



## The Rank Group Plc - 2014 Annual General Meeting

At The Rank Group Plc annual general meeting held on Thursday, 16 October 2014 a poll was taken on all resolutions put to the meeting. All resolutions were passed by the members entitled to vote.

The results of the poll incorporating proxy votes lodged in advance of the meeting are set out below.

No	Resolution	Type	For		Against		Total Proxy Votes Cast No of votes	% of shares on register: 14 Oct 2014	Withheld  No of votes
			No of votes	%	No of votes	%			
<b>Votes of all shareholders</b>									
1.	Approval of strategic and directors' reports and financial statements	Ordinary	356,088,585	99.97	119,829	0.03	356,208,414	91.18%	7,125
2.	Approval of remuneration policy	Ordinary	321,795,025	92.13	27,505,280	7.87	349,300,305	89.41%	6,915,234
3.	Approval of remuneration report	Ordinary	320,505,611	89.99	35,654,507	10.01	356,160,118	91.16%	55,421
4.	Declare final dividend	Ordinary	356,213,094	100.00	601	0.00	356,213,695	91.18%	1,844
5.	Election of Henry Birch	Ordinary	355,862,149	99.91	322,690	0.09	356,184,839	91.17%	30,700
6.	Re-election of Ian Burke	Ordinary	352,978,970	99.45	1,960,154	0.55	354,939,124	90.85%	1,276,415
7.	Re-election of Clive Jennings	Ordinary	356,113,638	99.98	74,618	0.02	356,188,256	91.17%	27,283
8.	Re-election of Richard Kilmorey	Ordinary	356,102,809	99.98	84,608	0.02	356,187,417	91.17%	28,122
9.	Re-election of Owen O'Donnell	Ordinary	356,094,160	99.97	98,019	0.03	356,192,179	91.17%	23,360
10.	Re-election of Tim Scoble	Ordinary	333,661,523	93.67	22,537,742	6.33	356,199,265	91.17%	16,274
11.	Re-election of Shaa Wasmund	Ordinary	356,101,842	99.97	95,484	0.03	356,197,326	91.17%	18,213
12.	Re-appointment of Ernst & Young LLP as auditors	Ordinary	333,592,886	93.66	22,580,042	6.34	356,172,928	91.17%	42,611
13.	Remuneration of auditors	Ordinary	333,805,270	93.72	22,375,800	6.28	356,181,070	91.17%	34,469
14.	Authority to make political donations	Ordinary	354,903,235	99.64	1,298,170	0.36	356,201,405	91.17%	14,134
15.	Authority to call general meetings on 14 days' notice	Special	354,827,526	99.61	1,381,280	0.39	356,208,806	91.18%	6,733

No	Resolution	Type	For		Against		Total Proxy Votes Cast No of votes (excluding controlling shareholder)	% of shares (excluding controlling shareholder) on register: 14 Oct 2014	Withheld  No of votes
			No of votes	%	No of votes	%			
<b><i>Votes of shareholders excluding controlling shareholder</i></b>									
16.	Re-election of Richard Kilmorey	Ordinary	87,056,811	99.91	81,860	0.09	87,138,671	71.68%	17,692
17.	Re-election of Owen O'Donnell	Ordinary	87,047,436	99.89	95,846	0.11	87,143,282	71.69%	13,081
18.	Re-election of Tim Scoble	Ordinary	64,601,580	74.14	22,537,651	25.86	87,139,231	71.68%	17,132
19.	Re-election of Shaa Wasmund	Ordinary	87,039,041	99.89	99,107	0.11	87,138,148	71.68%	18,215

**Notes:**

1. Total ordinary shares in issue at the date of the meeting were 390,683,521. Total ordinary shares held by shareholders excluding the controlling shareholder at the date of the meeting were 121,563,300.
2. Any proxy appointments giving discretion to "the Chairman of the meeting" have been included in the "For" totals above.
3. "Withheld" is not a vote in law and therefore is excluded from the calculation of the proportion of the votes for or against a resolution.

The full text of the resolutions can be found in the notice of annual general meeting which is available for inspection at the National Storage Mechanism [www.morningstar.co.uk/uk/nsm](http://www.morningstar.co.uk/uk/nsm) and on the Company's website [www.rank.com/agm](http://www.rank.com/agm).