

### The Rank Group Plc - 2017 Annual General Meeting

At The Rank Group Plc annual general meeting held on Thursday, 19 October 2017 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 No of Votes Cast | % of shares on register: 17 Oct 2017 | Withheld No of votes |
|---|---|----------|-------------|--------|-------------|------|------------------------|--------------------------------------|----------------------|
|   |   |          | No of votes | %      | No of votes | %    |                        |                                      |                      |
| <b><i>Votes of all shareholders</i></b> |   |          |             |        |             |      |                        |                                      |                      |
| 1.                                      | Approval of 2016/17 report and financial statements                   | Ordinary | 369,519,474 | 99.78  | 806,754     | 0.22 | 370,326,228            | 94.79%                               | 78,755               |
| 2.                                      | Approval of 2016/17 directors' remuneration report                    | Ordinary | 363,476,271 | 98.37  | 6,032,864   | 1.63 | 369,509,135            | 94.58%                               | 895,848              |
| 3.                                      | Declaration of final dividend   | Ordinary | 370,385,523 | 100.00 | 5,046       | 0.00 | 370,390,569            | 94.81%                               | 14,414               |
| 4.                                      | Election of Alex Thursby  | Ordinary | 370,178,155 | 99.94  | 206,182     | 0.06 | 370,384,337            | 94.80%                               | 20,646               |
| 5.                                      | Re-election of Chris Bell (senior independent director) as a director | Ordinary | 370,182,534 | 99.94  | 204,034     | 0.06 | 370,386,568            | 94.80%                               | 18,415               |
| 6.                                      | Re-election of Henry Birch as a director                              | Ordinary | 370,165,395 | 99.94  | 220,089     | 0.06 | 370,385,484            | 94.80%                               | 19,499               |
| 7.                                      | Re-election of Ian Burke (non-executive chairman) as a director       | Ordinary | 368,944,588 | 99.64  | 1,336,085   | 0.36 | 370,280,673            | 94.78%                               | 124,310              |
| 8.                                      | Re-election of Steven Esom as a director                              | Ordinary | 368,020,291 | 99.36  | 2,362,978   | 0.64 | 370,383,269            | 94.80%                               | 21,714               |
| 9.                                      | Re-election of Susan Hooper as a director                             | Ordinary | 370,178,660 | 99.95  | 203,076     | 0.05 | 370,381,736            | 94.80%                               | 23,247               |
| 10.                                     | Re-election of Clive Jennings as a director                           | Ordinary | 370,172,211 | 99.94  | 214,083     | 0.06 | 370,386,294            | 94.80%                               | 18,689               |
| 11.                                     | Re-election of Lord Kilmorey as a director                            | Ordinary | 370,174,263 | 99.94  | 212,779     | 0.06 | 370,387,042            | 94.80%                               | 17,941               |
| 12.                                     | Re-appointment of Ernst & Young LLP as auditor                        | Ordinary | 369,812,258 | 99.85  | 566,119     | 0.15 | 370,378,377            | 94.80%                               | 26,606               |
| 13.                                     | Remuneration of auditor   | Ordinary | 369,998,562 | 99.89  | 395,216     | 0.11 | 370,393,778            | 94.81%                               | 11,205               |
| 14.                                     | Authority to purchase own shares                                      | Special  | 370,226,447 | 99.96  | 152,022     | 0.04 | 370,378,469            | 94.80%                               | 26,514               |

| No  | Resolution  | Type     | For         |       | Against     |      | Total No of Votes Cast | % of shares on register on 17 Oct 2017 | Withheld No of votes |
|---|---|----------|-------------|-------|-------------|------|------------------------|--|----------------------|
|   |   |          | No of votes | %     | No of votes | %    |                        |  |                      |
| 15.   | Authority to make political donations and political expenditure | Ordinary | 361,148,412 | 97.51 | 9,237,523   | 2.49 | 370,385,935            | 94.80%                                 | 19,048               |
| 16.   | Adoption of new articles of association                         | Special  | 339,206,684 | 91.59 | 31,160,919  | 8.41 | 370,367,603            | 94.80%                                 | 37,380               |
| 17.   | Authority to call general meetings on 14 clear days' notice     | Special  | 368,078,805 | 99.37 | 2,317,263   | 0.63 | 370,396,068            | 94.81%                                 | 8,915                |
| <b><i>Votes of shareholders excluding controlling shareholder</i></b> |   |          |             |       |             |      |                        |  |                      |
| 18.   | Election of Alex Thursby  | Ordinary | 151,052,407 | 99.86 | 206,990     | 0.14 | 151,259,397            | 88.32%                                 | 25,367               |
| 19.   | Re-election of Chris Bell as a director                         | Ordinary | 151,048,857 | 99.86 | 208,317     | 0.14 | 151,257,174            | 88.32%                                 | 27,590               |
| 20.   | Re-election of Steven Esom as a director                        | Ordinary | 149,689,741 | 98.96 | 1,568,250   | 1.04 | 151,257,991            | 88.32%                                 | 26,773               |
| 21.   | Re-election of Susan Hooper as a director                       | Ordinary | 151,054,952 | 99.86 | 206,033     | 0.14 | 151,260,985            | 88.32%                                 | 23,779               |
| 22.   | Re-election of Lord Kilmorey as a director                      | Ordinary | 151,048,249 | 99.86 | 213,699     | 0.14 | 151,261,948            | 88.32%                                 | 22,816               |

**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 171,263,300.
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>.