



**RIGHTMOVE plc  
(‘the Company’)**

**SCHEDULE OF MATTERS RESERVED FOR BOARD APPROVAL**

The Board of Directors is responsible to shareholders for the leadership and direction of the Company. The following matters are reserved for Board approval.

The Board’s powers are exercised in accordance with the Companies Act and Articles of Association. Board Committees have been established, under the provisions of the UK Corporate Governance Code, with delegated authority to make recommendations to the Board, details of which are set out in the Committees’ Terms of Reference.

<b>1.</b>	<b>Strategy and management</b>
1.1	The Board is responsible for the overall management and leadership of the Group and establishing the Company’s purpose, values and strategy, specifically: <ul style="list-style-type: none"><li>• Monitoring the Group’s culture and ensuring that it is aligned with the Group’s values, purpose and strategy.</li><li>• Promoting the long-term sustainable success of the Group ensuring the generation of value for shareholders and contributing to wider society.</li><li>• Ensuring effective engagement with, and participation from, the Company’s shareholders and stakeholders, including the workforce.</li></ul>
1.2	Annual approval of the Company’s strategy and objectives.
1.3	Annual approval of the annual Business Plan and budgets and any material changes to them.
1.4	Review of the Company’s performance against strategic objectives and Business Plan.
<b>2.</b>	<b>Structure and capital</b>
2.1	Any changes to the Company’s listing or status as a public limited company.
2.2	Changes to the company’s capital structure, including share issues, buy backs, the use of Treasury Shares or any other increase/decrease in capital.
2.3	Key changes to the corporate structure, including subscribing for, underwriting, purchasing or otherwise acquiring shares, securities, partnerships, businesses or other undertakings.

	2.4	The dividend policy, the declaration of interim dividends and recommendation of final dividends.
	2.5	Changing the name of the Company.
<b>3.</b>	<b>Financial reporting and controls</b>	
	Approval of:	
	3.1	The full and half year results.
	3.2	The Annual Report and Accounts and confirmation that the Annual Report is fair, balanced and understandable.
	3.3	The going concern and viability statements, following advice from the Audit Committee, for inclusion in the Annual Report.
	3.4	Significant changes in accounting policies or practices.
	3.5	The Company's Treasury Policy and any significant change, amendment or addition to the Group's banking facilities or arrangements.
	3.6	The Company's Capital Management Policy.
	3.7	Significant capital expenditure or fixed asset disposals, including: <ul style="list-style-type: none"> <li>- Any capital expenditure, in the ordinary course of business, with a commitment value greater than £1.5 million (for clarity, commitment may be over a period extending beyond the current financial year; the total commitment value is the relevant amount, not the in-year expenditure)</li> <li>- Any non-ordinary course capital commitment, for which the asset in question is business-critical (a new finance or billing system, for example)</li> <li>- Any fixed asset disposal with a net book value of more than £1.5 million</li> </ul>
<b>4.</b>	<b>Operational and contractual</b>	
	4.1	Entering into contracts that are strategic, material or outside the ordinary course of business.
	4.2	The acquisition of any new business undertaking The disposal of an existing business undertaking which exceeds £1.5 million
	4.3	Entering into lease or rental arrangements of over 12 months' duration in respect of land or buildings, or terminating such arrangements before the due date. Board approval will not be required where aggregate payments during the minimum lease term are less than £500,000.

