



Chairman's Letter and Notice of Annual General Meeting 2016

The Annual General Meeting ("AGM") of Foxtons Group plc (the "Company") will be held on Wednesday 18 May 2016 at 10:00am at the Company's head office at Building One, Chiswick Park, 566 Chiswick High Road, London, W4 5BE.

This document is important and requires your immediate attention.

If you are in any doubt as to any of the content of this document or as to the action you should take, you should immediately seek your own advice from a stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or another appropriately authorised independent adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your shares in Foxtons Group plc you should forward this document (but not the accompanying personalised Form of Proxy) to the purchaser or transferee, or the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



6 April 2016

To Foxtons Group plc shareholders

Dear Shareholder

Notice of Annual General Meeting 2016

I am pleased to inform you that the Company's annual general meeting will be held at our head office at Building One, Chiswick Park, 566 Chiswick High Road, London, W4 5BE on Wednesday 18 May 2016 at 10:00am (the "AGM").

The formal Notice convening the AGM is set out on pages 4 to 7 of this document. An explanation of each of the resolutions to be proposed at the AGM is set out on pages 8 to 11. There will be an opportunity for you to ask questions at the AGM.

Voting Arrangements - Action to be taken

If you would like to vote on the resolutions but will not be attending the AGM, you may appoint a proxy by completing and returning the enclosed Form of Proxy in accordance with the instructions printed on it. Forms of Proxy should be returned so as to be received by the Company's registrar, Capita Asset Services, at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event no later than 10:00am on 16 May 2016.

Alternatively, you may appoint a proxy electronically via www.foxtonsshare.co.uk by following the instructions on that website or, if you hold your shares in CREST, via the CREST system. Notice of your appointment of a proxy should reach the Company's registrar, Capita Asset Services, by no later than 10:00am on 16 May 2016.

If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

Poll voting

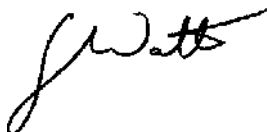
Each of the resolutions to be considered at the AGM will be voted on by way of a poll. This ensures that shareholders who are not able to attend the AGM, but who have appointed proxies, have their votes fully taken into account. The results of the polls will be announced to the London Stock Exchange and published on the Company's website as soon as possible after the conclusion of the AGM.

Foxtons Group plc
Registered Office: Building One, Chiswick Park, 566 Chiswick High Road, London, W4 5BE
Incorporated in England and Wales with company number 07108742

Recommendation

The Board considers that resolutions 1 to 19 are in the best interests of the Company and its shareholders as a whole and recommends that you vote in favour of such resolutions, as the Directors intend to do in respect of their own beneficial holdings amounting to 24,938,743 ordinary shares (representing approximately 9.07% of the issued share capital of the Company as at 29 March 2016, being the latest practicable date prior to the date of this document).

Yours faithfully,

A handwritten signature in black ink, appearing to read 'G. Watts', written in a cursive style.

Garry Watts
Chairman

Notice of Annual General Meeting 2016

Notice is hereby given that the Annual General Meeting ("AGM") of Foxtons Group plc (the "Company") will be held at Building One, Chiswick Park, 566 Chiswick High Road, London W4 5BE on Wednesday 18 May 2016 at 10:00am to consider and, if thought fit, pass the following resolutions 1 to 15 (inclusive) as ordinary resolutions and resolutions 16 to 19 (inclusive) as special resolutions:

Ordinary resolutions

1. To receive the Company's annual accounts for the financial year ended 31 December 2015 and the associated reports of the Directors and Auditors.
2. To declare a final dividend of 3.34 pence per ordinary share in respect of the financial year ended 31 December 2015.
3. To declare a special dividend of 2.89 pence per ordinary share.
4. To approve the Annual Statement from the Remuneration Committee Chairman and the Annual Report on Remuneration for the financial year ended 31 December 2015 set out on page 41 and pages 48 to 53 (inclusive) of the Company's annual report and accounts for the financial year ended 31 December 2015.
5. To re-elect Andrew Adcock as a Director.
6. To re-elect Ian Barlow as a Director.
7. To re-elect Michael Brown as a Director.
8. To re-elect Nicholas Budden as a Director.
9. To re-elect Annette Court as a Director.
10. To re-elect Gerard Nieslony as a Director.
11. To re-elect Garry Watts as a Director.
12. To re-appoint Deloitte LLP as auditors of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in 2017.
13. To authorise the Audit Committee to determine the remuneration of the Company's auditors.

