

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

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

Moneysupermarket.com Group PLC Notice of Annual General Meeting

7 May 2020

Notice of the Annual General Meeting to be held at No. 1 Spinningfields, Hardman Street, Manchester M3 2EB on Thursday 7 May 2020 at 10.00am is set out at the end of this document. Your vote is important to us and whether or not you propose to attend the Annual General Meeting, please complete your voting instructions. In line with our ongoing paperless strategy we ask that you vote in one of the following ways:

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

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



Annual General Meeting

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

19 February 2020

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 thirteenth Annual General Meeting ('AGM') which will be held at 10.00am on Thursday 7 May 2020 at No. 1 Spinningfields, Hardman Street, Manchester M3 2EB. The formal notice of AGM is set out on pages 6 to 7 of this document.

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

Resolutions 16, 17, 18, 20 and 21 will be proposed as special resolutions and will be passed if at least 75% of the votes cast (not counting votes withheld) are in favour. The remaining resolutions are being proposed as ordinary resolutions and will be passed if more than 50% of the votes cast (not counting votes withheld) are in favour.

To receive the Annual Report and Accounts (Resolution 1)

The Chair will present the Annual Report and Accounts for the year ended 31 December 2019 to the AGM.

Directors' Remuneration Report (Resolution 2)

The Directors' Remuneration Report contains:

- a statement by Andrew Fisher, Chair of the Company's Remuneration Committee;
- the Annual Report on Remuneration, which sets out payments made in the financial year ending 31 December 2019; and
- details of the Remuneration Committee's activities.

The Directors' Remuneration Report is set out in full in the Annual Report on pages 85 to 103. The Company's auditor, KPMG LLP, has audited those parts of the Remuneration Report which are required to be audited and their report is set out in the 2019 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 Annual Report on pages 89 to 95.

This Remuneration Policy reflects the new executive remuneration framework developed by the Remuneration Committee during 2019 to ensure continued alignment of the framework with the Group's strategy and promote long-term sustainable success.

The Remuneration Policy has also been amended to ensure compliance with the 2018 Corporate Governance Code and to reflect changes in best practice. The Remuneration Committee Chair

undertook an extensive consultation with our shareholders and investor bodies in respect of the proposed framework and overall investors were supportive of the approach we had taken and the proposals being made. Further details of the rationale for the changes is provided on page 87 of the Annual Report.

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

If the 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 payments to Directors in accordance with the previously approved policy.

Final dividend (Resolution 4)

A final dividend of 8.61 pence per ordinary share for the year ended 31 December 2019 is recommended for payment by the Directors. If shareholders approve the recommended final dividend, it will be paid on 14 May 2020 to all ordinary shareholders who were on the register of members at the close of business on 3 April 2020.

Re-election of Directors (Resolutions 5 to 12)

Resolutions 5 to 12 deal with the election or re-election of the Directors in accordance with the requirements of the UK Corporate Governance Code. The UK Corporate Governance Code provides for all directors to be subject to election or re-election by their shareholders every year. Accordingly, with the exception of Andrew Fisher who will be stepping down at this AGM, in keeping with the Board's aim of following best corporate governance practice, each member of the Board is standing for election or re-election by shareholders at this year's AGM. Biographies of each of the Directors seeking election or re-election can be found in 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 Board approved the Audit Committee's recommendation to put a resolution to shareholders recommending the re-appointment of KPMG LLP as the Company's auditor and confirms that (1) the recommendation is free from influence by a third party and (2) no contractual term of the kind mentioned in Article 16(6) of the EU Regulation 537/2014 has been imposed on the Company. Consequently, Resolution 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.

Allotment of share capital (Resolution 15)

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

At the last AGM of the Company held on 9 May 2019, the Directors were given authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £71,400 representing approximately 66.6% of the Company's then issued ordinary share capital (excluding treasury shares). This authority expires at the end of this year's AGM. Resolution 15 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 £71,477 representing the IA guideline limit of approximately 66.6% of the Company's issued ordinary share capital (excluding treasury shares) as at 18 February 2020 (the latest practicable date prior to publication of this document). Of this amount 178,692,500 shares (representing approximately 33.3% of the Company's issued ordinary share capital (excluding treasury shares) can only be allotted pursuant to a rights issue. This authority will expire at the end of the next AGM of the Company or, if earlier, on 6 August 2021.

