

**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 as to the action you should take, you are recommended to seek your own advice immediately from your stockbroker, solicitor, accountant, bank manager or other professional adviser.**

If you have sold or transferred, or sell or transfer prior to 6.00pm on 4 May 2009 your ordinary shares in Rightmove plc, please send this document, together with the enclosed form of proxy, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale was effected, for onward transmission to the purchaser or transferee. If you have sold or transferred, or sell or transfer as above, part only of your holding of ordinary shares in Rightmove plc, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

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## **Rightmove plc**

*(Registered in England and Wales No. 6426485)*

### **Notice of Annual General Meeting to be held on 6 May 2009**

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Your attention is drawn to the letter from the Chairman of Rightmove plc which is set out on pages 1 to 4 of this document and which contains your Board's recommendation to vote in favour of the resolutions to be proposed at the Annual General Meeting referred to below.

Notice of the Annual General Meeting of Rightmove plc (the "Company") to be held at 10am on Wednesday 6 May 2009 at the offices of UBS Limited, 1 Finsbury Avenue, London EC2M 2PP is set out on pages 5 to 8 of this document.

To be valid, the enclosed form of proxy for use at the Annual General Meeting must be completed and returned by ordinary shareholders as soon as possible and in any event so as to be received by the Company's registrars by no later than 10am on 4 May 2009. In CREST, you may appoint a proxy by completing and transmitting a CREST proxy instruction to Capita Registrars so that it is received by no later than 10am on 4 May 2009. You can return your form of proxy by post to Capita Registrars (Proxies), PO Box 25, Beckenham, Kent BR3 4BR. A reply-paid envelope for use in the UK is enclosed for your convenience. The completion and return of the form of proxy or CREST proxy instruction will not prevent you from attending and voting at the meeting in person, if you so wish (and are so entitled).

## LETTER FROM THE CHAIRMAN

### Rightmove plc

(Registered in England and Wales No. 6426485)

#### Directors:

Scott Forbes (*Chairman*)  
Edmund Williams (*Managing Director*)  
Graham Zacharias (*Finance Director*)  
Nicholas McKittrick (*Chief Operating Officer*)  
Jonathan Agnew (*Senior Independent Non-executive Director*)  
Nigel Cooper (*Non-executive Director*)  
Colin Kemp (*Non-executive Director*)  
Stephen Shipperley (*Non-executive Director*)  
Judy Vezmar (*Non-executive Director*)

#### Registered Office:

4<sup>th</sup> Floor  
33 Soho Square  
London  
W1D 3QU

13 March 2009

Dear Shareholder,

### ANNUAL GENERAL MEETING AND 2008 ANNUAL REPORT AND ACCOUNTS

#### INTRODUCTION

I am pleased to invite you to attend the Annual General Meeting of Rightmove plc (the "Company") which will be held at 10am on Wednesday 6 May 2009 at the offices of UBS Limited, 1 Finsbury Avenue, London EC2M 2PP.

Your involvement in the meeting is valued either in person or by proxy and is an important part of our dialogue with shareholders. The directors and chairmen of the Remuneration, Audit and Nomination Committees will be available at the meeting to answer questions about issues that concern the Company. If you cannot come to the Annual General Meeting ("AGM") you can submit your voting instructions using the enclosed form of proxy to ensure that your vote can be counted. Please complete the form of proxy in accordance with the instructions thereon and return it to the Company's registrars as soon as possible and in any event by no later than 10am on 4 May 2009.

If you prefer, you can submit your proxy electronically either via the internet at [www.capitashareportal.com](http://www.capitashareportal.com) or, if you are a CREST member, through the CREST system by completing and transmitting a CREST proxy instruction as described in the notes following the notice on pages 7 and 8.

The completion and return of the form of proxy or CREST proxy instruction will not prevent you from attending and voting at the meeting in person, if you so wish.

