

The Rank Group Plc
Annual General Meeting 2009
Text of Resolutions put to the Meeting

The following is the text of the resolutions put to the annual general meeting of The Rank Group Plc held on Thursday, 23 April 2009:

Report and financial statements

“To receive the report of the directors and the audited financial statements for the year ended 31 December 2008 together with the report of the auditors thereon.”

Approval of remuneration report

“To approve the directors’ remuneration report for the year ended 31 December 2008.”

Re-appointment of Ian Burke

“To re-appoint Ian Burke as a director.”

Re-appointment of Paddy Gallagher

“To re-appoint Paddy Gallagher as a director.”

Re-appointment of Owen O’Donnell

“To re-appoint Owen O’Donnell as a director.”

Re-appointment of Bill Shannon

“To re-appoint Bill Shannon as a director.”

Re-appointment of auditors

“To re-appoint PricewaterhouseCoopers LLP as auditors to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.”

Remuneration of auditors

“To authorise the audit committee of the board to agree the remuneration of the auditors.”

Authority to make political donations

“That the Company, and any company which is or becomes its subsidiary during the period to which this resolution relates, be authorised:

- (a) to make political donations to political parties and/or independent election candidates not exceeding £25,000 in total;
- (b) to make political donations to political organisations other than political parties not exceeding £25,000 in total; and
- (c) to incur political expenditure not exceeding £50,000 in total, during the period beginning with the date of passing this resolution and ending at the end of the annual general meeting of the Company to be held in 2010 or on the date falling 15 months from the date of passing of this resolution, whichever shall be the earlier. In any event, the aggregate amount of donations made and political expenditure incurred by the Company pursuant to this resolution shall not exceed £100,000.

For the purposes of this resolution, the terms ‘political donation’, ‘political parties’, ‘independent election candidates’, ‘political organisation’ and ‘political expenditure’ have the meanings given by sections 363 to 365 of the Companies Act 2006.”