14. THAT, in accordance with Part 14 of the Companies Act 2006 (the "Act"), the Company and all companies that are subsidiaries of the Company at the date on which this resolution is passed or at any time when this resolution has effect are generally and unconditionally authorised to:

- (a) make political donations to political parties and/or independent election candidates not exceeding £10,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £20,000 in total; and
- (c) incur political expenditure not exceeding £20,000 in total,

(as such terms are defined in the Act) during the period beginning on the date of the passing of this resolution and ending on the earlier of 30 June 2017 and the conclusion of the Company's Annual General Meeting to be held in 2017, provided that the authorised sums 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 on which the Company or its subsidiary (as appropriate) enters into any contract or undertaking in relation to the same and provided that, in any event, the aggregate amount of political donations and political expenditure so made and incurred by the Company and its subsidiaries pursuant to this resolution shall not exceed £50,000. All existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Act are hereby revoked without prejudice to any donation made or expenditure incurred prior to the passing of this resolution pursuant to such authorisation or approval. For the purpose of this resolution the terms "political donation", "political parties", "independent election candidates", "political organisation" and "political expenditure" shall have the meanings given by sections 363 to 365 of the Act.

15. THAT, in substitution for any existing authority but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, the Board of Directors of the Company (the "Board") be and it is hereby generally and unconditionally authorised pursuant to and 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 up to an aggregate nominal amount of £916,922.93 provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2017 or on 30 June 2017, whichever is the earlier, save that the Company may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry and the Board may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Special resolutions

16. THAT, subject to the passing of Resolution 15 proposed at the Annual General Meeting of the Company convened for 18 May 2016 and in substitution for any existing authority but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, the Board of Directors of the Company (the "Board") be and it is hereby generally empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560 of the Act) (including the grant of rights to subscribe for, or to convert any securities into, ordinary shares of £0.01 each in the capital of the Company ("Ordinary Shares")) for cash either pursuant to the authority conferred on it by such Resolution 15 or by way of a sale of treasury shares (within the meaning of section 560(3) of the Act) as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities for cash in connection with a rights issue, open offer or other pre-emptive offer in favour of the holders of Ordinary Shares on the register of members on a date fixed by the Board where the equity securities respectively attributable to the interests of all such holders of Ordinary Shares are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on that date (subject to such exclusions or other arrangements in connection with the rights issue, open offer or other pre-emptive offer as the Board deems necessary or expedient to deal with shares held in treasury, fractional entitlements to equity securities and to deal with any legal or practical problems or issues arising in any overseas territory or under the requirements of any regulatory body or stock exchange); and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) of this resolution) of equity securities up to an aggregate nominal amount of £137,552.19;

and provided that this power shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2017 or on 30 June 2017, whichever is the earlier, save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

17. THAT the Company be and it is hereby generally authorised pursuant to section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.01 each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the Board of Directors may from time to time determine, provided that:

- (a) the number of such Ordinary Shares hereby authorised to be purchased by the Company shall not exceed 27,510,439;

- (b) the price that may be paid by the Company for any of its Ordinary Shares shall not be less than £0.01, being the nominal value of each Ordinary Share, and shall not be greater than 105% of the average trading price of the Ordinary Shares as derived from the middle market quotations for an Ordinary Share on the London Stock Exchange Daily Official List for the five trading days immediately preceding the date on which a share is contracted to be purchased; and
 - (c) unless previously revoked, renewed, extended or varied, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2017 or on 30 June 2017, whichever is the earlier, provided that the Company may effect purchases following the expiry of such authority if such purchases are made pursuant to contracts for purchases of Ordinary Shares which are entered into by the Company on or prior to the expiry of such authority.
18. THAT the Company be and it is hereby generally and unconditionally authorised to hold general meetings (other than annual general meetings) on not less than 14 clear days' notice, such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2017 or on 30 June 2017, whichever is the earlier.
19. THAT, subject to the confirmation of the High Court of Justice of England and Wales (the "Court"), the entire amount standing to the credit of the Company's share premium account as at the date of passing of this resolution be cancelled and, subject to any undertaking required by the Court, the amount of the share premium account so cancelled be credited to a special reserve which may be applied in any manner in which the Company's profits available for distribution may be applied (as determined in accordance with the Companies Act 2006 and The Companies (Reduction of Share Capital) Order 2008), including by way of dividends and share buy-backs.

