CHAIRMAN'S INTRODUCTION TO GOVERNANCE
with Mike Evans, Non-Executive Chairman

Committed to good governance

The Board is entirely committed to promoting and upholding the highest standards of corporate governance.

Dear Shareholder
On behalf of the Board, I am pleased to present the Group's Corporate governance report for the year.

This review, along with the Audit, Nomination and Remuneration Committee reports that follow, should provide you with details of the Board's activities during the year, including how it discharged its governance duties and applied the principles of good corporate governance set out in the UK Corporate Governance Code ("the Governance Code").

The Board is entirely committed to promoting and upholding the highest standards of corporate governance as it believes that this enables the accomplishment of the Group's mission and strategy, whilst providing information and transparency to shareholders.

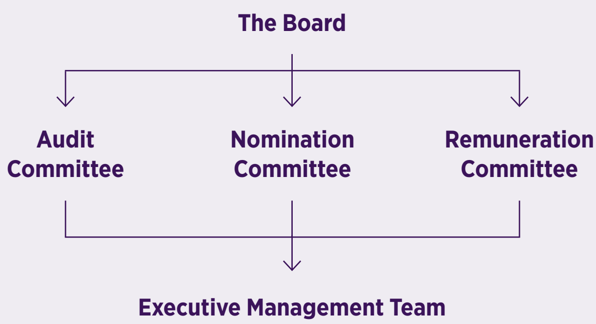
Board changes
During the year, we had a couple of changes to the Board.

In April 2016, the Board appointed Andy Botha as Chief Financial Officer to replace Stephen Morana. Andy has a proven ability to execute different multi-brand, multi-channel business models across the digital and technology sectors and joined us from notonthehighstreet.com, where he had been Chief Commercial and Financial Officer. The Board is delighted to welcome Andy to the Group and he brings with him a wealth of relevant experience and demonstrable success in leading technology businesses during periods of high growth. I would also like to take this opportunity to thank Stephen for all of his hard work and his substantial contribution to the Group, guiding the Company through its successful IPO in June 2014 and being actively involved in its two subsequent acquisitions.

Our Governance framework
See below for the role of the Board and its committees.

Board

The Board comprises 10 Directors. We have two Executive Directors, a Non-Executive Chairman, four Independent Non-Executive Directors and three further Non-Executive Directors.



Since the Company's IPO in June 2014, the Company has had a relationship agreement ("the Relationship Agreement") in place with its principal shareholder's ultimate parent company, Daily Mail & General Trust plc. Under the terms of the Relationship Agreement, Daily Mail & General Trust plc can appoint two Directors, providing it holds more than 25% of the votes exercisable at general meetings of the Company. I am pleased to welcome Kevin Beatty, who Daily Mail & General Trust plc appointed to the Board in July 2016 to replace David Dutton following his retirement from both Daily Mail & General Trust plc and our Board.

I confirm that both Andy and Kevin are skilled, experienced and committed to their roles and have sufficient time available to discharge their duties effectively. As required by the Company's Articles of Association, they will be offering themselves up for election at the next AGM. I further confirm that the remaining Directors continue to have appropriate knowledge and expertise to be effective and that they have all demonstrated commitment to the role. In line with the requirements of the Governance Code, all the remaining Directors will also be offering themselves for re-election at the next AGM.

Mike Evans
Non-Executive Chairman

A 'HOME AWAY FROM HOME'

Read more about our big move on page 36

Audit Committee

Key responsibilities
The Audit Committee's role is to assist the Board with the discharge of its responsibilities in relation to financial reporting.

Membership at 30 September 2016
- Duncan Tatton-Brown (Chair)
- Sherry Coutu
- Robin Klein
- Vin Murria

Meetings held in 2016
3

Nomination Committee

Key responsibilities
The Nomination Committee assists the Board in reviewing the structure, size and composition of the Board.

Membership at 30 September 2016
- Mike Evans (Chair)
- Alex Chesterman
- Duncan Tatton-Brown
- Sherry Coutu
- Robin Klein

Meetings held in 2016
4

Remuneration Committee

Key responsibilities
The Remuneration Committee recommends the Group's policy on executive remuneration and determines the levels of remuneration for Executive Directors, the Chairman and Management.

Membership at 30 September 2016
- Sherry Coutu (Chair)
- Mike Evans
- Duncan Tatton-Brown
- Vin Murria

Meetings held in 2016
3

The Board

Mike Evans
Non-Executive Chairman

Appointment date: May 2014

Committee membership: A N R

Experience

Mike became Chairman of ZPG in 2014. He has been Chairman of Hargreaves Lansdown plc since 2009, which he joined as a non-executive director in 2006. Mike is a qualified actuary with over 30 years' experience in the financial services industry. He is also the Senior Independent Director of Chesnara plc. He was formerly a Non-Executive Director of esure Group plc and Chief Operating Officer at Skandia UK Limited. He holds a BSc in Mathematics from the University of Bristol.

Alex Chesterman OBE
Founder & Chief Executive Officer

Appointment date: April 2014

Committee membership: A N R

Experience

Alex founded ZPG in 2007 and remains with the Group as its CEO. Previously, Alex co-founded LOVEFiLM, Europe's leading online DVD rental service, which was successfully sold to Amazon. Alex is recognised as one of the UK's leading digital entrepreneurs and has been a winner of the Ernst & Young Entrepreneur of the Year Award as well as having been awarded an OBE for Services to Digital Entrepreneurship. Alex holds an honours degree in Economics from London University.

Andy Botha
Chief Financial Officer

Appointment date: April 2016

Committee membership: A N R

Experience

Andy joined ZPG in 2016 and is currently Group CFO. Previously, Andy was Chief Commercial and Financial Officer at e-commerce website notonthehighstreet.com and, prior to that, Andy spent five years at Betfair plc, one of the UK's most successful internet businesses, where he held senior commercial and financial roles. Prior to Betfair, Andy was UK Finance Director at lastminute.com. Andy is a qualified Chartered Accountant.

Duncan Tatton-Brown
Senior Independent Non-Executive Director

Appointment date: May 2014

Committee membership: A N R

Experience

Duncan became a Director of ZPG in 2014. He is currently CFO of Ocado Group plc, which he joined in 2012. Previously, Duncan was CFO of Fitness First plc and prior to that was Group Finance Director of Kingfisher plc. He has held senior finance positions at B&Q plc, Virgin Entertainment Group and Burton Group plc and was also a Non-Executive Director of Rentokil Initial plc. Duncan holds a master's degree in Engineering from King's College, Cambridge and is a member of the Chartered Institute of Management Accountants.

Sherry Coutu CBE
Independent Non-Executive Director

Appointment date: May 2014

Committee membership: A N R

Experience

Sherry became a Director of ZPG in 2014. She currently chairs The ScaleUp Institute and Founders4Schools and serves on the board of the London Stock Exchange plc, Raspberry Pi and the Finance Committee of the University of Cambridge. Previously she chaired Interactive Investor International plc and served as a director of LSEG plc, Jarvis plc and RM plc where she was SID. Sherry was awarded a CBE in 2013 for Services to Entrepreneurship and she holds an MBA from Harvard, an Msc from the London School of Economics and a BA from the University of British Columbia in Canada.

A Member of the Audit Committee
N Member of the Nomination Committee
R Member of the Remuneration Committee
● Committee Chairman

Robin Klein
Independent
Non-Executive Director

Appointment date

May 2014

Committee membership

A N R

Experience

Robin became a Director of ZPG in 2014. He is a founding partner of LocalGlobe, Leading Seed Venture Capital firm and was previously a venture partner at Index Ventures. LocalGlobe first invested in Zoopla in 2007 prior to its launch. Robin is a serial entrepreneur and angel investor in a number of the UK's leading high growth internet businesses. Companies he has backed at an early stage include LastMinute.com, Agent Provocateur, LOVEFiLM, Wonga, Secret Escapes, Fizzback, Tweetdeck, Graze, FreeAgent, Skimlinks and Moo.

Vin Murria
Independent
Non-Executive Director

July 2015

A N R

Vin became a Director of ZPG in 2015. She has 25 years' experience of working with private equity-backed and publicly listed companies, focusing on the software sector. Until March 2015 Vin was the Chief Executive Officer of Advanced Software Group plc, an AIM-listed healthcare and business management software solutions company she founded in 2008 and exited to Vista Private Equity. Named Quoted Company Entrepreneur of the Year 2014 and Woman of the Year in the 2012 Cisco Everywoman Technology Awards, Vin is a successful entrepreneur with a strong background in technology-based international business.

Stephen Daintith
Non-Executive Director

May 2014

A N R

Stephen became a Director of ZPG in 2014. He is currently Finance Director of Daily Mail & General Trust plc, which he joined in 2011. Previously, Stephen was COO and CFO of Dow Jones, a subsidiary of News Corp. He has also held several CEO and CFO positions in various overseas markets for British American Tobacco. Stephen started his career as an accountant at Price Waterhouse and holds a degree from Leeds University.

Kevin Beatty
Non-Executive Director

July 2016

A N R

Kevin became a Director of ZPG in 2016. He serves as CEO of DMG Media, the consumer media operation of Daily Mail & General Trust plc, which publishes the Daily Mail, The Mail on Sunday, Metro, Mail Online, Mail Plus, Metro digital editions and Elite Daily. He is a board member of the NMA and represents the UK publishing industry as Second Vice President on the Board of WAN-IFRA. Kevin is also a Non-Executive Director of the PA Group and the Chairman of the RFC, the body that funds the Independent Press Standards Organisation.

Grenville Turner
Non-Executive Director

May 2014

A N R

Grenville became a Director of ZPG in 2014. He is a Non-Executive Director of DCLG, Chairman of Watkin Jones plc, Chairman of Bellpenny Ltd and Chairman of Titlestone Ltd. Grenville is also Vice Chairman of the English National Ballet. He was formerly the Chief Executive and Chairman of Countrywide plc and Chief Executive of Intelligent Finance. He previously served as a Director of St James's Place plc, Sainsbury's Bank plc and Rightmove plc. Grenville qualified as a Chartered Banker and holds an MBA from Cranfield Business School.

Promoting and upholding the highest standards of corporate governance

Compliance with the UK Corporate Governance Code

The Board is committed to promoting and upholding the highest standards of corporate governance as it believes that this enables the accomplishment of the Group's mission and strategy, whilst providing information and transparency to shareholders.

This Corporate Governance Report, which incorporates reports from the Audit and Nomination Committees on pages 48 to 53 together with the Strategic report on pages 02 to 39, the Directors' remuneration report on pages 54 to 71 and the Directors' report on pages 72 to 74, explains how the Company complies with the UK Corporate Governance Code ("the Governance Code") and the Financial Conduct Authority's Listing Rules and Disclosure and Transparency Rules throughout the year.

For the year ended 30 September 2016, the Company was subject to the edition of the Governance Code published by the Financial Reporting Council in September 2014, which can be found at www.frc.org.uk.

A new version of the Governance Code was published in April 2016 and applies to financial years beginning on or after 17 June 2016. Nonetheless, the Company has applied the principles of the new version of the Governance Code from June 2016, which can be found at www.frc.org.uk.

The Board confirms that it has applied all of the principles of the Governance Code with the following exception:

Provision B.1.2 of the Governance Code recommends that at least half of the board of directors of a UK listed company, excluding the chairman, should comprise non-executive directors determined by the board to be independent in character and judgement and free from relationships or circumstances which may affect, or could appear to affect, the directors' judgement. The Board is currently comprised of a Non-Executive Chairman and nine other Directors, of whom four are considered to be wholly independent. Therefore, the Company does not currently fully comply with the requirements of the Governance Code.

Despite this, the Board believes that there was an appropriate combination of Directors on the Board with a broad and diverse spread of knowledge and experience, commensurate with the size of the Company and such that no individual or small group of individuals dominated the Board's decision taking. The Board intends to explore avenues to resolve this one remaining non-compliance issue in the next financial year.

The Company's auditor is required to review whether the above statement reflects the Company's compliance with the Governance Code specified for its review by the Listing Rules and to report where the above does not reflect such compliance. The Company's auditor has made no such report.

The role of the Board

The Board is collectively responsible for the long-term success of the Company and provides leadership to the Group. It sets the Group's strategic aims and ensures the necessary financial and human resources are in place for the Group to meet its objectives. It is responsible for the conduct of the Group's business and development and reviews the performance of the Executive Management Team. The Board is also collectively responsible for ensuring that a thorough system of internal control and risk management (including financial, operational and compliance controls and for reviewing the overall effectiveness of the existing systems) is in place and for the approval of any changes to the capital, corporate and/or management structure of the Group. The Board met seven times this year to discuss various matters relating to the business of the Company and in relation to the acquisition of Property Software Group.

There is a formal schedule of matters reserved for the Board's approval whilst it has delegated other specific responsibilities to its Committees. The following schedule sets out key aspects of the affairs of the Company which the Board does not delegate. These have not changed from last year and include:

- responsibility for the overall management of the Group;
- approval of the Group's business strategy and objectives, budgets and forecasts and any material changes to them;
- monitoring the delivery of the Group's business strategy and objectives and responsibility for any necessary corrective action;
- oversight of operations, ensuring adequate systems of internal controls and risk management are in place, ensuring maintenance of accounting and other records and ensuring compliance with statutory and regulatory obligations;
- approval of any extension of the Group's activities or any decision to cease to operate any material part of the Group's business;
- approval of any changes relating to the Group's capital structure and material changes to the Group's management and control structure;
- approval of the financial statements, Annual Report and Accounts, material contracts and major projects;
- approval of the dividend policy;
- ensuring a sound system of internal control and risk management;
- approval of any major capital project;
- approval of communications with shareholders and the market;
- determining changes to structure, size and composition of the Board;
- determining remuneration policy for the Directors and Executive Management Team and approval of the remuneration of the Non-Executive Directors; and
- approval of all major policies within the Group, including the share dealing, anti-bribery and health and safety policies.

