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If you have sold or otherwise transferred all of your shares in Moneysupermarket.com Group PLC, please send this document, together with the accompanying documents (but not the personalised Form of Proxy), as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

Moneysupermarket.com Group PLC
Registered in England & Wales No. 6160943
Moneysupermarket House
St. David's Park
Ewloe
Chester CH5 3UZ

15 March 2011

To the holders of ordinary shares in Moneysupermarket.com Group PLC ('Company')

Notice of Annual General Meeting

Dear Shareholder

I am pleased to be writing to you with the details of our fourth Annual General Meeting ('AGM') which will be held at 11.00am on Wednesday 4 May 2011 at Doubletree by Hilton Chester Hotel, Warrington Road, Hoole, Chester, CH2 3PD. The formal notice of AGM is set out on pages 4 to 8 of this document.

The purpose of this letter is to explain certain elements of the business to be considered at the AGM.

Resolutions 1 to 15 inclusive, 18 and 20 are ordinary resolutions. Resolutions 16, 17 and 19 are special resolutions. The ordinary resolutions will be passed if more than 50% of the votes cast are in favour and the special resolutions will be passed if at least 75% of the votes cast are in favour.

To receive the Annual Report and Accounts (Resolution 1)

The Chairman will present the Annual Report and Accounts for the year ended 31 December 2010 to the AGM.

Directors' Remuneration Report (Resolution 2)

It is mandatory for all listed companies to put their Directors' Remuneration Report to an advisory shareholder vote. As the vote is advisory it does not affect the actual remuneration paid to any individual Director. The Directors' Remuneration Report is set out on pages 37 to 42 of the Company's Annual Report and Accounts for the year ended 31 December 2010.

Final dividend (Resolution 3)

A final dividend of 2.53 pence per ordinary share for the year ended 31 December 2010 is recommended for payment by the Directors. If shareholders approve the recommended final dividend, it will be paid on Friday 13 May 2011 to all ordinary shareholders who were on the register of members at the close of business on Friday 8 April 2011.

Re-election of Directors (Resolutions 4 to 12)

Resolutions 4 to 12 deal with the re-election of the Directors in accordance with the UK Corporate Governance Code (which has replaced the Combined Code on Corporate Governance). The UK Corporate Governance Code provides for the directors of all FTSE 350 companies to be subject to re-election by their shareholders every year. In keeping with the Board's aim of following best corporate practice, each member of the Board is standing for election or re-election at this year's AGM. Biographies of each of the Directors seeking election or re-election are included in Appendix 1 to this document. The Board has confirmed, following a performance review, that all Directors standing for election or re-election continue to perform effectively and demonstrate commitment to their roles.

Re-appointment of auditors and auditors' remuneration (Resolutions 13 and 14)

Resolution 13 relates to the re-appointment of KPMG Audit Plc as the Company's auditors to hold office until the next AGM of the Company and Resolution 14 authorises the Directors to determine their remuneration.

Allotment of share capital (Resolution 15)

Resolution 15 deals with the Directors' authority to allot shares.

At the last AGM of the Company held on 31 March 2010, the Directors were given authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £67,602 representing approximately 66.6% of the Company's then issued ordinary share capital (excluding treasury shares). This authority expires at the end of this year's AGM.

Allotment of share capital (Resolution 15) continued

Resolution 15 will, if passed, renew this authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £67,836 representing the Association of British Insurers ('ABI') guideline limit of approximately 66.6% of the Company's issued ordinary share capital (excluding treasury shares) as at 1 March 2011 (the latest practicable date prior to publication of this document). Of this amount 169,590,000 ordinary shares (representing approximately 33.3% of the Company's issued ordinary share capital (excluding treasury shares)) can only be allotted pursuant to a rights issue. This authority will expire at the end of the next AGM of the Company or, if earlier, on 3 August 2012.

The Directors have no present intention of exercising this authority other than to the extent applicable in relation to the Company's employee share schemes. However, the Directors consider it appropriate to maintain the flexibility that this authority provides.

As at 1 March 2011 (the latest practicable date prior to publication of this document), the Company does not hold any ordinary shares in the capital of the Company in treasury.

