

This document is supplemental to and must be read in conjunction with the prospectus in respect of the Introduction and Admission of up to 130,000,000 ordinary shares of 400 pence each to the Official List and to trading on the market for listed securities of the London Stock Exchange published by Rightmove Group plc ("Rightmove Group") on 11 December 2007 (the "Prospectus"). Save as disclosed in this document, since the publication of the Prospectus there have been no significant new factors, material mistakes or inaccuracies relating to the information contained in the Prospectus. Except where the context otherwise requires, terms defined in the Prospectus have the same meaning when used in this document. Such defined terms can be found on pages 101 to 105 of the Prospectus.

The Directors, whose names appear on page 22 of the Prospectus, and Rightmove Group, whose registered office is 4<sup>th</sup> Floor, 33 Soho Square, London, W1D 3QU, are responsible for the information contained herein. The Directors and Rightmove Group declare that, having taken all reasonable care to ensure that such is the case, the information contained in this document is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

Application has been made to the UK Listing Authority for all of the Rightmove Group Ordinary Shares to be admitted to the Official List and to the London Stock Exchange for the Rightmove Group Ordinary Shares to be admitted to trading on the London Stock Exchange's market for listed securities, which together, under the Listing Rules of the UK Listing Authority, will constitute official listing on a stock exchange. If the Scheme proceeds as presently envisaged, it is expected that admission to the Official List of the Rightmove Group Ordinary Shares will become effective, and that dealings in Rightmove Group Ordinary Shares on the London Stock Exchange's market for listed securities will commence, on 28 January 2008.

This document constitutes a supplementary prospectus for the purpose of Prospectus Rule 3.4 and has been prepared in accordance with the Prospectus Rules made under section 84 of the Financial Services and Markets Act 2000. A copy of this document has been filed with the Financial Services Authority and made available to the public as required by Prospectus Rule 3.2.

To the extent that there is any inconsistency between a statement in this document and a statement in the Prospectus, the statement in this document will prevail.

No Rightmove Group Ordinary Shares have been marketed to, nor are any available for purchase, in whole or in part, by the public in the United Kingdom or elsewhere in connection with the admission to the Official List. This document does not constitute an offer or invitation to any person to subscribe for or purchase any securities in Rightmove Group.

A LIST OF RISK FACTORS RELATING TO RIGHTMOVE GROUP AND THE RIGHTMOVE GROUP ORDINARY SHARES IS SET OUT IN THE "RISK FACTORS" SECTION OF THE PROSPECTUS.

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## **RIGHTMOVE GROUP PLC<sup>‡</sup>**

(incorporated and registered in England and Wales under the Companies Act,  
registered number 6426485)

### **Supplement to the Prospectus in respect of**

**Introduction and Admission of up to 130,000,000 ordinary shares of 400 pence  
each to the Official List and to trading on the market for listed securities of the London  
Stock Exchange**

**Sponsored by UBS Investment Bank**

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UBS is acting exclusively for Rightmove and Rightmove Group and no-one else in connection with the listing of the Rightmove Group Ordinary Shares and will not be responsible to anyone other than Rightmove and Rightmove Group for providing the protections afforded to customers of UBS or for providing advice in connection with the listing of the Rightmove Group Ordinary Shares or the contents of the Prospectus or the contents of this document.

The distribution of this document in or into jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

THIS DOCUMENT DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITY. NONE OF THE SECURITIES REFERRED TO IN THIS DOCUMENT SHALL BE SOLD, ISSUED OR TRANSFERRED IN OR INTO ANY JURISDICTION IN CONTRAVENTION OF APPLICABLE LAW.

The date of this document is 24 January 2008.

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<sup>‡</sup> The name of Rightmove Group plc is intended to be changed to Rightmove plc on the Scheme Effective Date as described in paragraph 1.3 of Part VI of the Prospectus.

The Rightmove Group Ordinary Shares will not be, and are not required to be, registered with the US Securities and Exchange Commission under the US Securities Act of 1933, as amended, in reliance on the exemption from registration provided by Section 3(a)(10) thereof. **Neither the SEC nor any other US federal or state securities commission or regulatory authority has approved or disapproved the Rightmove Group Ordinary Shares or passed an opinion on the adequacy of this document. Any representation to the contrary is a criminal offence in the United States.** Rightmove Ordinary Shareholders (whether or not US Persons) who are affiliates (within the meaning of the US Securities Act) of Rightmove or Rightmove Group before implementation of the Scheme or who are affiliates of Rightmove Group after the implementation of the Scheme will be subject to timing, manner of sale and volume restrictions on the sale of Rightmove Group Ordinary Shares received in connection with the Scheme under Rule 145(d) of the US Securities Act.

