

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.

Rightmove plc

(the 'Company')

(Registered in England and Wales No. 6426485)

Notice of Annual General Meeting ('AGM') to be held on 10 May 2024

Your attention is drawn to the letter from the Chair 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 2024 at the offices of UBS, 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.

You will be able to appoint a proxy online, via CREST, Proxymity or by post to vote on your behalf. We welcome shareholders' questions in advance of the meeting, either by post or via CompanySecretary@Rightmove.co.uk, and will be pleased to answer any questions prior to voting closing at 10.00am on 8 May 2024. 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 our website at plc.rightmove.co.uk.

A proxy appointment should be completed by ordinary shareholders so that it is received by the Company's registrars. To do this please complete and submit your proxy vote online via the share portal of our Registrar, Link Group, at www.signalshares.com. You will need to log into your Rightmove Signal Shares account or register if you have not previously done so. To register you will need your Investor Code; this 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. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the registrar. In all cases a proxy appointment must be received by no later than 10am on Wednesday, 8 May 2024. If you would prefer to receive a paper proxy form, please contact our Registrar, by email at shareholderenquiries@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 CHAIR

Rightmove plc

(Registered in England and Wales No. 6426485)

Directors:

Andrew Fisher (Chair)
Johan Svanstrom (Chief Executive Officer)
Alison Dolan (Chief Financial Officer)
Jacqueline de Rojas (Senior Independent Non-Executive Director)
Andrew Findlay (Non-Executive Director)
Kriti Sharma (Non-Executive Director)
Lorna Tilbian (Non-Executive Director)
Amit Tiwari (Non-Executive Director)

Registered Office:

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

22 March 2024

Dear Shareholder

I am pleased to invite you to attend the AGM of the Company which will be held at 10am on Friday, 10 May 2024 at the offices of UBS, 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 of the Company and Chairpersons of the Corporate Responsibility, Remuneration, Audit and Nomination Committees will be available at the AGM or any adjournment to answer your questions about issues that concern the Company. If you have any questions for them or the Board relating to the AGM business, please contact our Company Secretary by email at CompanySecretary@rightmove.co.uk.

If you would like to vote on the resolutions, please submit your voting instructions electronically at www.signalshares.com as soon as possible and, in any event, by no later than 10am on Wednesday, 8 May 2024. If you would prefer to receive a paper proxy form, please contact our Registrar, Link Group ('Link'), by email at shareholderenquiries@linkgroup.co.uk or on +44 (0) 371 664 0300*.

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 2 and 3 in Part II of this document.

Institutional investors may also be able to appoint a proxy electronically via the Proximity platform as described in the notes following the AGM Notice, which can be found on pages 10 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 2023 be received;
- (b) that the Directors' Remuneration Report for the year ended 31 December 2023, set out on pages 94 to 115 of the Annual Report be approved (this will be an advisory vote);
- (c) that a final dividend of 5.7p per ordinary share be declared for the year ended 31 December 2023;
- (d) that Ernst & Young LLP be reappointed as the Company's auditor and the Directors be authorised to agree the auditor's remuneration;
- (e) that Kriti Sharma be elected as a director;
- (f) that Andrew Fisher, Johan Svanstrom, Alison Dolan, Jacqueline de Rojas, Andrew Findlay, Amit Tiwari and Lorna Tilbian be re-elected as Directors;

- (g) 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;
- (h) that the Company be authorised to purchase its own shares in the market;
- (i) that the Company be authorised to make political donations or incur political expenditure;
- (j) that the Company be authorised to call general meetings (other than an AGM) on not less than 14 clear days' notice; and
- (k) that the rules of the Rightmove plc Share Incentive Plan 2024 (the 'New SIP'), be approved and adopted.

Profiles of the Directors of the Company as at the date of this letter, can be found on pages 70 to 72 of the 2023 Annual Report.

A full explanation of the proposed resolutions is set out in Part II on pages 7 to 9.

The proposed ordinary resolutions numbered 1 – 14, 18 and 20 will be passed if more than 50 percent of the votes cast are in favour and the proposed special resolutions, numbered 15, 16, 17 and 19, will be passed if at least 75 percent of the votes cast are in favour.

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.

We will publish any questions raised by shareholders in advance of the AGM on our investor website. The final results of the poll will be published in the shareholder section of our investor website at plc.rightmove.co.uk following the meeting.