The full form of the resolutions is set out in the notice of meeting which follows this letter, however, by way of a summary, we will be proposing the following: (a) that the accounts for the year ended 31 December 2008 be received; (b) that a final dividend be declared; (c) that the directors' remuneration report be approved; (d) that KPMG Audit Plc be re-appointed as auditors; (e) that the directors be authorised to allot a percentage of the share capital of the Company and that authority be granted for certain share allotments to take place otherwise than in accordance with the pro rata entitlements of shareholders; (f) that the Company be authorised to purchase its own shares in the market; and (g) that the Company be authorised to make political donations or incur political expenditure.

There is one new item of special business. The Company adopted new Articles of Association at the AGM in 2008 and therefore most of the current changes required in relation to the Companies Act 2006 are in place. The exception to this is the Shareholder Rights Directive, which is intended to be implemented in the UK in August this year. One of the requirements of the Directive is that all general meetings must be held on 21 days' notice unless shareholders agree to a shorter notice period. The Company's existing Articles of Association already provide the power to call general meetings (other than annual general meetings) on 14 days' notice and we will therefore be proposing a resolution at the AGM so that we can continue to be able to do so after the Directive is implemented.

The directors of Rightmove plc at 31 December 2008 and as at the date of this letter are named on pages 11 to 12 of the 2008 report and accounts, together with their profiles. All directors served throughout the year under review. The Articles of Association of the Company require directors to submit themselves for re-appointment where they have been a director at each of the preceding two AGMs and were not appointed or re-appointed by the Company at, or since, either such meeting.

Nigel Cooper (non-executive director) and Graham Zacharias (executive director) are the two directors that would be eligible to seek re-election at the 2009 AGM under these provisions. Nigel Cooper gave notice in October 2008 that he would not be seeking re-election on expiry of his three year term of office in 2009 due to time commitments to his wider non-executive directorship portfolio. Nigel Cooper will step down from office on 31 March 2009. Graham Zacharias also retires from the Board on 10 April 2009 and will not stand for re-election.

All other directors of the Company were either appointed or re-appointed at the 2007 or 2008 AGMs. Therefore, no director is required to submit themselves for re-election at the 2009 AGM.

An explanation of the resolutions that we will be proposing is set out in points 1 to 8 below.

**1. PRESENTATION OF THE REPORT AND ACCOUNTS (RESOLUTION 1)**

This resolution deals with the delivery by the directors to shareholders of the accounts of the Company for the year ended 31 December 2008.

**2. DIRECTORS' REMUNERATION REPORT (RESOLUTION 2)**

The Board has presented its directors' remuneration report to shareholders on pages 33 to 41 of the report and accounts for the year ended 31 December 2008. In accordance with the Directors' Remuneration Report Regulations 2002, shareholders will be invited to approve the directors' remuneration report.

**3. FINAL DIVIDEND (RESOLUTION 3)**

Shareholders are being asked to approve the final dividend, which cannot be more than the amount the directors recommend. If Resolution 3 is passed, the proposed final dividend of 7.0p per ordinary share will be paid on 12 June 2009 to ordinary shareholders who are on the register of members on 15 May 2009.

**4. RE-APPOINTMENT OF AUDITORS AND AUDITORS' REMUNERATION (RESOLUTIONS 4 AND 5)**

The auditors of the Company must be re-appointed by shareholders at each AGM at which the accounts are presented. KPMG Audit Plc have expressed a willingness to continue in office and Resolution 4 proposes their re-appointment until the conclusion of the next general meeting of the Company at which accounts are presented.

In accordance with normal practice, in Resolution 5 the directors seek authority to agree the auditors' remuneration.

