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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 who, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000, or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

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. If you have sold or otherwise transferred only part of your holding, you should retain this document and its enclosures.

Moneysupermarket.com Group PLC

Notice of Annual General Meeting

4 May 2023

Notice of the Annual General Meeting to be held at Herbert Smith Freehills LLP, Exchange House, Primrose Street, London, EC2A 2EG on Thursday 4 May 2023 at 10.00am is set out on pages 6 to 8 of this document. Details of how to appoint a proxy are set out in the notes on page 9 of this document. To be valid, proxy appointments must be received at the address indicated in those notes by no later than 10.00am on Tuesday 2 May 2023.

Annual General Meeting

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

23 February 2023

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 sixteenth Annual General Meeting ('AGM') which will be held at 10.00am on Thursday 4 May 2023 at Herbert Smith Freehills LLP, Exchange House, Primrose Street, London, EC2A 2EG. The formal notice of AGM is set out on pages 6 to 8 of this document.

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

Although shareholders will be able to ask questions at the AGM itself, shareholders can also submit questions for the Board in advance of the AGM by email to companysecretary@moneysupermarket.com. The Board will endeavour to respond to any questions submitted by 6.00pm on Monday 24 April 2023 in advance of the proxy voting deadline at 10.00am on Tuesday 2 May 2023. Where questions are received after 6.00pm on Monday 24 April 2023, the Company will respond as soon as practicable, which may be after the AGM.

Business of the AGM

Resolutions 1 to 16 will be proposed as ordinary resolutions and will be passed if more than 50% of the votes cast by those entitled to vote (not counting votes withheld) are in favour. Resolutions 17 to 20 will be proposed as special resolutions and will be passed if at least 75% of the votes cast by those entitled to vote (not counting votes withheld) are in favour.

Receipt of the Annual Report and Accounts (Resolution 1)

The Companies Act 2006 ('2006 Act') requires the directors of a public company to lay before the company in general meeting copies of the directors' reports, the independent auditors' report and the audited financial statements of the company in respect of each financial year. The Chairman will present the Annual Report and Accounts for the year ended 31 December 2022 ('2022 Annual Report and Accounts') to the AGM and, in accordance with best practice, the Company proposes an ordinary resolution to receive them.

Directors' Remuneration Report (Resolution 2)

The Directors' Remuneration Report contains:

- a statement by Rakesh Sharma, Chair of the Company's Remuneration Committee;
- the annual report on remuneration, which sets out payments made in the financial year ended 31 December 2022; and
- details of the Remuneration Committee's activities.

The Directors' Remuneration Report is set out in full in the 2022 Annual Report and Accounts on pages 97 to 117. The Company's auditor, KPMG LLP, has audited those parts of the Remuneration Report which are required to be audited and their report is also set out in the 2022 Annual Report and Accounts.

Resolution 2 is an 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.

Directors' Remuneration Policy (Resolution 3)

Resolution 3 is the ordinary resolution to approve the Directors' Remuneration Policy which is set out in the Directors' Remuneration Report in the 2022 Annual Report and Accounts on pages 97 to 117.

This Remuneration Policy reflects the new executive remuneration framework developed by the Remuneration Committee during 2022 to ensure that the framework continues to operate effectively, aligns with the Group's strategy and promotes the creation of long-term, sustainable value for shareholders in the context of the unpredictable external market environment.

The main change to the Remuneration Policy is the replacement of the Long-Term Incentive Plan with the proposed new Restricted Share Plan. The Remuneration Committee undertook an extensive consultation with our shareholders and proxy voting agencies in respect of the proposed framework and overall investors were supportive of the approach. Further details of the rationale for the changes are provided on page 99 of the 2022 Annual Report and Accounts.

Once the Remuneration Policy commences (which subject to shareholder approval will be from the date of the 2023 AGM), all payments by the Company to the Directors and any former Directors must be made in accordance with the policy (unless an amendment to the policy, authorising the Company to make the payment, has been approved by a shareholder resolution). If the 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 Remuneration Policy, it will need to put the revised policy to a vote again before it can implement the new policy. If the Remuneration Policy is not approved for any reason, the Company will, if and to the extent permitted by the Companies Act 2006, continue to make payment to Directors in accordance with the previously approved policy.

Restricted Share Plan (Resolution 4)

As explained in the Remuneration Committee Chair's statement in the Directors' Remuneration Report, the Remuneration Committee does not believe it is possible to set robust, fair and meaningful three-year financial targets under the Company's existing long-term incentive plan during the current period of unpredictability in our markets. As such, having undertaken a thorough review of the current arrangements and consulted with major shareholders, it believes that a restricted share model (i.e. the grant of awards which are not subject to traditional performance conditions) will provide a more appropriate mechanism for the Group's long-term share-based reward, by providing a simple and transparent award which can support the creation of significant long-term equity ownership and thereby encourage management to make the best long-term decisions for the business.

