

You will not receive a form of proxy for the Annual General Meeting in the post. Instead, you will receive instructions to enable you to vote electronically and how to register to do so. You will still be able to vote in person at the Annual General Meeting and may request a hard copy proxy form directly from the Registrars, **Link Asset Services, 34 Beckenham Road, Beckenham, BR3 4TU (telephone number: 0871 664 0300).**

**Company number: 10887621**

# OnTheMarket plc

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS GIVEN** that the annual general meeting of the above named Company will be held at 1 Wood Street, London EC2V 7WS on 11 July 2018 at 09.30 a.m. for the following purposes:

### ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolutions 1 to 10 which will be proposed as Ordinary Resolutions.

1. To receive the Company's Annual Report and Consolidated Financial Statements for the financial year ended 31 January 2018 including the directors' report, the directors' remuneration report and the auditors' report on those accounts.
2. To re-elect Helen Whiteley, who was appointed during the year and retires in accordance with article 113.1 of the articles of association of the Company and who, being eligible, offers herself for re-election as a director.
3. To re-elect Clive Beattie, who was appointed during the year and retires in accordance with article 113.1 of the articles of association of the Company and who, being eligible, offers himself for re-election as a director.
4. To re-elect Christopher Bell, who was appointed during the year and retires in accordance with article 113.1 of the articles of association of the Company and who, being eligible, offers himself for re-election as a director.
5. To re-elect Ian Francis, who was appointed during the year and retires in accordance with article 113.1 of the articles of association of the Company and who, being eligible, offers himself for re-election as a director.
6. To re-elect Ian Springett, who was appointed during the year and retires in accordance with article 113.1 of the articles of association of the Company and who, being eligible, offers himself for re-election as a director.
7. To re-appoint RSM UK Audit LLP as auditors of the Company to hold office from the conclusion of the meeting convened by this notice until the conclusion of the next general meeting of which accounts are paid before the Company.
8. To authorise the directors to determine the remuneration of the auditor.
9. To approve the directors' remuneration report for the financial year ended 31 January 2018.
10. To approve the Remuneration Policy contained in the directors' remuneration report for the financial year ended 31 January 2018.

## SPECIAL BUSINESS

11. To consider and, if thought fit, pass the following resolution which will be proposed as an ordinary resolution:

**“THAT** the directors of the Company be generally and unconditionally authorised for the purpose of section 551 Companies Act 2006 (the **Act**):

11.1 to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company (such shares and rights being together referred to as **Relevant Securities**) up to an aggregate nominal value of £40,860.35 (representing approximately one third of the aggregate nominal value of the issued shares capital of the Company) to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company); or

11.2 to allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal value of £81,720.69 (representing approximately two thirds of the aggregate nominal value of the issued share capital of the Company) in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory.

These authorities shall be (a) in addition to the authority granted to the directors by Resolution 4(iii) of resolutions passed by the shareholders of the Company on 22 December 2017 to issue shares to estate agents in connection with such agents signing listing agreements (the **Continuing Agents Listing Authority**); and otherwise (b) in substitution for all existing and unexercised authorities and powers,

**PROVIDED THAT** (save for the Continuing Agents Listing Authority which shall continue as originally granted) these authorities shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities or equity securities (as the case may be) to be allotted after the expiry of such period and the directors of the Company may allot relevant securities or equity securities (as the case may be) in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.”

12. To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

**“THAT**, subject to and conditional upon the passing of the resolution numbered 11 in the notice convening the meeting at which this resolution was proposed and in substitution for all existing and unexercised authorities and powers (save for the Continuing Agents Listing Authority), the directors of the Company be empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by resolution 10 as if section 561 of the Act did not apply to any such allotment provided that this authority and power shall be limited to:

12.1 the allotment of equity securities in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory; and

12.2 the allotment (otherwise than pursuant to sub-paragraph 12.1 above) of equity securities up to an aggregate nominal amount of £6,129.05, representing approximately 5 per cent. of the current share capital of the Company,

and (save for the Continuing Agents Listing Authority which shall continue as originally granted) shall expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.”

