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If you have sold or otherwise transferred all of your shares in Moneysupermarket.com Group PLC, please send this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

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

5 March 2010

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 third Annual General Meeting ('AGM') which will be held at 10.30am on Wednesday 31 March 2010 at De Vere Garden Park Hotel, near Chester, Cheshire, CH3 9DQ. The formal notice of AGM is set out on pages 5 to 10 of this document.

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

Resolutions 1 to 9 inclusive, 12 and 15 are ordinary resolutions. Resolutions 10, 11, 13 and 14 are special resolutions. The ordinary resolutions will be passed if more than 50% of the votes cast are in favour and the special resolutions will be passed if at least 75% of the votes cast are in favour.

To receive the Annual Report and Accounts (Resolution 1)

The Chairman will present the Annual Report and Accounts for the year ended 31 December 2009 to the AGM.

Directors' Remuneration Report (Resolution 2)

It is mandatory for all listed companies to put their Directors' Remuneration Report to an advisory shareholder vote. As the vote is advisory it does not affect the actual remuneration paid to any individual Director. The Directors' Remuneration Report is set out on pages 41 to 48 of the Company's Annual Report and Accounts for the year ended 31 December 2009.

Final dividend (Resolution 3)

A final dividend of 7.11 pence per ordinary share for the year ended 31 December 2009 is recommended for payment by the Directors. If shareholders approve the recommended final dividend, it will be paid on 1 April 2010 to all ordinary shareholders who were on the register of members at the close of business on 5 March 2010.

Re-election of Directors (Resolutions 4, 5 and 6)

Resolutions 4, 5 and 6 deal with the re-election of Simon Nixon, Michael Wemms and Rob Rowley as Directors. Biographies of each of the Directors seeking re-election are included in Appendix 1 to this document. The Board has confirmed, following a performance review, that all Directors standing for re-election continue to perform effectively and demonstrate commitment to their roles.

Re-appointment of auditors and auditors' remuneration (Resolutions 7 and 8)

Resolution 7 relates to the re-appointment of KPMG Audit Plc as the Company's auditors to hold office until the next AGM of the Company and Resolution 8 authorises the Directors to determine their remuneration.

Allotment of share capital (Resolution 9)

Resolution 9 deals with the Directors' authority to allot shares.

At the last AGM of the Company held on 16 April 2009, the Directors were given authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £67,246 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 9 will, if passed, renew this authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £67,602 representing the Association of British Insurers ('ABI') guideline limit of approximately 66.6% of the Company's issued ordinary share capital (excluding treasury shares) as at 23 February 2010 (the latest practicable date prior to publication of this letter). Of this amount 169,005,000 ordinary shares (representing approximately 33.3% of the Company's issued ordinary share capital (excluding treasury shares)) can only be allotted pursuant to a rights issue. This authority will expire at the conclusion of the next AGM of the Company or, if earlier, on 30 June 2011.

The Directors have no present intention of exercising this authority.

As at 23 February 2010 (the latest practicable date prior to publication of this letter), the Company does not hold any ordinary shares in the capital of the Company in treasury.

Disapplication of statutory pre-emption rights (Resolution 10)

Resolution 10 will give the Directors authority to allot shares in the capital of the Company pursuant to the authority granted under Resolution 9 above for cash without complying with the pre-emption rights in the Companies Act 2006 ('2006 Act') in certain circumstances. In the light of the ABI guidelines referred to in relation to Resolution 9 above, this authority will permit the Directors to allot:

- (a) shares up to a nominal amount of £67,602 (representing approximately 66.6% of the issued ordinary share capital of the Company) on an offer to existing shareholders on a pre-emptive basis. However unless the shares are allotted pursuant to a rights issue (rather than an open offer), the Directors may only allot shares up to a nominal amount of £33,801 (representing approximately 33.3% of the issued ordinary share capital of the Company) (in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit); and
- (b) shares up to a maximum nominal value of £5,075, representing approximately 5% of the issued ordinary share capital of the Company as at 23 February 2010 (the latest practicable date prior to publication of this letter) otherwise than in connection with an offer to existing shareholders.

The Directors have no present intention of exercising this authority.

The Directors confirm their intention to follow the provisions of the Pre-emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period. The Principles provide that companies should not issue shares for cash representing more than 7.5% of the company's issued share capital in any rolling three-year period, other than to existing shareholders, without prior consultation with shareholders.

