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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

3 March 2014

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 seventh Annual General Meeting ('AGM') which will be held at 11.00am on Wednesday 23 April 2014 at The Chester Grosvenor Hotel, Eastgate, Chester, CH1 1LT. The formal notice of AGM is set out on pages 5 to 9 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 16 inclusive, 19 and 21 are ordinary resolutions. Resolutions 17, 18 and 20 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 2013 to the AGM.

Directors' Remuneration Report (Resolutions 2 and 3)

There are new requirements this year in relation to the content of the Directors' Remuneration Report and the approval of the Directors' Remuneration Report, following changes made to the Companies Act 2006 ('2006 Act').

In accordance with the new 2006 Act provisions, the Directors' Remuneration Report contains:

- a statement by Bruce Carnegie-Brown, Chair of the Company's Remuneration Committee;
- the annual report on remuneration, which sets out payments made in the financial year ending 31 December 2013; and
- the Directors' remuneration policy in relation to future payments to the Directors and former directors.

The statement by the Remuneration Committee Chair and the annual report on remuneration will, as in the past, be put to an annual advisory shareholder vote by ordinary resolution. The policy part of the Directors' Remuneration Report, which sets out the Company's forward looking policy on Directors' remuneration (including the approach to exit payments to Directors), is subject to a binding shareholder vote by ordinary resolution at least every three years.

The Directors' Remuneration Report is set out in full in the Annual Report on pages 36 to 48.

Resolution 2 is the ordinary resolution to approve the Directors' Remuneration Report, other than the part containing the Directors' remuneration policy. Resolution 2 is an advisory resolution and does not affect the future remuneration paid to any Director.

Resolution 3 is the ordinary resolution to approve the Directors' remuneration policy which is set out in the Directors' Remuneration Report in the Annual Report on pages 37 to 41.

As noted in the Directors' remuneration policy on page 37 of the Annual Report, the Directors' remuneration policy will commence on 23 April 2014.

Once the Directors' remuneration policy commences, all payments by the Company to the Directors and any former directors must be made in accordance with the policy (unless a payment has been separately approved by a shareholder resolution).

If the Directors' remuneration policy is approved and remains unchanged, it will be valid for up to three financial years without a new shareholder approval. If the Company wishes to change the Directors' remuneration policy, it will need to put the revised policy to a vote again before it can implement the new policy.

If the Directors' remuneration policy is not approved for any reason, the Company will, if and to the extent permitted by the 2006 Act, continue to make payments to Directors in accordance with existing contractual arrangements and will seek shareholder approval for a revised policy as soon as is practicable.

Final dividend (Resolution 4)

A final dividend of 5.12 pence per ordinary share for the year ended 31 December 2013 is recommended for payment by the Directors. If shareholders approve the recommended final dividend, it will be paid on Friday 2 May 2014 to all ordinary shareholders who were on the register of members at the close of business on Friday 21 March 2014.

Election/Re-election of Directors (Resolutions 5 to 13)

Resolutions 5 to 13 deal with the election/re-election of the Directors in accordance with the requirements of the UK Corporate Governance Code. The UK Corporate Governance Code provides for all directors of FTSE 350 companies to be subject to re-election by their shareholders every year. Accordingly, in keeping with the Board's aim of following best corporate governance practice, each member of the Board, except for Paul Doughty and myself, is standing for re-election or, in the case of Sally James, Robin Klein and Matthew Price who were appointed to the Board since the last AGM, election by shareholders at this year's AGM. Biographies of each of the Directors seeking election/re-election can be found in Appendix 1 on pages 10 and 11 of this document. The Board has confirmed, following a performance review, that all Directors standing for re-election continue to perform effectively and demonstrate commitment to their roles.

On 6 November 2013, the Company announced the appointment of Matthew Price as Chief Financial Officer. Matthew's appointment will be effective from 1 April 2014. Accordingly, Matthew Price will retire and stand for election at this year's AGM. Matthew Price's biography can be found in Appendix 1 on page 11 of this document.