The restrictions that apply to the distribution of the Prospectus also apply to the distribution of this document. The attention of Overseas Shareholders and other recipients of this document who are residents or citizens of any country other than the United Kingdom is drawn to paragraph 3.1 of Part VI of the Prospectus.

Prospective investors should only rely on the information contained in this document and in the Prospectus. No person has been authorised to give any information or make any representation other than those contained in this document and the Prospectus. If given or made, such information must not be relied upon as having been authorised by Rightmove Group, the Directors or UBS. In particular, the content of the Rightmove Website does not form part of this document and prospective investors should not rely on it.

Without prejudice to any legal or regulatory obligation on Rightmove Group to publish a further supplement to the Prospectus pursuant to the Prospective Directive and Prospectus Rules, the delivery of this document shall not, under any circumstances, create any implication that there has been no change in the affairs of Rightmove Group, Rightmove or the Group taken as a whole since the date of this document or that the information contained herein is correct at any time subsequent to the date of this document.

The contents of this document are not to be construed as legal, business or tax advice. Each prospective investor should consult their own legal, financial or tax adviser accordingly.

In the United States, this document is being published and made available only to Rightmove Ordinary Shareholders for information purposes only. This document does not constitute an offer to any other person or to the public generally to subscribe for or otherwise acquire Rightmove Group Ordinary Shares.

This document is not an offer of securities for sale in the United States. The Rightmove Group Ordinary Shares to be issued to Rightmove Group Ordinary Shareholders in connection with the Scheme have not been, will not be, and are not required to be, registered with the SEC under the US Securities Act, in reliance upon the exemption from the registration requirements of the US Securities Act provided by section 3(a)(10) of that act. For the purpose of qualifying for the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) of that act with respect to the Rightmove Group Ordinary Shares issued pursuant to the Scheme, Rightmove will advise the Court that it will rely on the Section 3(a)(10) exemption based on the Court's sanctioning of the Scheme, which will be relied upon by Rightmove as an approval of the Scheme following a hearing on its fairness to Rightmove Ordinary Shareholders at which hearing all such Rightmove Ordinary Shareholders will be entitled to attend in person or through counsel to support or oppose the sanctioning of the Scheme and with respect to which notification has been or will be given to all such shareholders.

Persons (whether or not US persons) who are affiliates or may be deemed to be (within the meaning of the US Securities Act) of Rightmove or Rightmove Group prior to the Scheme Effective Date or an affiliate of Rightmove Group after the Scheme Effective Date will be subject to timing, manner of sale and volume restrictions on the sale of Rightmove Group Ordinary Shares received in connection with the Scheme under Rule 145(d) under the US Securities Act.

#### **Notice to New Hampshire residents**

Neither the fact that a registration statement or an application for a licence has been filed under Chapter 421-B of the New Hampshire Revised Statutes with the State of New Hampshire nor the fact that a security is effectively registered or a person is licensed in the State of New Hampshire constitutes a finding by the Secretary of State of New Hampshire that any document filed under RSA 421-B is true, complete and not misleading. Neither any such fact nor the fact that an exemption or exception is available for a security or a transaction means that the Secretary of State has passed in any way upon the merits or qualifications of, or recommended or given approval to, any person, security or transaction. It is unlawful to make, or cause to be made to any prospective purchaser, customer or client, any representation inconsistent with the provisions of this paragraph.

#### **Enforceability of judgments**

Rightmove Group is a public limited company incorporated under the laws of England and Wales. All but two of the Directors of Rightmove Group are citizens or residents of countries other than the United States. Substantially all of the assets of such persons and a significant proportion of the assets of Rightmove are located outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon such persons or Rightmove Group, or to enforce against them judgments of US courts, including judgments predicated upon civil liabilities under the securities laws of the United States or any state or territory within the United States. There is substantial doubt as to the enforceability in the United Kingdom in original actions or in actions for enforcement of judgments of US courts, based on the civil liability provisions of US federal securities laws.

