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I/We the above named being (a) holder(s) of Ordinary shares of The Rank Group Plc hereby appoint

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or failing him/her, the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday 27 April 2005 and at any adjournment thereof.

Resolutions	For	Against	Abstain		For	Against	Abstain
1. To receive the report of the Directors and the audited Accounts for the year ended 31 December 2004.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To authorise the Directors to agree the remuneration of the Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report for the year ended 31 December 2004.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To approve the Rank Group 2005 Share Savings Scheme.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend of 9.8p per Ordinary share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To approve the Rank Group 2005 Long Term Incentive Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint Richard Greenhalgh as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To amend the Articles of Association to increase the aggregate fees payable to the Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint Brendan O'Neill as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise the Directors to allot relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-appoint David Boden as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To authorise the Directors to disapply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-appoint Oliver Stocken as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To authorise the Company to make market purchases of its Ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-appoint Mike Smith as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise the Company to offer a scrip dividend alternative.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-appoint the Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Date		Signature	
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- Notes**
- You are entitled to appoint a proxy of your own choice, who need not be a member of the Company, by inserting the name and address of such a proxy in the space provided. Should this space be left blank, the proxy will be exercised by the Chairman of the meeting.
  - Please indicate how you wish your vote to be cast by placing an 'X' in the spaces provided above. The resolutions are as indicated in the notice of meeting sent to shareholders on 29 March 2005. Except as indicated by you, the proxy will exercise his or her discretion both as to voting and whether or not to abstain from voting on all resolutions or any other business at the meeting.
  - In the case of a corporation, the form of proxy must be either under its common seal or under the hand of an officer or agent duly authorised in writing.
  - In the case of joint holders, only one need sign. If the person signing is not the first named holder it will be helpful to give the name of the first named holder.
  - To be valid this form must be completed, signed and deposited, together with any authority under which it is signed or a notarially certified copy of the authority, with the Company's registrars, Lloyds TSB Registrars, The Causeway, Worthing BN99 6ED, not less than 48 hours before the time appointed for holding the meeting.
  - CREST members who wish to appoint a proxy through the CREST electronic proxy appointment services may do so. Full details are contained in the notes to the Notice of Meeting.

The Annual General Meeting will be held at the Plaisterer Hall, No 1 London Wall, London, EC2Y 5JU at 11.30am on Wednesday 27 April 2005 (see map overleaf). If you wish to attend the meeting please bring this card with you and hand it in on arrival. This will facilitate entry to the meeting.

If you are an ordinary shareholder and are unable to attend, you are entitled to appoint a proxy to attend and vote on your behalf. In this case, please detach the form of proxy, complete it as indicated in the notes and return it to the Company's registrars. No postage is required if posted in the United Kingdom.

Lloyds TSB Registrars  
The Causeway  
**WORTHING**  
BN99 6ED



The Plaisterers Hall  
No 1 London Wall  
London, EC2Y 5JU

## Meeting Venue for AGM

