

**PUBLIC COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTIONS AND ORDINARY RESOLUTIONS OF  
MONEYSUPERMARKET.COM GROUP PLC**

Registered Number 6160943  
(the "**Company**")

At the Annual General Meeting of the Company duly convened and held on 5 May 2022 the following special and ordinary resolutions were passed by the members of the Company:

**ORDINARY RESOLUTION**

**IT IS RESOLVED:**

14. That the Moneysupermarket.com Group PLC Savings Related Share Option Scheme 2022 ('SAYE'), the principal terms of which are summarised in Appendix 2 to the notice of this meeting, and the draft rules of which are produced to the meeting and initialled by the Chair of the meeting for the purpose of identification, is approved and the Directors are authorised to:

(a) do all acts and things which they may consider necessary or expedient to implement and operate the SAYE; and

(b) adopt further plans based on the SAYE, but modified, to apply in any overseas jurisdictions to take account of local tax, exchange control or securities laws, provided that any ordinary shares made available under any such further plans are treated as counting against any limits on individual or overall participation in the SAYE

16. THAT the Directors are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights'):

(a) up to an aggregate nominal amount of £35,755; and

(b) up to a further aggregate nominal amount of £35,755 provided that (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006) and (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates and to holders of other equity securities if required by the rights of those securities, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire at the end of the Annual General Meeting of the Company to be held in 2023 or, if earlier, at the close of business on 30 June 2023, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or

might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired and all authorities vested in the Directors on the date of the notice of this meeting to allot shares and grant Rights that remain unexercised at the commencement of this meeting are revoked.

## **SPECIAL RESOLUTIONS**

### **IT IS RESOLVED:**

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

(a) the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 16 by way of rights issue only) in favour of the holders of ordinary shares on the register of members at such record dates as the Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and


(b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to subparagraph (a) of this Resolution 17) to any person or persons up to an aggregate nominal amount of £5,368,

and shall expire on the revocation or expiry (unless renewed) of the general authority conferred by Resolution 16 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

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

(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 £5,368; and

(b) only be used for the purposes of financing (or refinancing, if the power 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 on the revocation or expiry (unless renewed) of the general authority conferred by Resolution 16 above, save that the Company shall still be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

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

(a) the maximum aggregate number of ordinary shares hereby authorised to be acquired is 53,686,000;

(b) the minimum price (excluding expenses) which may be paid for any such ordinary share is its nominal value;

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

(d) the authority hereby conferred shall expire at the end of the Annual General Meeting of the Company to be held in 2023 or, if earlier, at the close of business on 30 June 2023 unless previously renewed, varied or revoked by the Company in general meeting; and

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

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

A. Rivers

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Alice Rivers  
Interim Deputy Company Secretary