

## The Rank Group Plc - 2013 Annual General Meeting

At The Rank Group Plc annual general meeting held on Thursday, 17 October 2013 the following resolutions were duly proposed and passed by shareholders on a show of hands.

In relation to the resolutions proposed to the meeting, proxy votes were received by the Company from shareholders prior to the meeting as follows:

No	Resolution	Special/ Ordinary	For		Against		Total Proxy Votes Cast		% of shares on register: 15 Oct 2013		Votes withheld
			No of votes	%	No of votes	%	No of votes	%	No of votes		
1	Approval of annual report and financial statements	Ordinary	355,473,864	99.93%	231,587	0.07%	355,705,451	91.05%		32,892	
2	Approval of remuneration report	Ordinary	307,282,267	86.39%	48,413,998	13.61%	355,696,265	91.04%		42,078	
3	Declare final dividend	Ordinary	355,737,399	100.00%	792	0.00%	355,738,191	91.06%		152	
4	Election of Shaa Wasmund	Ordinary	355,359,905	99.93%	244,638	0.07%	355,604,543	91.02%		133,800	
5	Re-election of Ian Burke	Ordinary	328,043,625	98.85%	3,809,881	1.15%	331,853,506	84.94%		23,884,837	
6	Re-election of Colin Child	Ordinary	355,364,849	99.93%	243,482	0.07%	355,608,331	91.02%		130,012	
7	Re-election of Clive Jennings	Ordinary	355,569,509	99.96%	145,370	0.04%	355,714,879	91.05%		23,464	
8	Re-election of Richard Kilmorey	Ordinary	355,351,353	99.93%	258,684	0.07%	355,610,037	91.02%		128,306	
9	Re-election of Owen O'Donnell	Ordinary	354,096,065	99.54%	1,620,697	0.46%	355,716,762	91.05%		21,581	
10	Re-election of Tim Scoble	Ordinary	333,085,524	93.64%	22,625,956	6.36%	355,711,480	91.05%		26,863	
11	Re-appointment of Ernst & Young LLP as auditors	Ordinary	353,957,896	99.51%	1,740,382	0.49%	355,698,278	91.05%		40,065	
12	Remuneration of auditors	Ordinary	355,643,460	99.98%	55,203	0.02%	355,698,663	91.05%		39,680	
13	Authorisation for market share purchases	Special	355,669,149	99.98%	61,800	0.02%	355,730,949	91.05%		7,394	
14	Authority to make political donations	Ordinary	354,043,196	99.53%	1,679,097	0.47%	355,722,293	91.05%		16,050	
15	Authority to call general meetings on 14 days' notice	Special	353,941,059	99.50%	1,794,313	0.50%	355,735,372	91.05%		2,971	

**Total Ordinary Shares in issue = 390,683,521**

### **Notes:**

1. Any proxy appointments giving discretion to "the Chairman of the meeting" have been included in the "For" totals above.
2. An "Abstain" is not a vote in law and therefore is excluded from the calculation of the proportion of the votes for or against a resolution.