

The annual general meeting of The Rank Group Plc (the "Company") will be held at Statesman House, Stafferton Way, Maidenhead SL6 1AY at 11am on Friday, 19 October 2012. 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 registrar. No postage is required if posted in the United Kingdom using the envelope provided.

Please see notes overleaf.

Form of Proxy for 2012 AGM

1 2 3 5 – 0 3 4 – S

+ Voting ID

Task ID

Shareholder reference no.

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I/We, the undersigned, being (a) member(s) of The Rank Group Plc ("Rank"), 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 Friday, 19 October 2012 at 11am 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	For	Against	Abstain	Resolutions	For	Against	Abstain
1. To receive the report of the directors and the audited financial statements for the 18-month period ended 30 June 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. To re-elect Owen O'Donnell as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the directors' remuneration report for the 18-month period ended 30 June 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To re-elect Tim Scoble as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To re-elect Bill Shannon as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Colin Child as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To re-elect John Warren as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Clive Jennings as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To re-appoint Ernst & Young LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To elect Sir Richard Needham as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise the audit committee to agree the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Ian Burke as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To authorise political donations and political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Richard Greenhalgh as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To authorise the calling of general meetings on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				17. To approve subsistence of 2010 and 2011 LTIP share awards	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date

Signature

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**PLEASE READ THE NOTES BELOW CAREFULLY BEFORE COMPLETING THE PROXY FORM.
(You can submit your proxy instructions electronically at www.sharevote.co.uk)**

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 +44 121 415 7047. Please indicate 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. Please also indicate, by marking the 'Multiple Proxy' box with an 'X', if the proxy instruction is one of multiple instructions being given. All of the forms must be signed and should be returned together in the same envelope using the envelope provided.
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. An abstention is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution.
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. If you are signing this form on behalf of someone else, the power of attorney (or a notarially certified copy) authorising you to sign must be deposited with this form.
7. In the case of joint holders any one holder may sign the form.
8. 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.
9. CREST members may appoint a proxy or proxies electronically via Equiniti (ID RA19). Messages transmitted through CREST must be lodged no later than 17 October 2012 at 11am.
10. Even if you complete and return a form of proxy, you may still attend in person.

**To be valid, the form of proxy must be signed, dated and received no later than 11am on Wednesday, 17 October 2012.
Once completed please return the form of proxy in the envelope provided.**