## **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This document contains certain “forward-looking statements”, including statements about current beliefs and expectations of the Directors. In particular, the words “expect”, “anticipate”, “estimate”, “may”, “should”, “plans”, “intends”, “will”, “believe” and similar expressions (or in each case their negative and other variations or comparable terminology) can be used to identify forward-looking statements. These statements are based on the Board’s expectations of external conditions and events, current business strategy, plans and the other objectives of management for future operations, and estimates and projections of Rightmove Group’s financial performance. Though the Board believes these expectations to be reasonable at the date of this document they may prove to be erroneous. Forward-looking statements involve known and unknown risks and uncertainties and speak only as of the date they are made. Investors are hereby cautioned that certain important factors could cause actual results, outcomes, performance or achievements of Rightmove Group or industry results to differ materially from those expressed or implied in forward-looking statements. These factors include, but are not limited to, those described in the “Risk Factors” section of the Prospectus.

Save as required by the FSA, the London Stock Exchange or applicable law, including, without limitation, the Prospectus Rules, the Listing Rules or the Disclosure and Transparency Rules, Rightmove Group undertakes no obligation to publicly release the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Board’s expectations or to reflect events or circumstances after the date of this document.

**THIS DOCUMENT IS SUPPLEMENTAL TO, AND SHOULD BE READ IN CONJUNCTION WITH, THE PROSPECTUS**

**PART 1 – SUPPLEMENTAL SUMMARY**

- 1.1 Based on the current market value of Rightmove Ordinary Shares traded on the London Stock Exchange and the current volatility of the global stock market, the Directors decided to recommend to Rightmove Group Ordinary Shareholders that by a shareholders' resolution they alter the nominal value at which the Rightmove Group Ordinary Shares will be issued pursuant to the Scheme to ensure that such shares are not allotted at a discount to their nominal value.
- 1.2 The Company and the Directors regard this information as a significant new factor relating to information contained in the Prospectus and accordingly have prepared and published this document in accordance with Section 87G of the Financial Services and Markets Act 2000, the Listing Rules and the Prospectus Rules. Save as disclosed in this Part I and Part II of this document, there is no further information that is required to be disclosed in this document pursuant to Section 87G of the Financial Services and Markets Act 2000.
- 1.3 Any statement contained in the Prospectus shall be deemed to be modified or superseded to the extent that a statement in this document modifies or supersedes such statement.
- 1.4 This summary supplements the summary set out on pages 5 to 10 of the Prospectus.

**2. Revised nominal value of Rightmove Group Ordinary Shares**

- 2.1 The Prospectus states that Rightmove Group proposes to reduce Rightmove Group's share capital by approximately £500 million by decreasing the nominal value of each Rightmove Group Ordinary Share issued pursuant to the Scheme from 400 pence (or such other nominal value as Rightmove Group resolves prior to the date on which the Court is asked to sanction the Scheme) to one pence.
- 2.2 As at 23 January 2008, the latest practicable date prior to the publication of this document, the closing middle market quotation of a Rightmove Ordinary Share as derived from the Daily Official List of the London Stock Exchange was 398 pence. Rightmove Group has resolved to adjust the nominal value of the Rightmove Group Ordinary Shares to 335 pence to ensure that the Rightmove Group Ordinary Shares which are issued pursuant to the Scheme are not allotted at a discount to their nominal value.
- 2.3 Consequently, the Rightmove Group Reduction of Capital will involve the reduction of Rightmove Group's share capital by approximately £430 million, by decreasing the nominal amount of each Rightmove Group Ordinary Share issued pursuant to the Scheme from 335 pence (or such other nominal value as Rightmove Group shall resolve prior to the date on which the Court is asked to sanction the Scheme) to one pence. This reduction will create a distributable reserve of an amount equal to the reduction. The reserve will be available for future dividend payments at the discretion of the Directors and, subject to market conditions, share buybacks.

## PART II – ADDITIONAL INFORMATION

### 1. Persons responsible

The Directors, whose names appear on page 22 of the Prospectus, and Rightmove Group accept responsibility for the information contained in this document. To the best of the knowledge of the Directors and Rightmove Group (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