Resolution 4 therefore seeks the approval of the rules of the Moneysupermarket.com Group PLC Restricted Share Plan ('RSP'), the principal terms of which are summarised in Appendix 2 to this Notice (pages 14 to 16) and to authorise the Directors of the Company to do all acts and things which they may, in their discretion, consider necessary or expedient to give effect to the RSP.

Declaration of a final dividend (Resolution 5)

A final dividend of 8.61 pence per ordinary share for the year ended 31 December 2022 is recommended for payment by the Directors. If shareholders approve the recommended final dividend, it will be paid on 11 May 2023 to all ordinary shareholders who were on the register of members at the close of business on 31 March 2023.

Election and re-election of Directors (Resolutions 6 to 12)

Resolutions 6 to 12 deal with the election and re-election of the Directors. The Company's Articles of Association provide for retirement by rotation but, in accordance with the UK Corporate Governance Code and the Company's longstanding practice, all Directors must retire from office at each annual general meeting. Accordingly, all of the Company's Directors at the date of the notice of meeting will retire at the AGM, and each intends to stand for election or re-election (as the case may be) by the Company's shareholders, except for Supriya Uchil who will stand down on 30 April 2023. Scilla Grimble also stood down from the Board on 17 February 2023 and is not standing for re-election this year. I would like to thank both Scilla and Supriya for their commitment to the Company and contributions to the Board during their tenure and wish them both all the best for the future. I would also like to welcome Niall McBride, who is standing for election for the first time following his appointment as Chief Financial Officer on 20 February 2023. Biographies of each of the Directors seeking election or re-election can be found in Appendix 1 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 judgment and has determined that each continues to be considered to be independent.

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

The Company is required to appoint or re-appoint an auditor at each annual general meeting at which its audited accounts and reports are presented to shareholders. The Board has 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 restrictive contractual provisions have been imposed on the Company limiting the choice of auditor. Consequently, Resolution 13 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 14 authorises the Audit Committee to determine their remuneration.

Authorisation of political donations and expenditure (Resolution 15)

Resolution 15 deals with the authorisation of political donations and expenditure. 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 15 to renew the authority granted by shareholders at last year's AGM. 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 15 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 Company's 2024 AGM or, if earlier, at the close of business on 30 June 2024.

Allotment of share capital (Resolution 16)

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

At last year's AGM, the Directors were given authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £71,509 representing approximately two thirds of the Company's then issued ordinary share capital. 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 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 £71,509 representing the IA guideline limit of approximately 66.6% of the Company's issued ordinary share capital as at 21 February 2023 (the latest practicable date prior to publication of this document). Of this amount 178,772,500 shares (representing approximately 33.3% of the Company's issued ordinary share capital can only be allotted pursuant to a rights issue. This authority will expire at the end of the Company's 2024 AGM or, if earlier, at the close of business on 30 June 2024.

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 21 February 2023 (the latest practicable date prior to publication of this document), the Company did not hold any ordinary shares in the capital of the Company in treasury.

Disapplication of statutory pre-emption rights (Resolutions 17 and 18)

Resolutions 17 and 18 will give the Directors the power 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 Companies Act 2006 ('2006 Act') in certain circumstances.

This disapplication authority is in line with institutional shareholder guidance, and in particular within the limits set by the Pre-Emption Group's Statement of Principles (the 'Pre-Emption Principles'). The Pre-Emption Principles were revised in November 2022 to allow the Company to seek authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (i) an authority up to ten per cent. of a company's issued share capital for use on an unrestricted basis; and (ii) an additional authority up to a further ten 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 twelve month period preceding the announcement of the issue. In both cases, an additional authority of up to 2% may be sought for the purposes of making a follow-on offer (as described in further detail in the Pre-Emption Principles).

Resolution 17 will permit the directors to allot, pursuant to the authority to allot sought in Resolution 16:

- (a) equity securities for cash and sell treasury shares up to a nominal amount of £71,509 representing two-thirds of the company's issued share capital as at 21 February 2023 (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 sell treasury shares up to a maximum nominal value of £5,368, representing approximately 5% of the issued ordinary share capital of the Company as at 21 February 2023 (the latest practicable date prior to publication of this document) otherwise than in connection with a pre-emptive offer to existing shareholders.

Resolution 18 will permit the directors to allot additional equity securities for cash and sell treasury shares up to a maximum nominal value of £5,368, representing approximately a further 5% of the issued ordinary share capital of the Company as at 21 February 2023 (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 what it considers to be an appropriate level of authority under the Pre-Emption Principles and that the Company should have the flexibility conferred by Resolutions 17 and 18 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. The directors confirm their intention to follow the shareholder protections contained in Part 2B of the Pre-Emption Principles.

