

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action that you should take, you are recommended to seek advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your ordinary shares in The Rank Group Plc please send this document and form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



The Rank Group Plc  
Statesman House  
Stafferton Way  
Maidenhead  
SL6 1AY

Tel: 01628 504 000  
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## 19 September 2012

To ordinary shareholders

Dear Shareholder

### 2012 Annual General Meeting

This document contains the notice of the 2012 annual general meeting of the Company, which will be held at Statesman House, Stafferton Way, Maidenhead, SL6 1AY at 11am on Friday, 19 October 2012. A general description of the matters to be considered at this meeting can be found in the explanatory notes on page 3.

You will see that in addition to the ordinary business to be conducted at the meeting there are three items of special business.

The items of special business relate to the Company's authority to make political donations as defined in the Companies Act 2006, to call general meetings (other than annual general meetings) on short notice and to confirm the subsistence of certain long-term incentive plan awards notwithstanding the change of control of Rank that took place in June 2011.

The notes on page 6 more fully explain the background to each of the resolutions to be proposed at the meeting.

### Actions to be taken

A form of proxy for use at the forthcoming annual general meeting is enclosed. Whether or not you intend to be present at the meeting, you are urged to complete and return the form in accordance with the instructions printed on it so that it is received by the Company's registrars not later than 48 hours before the time fixed for the meeting. If you are a CREST member, you can submit your proxy electronically through the CREST system. There is also an electronic proxy appointment facility. Details are set out in the notes to the notice of annual general meeting on page 4. Completion and return of the form will not prevent you from attending and voting at the meeting in person if you wish.

### Recommendation

Your directors consider the passing of all of the resolutions at the annual general meeting, including those to be proposed as special business, to be in the best interests of the Company and the shareholders as a whole and that they will promote the success of the Company for their benefit.

Accordingly your directors unanimously recommend shareholders to vote in favour of all of the resolutions to be proposed at the annual general meeting, as they intend to do in respect of their own beneficial shareholdings.

Yours sincerely

**Ian Burke**  
Chairman and chief executive

The Rank Group Plc  
Registered in England & Wales No. 03140769  
Registered office: Statesman House, Stafferton Way, Maidenhead, SL6 1AY

NOTICE IS HEREBY GIVEN that the sixteenth annual general meeting (the “**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 for the following purposes:

1. To receive the report of the directors and the audited financial statements for the 18-month period ended 30 June 2012 together with the report of the independent auditors thereon.
2. To approve the directors’ remuneration report for the 18-month period ended 30 June 2012.
3. To declare a final dividend of 2.50p per ordinary share.
4. To elect Colin Child as a director, with effect from the end of the Meeting.
5. To elect Clive Jennings as a director, with effect from the end of the Meeting.
6. To elect Sir Richard Needham as a director, with effect from the end of the Meeting.
7. To re-elect Ian Burke as a director, with effect from the end of the Meeting.
8. To re-elect Richard Greenhalgh as a director, with effect from the end of the Meeting.
9. To re-elect Owen O’Donnell as a director, with effect from the end of the Meeting.
10. To re-elect Tim Scoble as a director, with effect from the end of the Meeting.
11. To re-elect Bill Shannon as a director, with effect from the end of the Meeting.
12. To re-elect John Warren as a director, with effect from the end of the Meeting.
13. To re-appoint Ernst & Young LLP as auditors to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
14. To authorise the audit committee of the board of directors to agree the remuneration of the auditors.

As special business to consider and, if thought fit, to pass the following resolutions of which resolutions numbered 15 and 17 will be proposed as ordinary resolutions and resolution numbered 16 will be proposed as a special resolution.

15. 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 organisations 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 next annual general meeting of the Company after the date on which this resolution is passed or on the date falling 15 months from the date of passing of this resolution, whichever is 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 (the “**Act**”).

16. That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days’ notice.
17. That the share awards granted under The Rank Group Plc 2010 Long-Term Incentive Plan (the “**2010 LTIP**”) on 22 April 2010, 10 May 2010, 1 August 2010 and 11 March 2011 and outstanding on 8 June 2011 be and are hereby approved as subsisting awards under the 2010 LTIP which notwithstanding the change of control of the Company announced on 8 June 2011 shall continue to subsist on and subject to the terms of the 2010 LTIP and the applicable performance conditions.