Authority to purchase own shares (Resolution 11)

Resolution 11 gives the Company authority to buy back its own ordinary shares in the market as permitted by the 2006 Act. The authority limits the number of shares that could be purchased to a maximum of 50,753,272, representing approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 23 February 2010 (the latest practicable date prior to publication of this letter) and sets minimum and maximum prices. This authority will expire at the conclusion of the next AGM of the Company.

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

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

If Resolution 11 is passed at the AGM, it is the Company's current intention to hold in treasury all of the shares it may purchase pursuant to the authority granted to it. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors will need to reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so.

As at 23 February 2010 (the latest practicable date prior to publication of this letter), there were warrants and options over 9,787,988 ordinary shares in the capital of the Company representing 1.93% of the Company's issued ordinary share capital (excluding treasury shares). If the authority to purchase the Company's ordinary shares was exercised in full, these warrants and options would represent 2.14% of the issued ordinary share capital of the Company (excluding treasury shares).

Political donations (Resolution 12)

Resolution 12 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 present intention 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 12 to renew the authority granted by shareholders at the last AGM of the Company. This will allow the Company to continue to support the community and put forward its views to wider business and Government interests without running the risk of being in breach of the law. As permitted under the 2006 Act, Resolution 12 also covers any political donations made, or political expenditure incurred, by any subsidiaries of the Company.

Length of notice of meeting (Resolution 13)

Resolution 13 is a resolution to allow the Company to hold general meetings (other than AGMs) on 14 days notice.

Before the introduction of the Companies (Shareholders' Rights) Regulations 2009 ('**Shareholders' Rights Regulations**') on 3 August 2009, the minimum notice period permitted by the 2006 Act for general meetings (other than AGMs) was 14 days. One of the amendments made to the 2006 Act by the Shareholders' Rights Regulations was to increase the minimum notice period for general meetings of listed companies to 21 days, but with an ability for companies to reduce this period back to 14 days (other than for AGMs) provided that two conditions are met. The first condition is that the Company offers a facility for shareholders to vote by electronic means. This condition is met if the Company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website. The second condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 days to 14 days.

The Board is therefore proposing Resolution 13 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 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.

New Articles of Association (Resolution 14)

Resolution 14 proposes the Company adopts new articles of association ('**New Articles**'). These incorporate amendments to the Company's current articles of association ('**Current Articles**') to reflect the changes in English company law brought about by the 2006 Act which came into effect on 1 October 2009 and changes made to the 2006 Act in August 2009 to implement the EU Shareholder Rights Directive in the UK, as well as some minor technical or clarifying changes.

The principal changes reflected in the New Articles proposed to be adopted at the AGM relate to shareholder meetings and resolutions, the Company's constitution and share capital.

In August 2009, changes were made to the 2006 Act relating to company meetings by the Shareholders' Rights Regulations in order to implement the EU Shareholder Rights Directive in the UK. The New Articles incorporate amendments in relation to meetings to ensure consistency with the 2006 Act (as amended by the Shareholders' Rights Regulations).

Under the 2006 Act, all provisions of the Company's memorandum of association ('**Memorandum**'), but most significantly the objects clause, were deemed to form part of the Company's Current Articles from 1 October 2009. It is possible for the objects clause to be removed or amended by amending the Current Articles by special resolution. It is not, however, necessary under the 2006 Act for the Company to set out its objects. The 2006 Act provides that, unless a company's articles of association state otherwise, a company's objects will be unrestricted.

One of the other key provisions of the Memorandum which is deemed to form part of the Company's Current Articles since 1 October 2009 is the existing authorised share capital. The 2006 Act removes the requirement for a company to place limits on its authorised share capital. By adopting the New Articles (which do not contain the objects clause or the authorised share capital of the Company) these provisions will be removed.

A more detailed explanation of the principal changes introduced in the New Articles is set out in Appendix 2 to this document. Other changes, which are of a minor or clarifying nature and also some more minor changes which merely reflect changes made by the 2006 Act have not been noted in Appendix 2. The New Articles, showing all the changes to the Current Articles, are available for inspection in accordance with note 27 following the notice of AGM on page 10 of this document.

Payment to participants in the Moneysupermarket.com Financial Group Limited Share Option Scheme (Resolution 15)

Resolution 15 relates to options ('**Options**') granted under the Moneysupermarket.com Financial Group Limited Share Option Scheme ('**Share Option Scheme**') which was adopted in 2005 and amended in June 2007 in connection with the admission to listing of the Company.