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 18 February 2020 (the latest practicable date prior to publication of this document), the Company does not hold any ordinary shares in the capital of the Company in treasury.

Disapplication of statutory pre-emption rights (Resolutions 16 and 17)

Resolutions 16 and 17 will give the Directors authority to allot ordinary shares in the capital of the Company pursuant to the authority granted under Resolution 15 above for cash without complying with the pre-emption rights in the Companies Act 2006 ('2006 Act') in certain circumstances.

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

Resolution 16 will permit the Directors to allot:

- (a) equity securities for cash and to sell treasury shares up to a nominal amount of £71,477, representing approximately two-thirds of the Company's issued share capital as at 18 February 2020 (the latest practicable date prior to publication of this document) on an offer to existing shareholders on a pre-emptive basis (that is including a rights issue or an open offer), with one-third being available only in connection with a rights issue (in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit); and
- (b) equity securities for cash and to sell treasury shares up to a maximum nominal value of £5,365, representing approximately 5% of the issued ordinary share capital of the Company as at 18 February 2020 (the latest practicable date prior to publication of this document) otherwise than in connection with a pre-emptive offer to existing shareholders.

Resolution 17 will permit the Directors to allot additional equity securities for cash and sell treasury shares up to a maximum nominal value of £5,365, representing approximately a further 5% of the issued ordinary share capital of the Company as at 18 February 2020 (the latest practicable date prior to publication of this document), otherwise than in connection with a pre-emptive offer to existing shareholders for the purposes of financing or refinancing a transaction as contemplated by the Pre-Emption Principles described above.

The Board considers that it is in the best interests of the Company and its shareholders generally that the Company should seek the maximum authority permitted by the Pre-Emption Principles and have the flexibility conferred by Resolutions 16 and 17 to conduct a pre-emptive offering without complying with the strict requirements of the statutory pre-emption provisions and to finance business opportunities quickly and efficiently when they arise in line with the Company's strategy for growth.

The Directors believe that it is appropriate to seek this additional 5% authority in Resolution 17 to give the Company the flexibility that this resolution affords.

The Board confirms that, in accordance with the Pre-Emption Principles, it does not intend to issue shares for cash representing more than 7.5% of the Company's issued ordinary share capital in any rolling three-year period to those who are not existing shareholders (save in accordance with Resolution 17) without prior consultation with shareholders.

As noted in relation to Resolution 15 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 16 and 17 will expire upon the expiry of the authority to allot shares conferred in Resolution 15 (that is at the end of the next AGM of the Company or, if earlier, on 7 August 2021).

Authority to purchase own shares (Resolution 18)

Resolution 18 gives the Company authority to buy back its own ordinary shares in the market as permitted by the 2006 Act. The authority limits the number of shares that could be purchased to a maximum of 53,650,000 (representing approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 18 February 2020 (the latest practicable date prior to publication of this document)) and sets minimum and maximum prices. This authority will expire at the end of the next AGM of the Company or, if earlier, on 6 August 2021.

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

If Resolution 18 is passed at the AGM, it is the Company's current intention to cancel the shares it may purchase pursuant to the authority granted to it. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors will need to reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so.

As at 18 February 2020 (the latest practicable date prior to publication of this document), there were 5,058,992 warrants and options to subscribe for ordinary shares in the capital of the Company representing 0.94% of the Company's issued share capital (excluding treasury shares). If the authority to purchase the Company's ordinary shares being sought in Resolution 18 and the existing authority to purchase ordinary shares taken at last year's

AGM (which expires at the end of this year's AGM) were to be exercised in full, these warrants and options would represent 1.18% of the issued share capital of the Company (excluding treasury shares).

Political donations (Resolution 19)

Resolution 19 deals with political donations. Under the 2006 Act, political donations to any political parties, independent election candidates or political organisations or the incurring of political expenditure are prohibited unless authorised by shareholders in advance. What constitutes a political donation, a political party, a political organisation, or political expenditure is not easy to decide, as the legislation is capable of wide interpretation. Sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties and support for bodies representing the business community in policy review or reform, may fall within this.