All Directors have access to the advice and services of the Company Secretary, who has responsibility for ensuring compliance with the Board's procedures. The Company Secretary ensures that there is a good information flow between the Executive Management Team and the Non-Executive Directors. The Company Secretary is responsible for advising the Board on governance matters. Each of the Directors have the right to have their opposition to, or concerns over, any Board decision noted in the minutes.

Directors may take independent professional advice at the Company's expense in the performance of their duties and the Board Committees are provided with sufficient resources to undertake their duties.

Board composition

The Board consists of a Non-Executive Chairman, four independent Non-Executive Directors, three Non-Executive Directors and two Executive Directors. Short biographies of all members of the Board appear on pages 42 and 43. The Board is satisfied that, between the Directors, it has an effective and appropriate balance of independence, knowledge of the Company, diverse skills and experience, including (without limitation) in the areas of retailing, finance, international trading operations, e-commerce, digital media and marketing, in order to enable it to discharge its duties and responsibilities effectively.

Board Committees

The Board delegates a set of defined responsibilities and decision-making authority to the Nomination, Remuneration and Audit Committees so that it can devote its time efficiently and resourcefully to any relevant matters reserved for the Board.

The composition of each Committee is compliant with the Governance Code and each Committee operates with written terms of reference, all of which are available on the Group's corporate website, www.zpg.co.uk, and isolated reports for each Committee are included in this Annual Report from pages 48 to 71.

The Role of the Chairman and the Chief Executive Officer

There is a clear division of responsibilities at the head of the Company between the running of the Board and the running of the Group's business. The Board is chaired by Mike Evans, who was independent on appointment in May 2014.

Mike is responsible for the effective leadership of the Board, having regard to the interests of all stakeholders and promoting high standards of corporate governance. On the other hand, Alex Chesterman, the Chief Executive Officer, is responsible for implementing the Board's strategy, overseeing the day-to-day management of the Group and leading the Executive Management Team.

The two roles are different and distinct from one another. The division of responsibilities between the Chairman and the Chief Executive Officer is clearly established to ensure that no single position holds unfettered powers of decision-making. These divisions have been established by the Board and are set out in writing, including the following:

THE ROLE OF THE CHAIRMAN

- To run the Board effectively by ensuring meetings are held with appropriate frequency.
- To ensure the frequency and depth of evaluation of the performance of the Board and its Committees is in compliance with best practice.
- To chair the Nomination Committee, to lead the process for Board appointments and to identify and recommend candidates for the approval of the Board.
- To promote a culture of openness and debate, in particular by facilitating the effective contribution of Non-Executive Directors and ensuring constructive relations between Executive and Non-Executive Directors.
- To hold meetings with the Non-Executive Directors without Executive Directors or Senior Management present.
- To ensure that shareholders' views are communicated to the Board as a whole so that all Directors develop an understanding of their views.

THE ROLE OF THE CHIEF EXECUTIVE OFFICER

- To manage the Group on a day-to-day basis within the authority delegated by the Board.
- To ensure, with the Executive Management Team, that Board decisions are implemented effectively.
- To develop and propose Group strategy, annual plans and commercial objectives to the Board.

The role of the Senior Independent Director

Provision A.4.1 of the Governance Code provides that the Board should appoint one of the Independent Non-Executive Directors to the role of Senior Independent Director (SID) to provide a sounding board for the Chairman and to serve as an intermediary for the other Directors when necessary.

Duncan Tatton-Brown has remained as the SID of the Board and is available to shareholders if they have concerns which the normal channels through the Chairman, the Chief Executive Officer or the other Executive Directors have failed to resolve or are inappropriate.

Independence of Non-Executive Directors

The Governance Code sets out the circumstances that should be relevant to the Board in determining whether each Non-Executive Director is independent. The Board has concluded that Duncan Tatton-Brown, Sherry Coutu, Robin Klein and Vin Murria were independent Directors throughout the period. Mike Evans was independent on appointment as Chairman and has remained independent throughout the period.

Since the IPO in June 2014, the Company has had a relationship agreement ("the Relationship Agreement") in place with its principal shareholder's ultimate parent company, Daily Mail & General Trust plc. The main purpose of the Relationship Agreement is to ensure that the Company and its subsidiaries are capable of carrying on their business independently of Daily Mail & General Trust plc, that transactions and relationships with Daily Mail & General Trust plc are at arm's length and on normal commercial terms, and that the goodwill, reputation and commercial interests of the Group are maintained.

Under the terms of the Relationship Agreement, Daily Mail & General Trust plc can appoint two Directors, providing it holds more than 25% of the votes exercisable at general meetings of the Company, and one Director, providing it holds more than 10% of those votes.

The Relationship Agreement will remain in force for so long as (a) the shares of the Company are listed on the premium listing segment of the Official List and (b) Daily Mail & General Trust plc or any of its associates together are entitled to exercise or to control the exercise of 10% or more of the votes which are generally exercisable at general meetings of the Company. The two Directors appointed by Daily Mail & General Trust plc are Stephen Daintith and Kevin Beatty (who was appointed on 1 July 2016 following the retirement of David Dutton from Daily Mail & General Trust plc and his resignation from the Board).

The Company confirms that the terms of the Relationship Agreement have been fully complied with during the year.

The Board does not deem Grenville Turner to be independent given his historic relationship with Countrywide plc, a customer and previously a major shareholder in the Group. In April 2016, Grenville stepped down from his role as Non-Executive Chairman of Countrywide plc, having previously stepped down as its Chief Executive in September 2014. The Board intends to reassess his independence during the next financial year.

It is the Board's opinion that all the Non-Executive Directors, whether independent or not, constructively challenge and help develop proposals on strategy.

Length of appointments

Non-Executive appointments to the Board are for a period of up to three years, extendable by no more than two additional three-year periods.

Board & Committee attendance

	Date of appointment	Board	Audit Committee	Remuneration Committee	Nomination Committee
Total meetings		**7**	**3**	**3**	**4**
Alex Chesterman	23 April 2014	7/7	–	–	4/4
Andy Botha	18 April 2016	3/3	–	–	–
Stephen Morana	23 April 2014	3/4	–	–	–
Mike Evans	1 May 2014	7/7	–	3/3	4/4
Duncan Tatton-Brown	1 May 2014	7/7	3/3	3/3	4/4
Sherry Coutu	1 May 2014	6/7	3/3	3/3	4/4
Robin Klein	1 May 2014	7/7	3/3	–	4/4
Grenville Turner	21 May 2014	6/7	–	–	–
David Dutton	21 May 2014	5/5	–	2/2[1]	3/3[1]
Stephen Daintith	21 May 2014	7/7	2/3[1]	1/1[1]	–
Kevin Beatty	1 July 2016	1/2	–	–	0/1[1]
Vin Murria	1 July 2015	7/7	3/3	2/3	–

1 Observer.

Board operation

The Board met seven times last year to review the operational performance of the Company. At these meetings, the Board reviewed the Group's long and short-term strategic direction and financial plans and monitored the Group's performance against the agreed strategy and business plan. Due to the acquisition of Property Software Group, the Board met more often than the anticipated number of times for the year to make certain decisions relating to the transaction. At the end of a number of the Board meetings, the Chairman and the Non-Executive Directors met without the Executive Directors present to discuss the Executive Directors' performance during the meetings and the quality of the papers and to air any concerns about the running of the business to ensure the ongoing effectiveness of the Board and its processes.

The Chairman is responsible for ensuring that the Directors receive accurate, timely and clear information. Prior to each scheduled Board meeting, a pack is circulated in respect of the corresponding financial period, which includes an update on key performance targets, investor relations and trading performance against budget as well as detailed financial data and analysis.

Board packs are distributed five working days prior to each meeting in accordance with the terms of reference to provide sufficient time for the Directors to review their papers in advance. If Directors are unable to attend a Board meeting for any reason, they nonetheless receive the relevant papers and are consulted prior to the meeting and their views are made known to the other Directors.

Conflicts of interest

The duties to avoid potential conflicts and to disclose such situations for authorisation by the Board are the personal responsibility of each Director. All Directors are required to ensure that they keep these duties under review and to inform the Company Secretary on an ongoing basis of any change in their respective positions.

The Company's conflict of interest procedures are reflected in its Articles of Association ("the Articles"). In line with the Companies Act 2006, the Articles allow the Directors to authorise conflicts and potential conflicts of interest, where appropriate. The decision to authorise a conflict can only be made by non-conflicted Directors. The Board considers conflicts or potential conflicts at each Board meeting.

Directors' and officers' liability insurance

The Articles require the Company to indemnify its officers, including officers of wholly owned subsidiaries, against liabilities arising from the conduct of the Group's business, to the extent permitted by law. The Group has therefore purchased Directors' and Officers' liability insurance during the year.

Board development

The Non-Executive Directors have all met key members of the Executive Management Team and advisers to the Company, many of whom have given presentations to the Board and Committee members during various Board and Committee meetings, in order to familiarise themselves with the Group. There was a scheduled timetable of presentations throughout the year, including an introduction to Property Software Group given by the Managing Director of the Property Services division which included various product demonstrations and a presentation on the strategy of the Company from the Group Strategy Director, and external regulatory lawyers provided a session to the Board on the Financial Conduct Authority's compliance obligations.

During the year, the Chairman reviewed and agreed with each Non-Executive Director their individual training and development needs. In addition, under the guidance of the Chairman, the Company Secretary established a formal induction training process for new Directors, who will receive an induction briefing from the Company Secretary on their duties and responsibilities as Directors of a publicly quoted company. For the induction of Andy Botha, he was provided with the constitutional documents of the Company, had one-on-one meetings with every member of the Executive Management Team and was also provided with key information on the business by various key employees. In addition to this, Andy also met with external advisers, investors and analysts.

Board evaluation

In accordance with the provisions of the Governance Code, the Board carried out a formal and rigorous annual evaluation of its own performance and that of its Committees and individual Directors this year. The Board review was internally facilitated by the Chairman and involved numerous individual discussions with each of the Directors and the Company Secretary. The consensus view was that the Board and its Committees were operating effectively. The majority of the agreed actions from the previous year's review had been completed, including the running of a well planned Strategy Day in March 2016, the regular update of succession and improvement in the flow of information.

The Governance Code provides that evaluation of the boards of FTSE 350 companies should be externally facilitated at least every three years. Therefore, the Chairman will be considering whether an equivalent review should be externally facilitated in the next financial year.

The SID, Duncan Tatton-Brown, together with the Independent Non-Executive Directors, evaluated the performance of the Chairman based upon input from other Board members.

Election of Directors

According to the Articles, the Board can appoint any person to be a Director, either to fill a vacancy or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following AGM and shall then be eligible for election by the shareholders.

The Company's next AGM will be held on 2 February 2017. In accordance with the Articles, Andy Botha, who was appointed by the Board on 18 April 2016, and Kevin Beatty, who was appointed by Daily Mail & General Trust plc on 1 July 2016 to replace David Dutton, will be offering themselves for election at the forthcoming AGM. In addition, and in order to comply with the Governance Code, the remaining Directors will also be offering themselves for re-election. Full details are set out in the notice of meeting accompanying this Annual Report.

As noted above, following the formal internal evaluation process of the effectiveness of the Board, the Board, including the Chairman, is satisfied that each Director remains competent to discharge his/her responsibilities as a member of the Board.

External appointments

At the time of his appointment as Chairman, the Board noted that Mike Evans was Chairman of Hargreaves Lansdown Plc, but the view was taken that this would not adversely impact his ability to carry out his role.

The Executive Directors may accept outside appointments provided that such appointments do not in any way prejudice their ability to perform their duties as Executive Directors of the Company.

Alex Chesterman is currently a Director of Devalink Limited, Hoopla Limited and Barcote Park Management Limited. These appointments are not deemed to adversely impact the Directors' ability to carry out their roles.

The Non-Executive Directors' appointment letters anticipate a time commitment of 10 days per year, recognising that there is always the possibility of an additional time commitment and ad hoc matters arising from time to time, particularly when the Company is undergoing a period of increased activity. The average time commitment inevitably increases where a Non-Executive Director assumes additional responsibilities such as being appointed to a Board Committee.

Relations with shareholders

As part of its investor relations programme, the Executive Management Team maintained an active dialogue with its key stakeholders, including institutional investors, to discuss issues relating to the performance of the Group including strategy and new developments. The CEO and the CFO undertook an investors' roadshow around the UK and the US in December 2015 and June 2016 and the Company held its first Capital Markets Day in September 2016 which was well attended and received overwhelmingly positive feedback. In this way, the Board was able to develop an understanding of the views of major shareholders about the Company. The Non-Executive Directors are always available to discuss any matter stakeholders might wish to raise.

Investor relations activity and a review of the share register form an active part of the Board's agenda. The Chairman and the Non-Executive Directors have attended, and are available to attend, investor relations meetings and have the ability to request meetings with investors or analysts independent of the Group's management, if required.

Tax strategy

The Group seeks to apply the spirit as well as the letter of the law with regards to UK tax legislation, believing that the Group should pay its fair share of tax on the profits arising from our success. Historically, the Group has always taken a conservative approach to tax planning and strategy. No effective tax rate target is set by the Board and the Group have no motive to enter into tax mitigation arrangements that could be considered as abusive in the current climate. One of our growth mechanisms is through acquisitions, meaning that 'acquisition-based' tax advice is of regular occurrence.

Audit Committee Chairman's statement

Dear Shareholder

I am pleased to present the Audit Committee report for the year.

There were no changes to the composition of the Audit Committee from last year and Stephen Daintith continues to attend each meeting as an observer. Each member is still considered to possess up-to-date and appropriate financial or accounting experience and continues to be independent for the purposes of the Governance Code. Biographies of the members of the Audit Committee are set out on pages 42 to 43.

The Audit Committee met three times at appropriate times in the reporting and auditing cycle this year. The attendance at each meeting is disclosed on page 46.