As noted in relation to Resolution 16 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 17 and 18 will expire upon the expiry of the authority to allot shares conferred in Resolution 16 (that is at the end of the next AGM of the Company or, if earlier, at the close of business on 30 June 2024).

Authority to purchase own shares (Resolution 19)

Resolution 19 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 53,685,000 (representing approximately 10% of the issued ordinary share capital of the Company as at 21 February 2023 (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 Company's 2024 AGM or, if earlier, at the close of business on 30 June 2024.

The Directors have no present intention of exercising this authority but wish to have the flexibility to do so in the future. Shares would only be purchased if the Directors believed that to do so would result in an improvement in earnings per share and would be in the best interests of shareholders generally. Purchased shares would be cancelled (in which case the number of shares in issue would thereby be reduced) or, alternatively, held in treasury, depending on which course of action is considered by the Directors to be in the best interests of the shareholders at that time. No dividends are paid on shares while they are held in treasury and no voting rights attach to treasury shares.

As at 21 February 2023 (the latest practicable date prior to publication of this document), there were 6,009,262 warrants and options to subscribe for ordinary shares in the capital of the Company representing 1.12% of the Company's issued share capital. If the authority to purchase the Company's ordinary shares being sought in Resolution 19 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 1.40% of the issued share capital of the Company.

Length of notice of meeting (Resolution 20)

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

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

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 2024 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. Whether or not you propose to attend the meeting, we would encourage you to appoint a proxy and give your voting instructions. You can do this in one of the following ways:

- complete the online form of proxy at www.sharevote.co.uk by following the on-line 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); or
- if you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. Further details are set out in the notes section.

If you would prefer to use a paper proxy form to appoint your proxy, you may request one by contacting the Company's registrar, Equiniti, on 0371 384 2023. If you are calling from overseas please use +44 (0)371 384 2023. Lines are open between 8.30am and 5.30pm, Monday to Friday excluding public holidays in England and Wales.

Full details of how to appoint a proxy are set out in the notes to the notice on page 9. The appointment of proxy must be received by the Company's registrar, Equiniti, at the address indicated in those notes by no later than 10.00am on Tuesday 2 May 2023 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 can instruct Equiniti Share Plan Trustees Limited to vote on the Annual General Meeting resolutions on your behalf by going to Equiniti's Shareview website and logging in to your Shareview Portfolio at www.shareview.co.uk. Once logged in, simply click 'View' on the 'My investments' page and then click on the link to vote and follow the on-screen instructions. Full details of the procedures are given on the website.

The voting direction must be received by Equiniti Share Plan Trustees Limited, care of the Company's registrar, by no later than 10.00am on Friday 28 April 2023 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 (other than in respect of the matters in which they are interested).

Yours faithfully

Robin Freestone
Chair

Annual General Meeting continued

NOTICE IS HEREBY GIVEN that the sixteenth Annual General Meeting of Moneysupermarket.com Group PLC ('Company') will be held at Herbert Smith Freehills LLP, Exchange House, Primrose Street, London, EC2A 2EG on Thursday 4 May 2023 at 10.00am to transact the business set out below. Resolutions 1 to 16 below will be proposed as ordinary resolutions and Resolutions 17 to 20 will be proposed as special resolutions.

1. To receive the accounts and the reports of the Directors and the auditor for the year ended 31 December 2022.
2. To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy, for the year ended 31 December 2022.
3. To approve the Directors' Remuneration Policy in the form set out in the Directors' Remuneration Report in the 2022 Annual Report and Accounts.
4. THAT:
 - (a) the rules of the Moneysupermarket.com Group PLC Restricted Share Plan ('RSP') in the form produced to the meeting and initialled by the Chair of the meeting for the purposes of identification, the principal terms of which are summarised in Appendix 2 to this Notice of Meeting, be and are hereby approved and the Directors of the Company be and are hereby authorised to adopt the RSP and do all acts and things which they may, in their discretion, consider necessary or expedient to give effect to the RSP; and
 - (b) the Directors of the Company be and are hereby authorised to adopt further plans based on the RSP but modified as may be necessary or desirable to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against any limits on individual or overall participation in the RSP.
5. To declare a final dividend for the year ended 31 December 2022 of 8.61 pence for each ordinary share in the capital of the Company.
6. To re-elect Robin Freestone as a Director.
7. To re-elect Peter Duffy as a Director.
8. To re-elect Sarah Warby as a Director.
9. To re-elect Caroline Britton as a Director.
10. To re-elect Lesley Jones as a Director
11. To elect Rakesh Sharma as a Director.
12. To elect Niall McBride as a Director.
13. 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.
14. To authorise the Audit Committee to determine the remuneration of the Company's auditor.
15. 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 is passed or during the period when this Resolution has effect are 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 Annual General Meeting of the Company to be held in 2024 or, if earlier, at the close of business on 30 June 2024 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 total 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.