Paul Doughty and myself are retiring from the Board at the end of this year's AGM and are not seeking re-election. The whole of the Board and I would like to thank Paul for his hard work and dedication over the years.

Appointment of auditors and auditors' remuneration (Resolutions 14 and 15)

The Company is required to appoint auditors at each general meeting at which annual accounts are laid before the Company, to hold office until the next such meeting. KPMG has notified the Company that it proposes to commence providing audit services to the Company through its entity, KPMG LLP, rather than through KPMG Audit Plc as at present. Therefore, KPMG Audit Plc is not seeking re-appointment as the Company's auditors when its present term of office expires at the end of the AGM. Accordingly, Resolution 14 is an ordinary resolution to appoint KPMG LLP as the Company's auditors to hold office until the next AGM of the Company and Resolution 15 authorises the Directors to set their remuneration. As an auditor ceasing to hold office, KPMG Audit Plc has provided the Company with a 'statement of circumstances' confirming that it is ceasing to hold office as auditor of the Company. A copy of the 'statement of circumstances' is set out in Appendix 2 on page 12 of this document.

Allotment of share capital (Resolution 16)

Resolution 16 deals with the Directors' authority to allot shares.

At the last AGM of the Company held on 17 April 2013, the Directors were given authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £71,567 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.

Resolution 16 will, if passed, renew this authority to allot on broadly the same terms as last year's resolution.

The Association of British Insurers ('ABI') guidelines on directors' authority to allot shares state that ABI members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to one-third of the Company's issued share capital. In addition they will treat as routine a request for authority to allot shares representing an additional one-third of the Company's issued share capital provided that it is only used to allot shares pursuant to a fully pre-emptive rights issue.

In light of these guidelines, the Board considers it appropriate that Directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £72,197 representing the ABI guideline limit of approximately 66.6% of the Company's issued ordinary share capital (excluding treasury shares) as at 3 March 2014 (the latest practicable date prior to publication of this document). Of this amount 180,492,706 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 22 July 2015.

The Directors have no present intention of allotting new ordinary shares 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 3 March 2014 (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 17)

Resolution 17 will give the Directors authority to allot ordinary shares in the capital of the Company pursuant to the authority granted under Resolution 16 above for cash without complying with the pre-emption rights in the 2006 Act in certain circumstances. In the light of the ABI guidelines described in relation to Resolution 16 above, this authority will permit the Directors to allot:

- (a) shares up to a nominal amount of £72,197 (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 £36,098.50 (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 £5,420, representing approximately 5% of the issued ordinary share capital of the Company as at 3 March 2014 (the latest practicable date prior to publication of this document) otherwise than in connection with an offer to existing shareholders.

Disapplication of statutory pre-emption rights (Resolution 17) continued

As with Resolution 16, the terms of Resolution 17 are broadly the same as last year's resolution.

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 ordinary share capital in any rolling three-year period, other than to existing shareholders, without prior consultation with shareholders.

The authority contained in Resolution 17 will expire upon the expiry of the general authority conferred in Resolution 16.

Authority to purchase own shares (Resolution 18)

Resolution 18 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 54,202,014 representing approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 3 March 2014 (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 22 July 2015.

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 while they are held in treasury and no voting rights attach to treasury shares.

If Resolution 18 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 3 March 2014 (the latest practicable date prior to publication of this document), there were warrants and options to subscribe for ordinary shares in the capital of the Company representing 1.5% of the Company's issued share capital (excluding treasury shares). If the authority to purchase the Company's ordinary shares being sought in Resolution 18 and the existing authority to purchase ordinary shares taken at last year's AGM (which expires at the end of this year's AGM) were to be exercised in full, these warrants and options would represent 1.9% of the issued share capital of the Company (excluding treasury shares).

Political donations (Resolution 19)

Resolution 19 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.