ACTION TO BE TAKEN

You can appoint a proxy online, via CREST, the Proxymity platform 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 & As 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.

Please complete your proxy appointment online at www.signalshares.com, via CREST, or using the Proxymity platform. 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 emailing 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

Chair

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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 2024 at UBS, 5 Broadgate, London EC2M 2QS. You will be asked to consider and if thought fit, to pass the resolutions below. Resolutions 15, 16, 17 and 19 will be proposed as special resolutions, all other resolutions will be proposed as ordinary resolutions.

1. To receive the annual accounts and reports including the reports of the Directors and auditor for the financial year ended 31 December 2023.
2. To approve the Directors' Remuneration Report as set out in the 2023 Annual Report and accounts for the year ended 31 December 2023.
3. To declare a final dividend of 5.7p per ordinary share for the financial year ended 31 December 2023.
4. To reappoint Ernst & Young 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 Kriti Sharma as a Director of the Company, who was appointed by the Directors during the year and who is seeking election in accordance with the Company's Articles of Association.
7. To re-elect Andrew Fisher as a Director of the Company.
8. To re-elect Johan Svanstrom as a Director of the Company.
9. To re-elect Alison Dolan 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 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 £266,759 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 2025), 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 £40,017,

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 2025) 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 £40,017; 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 Pre-emption Group's Statement of Principles published 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 2025) 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 80,035,732 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 2025) 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** the rules of the Rightmove plc Share Incentive Plan 2024 (the ‘New SIP’), a summary of the principal provisions of which is set out in Appendix 2 to the Notice of Annual General Meeting and a copy of which is produced to the meeting signed by the Chair for the purposes of identification, be approved and adopted by the Company and the Directors be authorised to do all acts and things necessary to establish and carry the New SIP into effect.

BY ORDER OF THE BOARD



Carolyn Pollard
Company Secretary

Registered Office:

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

Date: 22 March 2024

PART II

NOTES TO THE RESOLUTIONS

RESOLUTION 1 – 2023 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 2023.

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 94 to 115 of the 2023 Annual Report.

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 2023, which cannot be more than the amount that the Directors recommend. If resolution 4 is passed, the proposed final dividend of 5.7p per ordinary share will be paid on 24 May 2024 to ordinary shareholders who are on the register of members at close of business on 26 April 2024.

RESOLUTIONS 4 AND 5 – APPOINTMENT AND REMUNERATION OF THE AUDITOR

The auditor of the Company must be re-appointed by shareholders at each general meeting at which the accounts are presented. EY LLP has expressed a willingness to continue in office and resolution 4 proposes their re-appointment from the conclusion of the 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 – ELECTION OR RE-ELECTION OF DIRECTORS

The Company follows the requirements of the 2018 Corporate Governance Code in relation to the annual re-election of all Directors.

Biographical details of all Directors standing for election or 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 70 to 72 of the Annual Report and Accounts. They are also available on the investor website at plc.rightmove.co.uk.

Following the outcome of the Board performance review 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 election or re-election of all the Directors seeking election or 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 2023, 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 2025 or, if earlier, the close of business on 10 August 2025.

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 £266,759, 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 13 March 2024 (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 plc Employee Benefit 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 2024 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 13 March 2024 (being the latest practicable date prior to the publication of this Notice) the Company held 11,612,292 ordinary shares in treasury, representing 1.5% percent of the Company's total ordinary shares in issue (excluding shares held in treasury).

RESOLUTIONS 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 2023, 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 £40,017 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 13 March 2024 (being the latest practicable date prior to the publication of this Notice).
- (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 Pre-emption Group's Statement of Principles. This authority is limited to an aggregate nominal value of £40,017 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 13 March 2024 (being the latest practicable date prior to the publication of this Notice).

If granted, the authorities in resolutions 15 and 16 will expire at the conclusion of the AGM of the Company to be held in 2025 or, if earlier, the close of business on 10 August 2025.

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 13 March 2024 (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 2023 resulted in 23.9 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 2025 or, if earlier, the close of business on 10 August 2025.

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 13 March 2024 (being the latest practicable date prior to the publication of this Notice), there were outstanding 5,540,038 share-based incentives which could be satisfied by the issue of ordinary shares representing 0.69 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 2023 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 0.77 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 0.84 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 or any of its subsidiaries 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 and its subsidiaries 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.