16. THAT the Directors are 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 £35,755; and

(b) up to a further aggregate nominal amount of £35,755 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 Annual General Meeting of the Company to be held in 2024 or, if earlier, at the close of business on 30 June 2024, 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 authorities vested in the Directors on the date of the notice of this meeting to allot shares and grant Rights that remain unexercised at the commencement of this meeting are revoked.

17. THAT, subject to Resolution 16 above being passed, the Directors are authorised pursuant to sections 570 and 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 16 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 or sale 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 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;

(b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) of this Resolution 17) to any person or persons up to an aggregate nominal amount of £5,368, and shall expire on the revocation or 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, subject to Resolution 16 being passed and in addition to the power conferred by Resolution 17 above, the Directors are authorised pursuant to sections 570 and 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 16 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 or sale, provided that this power: shall only be used for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or specified capital investment of a kind contemplated by the definition set out in the Appendix to the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; shall 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 £5,368; and shall expire on the revocation or expiry of the general authority conferred by Resolution 16 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.

Annual General Meeting continued

19. THAT the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares in its capital on such terms and in such manner as the Directors may from time to time determine, provided that:
- (a) the maximum aggregate number of ordinary shares hereby authorised to be acquired is 53,685,000;
 - (b) the minimum price (excluding expenses) which may be paid for any such ordinary share is its nominal value;
 - (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 are carried out;
 - (d) the authority hereby conferred shall expire at the end of the Annual General Meeting of the Company to be held in 2024 or, if earlier, at the close of business on 30 June 2024 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.
20. 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

Shazadi Stinton
General Counsel and Company Secretary
Moneysupermarket.com Group PLC
23 February 2023

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

Notes

Entitlement to attend and vote

1. The right to attend and vote at the AGM is determined by reference to the Company's register of members (the 'Register'). Only those persons entered in the Register as at 6.30pm on Tuesday 2 May 2023 (or, if the AGM is adjourned, at 6.30 pm on the day which is two business days before the time of the adjourned meeting) (the 'Specified Time') shall be entitled to attend, speak and vote at the AGM in respect of the number of shares registered in their name at such time. Changes to entries on the Register after the Specified Time shall be disregarded in determining the rights of any person to attend, speak and vote at the AGM.

Arrangements for the AGM

2. Please refer to the Company's website <https://corporate.moneysupermarket.com/investors/shareholder-information/general-meetings> for any updates to the arrangements for the Annual General Meeting set out in this document.

Appointment of proxies

3. A member who is entitled to attend and vote at the meeting is entitled to appoint another person(s) 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.
4. 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 Chair of the AGM, 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.
5. In order to be valid, an appointment of proxy must be returned or submitted (together with any authority under which it is executed or a certified copy of the authority) by one of the following methods:
 - Hard copy proxy form – a member may appoint a proxy by completing and returning a paper proxy form. A member who would like to appoint a proxy this way and who has not received a hard copy proxy form should request one by contacting the Company's registrar, Equiniti, on 0371 384 2023. If you are calling from overseas please use +44 (0)371 384 2023. Lines are open between 8.30am and 5.30pm, Monday to Friday excluding public holidays in England and Wales. A paper proxy form must be completed in accordance with the instructions that accompany it and then delivered by post or by hand (during normal business hours) so as to be received by Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA;
 - Online appointment – a member may appoint a proxy online by logging onto www.sharevote.co.uk and following the instructions to submit a proxy appointment;
 - CREST appointment – a member who holds shares in uncertificated form may use the CREST electronic proxy appointment service to appoint a proxy electronically, as explained in notes 7 and 8 below; or
 - If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

and in each case the appointment of proxy must be received by the Company's registrar by no later than 10.00am on Tuesday 2 May 2023 or in the case of any adjournment by no later than 48 hours before the time of the adjourned meeting (excluding non-working days).

The return of a completed paper proxy form or the submission of an electronic proxy appointment (in each case in accordance with the relevant instructions) will not prevent a member attending the AGM and voting in person.

6. To change your proxy instructions you may return or submit a new proxy appointment using the methods set out in note 5 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 on the contact number set out in note 5 above. The deadline for receipt of proxy appointments (see note 5 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.
7. 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 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 RA19) by the latest time(s) for receipt of proxy appointments specified in note 5 above. 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.

Appointment of proxies continued

8. 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.

Nominated persons

9. 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 right to appoint a proxy described in note 3 above cannot be exercised by a Nominated Person, it can only be exercised by the relevant 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.

Corporate representatives

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. Any such representative should bring to the meeting written evidence of his appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment.

Publication of audit concerns

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.