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 19 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 entities without running the risk of being in breach of the law. As permitted under the 2006 Act, Resolution 19 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 22 July 2015.

Length of notice of meeting (Resolution 20)

Resolution 20 is a resolution to allow the Company to hold general meetings (other than AGMs) on 14 days' notice.

The minimum notice period for general meetings of listed companies is 21 days, but companies may reduce this period 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 20 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.

Amendment to the amount of Directors' fees in Article 96 (Resolution 21)

Resolution 21 allows the Company to pay aggregate fees to Directors who do not hold executive office (other than alternate directors) of up to £1,250,000 per annum. The Articles of Association currently limit the payments to £750,000 in aggregate per annum. Increases in the level of basic fees paid to Non-Executive Directors combined with the increase in the number of Directors, mean that the Company requires greater flexibility with regard to the aggregate remuneration of the Non-Executive Directors. The Company does not anticipate any significant increase to fees, nor any significant increases to the size of the Board, and approval to this amendment is being sought to maintain flexibility and to facilitate any future appointment of Non-Executive Directors.

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 Company 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 Asset Services, by no later than 11.00am on Thursday 17 April 2014 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 Company Share Incentive Plan

If you hold ordinary shares in the Company via the Company 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.

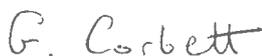
The voting direction must be received by Capita IRG Trustees Limited, care of the Company's registrar, by no later than 11.00am on Wednesday 16 April 2014 or, in the case of any adjournment of the meeting, by no later than 72 hours before the time of the adjourned meeting (excluding non-working days).

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 161,768,288 shares representing approximately 29.8% 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 seventh Annual General Meeting of Moneysupermarket.com Group PLC ('Company') will be held at The Chester Grosvenor Hotel, Eastgate, Chester, CH1 1LT on Wednesday 23 April 2014 at 11.00am to consider and, if thought fit, to pass Resolutions 1 to 16 inclusive, 19 and 21 as ordinary resolutions and Resolutions 17, 18 and 20 as special resolutions:

1. To receive the accounts and the reports of the Directors and the auditors for the year ended 31 December 2013.
 2. To approve the Directors' Remuneration Report, other than the part containing the Directors' remuneration policy, in the form set out in the Company's annual report and accounts for the year ended 31 December 2013.
 3. To approve the Directors' remuneration policy in the form set out in the Directors' Remuneration Report in the Company's annual report and accounts for the year ended 31 December 2013.
 4. To declare a final dividend of 5.12 pence per ordinary share for the year ended 31 December 2013.
 5. To re-elect Simon Nixon as a Director.
 6. To re-elect Peter Plumb as a Director.
 7. To re-elect Graham Donoghue as a Director.
 8. To re-elect Michael Wemms as a Director.
 9. To re-elect Rob Rowley as a Director.
 10. To re-elect Bruce Carnegie-Brown as a Director.
 11. To elect Sally James as a Director.
 12. To elect Robin Klein as a Director.
 13. To elect Matthew Price as a Director.
 14. To appoint KPMG LLP as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.
 15. To authorise the Directors to determine the remuneration of the Company's auditors.
 16. 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 £36,098.50; and
 - (b) up to a further aggregate nominal amount of £36,098.50 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 22 July 2015, 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.
17. 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 16 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 16 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 17) to any person or persons of equity securities up to an aggregate nominal amount of £5,420

and shall expire upon the expiry of the general authority conferred by Resolution 16 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.
 18. 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 54,202,014 representing approximately 10% of the issued ordinary share capital of the Company as at 3 March 2014;
 - (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 18 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 22 July 2015 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.

19. 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 19 is passed or during the period when this Resolution 19 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 22 July 2015 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.

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

21. THAT the limit on Directors' fees set out in Article 96 of the Company's Articles of Association be increased from £750,000 to £1,250,000 per annum.