RESOLUTION 20 – RIGHTMOVE PLC SHARE INCENTIVE PLAN 2024

Resolution 20 relates to the proposed introduction of a new tax-advantaged, all-employee share incentive plan by the Company, the Rightmove plc Share Incentive Plan 2024.

The Company's existing tax-advantaged, all-employee share incentive plan is the Rightmove plc Share Incentive Plan (the "Existing SIP"). Since its approval by the Board of Directors in 2014, the Existing SIP has been used to provide a mechanism under which all employees of the Company and other members of the Company's group can purchase and/or receive Company shares on a tax-qualified basis. The Existing SIP is due to reach the end of its 10-year life in November 2024.

The Existing SIP was not approved by shareholders when first adopted by the Company so that no new shares have been issued and/or shares transferred from treasury in connection with the Existing SIP.

The Remuneration Committee of the Company has concluded that the Existing SIP should be replaced with the New SIP and, further, that shareholder authority for the New SIP should now be sought under Resolution 20 in order to permit newly-issued shares and/or treasury shares to be delivered to employees in connection with the New SIP, subject to the Company observing a '10% over 10 years' dilution limit. The terms of the New SIP have otherwise been drafted to be materially similar to the Existing SIP and comply with current legislative requirements in order to ensure that shares can be delivered under the New SIP on a tax-qualified basis.

A summary of the principal terms of the New SIP is set out in Appendix 2 to this 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. If you need help with voting online or require a paper proxy form, please contact our Registrar, Link Group by email at shareholderenquiries@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 Link Group, FREEPOST PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, or by hand at our Registrars, Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL (during normal business hours only), or electronically via the internet at www.signalshares.com, if you are a CREST member, via CREST, or if you are an institutional investor you may be able to appoint a proxy via the Proxymity platform, in each case no later than 10am on Wednesday, 8 May 2023 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 or Proxymity Proxy Instruction (as described in notes 9 and 12) 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 2024 (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 13 March 2024 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consists of 811,969,619 ordinary shares of 0.1 pence carrying one vote each, of which 11,612,292 are held in treasury. Therefore, the total voting rights in the Company as at 13 March 2024 were 800,357,327.
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 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 & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). 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 2024. 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 & International 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. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10am on Wednesday, 8 May 2024 in order to be considered valid 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. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
13. 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.
14. 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.
15. 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.
16. 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.

17. 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/c/privacy-policy/.
18. 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.
19. You may not use any electronic address provided either in the Notice of AGM or any related documents (including the Chair's letter) to communicate for any purposes other than those expressly stated.
20. 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 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 Rules and Trust Deed of the Rightmove plc Share Incentive Plan 2024. A copy of the rules and Trust Deed will also be available for inspection on the National Storage Mechanism.

Appendix 1

BIOGRAPHIES OF THE DIRECTORS SEEKING ELECTION OR RE-ELECTION

Andrew Fisher

Chair

Nationality

British

Appointment to the Board

1 January 2020

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.

Committee membership

Nomination (Chair), Corporate Responsibility (Chair)

Current external commitments

Non-Executive Director, Senior Independent Director and Remuneration Committee Chair of Marks and Spencer Group plc

He was previously CEO and Executive Chairman of Shazam. During his tenure, Shazam became 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. Andrew is a Trustee of the Royal Marsden Cancer Charity.

Alison Dolan

Executive Director and 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 from 2002 - 2016, including Group Treasurer, Director of Finance and Deputy Managing Director Sky Business.

Committee membership

Corporate Responsibility

Current external commitments

Non-Executive director, Pearson Plc

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

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. Jacqueline has been employed throughout her career by global blue-chip software companies. She has served as a Non-Executive Director on the Boards of Home Retail Group, AO World plc and Costain Group plc.

Committee membership

Audit, Nomination, Remuneration, Corporate Responsibility

Current external commitments

Board Member of techUK
Chair of Institute of Coding
Non-Executive Director of FDM Group (Holdings) plc

Jacqueline is Chair at the Institute of Coding, and President of Digital Leaders Technology Group. 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. She was awarded a CBE for services to international trade in the technology industry in 2018.

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 broad operational experience, a wealth of financial expertise, proven commercial experience and strong consumer-centric background. He has a deep knowledge of financial reporting, audit and risk management, technological solutions and consumer platforms. Andrew is currently the Chief Executive Officer of M Group Services, the leading essential infrastructure services provider in the UK.