The Audit Committee plays a key role in ensuring the effectiveness of the Company's internal controls and risk management process. Under its terms of reference, which remain unchanged from last year, the Audit Committee assists the Board in fulfilling its financial oversight and audit responsibilities by:

- monitoring the integrity of the Company's financial statements;
- reviewing significant financial returns to regulators and any significant financial information contained in other documents;
- considering annually whether there should be an internal audit function and making a recommendation to the Board;
- considering and making recommendations to the Board on the appointment, re-appointment, resignation or removal of the Group's external auditor, to be put to shareholders for approval;
- overseeing the selection process for and relationship with external auditors; and
- reviewing the adequacy and effectiveness of the Group's internal financial controls and internal control and risk management systems.

We carried out an evaluation of the performance of the Audit Committee this year which concluded that it maintained its independence and created constructive challenges, and it adequately covered financial reporting and judgements, risk management and compliance requirements.

This report describes the key tasks undertaken by the Audit Committee, its major areas of activity and how it discharged its responsibilities during the 2016 financial year, with reference to the requirements of the Governance Code. It sets out how the Audit Committee assessed external audit effectiveness and safeguards in relation to the provision of non-audit services by the Company's auditor and it states the significant issues that the Audit Committee considered in relation to the financial statements, and how these issues were addressed.

I look forward to meeting with you at the Annual General Meeting in February to answer any further questions you may have about the work of the Audit Committee.

Duncan Tatton-Brown
Chairman, Audit Committee

"The Audit Committee plays a key role in ensuring the effectiveness of the Company's internal controls and risk management process."

Composition of the Audit Committee
There was no change to the composition of the Audit Committee during the year.

The Audit Committee comprises four Independent Non-Executive Directors. It is chaired by Duncan Tatton-Brown, the Senior Independent Non-Executive Director, and its other members are Sherry Coutu, Vin Murria and Robin Klein. Stephen Daintith continues to attend the meetings of the Audit Committee as an observer appointed by Daily Mail & General Trust plc.

The Audit Committee complied with provision C.3.1 of the Governance Code throughout the year, which recommends that an audit committee should comprise of at least three independent non-executive directors. In addition to this, the provision requires at least one member of the Audit Committee to have recent and relevant financial experience. The Board considers that, by virtue of his current and former executive and non-executive roles, details of which are set out on page 42, Duncan Tatton-Brown possesses recent and relevant financial experience to comply with the requirements of the Governance Code. The Board also considers that the Audit Committee as a whole has competence relevant to the digital media, software, comparison and property sectors in which the Company operates.

The attendance of each member at the Audit Committee meetings is shown on page 46. The Chairman of the Company, the Chief Executive Officer and the Chief Financial Officer attend meetings of the Audit Committee by invitation, as do Deloitte LLP, the Company's external auditor, and other members of Management or the Board as appropriate.

The Company considers that the attendance of an observer at the Audit Committee meetings will not prejudice the independence or proper functioning of the Audit Committee.

Roles and responsibilities
The Audit Committee assists the Board in discharging its responsibilities with regard to financial reporting and monitors the integrity of the financial statements of the Company and any formal announcements relating to the Group's financial performance, reviewing any significant financial reporting judgements contained in them.

It also reviews the Group's internal financial controls and internal control and risk management systems and assists the Board in discharging its responsibilities with regard to internal audit (including considering annually whether there should be an internal audit function).

The Audit Committee reviews and approves the annual audit plan and ensures that it is consistent with the scope of the audit engagement, reviewing and monitoring the extent of the non-audit work undertaken by the external auditor, advising on the appointment of the external auditor, overseeing the Group's relationship with its external auditor and reviewing the effectiveness of the external audit process. It also reviews and monitors the external auditor's independence and objectivity.

The ultimate responsibility for reviewing and approving the Annual Report and Accounts and the half-yearly reports remains with the Board. The Audit Committee will give due consideration to laws and regulations, the provisions of the Governance Code and the requirements of the Listing Rules.

The Audit Committee reviews the content of the Annual Report and Accounts and advises the Board on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's performance, business model and strategy.

Full reports and updates are provided to the Board throughout the year on how the Audit Committee has discharged its responsibilities.

The full Audit Committee terms of reference are available on the Group's corporate website at www.zpg.co.uk.

Activities of the Audit Committee
At each Audit Committee meeting throughout the year, the Audit Committee received a risk update from the business to comply with the Governance Code.

The Audit Committee met on 19 November 2015 to discuss the full year results for 2015, a risk management and internal audit update, a review by the Company's auditor and the viability statement to be included in the Annual Report.

In May 2016, the Audit Committee reviewed the Group's half-year results, the uSwitch earnout, a cyber-security and data protection review, the results of a uSwitch risk workshop and a regulatory update.

On 12 July 2016, the Audit Committee met to consider the auditor's 2016 audit plan, the Audit Committee's evaluation results, the integration plan of the Property Software Group business following the completion of the acquisition, a risk management and internal audit update and an Annual Report plan.

On 24 November 2016, the Audit Committee reviewed and approved for consideration by the Board the financial results for the financial year ended 30 September 2016. As part of that review process, the members of the Audit Committee reviewed the Annual Report, the adequacy of the disclosure with respect to reporting on a going concern basis and the viability statement, and whether the Annual Report taken as a whole was fair, balanced and understandable. The Audit Committee received advice from external advisers during the drafting process in order to assist the Board in determining that the report is fair, balanced and understandable at the time that it was approved. The Committee considered the appropriateness of preparing the accounts on a going concern basis, including consideration of forecast plans and supporting assumptions and concluded that the Company's financial position was such that it continued to be appropriate for accounts to be prepared on a going concern basis. The Company's viability statement can be found on page 29.

Significant issues considered in relation to the financial statements
The Committee, together with Management and the Group's external auditor, considered the following significant matters in relation to the financial statements and how these were addressed.

Revenue recognition
The Group's revenue recognition is limited in complexity; however, as the Group continues to expand its product offering the level of judgement will inherently increase.

For the Property Services division the majority of revenue relates to recurring subscriptions which are predictable in nature and invoiced monthly. However, the division operates a large volume of agreements, with varying terms, which may include differences in the timing of the billing of subscription fees and the actual subscription period. The acquisition of Property Software Group has introduced additional revenue streams and judgement is required in determining the fair value of multiple contractual obligations, principally the allocation of revenue to be recognised on installation/set-up and that which relates to ongoing services.

Revenue recognition for the Comparison Services division is recognised at the point at which a transaction on the Group's website is completed. An element of Management judgement is required in calculating a revenue accrual, which estimates the number of successful switches in the period between the last date of billing and the latest provider data being made available.

Significant issues considered in relation to the financial statements continued

Revenue recognition continued

For both divisions there is a risk that revenues may not be recorded in the correct accounting period. Management has discussed the composition and the recognition principles of each revenue stream and the controls thereon with the Committee during the year. The Committee is satisfied that no material issues have been identified or arisen.

Furthermore, revenue recognition was an area of focus for the Group's external auditor during the audit. The external auditor reported on their work auditing the Group's revenue streams. This work included reviewing streams in the Property Services division on a month-by-month basis for anomalies and detailed testing over the revenue balance, including the impact of the Property Software Group. For revenue streams in the Comparison Services division, the auditor's work was particularly focused on the judgemental year end revenue accrual where historical experience is used as a basis for estimating the likely value of switches to be confirmed by third parties.

The acquisition of Property Software Group

On 28 April 2016 the Group completed its acquisition of Property Software Group. The process of determining the fair value of assets and liabilities acquired is inherently judgemental and there is a risk that inappropriate methodologies or assumptions could lead to the valuation of acquired intangibles, goodwill or the fair value of other net assets acquired being misstated.

The Committee has reviewed the disclosure in the financial statements in relation to the acquisition and has discussed the accounting for the transaction and the valuation of intangibles and other assets with both Management and the Group's external auditor. The Committee notes that the Group engaged a third party valuations specialist to assist with the purchase price allocation exercise, however, certain inputs into the model, including forecast cash flows, are prepared by Management. The Committee is satisfied that the judgements and estimates made by Management are appropriate and that these assumptions have been subject to sufficient review by the Group's external auditor.

Impairment of goodwill and intangibles

The Group holds a significant amount of goodwill and intangible assets on the Statement of financial position as a result of acquisitions. These assets are subject to an annual impairment review, which requires an estimation of the recoverable value. The Committee has reviewed the assumptions used by Management in its impairment assessment and the available headroom for each cash generating unit and is comfortable that these assets are not impaired.

Assessment of effectiveness of the external audit process

The Audit Committee oversees the relationship with the external auditor, Deloitte LLP. Deloitte attends meetings of the Audit Committee by invitation and remains in constant communication with members of the Audit Committee, as well as the Executive Directors and other members of the Board as appropriate.

The Audit Committee also makes recommendations to the Board, for it to put to the shareholders for their approval at the AGM, in relation to the appointment of the external auditor and to approve the remuneration and terms of engagement of the external auditor. As part of this responsibility, the Audit Committee approved the audit plan for the year ended 30 September 2016 and reviewed the auditor's findings and Management representation letters. Prior to recommending the appointment of Deloitte at the forthcoming AGM to the Board, the Audit Committee reviewed the external audit process, the performance of the auditor and its ongoing independence, objectivity and effectiveness, taking into account input from Management, responses to questions from the Audit Committee and the audit findings reported to the Committee.

Based on this review, the Audit Committee concluded that the external audit process had been run efficiently and that Deloitte LLP has remained effective in its role as external auditor.

Approach to appointing the external auditor and how objectivity and independence are safeguarded

The Group's current auditor is Deloitte LLP. Deloitte LLP was appointed as the Group's auditor in 2012. The Audit Committee notes that FTSE 250 companies should put the audit out to tender at least every 10 years. To avoid significant disruption, the Financial Reporting Council has provided details of transitional arrangements which would mean that as Deloitte became the auditor after 2000, the Company would not need to undertake a tender review until 2023.

As stated in last year's report, the Committee has adopted a policy covering the independence of the external auditor consistent with the ethical standards published by the Audit Practices Board and the engagement of the external auditor for the provision of non-audit services. This policy is available on the Group's website.

The policies above highlight the Committee's preference to engage with parties other than the external auditor, with regards to non-audit services, unless there is a considerable benefit to doing so and any activity is within the restrictions of all relevant legislation and ethical standards.

In accordance with proper standards, external auditors are required to adhere to a rotation policy whereby the audit engagement partner is rotated after five years. The previous audit engagement partner was appointed in 2012 but, due to his previous role as the audit engagement partner for certain of the Company's significant operations, could serve as the audit engagement partner for only two years after the Group became listed. Therefore, in accordance with independence requirements, a new audit engagement partner was appointed for this financial year. The Chairman of the Audit Committee met with the new engagement partner on a regular basis throughout the year.

The Audit Committee has authority to take independent advice as it deems appropriate in order to resolve issues on auditor independence. No such advice has been required to date.

The external auditor is also required periodically to assess whether, in its professional opinion, it is independent and those views are shared with the Audit Committee. It was concluded that the external auditor assessed itself to be independent.

The Committee confirms it is in compliance with the provisions of the Statutory Audit Services for Large Companies Market Investigation Order 2014.

Independence assessment by the Audit Committee

Based on the fact that the auditor and audit engagement partner rotation policy has been complied with, the Audit Committee is satisfied that the independence of the external auditor is not impaired. Furthermore, the level of fees paid for non-audit services does not jeopardise its independence. Audit and non-audit fees are set out in Note 5 to the financial statements.

The Audit Committee noted that the auditor has not provided any non-audit services, other than the interim financial review, during the period.

The Committee has assessed the performance and independence of the external auditor and recommended to the Board the re-appointment of Deloitte LLP as auditor until the conclusion of the AGM in 2018.

Internal audit

Provision C.3.6 of the Governance Code states that where there is no internal audit function within a company, the Audit Committee should consider annually whether there is a need for an internal audit function and make a recommendation to the Board, with the reasons for the absence of such a function to be explained. Last year, the Audit Committee recommended to the Board that it was not necessary to appoint a permanent internal audit function but, rather, there should be a focus on specific areas supplemented with ad hoc reviews. This recommendation has not changed. During the year the Group has continued to perform ad hoc reviews and has worked with third parties to bring in independent specialist expertise to review a number of areas including revenue recognition, as a key accounting judgement particularly following a number of acquisitions, and cyber-security. It is expected that Management will continue to work with third parties, where appropriate, to both identify and mitigate risk.

The Audit Committee based its decision on several factors including a clear business model with a reasonably simple Group structure, single country focus, an open and accountable culture with clear authority limits and the assurance gained from Management reports, third parties and the external auditor.

The Audit Committee will continue to work closely with the external auditor to review its internal audit processes and assess the need for a permanent internal audit function going forward.

Internal control and risk management

The Board is responsible for the overall system of internal controls for the Group and for reviewing its effectiveness. In accordance with the FRC Internal Control: Guidance to Directors publication, it carries out a review of its suitability and effectiveness at least annually, covering all material controls including financial, operational and compliance controls and risk management systems.

This year, the Group carried out a risk management workshop with key members of Management and the Leadership Team. This involved rigorous scrutiny over a list of risks to the Group and identifying the principal risks to the business. The relevant key individuals contributed to the discussions involving these risks and the extensive feedback collected from the workshop was provided to the Audit Committee for consideration and review. Further details of risk management frameworks and specific material risks and uncertainties facing the business can be found on pages 24 to 29.

The system of internal controls is designed to manage and diminish rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Group has operating policies and controls in place covering a range of issues including financial reporting, capital expenditure, business continuity and information technology and appropriate employee policies. These policies are designed to ensure the accuracy and reliability of financial reporting and govern the preparation of financial statements. The Board is ultimately responsible for the Group's system of internal controls and risk management and discharges its duties in this area by:

- holding regular Board meetings to consider the matters reserved for its consideration;
- receiving regular Management reports which provide an assessment of key risks and controls;
- scheduling annual Board reviews of strategy including reviews of the material risks and uncertainties facing the business;
- ensuring there is a clear organisational structure with defined responsibilities and levels of authority;
- ensuring there are documented policies and procedures in place; and
- scheduling regular Board reviews of financial budgets, forecasts and covenants with performance reported to the Board monthly.

In reviewing the effectiveness of the system of internal controls, the Audit Committee carries out the following duties:

- review the risk register compiled and maintained by Management within the Group and question and challenge where necessary;
- regularly review the system of financial and accounting controls; and
- report to the Board on the risk and control culture within the Group.