By order of the board



**Frances Bingham**  
Secretary  
19 September 2012

The Rank Group Plc  
Registered in England & Wales No. 03140769  
Registered office Statesman House, Stafferton Way, Maidenhead, SL6 1AY

## Notes

### Entitlement to vote

1. Under the Company's articles of association (the "Articles") the holders of ordinary shares are entitled to attend the Meeting and to speak and vote thereat. Duly appointed proxies are entitled to attend, speak and vote at the Meeting.
2. Pursuant to article 47(B) of the Articles and Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of members of the Company as at 6pm on Wednesday, 17 October 2012 or, in the event that the Meeting is adjourned, in the register of members 48 hours before the time of any adjourned Meeting, shall be entitled to attend or vote at the Meeting in respect of the number of shares registered in their name at the time. Changes to entries on the relevant register of members after 6pm on Wednesday, 17 October 2012 or, in the event that the Meeting is adjourned, in the register of members 48 hours before the time of any adjourned Meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.

### Entitlement to appoint proxies

3. A shareholder entitled to attend, speak and vote at the Meeting is also entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote instead of the shareholder, provided that, if more than one proxy is appointed, each proxy is appointed to exercise rights attaching to different shares held by that shareholder. A proxy need not be a shareholder of the Company. The appointment of a proxy will not preclude a shareholder from attending the Meeting and voting in person. A shareholder may only appoint a proxy or proxies by:
  - (a) completing and returning the form(s) of proxy accompanying this Notice in accordance with the instructions contained therein;
  - (b) going to [www.sharevote.co.uk](http://www.sharevote.co.uk) and following the instructions provided (see Note 10 below); or
  - (c) if you are a user of the CREST system (including CREST personal members), having an appropriate CREST message transmitted (see Note 6 below).
4. To appoint more than one proxy, you may either photocopy the form(s) of proxy accompanying this Notice or contact Equiniti on 0871 384 2098<sup>1</sup> (from the UK) or +44 121 415 7047 (from outside the UK) to request additional personalised form(s) of proxy. If more than one proxy appointment is returned in respect of the same holding of shares, either by paper or electronic communication, that proxy received last by Equiniti before the latest time for the receipt of proxies will take precedence.

### Paper proxy appointment

5. The forms of proxy and the authority (if any) under which they are signed or a certified copy of such authority must be deposited at the offices of the Company's registrars – Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA – by not later than 11am on 17 October 2012, or 48 hours before the time appointed for holding any adjourned Meeting.

### CREST proxy appointment

6. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent (ID RA19) by 11am on Wednesday, 17 October 2012, or not less than 48 hours before the time appointed for holding an adjourned Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. The appropriate CREST message must be properly authenticated in accordance with Euroclear UK & Ireland Limited specifications and must contain the information required for such instructions, as described in the CREST Manual (available at [www.euroclear.com/CREST](http://www.euroclear.com/CREST)).
7. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time.
8. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. CREST personal members or other CREST sponsor or voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual.

<sup>1</sup> Calls to this number cost 8p a minute from a BT landline, other telephone provider costs may vary. Lines are open 08:30 to 17:30, Monday to Friday.

#### Electronic proxy appointment

10. Electronic proxy appointment is available for the Meeting. This facility enables shareholders to lodge their proxy appointment by electronic means on a website provided by Equiniti. Shareholders who have already registered their holding(s) with the Shareview portfolio service will be sent an e-mail with full instructions on the electronic proxy voting procedure. Other shareholders may submit an electronic proxy appointment online, using the reference numbers printed on the form of proxy, at [www.sharevote.co.uk](http://www.sharevote.co.uk) where details of the voting procedure are shown. Electronic proxies will not be valid if received after 11am on Wednesday, 17 October 2012, or not less than 48 hours before the time appointed for holding an adjourned Meeting, and will not be accepted if found to contain a computer virus.

#### Voting by corporate representatives

11. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that if two or more representatives purport to vote in relation to the same shares:
- (i) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and
  - (ii) in other cases the power is treated as not exercised.

