

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

THE RANK GROUP PLC

(THE "COMPANY")

PASSED: 23 NOVEMBER 2020

At a general meeting of the Company duly convened and held at TOR, Saint-Cloud Way, Maidenhead, SL6 8BN, United Kingdom on 23 November 2020 at 11.30 a.m. the following resolutions were duly passed, in the case of Resolutions 1 and 2 as ordinary resolutions and in the case of Resolution 3 as a special resolution:

ORDINARY RESOLUTIONS

1. **THAT** the allotment and issue of 43,650,693 Ordinary Shares in aggregate to members of the Hong Leong Group (as defined and described in the circular to shareholders of the Company dated 6 November 2020 of which this notice forms part (the "**Circular**")), being 40,497,157 Ordinary Shares to Rank Assets Limited (as defined and described in the Circular) and 3,153,536 Ordinary Shares to GuoLine Overseas Limited (as defined and described in the Circular) in connection with the Issue, being a related party transaction for the purposes of the Listing Rules, be and is hereby approved.
2. **THAT**, subject to the passing of Resolutions 1 and 3, the directors of the Company (the "**Directors**") be and are hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot ordinary shares of 13⁸⁹ pence each in the capital of the Company ("**Ordinary Shares**"), with an aggregate nominal amount of up to £10,798,058.33 in connection with the Issue (as defined and described in the Circular) (representing approximately 19.9 per cent. of the issued share capital of the Company as at the date of the Circular), such authority to expire 20 business days from the date that this Resolution 2 is passed (unless previously revoked or varied by the Company in general meeting). The amount of £10,798,058.33 referred to in this Resolution shall be a "Section 551 amount" for the purpose of article 6 of the Company's articles of association. Subject to Admission

(as defined and defined in the Circular) of the Ordinary Shares to be allotted pursuant to the Issue occurring on or before 30 November 2020, the authority conferred by this Resolution 2 shall be in substitution for any authority to allot Ordinary Shares conferred on the directors of the Company at the Company's annual general meeting held on 11 November 2020.

SPECIAL RESOLUTION

3. **THAT**, subject to the passing of Resolutions 1 and 2, the Directors be and are hereby empowered, pursuant to sections 570 to 573 of the Act to allot Ordinary Shares for cash pursuant to the authority referred to in Resolution 2 above as if section 561 of the Act did not apply to any such allotment. The amount of £10,798,058.33 referred to in Resolution 2 shall be a "Section 561 amount" for the purpose of article 6 of the Company's articles of association.


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Secretary