	4.4 Significant changes to the Rightmove brand.
	4.5 Entering into new business activities including a new service or geographical area.
	4.6 Disposing of any Group business or investment, or ceasing to carry on any major business.
	4.7 Issuing guarantees outside the ordinary course of business; parent company guarantees may be issued in the ordinary course of business if required for the provision of routine services.
	4.8 Engaging in substantive litigation, where costs are likely to exceed £250,000 or the case is likely to attract national-level publicity.
	4.9 Appointment of the Company's principal professional advisors.
	4.10 Effecting any material redundancy or reorganisation programme within the Group.
<b>5.</b>	<b>Audit, Risk Management and Internal Controls</b>
	Following recommendation from the Audit Committee:
	5.1 Recommend the appointment, reappointment or removal of the external auditor to shareholders.
	5.2 Approve the appointment of the internal auditor, as appropriate.
	Ensure the maintenance of a sound system of internal control and risk management by:
	5.3 Agreeing the Company's risk appetite.
	5.4 Approving the Risk Management Policy.
	5.5 Reviewing the effectiveness of risk management and internal controls (on the recommendation of the Audit Committee).
	5.6 Undertaking a robust semi-annual assessment of the Company's emerging and principal risks and approving a statement on principal risks for inclusion in the Annual Report.
	5.7 Approving the overall levels of insurance for the Company including directors' and officers' liability insurance.
	5.8 Receiving confirmation from the Audit Committee that Group procedures for the detection of fraud and the prevention of bribery are proportionate and that whistleblowing arrangements are routinely reviewed.
	5.9 Approving the Group's Ransomware Policy.
<b>6.</b>	<b>Shareholder and market communications</b>
	6.1 Approving announcements and press releases concerning matters approved by the Board.

	6.2 Approving the Company's Share Dealing Code and the disclosure of information required under the Market Abuse Regulation.
	6.3 Approving the resolutions to be put to shareholders for approval at general meetings.
	6.4 Maintaining an open and constructive dialogue with the Company's shareholders, ensuring that shareholders views on governance and performance against strategy are known; engaging with major shareholders as appropriate and agreeing mitigating actions arising from a vote of 20% or more against any general meeting resolution.
<b>7.</b>	<b>Board membership and succession</b>
	Following the recommendations of the Nomination Committee, approve:
	7.1 Changes to the size and structure of the Board.
	7.2 Adequate succession planning for the Board and Senior Management Team to promote diversity in all its forms.
	7.3 Selection of the Chairman, Senior Independent Director and Chief Executive.
	7.4 Appointments to the Board.
	7.5 Determine of the independence of non-executive directors.
	7.6 Continuation in service of any director at any time, including: <ul style="list-style-type: none"> <li>- at the end of their term of office and pending re-election by shareholders at the AGM, or</li> <li>- the suspension or termination of service of an executive director, subject to their service contract.</li> </ul>
	7.7 Appointment or removal of the Company Secretary.
	7.8 Membership of Board Committees.
<b>8.</b>	<b>Remuneration</b>
	Following the recommendations of the Remuneration Committee:
	8.1 Determine the remuneration policy for Executive Directors and other senior managers.
	8.2 Approve the remuneration of Non-Executive Directors, subject to the Company's Articles of Association.
	8.3 Propose the introduction of new share incentive plans or major changes to existing plans to shareholders.

<b>9.</b>	<b>Delegation of Authority</b>
9.1	All powers which are not reserved for the Board are devolved to the Chief Executive to delegate at his discretion.
9.2	Agreeing the roles and division of responsibilities between the Chairman and Chief Executive.
9.3	Establishing and approving the Terms of Reference of Board Committees.
<b>10.</b>	<b>Corporate Governance and Policies</b>
10.1	Approve the Matters Reserved for the Board.
10.2	Review of the Company's overall corporate governance arrangements including undertaking a formal and rigorous annual review of the performance of the Board and its Committees.
10.3	Authorise conflicts of interest where permitted by the Company's Articles of Association.
10.4	Approval of the policies and statements, where appropriate on the recommendation of a Board Committee: <ul style="list-style-type: none"> <li>- Anti-Bribery and Corruption</li> <li>- Whistleblowing</li> <li>- Health &amp; Safety</li> <li>- Modern Slavery and human trafficking statement</li> <li>- Tax Strategy</li> <li>- Environmental, Social and Governance</li> <li>- Gender Pay</li> </ul>
10.4	Authorising political donations.

Presented to the Board on 22 June 2021 and approved by the Board on 28 June 2021.