



### The Rank Group Plc - 2015 Annual General Meeting

At The Rank Group Plc annual general meeting held on Thursday, 15 October 2015 a poll was taken on all resolutions put to the meeting. All resolutions were passed by the members entitled to vote.

The results of the poll incorporating proxy votes lodged in advance of the meeting are set out below.

No	Resolution	Type	For		Against		Total Votes Cast No of votes	% of shares on register: 13 Oct 2015	Withheld No of votes
			No of votes	%	No of votes	%			
<b>Votes of all shareholders</b>									
1.	Approval of 2014/15 report and financial statements	Ordinary	371,131,883	99.97%	106,806	0.03%	371,238,689	95.02%	23,071
2.	Approval of 2014/15 directors' remuneration report	Ordinary	309,286,269	83.32%	61,936,900	16.68%	371,223,169	95.02%	38,591
3.	Declaration of final dividend	Ordinary	371,260,743	100.00%	238	0.00%	371,260,981	95.03%	779
4.	Election of Chris Bell (senior independent director) as a director	Ordinary	371,166,492	99.98%	79,532	0.02%	371,246,024	95.02%	15,736
5.	Election of Susan Hooper as a director	Ordinary	371,150,509	99.97%	95,979	0.03%	371,246,488	95.02%	15,272
6.	Re-election of Henry Birch as a director	Ordinary	370,732,750	99.86%	514,049	0.14%	371,246,799	95.02%	14,961
7.	Re-election of Ian Burke (non-executive chairman) as a director	Ordinary	368,398,856	99.78%	822,207	0.22%	369,221,063	94.51%	2,040,697
8.	Re-election of Clive Jennings as a director	Ordinary	371,168,080	99.98%	77,519	0.02%	371,245,599	95.02%	16,161
9.	Re-election of Lord Kilmorey as a director	Ordinary	371,146,856	99.97%	98,413	0.03%	371,245,269	95.02%	16,491
10.	Re-election of Owen O'Donnell as a director	Ordinary	371,137,158	99.97%	102,962	0.03%	371,240,120	95.02%	21,640
11.	Re-election of Tim Scoble as a director	Ordinary	371,119,149	99.97%	120,848	0.03%	371,239,997	95.02%	21,763
12.	Re-appointment of Ernst & Young LLP as auditor	Ordinary	370,965,088	99.93%	271,895	0.07%	371,236,983	95.02%	24,777
13.	Remuneration of auditor	Ordinary	371,213,779	99.99%	40,639	0.01%	371,254,418	95.03%	7,342
14.	Authority to purchase own shares	Special	371,231,219	99.99%	22,808	0.01%	371,254,027	95.03%	7,733
15.	Authority to make political donations and political expenditure	Ordinary	365,259,798	98.39%	5,988,417	1.61%	371,248,215	95.03%	13,545
16.	Authority to call general meetings on 14 clear days' notice	Special	369,270,555	99.46%	1,988,977	0.54%	371,259,532	95.03%	2,228

No	Resolution	Type	For		Against		Total Votes Cast  No of votes (excluding controlling shareholder)	% of shares (excluding controlling shareholder) on register: 13 Oct 2015	Withheld  No of votes
			No of votes	%	No of votes	%			
<b><i>Votes of shareholders excluding controlling shareholder</i></b>									
17.	Election of Chris Bell as a director	Ordinary	151,447,130	99.95%	79,409	0.05%	151,526,539	88.55%	167,795
18.	Election of Susan Hooper as a director	Ordinary	151,429,646	99.94%	94,717	0.06%	151,524,363	88.55%	169,971
19.	Re-election of Lord Kilmorey as a director	Ordinary	151,427,798	99.94%	96,939	0.06%	151,524,737	88.55%	169,597
20.	Re-election of Owen O'Donnell as a director	Ordinary	151,449,830	99.95%	77,599	0.05%	151,527,429	88.55%	166,905
21.	Re-election of Tim Scoble as a director	Ordinary	151,433,330	99.94%	93,592	0.06%	151,526,922	88.55%	167,412

**Notes:**

1. Total ordinary shares in issue at the date of the meeting were 390,683,521. Total ordinary shares held by shareholders excluding the controlling shareholder at the date of the meeting were 171,116,093.
2. Any proxy appointments giving discretion to "the Chairman of the meeting" have been included in the "For" totals above.
3. "Withheld" is not a vote in law and therefore is excluded from the calculation of the proportion of the votes for or against a resolution.

The full text of the resolutions can be found in the notice of annual general meeting which is available for inspection at the National Storage Mechanism [www.morningstar.co.uk/uk/nsm](http://www.morningstar.co.uk/uk/nsm) and on the Company's website <http://www.rank.com/en/shareholder-centre.html>.