**5. ALLOTMENT OF SHARES (RESOLUTIONS 6 AND 7)**

Your directors may not allot new shares in the Company unless authorised to do so by shareholders in general meeting. The general authority granted in May 2009 is due to expire at the conclusion of the AGM. Accordingly, Resolution 6 will be proposed as an ordinary resolution to grant a new authority to allot unissued share capital up to an aggregate nominal value of £391,779, representing approximately 33.3% of the total issued ordinary share capital (excluding shares held in treasury) of the Company as at the close of business on 9 March 2009 (being the latest practicable date prior to the publication of this notice). If approved by shareholders, this authority will expire at the conclusion of the AGM of the Company to be held in 2010 or, if earlier, 5 August 2010.

All existing executive share options can be satisfied from shares held in the Rightmove Employees' Share Trust without any requirement to issue further shares. It is also expected that the shares held in the Employees' Share Trust will satisfy the existing share options under the Company's Sharesave scheme but where this is not the case, shares will be allotted pursuant to this authority.

Save as described above, the directors have no present intention of issuing any of the authorised but unissued share capital of the Company.

On 9 March 2009 (being the latest practicable date prior to the publication of this notice), the Company held 2,505,430 shares in the capital of the Company in treasury, representing 2.09% of the total issued ordinary share capital of the Company.

In Resolution 7 your directors also request limited authority from shareholders to allot shares or sell the shares held for treasury for cash otherwise than to existing shareholders pro rata to their holdings, as the Company would normally be required to do pursuant to the statutory pre-emption rights contained in section 89 of the Companies Act 1985.

The corresponding authority granted in May 2008 is due to expire at the conclusion of the AGM. Accordingly, Resolution 7 will be proposed as a special resolution to renew this authority. If passed, the resolution will allow the Company to deal with pro rata share issues in a more practical manner as regards fractional entitlements to shares, and also to exclude certain overseas shareholders from participating in these share issues in certain 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 £60,025 (being approximately 5% of the total issued ordinary share capital of the Company as at 9 March 2009 (being the latest practicable date prior to the publication of this notice)). If given, this authority will expire at the conclusion of the AGM of the Company to be held in 2010 or, if earlier, 5 August 2010.

## **6. PURCHASE OF THE COMPANY'S OWN SHARES (RESOLUTION 8)**

Resolution 8, if passed, will provide authority for the Company to purchase its own issued ordinary shares at a price not less than one pence per share (exclusive of expenses) and not more than 5% above the average of the middle market quotations of the Company's ordinary shares as shown on the London Stock Exchange Daily Official List for the five dealing days before the purchase is made. The maximum authority sought is up to 15% of the total issued ordinary share capital (excluding shares held in treasury) as at 9 March 2009 (being the latest practicable date prior to the publication of this notice) to allow sufficient flexibility for the Company to continue its share buy back programme. The effect of such purchases could be to reduce the number of shares in issue outside treasury (and, if repurchased shares are cancelled, the number of shares in issue) and the directors would accordingly only make such purchases after considering the effect on earnings per share and the benefit of shareholders generally. If given, this authority will expire at the conclusion of the AGM of the Company to be held in 2010 or, if earlier, 5 August 2010.

In respect of the 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% should not take place without prior consultation with shareholders.

In the event that shares are purchased, they would either be cancelled (and the number of shares in issue would be reduced accordingly) or, subject to the Companies Act 1985, 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.

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

As at 9 March 2009 (being the latest practicable date prior to the publication of this notice), there were outstanding 7,601,290 options to subscribe for ordinary shares representing 6.5% of the Company's issued ordinary share capital (excluding shares held in treasury). It is expected that all outstanding options to subscribe for ordinary shares will be satisfied from shares held in the Rightmove Employees' Share Trust without the requirement to allot additional shares. If the authority to purchase ordinary shares was exercised in full, the options to subscribe for ordinary shares would represent 7.6% of the then Company's issued ordinary share capital (i.e. excluding shares bought back into treasury and/or cancelled).

## 7. POLITICAL DONATIONS (RESOLUTION 9)

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 is the Company's policy not to make any political donation or incur any political expenditure. 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, such as 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 Board considers it prudent to seek shareholder approval for the Company to make political donations and incur political expenditure pursuant to the Companies Act 2006.