Disapplication of statutory pre-emption rights (Resolution 16)

Resolution 16 will give the Directors authority to allot shares in the capital of the Company pursuant to the authority granted under Resolution 15 above for cash without complying with the pre-emption rights in the Companies Act 2006 ('2006 Act') in certain circumstances. In the light of the ABI guidelines referred to in relation to Resolution 15 above, this authority will permit the Directors to allot:

- (a) shares up to a nominal amount of £67,836 (representing approximately 66.6% of the issued ordinary share capital of the Company) on an offer to existing shareholders on a pre-emptive basis. However unless the shares are allotted pursuant to a rights issue (rather than an open offer), the Directors may only allot shares up to a nominal amount of £33,918 (representing approximately 33.3% of the issued ordinary share capital of the Company) (in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit); and
- (b) shares up to a maximum nominal value of £5,092, representing approximately 5% of the issued ordinary share capital of the Company as at 1 March 2011 (the latest practicable date prior to publication of this document) otherwise than in connection with an offer to existing shareholders.

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. The Principles provide that companies should not issue shares for cash representing more than 7.5% of the company's issued share capital in any rolling three-year period, other than to existing shareholders, without prior consultation with shareholders.

This authority will expire upon the expiry of the general authority conferred in Resolution 15.

Authority to purchase own shares (Resolution 17)

Resolution 17 gives the Company authority to buy back its own ordinary shares in the market as permitted by the 2006 Act. The authority limits the number of shares that could be purchased to a maximum of 50,928,800 representing approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 1 March 2011 (the latest practicable date prior to publication of this document) and sets minimum and maximum prices. This authority will expire at the end of the next AGM of the Company or, if earlier, on 3 August 2012.

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. The authority will be exercised only if the Directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally. Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares.

If Resolution 17 is passed at the AGM, it is the Company's current intention to hold in treasury all of the shares it may purchase pursuant to the authority granted to it. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors will need to reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so.

As at 1 March 2011 (the latest practicable date prior to publication of this document), there were warrants and options over 11,755,263 ordinary shares in the capital of the Company representing 2.3% of the Company's issued ordinary share capital (excluding treasury shares). If the authority to purchase the Company's ordinary shares was exercised in full, these warrants and options would represent 2.6% of the issued ordinary share capital of the Company (excluding treasury shares).

Political donations (Resolution 18)

Resolution 18 deals with political donations. Under the 2006 Act, political donations to any political parties, independent election candidates or political organisations or the incurring of political expenditure are prohibited unless authorised by shareholders in advance. What constitutes a political donation, a political party, a political organisation, or political expenditure is not easy to decide, as the legislation is capable of wide interpretation. Sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties, and support for bodies representing the business community in policy review or reform, may fall within this.

Political donations (Resolution 18) continued

Therefore, notwithstanding that the Company has not made a political donation in the past, and has no intention either now or in the future of making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate, the Board has decided to put forward Resolution 18 to renew the authority granted by shareholders at the last AGM of the Company. This will allow the Company to continue to support the community and put forward its views to wider business and Government interests without running the risk of being in breach of the law. As permitted under the 2006 Act, Resolution 18 also covers any political donations made, or political expenditure incurred, by any subsidiaries of the Company.

This authority will expire at the end of the next AGM of the Company or, if earlier, on 3 August 2012.

Length of notice of meeting (Resolution 19)

Resolution 19 is a resolution to allow the Company to hold general meetings (other than AGMs) on 14 days' notice.

Before the introduction of the Companies (Shareholders' Rights) Regulations 2009 ('Shareholders' Rights Regulations') in August 2009, the minimum notice period permitted by the 2006 Act for general meetings (other than AGMs) was 14 days. One of the amendments made to the 2006 Act by the Shareholders' Rights Regulations was to increase the minimum notice period for general meetings of listed companies to 21 days, but with an ability for companies to reduce this period back to 14 days (other than for AGMs) provided that two conditions are met. The first condition is that the Company offers a facility for shareholders to vote by electronic means. This condition is met if the Company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website. The second condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 days to 14 days.

The Board is therefore proposing Resolution 19 as a special resolution to approve 14 days as the minimum period of notice for all general meetings of the Company other than AGMs. The approval will be effective until the end of the Company's next AGM, when it is intended that the approval be renewed. The Board will consider on a case by case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time sensitive.

