

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice from a stockbroker, bank manager, solicitor, accountant, or other financial adviser authorised under the Financial Services and Markets Act 2000.

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, 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 Notice of Annual General Meeting

9 May 2019

Notice of the Annual General Meeting to be held at The DoubleTree by Hilton Hotel & Spa, Warrington Road, Hoole, Chester, CH2 3PD on Thursday 9 May 2019 at 10.00am is set out at the end of this document. Your vote is important to us and whether or not you propose to attend the Annual General Meeting, please complete your voting instructions. In line with our ongoing paperless strategy we ask that you vote in one of the following ways:

- complete the online form of proxy 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).

If you are unable to vote online, you may request a hard copy form of proxy by contacting the Company's registrar, Link Asset Services, on 0371 200 1536 and returning it to them.



Annual General Meeting

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

14 February 2019

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 twelfth Annual General Meeting ('AGM') which will be held at 10.00am on Thursday 9 May 2019 at The DoubleTree by Hilton Hotel & Spa, Warrington Road, Hoole, Chester, CH2 3PD. The formal notice of AGM is set out on pages 6 to 7 of this document.

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

Resolutions 14, 15, 16 and 18 will be proposed as special resolutions and will be passed if at least 75% of the votes cast (not counting votes withheld) are in favour. The remaining resolutions are being proposed as ordinary resolutions and will be passed if more than 50% of the votes cast (not counting votes withheld) 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 2018 to the AGM.

Directors' Remuneration Report (Resolution 2)

The Directors' Remuneration Report contains:

- a statement by Andrew Fisher, Chair of the Company's Remuneration Committee;
- the annual report on remuneration, which sets out payments made in the financial year ending 31 December 2018; and
- details of the Remuneration Committee's activities.

The Directors' Remuneration Report is set out in full in the Annual Report on pages 60 to 74. The Company's auditor, KPMG LLP, has audited those parts of the Remuneration Report which are required to be audited and their report is set out in the 2018 Annual Report and Accounts.

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

At the 2017 AGM, the Directors' remuneration policy was approved by shareholders. The Directors' remuneration policy is not therefore required to be approved at this year's AGM. The policy will be put to shareholders again no later than the Company's AGM in 2020.

Final dividend (Resolution 3)

A final dividend of 8.10 pence per ordinary share for the year ended 31 December 2018 is recommended for payment by the Directors. If shareholders approve the recommended final dividend, it will be paid on 16 May 2019 to all ordinary shareholders who were on the register of members at the close of business on 5 April 2019.

Re-election of Directors (Resolutions 4 to 10)

Resolutions 4 to 10 deal with the election or 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 election or re-election by their shareholders every year. Accordingly, with the exception of myself who will be stepping down at this AGM, in keeping with the Board's aim of following best corporate governance practice, each member of the Board is standing for election or re-election by shareholders at this year's AGM. Biographies of each of the Directors seeking election or re-election can be found in the Appendix together with the reasons why their contributions are, and continue to be, important to the Company's long-term sustainable success.

The Board has also considered whether each of the Independent Non-Executive Directors is free from any relationship that could materially interfere with the exercise of his or her judgement and has determined that each continues to be considered to be independent.

Re-appointment of auditor and auditor's remuneration (Resolutions 11 and 12)

The Board approved the Audit Committee's recommendation to put a resolution to shareholders recommending the re-appointment of KPMG LLP as the Company's auditor and confirms that (1) the recommendation is free from influence by a third party and (2) no contractual term of the kind mentioned in Article 16(6) of the EU Regulation 537/2014 has been imposed on the Company. Consequently, Resolution 11 relates to the re-appointment of KPMG LLP as the Company's auditor to hold office until the next AGM of the Company and Resolution 12 authorises the Audit Committee to determine their remuneration.

Allotment of share capital (Resolution 13)

Resolution 13 deals with the Directors' authority to allot shares.

