase shares.

As at the close of business on 19 March 2021, there were outstanding 4.3 million share-based incentives which could be satisfied by the issue of ordinary shares representing 0.5 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 2020 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 0.62 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 0.55 percent.

## **RESOLUTION 18 – 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 19 – 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 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.

### **RESOLUTION 20 – ADOPTION OF NEW ARTICLES OF ASSOCIATION ('New Articles')**

Resolution 20 seeks approval to adopt the New Articles, which reflect changes in both market practice and legal and regulatory requirements. In particular, the proposed amendments will enable and more clearly set out the process under which the Company may hold general meetings as hybrid meetings by enabling shareholders to participate via electronic means or in person. The intended purpose and effect of the major amendments are set out in Appendix 2 of this Notice, although changes of a minor, technical, or clarifying nature have not been detailed in full. A copy of the Company's current Articles of Association (the 'Current Articles') and the New Articles (along with a version marked to show the proposed changes) will be available for inspection during normal business hours at the Company's registered office, and on the Company's website from the date of this Notice until the close of the meeting. The New Articles will also be available for inspection at the AGM at least 15 minutes prior to the start of the meeting and up until the close of the meeting.

## 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 Group by email at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk) or by telephone 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, (PXS must be in capitals no further details required), or by hand at our Registrars, Link Group, PXS 1, 10<sup>th</sup> floor, Central Square, 29 Wellington Street, Leeds LS1 4DL (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, 5 May 2021 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, 5 May 2021 (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 19 March 2021 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consists of 883,807,616 ordinary shares of 0.1 pence carrying one vote each, of which 13,285,490 are held in treasury. Therefore, the total voting rights in the Company as at 19 March 2021 were 870,522,126.
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, 5 May 2021. 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 or from the Company Secretary at [CompanySecretary@rightmove.co.uk](mailto:CompanySecretary@rightmove.co.uk) 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;
  - (ii) the terms and conditions of appointment of Non-Executive Directors; and
  - (iii) the proposed new Articles of Association.

## Appendix 1

### BIOGRAPHIES OF THE DIRECTORS SEEKING ELECTION OR RE-ELECTION

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#### **Andrew Fisher**

Chair

#### **Nationality**

British

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

1 January 2020

#### **Committee membership**

Nomination (Chair)

#### **Current external commitments**

Non-Executive Director (and Remuneration Committee Chair) of Marks and Spencer Group plc

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

Andrew has a background in building digital, media and entrepreneurial businesses and executing a high growth strategy. He also has experience of serving on the Boards of a number of listed companies as a Non-Executive Director.

He was previously CEO and Executive Chairman of Shazam, where he was instrumental in developing and executing a growth strategy to establish one of the world's leading mobile consumer brands. He was also European Managing Director of Infospace Inc and the founder and Managing Director of TDLI.com. Andrew was a Non-Executive Director of Moneysupermarket.com Group plc until May 2020 and Merlin Entertainments plc until November 2019.

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

Chief Executive Officer

#### **Nationality**

British

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

10 January 2011

#### **Current external commitments**

Non-Executive Director of Adevinta ASA

#### **Previous roles and relevant skills and 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.

Peter has substantial experience and understanding of the online media and property markets, developing Rightmove's business plan and strategy over many years, with strong leadership and stakeholder management skills.

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**Alison Dolan**

Chief Financial Officer

**Nationality**

Irish

**Appointment to the Board**

7 September 2020

**Previous roles and relevant skills and experience**

**Alison was the Chief Strategy Officer at News UK from 2016 until May 2020, where she was at the forefront of the business's digital transformation. Before News UK, Alison held a number of senior positions at Sky plc, including Group Treasurer, Director of Finance and Deputy Managing Director Sky Business.**

**Current external commitments**

None

Alison is an Irish national but has lived in London since 1994. She has a Masters in Business Studies from University College Dublin.

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**Jacqueline de Rojas CBE**

Senior Independent

Non-Executive Director

**Nationality**

British

**Appointment to the Board**

30 December 2016

**Previous roles and relevant skills and experience**

Jacqueline is a recognised technology leader with many years' experience in the software, technology and digital sectors, working in enterprise and sales-focused businesses. She has extensive knowledge and skills in promoting technology-based solutions and cyber security and is a passionate advocate for diversity and inclusion.