In respect of the Group's financial reporting, the finance department is responsible for preparing the Group financial statements using a well established consolidation process and ensuring that accounting policies are in accordance with International Financial Reporting Standards. All financial information published by the Group is subject to recommendation by the Audit Committee to the Board for approval.

As part of the Property Software Group acquisition the Group has integrated the Property Software Group financial reporting process into the Group's reporting process. This phase of integration was undertaken following completion of the Property Software Group acquisition and ensures that Group management accounts are generated in a timely manner. The integration of uSwitch's financial reporting process into the Group's reporting process following the acquisition last year has now completed.

There have been no changes in the Group's internal control during the financial year under review that have materially affected, or are reasonably likely to materially affect, the Group's control over financial reporting.

The Board, with advice from the Audit Committee, is satisfied that an effective system of internal controls and risk management is in place which enables the Group to identify, evaluate and manage key risks and which accord with the guidance provided by the FRC Internal Control: Guidance to Directors. These processes have been in place since the start of the financial year and up to the date of approval of the accounts.

Whistleblowing

The Group has in place a whistleblowing policy, the "Speak-Up Policy", which encourages employees to report any malpractice or illegal acts or omissions or matters of similar concern by other employees or former employees, contractors, suppliers or advisers using a prescribed reporting procedure. The policy facilitates the reporting of any ethical wrongdoing or malpractice or suspicion which may constitute ethical wrongdoing or malpractice.

Examples include bribery, corruption, fraud, dishonesty and illegal practices which may endanger employees or third parties. There have been no instances of whistleblowing during the year under review.

Control environment

The Board is committed to business integrity, high ethical and moral values and professionalism in all its activities. The Group has policies in place for:

- anti-bribery and corruption;
- working with third parties;
- gifts and entertainment; and
- share dealing.

Accountability

The Board is required to present a fair, balanced and understandable assessment of the Company's financial position and prospects. The responsibilities of the Directors and external auditor are set out on pages 75 and 80. As set out in the Directors' report, the Directors consider the Company's business to be a going concern. The Company's viability statement can be found on page 29.

Duncan Tatton-Brown
Chairman, Audit Committee

Chairman's introduction

Dear Shareholder

The Nomination Committee is responsible for leading the process of Board appointments and making recommendations to the Board. This year, amongst other activities, it was involved with finding a replacement Chief Financial Officer, which led to Andy Botha's appointment.

The Nomination Committee has worked diligently to keep under review the balance of skills, knowledge and experience on the Board to ensure the orderly evolution of the membership of the Board and to make recommendations to the Board on composition and balance. The Nomination Committee has been proactive in discharging these responsibilities, cognisant of the importance of succession planning and the need to align Board and Executive leadership skills to the Group's long-term strategy.

In this report, I explain how the Nomination Committee has discharged its responsibilities in greater detail.

Under its terms of reference, the Nomination Committee is required to meet at least twice during each year at appropriate times in the reporting and auditing cycle. The Nomination Committee followed the terms and met four times during the year.

Mike Evans
Chairman, Nomination Committee

> "The Nomination Committee has worked diligently to keep under review the balance of skills, knowledge and experience on the Board.

Composition

The Nomination Committee is chaired by Mike Evans and its other members are Alex Chesterman, Sherry Coutu, Robin Klein and Duncan Tatton-Brown. David Dutton stepped down from the board of Daily Mail & General Trust plc in June 2016 and so no longer attends as an observer appointed by Daily Mail & General Trust plc. Daily Mail & General Trust plc nominated Kevin Beatty to be appointed to the Board of the Company as one of the two Daily Mail & General Trust plc nominated Directors with effect from 1 July 2016 and Kevin is an observer on the Nomination Committee.

Provision B.2.1 of the Governance Code recommends that a majority of the Nomination Committee be Non-Executive Directors, independent in character and judgement and free from any relationship or circumstance which may, could or would be likely to, or appear to, affect their judgement. As such, the Board considers that the Company complies with the Governance Code in this respect. The Company considers that the attendance of an observer at Committee meetings will not prejudice the independence or proper functioning of the Committee.

Roles and responsibilities

The Nomination Committee assists the Board in discharging its responsibilities relating to the composition and make-up of the Board and any Committees of the Board. It leads the process of Board appointments and makes recommendations to the Board.

The Nomination Committee is responsible for evaluating the balance of skills, knowledge and experience and the size, structure and composition of the Board and Committees of the Board. It considers retirements and appointments of additional, and replacement, Directors and Committee members and makes appropriate recommendations to the Board on such matters. It also ensures that membership of the Company's Committees is continually refreshed and that undue reliance is not placed on any particular individuals. It is also responsible for appropriate succession planning for both the Board and Senior Management. The Nomination Committee has evaluated each Director and has recommended to the Board that there is an appropriate balance of skills, knowledge and experience within the Board and that the size, structure and composition of the Board and its Committees are appropriate.

In accordance with provision B.2.3 of the Governance Code, all Non-Executive Directors are appointed for three year terms subject to re-election and to statutory provisions relating to the removal of a director. Details of each Director's appointment are set out in the Directors' Remuneration Report on page 71.

The full terms of reference of the Nomination Committee are available on the Group's website at www.zpg.co.uk.

Activities of the Nomination Committee

During the year, Stephen Morana indicated his intention to step down from the Board and the Nomination Committee was tasked with appointing a new Chief Financial Officer. The Nomination Committee used Renaissance Leadership Ltd, an external independent search firm with no connection to the Company, to conduct a broad search and nominate appropriately qualified candidates to replace Stephen for the approval of the Board. The Nomination Committee prepared a description of the role and detailed the capabilities required for the role. The procedure was formal, rigorous and transparent and the appointment was made on merit, against objective criteria and with due regard for the benefits of diversity. This led to the appointment of Andy Botha as the new Chief Financial Officer of the Group with effect from 18 April 2016.

Succession planning

The Group has developed a sophisticated approach to succession planning within the Executive Directors and the Executive Management Team using performance and potential matrices. This material was presented to and considered by the Nomination Committee over the course of the year.

The Senior Management of the Group has been strengthened following the integration of uSwitch and Property Software Group, facilitating the appointment during the year of the Group Strategy Director and the Managing Director of the Property Services division.

Diversity

Whilst the Group pursues diversity, including gender diversity, throughout the business, and the Board endorses the aspirations of the Davies Review on Women on Boards, the Board is not committing to any specific targets. The Board consists of two female Directors (20% of the Board). However, the Nomination Committee will give due consideration to Board balance and diversity when making new appointments to the Board and recognises that a broadening of diversity also broadens the talent pool available for Board appointments.

The Board will engage executive search firms who have signed up to the voluntary code of conduct setting out the seven key principles of best practice to abide by throughout the recruitment process and will continue to follow a policy of appointing talented people at every level to deliver high performance. The Board will also ensure that its own development in this area is consistent with its strategic objectives and enhances Board effectiveness. For further information on diversity within the Group, see the Our People and Corporate Social Responsibility section on page 38.

Mike Evans
Chairman, Nomination Committee

Chairman's introduction

Dear Shareholder

As the Chairman of the Remuneration Committee, I am pleased to present the Directors' remuneration report covering the Remuneration Policy ("the Policy") and the Annual report on remuneration for the year ended 30 September 2016.

Throughout the year the Group has continued to grow and develop its offering for both its consumers and partners, highlighted in particular by the acquisition of Property Software Group in May 2016 and the excellent performance of the Comparison Services division since the acquisition of uSwitch in the prior year.

The Group has seen revenue increase by 84% compared to the prior year and strong growth in Adjusted EBITDA, increasing by 58% from the prior year as summarised on pages 30 to 34.

On 1 October 2015 our Value Creation Plan was launched, which aligns the remuneration of the Chief Executive Officer directly with the generation of shareholder value. Since the launch of the scheme to 30 September 2016 the Group has seen Total Shareholder Return (TSR) growth of 50% representing over £460 million of value generated for shareholders. The performance of the Value Creation Plan as at 30 September 2016 is set out on page 68.

This year also saw a change in leadership with the Group's CFO, Stephen Morana, stepping down and being replaced by Andy Botha, previously of notonthehighstreet.com and Betfair Plc. We welcome Andy to the Group and the experience that he brings. The Remuneration Committee has reviewed and approved the remuneration package for Andy and is comfortable that it has been considered within the limits of the Group's existing Policy and meets the Committee's objective to reward and incentivise the right behaviours and help drive the strategic objectives, KPIs and long-term growth of the Group.

The Remuneration Committee continues to review the Policy on an ongoing basis and is comfortable that it remains appropriate and effective heading into the 2017 financial year.

"The Remuneration Committee continues to review the Policy on an ongoing basis and is comfortable that it remains appropriate and effective heading into the 2017 financial year.

Changes to our Remuneration Policy during the year

No changes to the Policy approved on 1 October 2015 are being proposed at the Group's next AGM.

Remuneration Committee decisions made in the 2016 financial year

During the year the Committee made the following decisions:

- Implementation of the Value Creation Plan for the CEO from 1 October 2015 as outlined in the Policy.
- Review of the remuneration package for 2016 for the Group's new CFO, Andy Botha, as set out below. All benefits for 2016 have been provided on a pro-rata basis from the date of employment and are in line with the existing Executive Director policy:
    - salary of £250,000 pa;
    - pension contributions of up to 15% of salary;
    - bonus of up to 100% of salary; and
    - award under the Long Term Incentive Plan for 2016 of 125% of salary.
- The Committee considered the base salaries for the Executive Directors.
    - During the course of the year, the business continued to grow and develop, including the acquisition of the Property Software Group expanding our services to provide the UK property industry's first end-to-end solution for property professionals. The Committee awarded a salary rise to Alex for 2017 comprising an increase as part of the annual review in line with the budgeted average increase for employees of 5% and an increase to reflect the enlarged scope and complexity of our business. Alex's new salary will be £510,000 (from £480,000, a 6.25% increase).
    - Andy Botha joined the Group in April 2016 as our new CFO. As a new incumbent in the role, his salary was set at a conservative level against our target policy of median for the role against the FTSE 250.
    - The Committee awarded a salary rise to Andy for 2017 comprising an increase as part of the annual review in line with the budgeted average increase for employees of 5% and an increase to reflect his continued growth in the role as CFO. Andy's new salary will be £275,000 (from £250,000, a 10.0% increase). Andy's salary progression has been made in line with our Policy for new recruits, which is to bring the salary level in line with target policy as they become established in the role.
    - The new salaries remain below the median levels for the FTSE 250.
- Adjustment to the Annual Bonus Plan and the Long Term Incentive Plan (LTIP) in 2017 for the CFO to more closely align with the CEO. This reflects the Group's desire to ensure that Andy's total remuneration package is competitive with the market. For 2017, the maximum bonus potential for the CFO will therefore increase from 100% to 125% of salary with the payout for on-target performance reduced from 75% to 60%. The value of the LTIP will increase from 125% to 150% of salary.
- The Group's former CFO, Stephen Morana, was considered as a good leaver for the Group's Long Term Incentive Plan and Annual Bonus Plan. Stephen helped to conclude the Property Software Group acquisition, hire his replacement and meet the needs of the Group prior to his departure and the Committee therefore considered him to be a good leaver.
- The fee of the Chairman of the Company was increased to £183,750 for 2017 (a rise in line with the budgeted increase for all employees of 5% from £175,000). See page 63 for the details of the changes to Non-Executive Director fees made by the Board. The increase in fees was made as a market adjustment to reflect benchmarking against the FTSE 250 in line with the Remuneration Policy.
- 2016 annual bonuses of 147% of salary for the CEO and 98% for the CFO (pro-rated to reflect mid-year commencement), recognising the strong financial performance of the Group and the personal performance of the Executive Directors over the year.
- 2016 awards under the ZPG LTIP for the CFO and key senior executives. Grant levels and performance targets for the LTIP are consistent with the normal award policy – further details of the awards for the CFO are on page 62.

Further details on how our Remuneration Policy will be applied in practice for the 2017 financial year are set out on pages 62 to 63.

Key activities of the Committee

The Committee's key activities during the 2016 financial year were:

- reviewing the Company's Remuneration Policy following the Property Software Group acquisition;
- reviewing Executive Director base salary levels;
- making awards under the Company's LTIP for Executive Directors and Senior Management;
- launch of the Company's Value Creation Plan for the CEO;
- reviewing the Group's TSR performance and the performance of the Value Creation Plan;
- determining the level of bonus payments in respect of this financial year; and
- drafting the Company's Directors' remuneration report.

During the year Stephen Daintith joined the Remuneration Committee as an observer, with David Dutton stepping down. We thank David for his contribution and welcome Stephen to the Committee.

I hope that you find the information in this report helpful and I look forward to your continued support at the Company's AGM.

Sherry Coutu
Chairman, Remuneration Committee

Note

This report has been prepared in accordance with Schedule 8 to The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 as amended in 2013, the provisions of the September 2014 UK Corporate Governance Code ("the Governance Code") and the Listing Rules.

Short-form report

Introduction

In this section, we summarise the purpose of our Remuneration Policy ("the Policy") and its linkage to our corporate strategic objectives and we highlight the performance and remuneration outcomes for 2016. More detail can be found in the Annual report on remuneration.

Our principles of remuneration

- There should be a strong link between an individual's reward and the performance of the Group to align the interests of Senior Management with those of shareholders.
- Variable remuneration makes up a significant proportion of the remuneration package.
- Stretching performance conditions directly aligned with Group strategy. The Group's strategy is laid out on pages 14 to 15. The Group's mission is to be the most useful resource for consumers when finding, moving or managing their home and the most effective partner for related businesses.