At the last AGM of the Company held on 3 May 2018, the Directors were given authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £71,400 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 13 will, if passed, renew this authority to allot on broadly the same terms as last year's resolution.

The Investment Association ('IA') guidelines on directors' authority to allot shares state that IA members will regard as routine resolutions seeking authority to allot shares representing up to two-thirds of the Company's issued share capital, provided that any amount in excess of one-third of the Company's issued share capital 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 £71,400 representing the IA guideline limit of approximately 66.6% of the Company's issued ordinary share capital (excluding treasury shares) as at 13 February 2019 (the latest practicable date prior to publication of this document). Of this amount 178,500,000 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 8 August 2020.

The Directors have no present intention of allotting new ordinary shares other than 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 13 February 2019 (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 (Resolutions 14 and 15)

Resolutions 14 and 15 will give the Directors authority to allot ordinary shares in the capital of the Company pursuant to the authority granted under Resolution 13 above for cash without complying with the pre-emption rights in the Companies Act 2006 ('2006 Act') in certain circumstances.

This disapplication authority is in line with institutional shareholder guidance, and in particular with the Pre-Emption Group's Statement of Principles (the '**Pre-Emption Principles**'). The Pre-Emption Principles were revised in March 2015 to allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (i) an authority over five per cent. of a company's issued share capital for use on an unrestricted basis; and (ii) an additional authority over a further five per cent. of a company's issued share capital for use in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or has taken place in the six month period preceding the announcement of the issue.

Resolution 14 will permit the Directors to allot:

- (a) equity securities for cash and to sell treasury shares up to a nominal amount of £71,400, representing approximately two-thirds of the Company's issued share capital as at 13 February 2019 (the latest practicable date prior to publication of this document) on an offer to existing shareholders on a pre-emptive basis (that is including a rights issue or an open offer), with one-third being available only in connection with a rights issue (in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit); and
- (b) equity securities for cash and to sell treasury shares up to a maximum nominal value of £5,360, representing approximately 5% of the issued ordinary share capital of the Company as at 13 February 2019 (the latest practicable date prior to publication of this document) otherwise than in connection with a pre-emptive offer to existing shareholders.

Resolution 15 will permit the Directors to allot additional equity securities for cash and sell treasury shares up to a maximum nominal value of £5,360, representing approximately a further 5% of the issued ordinary share capital of the Company as at 13 February 2019 (the latest practicable date prior to publication of this document), otherwise than in connection with a pre-emptive offer to existing shareholders for the purposes of financing or refinancing a transaction as contemplated by the Pre-Emption Principles described above.

The Board considers that it is in the best interests of the Company and its shareholders generally that the Company should seek the maximum authority permitted by the Pre-Emption Principles and have the flexibility conferred by Resolutions 14 and 15 to conduct a pre-emptive offering without complying with the strict requirements of the statutory pre-emption provisions and to finance business opportunities quickly and efficiently when they arise in line with the Company's strategy for growth.

The Directors believe that it is appropriate to seek this additional 5% authority in Resolution 15 to give the Company the flexibility that this resolution affords.

The Board confirms that, in accordance with the Pre-Emption Principles, it does not intend to issue shares for cash representing more than 7.5% of the Company's issued ordinary share capital in any rolling three-year period to those who are not existing shareholders (save in accordance with Resolution 15) without prior consultation with shareholders.

As noted in relation to Resolution 13 above, the Directors have no current intention of issuing ordinary shares other than in relation to the Company's employee share schemes.

The authority contained in Resolutions 14 and 15 will expire upon the expiry of the authority to allot shares conferred in Resolution 13 (that is at the end of the next AGM of the Company or, if earlier, on 8 August 2020).

Authority to purchase own shares (Resolution 16)

Resolution 16 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 53,600,000 (representing approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 13 February 2019 (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 8 August 2020.