## BY ORDER OF THE BOARD

.....  
Richard Almond  
*Company Secretary*

Date: 13 June 2018

*Registered office:*

PO BOX 450 155-157 High Street, Aldershot, England, GU11 9FZ

### NOTES:

1. A member of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to exercise any of his rights to attend, speak and vote at that meeting on his behalf. If a member appoints more than one proxy, each proxy must be entitled to exercise the rights attached to different shares. A proxy need not be a member of the Company.
  - (a) In order to be valid, the proxy instruction (together with any power of attorney or other authority under which it is executed or a duly certified copy of any such power or authority) must be returned by one of the following methods, in each case so as to arrive no later than 9.30 am on 9 July 2018 or, in the case of an adjourned meeting, not less than 48 hours before the time appointed for holding such adjourned meeting (ignoring for these purposes non working days) or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used:
    - (i) via [www.signalshares.com](http://www.signalshares.com) by logging on and selecting the 'Proxy Voting' link. If you have not previously registered for electronic communications, you will first be asked to register as a new user, for which you will require your investor code (IVC) (which can be found on your share certificate), family name and postcode (if resident in the UK); or
    - (ii) in hard copy form by post, by courier or by hand to the company's registrars, Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
  - (b) In order to revoke a proxy appointment, a member must sign and date a notice clearly stating his intention to revoke his proxy appointment and deposit it at the office of the Company's Registrars, Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 9.30 am on 9 July 2018.
2. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so in relation to the meeting, and any adjournment(s) of that meeting, by utilising the procedures described in the CREST Manual. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company's registrars, Link Asset Services (whose CREST ID is RA10) by the latest time for receipt of proxy appointments specified in note 1 above. 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed. 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.
3. Any corporation which is a member of the Company may authorise one or more persons (who need not be a member of the Company) to attend, speak and vote at the meeting as the representative of that corporation. A certified copy of the board resolution of the corporation appointing the relevant person as the representative of that corporation in connection with the meeting must be deposited at the office of the Company's Registrars prior to the commencement of the meeting.
4. The right to vote at the meeting shall be determined by reference to the register of members of the company. Only those persons whose names are entered on the register of members of the Company at close of business on 9 July 2018 shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.

## **EXPLANATORY NOTES:**

### **Resolution 11 – Directors’ power to allot relevant securities**

Under section 551 of the Act, relevant securities may only be issued with the consent of the shareholders, unless the shareholders pass a resolution generally authorising the directors to issue shares without further reference to the shareholders. This resolution authorises the general issue of shares up to an aggregate nominal value of £40,860.35, which is equal to 1/3 of the nominal value of the current ordinary share capital of the Company or an issue of shares up to an aggregate nominal value of £81,720.69, which is equal to a further 2/3 of the nominal value of the current share capital of the Company for the purposes of fully pre-emptive rights issues. Such authorities will expire at the conclusion of the next annual general meeting of the Company or the date which is 6 months after the next accounting reference date of the Company (whichever is the earlier).

### **Resolution 12 – Disapplication of pre-emption rights on equity issues for cash**

Section 561 of the Act requires that a company issuing shares for cash must first offer them to existing shareholders following a statutory procedure which, in the case of a rights issue, may prove to be both costly and cumbersome. This resolution excludes that statutory procedure as far as rights issues are concerned. It also enables the directors to allot shares up to an aggregate nominal value of £6,129.05, which is equal to 5 per cent. of the nominal value of the current ordinary share capital of the Company, subject to resolution 11 being passed. The directors believe that the limited powers provided by this resolution will maintain a desirable degree of flexibility. Unless previously revoked or varied, the disapplication will expire on the conclusion of the next annual general meeting of the Company or on the date which is 6 months after the next accounting reference date of the Company (whichever is the earlier).