By order of the Board



Gerard Nieslony
Company Secretary

6 April 2016

Registered Office:
Building One, Chiswick Park,
566 Chiswick High Road,
London W4 5BE

Registered in England and Wales with
registered number 07108742

Explanatory Notes to the Notice of Annual General Meeting

Resolutions 1 to 15 are being proposed as ordinary resolutions. For an ordinary resolution to be passed, a simple majority of the votes cast must vote in favour of the resolution.

Resolutions 16 to 19 are being proposed as special resolutions. For a special resolution to be passed, at least 75% of the votes cast must vote in favour of the resolution.

Resolution 1 deals with the receipt of the annual accounts for the financial year ended 31 December 2015 and the associated reports of the Directors and Auditors. The annual report and accounts were published and made available to shareholders on 6 April 2016.

Resolution 2 deals with the declaration of a final dividend of 3.34 pence per ordinary share, totalling £9.19 million. If this resolution is approved, the recommended final dividend will be paid on 26 May 2016 to shareholders who are on the register of members of the Company at close of business on 29 April 2016.

Resolution 3 deals with the declaration of a special dividend of 2.89 pence per ordinary share. In light of the continued strong performance, cash generation and the robustness of the Company's balance sheet, the Directors consider it appropriate to propose a cash return to shareholders of approximately £7.95 million (in addition to the final dividend recommended under resolution 2), which is structured as a special dividend of 2.89 pence per ordinary share. The approval of this resolution is not dependent on the approval of resolution 2, nor is the approval of resolution 2 dependent on the approval of this resolution. If this resolution is approved, the recommended special dividend will be paid on 26 May 2016 to shareholders who are on the register of members of the Company at close of business on 29 April 2016.

Resolution 4 invites shareholders to approve the Annual Statement from the Remuneration Committee Chairman and the Annual Report on Remuneration for the financial year ended 31 December 2015. Resolution 4 is an advisory vote and will not affect the way in which the Company's remuneration policy has been implemented. Each year, shareholders will be given an advisory vote on the implementation of the Company's remuneration policy in relation to the payments and share awards made to Directors during the year under review.

Resolutions 5 to 11 deal with the re-election of all Directors. Under the Company's articles of association, each Director must stand for re-election at the third annual general meeting after the annual general meeting at which he/she was last elected should they wish to serve for a further term. The UK Corporate Governance Code recommends that all Directors of FTSE 350 companies should be subject to annual election by shareholders. The Board has decided to comply with this requirement of best corporate governance practice, on a voluntary basis, and all Directors will therefore seek re-election at the AGM. A separate resolution is proposed for each Director.

Biographical details of each of the Directors, which outline their experience, appear on pages 30 and 31 of the annual report and accounts and are also available for viewing on the Company's website at www.foxtongroup.co.uk. Each of the Directors standing for re-election has undergone a performance evaluation and has demonstrated that he or she remains committed to the role, has the necessary skills and experience, and continues to be

an effective and valuable member of the Board. The Board is content that each Non-Executive Director (other than Michael Brown who was formerly the CEO of the Group) offering themselves for re-election is independent and there are no relationships or circumstances likely to affect their character or judgment. Accordingly, the Board unanimously recommends the re-election of the Directors set out in resolutions 5 to 11.

Resolutions 12 and 13 deal with the re-appointment of Deloitte LLP as auditors of the Company and the authorisation of the Audit Committee to determine their remuneration.

Resolution 14 is to authorise the Company to make political donations and incur political expenditure. Under the Companies Act 2006 (the "Act"), political donations to any political parties, independent election candidates or political organisations other than political parties, 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 the scope of these matters.