Committee membership

Audit (Chair), Nomination, Corporate Responsibility

Current external commitments

Chief Executive Officer of M Group Services Limited

He was previously the Chief Financial Officer of M Group Services from 2021 and prior to that 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 roles with the London Stock Exchange and Cable and Wireless, in the UK and US. Andrew qualified as a chartered accountant with Coopers & Lybrand.

Kriti Sharma

Non-Executive Director

Nationality

British

Appointment to the Board

25 July 2023

Previous roles and relevant skills and experience

Kriti Sharma is an internationally recognised expert in AI who has a strong record of building and transforming successful technology businesses and products for consumer, B2B and enterprise companies. She is currently Chief Product Officer, LegalTech, for Thomson Reuters. She was formerly the VP of Artificial Intelligence at FTSE 100 software company Sage Group and led a major product transformation for GfK, a KKR portfolio company, transforming them from a data and content provider to a decision intelligence, SaaS platform business.

Committee membership

Audit, Nomination, Corporate Responsibility

Current external commitments

Chief Product Officer, Legal Tech, Thomson Reuters

Kriti was named in the Forbes 30 Under 30 list in 2017 for advancements in AI and is a Google Anita Borg Scholar. She was awarded the Prime Minister's Points of Light award for creating 'AI for Good', an initiative pioneering AI techniques to tackle a range of social challenges. Her work is frequently featured in global media such as the Financial Times, Harvard Business Review, BBC. She was appointed a United Nations Young Leader in 2018.

Johan Svanstrom

Executive Director and Chief Executive Officer

Nationality

Swedish

Appointment to the Board

20 February 2023

Previous roles and relevant skills and experience

Johan brings extensive knowledge of growing established online marketplace and e-commerce businesses and has many years of experience as a board director of both public and private technology companies across multiple countries. Johan most recently served as a Partner, EQT Growth Advisory Team, part of EQT, the global investment organisation. Prior to that, Johan was a member of the Expedia Group global leadership team, serving as Global President of Hotels.com and Expedia Affiliate Network brands between 2013 and 2018, where he grew revenues to over \$3 billion, leading teams across four continents.

Committee membership

Corporate Responsibility

Current external commitments

None

Preceding that, Johan spent eight years with the Expedia Group in its Asia-Pacific division as a Managing Director, launching and growing several of the company's divisions into leading regional players. Johan was previously with McDonald's Corporation, where he was Head of the Digital Innovations Group, successfully leading major projects based in the US. Before that, Johan held CEO and leadership positions in telecommunications and internet start-ups. Johan is a Swedish national based in the UK and holds a MSc in Economics from the Stockholm School of Economics.

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 of Numis Corporation plc (now Deutsche Numis) and Head of the Media Sector in Corporate Broking and Advisory 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), Corporate Responsibility

Current external commitments

Non-Executive Director of Proven VCT plc
Non-Executive Director of Finsbury Growth & Income Trust plc
Non-Executive Director of Premier Foods plc

Lorna previously served on the Advisory Panel of TechNation's Future Fifty programme and as a Cabinet Ambassador (for Creative Britain) for the Department of Culture, Media & Sport. She has also served as a Non-Executive Director of M&C Saatchi PLC, Euromoney Institutional Investor plc and Jupiter UK Growth plc.

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

Remuneration, Nomination, Corporate Responsibility

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

Summary of the principal terms of the Rightmove plc Share Incentive Plan 2024 (the 'New SIP')

Summary - Under the New SIP, eligible employees may be granted or acquire shares in the Company on a tax-qualified basis.

The terms of the New SIP have been drafted to be materially similar to the existing Rightmove plc Share Incentive Plan, except that (conditionally upon shareholder approval being obtained) the New SIP will permit the Company to deliver newly-issued shares and/or treasury shares in connection with the New SIP, subject to the Company observing the limit on the number of such newly-issued and/or treasury shares that may be delivered as described further below.

The New SIP has been designed to comply with current legislative requirements in order ensure that shares can be delivered under the New SIP on a tax-qualified basis.

1. Operation

The Board of Directors of the Company (the 'Board') will supervise the operation of the New SIP.

The New SIP has been drafted to comply with the legislative requirements of Schedule 2 to the Income Tax (Earnings and Pensions Act) 2023 and the requirements of HM Revenue and Customs to awards shares under the New SIP on a tax-qualifying basis.