Entitlement to ask questions

12. Any member attending the meeting has the right to ask questions relating to the business of the meeting which, in accordance with section 319A of the Companies Act 2006 and subject to some exceptions, the Company must cause to be answered. Although shareholders will be able to ask questions at the AGM itself, shareholders can also submit questions for the Board in advance of the AGM by email to companysecretary@moneysupermarket.com. The Board will endeavour to respond to any questions submitted by 6.00pm on Monday 24 April 2023 in advance of the proxy voting deadline at 10.00am on Tuesday 2 May 2023. Where questions are received after 6.00pm on Monday 24 April 2023, the Company will respond as soon as practicable, which may be after the AGM.

Members' rights

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. Persons who hold ordinary shares in the Company via the Company Share Incentive Plan are not entitled to attend, speak or vote in person at the meeting.
15. If you have any questions in relation to your voting direction, please contact the Company's registrar, Equiniti's Employee Schemes helpline, on +44 (0)371 384 2040. Lines are open 8.30am to 5.30pm (UK time), Monday to Friday (excluding public holidays in England and Wales).
16. You can instruct Equiniti Share Plan Trustees Limited to vote on the Annual General Meeting resolutions on your behalf by way of a voting direction by going to Equiniti's Shareview website and logging in to your Shareview Portfolio at www.shareview.co.uk. Once logged in, simply click 'View' on the 'My investments' page and then click on the link to vote and follow the on-screen instructions. Full details of the procedures are given on the website.

17. In order to be valid, a voting direction must be completed and returned to Equiniti Share Plan Trustees Limited by no later than 10.00am on Friday 28 April 2023, or in the case of any adjournment by no later than 72 hours before the time of the adjourned meeting (excluding non-working days).
18. A person who is entitled to submit a voting direction and who wishes to change their voting direction may return a new voting direction using the method set out in note 17 above. The deadline for receipt of a voting direction (see note 17 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.

Documents for inspection

19. A copy of the draft rules of the proposed Moneysupermarket.com Group PLC Restricted Share Plan 2023 will be available for inspection at the place of the AGM for at least 15 minutes before, and during, the AGM and on the National Storage Mechanism from the date this circular is sent to shareholders.
20. 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 AGM.

General

20. As at the close of business on 21 February 2023 (the latest practicable date prior to publication of this document), the Company's issued share capital consisted of 536,861,647 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 were 536,861,647.
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: <https://corporate.moneysupermarket.com>.
22. 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 members 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.
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.

Data processing

24. The Company will process personal data that shareholders provide to the Company, including the personal data of a shareholder's proxy if a proxy is provided. Personal data includes all data provided by shareholders, or on behalf of shareholders, which relates to: (1) the shareholder, including name and contact details, the votes that the shareholder casts and any other personal data collected by the controller regarding the shareholder, e.g. the shareholder's reference or identification number; and (2) any person who is identified as a proxy by a shareholder via a form of proxy, including their name and contact details.
25. The Company will also process personal data of shareholders and/or their proxy to the extent that shareholders or their proxy attend meetings held by the Company and the Company documents or makes a recording of these meetings, in which case personal data processed by the Company may include images and audio of the shareholder or their proxy which may be captured in the form of photographs and/or video and audio recordings. Please note that if shareholders either provide the personal data of a proxy, or send a proxy to a meeting in their place, the Company requires the shareholder to communicate this privacy information to such proxy.
26. The Company and any third party to which it discloses the data (including the Company's registrar) may process such data for the purposes of maintaining the Company's records, meeting management, managing corporate actions, fulfilling the Company's obligations to shareholders, fulfilling the Company's legal obligations and communicating with shareholders.
27. The Company's lawful bases for the processing described above, for the purposes described above, are that the processing is necessary in order for the Company to: (1) fulfil its legitimate interests; and (2) comply with its legal obligations.
28. All of this data will be processed in accordance with the Company's privacy notice which can be accessed at: <https://corporate.moneysupermarket.com/site-services/privacy>.

Appendix 1

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 below in that Director's biography.

Robin Freestone

Chair of the Board

Term of Office: Appointed Non-Executive August 2015 and as Chair May 2019

Chair of the Nomination Committee

Robin's contribution to the Board, key strengths, skills and reasons for re-election: Robin brings to the Board extensive transformation and diversification experience from leading global and digital businesses. He was Chief Financial Officer of Pearson PLC from 2006 to 2015, and Deputy Chief Financial Officer prior to that. Robin has also held senior financial positions at Amersham plc (2000 to 2004), Henkel Ltd (1995 to 2000) and ICI plc (1984 to 1995). Robin has extensive global and digital business leadership experience and has an in-depth understanding of governance requirements having served as both an Executive and Non-Executive Director of a number of listed companies. Robin brings financial insight as well as an understanding of how to attract and retain talent as Chair of the Board and Nomination Committee.