## 8. NOTICE OF GENERAL MEETINGS

As described on page 1, the Shareholder Rights Directive is intended to be implemented in the UK in August this year. One of the requirements of the Directive is that all general meetings must be held on 21 days' notice unless shareholders agree to a shorter notice period. We are currently able to call general meetings (other than annual general meetings) on 14 days' notice. We are proposing a resolution at the AGM so that we can continue to be able to do so after the Directive is implemented. This will be proposed in Resolution 10

## 9. ANNUAL GENERAL MEETING

Set out on pages 5 to 8 of this document is a notice convening the Company's AGM, to be held at 10am on 6 May 2009.

The proposed ordinary resolutions will be passed if at least 50% of the votes cast are in favour and the proposed special resolutions will be passed if at least 75% of the votes cast are in favour.

The results of the AGM will be published on the investor section of the Company's website at [www.rightmove.co.uk/investors.rsp](http://www.rightmove.co.uk/investors.rsp) on 7 May 2009.

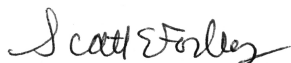
## 10. ACTION TO BE TAKEN

Enclosed with this letter is a form of proxy for use in relation to the AGM. Whether or not you intend to be present at the AGM, you are requested to complete and return the form of proxy, in accordance with the instructions printed thereon, to the Company's registrars, Capita Registrars, as soon as possible and in any event to arrive not later than 10am on 4 May 2009. You can return your form of proxy by post to Capita Registrars (Proxies), PO Box 25, Beckenham, Kent BR3 4BR. A reply-paid envelope is enclosed for use in the UK for your convenience. If you prefer you can submit your proxy electronically either via the internet at [www.capitashareportal.com](http://www.capitashareportal.com) or if you are a CREST member, via CREST. The completion and return of the form of proxy will not prevent you from attending and voting at the AGM in person, if you so wish.

## 11. RECOMMENDATION

**Your 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 you vote in favour of the resolutions to be proposed at the Annual General Meeting, as they intend to do so in respect of their own beneficial holdings.**

Yours faithfully



**Scott Forbes**  
Chairman

**Rightmove plc**  
(Registered in England and Wales No. 6426485)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of Rightmove plc (the "**Company**") will be held at 10am on Wednesday 6 May 2009 at the offices of UBS Limited, 1 Finsbury Avenue, London EC2M 2PP, for the following purposes:

**ORDINARY BUSINESS**

1. To receive the accounts and the reports of the directors and auditors for the year ended 31 December 2008.
2. To approve the directors' remuneration report, as set out in the 2008 report and accounts, for the year ended 31 December 2008.
3. To declare a final dividend of 7.0p per ordinary share for the year ended 31 December 2008.
4. To re-appoint KPMG Audit Plc as auditors 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 auditors.

**SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions, of which Resolutions 6 and 9 will be proposed as ordinary resolutions and Resolutions 7, 8 and 10 will be proposed as special resolutions:

6. **THAT** the directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the said Act) up to an aggregate nominal amount of £391,779 to such persons at such times and upon such terms and conditions as the directors may determine, this authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2010, or, if earlier, the close of business on 5 August 2010, save that the Company, pursuant to the authority granted by this resolution, may before this authority has expired make an offer or agreement which would or might require relevant securities to be allotted wholly or partly after such expiry and the directors may allot relevant securities in pursuance to any such offer or agreement as if the authority conferred hereby had not expired, and that all existing authorities given to the directors pursuant to section 80 of the said Act be and are hereby revoked.
7. **THAT** the directors be and are hereby generally empowered (pursuant to section 95 of the Companies Act 1985) (i) to allot equity securities (as defined in section 94(2) of the said Act) in connection with the section 80 authority contained in Resolution 6 above or (ii) to sell relevant shares (as defined in section 94(5) of the said Act) out of treasury, for cash as if section 89(1) of the said Act did not apply to such allotment or sale, provided that the authority conferred by this resolution shall be limited:
  - (i) to the allotment or sale of equity securities in connection with an offer to the holders of ordinary shares in the capital of the Company where the equity securities respectively attributable to the interests of all such holders of ordinary shares are proportionate (as nearly as may be practicable) to the respective number of ordinary shares held by them but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
  - (ii) to the allotment or sale (otherwise than pursuant to sub-paragraph (i) of this resolution) of equity securities of up to an aggregate nominal amount of £60,025,