**Committee membership**

Audit, Nomination, Remuneration

**Current external commitments**

President of techUK

Non-Executive Director of Costain Group plc

Non-Executive Director of FDM Group (Holdings) plc

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 from 2012 to 2016, and of AO World plc from 2017 to 2019. Jacqueline is the co-Chair at the Institute of Coding and is also an advisor to the Digital Leaders Technology Group and the board of accelerateHER, which addresses the under-representation of women in technology. She is 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. Jacqueline is especially delighted to lend her support to The Youth Group to improve the odds for young people, and to the Girlguiding Association for technology transformation. She was awarded a CBE for services to international trade in the technology industry in 2018.

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**Rakhi Goss-Custard**

Non-Executive Director

**Nationality**

American/British

**Appointment to the Board**

28 July 2014

**Previous roles and relevant skills and experience**

Rakhi has extensive knowledge of the customer and consumer experience and innovation across a wide range of digital products, desktop and mobile platforms, augmented by a varied non-executive portfolio in other customer centric businesses and sectors.

**Committee membership**

Nomination, Remuneration

**Current external commitments**

Non-Executive Director of Kingfisher plc

Non-Executive Director of Schroders plc

Rakhi was a Non-Executive Director of Be Heard Group plc until August 2018 and of Intu Properties plc to May 2019, and a Director of UK Media at Amazon to June 2014. She held various other senior positions during her 12-year tenure at Amazon including Media, Entertainment, General Merchandise and Book divisions as well as advising Zappos. Prior to Amazon, Rakhi held strategy roles at TomTom and Oliver Wyman.

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**Andrew Findlay**

Non-Executive Director

**Nationality**

British

**Appointment to the Board**

1 June 2017

**Previous roles and relevant skills and experience**

Andrew is a chartered accountant with a wealth of financial expertise, proven commercial experience and strong consumer-centric background. He has a deep knowledge of financial reporting and risk management, technological solutions and consumer platforms.

**Committee membership**

Audit (Chair), Nomination

**Current external commitments**

None

Andrew was the Chief Financial Officer of easyJet plc from 2015 until February 2021. 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 Group plc. He formerly held senior finance roles at the London Stock Exchange and at Cable and Wireless, in the UK and US. Andrew qualified as a chartered accountant with Coopers & Lybrand.

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**Lorna Tilbian**

Non-Executive Director

**Nationality**

British

**Appointment to the Board**

1 February 2018

**Previous roles and relevant skills and experience**

Lorna has extensive experience as a media analyst and investment adviser to the media sector with strong financial analysis and leadership skills. She 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.

**Committee membership**

Nomination, Remuneration (Chair)

**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

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. She was a Non-Executive Director of M&C Saatchi PLC to December 2019.

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**Amit Tiwari**

Non-Executive Director

**Nationality**

American

**Appointment to the Board**

1 June 2019

**Previous roles and relevant skills and experience**

Amit has a strong understanding of the online classified sector and innovation across a range of online marketplace businesses, with extensive knowledge of finance and capital markets. He was Head of International Developed Equities at Harvard Management Company and prior to that Head of Equities at the Lakshmi Mittal Family Office. He previously held senior investment management roles at Morgan Stanley & Co International plc, Ziff Brothers Investments and KKR & Co.

**Committee membership**

Audit, Nomination

**Current external commitments**

Managing Director of Vitruvian Partners LLP

Amit has an MBA with Distinction from Harvard Business School and a Bachelor's degree in Economics with Honours from Harvard College.



## **Appendix 2**

### **EXPLANATORY NOTES ON THE PRINCIPAL CHANGES TO THE ARTICLES OF ASSOCIATION**

#### **Untraced shareholders**

The New Articles amend the position in relation to untraced shareholders. Rather than requiring the Company to take out two newspaper advertisements, the New Articles require the Company to use reasonable efforts to trace shareholders. 'Reasonable efforts' may include, if considered appropriate, the Company engaging a professional asset reunification company or other tracing agent to search for a shareholder who has not kept their shareholder details up to date.

In addition, the New Articles provide that money from the sale of the shares of an untraced shareholder will be forfeited if not claimed after two years. The Company intends to put forfeited sums towards charitable causes under its Environmental, Social and Governance ('ESG') policy.

These changes reflect best practice and provide the Company with appropriate flexibility in connection with locating untraced shareholders.