Therefore, notwithstanding that the Company has not made a political donation in the past, and has no intention either now or in the future of making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate, the Board has decided to put forward Resolution 19 to renew the authority granted by shareholders at the last AGM of the Company. This will allow the Company to continue to support the community and put forward its views to wider business and Government entities without running the risk of being in inadvertent breach of the law. As permitted under the 2006 Act, Resolution 19 also covers any political donations made, or political expenditure incurred, by any subsidiaries of the Company. This authority will expire at the end of the next AGM of the Company or, if earlier, on 6 August 2021.

Length of notice of meeting (Resolution 20)

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

The minimum notice period for general meetings of listed companies is 21 days, but companies may reduce this period to 14 days (other than for AGMs) provided that two conditions are met. The first condition is that the company offers a facility for shareholders to vote by electronic means. This condition is met if the company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website. The second condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 days to 14 days.

The Board is therefore proposing Resolution 20 as a special resolution to approve 14 days as the minimum period of notice for all general meetings of the Company other than AGMs. The approval will be effective until the end of the Company's next AGM, when it is intended that the approval be renewed. The Board will consider on a case by case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time sensitive and whether it is thought to be to the advantage of shareholders as a whole.

Share Incentive Plan 2020 (Resolution 21)

Resolution 21 is to authorise the adoption of the rules and trust deed of the Moneysupermarket.com Group PLC Share Incentive Plan ("SIP"). The SIP is an all employee share incentive plan, which takes advantage of the tax beneficial status of share incentive plans which comply with Schedule 2 to the Income Tax (Earnings and Pensions) Act 2003. Participation will be open to all employees of participating companies. The SIP rules and trust deed are intended to replace the Company's existing rules and trust deed that were adopted at the time of admission in 2007, and have similar terms, subject to amendments to take into account changes to the relevant legislation.

The rules and trust deed of the SIP will be available for inspection during normal business hours on Monday to Friday (excluding bank holidays) at the Company's registered office and at the offices of Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London EC1Y 4AG from the date of this document until the close of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes before the Annual General Meeting and during the meeting. A brief summary of the main provisions of the 2020 SIP is set out in Appendix 2 to this Notice.

Action to be taken

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

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

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

The appointment of proxy must be received by the Company's registrar, Link Asset Services, by no later than 10.00am on Tuesday 5 May 2020 or, in the case of any adjournment of the meeting, by no later than 48 hours before the time of the adjourned meeting (excluding non-working days).

The completion of an appointment of proxy does not preclude you from attending and voting in person at the AGM should you decide to do so.

Holders of ordinary shares via the Company Share Incentive Plan

If you hold ordinary shares in the Company via the Company Share Incentive Plan, you are requested to complete the online proxy voting direction form at www.moneysupermarket-shares.com by following the on-screen instructions.

The voting direction must be received by Link Market Services Trustees Limited, care of the Company's registrar, by no later than 10.00am on Monday 4 May 2020 or, in the case of any adjournment of the meeting, by no later than 72 hours before the time of the adjourned meeting (excluding non-working days).

Recommendation

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

The Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings which amount in aggregate to 86,988 shares representing approximately 0.01% of the existing issued ordinary share capital of the Company (excluding treasury shares).

Yours faithfully

Robin Freestone
Chair

Annual General Meeting continued

NOTICE IS HEREBY GIVEN that the thirteenth Annual General Meeting of Moneysupermarket.com Group PLC ('Company') will be held at No. 1 Spinningfields, Hardman Street, Manchester M3 2EB on Thursday 7 May 2020 at 10.00am to consider and, if thought fit, to pass Resolutions 16, 17, 18, 20 and 21 as special resolutions and to pass the remainder as ordinary resolutions:

1. To receive the accounts and the reports of the Directors and the auditor for the year ended 31 December 2019.
2. To approve the Directors' Remuneration Report, other than the part containing the Directors' remuneration policy, in the form set out in the Company's annual report and accounts for the year ended 31 December 2019.
3. To approve the Directors' Remuneration Policy in the form set out in the Directors' Remuneration Report in the Company's Annual Report and Accounts for the year ended 31 December 2019.
4. To declare a final dividend for the year ended 31 December 2019 of 8.61 pence for each ordinary share in the capital of the Company.
5. To re-elect Robin Freestone as a Director.
6. To re-elect Mark Lewis as a Director.
7. To re-elect Sally James as a Director.
8. To re-elect Sarah Warby as a Director.
9. To re-elect Scilla Grimble as a Director.
10. To elect Caroline Britton as a Director.
11. To elect Supriya Uchil as a Director.
12. To elect James Bilefield 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 the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights'):
 - (a) up to an aggregate nominal amount of £35,739; and
 - (b) up to a further aggregate nominal amount of £35,739 provided that (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006) and (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates and to holders of other equity securities if required by the rights of those securities, subject to such exclusions or other

arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire at the end of the next Annual General Meeting of the Company or, if earlier, on 6 August 2021, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

16. THAT if Resolution 15 above is passed, the Directors be and they are hereby authorised pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by Resolution 15 above and by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall be limited to:
 - (a) the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 15 by way of rights issue only) in favour of the holders of ordinary shares on the register of members at such record dates as the Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
 - (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) of this Resolution 16) to any person or persons up to an aggregate nominal amount of £5,365,

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

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

(a) be limited to the allotment of equity securities or sale of treasury shares to any person or persons up to an aggregate nominal amount of £5,365; and

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

and shall expire upon the expiry of the general authority conferred by Resolution 15 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.

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

(a) the maximum number of ordinary shares hereby authorised to be acquired is 53,650,000 representing approximately 10% of the issued ordinary share capital of the Company as at 18 February 2020;

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

(c) the maximum price (excluding expenses) which may be paid for any such ordinary share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 18 will be carried out;

(d) the authority hereby conferred shall expire at the end of the next AGM of the Company or, if earlier, on 6 August 2021 unless previously renewed, varied or revoked by the Company in general meeting; and

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

19. THAT in accordance with sections 366 and 367 of the Companies Act 2006 the Company and all companies which are subsidiaries of the Company at the date on which this Resolution 19 is passed or during the period when this Resolution 19 has effect be generally and unconditionally authorised to:

(a) make political donations to political parties or independent election candidates not exceeding £25,000 in total;

(b) make political donations to political organisations other than political parties not exceeding £25,000 in total; and

(c) incur political expenditure not exceeding £25,000 in total,

(as such terms are defined in the Companies Act 2006) during the period beginning with the date of the passing of this Resolution and ending at the end of the next AGM of the Company or, if earlier, on 6 August 2021 provided that the authorised sum referred to in paragraphs (a), (b) and (c) above, may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day in which the Company enters into any contract or undertaking in relation to the same provided that, in any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this Resolution shall not exceed £75,000.

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

21. THAT:

- (a) the rules and trust deed of the Moneysupermarket.com Group PLC Share Incentive Plan (SIP), described in the circular of which the notice containing this resolution forms part and in the form produced in draft to the meeting and for the purpose of identification initialled by the Chair of the meeting, be and are hereby approved and adopted; and
- (b) the directors of the Company be and are hereby authorised (i) to do all such things as may be necessary or desirable to carry the SIP into effect, including making any changes to the rules and/or trust deed of the SIP necessary or desirable in order to ensure that the directors can make a valid declaration to HM Revenue & Customs that the SIP satisfies the requirements of Schedule 2 to the Income Tax (Earnings and Pensions) Act 2003; and (ii) to adopt further plans based on the SIP but modified to take account of local tax, exchange control or securities law 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 SIP.