On 16 October 2009 the Company paid a special dividend to shareholders of £25m or 4.93p per share ('**Special Dividend**'). Holders of Options ('**Option Holders**') did not receive the Special Dividend as they do not hold shares until their Options are exercised. Accordingly, the value of such Options was effectively reduced following the payment of the Special Dividend because Option Holders were not able to benefit from the distribution of value in the Company in the same manner as shareholders and because the rules of the Share Option Scheme do not include a provision by which the Directors are able to adjust the number of shares under Option or the exercise price in order to compensate Option Holders for the effect on the value of Options of the payment of the Special Dividend. The rules of the Moneysupermarket.com Long Term Incentive Plan ('**LTIP**') do include such provisions.

The Company is seeking shareholder approval to make a one-off cash payment to Option Holders in order to compensate them for the reduction in value of Options caused by the payment of the Special Dividend. Shareholder approval is being sought as the proposal could be viewed as being an amendment to the Share Option Scheme (which requires approval under the Listing Rules). Making such a cash payment will conform the treatment of Options with that of awards made under the LTIP, the rules of which do allow dividends declared prior to vesting of LTIP awards to be paid to participants in the LTIP at the time that such awards vest or for an appropriate adjustment to be made to LTIP awards following the declaration of a special dividend.

It is proposed that the payment will be of the same amount as the Special Dividend, being 4.93p per share, and will be made to Option Holders in respect of such number of shares as are acquired on the exercise of Options held on 18 September 2009, being the record date for the payment of the Special Dividend. Consequently the payment will not be made in respect of shares subject to Options which lapse or do not otherwise become exercisable in accordance with the rules of the Share Option Scheme.

As at 23 February 2010 (the latest practicable date prior to publication of this letter), there were unexercised Options in issue over an aggregate of 1,506,671 shares in the Company held by 7 Option Holders, of which Options over an aggregate of 1,250,000 shares in the Company were held by Paul Doughty. The aggregate amount payable to the Option Holders pursuant to this proposal will not exceed approximately £74,280.

Action to be taken

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

Ordinary shareholders on the register of members of the Company

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

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

The appointment of proxy must be received by the Company's registrar, Capita Registrars, by no later than 10.30am on Monday 29 March 2010 or, in the case of any adjournment of the meeting, by no later than 48 hours before the time of the adjourned meeting.

Holders of ordinary shares via the Moneysupermarket.com Share Account

If you hold ordinary shares in the Company via the Moneysupermarket.com Share Account, you are requested to complete, sign and return the **Form of Instruction** in accordance with its instructions. The completion of the Form of Instruction does not preclude you from attending as a guest and speaking in person at the AGM should you decide to do so. If you wish to vote in person at the AGM in respect of the ordinary shares you hold via the Moneysupermarket.com Share Account, when completing the Form of Instruction, you must instruct Capita IRG Trustees (Nominees) Limited to appoint you as its proxy in respect of those shares.

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

The instruction must be received by Capita IRG Trustees (Nominees) Limited, care of the Company's registrar, by no later than 10.30am on Friday 26 March 2010 or, in the case of any adjournment of the meeting, by no later than 72 hours before the time of the adjourned meeting.

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

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

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

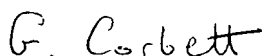
The voting direction must be received by Capita IRG Trustees Limited, care of the Company's registrar, by no later than 10.30am on Friday 26 March 2010 or, in the case of any adjournment of the meeting, by no later than 72 hours before the time of the adjourned meeting.

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.

Yours faithfully



Gerald Corbett
Chairman

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the third Annual General Meeting of Moneysupermarket.com Group PLC ('Company') will be held at De Vere Carden Park Hotel, near Chester, Cheshire, CH3 9DQ on Wednesday 31 March 2010 at 10.30am to consider and, if thought fit, to pass Resolutions 1 to 9 inclusive, 12 and 15 as ordinary resolutions and Resolutions 10, 11, 13 and 14 as special resolutions:

1. To receive the accounts and the reports of the Directors and the auditors for the year ended 31 December 2009.
2. To receive and approve the Directors' Remuneration Report for the year ended 31 December 2009.
3. To declare a final dividend of 7.11 pence per ordinary share for the year ended 31 December 2009.
4. To re-elect Simon Nixon as a Director.
5. To re-elect Michael Wemms as a Director.
6. To re-elect Rob Rowley as a Director.
7. To re-appoint KPMG Audit Plc as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.
8. To authorise the Directors to determine the remuneration of the Company's auditors.
9. THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights'):

(a) up to an aggregate nominal amount of £33,801; and

(b) up to a further aggregate nominal amount of £33,801 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, 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 conclusion of the next Annual General Meeting of the Company or, if earlier, on 30 June 2011, 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.