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 propose resolution 14 in order to 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 Act, resolution 14 also covers any political donations made, or political expenditure incurred, by any subsidiaries of the Company. Resolution 14 caps the amount of all forms of political donations and expenditure that the Company and its subsidiaries would be permitted to make at an aggregate of £50,000.

Resolution 15 invites shareholders to give authority to the Directors to allot shares. Resolution 15 will, if approved, give the Directors authority to allot shares until the conclusion of the Annual General Meeting to be held in 2017 or 30 June 2017, whichever is the earlier. This authority is restricted to the allotment of shares having an aggregate nominal value of up to £916,922.93, representing approximately 33.33% of the Company's issued ordinary share capital on 29 March 2016 (being the latest practicable date before the date of this document). The Company does not currently hold any shares in treasury. The extent of the authority follows the guidelines issued by institutional investors. There are no present plans to allot shares, other than in respect of employee share schemes.

Resolution 16 is to dis-apply statutory pre-emption rights. Section 561 of the Act gives all shareholders the right to participate on a pro-rata basis in all issues of equity securities for cash, unless they agree that this right should be disapplied. The effect of this resolution is to empower the Directors, until the conclusion of the Annual General Meeting to be held in 2017 or 30 June 2017, whichever is the earlier, to allot equity securities for cash, without first offering them on a pro-rata basis to existing shareholders, but only up to a maximum nominal amount of £137,552.19, representing approximately 5% of the Company's issued ordinary share capital on 29 March 2016 (being the latest practicable date before the date of this document). In addition,

the resolution empowers the Directors to deal with fractional entitlements and any practical problems arising in any overseas territory on any offer made on a pro-rata basis. The Directors consider that it is appropriate for this authority and these powers to be granted to preserve maximum flexibility for the future.

Resolution 17 is seeking shareholder approval to allow the Company to make market purchases of the Company's ordinary shares on such terms and in such manner as the Directors may determine from time to time, subject to the limitations set out in this resolution. If this resolution is passed, the Company will be authorised to purchase up to a maximum of 27,510,439 ordinary shares, being approximately 10% of the Company's issued ordinary share capital on 29 March 2016 (being the latest practicable date before the date of this document). This resolution sets out the minimum and maximum price that the Company may pay for purchases of its ordinary shares. If this resolution is passed, the authority for the Company to purchase its ordinary shares will remain effective until the conclusion of the Annual General Meeting to be held in 2017 or 30 June 2017, whichever is the earlier. Under the authority sought by this resolution, the Company may purchase its ordinary shares following the date on which the authority expires if such purchases are made pursuant to contracts entered into by the Company on or prior to the date on which the authority expires.

Your Directors are of the opinion that it is desirable for the Company to have the flexibility to continue to undertake share buybacks in the future. The authority, if granted, will only be exercised if the Directors consider that the buyback would result in an increase in earnings per share and would be in the best interests of shareholders generally. In the event that shares are purchased they would either be cancelled (and the number of shares in the Company would be reduced accordingly) or, subject to the provisions of the Companies Act 2006, retained as shares held in treasury. Treasury shares may be held by the Company with a view to possible re-sale at a future date rather than being cancelled. The Company may decide to hold as treasury shares any shares purchased pursuant to the authority conferred by this resolution. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its share capital.

The Company operates long term incentive plans under which awards may be satisfied by the allotment or transfer of ordinary shares to award holders. As at 29 March 2016 (being the latest practicable date before the date of this document), awards were subsisting over 2,896,837 ordinary shares (the "Award Shares"), representing approximately 1.05% of the Company's issued share capital. As at that date, the Company did not hold any treasury shares and there were no warrants over the Company's ordinary shares. If the authority to purchase the Company's ordinary shares under resolution 17 were exercised in full, the Award Shares would represent approximately 1.17% of the Company's issued ordinary share capital as at 29 March 2016.

