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

[Empty box for appointee name]

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 Extraordinary General Meeting of the Company to be held on Thursday 4 August 2005 and at any adjournment thereof.

Resolutions

For Against Abstain

1. To amend the Articles of Association.

[Three empty boxes for voting: For, Against, Abstain]

Date

[Empty box for date]

Signature

[Empty box for signature]

Notes

- 1. You are entitled to appoint one or more proxies of your own choice...
2. Please indicate how you wish your vote to be cast by placing an 'X' in the spaces provided above...
3. 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.
4. 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.
5. 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 6ZN, not less than 48 hours before the time appointed for holding the meeting.
6. CREST members who wish to appoint a proxy through the CREST electronic proxy appointment services may do so by using the procedures described in the CREST manual.

PLEASE DETACH BEFORE POSTING



Attendance card for EGM

The Extraordinary General Meeting will be held at Broadgate West, 9 Appold Street, London EC2A 2AP at 10.00am on Thursday 4 August 2005. 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 6ZN



Meeting Venue for EGM

Broadgate West
9 Appold Street
London, EC2A 2AP