The Company has announced a proposed £40m enhanced distribution and will be consulting on the mechanism for returning surplus capital to shareholders during 2019 before determining its preference. If, following consultation and subject to the Directors believing that a return of surplus capital by way of purchases of the Company's shares would result in an increase in earnings per share and would be in the interests of shareholders generally, such purchases would be conducted pursuant to the authority obtained at the last AGM. The Directors have no present intention of conducting further purchases of the Company's shares beyond any enhanced distribution in 2019 but consider it prudent to obtain the flexibility this resolution provides. In considering whether to use this authority, the Directors will take into account factors including 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.

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 16 is passed at the AGM, it is the Company's current intention to cancel 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 13 February 2019 (the latest practicable date prior to publication of this document), there were 3,078,807 warrants and options to subscribe for ordinary shares in the capital of the Company representing 0.57% of the Company's issued share capital (excluding treasury shares). If the authority to purchase the Company's ordinary shares being sought in Resolution 16 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 0.72% of the issued share capital of the Company (excluding treasury shares).

Political donations (Resolution 17)

Resolution 17 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 17 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 inadvertent breach of the law. As permitted under the 2006 Act, Resolution 17 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 8 August 2020.

Length of notice of meeting (Resolution 18)

Resolution 18 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 18 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 and whether it is thought to be to the advantage of shareholders as a whole.

Action to be taken

Ordinary shareholders on the register of members of the Company

Your vote is important to us and if you are unable to attend the meeting we encourage you to vote. In line with our ongoing paperless strategy we ask that you vote in one of the following ways:

- complete the online form of proxy at www.moneysupermarketshares.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).

If you are unable to vote online, you may request a hard copy form of proxy by contacting the Company's registrar, Link Asset Services, on 0371 200 1536 and returning it to them.

The appointment of proxy must be received by the Company's registrar, Link Asset Services, by no later than 10.00am on Tuesday 7 May 2019 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).

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.

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 the online proxy voting direction form at www.moneysupermarket-shares.com by following the on-screen instructions.

The voting direction must be received by Link Market Services Trustees Limited, care of the Company's registrar, by no later than 10.00am on Friday 3 May 2019 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 130,000 shares representing approximately 0.02% of the existing issued ordinary share capital of the Company (excluding treasury shares).

Yours faithfully



Bruce Carnegie-Brown
Chair

Annual General Meeting continued

NOTICE IS HEREBY GIVEN that the twelfth Annual General Meeting of Moneysupermarket.com Group PLC (**'Company'**) will be held at The DoubleTree by Hilton Hotel & Spa, Warrington Road, Hoole, Chester, CH2 3PD on Thursday 9 May 2019 at 10.00am to consider and, if thought fit, to pass Resolutions 14, 15, 16 and 18 as special resolutions and to pass the remainder as ordinary resolutions:

1. To receive the accounts and the reports of the Directors and the auditor for the year ended 31 December 2018.
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 2018.
3. To declare a final dividend for the year ended 31 December 2018 of 8.10 pence for each ordinary share in the capital of the Company.
4. To re-elect Andrew Fisher as a Director.
5. To re-elect Robin Freestone as a Director.
6. To re-elect Mark Lewis as a Director.
7. To re-elect Sally James as a Director.
8. To re-elect Genevieve Shore as a Director.
9. To elect Sarah Warby as a Director.
10. To elect Scilla Grimble as a Director.
11. To re-appoint KPMG LLP as auditor of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.
12. To authorise the Audit Committee to determine the remuneration of the Company's auditor.
13. 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 £35,700; and
 - (b) up to a further aggregate nominal amount of £35,700 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 holders of other equity securities if required by the rights of those securities, 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 8 August 2020, 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.

14. THAT if Resolution 13 above is passed, the Directors be and they are hereby authorised 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 pursuant to the authority conferred by Resolution 13 above and 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 or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 13 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 of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) of this Resolution 14) to any person or persons up to an aggregate nominal amount of £5,360,

and shall expire upon the expiry of the general authority conferred by Resolution 13 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.