Resolution 18 is seeking shareholder approval to allow the Company to hold general meetings (other than annual general meetings) on 14 clear days' notice. Under the Act, the notice period for the holding of general meetings of the Company is 21 clear days unless shareholders agree to a shorter notice period and certain other conditions are met. The Company currently has the power to call general meetings (other than annual general meetings) on 14 clear days' notice. The Board believes it is in the best interests of shareholders to preserve the shorter notice period and, accordingly, proposes that resolution 18 is passed as a special resolution. It is currently

intended that this flexibility to call general meetings on shorter notice will only be used for non-routine business and where merited in the interests of shareholders as a whole. If this resolution is passed, the authority to convene general meetings on 14 clear days' notice will remain effective until the conclusion of the Annual General Meeting to be held in 2017 or 30 June 2017, whichever is the earlier.

Resolution 19 is seeking shareholder approval to cancel the entire amount standing to the credit of the Company's share premium account. The Company currently has a balance on its share premium account of £52,726,493.43 which has arisen as a result of various prior issues of shares by the Company at prices in excess of their nominal value. Under the Act, a company's share premium account constitutes a non-distributable reserve and the sum credited to that reserve is not distributable to shareholders. The Company's articles of association and the Act permit the Company to cancel its share premium account provided that the Company's shareholders resolve to do so by special resolution and the cancellation is subsequently confirmed by the High Court of Justice of England and Wales (the "**Court**"). In considering whether or not to confirm the cancellation and make the court order, the Court will be required to consider whether the interests of the Company's creditors will be prejudiced as a result of the cancellation. It is the Directors' intention, if the resolution is passed, to take appropriate steps to satisfy the Court that the Company's creditors will not be so prejudiced. The credit which arises as a result of such cancellation can then be credited to a special distributable reserve which may be treated as representing realised profit except to the extent that, and for so long as, the Company has undertaken that it will not treat the reserve arising as a realised profit, or where the Court has directed that it shall not be treated as a realised profit.

Subject to any direction given by the Court in confirming the proposed cancellation and subject to the terms of any undertaking given by the Company in relation to the reserve which arises, the effect of the resolution, if approved by shareholders, will be to increase the Company's distributable reserves by the balance on the Company's share premium account. The increased distributable reserves may be returned to the Company's shareholders by way of dividends and/or share buy backs in line with the Company's policy of returning excess cash to shareholders if the Directors consider it appropriate to do so. The cancellation of the share premium account will have no impact on the Company's cash position or on its net assets. It will also have no impact on the nominal value of the Company's ordinary shares.

The Board reserves the right to elect not to proceed with the cancellation of the share premium account if the Board believes that the terms required to obtain confirmation by the Court are unsatisfactory to the Company or if, as the result of an unforeseen event, the Board considers that to continue with the cancellation would be inappropriate or inadvisable or no longer in the best interests of the Company and its shareholders as a whole. It should be noted that the cancellation of the share premium account will not proceed if it is not approved by the Court.

Administrative Notes in connection with the Annual General Meeting

1. Attending the Annual General Meeting in person

If you wish to attend the Annual General Meeting in person, you should arrive at the venue for the Annual General Meeting in good time to allow your attendance to be registered. It is advisable to have some form of identification with you as you may be asked to provide evidence of your identity to the Company's registrar, Capita Asset Services (the "Registrar"), prior to being admitted to the Annual General Meeting.

2. Appointment of proxies

Members are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the Annual General Meeting. A proxy need not be a member of the Company but must attend the Annual General Meeting to represent a member. To be validly appointed, a proxy must be appointed using the procedures set out in these notes and in the notes to the accompanying Form of Proxy. If members wish their proxy to speak on their behalf at the meeting, members will need to appoint their own choice of proxy (not the Chairman of the Annual General Meeting) and give their instructions directly to them.

Members can only appoint more than one proxy where each proxy is appointed to exercise rights attached to different shares. Members cannot appoint more than one proxy to exercise the rights attached to the same share(s). If a member wishes to appoint more than one proxy, they should contact the Registrar by telephone on 0871 664 0300 (calls cost 12p per minute plus network extras) or by logging on to www.foxtonsshare.co.uk.

A member may instruct their proxy to abstain from voting on any resolution to be considered at the Annual General Meeting by marking the 'Vote Withheld' option when appointing their proxy. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' the resolution.

The appointment of a proxy will not prevent a member from attending the Annual General Meeting and voting in person if they wish.

A person who is not a member of the Company but who has been nominated by a member to enjoy information rights does not have a right to appoint any proxies under the procedures set out in these notes and should read note 10 below.

