

Schedule of Matters Reserved to the Board

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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 and for the Rightmove group of companies (the “Group”). An effective Board controls the business, but delegates day-to-day responsibilities to executive management. There are some matters which are required to be decided by the Board. The UK Corporate Governance Code states that there should be a formal schedule of matters reserved for the Board’s decision.

The Board’s powers are exercised in accordance with the Companies Act and Rightmove plc’s 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 each Committee Terms of Reference.

All powers which are not reserved to the Board are devolved to the Chief Executive Officer to delegate at his/her discretion.

The following matters are reserved for Rightmove plc Board approval:

1. Strategy and management

- 1.1 The Board is responsible for the overall management and leadership of the Group and establishing its purpose, values and strategy, specifically:
 - i. Monitoring the Group’s culture and ensuring that it is aligned with the Group’s values, purpose and strategy.
 - ii. Promoting the long-term sustainable success of the Group ensuring the generation of value for shareholders and contributing to wider society.
 - iii. Ensuring effective engagement with, and participation from, the Company’s shareholders and stakeholders, including the workforce.
- 1.2 Annual approval of the Group’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 Group’s performance against strategic objectives and Business Plan.

2. Structure and capital

- 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.

3. Financial reporting and controls

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 and provides the information necessary for shareholders to assess the Company's position, performance, business model and strategy.
- 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:
 - i. 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);
 - ii. Any non-ordinary course capital commitment, for which the asset in question is business-critical (a new finance or billing system, for example); and
 - iii. Any fixed asset disposal with a net book value of more than £1.5 million.

4. Operational and contractual

- 4.1 Entering into contracts that are strategic, material or outside the ordinary course of business.
- 4.2 The acquisition or disposal of any company, business or undertaking or any material investment, joint venture, strategic alliance or new business undertaking, save in the case of disposals only, where the disposal is below £1.5 million in value.
 - 4.2.1 Any offer, possible offer, merger, scheme of arrangement or other transaction involving the Company that is subject to the City Code on Takeovers and Mergers, including the Company's response to any approach, possible offer or offer for the Company.
- 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 materially new service or geographical area.
- 4.6 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.
- 4.7 Engaging in substantive litigation, where costs are likely to exceed £500,000 or the case is likely to attract national-level publicity.
- 4.8 Appointment of the Company's principal professional advisors.
- 4.9 Effecting any material redundancy or reorganisation programme within the Group.

5. Audit, Risk Management and Internal Controls

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 Group's risk appetite.

- 5.4 Approving the Risk Management Policy
- 5.5 Reviewing the effectiveness of risk management and internal control systems, and approving any declaration regarding the effectiveness of material controls at the balance sheet date (on the recommendation of the Audit Committee).
- 5.6 Undertaking a robust semi-annual assessment of the Group'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 Group and for the Company, including cyber and 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/'speak up' arrangements are routinely reviewed.

6. Shareholder and market communications

- 6.1 Approving market announcements and press releases concerning matters reserved to the Board or any non-ordinary course or material announcements.
- 6.2 Approving the Company's Share Dealing Code and the disclosure of information required under the Market Abuse Regulation.
- 6.3 Approving all shareholder resolutions to be put to shareholders for approval at general meetings, circulars or other material documents to be sent to shareholders.
- 6.4 Approving any prospectus, offering document or other document requiring Board approval under applicable law, the Listing Rules, Prospectus Rules,
- 6.5 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.

7. Board membership and succession

Following the recommendations of the Nomination Committee, approve:

- 7.1 Changes to the size and structure of the Board.
- 7.2 Succession planning for the Board and Senior Management Team to promote diversity in all its forms.
- 7.3 Selection of the Chair, Senior Independent Director, Chief Executive Officer and Chief Financial Officer.

- 7.4 Appointments to the Board.
- 7.5 The determination of the independence of Non-Executive Directors.
- 7.6 Continuation in service of any director at any time, including:
 - i. at the end of their term of office and pending re-election by shareholders at the AGM, or
 - ii. the suspension or termination of service of an Executive Director, subject to their service contract.
- 7.7 Appointment or removal of the Company Secretary.
- 7.8 Membership of Board Committees.

8. Remuneration

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.

9. Delegation of Authority

- 9.1 Agreeing the roles and division of responsibilities between the Chair and Chief Executive Officer.
- 9.2 Establishing and approving the Terms of Reference of Board Committees.

10. Corporate Governance and Policies

- 10.1 Approve this Matters Reserved for the Board and changes thereto.
- 10.2 Review of the Group'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 following policies and statements, where appropriate on the recommendation of a Board Committee:
 - Anti-Bribery and Corruption

- Code of Conduct
- ‘Speak up’/ Whistleblowing
- Board Diversity, Equity and Inclusion
- Health & Safety
- Modern Slavery and human trafficking statement
- Tax Strategy
- Environmental, Social and Governance
- Gender, ethnicity and disability pay

10.5 Authorising political donations.

Arrangements for dealing with urgent approvals/decisions

When an urgent Board decision/approval is required, the Board will meet as soon as possible with as many directors as possible (quorum is any 2 directors), including at least one of either the Chair or the Senior Independent Director, either in person or virtually. Any director who is unable to attend such a meeting will be sent a summary of the matter to be discussed and any recommendation in the usual manner and can provide their comments/views to either the Chair, a fellow Board Director, or to the Company Secretary, for consideration by those present.

Approved by the Board on: 22 September 2026