15. THAT, if Resolution 13 is passed and in addition to the power conferred by Resolution 14 above, the Directors be and they are hereby authorised 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 pursuant to the authority conferred by Resolution 13 above and 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:
 - (a) be limited to the allotment of equity securities or sale of treasury shares to any person or persons up to an aggregate nominal amount of £5,360; and

(b) only be used for the purposes of financing (or refinancing, if the authority is to be used within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and shall expire upon the expiry of the general authority conferred by Resolution 13 above, save that the Company shall still 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.

16. 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 53,600,000 representing approximately 10% of the issued ordinary share capital of the Company as at 13 February 2019;

(b) the minimum price (excluding expenses) which may be paid for any such ordinary share is 0.02 pence;

(c) the maximum price (excluding expenses) which may be paid for any such ordinary 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 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 16 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 8 August 2020 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.

17. 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 17 is passed or during the period when this Resolution 17 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 8 August 2020 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.

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

By order of the Board



Katherine Bellau
Company Secretary
Moneysupermarket.com Group PLC
14 February 2019

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

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. Arrangements for the appointment of a proxy and proxy instructions have been made available to all members who are registered in the register of members of the Company at the close of business on 20 February 2019. If you have any questions in relation to your proxy appointment, please contact the Company's registrar, Link Asset Services, on 0371 200 1536 (calls are charged at the standard geographic rate and will vary by provider. Lines are open 8.30am – 5.30pm Monday – Friday).
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:
 - 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
 - by requesting a hard copy of the form of proxy from the Company's registrar, Link Asset Services, on 0371 200 1536 (calls are charged at the standard geographic rate and will vary by provider. Lines are open 8.30am – 5.30pm Monday – Friday) and returning it to Link Asset Services at the address shown on the form of proxy. Please note that delivery using this service can take up to five business days; 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 10.00am on Tuesday 7 May 2019 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, Link Asset Services, on 0371 200 1536 (calls are charged at the standard geographic rate and will vary by provider. 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 close of business on Tuesday 7 May 2019 (or, if the meeting is adjourned, at close of business 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.

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 auditor 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. All persons who appear on Link Market Services Trustees Limited's register of Share Incentive Plan holders at the close of business on 20 February 2019 will be sent details on how to submit a voting direction. If you have any questions in relation to your voting direction, please contact the Company's registrar, Link Asset Services, on 0371 200 1536 (calls are charged at the standard geographic rate and will vary by provider. Lines are open 8.30am – 5.30pm Monday – Friday).
16. In order to be valid, a voting direction must be completed 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) by no later than 10.00am on Friday 3 May 2019, 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 method set out in note 16 above. 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 Link Market Services Trustees Limited, you must be entered on Link Market Services Trustees Limited's register of Share Incentive Plan holders at close of business on Friday 3 May 2019 (or, if the meeting is adjourned, at close of business 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 13 February 2019 (the latest practicable date prior to publication of this document), the Company's issued share capital consists of 536,357,040 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 536,357,040.
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 excluded), and will also be available at the place of the meeting for at least 15 minutes before and during the meeting.
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 how you wish your vote to be cast on each of the Resolutions by following the on-screen instructions on the online form of proxy (or, if you have requested a hard copy of the form of proxy, by following the instructions on that form) or proxy voting direction form. 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

Directors seeking election/re-election

The reasons why Directors' contributions are, and continue to be, important to the Company's long-term sustainable success are set out for each Director under the 'Key strengths and experience' section of that Director's biography.

Mark Lewis Chief Executive Officer



Appointed: March 2017, becoming Chief Executive Officer in April 2017.

Key strengths and experience

- Extensive consumer marketing knowledge and online marketplace experience
- Extensive in-depth commercial and retail experience

Mark was formerly retail director at John Lewis (2013 to 2017) and was its online director prior to that. Mark previously held senior commercial and management roles at Collect+ and eBay UK including CEO and managing director. Mark has an MBA (INSEAD) and an MA, BA (Hons) from Cambridge University in Mathematics.