#### Nominated persons

12. Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a “Nominated Person”) may, under an agreement between him and the shareholder by whom he was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies at Note 3 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company.

#### Voting rights

13. As at 17 September 2012, being the latest practicable date prior to the publication of this Notice, the issued share capital of the Company was 390,613,426 ordinary shares of 13 <sup>8</sup>/<sub>9</sub> pence each (excluding treasury shares) with each ordinary share carrying one vote. Therefore the total voting rights in the Company as at 17 September 2012 were 390,613,426.

#### Right to ask questions

14. A shareholder attending the Meeting has the right to ask questions relating to the business being dealt with at the Meeting in accordance with section 319A of the Act. In certain circumstances prescribed by section 319A of the Act, the Company need not answer a question.

#### Shareholder requests under section 527 of the Act

15. Under section 527 of the Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company’s accounts (including the auditor’s report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the last annual general meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company’s auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

### Communicating with the Company in relation to the Meeting

16. Except as provided above, shareholders who wish to communicate with the Company in relation to the Meeting should do so using the following means:

- (a) by writing to the Company Secretary at the Company's registered office address at Statesman House, Stafferton Way, Maidenhead, SL6 1AY; or
- (b) by writing to the Registrars, Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA.

No other methods of communication will be accepted. In particular, you may not use any electronic address provided either in this Notice or in any related documents (including, without limitation, the annual report and accounts 2011/12 and the form(s) of proxy) to communicate with the Company for any purpose other than those expressly stated in this Notice or in such other related documents.

### Inspection of documents

17. The directors' service agreements, the terms and conditions of appointment of non-executive directors and a statement of the interest of the directors (and their families) in the shares of the Company are available for inspection at the registered office of the Company during normal business hours. All of these documents will also be available for inspection on the date of the Meeting at the Company's registered office where the Meeting is being held for a period of at least 15 minutes prior to the commencement of the Meeting and until the Meeting closes.

### Voting Results

18. The results of the voting at the Meeting will be announced through a Regulatory Information Service and will appear on our website [www.rank.com](http://www.rank.com).

### Website

19. A copy of this Notice, and other information required by section 311A of the Act, can be found at [www.rank.com](http://www.rank.com).

## Explanatory notes to resolutions

These notes are intended to explain the business to be transacted at the Meeting.

### Resolution 1 – Report and financial statements

The directors of the Company are required to present to shareholders the financial statements, the directors' report and the auditors' report on the financial statements.

### Resolution 2 – Approval of remuneration report

UK listed companies are required to put before shareholders in general meeting a resolution inviting shareholders to approve the directors' remuneration report.

The directors' remuneration report can be found on pages 74 to 85 of the 2011/12 annual report and financial statements. As required by The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, the Company's auditors, Ernst & Young LLP, have audited those parts of the directors' remuneration report capable of being audited and their report can be found on page 86 of the 2011/12 annual report and financial statements.

The shareholders are being asked to vote on the remuneration report in relation to directors. The vote is advisory and the directors' entitlement to remuneration is not conditional upon the resolution being passed.

### Resolution 3 – Dividend

Shareholders are required to approve the amount of the final dividend being recommended by the directors in respect of the financial year ended 30 June 2012.

### Resolutions 4 to 12 – Election and re-election of directors

Clive Jennings, Colin Child (a member of the audit committee), and Sir Richard Needham have all been appointed as directors since the last annual general meeting and are therefore submitting themselves for election. Their effective dates of appointment were, respectively, 27 July 2011, 1 January 2012 and 1 May 2012. Details of their experience and current and former roles can be found on page 56 of the 2011/12 annual report and financial statements.

In accordance with Code provision B.7.1, all other directors of the Company are offering themselves for re-election. Biographical details of all directors seeking re-election can be found on pages 56 and 57 of the 2011/12 annual report and financial statements.

### Resolutions 13 and 14 – Re-appointment and remuneration of auditors

The Company is required to appoint auditors at each general meeting at which accounts are laid, to hold office until the next general meeting. On the recommendation of the audit committee, the board proposes that Ernst & Young LLP be re-appointed as auditors of the Company. Additionally, the board proposes that the audit committee be authorised to agree the auditors' remuneration.