By order of the Board

Darren Drabble

Darren Drabble
Company Secretary
Moneysupermarket.com Group PLC
3 March 2014

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 Wednesday 12 March 2014. 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 Asset Services, 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 the appointment of proxy must be received by the Company's registrar by no later than 11.00am on Thursday 17 April 2014 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 Asset Services, 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. 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 cannot 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, whether in person or by proxy, at the meeting, members must be registered in the register of members of the Company at 6.00pm on Thursday 17 April 2014 (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 of members 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.

Notes continued

- 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.
- 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 such 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 (i) if to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) if the answer has already been given on a website in the form of an answer to a question; or (iii) 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 (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.
- Holders of ordinary shares via the Company Share Incentive Plan**
- 14.** If you hold your ordinary shares in the Company via the Company 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 Wednesday 12 March 2014. 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 Asset Services, 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 Asset Services, 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 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 16 April 2014 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 Asset Services, 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. Where two or more valid separate voting directions are received in respect of the same ordinary share held via the Company 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 16 April 2014 (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.

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 3 March 2014 (the latest practicable date prior to publication of this document), the Company's issued share capital consists of 542,020,141 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 542,020,141.
- 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 (Saturdays, Sundays and public holidays excepted) and will be available at the place of the meeting from 10.45am until its conclusion.
- 23.** 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.
- 24.** 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

Directors seeking election/re-election

Simon Nixon

Non-Executive 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.

Term of Office

Simon was appointed to the Board as Chief Executive Officer in April 2007 and became Deputy Chairman in February 2009. Simon became Non-Executive Deputy Chairman in April 2013.

Independent

No

External appointments

Simon is a director of Compara Online, Beaufort Capital Management UK Ltd, Simon Family Office Limited, Atlantic Paradise Ltd, Atlantic Serenity Holding Ltd and Simon Escapes Properties SL.

Committee Membership

None

Peter Plumb

Chief Executive Officer

Prior to joining the Group in 2009, Peter was the UK managing director of dunnhumby Limited between 2006 and 2008. He 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.

Term of Office

Peter was appointed to the Board in January 2009 and became Chief Executive Officer in February 2009.

Independent

Not applicable

External appointments

None

Committee Membership

Peter attends the Risk, Remuneration, Audit and Nomination Committees by invitation.

Graham Donoghue

Chief Product Officer

Graham joined the Group in 2008 as Managing Director, Travel and was appointed Managing Director, Financial Services in January 2011. He became Chief Product Officer in 2013. Prior to joining the Group, Graham was new media director of TUI Travel plc between 2006 and 2008.

Term of Office

Graham was appointed to the Board in February 2009.

Independent

Not applicable

External appointments

None

Committee Membership

Graham attends the Risk Committee by invitation.

Michael Wemms

Senior Independent Non-Executive Director

Michael has been a non-executive director of Howden Joinery Group plc since 2006. He was formerly a non-executive director of Inchcape plc between 2004 and 2011, 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.

Term of Office

Michael was appointed to the Board as a Non-Executive Director in July 2007.

Independent

Yes

External appointments

Michael is a non-executive director of Howden Joinery Group plc.

Committee Membership

Michael is a member of the Remuneration, Audit, Nomination and Risk Committees.

Rob Rowley

Independent Non- Executive Director and Chairman of the Audit Committee

Rob has been a non-executive director of Taylor Wimpey plc since 2010 where he is the senior independent non-executive director and chairs its audit committee. He has been a non-executive director of Morgan Advanced Materials plc since February 2014. 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.

Term of Office

Rob was appointed to the Board as a Non-Executive Director in September 2007.

Independent

Yes

External appointments

Rob is a non-executive director of Taylor Wimpey plc and Morgan Advanced Materials plc.

Committee Membership

Rob chairs the Audit Committee and is a member of the Remuneration, Nomination and Risk Committees.