By order of the Board

Katherine Bellau

Company Secretary
Moneysupermarket.com Group PLC
19 February 2020

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

Ordinary shareholders on the register of members of the Company

1. A member entitled to attend and vote at the meeting may appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by them.
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 Chair, another Director of the Company or another person who has agreed to attend to represent you. Your proxy must vote as you instruct and must attend the meeting for your vote to be counted. Appointing a proxy does not preclude you from attending the meeting and voting in person.
3. Arrangements for the appointment of a proxy and proxy instructions have been made available to all members who are registered in the register of members of the Company at the close of business on 25 February 2020. If you have any questions in relation to your proxy appointment, please contact the Company's registrar, Link Asset Services, on 0371 200 1536 (calls are charged at the standard geographic rate and will vary by provider. Lines are open 8.30am – 5.30pm Monday – Friday).
4. In order to be valid, an appointment of proxy must be returned (together with any authority under which it is executed or a certified copy of the authority) by one of the following methods:
 - by completing it online at www.moneysupermarket-shares.com by following the on-screen instructions to submit it (you will need to identify yourself with your personal investor code); or
 - by requesting a hard copy of the form of proxy from the Company's registrar, Link Asset Services, on 0371 200 1536 (calls are charged at the standard geographic rate and will vary by provider. Lines are open 8.30am – 5.30pm Monday – Friday) and returning it to Link Asset Services at the address shown on the form of proxy. Please note that delivery using this service can take up to five business days; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 8 below,and in each case the appointment of proxy must be received by the Company's registrar by no later than 10.00am on Tuesday 5 May 2020 or in the case of any adjournment by no later than 48 hours before the time of the adjourned meeting (excluding non-working days).
5. To change your proxy instructions you may return a new proxy appointment using the methods set out in note 4 above. Where you have appointed a proxy using the hard copy form of proxy and would like to change the instructions using another hard copy form of proxy, please contact the Company's registrar, Link Asset Services, on 0371 200 1536 (calls are charged at the standard geographic rate and will vary by provider. Lines are open 8.30am – 5.30pm Monday – Friday). The deadline for receipt of proxy appointments (see note 4 above) also applies in relation to amended instructions. Where two or more valid separate appointments of proxy are received in respect of the same ordinary share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
6. A copy of this notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act 2006

(a 'Nominated Person'). The rights to appoint a proxy cannot be exercised by a Nominated Person, they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between them and the member by whom they were 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, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.

7. To be entitled to attend and vote, whether in person or by proxy, at the meeting, members must be registered in the register of members of the Company at close of business on Tuesday 5 May 2020 (or, if the meeting is adjourned, at close of business on the date which is two days prior to the adjourned meeting). Changes to entries on the register of members after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the meeting or adjourned meeting.
8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com/CREST). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID number RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.
9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares.

11. Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting, that the members propose to raise at the meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditor no later than the time it makes its statement available on the website. The business which may be dealt with at the meeting includes any such statement that the Company has been required to publish on its website.
12. The Company must cause to be answered at the meeting any question relating to the business being dealt with at the meeting which is put by a member attending the meeting, except (i) if to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) if the answer has already been given on a website in the form of an answer to a question; or (iii) if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
13. Under sections 338 and 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which those members intend to move (and which may properly be moved) at the meeting; and (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting. A resolution may properly be moved, or a matter properly included in the business, unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of any inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person(s) making it and must be received by the Company not later than 6 clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Holders of ordinary shares via the Company Share Incentive Plan

14. If you hold your ordinary shares in the Company via the Company Share Incentive Plan, you are not entitled to attend, speak or vote in person at the meeting.
15. All persons who appear on Link Market Services Trustees Limited's register of Share Incentive Plan holders at the close of business on 25 February 2020 will be sent details on how to submit a voting direction. If you have any questions in relation to your voting direction, please contact the Company's registrar, Link Asset Services, on 0371 200 1536 (calls are charged at the standard geographic rate and will vary by provider. Lines are open 8.30am – 5.30pm Monday – Friday).
16. In order to be valid, a voting direction must be completed online at www.moneysupermarket-shares.com by following the on-screen instructions to submit it (you will need to identify yourself with your personal investor code) by no later than 10.00am on Monday 4 May 2020, or in the case of any adjournment by no later than 72 hours before the time of the adjourned meeting (excluding non-working days).
17. To change your voting direction you may return a new voting direction using the method set out in note 16 above. The deadline for receipt of a voting direction (see note 16 above) also applies in relation to an amended voting direction. Where two or more valid separate voting directions are received in respect of the same ordinary share held via the Company Share Incentive Plan in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
18. To be entitled to submit a voting direction to Link Market Services Trustees Limited, you must be entered on Link Market Services Trustees Limited's register of Share Incentive Plan holders at close of business on Monday 4 May 2020 (or, if the meeting is adjourned, at close of business on the date which is three days prior to the adjourned meeting). Changes to entries on the register after this time shall be disregarded in determining the rights of persons to submit a voting direction (and the number of votes they may direct) at the meeting or adjourned meeting.