Approval of the Moneysupermarket.com Group PLC Sharesave Scheme (Resolution 20)

The Company is seeking approval for the establishment of the Moneysupermarket.com Group PLC Sharesave Scheme (the 'Sharesave Scheme'). The Sharesave Scheme is an all-employee share option scheme, approved by HM Revenue & Customs, which is being introduced to encourage wider employee share ownership of the Company.

A summary of the main features of the Sharesave Scheme is set out in Appendix 2 to this document.

Action to be taken

Depending on how you hold your ordinary shares in the Company, you will receive either a Form of Proxy (in the case of ordinary shareholders) and/or a Proxy Voting Direction Form (in the case of holders of ordinary shares via the Moneysupermarket.com Group PLC Share Incentive Plan) for use in relation to the AGM.

Ordinary shareholders on the register of members of the Company

If you are an ordinary shareholder on the register of members of the Company, you are requested to complete, sign and return the **Form of Proxy** in accordance with its instructions whether or not you intend to be present at the AGM. The completion of an appointment of proxy does not preclude you from attending and voting in person at the AGM should you decide to do so.

Alternatively, you may submit your appointment of proxy online at www.moneysupermarket-shares.com by following the on-screen instructions or, if you are a CREST member, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notice of meeting and the CREST Manual on the Euroclear website (www.euroclear.com/CREST).

The appointment of proxy must be received by the Company's registrar, Capita Registrars, by no later than 11.00am on Thursday 28 April 2011 or, in the case of any adjournment of the meeting, by no later than 48 hours before the time of the adjourned meeting (excluding non-working days).

Holders of ordinary shares via the Moneysupermarket.com Group PLC Share Incentive Plan

If you hold ordinary shares in the Company via the Moneysupermarket.com Group PLC Share Incentive Plan, you are requested to complete, sign and return the **Proxy Voting Direction Form** in accordance with its instructions.

Alternatively, you may submit your voting direction online at www.moneysupermarket-shares.com by following the on-screen instructions.

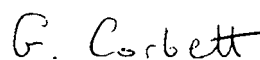
The voting direction must be received by Capita IRG Trustees Limited, care of the Company's registrar, by no later than 11.00am on Wednesday 27 April 2011 or, in the case of any adjournment of the meeting, by no later than 72 hours before the time of the adjourned meeting (excluding non-working days).

Recommendation

The Board considers the Resolutions are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole.

The Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings which amount in aggregate to 269,346,206 shares representing approximately 52.9% of the existing issued ordinary share capital of the Company (excluding treasury shares).

Yours faithfully



Gerald Corbett
Chairman

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the fourth Annual General Meeting of Moneysupermarket.com Group PLC ('Company') will be held at Doubletree by Hilton Chester Hotel, Warrington Road, Hoole, Chester, CH2 3PD on Wednesday 4 May 2011 at 11.00am to consider and, if thought fit, to pass Resolutions 1 to 15 inclusive, 18 and 20 as ordinary resolutions and Resolutions 16, 17 and 19 as special resolutions:

1. To receive the accounts and the reports of the Directors and the auditors for the year ended 31 December 2010.
2. To receive and approve the Directors' Remuneration Report for the year ended 31 December 2010.
3. To declare a final dividend of 2.53 pence per ordinary share for the year ended 31 December 2010.
4. To re-elect Gerald Corbett as a Director.
5. To re-elect Simon Nixon as a Director.
6. To re-elect Peter Plumb as a Director.
7. To re-elect Paul Doughty as a Director.
8. To re-elect Graham Donoghue as a Director.
9. To re-elect David Osborne as a Director.
10. To re-elect Michael Wemms as a Director.
11. To re-elect Rob Rowley as a Director.
12. To elect Bruce Carnegie-Brown as a Director.
13. To re-appoint KPMG Audit Plc as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.
14. To authorise the Directors to determine the remuneration of the Company's auditors.
15. THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights'):
 - (a) up to an aggregate nominal amount of £33,918; and
 - (b) up to a further aggregate nominal amount of £33,918 provided that (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006) and (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates and to other holders of equity securities entitled to participate therein, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body

or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire at the end of the next Annual General Meeting of the Company or, if earlier, on 3 August 2012, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