10. THAT the Directors be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash either pursuant to the authority conferred by Resolution 9 above or by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall be limited to:

(a) the allotment of equity securities in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 9 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 where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and

(b) the allotment (otherwise than pursuant to sub-paragraph (a) of this Resolution 10) to any person or persons of equity securities up to an aggregate nominal amount of £5,075,

and shall expire upon the expiry of the general authority conferred by Resolution 9 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.

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

- (a) the maximum number of ordinary shares hereby authorised to be acquired is 50,753,272 representing approximately 10% of the issued ordinary share capital of the Company as at 23 February 2010;
- (b) the minimum price (excluding expenses) which may be paid for any such share is 0.02 pence;
- (c) the maximum price (excluding expenses) which may be paid for any such share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased and (ii) the amount stipulated by Article 5(1) of the EU Buy-back and Stabilisation Regulation (being the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 11 will be carried out);
- (d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company, 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.

12. 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 12 is passed or during the period when this Resolution 12 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 conclusion of the Annual General Meeting of the Company to be held next year 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.

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

14. THAT with effect from the conclusion of the Annual General Meeting of the Company:

- (a) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
- (b) the Articles of Association of the Company produced to the meeting and initialled by the Chairman for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

15. THAT the Directors be and they are hereby generally and unconditionally authorised to make a payment to participants in the Moneysupermarket.com Financial Group Limited Share Option Scheme of 4.93 pence per share in respect of such number of shares as are acquired on the exercise of options granted under such scheme held on 18 September 2009.

By order of the Board

Darren Drabble

Darren Drabble
Company Secretary
Moneysupermarket.com Group PLC
5 March 2010

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

Notes

Ordinary shareholders on the register of members of the Company

1. A member entitled to attend and vote at the meeting may appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Your proxy could be the Chairman, another Director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Appointing a proxy does not preclude you from attending the meeting and voting in person.
3. A Form of Proxy which may be used to make this appointment and give proxy instructions accompanies this notice. Details of how to appoint a proxy are set out in the notes to the Form of Proxy. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company's registrar, Capita Registrars, on 0871 200 1536 (calls cost 10 pence per minute plus network extras and lines are open 8.30am – 5.30pm Monday – Friday). As an alternative to completing a hard copy Form of Proxy, proxies may be appointed electronically in accordance with note 4 below.
4. In order to be valid, an appointment of proxy must be returned (together with any authority under which it is executed or a certified copy of the authority) by one of the following methods:
 - in hard copy form by post, by hand or by courier to the Company's registrar at the address shown on the back of the Form of Proxy. If you prefer, you may return it in an envelope using the following address: Freepost RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, BR3 4TU;
 - by completing it online at www.moneysupermarket-shares.com by following the on-screen instructions to submit it (you will need to identify yourself with your personal investor code); or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 8 below,

and in each case must be received by the Company's registrar by no later than 10.30am on Monday 29 March 2010 or in the case of any adjournment by no later than 48 hours before the time of the adjourned meeting.

5. To change your proxy instructions you may return a new proxy appointment using the methods set out in note 4 above. Where you have appointed a proxy using the hard copy Form of Proxy and would like to change the instructions using another hard copy Form of Proxy, please contact the Company's registrar, Capita Registrars, on 0871 200 1536 (calls cost 10 pence per minute plus network extras and lines are open 8.30am – 5.30pm Monday – Friday). The deadline for receipt of proxy appointments (see note 4 above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same ordinary share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
6. A copy of this notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a '**Nominated Person**'). The rights to appoint a proxy can not be exercised by a Nominated Person: they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him and the member by whom he was nominated to be appointed as a proxy for the meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
7. To be entitled to attend and vote at the meeting, members must be on the register of members of the Company at 6.00pm on Monday 29 March 2010 (or, if the meeting is adjourned, at 6.00pm on the date which is two days prior to the adjourned meeting). Changes to entries on the register after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the meeting or adjourned meeting.
8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com/CREST). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a '**CREST Proxy Instruction**') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID number RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.
11. Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting, that the members propose to raise at the meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on its website.
12. The Company must cause to be answered at the meeting any question relating to the business being dealt with at the meeting which is put by a member attending the meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information or interfere unduly with the preparation for the meeting.
13. Under sections 338 and 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which those members intend to move (and which may properly be moved) at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting. A resolution may properly be moved, or a matter properly included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of any inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person(s) making it and must be received by the Company not later than 6 clear weeks before the meeting or, if later, the time at which notice is given of 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 Moneysupermarket.com Share Account

