

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, 14 October 2016. 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 do not return proxy forms to the Company.

Please see notes overleaf.



Form of Proxy 2016 AGM

1 2 3 5 - 0 5 4 - S

+ Voting ID

Task ID

Shareholder reference no. +

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, 14 October 2016 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 |
|--|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|--------------------------|
| All shareholders: | | | | Independent shareholders only to vote: | | | |
| 1. Approval of 2015/16 report and financial statements | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 11. Re-election of Owen O'Donnell* as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Approval of 2015/16 directors' remuneration report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 12. Re-appointment of Ernst & Young LLP as auditor | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Declaration of final dividend | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 13. Remuneration of auditor | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Election of Steven Esom** | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 14. Authority to purchase own shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Re-election of Chris Bell (senior independent director) as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 15. Authority to make political donations and political expenditure | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Re-election of Henry Birch as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 16. Authority to call general meetings on 14 clear days' notice | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Re-election of Ian Burke (non-executive chairman) as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 8. Re-election of Susan Hooper* as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 17. Election of Steven Esom | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. Re-election of Clive Jennings as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 18. Re-election of Chris Bell as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. Re-election of Lord Kilmorey as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 19. Re-election of Susan Hooper as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | | | | 20. Re-election of Lord Kilmorey as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | | | | 21. Re-election of Owen O'Donnell as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

* Member of remuneration committee ** Chairman of remuneration committee

Date

Signature

+

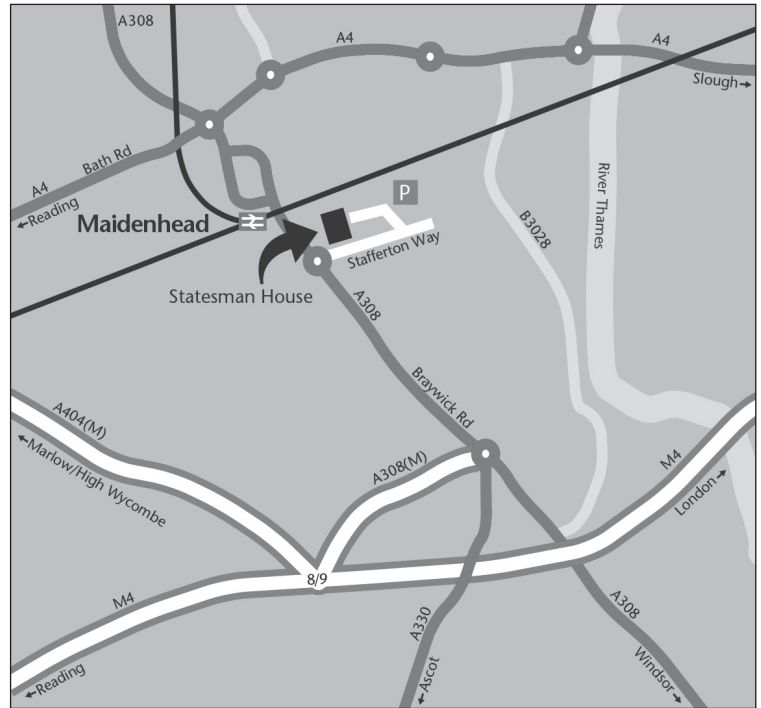
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Directions to The Rank Group Plc

Tel: 01628 504 000

Statesman House
Stafferton Way
Maidenhead
SL6 1AY

1. M4 to Junction 8/9 (A404)
2. Follow signs for Maidenhead Central (A308)
3. Turn left at the end of the dual carriageway (A308) on to Windsor Road/Braywick Road
4. Stay on this dual carriageway until you come to a roundabout
5. The Rank Group is located on the right-hand side of the roundabout
6. You should turn right at the roundabout into Stafferton Way
7. Take the first left and keep left until you reach the car park to the rear of the building
8. Press intercom to speak to reception



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 0371 384 2098. (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). Alternatively, you may photocopy this form. 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 notarial 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 Wednesday, 12 October 2016 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, 12 October 2016. Once completed, please return the form of proxy to the registrar in the envelope provided.