General

19. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by or on behalf of the Company, including the lodgement of an electronic proxy appointment or voting direction, that is found to contain any virus will not be accepted.
20. As at 18 February 2020 (the latest practicable date prior to publication of this document), the Company's issued share capital consists of 536,616,251 ordinary shares of 0.02 pence each, carrying one vote each. The Company does not hold any ordinary shares in treasury. Therefore the total voting rights in the Company at such date are 536,616,251.
21. The contents of this notice of meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the meeting, details of the totals of the voting rights that members are entitled to exercise at the meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's corporate website: <http://corporate.moneysupermarket.com>.
22. Copies of the Executive Directors' service agreements and the Non-Executive Directors' letters of appointment are available for inspection at the registered office of the Company during usual business hours (Saturdays, Sundays and public holidays excluded), and will also be available at the place of the meeting for at least 15 minutes before and during the meeting.
23. You may not use any electronic address provided in this notice of meeting or any related documents (including the form of proxy and/or proxy voting direction form) to communicate with the Company for any purposes other than those expressly stated.
24. Please indicate how you wish your vote to be cast on each of the Resolutions by following the on-screen instructions on the online form of proxy (or, if you have requested a hard copy of the form of proxy, by following the instructions on that form) or proxy voting direction form. The 'Withheld' option on the form(s) is provided to enable you to abstain on any of the specified Resolutions. Please note that a vote 'Withheld' has no legal effect and will not be counted in the votes 'For' and 'Against' a Resolution.

Appendix 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 under the 'Key strengths and experience' section of that Director's biography.

Robin Freestone
Chair of the Board



Appointed: August 2015 as Independent Non-Executive Director, becoming Chair of the Board and Nomination Committee in May 2019.

Robin was Chief Financial Officer of Pearson PLC from 2006 to 2015. Previously he was Deputy Chief Financial Officer at Pearson and prior to that he held a number of senior financial positions at Amersham pic (2000 to 2004), Henkel Ltd (1995 to 2000) and ICI pic (1984 to 1995). Robin is the Senior Independent Non-Executive Director and Chair of the Audit Committee of Smith & Nephew plc and a Non-Executive Director and Chair of the Audit Committee of Capri Holdings Limited (formerly Michael Kors Holdings Limited). He sits on the advisory board to the ICAEW's Financial Reporting Committee and is a member of the CBI Economic Growth Board. He also chaired the 100 Group in 2013 to 2014.

Importance of contribution and reasons for election:

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.

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Mark Lewis
Chief Executive Officer



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

Mark was formerly Retail Director and, prior to that, Online Director at John Lewis. Mark previously held senior commercial and management roles at Collect+ and eBay UK including CEO and Managing Director. Mark has an MBA (INSEAD) and an MA, BA (Hons) from Cambridge University in Mathematics.

Importance of contribution and reasons for election:

Mark has extensive consumer marketing knowledge and online marketplace experience. Together with his significant commercial and retail experience, Mark brings deep insight and leadership as Moneysupermarket Group continues to embed our Reinvent strategy and grow our business.

Scilla Grimble
Chief Financial Officer



Appointed: February 2019.

Scilla was formerly Director of Group Finance at Marks and Spencer Group Pic (2016 to 2018) part of which was spent as Interim Chief Financial Officer. Scilla previously held senior financial roles at Tesco PLC and was a managing director at UBS Investment Bank. Scilla is a qualified chartered accountant, having trained and qualified with PwC.

