Form of Proxy for 2011 AGM

I/We, the undersigned, being (a) member(s) of The Rank Group Plc, hereby appoint the chairman of the meeting or Multiple Proxy (X) Shares

as my/our proxy, to attend and vote on my/our behalf at the Annual General Meeting of Rank to be held on Thursday, 14 April 2011 and at any adjournment thereof. The proxy will vote on the resolutions below as I/we have indicated.

Please indicate how you wish your proxy to vote by marking the appropriate boxes in ink like this: 

Resolutions

1. To receive the directors’ report and the audited financial statements for the year ended 31 December 2010.

2. To approve the directors’ remuneration report for the year ended 31 December 2010.

3. To declare a final dividend.

4. To re-appoint Paddy Gallagher as a director.

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

6. To re-appoint John Warren (the chairman of the audit committee) as a director.

Date

Resolutions

7. To re-appoint Richard Greenhalgh (the senior independent director and the chairman of the remuneration committee) as a director.

8. To re-appoint the auditors.

9. To authorise the audit committee to agree the remuneration of the auditors.

10. To authorise political donations and political expenditure.

11. To authorise the calling of general meetings on 14 clear days’ notice.

Date

Signature

Please indicate your vote by marking the appropriate boxes.

For Against Abstain

For Against Abstain

 shareholder reference no.

Notes

1. 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.

2. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the “Shares” box next to the proxy holder’s name the number of shares in relation to which they are authorised to act as your proxy. If the “Shares” box is left blank then your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).

3. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the registrar’s helpline on 0871 384 2098 or you may photocopy this form (calls to this number cost 8p per minute from a BT landline, other providers’ costs may vary). Lines open 8.30am to 5.30pm, Monday to Friday. If you are calling from overseas, the number to call is +44 (0)121 415 7047.

4. Except as indicated by you, the proxy will exercise his or her discretion both as to voting or whether or not to abstain from voting on all resolutions or any other business at the meeting.

5. A corporation’s form of proxy must be executed under its common seal, or under the hand of its officer or attorney, duly authorised in writing.

6. In the case of joint holders any one holder may sign the form.

7. If you wish to submit your proxy appointment electronically, please visit www.sharevote.co.uk, where full instructions on how to do so are given. If you return paper and electronic instructions, those received last by the registrar before the latest time for receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are available to all shareholders and those who use them will not be disadvantaged.

8. CREST members may appoint a proxy or proxies electronically via Equiniti (ID RA19).

To valid, the form of proxy must be received no later than 11am on Tuesday, 12 April 2011. Once completed, please return the form of proxy in the envelope provided.