Group performance and link to remuneration

The following table sets out a number of the Group's KPIs and other objectives and how their satisfaction is encouraged by the Group's Policy:

			KPIs			Other objectives		
Plan	Purpose	Eligibility	Revenue	Adjusted EBITDA	Adjusted EPS	TSR	Long-term value creation (encouraged through equity retention)	Share ownership
Annual Bonus Plan	To incentivise and reward short-term performance plus retention through deferral.	Executive Directors and Senior Management with mandatory deferral in shares. Other employees without deferral.	✓	✓			✓	✓
LTIP	To incentivise and reward long-term performance.	Executive Directors and selected members of the Senior Management.			✓	✓	✓	✓
Value Creation Plan	To retain the services of our highly entrepreneurial and creative CEO, incentivising him to deliver the strategy of the Company and significantly enhance shareholder value.	CEO.				✓	✓	✓
Share Incentive Plan	To broaden share ownership and share in corporate success over the medium term.	All employees.					✓	✓

Remuneration Policy

The Committee determines the Policy for the Executive Directors, the Chairman and other Senior Management for current and future years and this is reviewed on an annual basis. The Policy is designed to support the strategic objectives of the Group and to allow the business to recruit, retain and incentivise the quality of Senior Management needed to shape and execute our strategy to deliver sustained shareholder value over the long term.

The Policy aims to align the interests of the Executive Directors, Senior Management and employees to the long-term interests of shareholders and aims to support a high performance culture with appropriate reward for superior performance, without creating incentives that will encourage excessive risk taking or unsustainable performance. The Committee considers that a successful policy needs to be sufficiently flexible to take account of future changes in the Group's business environment and in remuneration practice.

The Committee is satisfied that its approach to the Executive Directors' remuneration is designed to promote the long-term success of the Group.

The Remuneration Committee will review annually the remuneration arrangements for the Executive Directors and key Senior Management drawing on trends and adjustments made to all employees across the Group and taking into consideration the:

- business strategy over the period;
- overall corporate performance;
- market conditions affecting the Group;
- changing practice in the markets where the Group competes for talent; and
- changing views of institutional shareholders and their representative bodies.

Statement of conditions elsewhere in the Group

The remuneration policy for all employees is determined in terms of best practice and ensuring that the Group is able to attract and retain the best people. This principle is followed in the development of our Policy. However, employee views are not specifically sought in determining this Policy. The Group does not currently use any remuneration comparison metrics.

Salary and benefit packages are linked to both individual and business performance. All employees participate in bonus plans which, together with salary reviews linked to business performance, enable all employees to share in the success of the Group. All employees are eligible to participate in the SIP.

Summary of Remuneration Policy and its operation

A summary of the Policy and changes to its operation from the prior year are outlined below. The full Policy, as approved by shareholders on 1 October 2015, is available on the Group's website at www.zpg.co.uk/investors/general-meetings.

ELEMENT	OPERATION OF ELEMENT	CHANGES IN OPERATION FROM 2015
Salary **Benefits** **Pension**	The Company provides competitive levels in line with comparator companies in the FTSE 250. When determining an appropriate level of salary, the Committee considers: • remuneration practices within the Group; • the performance of the individual Executive Director; • the individual Executive Director's experience and responsibilities; • the general performance of the Group; • salaries within the ranges paid by the companies in the comparator group used for remuneration benchmarking; • pay and conditions throughout the Group; and • the economic environment. In general salary rises to Executive Directors will be in line with the rise to employees. Pension contributions are provided up to 15% of gross salary. The types of benefits provided are set out in the Policy.	None.
Annual Bonus Plan	50% of the bonus earned with respect to performance in the financial year will be paid in cash and 50% of the bonus earned will be deferred into Company shares which vest after three years based on continued employment.	The maximum opportunity for the CFO has been increased from 100% of salary to 125%. The bonus which can be earned for "target" performance has been reduced from 75% to 60%. The new maximum bonus potential aligns the remuneration of the CFO more closely with the CEO and focuses on setting and achieving stretch levels of performance. Through reducing the amount of bonus paid for target performance the same percentage of salary opportunity for achieving target performance is retained from the prior year.

Short-form report continued

Summary of Remuneration Policy and its operation continued

ELEMENT	OPERATION OF ELEMENT	CHANGES FROM 2015
Long Term Incentive Plan (LTIP)	LTIP maximum grant is 200% of salary p.a. Awards will vest at the end of three years subject to the achievement of: • stretching EPS conditions which provide alignment to our core strategic priorities of increasing revenues through brand awareness, property data, product portfolio and the development of additional revenue streams; and • TSR performance of the Company compared to the FTSE 250 (excluding real estate and equity investment trusts), which provides alignment to the success of our business in delivering value to our shareholders compared to companies of a similar size and scale to the Company. The LTIP contains clawback and malus provisions.	The maximum opportunity for the CFO has increased from 125% to 150% of salary in line with the Committee's intention to drive stretch performance, through providing a greater proportion of the total remuneration opportunity via long term incentive pay which is linked to value generated for shareholders. When making the change the Committee also assessed the overall level of remuneration opportunity for the CFO. The current package is below the targeted market position of the median level of opportunity for FTSE 250 CFOs.
Value Creation Plan (VCP)	The CEO has been granted a conditional award giving him the potential right to earn Ordinary Shares of the Company equal to 3% of the total value created for shareholders above a hurdle over the four year performance period. A minimum return of 8% p.a. has to be maintained over the VCP period or accrued nil-cost options will lapse. Where the hurdle of 8% p.a. return has been achieved over the VCP performance period: • a number of nil-cost options with a fixed value of £5 million will be earned for achieving the 8% p.a. return; and • nil-cost options equal to 3% of the return generated above 8% p.a. will be earned (additional nil-cost options will only accrue once £5 million has been exceeded). The maximum number of shares which can be earned under the VCP is 7.5 million. The starting share price for the beginning of the VCP performance period is £2.19, being the 30 day average prior to the date of approval of the VCP by shareholders on 1 October 2015. The VCP contains clawback and malus provisions.	None.
Minimum shareholding requirement	The Remuneration Committee has adopted formal shareholding guidelines that will encourage the Executive Directors to build up, over a five year period, and then subsequently hold a shareholding equivalent to a percentage of base salary (400% for the CEO, 100% for other Executive Directors).	None.
Chairman and NED fees	The fees for the Chairman and Non-Executive Directors are set at broadly the median of the comparator group. In general the level of fee increase for the Chairman and Non-Executive Directors will be set taking account of any change in responsibility and will take into account the general rise in salaries across the UK workforce. The Company will pay reasonable expenses incurred by the Chairman and Non-Executive Directors and may settle any tax incurred in relation to these.	None.

Illustrations of the application of the Remuneration Policy

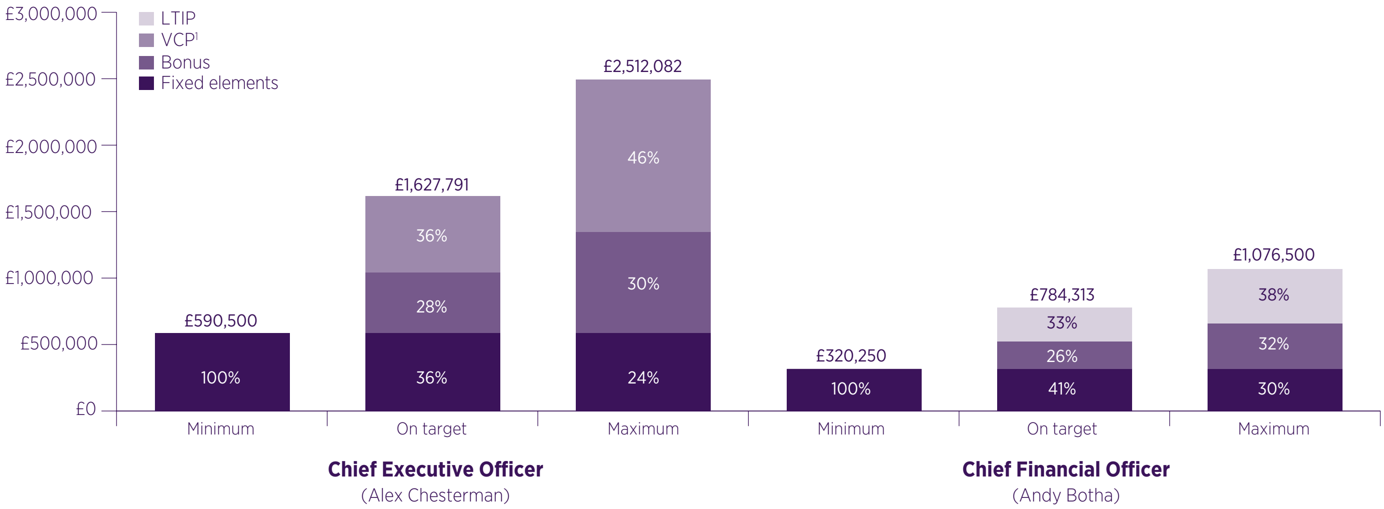
The chart below illustrates the remuneration that could be paid to each of the Executive Directors, based on salaries at the start of financial year 2017, under three different performance scenarios: (i) minimum; (ii) on target; and (iii) maximum. The elements of remuneration have been categorised into four components: (i) fixed; (ii) annual bonus (including deferred bonus); (iii) LTIP; and (iv) Value Creation Plan.

Element	Description	Minimum	On target	Maximum
Fixed	Salary, benefits and pension	Included	Included	Included
Annual Bonus Plan	Annual bonus (including deferred shares)	0%	60% of the maximum bonus[1]	100% of the maximum bonus
Long Term Incentive Plan	Award under the LTIP for the CFO	0%	62.5% of the maximum award	100% of the maximum award
Value Creation Plan	Award under the VCP for the CEO	0%	50% of the average annual IFRS 2 value of award[2]	100% of the average annual IFRS 2 value of award[2]

1 150% of salary for the Chief Executive Officer, 125% for the Chief Financial Officer.

2 The VCP is a one-off award with a four year period. The maximum value represents 100% of the average annual IFRS 2 value of the award, which is intended to give an estimate of the value of the award on grant.

In accordance with the regulations share price growth has not been included. For the purposes of this disclosure, dividend equivalents have not been added to deferred bonus and LTIP share awards.



1 The VCP is a one-off award with a four year period. The maximum value represents 100% of the average annual IFRS2 cost of the award.

Consideration of shareholder views

The Committee takes the views of the shareholders seriously and these views are taken into account in shaping remuneration policy and practice. The Committee consulted with its principal shareholders on the VCP and the proposed changes to the Directors' Remuneration Policy prior to finalising the new proposals.

The following table sets out the recent shareholder votes on remuneration:

	Date	For[1]		Against		Withheld
Annual report on remuneration for 2015	25 February 2016	356,059,985	97.38%	9,588,263	2.62%	4,664,319
Remuneration Policy	1 October 2015	324,285,344	84.27%	60,532,694	15.73%	1,116,923
VCP	1 October 2015	324,482,509	84.08%	61,452,168	15.92%	284

1 Votes "For" included those votes giving the Chairman discretion. Votes were received in respect of 92.04% of the Company's issued share capital for the Remuneration Policy, 92.30% for the VCP and 87.49% for the Annual report on remuneration for 2015.

The Annual report on remuneration will be subject to an advisory vote at the AGM on 2 February 2017.

Short-form report continued

How we have performed and what level of bonus has been achieved

The table below outlines the key metrics for the Group and our performance this year. Revenue, Adjusted EBITDA and personal objectives are all performance criteria in assessing achievement under the Annual Bonus Plan. See page 65 for details.

Group KPI	2016	% of maximum bonus potential achieved
Revenue (£ million)	197.7	100%
Adjusted EBITDA (£ million)	77.1	100%
Adjusted EPS (pence per share)	12.7	
Group visits (million)	606	
Profit for the year (£ million)	36.7	
FTEs	735	
Personal objectives	—	90% CEO and 90% for both CFOs

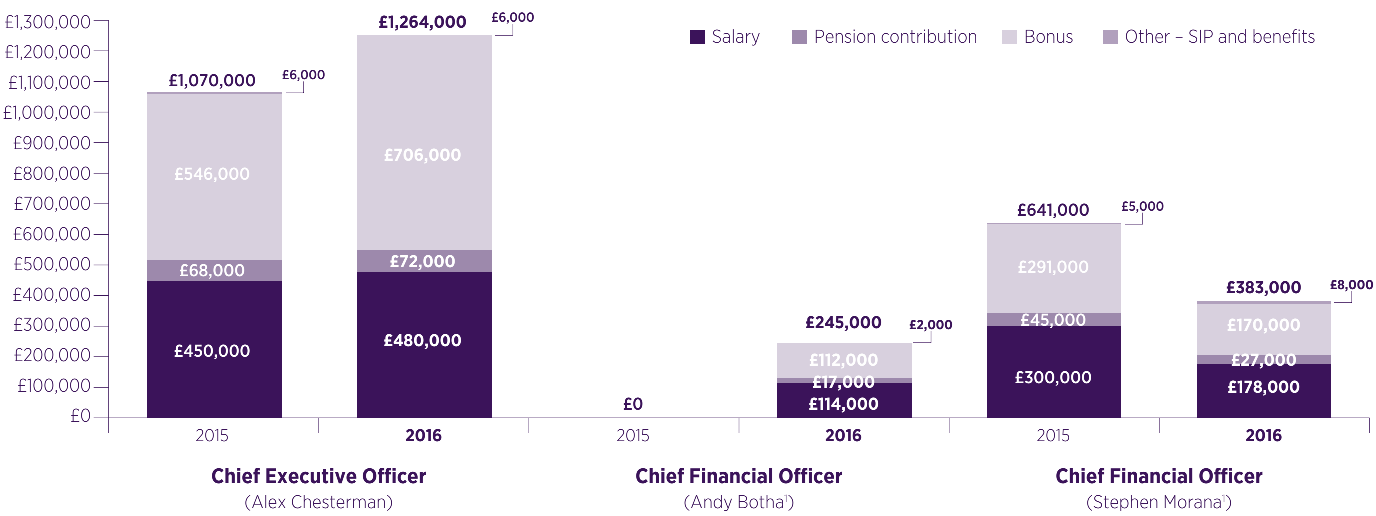
KPI definitions can be found on pages 21 to 23.