#### **Sub-division of shares**

The New Articles clarify that any shares resulting from a sub-division of the Company's existing shares may, in addition to having any preference or advantage as compared with the Company's other shares, also have deferred or other rights. This change makes administering any sub-division of shares more straightforward.

#### **Operation of general meetings**

The New Articles contain specific provisions to clarify that the Company can hold 'hybrid' general meetings (including annual general meetings) and sets out how such meetings are to be conducted. Under the New Articles, the Company may hold 'hybrid' general meetings in such a way that enables members to attend and participate in the business of the meeting by attending a physical location or by attending by means of an electronic facility. Voting at hybrid meetings will, by default, be decided on a poll. Hybrid meetings may be adjourned in the event of a technological failure.

The Company will, where appropriate, be allowed to make changes to the arrangements for general meetings (including the introduction, change or cancellation of electronic facilities) after notice of the meeting has been issued. The Company may give notice of any such changes in any manner considered appropriate (rather than via an advertisement in two national newspapers). The Company would be specifically allowed to introduce health and safety arrangements at its meetings.

These changes were introduced to provide the Board greater flexibility to align with technological advances, changes in investor sentiment, and evolving best practice. The Board believes that hybrid meetings will allow for greater shareholder and stakeholder engagement over the coming years in a way that is more convenient for all parties. Other than in exceptional circumstances, members of the Board intend to continue the practice of attending general meetings of the Company in person. In line with the views expressed by the Investment Association and Institutional Shareholder Services, the changes will not permit meetings to be held exclusively on an electronic basis, so a physical meeting will still be required.

The New Articles also specifically refer to the possibility of satellite/multi-venue meetings, such as the use of overflow rooms. Satellite meetings are legally valid even without such a provision but it has been added for clarity.

These changes are primarily contained in articles 47, 48, 50 and 53 in the New Articles. A number of other consequential amendments have been made to the New Articles.

#### **Reappointment of directors**

In line with the requirements of the UK Corporate Governance Code, the New Articles require directors to retire (and should they wish to remain in office, seek re-election) at each annual general meeting. This requirement does not apply to directors in their first year of appointment who were appointed in the period between the AGM notice being issued and the AGM itself. This confirms existing Company practice.

#### **Directors' fees**

Article 88 has been amended to permit the Company to pay non-executive directors aggregate fees of up to £1,000,000 per annum. This follows ten years when the aggregate fee cap has not been increased and accords with market practice of similarly sized companies. Details of the proposed increases to the Chair and Non-Executive Directors' fees, in line with all-employee rises, can be found in the Directors' Remuneration Report.

**Directors below minimum through vacancies**

The Current Articles provide that where the number of continuing directors falls below the minimum number or the number required for quorum of the board, they may only act either to appoint further directors themselves or summon general meetings. The New Articles provide greater flexibility as they allow continuing directors or a sole continuing director to act notwithstanding any vacancy (including to fill vacancies and summon general meetings for the purpose of appointing further directors). The Board considers it prudent to provide the directors with increased flexibility to ensure that the Company has a functioning board at all times.

**Forfeiture of unclaimed dividends**

The Current Articles provide that if a dividend or other payment due to members has not been claimed for twelve years after being declared or becoming due, it will be forfeited to the Company. Article 123 of the New Articles reduces this period from twelve to six years. The Company intends to put forfeited sums towards charitable causes.

**Payments of dividends and other amounts**

The New Articles give the Board greater flexibility to determine the appropriate method(s) by which it pays dividends (and other sums) to shareholders. This flexibility will help the Board take account of developments in market practice and keep down the administrative cost of making payments. The New Articles also provide that where a payment cannot be made because a shareholder has not provided valid account details to the company, that amount will be treated as unclaimed until the shareholder provides those details.

**Strategic report and supplementary materials**

The Companies Act 2006 and the Companies (Receipt of Accounts and Reports) Regulations 2013 allow the Company to send a copy of its strategic report with supplementary material instead of its full accounts to a member who has elected or tacitly agreed to receive these documents, provided that the Company is not prohibited from doing so in its articles. Article 130 is intended to make it clear there is no such prohibition. Shareholders should note that they can always view the full annual report on the Company's website or request a hard copy from the Company's registrar.

**Gender neutrality**

As part of the Company's continued support of gender diversity, all references to gender have been made neutral throughout the articles.

**General**

Other changes which are of a minor, technical or clarifying nature or which have been made to remove provisions in the Current Articles which duplicate English company law are not noted.