Importance of contribution and reasons for election:

Scilla has a strong financial background and extensive consumer and retail experience which is extremely relevant to her role at Moneysupermarket Group. She has a track record of delivering operational excellence and has relevant experience across major finance roles leading large teams responsible for significant budgets.

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



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

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

Importance of contribution and reasons for election:

Sally has strong governance, risk and regulatory experience, which makes her ideally placed to Chair the Risk Committee. Sally's career in financial services also brings valuable expertise to Moneysupermarket Group's Audit Committee and our wider Board.

A N R RK

Key to Committees

A

Audit

N

Nomination

R

Remuneration

RK

Risk

Sarah Warby
*Independent Non-Executive
Director and Non-Executive
Director Employee Champion*



Appointed: June 2018, becoming Non-Executive Director Employee Champion in September 2018.

Sarah has experience of building valuable brands across consumer sectors. She is currently chief executive officer of Lovehoney Ltd and was previously growth officer of Hyperjar Ltd. Prior to that, Sarah was chief marketing officer at 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.

Importance of contribution and reasons for election:

Sarah has extensive consumer, marketing and digital experience. 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
*Independent Non-Executive Director
and Chair of the Audit Committee*



Appointed: September 2019.

Caroline has a strong financial background, retiring as audit partner of 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 & Wales and holds an MA in Economics from Cambridge University. Caroline is a member of the Audit, Finance and Investment Committee for Make-A-Wish Foundation International and non-executive director and chair of the audit committee of Revolut Ltd.

Importance of contribution and reasons for election:

Caroline's strong financial background and regulatory experience make her ideally skilled to Chair the Audit Committee. Her governance and risk management expertise also give her valuable insights as a member of the Risk and Remuneration Committees.



James Bilefield

Appointed: 1 May 2020.

James is currently Chair of SThree plc and Non-Executive Director and Chair of the Technology & Change Committee of Stagecoach Group plc, where he has served as a member of Stagecoach Group plc's Remuneration Committee since 2016. Previously, James was Non-Executive Chair of Cruise.co and prior to that held senior roles at Condé Nast, OpenX, Skype, Yahoo! and JP Morgan Chase.

Importance of contribution and reasons for election:

James has extensive digital and commercial experience and is a proven Non-Executive Director. He has experience in a wide range of sectors, including a regulated environment. This diversity of experience is welcomed by the Board.

Supriya Uchil

Appointed: 1 March 2020.

Supriya is the product-focused Non-Executive Director of Depop.com, a peer-to-peer social shopping app. Previously, she was Chief Product Officer of Booking Go, part of Booking.com, between 2016 and 2018, and prior to that held senior roles at Amazon.com. Supriya is also a product and digital transformation adviser.

Importance of contribution and reasons for election:

Supriya's deep technology and product expertise is combined with a strategic mindset and experience in scaled organisations on a global basis. She brings valuable operational experience in high tech companies, with proven leadership skills.

Key to Committees



Audit



Nomination



Remuneration



Risk

Appendix 2

Summary of the main terms of the Moneysupermarket.com Group PLC Share Incentive Plan (SIP)

General

The SIP is a share incentive plan designed to take advantage of the tax beneficial status of share incentive plans which comply with Schedule 2 to the Income Tax (Earnings and Pensions) Act 2003 (**Schedule 2**).

The SIP shall be administered by the board of directors of the Company (**Board**) or a duly authorised committee of the Board.

Eligibility

All employees of the Company and participating subsidiaries who have been employed for a minimum period (not exceeding the period specified from time to time in Schedule 2) and who otherwise satisfy the eligibility requirements in Schedule 2 are entitled to participate in the SIP.

Plan operation

The Board can operate the SIP in a number of ways. It can:

- make an award of 'free shares'; and/or;
- (ii) give employees the opportunity to invest in 'partnership shares'; and
- (iii) make an award of 'matching shares' to those employees who have invested in 'partnership shares' (free shares, partnership shares and matching shares - together **Plan Shares**); and/or;
- (iv) allow employees to re-invest any dividends paid on their Plan Shares in further ordinary shares (**Dividend Shares**).