### Resolution 15 – Political donations

The Act requires the Company to seek shareholders' authority for political donations and political expenditure (each as defined in the Act) made by the Company. It has been the Company's long-standing practice not to make political donations or incur political expenditure, within the normal meaning of those terms, and it intends that this will remain the case. However, the Act is very broadly drafted and may catch activities such as funding seminars and other functions to which politicians are invited, supporting certain bodies involved in policy review and law reform and matching employees' donations to certain charities.

Accordingly, the directors have decided to seek shareholders' authority for political donations and political expenditure (each as defined in the Act) in case any of the Company's activities are inadvertently caught by the legislation. The authority sought would be capped at £100,000 for the next year and, although the Act permits shareholders to grant authority for up to four years, the directors will seek to renew this authority at each annual general meeting in accordance with current best practice.

**Resolution 16 – Short notice of general meetings**

Under the Act general meetings (other than annual general meetings) may be called on 14 clear days' notice. However, The Companies (Shareholders' Rights) Regulations 2009 increased the notice period required for general meetings of a company to 21 clear days. Companies do have the ability pursuant to the Act to reduce this notice period to not less than 14 clear days, provided that they offer facilities for shareholders to vote and appoint proxies by electronic means and that, annually, shareholder approval is obtained to reduce the minimum notice period from 21 clear days to 14 clear days. Annual general meetings must continue to be held on at least 21 clear days' notice. It is intended that the shorter notice would not be used as a matter of routine for such meetings but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole.

The directors are, therefore, proposing this resolution to seek this shareholder approval for 14 clear days to be the minimum period of notice for all general meetings of the Company, other than annual general meetings. The approval will expire at the conclusion of the next annual general meeting, when it is intended that renewal of this authority will be sought.

**Resolution 17 – Approval of 2010 and 2011 share awards under The Rank Group Plc 2010 Long-Term Incentive Plan**

On 8 June 2011, it was announced that the offer by All Global Investments Limited (now known as Rank Assets Limited), a wholly-owned subsidiary of Guoco Group Limited ("Guoco"), for the Company had been declared unconditional in all respects. The change of control impacted four tranches of outstanding share awards that had been granted to employees under The Rank Group Plc 2010 Long-Term Incentive Plan 2010 (the "2010 LTIP") in 2010 and 2011. Under the rules of the 2010 LTIP, the Company's remuneration committee (the "**Remuneration Committee**") has discretion to determine whether and on what basis any outstanding awards will vest following a change of control. The rules provide for awards to lapse to the extent that they do not vest although the rules are not explicit as to the timing of such lapse.

The Remuneration Committee determined that it would be inappropriate for the awards granted in 2010 and 2011 to vest early (either in full or in part) as a result of the change of control given the proportion of the normal three year performance period that remained outstanding (18 months in the case of the 2010 awards and 30 months in the case of the 2011 awards). The Remuneration Committee also concluded that it would be inappropriate for awards to lapse immediately following the change of control. A key objective was to retain and motivate the senior management team. The Remuneration Committee, after consultation with Guoco, considered that given the unusual circumstances of the change of control and the fact that the Company was to remain a listed company after the change of control it would be in the best interests of the Company to preserve the 2010 and 2011 awards and allow them to vest at their respective normal vesting dates subject to the existing performance conditions. Accordingly, the Remuneration Committee exercised its discretion on 15 June 2011 under rule 6.1 of the 2010 LTIP to determine that there should be no accelerated vesting of awards upon the change of control and further that in light of that determination the provision in the rules referring to the lapse of any unvested award should be interpreted as applying to the award at the end of the normal performance period and not immediately upon the change of control. All participants in the 2010 LTIP acknowledged and agreed in June 2011 that awards would not vest on the change of control. The Remuneration Committee wishes to put beyond doubt the position of the 2010 and 2011 awards and Resolution 17 in the notice of Meeting now seeks approval from shareholders to ratify the Remuneration Committee's determination made on 15 June 2011 that the 2010 and 2011 LTIP awards continue to subsist subject to their existing terms.