16. THAT the Directors be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash either pursuant to the authority conferred by Resolution 15 above or by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 15 by way of rights issue only) in favour of the holders of ordinary shares on the register of members at such record dates as the Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) of this Resolution 16) to any person or persons of equity securities up to an aggregate nominal amount of £5,092,

and shall expire upon the expiry of the general authority conferred by Resolution 15 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

17. THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 0.02 pence each of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:

- (a) the maximum number of ordinary shares hereby authorised to be acquired is 50,928,800 representing approximately 10% of the issued ordinary share capital of the Company as at 1 March 2011;
- (b) the minimum price (excluding expenses) which may be paid for any such share is 0.02 pence;
- (c) the maximum price (excluding expenses) which may be paid for any such share is the higher of (i) an amount equal to

105% of the average of the middle market quotations for an ordinary share in the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased and (ii) the amount stipulated by Article 5(1) of the EU Buy-back and Stabilisation Regulation (being the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 17 will be carried out);

(d) the authority hereby conferred shall expire at the end of the next Annual General Meeting of the Company or, if earlier, on 3 August 2012 unless previously renewed, varied or revoked by the Company in general meeting; and

(e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

18. THAT in accordance with sections 366 and 367 of the Companies Act 2006 the Company and all companies which are subsidiaries of the Company at the date on which this Resolution 18 is passed or during the period when this Resolution 18 has effect be generally and unconditionally authorised to:

- (a) make political donations to political parties or independent election candidates not exceeding £25,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £25,000 in total; and
- (c) incur political expenditure not exceeding £25,000 in total,

(as such terms are defined in the Companies Act 2006) during the period beginning with the date of the passing of this Resolution and ending at the end of the next Annual General Meeting of the Company or, if earlier, on 3 August 2012 provided that the authorised sum referred to in paragraphs (a), (b) and (c) above, may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day in which the Company enters into any contract or undertaking in relation to the same provided that, in any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this Resolution shall not exceed £75,000.

19. THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

20. THAT:

- (a) the Moneysupermarket.com Group PLC Sharesave Scheme (the '**Sharesave Scheme**'), the principal terms of which are summarised in Appendix 2 to the Notice of Annual General Meeting dated 15 March 2011, and a copy of the rules of which has been produced to the meeting at which this Resolution is proposed and for the purposes of identification

has been signed by the Chairman hereof, be approved; and the Directors of the Company be and they are hereby authorised to do all acts and things necessary to give effect to the operation of the Sharesave Scheme; and

- (b) the Directors be and they are hereby authorised to establish further schemes for Directors and employees of the Company and its subsidiaries who work outside the UK, the terms of such schemes to be based on the terms of the Sharesave Scheme, save that those terms may be modified in such manner as the Directors consider necessary or desirable to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such schemes are treated as counting against any limit on individual or overall participation in the Sharesave Scheme.

By order of the Board

Darren Drabble

Darren Drabble

Company Secretary
Moneysupermarket.com Group PLC
15 March 2011

Registered office:
Moneysupermarket House
St. David's Park
Ewloe
Chester CH5 3UZ
(Registered in England & Wales No. 6160943)