Peter Duffy

Chief Executive Officer

Term of Office: Appointed September 2020

Member of the Nomination Committee

Peter's contribution to the Board, key strengths, skills and reasons for re-election: Peter's key contributions to the Board are extensive experience in digital businesses and a dynamic leadership style. He was previously CEO of Just Eat and before that was Chief Commercial Officer at easyJet and Marketing Director of Audi UK. Peter started his career in banking, holding positions with Barclays, Yorkshire Bank and TSB. Peter has an excellent overall track record, as well as very relevant experience in driving digital revenues and in all aspects of marketing. He is well rounded from a sector perspective having worked in financial services, airlines, automotive and consumer internet. This mix has given him plenty of exposure to operating within a regulated environment.

Sarah Warby

Independent Non-Executive Director and Non-Executive Director Employee Champion

Term of Office: Appointed June 2018

Member of Remuneration, Audit, Nomination and Risk & Sustainability Committees

Sarah's contribution to the Board, key strengths, skills and reasons for re-election: Sarah has experience of building valuable brands across consumer sectors. She was previously Chief Executive Officer of Lovehoney and before that, Chief Growth Officer of HyperJar Ltd. Prior to that, Sarah was Chief Marketing Officer at J Sainsbury plc and Marketing Director of Heineken UK. She is a fellow of the Marketing Society and Marketing Academy and an adviser to the Museum of Brands. A proven leader, with strong people and communications skills, Sarah brings valuable experience to her role as Non-Executive Director and Employee Champion.

Caroline Britton

Senior Independent Director

Term of Office: Appointed September 2019

Chair of Audit Committee, member of Remuneration, Nomination and Risk & Sustainability Committees

Caroline's contribution to the Board, key strengths, skills and reasons for re-election: Caroline has a strong financial background, retiring as audit partner at Deloitte LLP after 30 years of service (2000 to 2018 as audit partner). Caroline is an FCA of the Institute of Chartered Accountants in England and Wales and holds an MA in Economics from Cambridge University. Caroline's strong financial background and regulatory experience make her ideally skilled to Chair the Audit Committee and she brings to the Board valuable governance and risk management expertise.

Lesley Jones

Independent Non-Executive Director

Term of Office: Appointed September 2021

Chair of Risk & Sustainability Committee, member of Nomination and Audit Committees

Lesley's contribution to the Board, key strengths, skills and reasons for re-election: Lesley was previously a Non-Executive Director of N Brown Group plc, ReAssure Group plc (where she chaired the Risk Committee), Northern Bank Limited and Close Brothers Group plc (where she also chaired the Risk Committee). Lesley started her career at Citigroup Inc. where she held a number of senior roles in relationship and risk management over a period of 30 years. She then spent over five years at RBS Group plc as Group Chief Credit Officer where she rebalanced the Group's credit risk appetite, established a market-leading credit function and led its credit quality assurance function. Lesley's extensive experience as a global credit risk manager operating at both executive and board level means that she is well placed to chair the Risk & Sustainability Committee and brings her broader financial services expertise to the Audit and Nomination Committees.

Rakesh Sharma

Independent Non-Executive Director

Term of Office: Appointed October 2022

Chair of Remuneration Committee, member of Audit, Nomination and Risk & Sustainability Committees

Rakesh's contribution to the Board, key strengths, skills and reasons for election: Rakesh is a former Chief Executive Officer, brings to the Board over 30 years' broad experience from the tech and cyber industries. Having successfully overseen remuneration policy updates as Remuneration Committee Chair at PayPoint plc, he brings valuable experience to the Board as Chair of the Remuneration Committee.

Niall McBride

Chief Financial Officer

Term of Office: Appointed 20 February 2023

Niall's contribution to the Board, key strengths, skills and reasons for election: A chartered accountant, Niall brings strong digital, consumer and corporate finance experience to the Board. Niall was most recently Chief Financial Officer at Ocado Retail Limited and prior to this he was a managing director at Rothschild & Co, having commenced his career at PwC.

Appendix 2

Summary of the principal terms of the Moneysupermarket.com Group PLC Restricted Share Plan

The terms of the proposed replacement Moneysupermarket.com Group PLC Restricted Share Plan (“RSP”) are summarised below.

Administration

Awards may be granted, and the RSP will be administered, by the Board, or a duly authorised committee of the Board. The current intention is that the RSP will be administered and awards granted by the Remuneration Committee (and this will be the case in respect of awards for Executive Directors and senior management of the Company). Accordingly, references in this summary to the Board include reference to the Remuneration Committee, where applicable.

Eligibility

Awards may be granted to any of the employees of the Company or its subsidiaries, including the Executive Directors. Participation by the Executive Directors shall be in accordance with the terms of the Company’s remuneration policy as approved by shareholders from time to time (the “Remuneration Policy”).