3. Appointment of a proxy online

As an alternative to appointing a proxy using the Form of Proxy or CREST, members can appoint a proxy online at: www.foxtonsshare.co.uk. In order to appoint a proxy using this website, members will need their Investor Code. This information is printed on the Form of Proxy. If for any reason a member does not have this information, they will need to contact the Registrar by telephone on 0871 664 0300 (calls cost 12p per minute plus network extras). Members must appoint a proxy using the website no later than 48 hours (excluding non-

working days) before the time of the Annual General Meeting or any adjournment of that meeting.

4. Appointment of a proxy using a Form of Proxy

A Form of Proxy for use in connection with the Annual General Meeting is enclosed. To be valid, a Form of Proxy or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be received by post or (during normal business hours only) by hand by the Registrar at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that meeting.

If you do not have a Form of Proxy and believe that you should have one, or you require additional Forms of Proxy, please contact the Registrar.

5. Appointment of a proxy through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to the following 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 or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 Registrar (ID RA10) no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that 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 Application Host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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 their 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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 (as amended).

6. Appointment of proxy by joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint one or more proxies, only the purported appointment submitted by the most senior holder will be accepted. Seniority shall be determined by the order in which the names of the joint holders stand in the Company's register of members in respect of the joint holding.

7. Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).

8. Entitlement to attend and vote

To be entitled to attend and vote at the Annual General Meeting (and for the purpose of determining the votes they may cast), members must be registered in the Company's register of members at 6.00 p.m. on 16 May 2016 (or, if the Annual General Meeting is adjourned, at 6.00 p.m. on the day two days (excluding non-working days) prior to the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.

9. Votes to be taken by a poll

At the Annual General Meeting all votes will be taken by a poll rather than on a show of hands.

It is intended that the results of the poll votes will be announced to the London Stock Exchange and published on the Company's website by 6.00 p.m. on 18 May 2016. Poll cards will be issued on registration to those attending the Annual General Meeting.

10. Nominated persons

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the "Act") to enjoy information rights (a "Nominated Person") may, under an agreement between them and the member by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

11. Website giving information regarding the Annual General Meeting

Information regarding the Annual General Meeting, including information required by section 311A of the Act, and a copy of this notice of Annual General Meeting is available from the Investor Relations section at www.foxtonsgroup.co.uk.

12. Audit concerns

Members should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to: (a) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (b) any circumstance connected with the auditors of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

13. Voting rights

As at 29 March 2016 (being the latest practicable date prior to the publication of this notice) the Company's issued share capital consisted of 275,104,391 ordinary shares, carrying one vote each. No shares are held by the Company in treasury. Therefore, the total voting rights in the Company as at 29 March 2016 were 275,104,391 votes.

14. Notification of shareholdings

Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the Chairman of the Annual General Meeting as their proxy will need to ensure that both they, and their proxy, comply with their respective disclosure obligations under the Disclosure Rules and Transparency Rules.

15. Members' right to require circulation of resolution to be proposed at the Annual General Meeting

Members meeting the threshold requirements set out in the Act have the right to (a) require the Company to give notice of any resolution which can properly be, and is to be, moved at the Annual General Meeting pursuant to section 338 of the Act; and/or (b) include a matter in the business to be dealt with at the Annual General Meeting, pursuant to section 338A of the Act.

16. Further questions and communication

Under section 319A of the Act, the Company must cause to be answered any question relating to the business being dealt with at the Annual General Meeting put by a member attending the meeting unless answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or the answer has already been given on a website in the form of an answer to a question, or it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Members who have any queries about the Annual General Meeting should contact the Company's investor relations team by email on investor@foxtons.co.uk.

Members may not use any electronic address or fax number provided in this notice or in any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.

17. Documents available for inspection

The following documents will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and English public holidays excepted) from the date of this notice until the conclusion of the Annual General Meeting and on the date of the Annual General Meeting at the location of the meeting from 9:45am until the conclusion of the Annual General Meeting:

- 17.1. copies of all contracts of service under which Directors are employed by the Company or any of its subsidiary undertakings; and
- 17.2. copies of the Letters of Appointment of the Non-Executive Directors of the Company.