Sally James Senior Independent Non-Executive Director and Chair of the Risk Committee



Appointed: April 2013, becoming Chair of the Risk Committee in April 2014 and Senior Independent Director in May 2017.

Key strengths and experience

- Significant financial services experience
- Strong governance, risk and regulation experience

Sally was a non-executive director of UBS Limited (2009 to 2015) and before that held a number of senior legal roles in investment banks in London and Chicago including Managing Director and EMEA General Counsel at UBS Investment Bank from 2001 to 2008. She has also been a non-executive director of Rotork plc since 2012 where she is senior independent director, a non-executive director of Bank of America Merrill Lynch International and a non-executive director of Hermes Fund Managers since 2017.



Scilla Grimble Chief Financial Officer



Appointed: February 2019.

Key strengths and experience

- Strong financial background
- Extensive consumer experience

Scilla was formerly director of group finance at Marks and Spencer Group Plc (2016 to 2018) part of which was spent as interim chief financial officer. Scilla previously held senior financial roles at Tesco PLC and was a managing director at UBS Investment Bank. Scilla is a qualified chartered accountant, having trained and qualified with PwC.

Andrew Fisher Independent Non-Executive Director and Chair of Remuneration Committee



Appointed: August 2014, becoming Chair of the Remuneration Committee in August 2014.

Key strengths and experience

- Significant consumer and technology sector experience
- Extensive knowledge of high-growth digital businesses

Prior to its recent takeover, Andrew was executive chairman of Shazam Entertainment Limited, where he was instrumental in developing and executing a growth strategy to establish one of the world's leading mobile consumer brands and brings over 20 years' experience leading and growing numerous technology-focused enterprises. Andrew is a non-executive director of Marks and Spencer Group plc (since December 2015) and a non-executive director at Merlin Entertainments Limited (since July 2018).



Key to Committees



Audit



Nomination



Remuneration



Risk



Robin Freestone
*Independent Non-Executive Director
and Chair of the Audit Committee*

Appointed: August 2015, becoming Chair of the Audit Committee in April 2016. Robin will become Chair of the Board and Chair of the Nomination Committee at the expiry of the Annual General Meeting.

Key strengths and experience

- Extensive global and digital business leadership experience
- Significant financial and governance experience

Robin was chief financial officer of Pearson PLC from 2006 to 2015. Previously he was deputy chief financial officer at Pearson and prior to that he held a number of senior financial positions at Amersham plc (2000 to 2004), Henkel Ltd (1995 to 2000) and ICI plc (1984 to 1995). Robin is a non-executive director and senior independent director at Cable & Wireless Communications plc and a non-executive director of Smith & Nephew plc and Capri Holdings Limited (formerly Michael Kors Holdings Limited). He sits on the advisory board to the ICAEW's Financial Reporting Committee and is a member of the CBI Economic Growth Board. He also chaired the 100 Group in 2013 to 2014.



Sarah Warby
Independent Non-Executive Director

Appointed: June 2018.

Key strengths and experience

- Extensive consumer and marketing experience
- Strong digital expertise

Sarah has experience of building valuable brands across consumer sectors. She is currently chief growth officer of Hyperjar Ltd and was previously chief marketing officer at J Sainsbury plc. Prior to that, Sarah was marketing director of Heineken UK. She is a fellow of the Marketing Society and Marketing Academy and an adviser to the Museum of Brands.



Genevieve Shore
Independent Non-Executive Director

Appointed: September 2014.

Key strengths and experience

- Extensive digital, product and technology expertise
- Strong strategic and commercial experience

Genevieve held senior leadership roles at Pearson PLC including chief product and marketing officer, director of digital strategy and chief information officer. She is a non-executive director of Santander UK plc, Next 15 Communications Group plc, where she chairs the remuneration committee, Arup Group Limited and the Rugby Football Union.



Key to Committees