Form of awards

Awards will generally take the form of either: (i) a conditional right to receive ordinary shares in the Company which will be automatically transferred to the participant following vesting; or (ii) a nil or nominal cost option to acquire shares in the Company which may generally be exercised following vesting for a period of up to 10 years from the date of grant.

Timing of grant of awards

Awards may, save in exceptional circumstances, only be granted within a period of 42 days following the date of the adoption of the RSP or the date of announcement by the Company of its interim or final results (or as soon as practicable thereafter if the Company is restricted from being able to grant awards during such period). In respect of the recruitment or promotion of an eligible employee an award may be granted as soon as practicable thereafter. Awards may not be granted more than ten years after the date the plan is approved by the shareholders of the Company.

Individual limit

The RSP provides that the maximum market value of the shares over which an award to any eligible employee may be granted in any financial year shall not exceed an amount equal to 87.5 per cent. of the employee’s gross annual basic salary as at the date of grant. In exceptional circumstances, this limit may be increased to 100 per cent. at the discretion of the Board. The RSP may, in addition, be used to facilitate “buy-out” awards granted on the recruitment of an eligible employee.

For Executive Directors, unless or until otherwise approved by shareholders, award levels will always be in accordance with the Company’s Remuneration Policy.

Performance Underpin

The Board may determine that the vesting of awards granted to eligible employees shall be subject to one or more (or no) performance underpin(s). As set out in the Remuneration Policy, awards to be granted Executive Directors will normally be subject to robust performance underpins, which will be set out in the relevant annual report on directors’ remuneration. Different performance underpins may be applied to awards granted to different eligible employees, and the Board may apply different performance underpins for different award grants.

The Board shall factor any performance underpins into its determination as to whether the vesting of an award is appropriate, while also having regard to the underlying performance of the Group, the participant’s individual performance and the experience of the Company’s shareholders and other stakeholders over the vesting period. The Board may reduce the extent to which an award vests if it considers this to be appropriate having considered these factors and reviewed any performance underpins.

Vesting

Awards granted to an Executive Director will normally only vest after a minimum of three years from the date of grant, while the Executive Director remains in office or employment with the Group. In the case of awards granted to Executive Directors in 2023 following the AGM, awards will vest three years from the date on which such awards would normally have been made had awards been granted at the normal time under the Moneysupermarket.com Group plc 2017 Long-Term Incentive Plan.

Awards granted to participants who are not Executive Directors will vest on such basis as the Board shall determine (which may, for example, include annual vesting on a phased basis over the three years from the date of grant while the participant remains in office or employment with the Group).

In all cases, a shorter vesting period may apply in exceptional circumstances or where an award is granted in connection with the recruitment or promotion of an eligible employee.

The Board has the discretion to apply a vesting period of longer than three years to an award.

If the Board so determines, an award may be satisfied in whole or in part by a cash payment as an alternative to the issue or transfer of shares.

Holding period

Awards granted to Executive Directors (and others at the discretion of the Board) will be subject to a holding period following the vesting of an award during which a participant shall not be permitted to dispose of shares acquired on vesting (other than to cover tax liabilities or in the event of a corporate action).

For awards granted to Executive Directors, a holding period of two years will apply to all of the shares in respect of which an award vests, except that if an award is granted with a vesting period which is longer than three years, then the Board may proportionately reduce the retention period.

For awards granted to other eligible employees or in connection with the recruitment or promotion of an Executive Director, a holding period may apply to such number of the shares which vest and for such period as the Board may determine.

Shares (or share certificates) may be deposited with a custodian in order to enforce a holding period.

Dividend equivalents

Participants may receive an additional payment (or shares of equivalent value) equal to the dividends which would have been paid during the vesting period (or, in the case of an option that is subject to a holding period, during the period from the date of grant to the earlier of the expiry of the holding period and the date on which the option is exercised) on the number of shares that vest.

Leavers

An award will normally lapse where the participant ceases to hold office or employment with the Group. Awards will not lapse where the cessation of office or employment with the Group is due to injury, disability, ill-health redundancy, retirement, the transfer of the participant's employment in connection with a business sale, the company with which the participant holds office or employment ceasing to be a member of the Group, or any other reason if the Board so determines (a "Good Leaver").

Where a participant ceases employment for a Good Leaver reason, the award will continue to be capable of vesting on its normal vesting date, provided that the Board may determine that the award will instead vest on or at any time following the date of cessation.

On the death of a participant, an award shall immediately vest.

An option which has already vested will be exercisable during a period of six months from the date of cessation as a Good Leaver and an unvested option held by a Good Leaver will be exercisable during a period of six months from the date of vesting (or, in each case, such other period as the Board may permit or 12 months from the date of death).

