



**Rightmove plc  
(the "Company")**

**Corporate Social Responsibility Committee (the "Committee")  
Terms of Reference**

**1. Membership**

- i. The Committee will comprise all Directors of the Company.
- ii. Appointments to the Committee are made by the Board and shall be for a period of up to three years, which may be extended for up to two additional three-year periods.
- iii. Only members of the Committee have the right to attend Committee meetings. However, other individuals including the Chief People Officer, Head of Audit and Assurance, senior managers, employees, contractors, external advisers, and other stakeholders may be invited to attend for all or part of any meeting, as and when appropriate.
- iv. The Chair of the Board shall normally chair the Committee. In their absence, the chair of the Audit Committee shall chair the meeting, and, in their absence, the remaining members present shall elect one of themselves to chair the meeting.

**2. Secretary**

- i. The Company Secretary or their nominee shall act as the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the matters under discussion. The Committee shall have access to the services of the company secretariat on all Committee matters, including assisting the chair in planning the Committee's work, drawing up meeting agendas, maintenance of minutes, and provision of any necessary practical support.

**3. Quorum**

- i. The quorum necessary for the transaction of business shall be two, present in person or by electronic communication.

**4. Frequency of meetings**

- i. The Committee shall meet at least twice a year at appropriate intervals and otherwise as required.

**5. Notice of meetings and decision making**

- i. Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee chair or any of its members.
- ii. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than five working days before the date of the meeting (unless otherwise agreed by the Committee). Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time where possible.

- iii. The Committee may hold meetings by electronic means and may take decisions without a meeting by unanimous written consent, when deemed necessary or desirable by the chair of the Committee.

## **6. Minutes of meetings**

- i. The secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- ii. Draft minutes of Committee meetings shall be circulated to all members of the Committee.

## **7. Engagement with shareholders and stakeholders**

- i. The Committee chair shall attend the annual general meeting to answer any shareholder questions on the Committee's activities and responsibilities. In addition, the Committee chair should seek engagement with shareholders, and other stakeholders where relevant, on significant matters related to the Committee's areas of responsibility.

## **8. Duties**

The Committee should perform the duties below for Rightmove Plc and its subsidiary undertakings (the "Group") as a whole, or as appropriate.

The Committee shall

- i. Oversee the development of, and recommend for approval by the Board, the Company's ESG strategy. Ensure that this strategy is effective, aligned with prevailing regulations and good practice, and integrated with the Company's business plan, values, and objectives, to support the Group's long-term sustainable success.
- ii. Oversee the execution of the ESG strategy and approve implementation projects developed in response to the strategy. Review the effectiveness of the teams, governance, and processes in place to ensure the outcomes of the ESG strategy are delivered. Advise on the risks and opportunities for the Group's operations and reputation in relation to the execution of its ESG strategy.
- iii. Advise on, and recommend for approval by the Board, appropriate ESG strategic goals, short and long-term science-based targets, and key ESG metrics. Monitor annual and long-term progress against previously set ESG objectives, including compliance with public commitments on ESG issues. Oversee the ongoing measurement and reporting of performance against key ESG metrics.
- iv. Review and approve the Group's gender and ethnicity pay gap reports.
- v. Review the results of the Group's employee engagement surveys.
- vi. Review the content, integrity and completeness of external statements and disclosures about ESG activity, targets, and progress. Review ESG-related reporting prior to Board approval, including the ESG section of the annual report, and mandatory or voluntary disclosures in line with recommended practice and regulatory requirements. Evaluate the extent and effectiveness of external reporting on ESG performance and participation in external benchmarking indices.
- vii. Consider current and emerging ESG-related issues, standards, good practice, and regulatory or legislative developments, at the sectoral, national, and international level. This includes sourcing

or undertaking relevant training and development opportunities, both for the Committee members and for Group employees as appropriate. Evaluate which issues and developments are likely to impact the Company's strategy, operations, and reputation. Determine, therefore, whether and how these should be reflected in the Company's ESG objectives, policies, and reporting.

- viii. Monitor the establishment of appropriate ESG-related policies, procedures for incident reporting, codes of practice, and standards of business conduct. Where these exist, review their adequacy and ongoing relevance and effectiveness. Where necessary, ensure they are updated to remain in compliance with relevant national and international standards.
- ix. Oversee the Company's interactions with and responsibilities towards its stakeholders in relation to ESG-issues, most notably its employees, customers, suppliers, and the communities in which it operates.
- x. Work and liaise as necessary with other Board committees, ensuring the interaction between committees and with the Board is reviewed regularly.

## **9. Reporting responsibilities**

- i. The Committee shall report to the Board after each meeting on the nature and content of its discussion, recommendations, and action to be taken.
- ii. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be available for Board discussion when necessary.
- iii. The Committee shall oversee the production of an annual summary of the Company's ESG strategy, policies, and practices, which will form part of the Company's annual report.
- iv. The Committee shall compile a report of its activities to be included in the Company's annual report, including identification of any external advisers.

## **10. Other matters**

The Committee shall

- i. Have access to sufficient resources to carry out its duties, including access to the company secretariat for advice and assistance as required.
- ii. Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- iii. Consider all relevant laws and regulations, the provisions of the Code and published guidelines or recommendations as appropriate.
- iv. Ensure that a periodic review of the Committee's own performance is carried out.
- v. At least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

## **11. Authority**

The Committee is authorised by the Board to obtain any information it requires from any Group employee to perform its duties, and, at the Group's expense, outside legal or other professional advice on any matters within its terms of reference.

**Date of approval : 27 September 2024**