### 2. Share Capital of Rightmove Group

2.1 By resolutions passed on 23 January 2008, it was resolved by the members of Rightmove Group eligible to vote that:

- (i) the 300,000,000 authorised but unissued ordinary shares of 400 pence each in the capital of the Company be cancelled;
- (ii) the authorised share capital of the Company be increased from £50,002 to £1,005,050,002 by the creation of 300,000,000 ordinary shares of 335 pence each in the Company;
- (iii) subject to and conditional upon the Scheme becoming effective the share capital of Rightmove Group be reduced by:
  - (A) cancelling paid up share capital to the extent of 334 pence on each Rightmove Group Ordinary Share issued pursuant to the Scheme and reducing the nominal value of each such Rightmove Group Ordinary Share from 335 pence to one pence; and
  - (B) reducing the nominal value of each unissued Rightmove Group Ordinary Share from 335 pence to one pence;
- (iv) the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the said Act):
  - (A) up to an aggregate nominal amount of £435,500,000 as required for the purposes of the Scheme;
  - (B) up to an aggregate nominal amount of £431,333 (representing approximately one third of Rightmove's issued ordinary share capital at the date of the proposal of the resolution) to such persons at such times and upon such terms and conditions as the directors may determine this authority to expire on 1 May 2008 or, if later, at the conclusion of the Annual General Meeting of the Company to be held in 2008 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;

(v) the Directors be and are hereby generally empowered (pursuant to Section 95 of the Companies Act) (i) to allot equity securities (as described in Section 94(5) of the said Act) in connection with the Section 80 authority contained in resolution (iv) above or (ii) to sell relevant shares (as described 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 this power shall be limited:

(A) to the allotment or sale of equity securities in connection with an offer to 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 in proportionate (as nearly as may be practicable) to the respective numbers 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

(B) to the allotment or sale (otherwise than pursuant to sub-paragraph (A) above of this resolution) of equity securities up to an aggregate nominal amount of £64,700 (representing approximately five per cent. of Rightmove's issued ordinary share capital as at the date of the proposal of the resolution),

and this authority shall expire on 1 May 2008 or, if later, at the conclusion of the Annual General Meeting of the Company to be held in 2008, (save that the Company may, before expiry of the power hereby conferred, make an 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 in pursuance of such an offer or agreement as if the power conferred hereby had not expired); and

(vi) resolutions (iii), (iv) and (v) above replace the resolutions set out at paragraph 3.7(A), (B) and (C) in the Prospectus and passed at the General Meeting of Rightmove Group on 6 December 2007 at 3.00 p.m.

2.2 Accordingly, as at 23 January 2008, the latest practicable date prior to the publication of this document, the authorised and issued share capital of Rightmove Group is, and immediately prior to implementation of the Scheme will be (assuming no exercise of rights outstanding under the Rightmove Share Plans between the date of this document and the Scheme Record Time or other issue of share capital by Rightmove Group between the date of this document and the Scheme Record Time), as follows:

<u>Class</u>	<u>Authorised number</u>	<u>Aggregate nominal value</u>	<u>Issued and fully paid number</u>	<u>Issued and fully paid aggregate nominal value</u>
Rightmove Group Ordinary Shares	300,000,000	1,005,000,000	Nil	Nil

<u>Class</u>	<u>Authorised number</u>	<u>Aggregate nominal value</u>	<u>Issued and fully paid number</u>	<u>Issued and fully paid aggregate nominal value</u>
Rightmove Group Non-Voting Preference Shares	5,000,000	£50,000	5,000,000	£50,000
Rightmove Group Subscriber Ordinary Shares	200	£2	200	£2

- 2.3 Accordingly, the proposed authorised, issued and fully paid share capital of Rightmove Group as it will be immediately following the Rightmove Group Reduction of Capital becoming effective (assuming no issue of share capital by Rightmove Group between the date of this document and the Rightmove Group Reduction of Capital) is as follows:

<u>Class</u>	<u>Authorised Number</u>	<u>Aggregate Nominal Value</u>	<u>Issued and fully paid Number</u>	<u>Issued and fully paid Aggregate Nominal Value</u>
Rightmove Group Ordinary Shares	300,000,000	£3,000,000	129,399,978	£1,293,999.78
Rightmove Group Non-Voting Preference Shares	5,000,000	£50,000	5,000,000	£50,000
Rightmove Group Subscriber Ordinary Shares	200	£2	200	£2

### 3. Documents available for inspection

In addition to those documents set out in paragraph 21 of Part VII of the Prospectus, copies of this document will be available for inspection free of charge during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of publication of this document until close of business on the Scheme Effective Date at the offices of Rightmove Group at 4<sup>th</sup> Floor, 33 Soho Square, London, W1D 3QU and at the offices of Slaughter and May at One Bunhill Row, London, EC1Y 8YY.