Notes

Ordinary shareholders on the register of members of the Company

1. A member entitled to attend and vote at the meeting may appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Your proxy could be the Chairman, another Director of the Company or another person who has agreed to attend to represent you. Your proxy must vote as you instruct and must attend the meeting for your vote to be counted. Appointing a proxy does not preclude you from attending the meeting and voting in person.
3. A Form of Proxy which may be used to make this appointment and give proxy instructions has been posted to all members who appeared on the register of members at the close of business on Monday 14 March 2011. Details of how to appoint a proxy are set out in the notes to the Form of Proxy. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company's registrar, Capita Registrars, on 0871 200 1536 (calls cost 10 pence per minute plus network extras and lines are open 8.30am – 5.30pm Monday – Friday). As an alternative to completing a hard copy Form of Proxy, proxies may be appointed electronically in accordance with note 4 below.
4. In order to be valid, an appointment of proxy must be returned (together with any authority under which it is executed or a certified copy of the authority) by one of the following methods:
 - in hard copy form by post, by hand or by courier to the Company's registrar at the address shown on the back of the Form of Proxy. If you prefer, you may return it in an envelope using the following address: Freepost RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, BR3 4TU;
 - by completing it online at www.moneysupermarket-shares.com by following the on-screen instructions to submit it (you will need to identify yourself with your personal investor code); or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 8 below,and in each case must be received by the Company's registrar by no later than 11.00am on Thursday 28 April 2011 or in the case of any adjournment by no later than 48 hours before the time of the adjourned meeting (excluding non-working days).
5. To change your proxy instructions you may return a new proxy appointment using the methods set out in note 4 above. Where you have appointed a proxy using the hard copy Form of Proxy and would like to change the instructions using another hard copy Form of Proxy, please contact the Company's registrar, Capita Registrars, on 0871 200 1536 (calls cost 10 pence per minute plus network extras and lines are open 8.30am – 5.30pm Monday – Friday). The deadline for receipt of proxy appointments (see note 4 above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same ordinary share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
6. A copy of this notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a 'Nominated Person'). The rights to appoint a proxy can not be exercised by a Nominated Person: they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him and the member by whom he was nominated to be appointed as a proxy for the meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
7. To be entitled to attend and vote at the meeting, members must be registered in the register of members of the Company at 6.00pm on Thursday 28 April 2011 (or, if the meeting is adjourned, at 6.00pm on the date which is two days prior to the adjourned meeting). Changes to entries on the register after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the meeting or adjourned meeting.
8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com/CREST). 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. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it constitutes the appointment of a proxy or 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 number RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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 Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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.
9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 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 practical limitations of the CREST system and timings.

10. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.
11. Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting, that the members propose to raise at the meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on its website.
12. The Company must cause to be answered at the meeting any question relating to the business being dealt with at the meeting which is put by a member attending the meeting, except (a) if to do so would interfere with the preparation for the meeting or involve the disclosure of confidential information; (b) if the answer has already been given on a website in the form of an answer to a question; or (c) if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
13. Under sections 338 and 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which those members intend to move (and which may properly be moved) at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting. A resolution may properly be moved, or a matter properly included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of any inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person(s) making it and must be received by the Company not later than 6 clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
14. If you hold your ordinary shares in the Company via the Moneysupermarket.com Group PLC Share Incentive Plan, you are not entitled to attend, speak or vote in person at the meeting.
15. A Proxy Voting Direction Form which may be used to submit a voting direction to Capita IRG Trustees Limited has been posted to all persons who appeared on Capita IRG Trustees Limited's register of Share Incentive Plan holders at the close of business on Monday 14 March 2011. Details of how to submit a voting direction are set out in the notes to the Proxy Voting Direction Form. If you do not have a Proxy Voting Direction Form and believe that you should have one, or if you require additional forms, please contact the Company's registrar, Capita Registrars, on 0871 664 0424 (calls cost 10 pence per minute plus network extras and lines are open 9.00am – 5.30pm Monday – Friday). As an alternative to completing a hard copy Proxy Voting Direction Form, a voting direction may be submitted electronically in accordance with note 16 below.
16. In order to be valid, a voting direction must be returned (together with any authority under which it is executed or a certified copy of the authority) by one of the following methods:
- in hard copy form by post, by hand or by courier to the Company's registrar at the address shown on the back of the Proxy Voting Direction Form. If you prefer, you may return it in an envelope using the following address: Capita Registrars, CSPS, Freepost MB122, Beckenham, Kent, BR3 4BR; or
 - by completing it online at www.moneysupermarket-shares.com by following the on-screen instructions to submit it (you will need to identify yourself with your personal investor code),
- and in each case must be received by Capita IRG Trustees Limited, care of the Company's registrar, by no later than 11.00am on Wednesday 27 April 2011 or in the case of any adjournment by no later than 72 hours before the time of the adjourned meeting (excluding non-working days).
17. To change your voting direction you may return a new voting direction using the methods set out in note 16 above. Where you have submitted your voting direction using the hard copy Proxy Voting Direction Form and would like to change the voting direction using another hard copy Proxy Voting Direction Form, please contact the Company's registrar, Capita Registrars, on 0871 664 0424 (calls cost 10 pence per minute plus network extras and lines are open 9.00am – 5.30pm Monday – Friday). The deadline for receipt of a voting direction (see note 16 above) also applies in relation to an amended voting direction. Any attempt to terminate or amend a voting direction received after the relevant deadline will be disregarded. Where two or more valid separate voting directions are received in respect of the same ordinary share held via the Moneysupermarket.com Group PLC Share Incentive Plan in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
18. To be entitled to submit a voting direction to Capita IRG Trustees Limited, you must be entered on Capita IRG Trustees Limited's register of Share Incentive Plan holders at 6.00pm on Wednesday 27 April 2011 (or, if the meeting is adjourned, at 6.00pm on the date which is three days prior to the adjourned meeting). Changes to entries on the register after this time shall be disregarded in determining the rights of persons to submit a voting direction (and the number of votes they may direct) at the meeting or adjourned meeting.