14. If you hold your ordinary shares in the Company via the Moneysupermarket.com Share Account you may attend as a guest and speak in person at the meeting. If you wish to vote in person at the meeting in respect of the ordinary shares you hold via the Moneysupermarket.com Share Account, you must instruct Capita IRG Trustees (Nominees) Limited to appoint you as its proxy in respect of those shares.
15. A Form of Instruction which may be used to submit an instruction to Capita IRG Trustees (Nominees) Limited accompanies this notice. Details of how to submit an instruction are set out in the notes to the Form of Instruction. If you do not have a Form of Instruction and believe that you should have one, or if you require additional forms, please contact the Company's registrar, Capita Registrars, on 0871 200 1536 (calls cost 10 pence per minute plus network extras and lines are open 8.30am – 5.30pm Monday – Friday). As an alternative to completing a hard copy Form of Instruction, an instruction may be submitted electronically in accordance with note 16 below.
16. In order to be valid, an instruction must be returned (together with any authority under which it is executed or a certified copy of the authority) by one of the following methods:
 - in hard copy form by post, by hand or by courier to the Company's registrar at the address shown on the back of the Form of Instruction. If you prefer, you may return it in an envelope using the following address: Freepost RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, BR3 4TU; or
 - by completing it online at www.moneysupermarket-shares.com by following the on-screen instructions to submit it (you will need to identify yourself with your personal investor code),

and in each case must be received by Capita IRG Trustees (Nominees) Limited, care of the Company's registrar, by no later than 10.30am on Friday 26 March 2010 or in the case of any adjournment by no later than 72 hours before the time of the adjourned meeting.

17. To change your instructions you may return a new instruction using the methods set out in note 16 above. Where you have submitted your instruction using the hard copy Form of Instruction and would like to change the instruction using another hard copy Form of Instruction, please contact the Company's registrar, Capita Registrars, on 0871 200 1536 (calls cost 10 pence per minute plus network extras and lines are open 8.30am – 5.30pm Monday – Friday). The deadline for receipt of an instruction (see note 16 above) also applies in relation to an amended instruction. Any attempt to terminate or amend an instruction received after the relevant deadline will be disregarded. Where two or more valid separate instructions are received in respect of the same ordinary share held via the Moneysupermarket.com Share Account 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 instruct Capita IRG Trustees (Nominees) Limited, you must be registered on Capita IRG Trustees (Nominees) Limited's register of Share Account members at 6.00pm on Friday 26 March 2010 (or, if the meeting is adjourned, at 6.00pm on the date which is three days prior to the adjourned meeting). Changes to entries on the register after this time shall be disregarded in determining the rights of persons to submit an instruction (and the number of votes they may instruct) at the meeting or adjourned meeting.

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

19. If you hold your ordinary shares in the Company via the Moneysupermarket.com Group PLC Share Incentive Plan, you are not entitled to attend, speak or vote in person at the meeting.
20. A Proxy Voting Direction Form which may be used to submit a voting direction to Capita IRG Trustees Limited accompanies this notice. Details of how to submit a voting direction are set out in the notes to the Proxy Voting Direction Form. If you do not have a Proxy Voting Direction Form and believe that you should have one, or if you require additional forms, please contact the Company's registrar, Capita Registrars, on 0871 664 0424 (calls cost 10 pence per minute plus network extras and lines are open 9.00am – 5.30pm Monday – Friday). As an alternative to completing a hard copy Proxy Voting Direction Form, a voting direction may be submitted electronically in accordance with note 21 below.
21. In order to be valid, a voting direction must be returned (together with any authority under which it is executed or a certified copy of the authority) by one of the following methods:
- in hard copy form by post, by hand or by courier to the Company's registrar at the address shown on the back of the Proxy Voting Direction Form. If you prefer, you may return it in an envelope using the following address: Capita Registrars, CSPA, Freepost MB122, Beckenham, Kent, BR3 4BR; or
 - by completing it online at www.moneysupermarket-shares.com by following the on-screen instructions to submit it (you will need to identify yourself with your personal investor code),

and in each case must be received by Capita IRG Trustees Limited, care of the Company's registrar, by no later than 10.30am on Friday 26 March 2010 or in the case of any adjournment by no later than 72 hours before the time of the adjourned meeting.