Full details of the Annual Bonus Plan targets and their level of satisfaction can be found on page 65.

No LTIP award was eligible to vest in this financial year as the first grants were made in August 2014.

Single total figure of remuneration for Executive Directors for the 2016 financial year

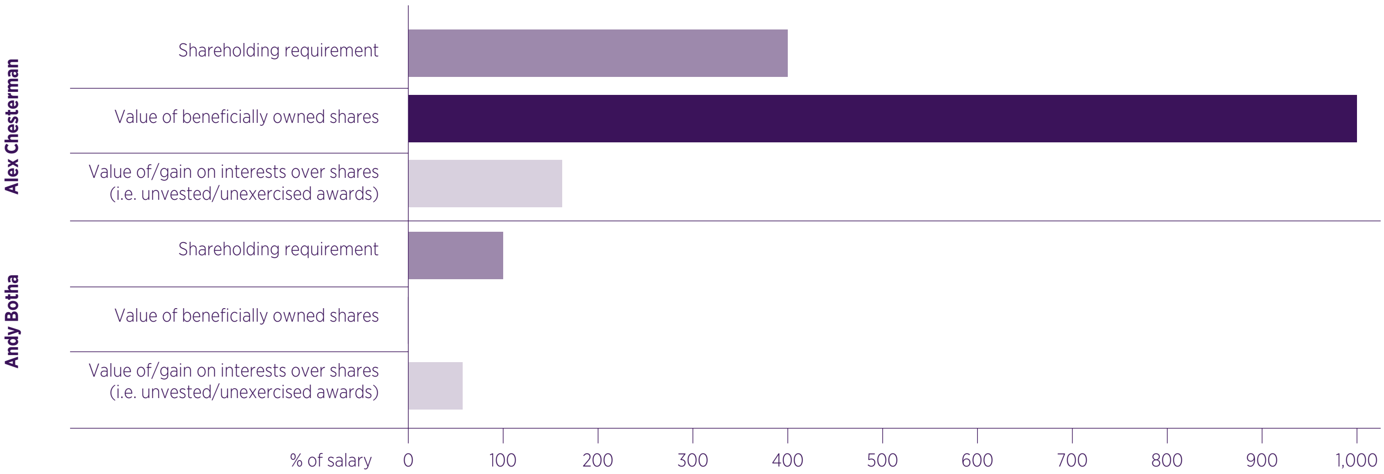
The following chart shows the single figure for the 2016 financial year compared to 2015. Full details of the single figure can be found on page 64.



1 Stephen Morana resigned as a Director of ZPG on 15 April 2016 and was replaced by Andy Botha as CFO on 18 April 2016.

Statement of Directors' shareholdings as at 30 September 2016

The following chart summarises the current shareholding position of the Executive Directors. Full details can be found on page 69.



Implementation of the Policy in the 2017 financial year

ELEMENT	OPERATION OF ELEMENT IN 2017
Salary **Benefits** **Pension**	The salary for the CEO has increased from £480,000 by 6.25% to £510,000 and the salary for the CFO has increased from £250,000 by 10% to £275,000. The increase for the CEO was made as part of the annual review in line with the budgeted average increase for employees of 5% and an increase to reflect the enlarged scope and complexity of the business following the Property Software Group acquisition. The increase for the CFO reflects an adjustment as part of the annual review in line with employees and an increase in line with our Policy for new recruits, which is to bring the salary level in line with target policy as they become established in the role. The increase for the CFO is measured from the annualised salary of £250,000 effective at the date of appointment on 18 April 2016. The new salaries remain below the median levels for the roles in the FTSE 250. There are no proposed changes to benefits and pensions from the financial year ending 30 September 2016. Fees for the Non-Executive Directors have also been reviewed resulting in an increase in the Board fee from £47,500 to £50,000 per annum. The fee for the Chairman was also reviewed resulting in an increase of 5% from £175,000 to £183,750 per annum. Both increased broadly in line with the level of increase for our employees and in line with the Remuneration Policy.

Short-form report continued

Implementation of the Policy in the 2017 financial year continued

ELEMENT	OPERATION OF ELEMENT IN 2017
Annual Bonus Plan	The maximum opportunity for the CEO is unchanged at 150% of salary. The bonus which can be earned for "target" performance is 60% of the maximum bonus for the CEO. The maximum bonus opportunity for the CFO has been increased from 100% to 125% of salary (as part of the structure implemented for the new CFO, details and rationale outlined on page 57) with the "target" performance reducing from 75% to 60% to align with the CEO bonus programme. Operation of the plan: • 50% of any bonus earned will be paid in cash; and • 50% of any bonus earned will be paid in shares which vest after a further three years subject to the Executive Director's continued employment. Performance conditions for the 2017 financial year and their weighting are as follows: • EBITDA (50%); • revenue (30%); and • personal strategic objectives (20%). The details of the targets applicable to the bonus for the coming year are considered by the Committee to be commercially sensitive as they are the key metrics that are critical to the operation of the Company, so they have not been disclosed as the Committee feels it would be detrimental to the interests of the Company to do so. The Committee will provide full retrospective disclosure of the performance targets for the financial measures to allow shareholders to judge the bonus earned in the context of the performance delivered. The Committee believes that some of the personal objectives may continue to remain commercially sensitive. The outcomes of the 2016 bonus are provided on page 65.
Long Term Incentive Plan (LTIP)	The CEO is not granted awards under the LTIP, since the introduction of the VCP (below) on 1 October 2015. The maximum opportunity for the CFO has increased to 150% from 125% of salary (as part of the structure implemented for the new CFO, details and rationale outlined on page 58) which he will be granted in respect of this award cycle. The Remuneration Committee has reviewed the EPS target range for LTIP awards to be granted in 2017. It is the Committee's view that the threshold level of EPS growth at 10% compound average growth rate remains appropriate. However, it is expected that the EPS growth rate will naturally slow as a result of the increased scale of the business following the recent acquisitions (and the different earnings models within these businesses). In order to ensure alignment with the Company's business plan the Committee feels that the stretch EPS range should be reduced from 25% to 18% compound average growth rate. This level remains materially in excess of analysts' expectations over the period and is consistent with our performance focused remuneration policy. The vesting earned at threshold performance has been maintained at 25%. There are no changes to the TSR performance targets.
Value Creation Plan (VCP)	The VCP for the current CEO will enter its second year since approval by shareholders on 1 October 2015. An update on the performance of the VCP is provided on page 68.
Share Incentive Plan (SIP)	Matching Shares will continue to be granted on a monthly basis for each Partnership Share purchased by an eligible employee.

Non-Executive fees

The proposed annual fees for Non-Executive Directors for 2017 are set out below:

	Annual fees 2017
Chairman	183,750
Board fee	50,000
Chairman of Remuneration Committee	10,000
Chairman of Audit Committee	10,000
Senior Independent Director	5,000

The proposed Chairman's and Non-Executive Directors' fees for 2017 are therefore:

Name	Fees 2017
Mike Evans (Chairman, Chairman of the Nomination Committee)	183,750
David Dutton[1]	–
Duncan Tatton-Brown (Chairman of Audit Committee, Senior Independent Director)	65,000
Grenville Turner	50,000
Kevin Beatty[1]	–
Robin Klein	50,000
Sherry Coutu (Chairman of Remuneration Committee)	60,000
Stephen Daintith	–
Vin Murria	50,000

1 David Dutton resigned from the Board on 30 June 2016 and was replaced by Kevin Beatty effective from 1 July 2016.

Annual report on remuneration

Introduction

The following report outlines how the Policy was implemented in 2016.

Information included in the Annual report on remuneration is audited only where indicated.

Single total figure of remuneration (audited)

Executive Directors (audited)

The table below sets out the single total figure of remuneration and breakdown for each Executive Director in respect of the 2016 financial year. Comparative figures for the 2015 financial year have also been provided. Figures provided have been calculated in accordance with the Large and Medium-sized Companies and Groups (Accounts and reports) (Amendment) Regulations 2013 (Schedule 8 to the Regulations).

Single total figure of remuneration for Executive Directors for the 2016 financial year (audited)

Name	Period	Salary £000	Benefits[1] £000	Annual bonus[2] Cash £000	Annual bonus[2] Deferred £000	LTIP £000	Pension[3] £000	SIP £000	Total £000
Alex Chesterman (Founder & CEO)	**2016**	**480**	**4**	**353**	**353**	**—**	**72**	**2**	**1,264**
	2015	450	4	273	273	—	68	2	1,070
Andy Botha[4] (Group CFO)	**2016**	**114**	**2**	**56**	**56**	**—**	**17**	**—**	**245**
	2015	—	—	—	—	—	—	—	—
Stephen Morana[5,6] (Former Group CFO)	**2016**	**178**	**3**	**170**	**—**	**—**	**27**	**5**	**383**
	2015	300	3	146	145	—	45	2	641

1 The types of benefits provided are set out in our Remuneration Policy found at www.zpg.co.uk/investors/general-meetings.

2 50% of the annual bonus amount is deferred into nil-cost options, which vest three years from the date of grant. These options are expected to be granted in December 2016. The options are not subject to further performance criteria.

3 Pension contributions represent 15% of the respective salaries. The normal retirement age for each Executive Director is 67.

4 Andy Botha joined the Group on 18 April 2016. His salary, benefits and other awards have been made pro-rata for the financial year.

5 Stephen Morana left the Group on 15 April 2016. His salary, benefits and other awards have been made pro-rata for the financial year.

6 Stephen Morana was a Non-Executive Director of boohoo.com plc throughout the period. Stephen receives and retains fees of £40,000 and share awards of £10,000 per annum in respect of this role. This amount has not been included in the single remuneration figure presented in the table.

Non-Executive Directors (audited)

The table below sets out the single total figure of remuneration and breakdown for each Non-Executive Director for the year from the date of their appointment.

	2016			2015			
	Fees £000	**Taxable benefits £000**	**Total £000**	Fees £000	Taxable benefits £000	Total £000	Roles
Mike Evans (Chairman)	**175.0**	**—**	**175.0**	150	—	150	Chairman, Chairman of Nomination Committee
David Dutton[1]	**—**	**—**	**—**	—	—	—	Non-Executive Director
Duncan Tatton-Brown	**62.5**	**—**	**62.5**	50	—	50	Senior Independent Director, Chairman of Audit Committee
Grenville Turner	**47.5**	**—**	**47.5**	40	—	40	Non-Executive Director
Kevin Beatty[1]	**—**	**—**	**—**	—	—	—	Non-Executive Director
Robin Klein	**47.5**	**—**	**47.5**	40	—	40	Non-Executive Director
Sherry Coutu	**57.5**	**—**	**57.5**	50	—	50	Chairman of Remuneration Committee
Stephen Daintith	**—**	**—**	**—**	—	—	—	Non-Executive Director
Vin Murria	**47.5**	**—**	**47.5**	10	—	10	Non-Executive Director

1 David Dutton resigned from the Board on 30 June 2016 and was replaced by Kevin Beatty effective from 1 July 2016.

Annual fees

	2016 annual fee £000	2015 annual fee £000
Chairman	**175.0**	150.0
Board fee	**47.5**	40.0
Chairman of Remuneration Committee	**10.0**	10.0
Chairman of Audit Committee	**10.0**	10.0
Senior Independent Director	**5.0**	—

Additional information regarding single figure table (audited)

The Committee considers that performance conditions for all incentives are suitably demanding, having regard to the business strategy, shareholder expectations, cyclicality of the markets in which the Group operates and external advice. To the extent that any performance condition is not met, the relevant part of the award will lapse. There is no retesting of performance.

Annual Bonus Plan (audited)

The bonus is assessed over a performance period aligned with the financial year using the criteria outlined in the Policy summarised on page 56. 50% of the bonus achieved will be paid in cash. The remaining 50% will be deferred in nil-cost options over a minimal deferral period of three years.

Name	Performance criteria	Weighting	Actual performance against target	Annual bonus value achieved (% salary)	Annual bonus value achieved £000
Alex Chesterman	Revenue	30%	100%		
	Adjusted EBITDA	50%	100%	147%	705.6
	Personal objectives	20%	90%		
Andy Botha[1]	Revenue	30%	100%		
	Adjusted EBITDA	50%	100%	98%	112.3
	Personal objectives	20%	90%		
Stephen Morana[1]	Revenue	30%	100%		
	Adjusted EBITDA	50%	100%	98%	169.9
	Personal objectives	20%	90%		

1 Stephen Morana resigned as a Director of ZPG on 15 April 2016 and was replaced by Andy Botha as CFO on 18 April 2016. Both bonuses have been awarded on a prorata basis to/from the date of termination/appointment.

The Committee has not exercised any discretion in relation to the bonus outcomes. The acquisition of Property Software Group has not impacted the outcome of the bonus. The targets were set prior to the acquisition of Property Software Group and therefore the Committee considered performance against the bonus targets excluding the results of Property Software Group. Excluding those results the Group's performance exceeded the maximum bonus thresholds.

Group performance against the performance conditions is set out below:

Performance criteria	Weighting as a % of maximum bonus opportunity	Threshold £000	Target £000	Maximum £000	Actual £000	Resulting bonus achieved as a % of maximum bonus opportunity
Revenue	30	162.5	171.0	179.6	197.7	100
Adjusted EBITDA	50	59.0	65.6	68.9	77.1	100
Personal objectives	20		See below			90
Total	**100**					**98**

Annual report on remuneration continued

Annual bonus outcome: personal objectives

Personal objectives for the CEO and the CFO were as follows:

Alex Chesterman

OBJECTIVE AREA	OBJECTIVES AND PERFORMANCE	OUTCOME
Business and vision (40% weighting)	• A strategic vision for the Group was outlined during the year, incorporating the new products and service offerings brought about by uSwitch and the Property Software Group acquisitions. • Strategic plans were developed during the year for respective business areas to continue their growth and development. Growth in the Group's KPIs (revenue, inventory and traffic numbers) was seen during the financial year (with increases from 2015, outlined on page 21).	• The Committee believes ZPG's strategic vision and plans will position the Group strongly as a champion in the home related digital platform space. The Committee viewed performance against this objective as strong scoring 8.5 out of 10.
Organisation and culture (20% weighting)	• A significant amount of work took place to successfully integrate uSwitch across various work streams covering strategy, operations and culture, including a successful office move in September 2016.	• The Committee views the integration of uSwitch a success and was achieved with minimal disruption to business activities. The Committee viewed that this objective was fully met.
People and talent (40% weighting)	• Continued investment, development and operation of an effective strategy around the Group's talent was achieved during the year. • Effectively leading, working and collaborating across key internal stakeholders (senior leadership team and the Board) to successfully deliver the FY16 budget.	• The Committee views the work of the CEO in successfully integrating the acquired companies and the future talent plans developed and put in place across the Group as central to the continued development of ZPG. The Committee viewed performance against this objective as strong scoring 9 out of 10.
The Remuneration Committee determined that overall performance against these objectives equated to 90% of the bonus for this element being achieved.		