Holders of ordinary shares via the Moneysupermarket.com Group PLC Share Incentive Plan

14. If you hold your ordinary shares in the Company via the Moneysupermarket.com Group PLC Share Incentive Plan, you are not entitled to attend, speak or vote in person at the meeting.

General

19. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by or on behalf of the Company, including the lodgement of an electronic proxy appointment or voting direction, that is found to contain any virus will not be accepted.
20. As at 1 March 2011 (the latest practicable date prior to publication of this document), the Company's issued share capital consists of 509,288,007 ordinary shares of 0.02 pence each, carrying one vote each. The Company does not hold any ordinary shares in treasury. Therefore the total voting rights in the Company at such date are 509,288,007.
21. The contents of this notice of meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the meeting, details of the totals of the voting rights that members are entitled to exercise at the meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's corporate website:
<http://corporate.moneysupermarket.com>.
22. Copies of the Executive Directors' service agreements and the Non-Executive Directors' letters of appointment are available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) and will be available at the place of the meeting from 10.45am until its conclusion.
23. The draft rules of the proposed Sharesave Scheme are available for inspection at the registered office of the Company and at the offices of Herbert Smith LLP, Exchange House, Primrose Street, London EC2A 2HS during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this notice of meeting to the date of the meeting and at the place of the meeting from 10.45am until its conclusion.
24. You may not use any electronic address provided in this notice of meeting or any related documents (including the Form of Proxy and/or Proxy Voting Direction Form) to communicate with the Company for any purposes other than those expressly stated.
25. Please indicate on the Form of Proxy and/or Proxy Voting Direction Form how you wish your vote to be cast on each of the Resolutions by inserting 'X' in the appropriate box. The 'Withheld' option on the Form(s) is provided to enable you to abstain on any of the specified Resolutions. Please note that a vote 'Withheld' has no legal effect and will not be counted in the votes 'For' and 'Against' a Resolution.

Appendix 1

Biographies of Directors seeking re-election

Gerald Corbett (a,b,c)

Chairman of the Board and Chairman of the Nomination Committee

Gerald was appointed Chairman of the Board in June 2007. He has been chairman of Britvic plc since November 2005. Gerald is also a non-executive director of Numis Corporation Plc and is chairman of the board of trustees of the Royal National Institute for the Deaf. Gerald was chairman of SSL International plc from 2005 to 2010, a non-executive director of Greencore Group plc from 2004 to 2010, chairman of Woolworths Group plc from 2001 to 2007, chief executive of Railtrack plc from 1997 to 2000 and group finance director of Grand Metropolitan plc from 1994 to 1997.

Simon Nixon

Deputy Chairman

Simon co-founded the Group's business in 1993 and since then has been involved in the management and development of the business including the launch of moneysupermarket.com in 1999 and travelsupermarket.com in 2004. Simon was appointed to the Board as Chief Executive Officer in April 2007 and became Deputy Chairman in February 2009.

Peter Plumb

Chief Executive Officer

Peter was appointed an Executive Director in January 2009 and became Chief Executive Officer of the Group in February 2009. Prior to joining the Group, Peter was the UK managing director of dunnhumby Limited between 2006 and 2008 and was previously general manager of Europe Disney Consumer Products, international director of Dyson Appliances Limited and held senior commercial roles at PepsiCo International. Peter has an MBA from IMD in Switzerland.

Paul Doughty

Chief Financial Officer

Paul joined the Group in 2004 as Chief Financial Officer. He previously had commercial finance experience with Motorola Limited, National Power plc and Morse plc. He is a qualified Chartered Accountant having trained and qualified at Price Waterhouse. Paul was appointed to the Board in April 2007.