Bruce Carnegie-Brown

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

Bruce was appointed non-executive chairman of Aon UK plc in September 2012 and a non-executive director of Santander UK plc in October 2012. He has been a non-executive director of Close Brothers Group plc since 2006, and a non-executive director of Catlin Group Limited since 2010, where, for both companies, he is the senior independent non-executive director and chairs their respective remuneration committees. He was previously managing partner of 3i Group, chief executive officer of Marsh Limited and a managing director of JP Morgan.

Term of Office

Bruce was appointed to the Board as a Non-Executive Director in April 2010. Bruce will become Chairman of the Company at the Annual General Meeting on 23 April 2014.

Independent

Yes

External appointments

Bruce is non-executive chairman of Aon UK plc. He is a non-executive director of Close Brothers Group plc, Catlin Group Limited and Santander UK plc.

Committee Membership

Bruce chairs the Remuneration Committee and is a member of the Audit and Nomination Committees. Bruce will chair the Nomination Committee and will cease to be a member of the Audit Committee when he becomes Chairman of the Company on 23 April 2014.

Sally James

*Independent Non-Executive Director
and Chair of the Risk Committee*

Sally has been a non-executive director of Rotork plc since 2012, a non-executive director of UBS Limited since 2009 and a non-executive director of Towry Holdings Limited since 2011. Sally previously held a number of senior legal roles in investment banks in London and Chicago.

Term of Office

Sally was appointed to the Board as a Non-Executive Director in April 2013.

Independent

Yes

External appointments

Sally is a non-executive director of Rotork plc, UBS Limited and Towry Holdings Limited.

Committee Membership

Sally chairs the Risk Committee and is a member of the Remuneration, Audit and Nomination Committees.

Robin Klein

Independent Non-Executive Director

Robin is a venture partner of Index Ventures and a founding partner of The Accelerator Group. He is a non-executive director or board observer in a number of companies in which Index Ventures or The Accelerator Group have invested, including Moo Print Limited, Zoopla Property Group Limited, Wonga Group Limited, Adhunter Limited and Lifealike Limited.

Term of Office

Robin was appointed a Non-Executive Director in June 2013.

Independent

Yes

External appointments

Robin is a non-executive director or board observer in a number of companies including Moo Print Limited, Zoopla Property Group Limited, Wonga Group Limited, Adhunter Limited and Lifealike Limited.

Committee Membership

Robin is a member of the Remuneration Committee.

Matthew Price

Chief Financial Officer

Matthew joined the Group as Chief Financial Officer on 1 April 2014. Prior to joining the Group, Matthew was finance director at Costa Coffee between 2009 and 2014 and before that he held senior financial roles at Sodexo and J Sainsbury. Matthew is a qualified chartered accountant, having trained and qualified at Deloitte.

Term of Office

Matthew was appointed to the Board on 1 April 2014.

Independent

Not applicable

External appointments

None

Committee Membership

Matthew attends the Audit Committee and Risk Committee by invitation.

Appendix 2

KPMG Audit Plc
Information, Communications & Entertainment
St James' Square
Manchester M2 6DS
United Kingdom

Tel +44 (0) 161 246 4000
Fax +44 (0) 161 246 4040
DX 724620 Manchester 42

Private & confidential
Company Secretary
Moneysupermarket House
St. David's Park
Ewloe
Chester CH5 3UZ

3 March 2014

Dear Sir,

Statement to Moneysupermarket.com Group PLC on ceasing to hold office as auditor pursuant to section 519 of the Companies Act 2006

We write to you in your capacity as company secretary of Moneysupermarket.com Group PLC.

The circumstances connected with our ceasing to hold office are that our company, KPMG Audit PLC, has instigated an orderly wind down of business. KPMG LLP, an intermediate parent, will be seeking appointment as statutory auditor of the Company at the forthcoming AGM.

We request that any correspondence in relation to this statement be sent to our registered office, 15 Canada Square, London, E14 5GL, marked for the attention of the Audit Regulation Department.

Yours Faithfully,



KPMG Audit Plc