22. To change your voting direction you may return a new voting direction using the methods set out in note 21 above. Where you have submitted your voting direction using the hard copy Proxy Voting Direction Form and would like to change the voting direction using another hard copy Proxy Voting Direction Form, please contact the Company's registrar, Capita Registrars, on 0871 664 0424 (calls cost 10 pence per minute plus network extras and lines are open 9.00am – 5.30pm Monday – Friday). The deadline for receipt of a voting direction (see note 21 above) also applies in relation to an amended voting direction. Any attempt to terminate or amend a voting direction received after the relevant deadline will be disregarded. Where two or more valid separate voting directions are received in respect of the same ordinary share held via the Moneysupermarket.com Group PLC Share Incentive Plan in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
23. To be entitled to submit a voting direction to Capita IRG Trustees Limited, you must be entered on Capita IRG Trustees Limited's register of Share Incentive Plan holders at 6.00pm on Friday 26 March 2010 (or, if the meeting is adjourned, at 6.00pm on the date which is three days prior to the adjourned meeting). Changes to entries on the register after this time shall be disregarded in determining the rights of persons to submit a voting direction (and the number of votes they may direct) at the meeting or adjourned meeting.

General

24. 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, instruction or voting direction, that is found to contain any virus will not be accepted.
25. As at 23 February 2010 (the latest practicable date prior to publication of this document), the Company's issued share capital consists of 507,532,724 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 507,532,724.
26. 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 website: www.moneysupermarket.com.

- 27.** Copies of the following documents are available for inspection at the registered office of the Company and at the offices of Herbert Smith LLP, Exchange House, Primrose Street, London EC2A 2HS during usual business hours (Saturdays, Sundays and public holidays excepted) and will be available at the place of the meeting from 10.15am until its conclusion:
- copies of the Executive Directors' service agreements and the Non-Executive Directors' letters of appointment;
 - the current Articles of Association of the Company; and
 - the proposed new Articles of Association of the Company showing the changes from the current Articles of Association.
- 28.** You may not use any electronic address provided in this notice of meeting or any related documents (including the Form of Proxy, Form of Instruction and/or Proxy Voting Direction Form) to communicate with the Company for any purposes other than those expressly stated.
- 29.** Please indicate on the Form of Proxy, Form of Instruction and/or Proxy Voting Direction Form how you wish your vote to be cast on the Resolutions by inserting 'X' in the appropriate box. The 'Withheld' option on the Form(s) is provided to enable you to abstain on any of the specified Resolutions. Please note that a vote 'Withheld' has no legal effect and will not be counted in the votes 'For' and 'Against' a Resolution.

Appendix 1

Biographies of Directors seeking re-election

Simon Nixon Deputy Chairman

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

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

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

Rob Rowley Independent Non-Executive Director and Chairman of the Audit Committee

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

Appendix 2

Explanatory notes of principal changes to the Company's Articles of Association

The Companies Act 2006 ('**2006 Act**'), which replaced the Companies Act 1985 ('**1985 Act**') was implemented in stages and was fully in force by 1 October 2009. In addition, the Companies (Shareholders' Rights) Regulations 2009 ('**Shareholders' Rights Regulations**') which amend certain provisions of the 2006 Act relating to the meetings of the Company came into force in August 2009.

Under Resolution 14, the Company is adopting new Articles of Association ('**New Articles**') which will reflect the changes in company law brought about by the Shareholders' Rights Regulations and by the provisions of the 2006 Act which came into effect on 1 October 2009. The New Articles also include some other modernising and clarificatory amendments, including, where appropriate, tracking the wording of the new model form articles for public companies contained in Schedule 3 to the Companies (Model Articles) Regulations 2008 ('**Model Form Articles**'), which replace the Table A articles under the 1985 Act on which many of the Company's current Articles of Association ('**Current Articles**') are based.

Set out below is a summary of the principal changes the Company proposes to make to its Current Articles.

1. The Company's Objects

The 2006 Act significantly reduces the constitutional significance of the Company's memorandum of association ('**Memorandum**'). The provisions governing the operations of the Company are currently set out in both its Memorandum and its Current Articles. Under the 2006 Act, the Memorandum no longer contains an objects clause and simply records the names of the subscribers and the number of shares which each subscriber agreed to take in the Company. Under section 28 of the 2006 Act, the objects clause and all other provisions in the Memorandum have been treated as part of the Company's Current Articles since 1 October 2009, however, the Company may remove these provisions by special resolution. Unless the New Articles provide otherwise, the Company's objects will be unrestricted.

The Company is proposing to remove its objects clause together with all provisions of its Memorandum which, by virtue of the 2006 Act, are treated as forming part of the Company's Current Articles as of 1 October 2009. Resolution 14 confirms the removal of these provisions and adopts the New Articles.