David Osborne

Marketing Director

David was appointed an Executive Director in February 2009. Between 2005 and 2009, David was UK regional general manager at easyJet. He previously worked in senior marketing roles at ING Direct, Orange, Amazon.co.uk and Diageo.

Graham Donoghue

Managing Director, Financial Services

Graham joined the Group in 2008 as Managing Director, Travel and was appointed an Executive Director in February 2009. He was appointed Managing Director, Financial Services in January 2011. Prior to joining the Group, Graham was new media director of TUI Travel plc between 2006 and 2008.

Michael Wemms (a,b,c)

Senior Independent Non-Executive Director and Chairman of the Remuneration Committee

Michael was appointed a Non-Executive Director in July 2007. Michael has been a non-executive director of Howden Joinery Group plc since 2006 and Inchcape plc since 2004. He was formerly chairman of the British Retail Consortium between 2004 and 2006, chairman of House of Fraser plc between 2001 and 2006 and a non-executive director of A&D Pharma Holdings N.V. between 2006 and 2008. Michael was previously an executive director of Tesco plc between 1989 and 2000.

Rob Rowley (a,b,c)

Independent Non-Executive Director and Chairman of the Audit Committee

Rob was appointed a Non-Executive Director in September 2007. Rob has been a non-executive director of Capital Shopping Centres Group PLC since 2004 where he is the senior independent director and chairs its audit committee. Rob was appointed a non-executive director of Taylor Wimpey plc in January 2010. He was formerly deputy chairman of Cable & Wireless plc between 2003 and 2006 and a non-executive director of Prudential plc between 1999 and 2006 where he chaired its audit committee. Rob was previously at Reuters plc from 1978 to 2001 where he was a director between 1990 and 2001.

Bruce Carnegie-Brown (a,b,c)

Independent Non-Executive Director

Bruce was appointed a Non-Executive Director in April 2010. Bruce is non-executive chairman of Conduit Capital Markets Limited and has been a non-executive director of Close Brothers Group plc since 2006 where he is the senior independent director and chairs its remuneration committee. Bruce was appointed a non-executive director of Catlin Group Limited in August 2010 where he is the senior independent director and chairs its remuneration committee. He was previously managing partner of 3i Quoted Private Equity and a member of the 3i Group plc's executive committee, chief executive officer of Marsh Limited between 2003 and 2006 and prior to that was a managing director at JP Morgan.

- a Member of the Audit Committee
- b Member of the Remuneration Committee
- c Member of the Nomination Committee

Appendix 2

Summary of the provisions applying to the Sharesave Scheme

The following definitions shall apply in this Appendix.

“**Board**” means the board of directors of the Company or a duly authorised committee;

“**Group**” means the Company and any of its subsidiaries;

“**HMRC**” means HM Revenue & Customs;

“**ITEPA**” means the Income Tax (Earnings & Pensions) Act 2003.

Operation of the Sharesave Scheme

The Sharesave Scheme will be administered by the Board.

The Board may normally invite eligible employees to apply for options in the 42 day period beginning with the date on which the Sharesave Scheme is approved by shareholders (or, if later, by HMRC), within 42 days following the publication of a new prospectus in relation to certified SAYE savings arrangements, and thereafter in the 42 day period following the date on which the Company announces its results for any period. Invitations for applications may also be made in circumstances the Board considers to be exceptional.

The Board may determine a maximum number of shares over which applications for options are to be invited, and in the event applications are received in excess of such maximum, the Board shall scale-down applications.

The Sharesave Scheme will not be operated more than ten years after approval by shareholders, and the Board will continue to review the operation of the Sharesave Scheme during this period.

Options are not transferable (other than to the participant's personal representatives in the event of his or her death) and do not form part of pensionable earnings.

Eligibility

Any employee (including executive directors) of the Company, and any other member of the Group for the time being designated as participating in the Sharesave Scheme, will be eligible to participate in the Sharesave Scheme, subject to a service requirement of not more than 5 years if the Board so decides. All eligible employees who are chargeable to income tax as a UK resident and ordinary resident must be invited to participate.

