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If you are in any doubt about the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, solicitor, accountant, bank manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom, or from another appropriate independent financial adviser if you are resident in any territory outside the United Kingdom.

If you have sold or transferred, or sell or transfer prior to 6.00pm on 28 October 2006 your Ordinary Shares in Rightmove plc, please send this Circular, together with the accompanying 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. 3997679)

Proposed cancellation of Share Premium Account

and

Notice of Extraordinary General Meeting

Your attention is drawn to the letter from the Chairman of Rightmove plc which is set out on pages 2 to 4 of this document which contains your Board's recommendation to vote in favour of the resolution to be proposed at the Extraordinary General Meeting referred to below.

Notice of the Extraordinary General Meeting of the Company to be held at 10.00am on 30 October 2006 at the offices of Pinsent Masons, Citypoint, One Ropemaker Street, London EC2Y 9AH is set out at the end of this document.

To be valid, the Form of Proxy for use at the Extraordinary General Meeting, which is enclosed with this document, must be completed and returned so as to be received by the Company's registrars not later than 10.00am on 28 October 2006. 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 10.00am on 28 October 2006. You can return your Form of Proxy by post to Capita Registrars, Proxy Department, The Registrars, 34 Beckenham Road, Beckenham, Kent BR3 4TU. The completion and return of the Form of Proxy or the transmission of a CREST Proxy Instruction will not prevent you from attending and voting at the meeting in person, if you so wish (and are so entitled).

CONTENTS

	<i>Page</i>
Expected timetable of events	1
Letter from the Chairman	2
Definitions	5
Notice of Extraordinary General Meeting	6

EXPECTED TIMETABLE OF EVENTS

Latest time and date for receipt of Forms of Proxy	10.00am on 28 October 2006
Extraordinary General Meeting	10.00am on 30 October 2006
Expected date for hearing of the petition and confirmation of the cancellation of the Share Premium Account by the Court	14 November 2006
Expected Effective Date	15 November 2006
Expected date for payment of interim dividend	by 31 December 2006

Notes

All dates except those of the EGM and the receipt of Forms of Proxy are estimates only, being subject to agreement of hearing dates with the Court. The timetable assumes that the EGM is not adjourned as a result of there being no quorum, or for any other reason. If there is an adjournment the date of the hearing of the petition and all subsequent dates are likely to be later than those shown.

References to time in this document are to London time.

LETTER FROM THE CHAIRMAN

Rightmove plc

(Registered in England and Wales No. 3997679)

Directors:

Scott Forbes (*Chairman*)
Edmund Williams (*Group Managing Director*)
Graham Zacharias (*Group Finance Director*)
Nicholas McKittrick (*Managing Director, Rightmove.co.uk*)
Jonathan Agnew (*Senior Independent Non-executive Director*)
Harry Hill (*Non-executive Director*)
Stephen Shipperley (*Non-executive Director*)
Jane Pridgeon (*Non-executive Director*)
Nigel Cooper (*Independent Non-executive Director*)
Judy Vezmar (*Independent Non-executive Director*)

Registered Office:

Grafton Court
Snowdon Drive
Winterhill
Milton Keynes
MK6 1AJ

6 October 2006

To all Shareholders and, for information only, to participants in the Share Plans.

Dear Shareholder

PROPOSED CANCELLATION OF SHARE PREMIUM ACCOUNT

1. INTRODUCTION

Your Board announced with its interim results on 1 September 2006 that Rightmove intends, subject to the approval of Shareholders and the Court, to cancel its share premium account, in order to increase the level of the Company's distributable reserves and to allow the payment of an interim dividend.

I am writing to you to provide further details of this proposal and to seek the approval of Shareholders at an Extraordinary General Meeting to be held on 30 October 2006. Notice of the EGM is set out at the end of this document.

2. BACKGROUND TO, AND REASONS FOR, THE CANCELLATION OF SHARE PREMIUM ACCOUNT

As stated in our interim results, the recent improvement in the Company's cash position as a result of our decision to cease development of a platform for Home Information Packs and related matters has led the Board to bring forward the point at which the Company will begin paying dividends.

As at 30 June 2006, the balance on the Company's profit and loss account stood at a surplus of £10,303,000 while the balance of the Share Premium Account stood at £18,711,000. The balance on the Share Premium Account is attributable to the difference, or 'premium', between the nominal value of the Ordinary Shares (one pence) issued by the Company and the price at which the Ordinary Shares were issued.

In spite of the current surplus on the profit and loss account, for technical reasons which are explained below there is some uncertainty as to the future level of distributable reserves and consequently the Company's ability to declare and pay a dividend.

Rightmove has, in common with many other companies, set up an Employee Benefit Trust the principal purpose of which is to benefit employees, including through the provision of Ordinary Shares under the Share Plans. The EBT is funded by a loan from the Company, and the accounting treatment of such loans under International Financial

Reporting Standards may be amended such that it is brought into line with that which applies to companies currently reporting under UK Generally Accepted Accounting Practice. This could result in the transactions of the EBT being treated as if they were entered into by the Company itself, which would lead to an immediate reduction of £17,707,000 in the Company's distributable profits, which would prevent the Company from paying any dividends until the resultant deficit of £7,404,000 was eliminated, whether by profitable trading or otherwise.

The Board has therefore concluded that it would be prudent to undertake a cancellation of the Share Premium Account to give the Company maximum flexibility to pay dividends irrespective of whether this accounting treatment is changed. Subject to the cancellation taking effect and subject to the creditor protections (if any) which the Company will put into place, the cancellation will give rise to realised profits which will be credited to the profit and loss account of the Company.

