

## ATTENDANCE AT ANNUAL GENERAL MEETING

If you attend the Annual General Meeting, bring this card with you to show as evidence of your right to be admitted.

### NOTES

1. A member may appoint a proxy or proxies (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. If you wish to appoint a proxy other than the Chairman of the meeting, please delete the words 'the Chairman of the meeting or' and insert the name of your proxy in the space provided.
2. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
3. 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. To appoint more than one proxy, you must complete a separate Form of Proxy for each proxy unless you are appointing your proxies electronically, in which case, please see Note 10 below. Additional Forms of Proxy may be obtained by contacting the Company's registrar on 0871 200 1536 (calls cost 10p per minute plus network extras and lines are open 8.30am - 5.30pm Monday - Friday) or you may photocopy this Form of Proxy. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and, if returned by post, should be included in the same envelope.
4. In the case of a corporation, this Form of Proxy must be under its common seal (if any) or the hand of its duly authorised agent or officer. In the case of an individual, this Form of Proxy must be signed by the appointor or his agent, duly authorised in writing.
5. Please indicate how you wish your proxy to vote on the resolutions by inserting 'X' in the appropriate box. Full details of the resolutions to be proposed at the meeting, with explanatory notes, are set out in the notice of meeting.
6. The 'Withheld' option on this Form of Proxy 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.
7. Any amendment or alteration made to this Form of Proxy should be initialled by the person signing it.
8. The proxy must attend the meeting in person to represent you. The completion of this Form of Proxy does not preclude the member from attending or voting in person.
9. In the case of joint holders, the signature of only one of the joint holders is required but, if more than one votes, the vote of the first named on the register of members will be accepted to the exclusion of other joint holders.
10. 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 this 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. A stamp is not required if posted in Great Britain, Channel Islands or Northern Ireland; or
  - by completing it online at [www.moneysupermarket-shares.com](http://www.moneysupermarket-shares.com) by following the on-screen instructions to submit it (you will need to identify yourself with your personal investor code overleaf); or
  - in the case of CREST members, 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/](http://www.euroclear.com/) CREST),and in each case the appointment of proxy must be received by the Company's registrar by no later than 11.00am on Thursday 17 April 2014 or in the case of any adjournment by no later than 48 hours before the time of the adjourned meeting (excluding non-working days).
11. Any electronic communication, including the lodgement of an electronic proxy appointment, that is found to contain any virus will not be accepted.
12. You may not use any electronic address provided in this Form of Proxy to communicate with the Company for any purposes other than those expressly stated.

**ADMISSION CARD**

Please detach and retain this section. Do not post with the Form of Proxy.

**MONEYSUPERMARKET.COM GROUP PLC**

Annual General Meeting of Moneysupermarket.com Group PLC to be held at 11.00am on Wednesday 23 April 2014 at The Chester Grosvenor Hotel, Eastgate, Chester, CH1 1LT.

**Directions**

Directions to The Chester Grosvenor Hotel, Eastgate, Chester, CH1 1LT can be obtained at the website [www.chestergrosvenor.com/location](http://www.chestergrosvenor.com/location)

Please detach and post this section

**FORM OF PROXY**

Annual General Meeting of Moneysupermarket.com Group PLC to be held at 11.00am on Wednesday 23 April 2014



**+**  
I/We HEREBY APPOINT the Chairman of the meeting or the following person (see Note 1) **+**

Name of proxy  Number of shares proxy is appointed over (if less than your full voting entitlement)

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the Annual General Meeting of Moneysupermarket.com Group PLC to be held at 11.00am on Wednesday 23 April 2014 and at any adjournment thereof. My/our proxy is to vote on the resolutions as follows:

Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, see Note 3.

Please indicate your vote on the resolutions by inserting 'X' in the appropriate box.

RESOLUTIONS:	FOR	AGAINST	WITHHELD	RESOLUTIONS:	FOR	AGAINST	WITHHELD
1. To receive the reports and accounts for the year ended 31 December 2013	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To elect Sally James as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report, other than the Directors' remuneration policy, for the year ended 31 December 2013	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To elect Robin Klein as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To elect Matthew Price as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To declare a final dividend for the year ended 31 December 2013	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To appoint KPMG LLP as the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Simon Nixon as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To authorise the Directors to determine the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Peter Plumb as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Graham Donoghue as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To disapply statutory pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Michael Wemms as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To authorise the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Rob Rowley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To authorise the making of political donations and incurring of political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Bruce Carnegie-Brown as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. To authorise the calling of general meetings on not less than 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				21. To increase the limit on Directors' fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date  Signature

If you fail to select any of the given options, the proxy is authorised to vote (or abstain from voting) at his/her discretion on the specified resolutions. The proxy is also authorised to vote (or abstain from voting) on any other business which may properly come before the meeting.

**+** **+**