2. Limited Liability (Article 3)

Under the 2006 Act, the Memorandum also no longer contains a clause stating that the liability of the members of a company is limited. For existing companies, this statement is automatically treated as having moved into the articles of association on 1 October 2009. As noted in paragraph 1 above, Resolution 14 confirms the removal, from the Current Articles, of the provisions of the Company's Memorandum which are treated as forming part of the Current Articles by virtue of section 28 of the 2006 Act, which includes the statement of limited liability.

An explicit statement of the members' limited liability is therefore included in the New Articles.

3. Authorised Share Capital and Unissued Shares

The 2006 Act abolishes the concept of authorised share capital and under the 2006 Act, the Memorandum no longer contains a statement of the Company's authorised share capital. For existing companies, this statement is deemed to be a provision of the articles of association setting out the maximum amount of shares that may be allotted by a company. The adoption of the New Articles by the Company will have the effect of removing this provision relating to the maximum amount. Directors will still need to obtain the usual shareholders' authorisation in order to allot shares, except in respect of employee share schemes.

References to authorised share capital and to unissued shares have therefore been removed from the New Articles.

4. Redeemable Shares (Article 5)

Under the 2006 Act, the New Articles need not include the terms on which redeemable shares may be redeemed. The Directors may determine the terms, conditions and manner of redemption of redeemable shares provided they are authorised to do so by the New Articles. The New Articles contain such authorisation.

The Company currently has no plans to issue redeemable shares.

5. Share Certificates (Article 12)

The New Articles contain new provisions for the issue of consolidated share certificates, in line with the Model Form Articles.

6. Transfer of Shares (Former Article 39)

Article 39 of the Current Articles which gave the ability to suspend the registration of transfers of shares for periods not exceeding 30 days in any one year has been removed from the New Articles as there is no ability under the 2006 Act to close the register.

7. Authority to Purchase Own Shares, Consolidate and Sub-divide Shares and Reduce Share Capital (Article 40)

Under the 1985 Act, the Company required specific authorisations in its Current Articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital. Under the 2006 Act, public companies do not require specific authorisations in their articles of association to undertake these actions; however, shareholder approval is still required.

Amendments have been made to the New Articles to reflect these changes.

8. Participation in Meetings at Different Places and by Electronic Means (Article 51)

Amendments made to the 2006 Act by the Shareholders' Rights Regulations specifically provide for the holding and conducting of electronic meetings. The New Articles include amendments to provide greater scope for members to participate in meetings of the Company even if they are not present in person at the principal place where the meeting is held. The New Articles allow for members to participate not only by attendance at satellite meeting locations, but also by any other electronic means of participation.

9. Adjournments (Article 53)

The Shareholders' Rights Regulations add a provision to the 2006 Act which requires that, when a general meeting is adjourned due to lack of quorum, at least ten days' notice must be given to reconvene the meeting.

The New Articles include amendments to the provisions dealing with notice of adjourned meetings to make them consistent with this new requirement.

10. Voting Rights (Article 62)

The Shareholders' Rights Regulations clarify the various powers of proxies and representatives of corporate members in respect of resolutions taken on a show of hands. Where a proxy has been duly appointed by one member, he has one vote on a show of hands unless he has been appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been appointed by more than one member to vote for the resolution and by more than one member to vote against the resolution. Where a corporate member appoints representatives to attend meetings on its behalf, each representative duly appointed by a corporate member has one vote on a show of hands.

The New Articles contain provisions which clarify these rights and also clarify how the provisions giving a proxy a second vote on a show of hands should apply to discretionary powers.

11. Voting Record Date (Article 63)

The New Articles include an additional provision that deals with the method for determining which persons are allowed to attend or vote at a general meeting of the Company and how many votes each person may cast. Under this new provision, when convening a meeting, the Company may specify a time, not more than 48 hours before the time of the meeting (excluding any part of a day that is not a working day), by which a person must be entered on the register of members in order to have the right to attend or vote at the meeting. This new provision is in line with a requirement for listed companies introduced by the Shareholders' Rights Regulations.

12. Validity of Votes (Article 67)

Following the implementation of the Shareholders' Rights Regulations, proxies are expressly required to vote in accordance with the instructions given to them by members. The New Articles contain a provision stating that the Company is not required to enquire whether a proxy or corporate representative has voted in accordance with instructions given to him and that votes cast by a proxy or corporate representative will be valid even if he has not voted in accordance with his instructions.

13. Removal of Chairman's Casting Vote (Former Article 72)

Pursuant to changes brought about by the Shareholders' Rights Regulations, a traded company is no longer permitted to allow the chairman to have a casting vote in the event of an equality of votes. Accordingly, this provision has been removed in the New Articles.

14. Termination of Proxy Authority (Article 73)

Article 73 provides that the termination of a proxy's authority should be in writing as this is required by the Shareholders' Rights Regulations.