Corporate actions

In the event of a change of control, awards will normally vest and options may be exercised for such period (not exceeding six months) as the Board may specify, depending on how the change of control is effected. In the event of the passing of a resolution for the voluntary winding-up of the Company, awards will normally vest and options may be exercised for a period of two months. In the event of a demerger of a substantial part of the Group's business, a special dividend or a similar event affecting the value of shares to a material extent, awards may be adjusted (see below – Variation of share capital) or the Board may allow awards to vest, in which case options may be exercised for a period of two months (or such other period determined by the Board). Where the corporate action forms part of an internal re-organisation awards will generally not vest, and instead will be rolled-over into awards over shares in the new controlling company of equivalent value. The Board may also determine that such a roll-over will apply on a takeover if the acquiring company has offered replacement awards over its shares.

International transfers

If a participant is transferred to work in another country as a result of which the participant or a Group company will suffer a tax disadvantage or the participant will become subject to restrictions on the participant's ability to receive or deal in shares, the Board may determine that an award will vest prior to the date of such transfer. An option may be exercised for a period of six months from such vesting date (or such other period determined by the Board).

Extent of vesting

Awards will only vest (including for leavers or on a corporate action) to the extent that the Board determines this to be appropriate having regard to any applicable performance underpin.

Where, prior to the normal vesting date, a participant ceases employment (or gives or receives notice) for a Good Leaver reason or is subject to an international transfer, or there is a corporate action, the number of shares in respect of which an award may vest will, unless the Board determines otherwise, be pro-rated on the basis of the period which has elapsed from the date of grant to the date of the relevant event.

Summary of the principal terms of the Moneysupermarket.com Group PLC Restricted Share Plan continued

Malus and Claw-back

The Board may apply a malus reduction or claw-back to an award where at any time before or within two years of vesting it determines that: (i) the financial results of the Company were misstated or an error was made in any calculation or in assessing any performance underpin, which resulted in the number of shares in respect of which the award was granted or vested being more than it should have been; (ii) the participant has contributed to reputational damage to the Group or to a material loss (whether or not such loss leads to corporate failure); (iii) the Group enters into an involuntary administration or insolvency process or a corporate failure occurs; (iv) there has been a significant breach by any member of the Group or a relevant business unit of its regulatory requirements which results in a material financial penalty or public censure or statement or a material variation or cancellation of permissions to carry on regulated activities or the imposition of material restrictions over its ability to carry on such activities; or (v) an act, omission or event occurs that constitutes a failure of risk management or of other operational systems and controls for which the participant was directly responsible.

The Board may also apply a malus reduction or claw-back where it determines that, at any time prior to the later of the vesting of an award, the expiry of any holding period or an option having been exercised to the full extent to which it vested, the participant committed misconduct that justified, or could have justified, summary dismissal.

A claw-back may be satisfied in a number of ways, including by reducing the amount of any future bonus, by reducing the vesting of any subsisting or future awards and/or by requiring the participant to make a cash payment or a transfer of shares to the Company.

Claw-back provisions do not extend past the date of a takeover or similar corporate event.

Non-Transferable and Non-Pensionable

Awards are non-transferable, save to personal representatives following death, and do not form part of pensionable earnings.

Plan Limits

Shares to satisfy the vesting of awards may be newly issued, transferred from treasury or market purchased.

Awards capable of being satisfied by newly issued shares may not be granted where to do so would cause the number of shares which may be issued pursuant to outstanding awards or options granted within the previous 10 years under (i) any employees' share scheme operated by the Company, when added to the number of shares issued for the purpose of any such awards and options, to exceed 10 per cent. of the Company's ordinary share capital in issue immediately prior to the proposed date of grant; or (ii) any discretionary employees' share scheme operated by the Company, when added to the number of shares issued for the purpose of any such awards and options, to exceed 5 per cent. of the Company's ordinary share capital in issue immediately prior to the proposed date of grant.

These limits do not include rights to shares under awards which have been released, lapsed or otherwise become incapable of exercise or vesting.

Treasury shares will count as new issue shares for the purpose of these limits for so long as institutional investor bodies consider that they should be so counted.

Variation of capital

The number of shares subject to awards and, where applicable, any option exercise price may be adjusted, in such manner as the Board may determine to be appropriate, following any variation of share capital of the Company or a demerger of a substantial part of the Group's business, a special dividend or a similar event affecting the value of shares to a material extent.

Alterations

The Board may amend the rules of the RSP as it considers appropriate, subject to any relevant legislation, provided that no modification may be made which confers any additional advantage on participants relating to eligibility, plan limits, the basis of individual entitlement and the provisions for the adjustment of awards without prior shareholder approval, except in relation to amendments which are minor amendments to benefit the administration of the RSP, to take account of a change in legislation, or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or the Company (or other Group companies).

Overseas plans

The RSP contains provisions which permit the Board to establish further plans for the benefit of any overseas employees based on the RSP but modified as necessary or desirable to take account of overseas tax, exchange control or securities laws. Any new shares issued under such plans would count towards the individual and overall plan limits outlined above.