3. CANCELLATION OF SHARE PREMIUM ACCOUNT

Under the Act, a company may reduce or cancel its share premium account if so authorised by its articles of association provided that it obtains the approval of its shareholders by special resolution in general meeting and that the Court confirms the cancellation.

The Company is therefore seeking the approval of Shareholders to cancel the Share Premium Account. Following the cancellation, the profit and loss account will be credited by the amount standing to the Share Premium Account. It should be noted that the cancellation of the Share Premium Account will not, in itself, involve any distribution or repayment of capital by the Company to any Shareholder or other person, and will not reduce the Company's underlying assets.

In order to obtain the approval of the Court for the cancellation of the Share Premium Account, the Company will offer the Court an undertaking for the protection of the creditors of the Company. It is expected that the undertaking will involve the Company paying into a separate trust bank account a cash sum equal to the aggregate amount owed to its creditors as at the date of the cancellation of the Share Premium Account.

If approved by Shareholders and confirmed by the Court, the cancellation of the Share Premium Account would have the effect of crediting to distributable reserves the entire amount of the Share Premium Account. It is expected that the Court Order confirming the cancellation of the Share Premium Account will be made on 14 November 2006, with the cancellation of the Share Premium Account becoming effective on 15 November 2006 (upon registration of the Court Order with the Registrar of Companies).

4. INTERIM DIVIDEND

If the cancellation of the Share Premium Account becomes effective, the Board intends to declare an interim dividend of 1.5 pence per Ordinary Share as soon as possible thereafter. It is currently expected that the interim dividend will be paid to Shareholders before 31 December 2006, but the record date and payment date for the dividend will be announced through a Regulatory News Service following the cancellation of the Share Premium Account becoming effective.

5. EXTRAORDINARY GENERAL MEETING

Set out at the end of this document is a notice convening an EGM of the Company to be held at 10.00am on 30 October 2006. At the EGM, a special resolution will be proposed to approve the cancellation of the Share Premium Account.

The proposed special resolution will be passed if at least 75 per cent. of the votes cast are in favour.

6. ACTION TO BE TAKEN

Enclosed with this circular is a form of proxy for use in relation to the Extraordinary General Meeting. Whether or not you intend to be present at the EGM, 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 10.00am on 28 October 2006. You can return your Form of Proxy by post to the registrars at Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. The completion and return of the Form of Proxy will not prevent you from attending and voting at the EGM in person, if you so wish.

7. RECOMMENDATION

The Directors consider the proposals described in this document to be in the best interests of the Company and of Shareholders. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the resolution to be proposed at the Extraordinary General Meeting as they intend to do in respect of the 4,765,570 Ordinary Shares in which they are beneficially interested (representing approximately 3.59% per cent. of the issued voting share capital of the Company).

Yours faithfully

Scott Forbes
Chairman

DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

"Board" or "Directors"	the board of directors of the Company
"Companies Act" or "Act"	the Companies Act 1985, as amended
"Company" or "Rightmove"	Rightmove plc
"Court"	the High Court of England and Wales
"Effective Date"	the date on which the order of the Court confirming the cancellation of the Share Premium Account has been registered by the Registrar of Companies
"Employee Benefit Trust" or "EBT"	the Rightmove Employee Trust
"Extraordinary General Meeting" or "EGM"	the Extraordinary General Meeting of the Company to be held on 30 October 2006 at 10.00am, notice of which is set out on page 6 of this document
"Form of Proxy"	the form of proxy for use at the EGM enclosed with this document
"Ordinary Shares"	ordinary shares of one pence each in the capital of the Company
"Shareholders"	holders of Ordinary Shares
"Share Plans"	the Rightmove Approved Executive Share Option Plan, the Rightmove Unapproved Executive Share Option Plan and the Rightmove Sharesave Plan
"Share Premium Account"	the share premium account of the Company

Rightmove plc

(Registered in England and Wales No. 3997679)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of Rightmove plc (the "**Company**") will be held at 10.00am on 30 October 2006 at the offices of Pinsent Masons, Citypoint, One Ropemaker Street, London EC2Y 9AH for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution:

SPECIAL RESOLUTION

1. **THAT** the share premium account of the Company be cancelled.

BY ORDER OF THE BOARD

Elizabeth Taylor
Company Secretary

Registered Office:

Grafton Court
Snowdon Drive
Winterhill
Milton Keynes
MK6 1AJ

Date: 6 October 2006

Notes:

- (i) Only shareholders are entitled to attend and vote at the Extraordinary General Meeting ("EGM"). A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company. A form of proxy is enclosed with this notice and instructions for completion are shown on the form. Forms of proxy need to be deposited with the Company's registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not less than 48 hours before the start of the EGM. Completion of a form of proxy does not preclude members attending and voting in person at the EGM, should they so wish.
- (ii) The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company as at 6.00pm on 28 October 2006 shall be entitled to attend or vote at the EGM in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 6.00pm on 28 October 2006 shall be disregarded.
- (iii) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the EGM and for any adjournment(s) thereof 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 voting 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.
- (iv) 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 instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to 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 the latest time(s) for receipt of proxy appointments specified in this notice. 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 Applications 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.
- (v) 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 messages. 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(s), to procure that his/her 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 service providers, are referred in particular to those sections of the CREST Manual concerning the practical limitations of the CREST system and timings.
- (vi) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35 of the Uncertificated Securities Regulations 2001.