15. Appointing Corporate Representatives (Article 75)

The New Articles provide that the Company can require a corporate representative to produce a certified copy of the resolution appointing him before permitting him to exercise his powers.

16. Alternate Directors (Articles 87, 89 and 91)

Article 87 now clarifies that an alternate director is entitled to be paid expenses (but not directors' fees). Article 89 is a new provision which effectively applies the provisions of Article 85, regarding removal of directors, to alternate directors. Article 91(c) makes it clear that an alternate director is subject to the same restrictions as the director who appointed him.

17. Borrowing Powers (Article 93)

A number of presentation and descriptive amendments have been made to the borrowing powers provision in the New Articles.

18. Provision for Employees on Cessation or Transfer of Business (Article 94)

The 2006 Act provides that the powers of the directors to make provision for a person employed or formerly employed by a company or any of its subsidiaries in connection with the cessation or transfer of the whole or part of the undertaking of the company or that subsidiary may only be exercised by the directors if they are so authorised by the company's articles of association or by the company in general meeting.

Article 94 of the New Articles provides that the Directors may exercise this power.

19. Delegation to Persons or Committees (Article 95)

Article 95 of the New Articles follows the new, simplified approach to delegation adopted in the Model Form Articles, allowing the Directors to delegate as they decide appropriate.

20. Directors' Remuneration (Article 96)

Article 96 of the New Articles enables Directors who hold another office, such as that of chairman, or who serve on any committee of the Board of Directors, to be paid additional remuneration as well as their basic Directors' fees.

21. Directors' Appointments, Interests and Conflicts of Interest (Article 101)

Article 101 of the New Articles allows a Director to be interested in transactions and to be an officer of or employed by or interested in a body corporate in which the Company is interested provided that he has disclosed his interest to the Directors. This is a similar provision to Article 110 of the Current Articles. Article 101 of the New Articles also contains additional provisions to those in Article 110 of the Current Articles relating to confidential information, attendance at board meetings and availability of board papers to protect a Director from being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict falls within the situations covered by Article 101.

22. Procedures regarding Board Meetings and Resolutions in Writing (Article 102 and 105)

The provisions of Article 102 of the New Articles have been amended to make it clear that notice of a board meeting may be given personally, by telephone, in hard copy or in electronic form. The requirements for giving notice to Directors who are not in the United Kingdom have also been clarified. In order to clarify the procedure for written resolutions of Directors, Article 105 has been amended so that, rather than referring to a resolution in writing by all Directors, a resolution in writing will be valid and effectual as if it had been passed at a meeting if executed by all the Directors entitled to receive notice of the meeting and who would have been entitled to vote (and whose vote would have been counted) on a resolution at a meeting.

23. Quorum (Article 106)

The proposed amendment to Article 106 of the New Articles which deals with the quorum requirement for board meetings, clarifies that a Director cannot count in the quorum for a matter or resolution on which he is not entitled to vote (or when his vote cannot be counted) but he may count in the quorum for the other matters or resolutions to be considered or voted on at the meeting.

24. Permitted Interests and Voting (Article 107)

Article 107 of the New Articles has been amended to allow a Director to vote on a resolution which relates to giving him an indemnity or funding for expenditure incurred in defending proceedings provided all the other Directors have been given or are to be given arrangements on substantially the same terms. This exception has become a common exception for listed companies to include in their articles of association.

25. Notices and Other Communications (Article 125)

Article 125 in the New Articles includes a provision dealing with the service of notice in the event of a postal strike; it has been amended to allow the Company in such circumstances to serve notices only on those members who receive notices via electronic means, provided that, as before, the Company also puts an advertisement in two national newspapers and sends a confirmatory hard copy notice if the postal service is available again within seven days of the meeting.

26. Making and Retention of Minutes (Article 131)

Article 131 of the New Articles contains a new provision to the effect that minutes must be retained for at least 10 years. This reflects the new requirements in the 2006 Act as the 1985 Act did not specify a minimum retention time.

27. The Seal (Article 134)

Article 134 of the New Articles provides an alternative option (in the absence of specific instructions from the Directors) for documents (other than share certificates) to which the seal is affixed to be signed by one authorised person in the presence of a witness, in addition to either two Directors or a Director and the Company Secretary.

28. Change of Name (Article 137)

Under the 1985 Act, a company could only change its name by special resolution. Under the 2006 Act, a company is able to change its name by other means specified in its articles of association. In order to take advantage of this provision, the New Articles enable the Directors to pass a resolution to change the Company's name.