Andy Botha

OBJECTIVE AREA	OBJECTIVES AND PERFORMANCE	OUTCOME
Business and vision (40% weighting)	• Development of financial operating plans which successfully helped to deliver the 2016 budget. • Continued development of investor relations, with the CFO taking an active role with the investor community since his appointment.	• The Committee views the successful development of the financial operating plans as a key element which supported the Company's achievement of the 2016 budget. Continued development of investor relations was achieved during the year with the CFO establishing himself with the wider finance community and key shareholders. The Committee viewed performance against this objective as strong scoring 9.5 out of 10.
Organisation and culture (20% weighting)	• A significant amount of work has taken place to successfully integrate the uSwitch finance function during the year, including implementation of an internal financial control process across the Group.	• The Committee views the work of the CFO in successfully integrating the finance functions of the acquired companies and the future talent plans developed and put in place as central to the continued development of ZPG. The Committee viewed that this objective was fully met.
People and talent (40% weighting)	• Continued investment, development and operation of an effective strategy around the Group's talent in the finance function was achieved during the year. • Effectively leading, working and collaborating across key internal stakeholders (senior leadership team and the Board) to successfully deliver the 2016 budget.	• The Committee views the integration of uSwitch a success and was achieved with minimal disruption to business activities. The Committee viewed performance against this objective as strong scoring 8 out of 10.
The Remuneration Committee determined that overall performance against these objectives equated to 90% of the bonus for this element being achieved.		

Stephen Morana		
OBJECTIVE AREA	OBJECTIVES AND PERFORMANCE	OUTCOME
Business and vision (40% weighting)	• Development of financial operating plans which successfully helped to deliver the 2016 budget. • Deliver external reporting requirements and continue the effective management of investor relations.	• The Committee views the successful development of the financial operating plans as a key element which supported the Company's achievement of the 2016 budget. The CFO continued to build on investor relations developed in prior years. The Committee viewed performance against this objective as strong scoring 9 out of 10.
Organisation and culture (20% weighting)	• A significant amount of work has taken place to successfully integrate the uSwitch finance function during the year, including implementation of an internal financial control process put in across the Group	• The Committee views the integration of uSwitch a success and was achieved with minimal disruption to business activities. The Committee viewed that this objective was fully met.
People and talent (40% weighting)	• Continued investment, development and operation of an effective strategy around the Group's talent in the finance function was achieved during the year. • Effectively leading, working and collaborating across key internal stakeholders (Executive Management Team and the Board) to successfully deliver the 2016 budget.	• The Committee views the work of the CFO in successfully integrating the finance functions of the acquired companies and the future talent plans developed and put in place as central to the continued development of ZPG. The Committee viewed performance against this objective as strong scoring 8.5 out of 10.
The Remuneration Committee determined that overall performance against these objectives equated to 90% of the bonus for this element being achieved.		

Long-term incentives awarded in 2016 (audited)

The table below sets out the details of the long-term incentive awards granted in the 2016 financial year where vesting will be determined according to the achievement of performance conditions that will be tested in future reporting periods.

Name	Award Type	Date of grant	Shares awarded	Face value of award	Percentage of award vesting at threshold performance (%)	Maximum percentage of face value that could vest (%)	Performance conditions
Andy Botha[1] (CFO)	LTIP	1 June 2016	44,070	£143,228	25	100	Relative TSR and EPS equally weighted
Stephen Morana[2] (former CFO)	LTIP	9 December 2015	171,306	£400,000	25	100	Relative TSR and EPS equally weighted

1 44,070 nil-cost options awarded on 1 June 2016, which represented 125% of salary adjusted prorata based on the date of appointment (18 April 2016) at a share price of £3.25 as at close on 31 May 2016. The award will vest in 2019 but will be subject to the same performance tests as the awards to other individuals made in December 2015.

2 171,306 nil-cost options awarded on 9 December 2015, which represented 125% of salary using the share price at close of £2.335 on 8 December 2015. On cessation of employment, the LTIP was adjusted prorata basis for time served – see page 68 for further details.

The performance conditions are set out on page 53 of the Group's Annual Report 2015. The awards will vest subject to the Group's adjusted basic earnings per share and relative TSR performance measured over the three year performance period ending in 2018.

The next grant under the Group's LTIP will be made in December 2016 in respect of the 2017 financial year. In accordance with the implementation of the Policy for 2017, the CFO will be awarded a number of nil-cost options equal to 150% of salary measured using the closing share price on the working day prior to grant. Details of the share awards held by the Executive Directors are included on page 69.

Annual report on remuneration continued

Value Creation Plan (audited)

The VCP was approved by shareholders on 1 October 2015. The scheme aligns the remuneration of the Group's CEO with value generated for shareholders. Since the launch of the scheme to 30 September 2016 the Group has seen Total Shareholder Return (TSR) growth of 50% representing over £460 million of value generated for shareholders.

As at 30 September 2016, the growth of TSR equates to 3.6 million nil-cost options for Alex, with an indicative total value of £11.6 million. The indicative value represents 3% of the total value created for shareholders above a minimum return of 8% in line with the scheme rules. This value is a performance update as at the year end using a share price at 30 September 2016 of £3.25. The first measurement date where nil-cost options will formally accrue will be 30 days post the announcement of our 2016 results on the average closing share price for that 30 day period.

The final amount of the nil-cost options that accrue at the first measurement date will be fully disclosed in our Annual Report 2017. The accrued nil-cost options do not become exercisable until December 2018 at the earliest and are subject to lapse if a minimum return of 8% is not maintained over the VCP period.

HMRC Share Incentive Plan (audited)

The Share Incentive Plan (SIP) is available to all employees, including the Executive Directors. There are no performance conditions attached to the grants. The award of Free Shares made at IPO is subject to the Director's continued employment for a period of three years from the grant date. Both Alex Chesterman and Stephen Morana received 1,137 Free Shares on 23 June 2014 with a face value of £2,500. The face value of the Free Shares was calculated using the IPO price of 220 pence.

Throughout 2016 Alex Chesterman and Stephen Morana purchased Partnership Shares on a monthly basis. The Group continues to match Partnership Shares purchased on a one-to-one ratio. Shares granted each month are subject to the Director's continued employment for a period of one year from the grant date. Alex Chesterman and Stephen Morana purchased 709 and 458 Partnership Shares respectively during the period. The Group has issued an equal number of Matching Shares to each Executive Director. Andy Botha was not part of the scheme during 2016.

Payments to past Directors/payments for loss of office (audited)

On 15 April 2016 Stephen Morana ceased to be a Director of ZPG. Details of Stephen Morana's remuneration for the period are included in the single figure of remuneration table on page 64. No payments were made in respect of his resignation.

Stephen was considered a good leaver for the purposes of the Group's LTIP and Annual Bonus Plan. Stephen helped to conclude the Property Software Group acquisition, hire his replacement and meet the needs of the Group prior to his departure and the Committee therefore considered him to be a good leaver. The 2015 and 2016 LTIP awards were subject to forfeiture on a prorata basis for time served. The unforfeited shares will continue to vest in line with their original vesting schedule. Deferred options granted as part of the 2015 Annual Bonus Plan will also continue to vest in line with the original vesting schedule. The bonus for 2016 will be paid prorata and settled in cash. The table below provides details of outstanding share options:

	Options granted	Prorata for time served	Options outstanding	Comments
Annual Bonus Plan				
9 December 2015	62,312	–	62,312	As a good leaver Stephen retains all of the deferred shares which will vest in accordance with their original vesting date in December 2018.
	62,312	–	62,312	
LTIP				
1 August 2014	170,454	(78,499)	91,955	The proportion of shares which will vest remains dependent on the Group's achievement of the performance conditions set out at grant and the options will vest over the performance periods ending on 30 September 2017 and 30 September 2018 respectively subject to meeting the performance criteria.
9 December 2015	171,306	(152,272)	19,034	
	341,760	(230,771)	110,989	

Stephen Morana retained the value of his shares purchased and awarded under the SIP.

Statement of Directors' shareholdings (audited)

Shareholding requirements in operation at the Company are currently 400% of base salary for the CEO and 100% of base salary for the CFO. Executive Directors are required to build up their shareholdings over a reasonable amount of time, which would normally be five years. Andy Botha joined the Group on 18 April 2016 and is expected to build up the required shareholding over a reasonable period. The number of shares of the Company in which current Directors had a beneficial interest and details of long-term incentive interests as at 30 September 2016 are set out in the table below.

		Shares held directly			Other shares held	Options		
Director	Current shareholding (% salary)[3]	Beneficially owned[1]	Shares not subject to performance conditions[2,4]	Total number of Ordinary and Deferred Shares	LTIP interests subject to performance conditions[4]	Vested	Unvested	Shareholding requirement met
Alex Chesterman	5,773	8,517,786	118,682	8,636,468	119,318	—	—	Yes
Andy Botha	—	—	—	—	44,070	—	—	No
Stephen Morana[5]	n/a	1,008,082	63,907	1,071,989	341,760	—	—	n/a

1 No shares were held by any connected parties. Since 30 September 2016 Alex Chesterman has purchased 96 Partnership Shares through the Group's SIP. These shares have been matched on a one-to-one ratio by the Group. There have been no other movements since 30 September 2016 to 29 November for Alex Chesterman or Andy Botha.

2 Includes Free Shares and Matching Shares still subject to forfeiture awarded under the Group's SIP and nil-cost options granted under the Annual Bonus Plan.

3 The closing share price of 325.30 pence as at 30 September 2016 has been taken for the purpose of calculating the current shareholding as a percentage of salary. Unvested LTIP and Annual Bonus Plan shares and options do not count towards satisfaction of the shareholding guidelines. Matching Shares under the Share Incentive Plan which are still subject to forfeiture or lapse do not count towards the shareholding requirement.

4 Nil-cost options granted under the Group's LTIP and Annual Bonus Plans exclude any dividend equivalents that may have accrued.

5 Stephen Morana left the business on 15 April 2016 and therefore shareholding as a percentage of salary has not been calculated and he is no longer subject to a shareholding requirement. Shares disclosed are as at 15 April 2016 immediately prior to his departure.

The Chairman and the Non-Executive Directors are not subject to a shareholding requirement. Details of their interests in shares are set out below:

Director	Shares held at 30 September 2016[1]
Mike Evans (Chairman)	**34,494**
David Dutton	**—**
Duncan Tatton-Brown	**22,727**
Grenville Turner	**—**
Kevin Beatty	**—**
Robin Klein	**683,996**
Sherry Coutu	**588,790**
Stephen Daintith	**—**
Vin Murria	**—**

1 Shares held include any shares held by connected parties. There has been no movement in the number of shares held between 30 September 2016 and 29 November 2016.

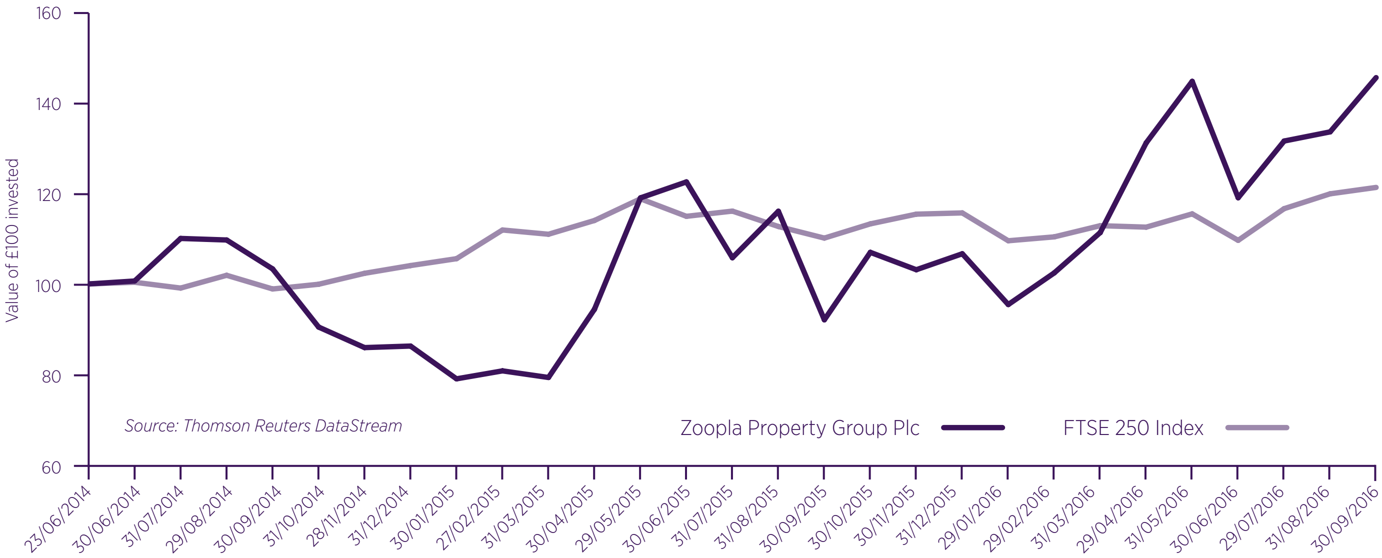
External Non-Executive Directorships

Executive Directors may hold positions in other companies as Non-Executive Directors and retain fees. Stephen Morana was a Non-Executive Director of boohoo.com plc throughout the period. Stephen receives and retains fees of £40,000 and share awards of £10,000 per annum in respect of this role.