and this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2010, or, if earlier, the close of business on 5 August 2010 (save that the Company may, before expiry of the power hereby conferred, make any offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the directors may allot equity securities or sell treasury shares pursuant to any such offer or agreement as if the power hereby conferred had not expired).

8. **THAT** the Company be and is hereby generally and unconditionally authorised for the purposes of section 166 of the Companies Act 1985 to make one or more market purchases (within the meaning of section 163(3) of the said Act) of ordinary shares provided that:
- (i) the maximum number of ordinary shares hereby authorised to be purchased is 17,514,271;
  - (ii) the minimum price which may be paid for an ordinary share is one pence per share;
  - (iii) the maximum price which may be paid for an ordinary share is an amount (exclusive of expenses) being not more than 105% of the average of the upper and lower prices shown in the quotations for the ordinary shares of the Company as derived from the London Stock Exchange Daily Official List on the five business days immediately preceding the day on which the ordinary share is contracted to be purchased;
  - (iv) unless previously revoked or varied, this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2010, or, if earlier, the close of business on 5 August 2010; and
  - (v) under this authority the Company may make a contract to purchase ordinary shares which would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.
9. **THAT** the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution is effective be and are hereby generally and unconditionally 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 Annual General Meeting of the Company to be held in 2010. 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.
10. **THAT** a general meeting other than an annual general meeting may be called on not less than 14 clear days’ notice.

BY ORDER OF THE BOARD

Elizabeth Taylor  
*Company Secretary*

*Registered Office:*  
4<sup>th</sup> Floor  
33 Soho Square  
London  
W1D 3QU

Date: 13 March 2009

Notes:

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 Annual General Meeting 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. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Capita Registrars on 0871 664 0391 (calls cost 10p plus network extras).
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's registrars, Capita Registrars (Proxies), PO Box 25, Beckenham, Kent BR3 4BR, no later than 48 hours before the start of the Annual General Meeting. A reply-paid envelope is enclosed for your use in the UK or if you prefer you may return the proxy form in an envelope to FREEPOST RLZK-EARB-GSKJ, Capita Registrars, the Registry, 34 Beckenham Road, Beckenham BR3 4TU to be received no later than 48 hours before the start of the Annual General Meeting. No stamp required.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 9 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
4. Any person to whom this notice is sent who is a person 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 Annual General Meeting. 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.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 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 Annual General Meeting (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 6.00pm on 4 May 2009 (or, in the event of any adjournment, 6.00pm on the date which is two 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 meeting.
7. As at 9 March 2009 (being the last business day prior to the publication of this notice) the Company's issued share capital consists of 120,050,873 ordinary shares, of which 2,505,430 are held in treasury. Therefore, the total voting rights in the Company as at 9 March 2009 are 117,545,443.
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 CRESTCo's specifications, and must contain the information required for such instruction, as described in the CREST Manual. 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 4 May 2009. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp 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 CRESTCo 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 his 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. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (i) above.
13. Copies of the service agreements under which directors of the Company are employed and copies of the terms and conditions of appointment of non-executive directors are available for inspection at the Company's registered office, 4<sup>th</sup> Floor, 33 Soho Square, London W1D 3QU during normal business hours from the date of this notice until the date of the Annual General Meeting and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the meeting.