The SIP has three elements and the Board may decide which of these to offer to eligible employees:

- a. **'Free Shares'** are free shares which may be allocated to an employee. The market value of Free Shares allocated to any employee in any tax year may not exceed £3,600 or such other limit as may be permitted by the relevant legislation. Free Shares may be allocated to employees equally or on the basis of salary, length of service or hours worked, or on the basis of performance.
- b. **'Partnership Shares'** are shares which an employee may purchase out of their pre-tax earnings. The market value of Partnership Shares which an employee can buy in any tax year may not exceed £1,800 (or 10% of the employee's salary, if lower), or such other limit as may be permitted by the relevant legislation. The funds used to purchase Partnership Shares will be deducted from the employee's pre-tax salary. Salary deductions may be made and applied in the acquisition of Partnership Shares on a monthly basis or, alternatively, accumulated over a period of up to 12 months and then used to buy Partnership Shares at the market value of Rightmove shares at either the start or at the end of the accumulation period (or the lower of the two prices).
- c. **'Matching Shares'** are free shares which may be allocated to an employee who buys Partnership Shares. The Board may allocate Matching Shares to an employee who purchases Partnership Shares on a ratio of up to a maximum of two Matching Shares for every Partnership Share purchased (or such other maximum ratio as may be permitted by the relevant legislation).

2. Eligibility

Employees of the Company and any designated participating subsidiary who are UK resident taxpayers are eligible to participate in the New SIP. If appropriate, the Board may allow non-UK tax resident taxpayers to participate. The Board may require employees to have completed a qualifying period of employment of up to 18 months in order to be eligible to participate. All eligible employees must be invited to participate.

3. Retention of shares

The trustee of the SIP trust (the 'Trustee') will award Free Shares and Matching Shares to employees and hold those shares on behalf of the participants. Free Shares and Matching Shares must usually be retained by the Trustee for a period of at least three years after award. The Trustee will acquire Partnership Shares on behalf of participants and hold those shares on behalf of the participants. Participants can withdraw Partnership Shares from the SIP trust (the "Trust") at any time. A participant will be treated as the beneficial owner of shares held on their behalf by the Trustee.

The Board may decide that awards of Free Shares and/or Matching Shares will be forfeited if participants cease to be employed by a company in the Company's group within three years from the grant of those awards unless they leave by reason of death, injury, disability, redundancy, retirement, or if the business or company for which they work ceases to be part of the Company's group. In any of those cases, the participants will be required to withdraw their shares from the SIP.

If a participant ceases to be employed by the Company's group at any time after acquiring Partnership Shares, they will be required to withdraw the shares from the Trust.

4. Corporate events

In the event of a general offer being made to shareholders, participants will be able to direct the Trustee how to act in relation to their shares. In the event of a corporate reorganisation, any shares held by participants may be replaced by equivalent shares in a new holding company.

5. Dividends on shares held by the trustee of the Trust

Any dividends paid on shares held by the trustee of the SIP on behalf of participants may be either used to acquire additional shares for employees or distributed to participants.

6. Plan limits

In any 10-year period, not more than 10% of the issued ordinary share capital of the Company may be issued or be issuable under the New SIP and all other employees' share plans operated by the Company.

Treasury shares transferred in connection with the New SIP will be counted as if new shares had been issued for so long as it is considered best practice to do so.

7. General

New shares may be issued, treasury shares may be transferred and/or existing shares may be purchased in the market in connection with the New SIP. Any shares issued in connection with the New SIP will rank equally with shares of the same class in issue on the date of allotment except in respect of rights arising by reference to a prior record date.

8. Amendments

The Board can amend the New SIP in any way. However, shareholder approval will be required to amend certain provisions to the advantage of participants. These provisions relate to eligibility, individual and plan limits, the rights attaching to shares, and the amendment powers. The Board can, without shareholder approval, make minor amendments to benefit the administration of the New SIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment, or to comply with the requirements of any legislation setting out the basis on which shares are to be acquired or transferred in connection with the New SIP on a tax-qualified basis.

This summary does not form part of the rules of the New SIP and should not be taken as affecting the interpretation of their detailed terms and conditions. The Directors reserve the right up to the time of the 2024 Annual General Meeting to make such amendments and additions to the rules of the New SIP as may be necessary or as they consider appropriate and provided that such amendments do not conflict in any material respect with this summary.