Free shares

The Company may award free shares up to a maximum annual value specified in Schedule 2 from time to time. The current maximum annual value is £3,600 per employee. If the Company wishes, the award of free shares can be based on the achievement of individual, team, divisional or corporate performance measures which must be fair and objective. Otherwise, free shares must be awarded to employees on the same terms, although awards can vary by reference to remuneration, length of service or hours worked.

Partnership shares

The Company may provide employees with the opportunity to acquire partnership shares from their gross monthly salary, up to a maximum value specified in Schedule 2 from time to time, currently £1,800 per year. The Company may set a minimum monthly deduction which may not be greater than £10 (or such other amount specified in Schedule 2 from time to time). Ordinary shares will be acquired on behalf of employees within 30 days after each deduction at the market value of the ordinary shares on the date they are acquired. Alternatively, deductions can be accumulated during any accumulation period of up to 12 months. In this case, ordinary shares will be acquired on behalf of employees within 30 days after the end of the accumulation period, at the lower of the market value of the ordinary shares at the beginning of the accumulation period or the date when they are acquired.

Matching shares

The Company may award matching shares for free up to a maximum number of matching shares for each partnership share acquired by the employee, as specified in Schedule 2 from time to time. The current maximum is two matching shares for each partnership share.

Dividend shares

The Company can either give employees the opportunity, or require employees, to re-invest any dividends paid on any of their Plan Shares in further ordinary shares.

Trust

The SIP operates through a trust, which will acquire ordinary shares by purchase, by subscription or by the acquisition of ordinary shares held in treasury and will hold the ordinary shares on behalf of the employees.

Awards of free shares

Any award of free shares may only be made within the period of 42 days commencing on:

- the day on which the SIP is approved by shareholders;

- and day on which changes to the legislation affecting share incentive plans under Schedule 2 are announced, effected or made;
- the day following the end of a closed period under the Market Abuse Regulation;
- where the award is subject to restrictions imposed by statute, order, regulation or any dealing code adopted by the Company, the day following the lifting of such restrictions;
- any day on which the Board determines that exceptional circumstances exist which justify an award of free shares.

Holding period

Free and/or matching shares must generally be held in trust for a period specified by the Company, which must not be less than three years nor more than five years from the date on which the shares are awarded to employees. Dividend Shares must generally be held in trust for three years.

Cessation of employment, forfeiture of shares and non-transferability

The Company may specify that free shares and/or matching shares are forfeited if employees cease employment with a member of the Group (other than because of certain circumstances such as death, redundancy, injury, disability, retirement, transfer of the employing business or change of control of the employing company) within the period of up to three years from the date on which shares were awarded. Employees can withdraw their partnership shares from the SIP at any time. The Company can stipulate that matching shares will be subject to forfeiture if the corresponding partnership shares are withdrawn within a specified period after they are awarded, not exceeding three years. To the extent not forfeited, Plan Shares and Dividend Shares must be withdrawn from the SIP trust if the participant ceases employment with a member of the Group.

Funding the SIP

If existing ordinary shares are acquired as partnership shares, participating group companies may be required to fund the acquisition cost to the extent that salary deductions are insufficient to do so.

Limits on share issue

The use of newly issued ordinary shares under the SIP is limited to ten per cent of the issued share capital of the Company from time to time, taking into account ordinary shares issued or to be issued over the previous ten year period under the SIP and any other employees' share plans adopted by the Company.

For the purposes of calculating this limit, ordinary shares transferred from treasury will be treated the same as newly issued ordinary shares

Amendments to the SIP

The Board will have authority to amend the SIP, provided that no amendment to the advantage of participants or qualifying employees may be made to provisions relating to eligibility, limits on participation and the number of new shares available under the SIP, the basis for determining a participant's entitlements in the event of a variation in the Company's share capital, and the amendment provisions themselves, without the prior approval of the shareholders in a general meeting (unless an amendment is minor and made to benefit the administration of the SIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for the Company, any participating company or for participants or qualifying employees).

Termination of the SIP

No awards may be made under the SIP after the 10th anniversary of its date of adoption by shareholders.

Awards non-pensionable

Benefits under the SIP are not pensionable.