Annual report on remuneration continued

Comparison of overall performance and pay (TSR graph)

The graph below shows the value of £100 invested in the Company's shares since listing compared to the FTSE 250 Index. The graph shows the total shareholder return generated by both the movement in share value and the reinvestment over the same period of dividend income. The Committee considers that the FTSE 250 is the appropriate index because the Company has been a member of this since listing. This graph has been calculated in accordance with regulations. It should be noted that the Company listed on 23 June 2014.



Chief Executive Officer historical remuneration

The table below sets out the total remuneration delivered to the Chief Executive Officer over the last three years valued using the methodology applied to the single total figure of remuneration. The Group has expanded quickly from a start-up company and the Committee does not believe that the remuneration payable in its earlier years bears any comparative value to that paid in its later years and therefore the Committee has chosen to disclose remuneration only for the three most recent financial years:

Chief Executive Officer	**2016**	2015	2014
Total single figure (£000)	**1,264**	1,070	499
Annual bonus payment level achieved (% of maximum opportunity)	**98**	97	100

It should be noted that the Company did not introduce an LTIP until it listed. Therefore, there were no awards capable of vesting in any of the periods presented. The first vesting date will be 1 October 2017.

Relative importance of the spend on pay

The table below sets out the relative importance of spend on pay in the 2016 financial year and the 2015 financial year compared with other disbursements. All figures provided are taken from the relevant Company accounts.

	Disbursements from profit in 2016 financial year £ million	Disbursements from profit in 2015 financial year £ million	% change
Profit distributed by way of dividend[1]	**21.5**	14.5	48
Overall spend on pay including Executive Directors	**39.6**	21.2	87
Total tax contributions[2]	**53.2**	29.5	80

1 Includes dividends paid and proposed in respect of the financial year.

2 Total tax contributions include tax for the period in respect of corporation tax, PAYE, National Insurance contributions and VAT.

The increase in overall spend on pay including Executive Directors reflects the increase in our employee numbers as a result of acquisitions across both financial years.

Change in Chief Executive Officer's remuneration compared with employees

The following table sets out the change in the remuneration paid to the Chief Executive Officer from 2015 to 2016 compared with the average percentage change for employees.

	% increase in remuneration in 2016 compared with remuneration in 2015	
	CEO	**Employees**
Salary	**7**	**6**
Annual bonus	**18**	**33**
Taxable benefits	**–**	**–**

Service agreements and letters of appointment

Name	Date of service contract/letter of appointment	Nature of contract	Notice period from Company	Notice period from Director	Compensation provisions for early termination
Executive Directors					
Alex Chesterman	22 April 2014	Rolling	12 months	12 months	None
Andy Botha	18 April 2016	Rolling	12 months	12 months	None
Non-Executive Directors					
Mike Evans	1 May 2014	3 year contract	3 months	3 months	None
Duncan Tatton-Brown	1 May 2014	3 year contract	1 month	1 month	None
Grenville Turner	21 May 2014	3 year contract	1 month	1 month	None
Kevin Beatty	1 July 2016	3 year contract	None	None	None
Robin Klein	1 May 2014	3 year contract	1 month	1 month	None
Sherry Coutu	1 May 2014	3 year contract	1 month	1 month	None
Stephen Daintith	4 June 2014	3 year contract	None	None	None
Vin Murria	1 July 2015	3 year contract	1 month	1 month	None

The Committee's policy for setting notice periods is that a 12 month period will apply for Executive Directors. The Committee may, in exceptional circumstances arising on recruitment, allow a longer period which would, in any event, reduce to 12 months following the first year of employment.

The Non-Executive Directors of the Company (including the Chairman) do not have service contracts and are appointed by letters of appointment. Each Independent Non-Executive Director's term of office runs for a three year period.

The Company follows the UK Corporate Governance Code's recommendation that all Directors be subject to annual re-appointment by shareholders.

Implementation of the Remuneration Policy in the 2017 financial year

See pages 61 to 63 for details.

Advisers to the Remuneration Committee

Following a review of advisers to the Committee, the Committee retained the services of PwC as independent remuneration adviser.

During the financial year, PwC advised the Committee on all aspects of the Remuneration Policy for Executive Directors and members of the Executive Management Team. The Committee is satisfied that advice received from PwC during the year was objective and independent.

PwC is a member of the Remuneration Consultants Group and the voluntary code of conduct of that body is designed to ensure objective and independent advice is given to remuneration committees. Fees of £36,250 (2015: £53,500) were provided to PwC during the year in respect of remuneration advice received. PwC has no other connection with the Group.

Sherry Coutu
Chairman, Remuneration Committee

Introduction

This section of the Annual Report is the Group Directors' report in accordance with section 415 of the Companies Act 2006.

Certain disclosure requirements for inclusion in this report have been incorporated by way of cross reference to the Strategic report and the Directors' remuneration report, and should be read in conjunction with this report. The following also form part of this report:

- environment and greenhouse gas emissions, which can be found on page 39;
- employee disclosures, which can be found on pages 36 to 39 and 73;
- the Corporate governance statement, set out on pages 44 to 47; and
- our strategy and objectives, set out on pages 14 to 15.

Information regarding the Company's charitable donations can be found in the Our people and corporate responsibility report on pages 36 to 39.

No political donations were made in 2016 (2015: £nil).

The Company

Zoopla Property Group Plc ("the Company") is a company incorporated and domiciled in the UK, with registration number 09005884. The Company does not have any branches outside of the UK.

Listing Rule disclosures

For the purposes of LR 9.8.4CR, the information required to be disclosed by LR 9.8.4R can be found in the following locations:

ITEM	LOCATION
Interest capitalised	None
Publication of unaudited financial information	Not applicable
Detail of long-term incentive schemes	Note 24 to the consolidated financial statements, Remuneration report
Waiver of emoluments by a Director	None
Waiver of future emoluments by a Director	None
Non-pre-emptive issues of equity for cash	None
Non-pre-emptive issues of equity for cash in relation to major subsidiary undertakings	None
Parent participation in a placing by a listed subsidiary	None
Contracts of significance in which a Director is interested	None
Contracts of significance with a controlling shareholder	None
Provision of services by a controlling shareholder	None
Shareholder waiver of dividends	None
Shareholder waiver of future dividends	None
Agreements with controlling shareholder	See page 46

Results and dividends

The Group's results for the year are set out in the consolidated financial statements on pages 81 to 109.

The results of the Company are set out on pages 110 to 116.

The Directors have proposed a final dividend of 3.8 pence per share to be paid in respect of the year ended 30 September 2016. This will be paid on 9 February 2017 to all shareholders on the register on 16 December 2016.

Directors

The Directors of the Company who held office up to the date of signing the financial statements can be found on page 71.

The Directors' biographical details setting out their key strengths and experiences are laid out on pages 42 to 43. Following recommendations from the Nomination Committee, the Board considers that all Directors continue to be effective, committed to their roles and able to devote sufficient time to discharge their responsibilities.

All of the Directors will seek re-election, and Andy Botha and Kevin Beatty will seek election, at the Company's AGM on 2 February 2017 in accordance with the Company's Articles of Association, which require a newly appointed Director to stand for election at the next AGM.

Directors' interests

Information about the Directors' interests in the Ordinary Shares of the Company at 30 September 2016, or date of appointment if later, is set out in the Directors' remuneration report on page 69.

Directors' indemnities and insurance

In accordance with the Companies Act 2006 and the Company's Articles, the Company has purchased and maintains Directors' and officers' liability insurance cover which remains in place as at the date of this report. A review will be carried out on an annual basis to ensure that the Board remains satisfied that an appropriate level of cover is in place. There are no indemnity provisions in force for the benefit of the Directors.

Employees

As at 30 September 2016 the Company employed 735 (2015: 438) employees. The gender diversity table is set out on page 38.

Articles of Association

The Articles of Association of the Company can only be amended by special resolution at a general meeting of the shareholders. No amendments are proposed at the 2017 AGM.

Annual General Meeting (AGM)

The Company's next AGM will take place on 2 February 2017 at the Company's new head office at The Cooperage, 5 Copper Row, London SE1 2LH at 10.00am, and the Chairmen of each of the Board's Committees will be present to answer questions put to them by shareholders. The Annual Report and Accounts and Notice of the AGM, including the resolutions to be proposed, will be sent to shareholders at least 20 working days prior to the date of the meeting.

To encourage shareholders to participate in the AGM process, the Company proposes to offer electronic proxy voting through the CREST service and all resolutions will be proposed and voted on at the meeting on an individual basis by shareholders or their proxies. Voting results will be announced through the Regulatory News Service and made available on the Company's website.

Share capital

Details of the Company's share capital are set out in Note 23 to the consolidated financial statements. The Company has one class of Ordinary Shares. As at 29 November 2016 the Company had an issued share capital of 418,116,472 Ordinary Shares of £0.001, with 162,789 of those Ordinary Shares held in treasury. The rights and obligations attached to these shares are governed by UK law and the Company's Articles of Association.

Holders of Ordinary Shares of the Company are entitled to receive notice and to attend and speak at general meetings. On a show of hands, every shareholder present in person or by proxy (or duly authorised corporate representatives) shall have one vote and, on a poll, every member who is present in person or by proxy shall have one vote for every share held.

Other than the general provisions of the Articles of Association and prevailing legislation, there are no specific restrictions on the size of a holding or on the transfer of the Ordinary Shares.

The Directors are not aware of any agreements between holders of the Company's shares that may result in the restriction of the transfer of securities or on voting rights except for the lock-up of Alex Chesterman's shares that will be released after the close of trading on the third anniversary of the Company's admission to trading on the London Stock Exchange (23 June 2017). No shareholder holds securities carrying any special rights or control over the Company's share capital. All employees are eligible to participate in the Company's Share Incentive Plan (SIP) and have the right to exercise their rights in relation to any vested shares under the SIP.

Authority to purchase own shares

In February 2016, the Company announced its intention to purchase 188,340 Ordinary Shares in the capital of the Company with a nominal value of £0.001 each to satisfy the exercise of warrants. The purchase of the Ordinary Shares was conducted in accordance with the authorisation granted to the Company by shareholders at the AGM held on 12 February 2015.

The remainder of the Ordinary Shares bought back by the Company are currently held in treasury and they will remain there until they are required to satisfy further warrant exercises. There are currently 162,789 shares held in treasury.

At last year's AGM of the Company on 25 February 2016, the Company did not ask shareholders for authorisation to purchase its own issued share capital.

Authority to allot shares

At last year's AGM, the Company was granted a general authority by its shareholders to allot shares up to an aggregate nominal amount of £139,372.16 and in connection with a rights issue or other pre-emptive offer to allot shares up to an aggregate nominal amount of £278,744.31. As at the date of this Annual Report, no shares have been issued under these authorities. These authorities will expire at the conclusion of the 2017 AGM unless revoked, varied or renewed prior to that meeting. Resolutions will be proposed at the 2017 AGM to renew these authorities.

Major interests in shares

As at 30 September 2016 and 29 November 2016, the Company had been advised of the following notifiable interests in the Company's voting rights:

	Number of voting rights at 30 September 2016	% of voting rights at 30 September 2016
DMGZ Limited	130,953,293	31.33
Caledonia Investments, Australia	38,344,940	9.17
Lansdowne Partners	33,607,480	8.04
Capital Group	30,467,626	7.29
Aviva Investors	20,368,158	4.87
Jupiter Asset Management	16,508,036	3.95
Fidelity Management & Research	15,402,925	3.69

Financial risk management
The Company's objectives and policies on financial risk management, including information on credit, liquidity and market risks, can be found in Note 26 to the financial statements.

Going concern
The financial position of the Group shows a positive net and current asset position and a net debt to EBITDA ratio of 1.9. As a consequence, the Directors believe that the Group is well placed to manage its business and financial risks successfully. Further information on the Directors' assessment can be found in the Company's viability statement on page 29 and on page 85.

The Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the historical financial information.

Auditor and disclosure of information to auditor
Each of the Directors at the date of this report confirms that:

- so far as he or she is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- he/she has taken all the reasonable steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of the information.

The confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Deloitte LLP has expressed its willingness to continue in office as auditor and a resolution to re-appoint it as the Company's auditor will be proposed at the forthcoming AGM.

Subsequent events
On 28 November 2016 the Group entered into an agreement to purchase 100% of the issued share capital of Technicweb Limited for initial consideration of £1.5 million, deferred consideration of £250,000 due 12 months from the date of completion and earn-out consideration based on performance over a 30 month period post completion. The acquisition is expected to complete on 30 November 2016.

There have been no other reportable subsequent events between 30 September 2016 and the date of signing of this report.

This report has been approved by the Board of Directors and has been signed on its behalf by:

Ned Staple

Ned Staple
Company Secretary
29 November 2016

Zoopla Property Group Plc
The Cooperage
5 Copper Row
London
SE1 2LH

Company number: 09005884

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Annual Report and the Group and parent company financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and parent company financial statements for each financial year.

Under that law they are required to prepare the Group financial statements in accordance with IFRSs as adopted by the European Union and applicable law and have elected to prepare the parent company financial statements on the same basis.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and parent company and of their profit or loss for that period.

In preparing each of the Group and parent company financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRSs as adopted by the European Union; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the parent company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic report, Directors' report, Directors' remuneration report and Corporate governance statement that comply with that law and those regulations.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Having taken advice from the Audit Committee, the Directors consider that the Annual Report, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy.

Directors' statement pursuant to the Disclosure and Transparency Rules

Each of the Directors, whose names and functions are listed within the Corporate governance statement, confirm that, to the best of their knowledge:

- the Group financial statements, which have been prepared in accordance with IFRSs as adopted by the EU, give a true and fair view of the assets, liabilities, financial position and profit of the Group; and
- the Strategic report contained in the Annual Report includes a fair review of the development and performance of the business and the position of the Group, together with a description of the principal risks and uncertainties that it faces.