Savings contracts

An eligible employee who applies for an option must also enter into an HMRC approved savings-related contract. Under this contract, the employee will agree to make monthly savings contributions of a fixed amount (currently not less than £5 and not more than £250). Shares may only be acquired on the exercise of the option using repayment of accrued savings and interest under the contract. Such repayment may be taken as including any bonus contribution payable under the savings contract if the Board so decides.

Price

The price payable for each share under option shall be determined by the Board provided that it shall not be less than 80 per cent of the market value of the Company's shares on the dealing day immediately prior to the date of invitation to apply for options (or if the Board so decides, averaged over the three dealing days immediately prior to the date of invitation) or at such other time as may be agreed with HMRC.

Rights attaching to shares

Options will not confer any shareholder rights on participants (for example, the right to vote the shares) until the options have been exercised and the participant has received his or her shares.

Shares allotted under the Sharesave Scheme will rank equally with all other shares of the same class then in issue, but will not qualify for dividends or other rights arising by reference to a prior record date.

Limits on the issue of shares

The Sharesave Scheme may operate over new issue shares, treasury shares or shares purchased in the market.

In any ten year period the Company may not issue (or have the possibility to issue) more than 10 per cent of the issued ordinary share capital of the Company under the Sharesave Scheme and any other employees' share scheme adopted by the Company.

Treasury shares will count as new issue shares for the purposes of this limit for so long as institutional investor bodies consider that they need to be so counted.

Exercise of options

An option (which may be a three, five or seven year option) may not normally be exercised until the option holder has completed his savings contract (which will usually be three or five years from the date of taking out the savings contract) and then not more than six months thereafter. An option may also be exercised within 6 months of a participant reaching the specified age (as provided in the rules), notwithstanding that the participant does not cease employment at such time.

Leaving employment

Normally, options lapse on leaving employment. However if a participant ceases employment with any company in the Group by reason of death, injury, disability, redundancy, retirement at the specified age or at any other age at which the employee is bound to retire in accordance with their contract of employment, or upon sale of their employing company or business out of the Group, then the option will be capable of exercise to the extent of accrued savings and interest to the date of exercise.

In addition to the general rights of exercise described above on a cessation of employment, a participant may also exercise his or her option for any other reason (other than dismissal for misconduct) provided that the cessation of employment occurs more than three years after the grant of the option.

Corporate events

Options may be exercised in the event any person obtains control of the Company as a result of making a general offer, in the event of a court sanctioning a compromise or arrangement in connection with the reconstruction or amalgamation of the Company or in the event of a winding-up of the Company. Options may only be exercised to the extent of accrued savings and interest to the date of exercise.

In the event of a change of control of the Company, an acquiring company may offer to exchange existing options for replacement options over shares in the acquiring company, subject to complying with the statutory requirements.

Variation of share capital

In the event of any variation in the ordinary share capital of the Company, the Board shall make such adjustments as it determines to the number of shares subject to options and the price at which shares may be acquired by the exercise of any option (with the prior approval of HMRC).

Alterations to the Sharesave Scheme

The Board may at any time amend the Sharesave Scheme, provided that the prior approval of shareholders is obtained for any amendments to the advantage of present or future participants relating to eligibility, the limits on participation, the overall limit on the issue of shares or the transfer of treasury shares, the basis for determining a participant's entitlement to, or the terms of, shares provided under the Sharesave Scheme and the adjustment of options on a variation of share capital.

The requirement to obtain the prior approval of shareholders will not, however, apply to any alteration which is necessary or desirable in order to obtain or maintain approval of the Sharesave Scheme by HMRC, to comply with or to take account of a change in any proposed or existing legislation, law or regulatory requirements, to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Group, or to make any minor alteration to benefit the administration of the Sharesave Scheme.

No amendment to any "key feature" (as defined in ITEPA) will be made without prior approval of HMRC.

Extension of the Sharesave Scheme overseas

The terms of the Sharesave Scheme provide the Board with the power to extend the Sharesave Scheme to countries outside the UK taking account of local tax, exchange control, or securities laws in the relevant jurisdictions. To do this, it may be necessary either to add schedules to the Sharesave Scheme or to establish other schemes based on the Sharesave Scheme. The terms of such other schemes will not provide participants with benefits greater than those provided under the Sharesave Scheme.

