
Notice of 2024 Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspects of the proposals referred to in this document or as to the action that you should take, you are recommended to seek advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all of your ordinary shares in The Rank Group Plc, please send this document and form of proxy to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Letter from the Chairman of the Company

Directors:

Mr Alex Thursby, Chair
Mr John O'Reilly
Mr Richard Harris
Ms Lucinda Charles-Jones
Mr Chew Seong Aun
Mr Keith Laslop
Ms Katie McAlister
Ms Karen Whitworth

The Rank Group Plc

TOR
Saint-Cloud Way
Maidenhead
SL6 8BN
+44 1628 504 000
www.rank.com

16 September 2024

To ordinary shareholders

Dear Shareholder,

2024 Annual General Meeting

The Annual General Meeting of The Rank Group Plc ('Company') will be held at TOR, Saint-Cloud Way, Maidenhead SL6 8BN on Thursday 17 October 2024 at 11.00am ('AGM').

Notice of Annual General Meeting

The formal notice convening the AGM, which contains details of the resolutions to be proposed at it, is set out on page 3 of this document ('Notice').

A general description of the matters to be considered at the AGM can be found in the explanatory notes on pages 6 to 8 of this document. You will see that, in addition to the ordinary business to be conducted at the meeting, there are three items of special business. These relate to the approval of amendments to the Company's 2020 Long Term Incentive Plan, the granting of authority for the Company to make political donations and the granting of authority to allow the Company to call general meetings (other than annual general meetings) on not less than 14 clear days' notice.

In addition, please note that the election or re-election of the Company's Independent Directors must be approved by the shareholders as a whole and separately by shareholders who are independent of the Company's controlling shareholder.

The dual voting structure is required under the Listing Rules as a result of the Company having a controlling shareholder (i.e. a shareholder who exercises 30% or more of the votes).

Actions to be taken

A form of proxy for use at the forthcoming AGM is enclosed. Whether or not you intend to be present at the meeting, you are urged to complete and return the form in accordance with the instructions printed on it so that it is received by the Company's registrars not later than 48 hours before the time fixed for the meeting. If you are a CREST member, you can submit your proxy electronically through the CREST system. There is also an electronic proxy appointment facility. Details are set out in the notes to the Notice of the AGM on pages 9 to 11. Completion and return of the form will not prevent you from attending and voting at the meeting in person if you wish.

If arrangements for the meeting need to change from that set out in this document the Company will notify shareholders before the meeting through our website at www.rank.com and, where appropriate, by RIS announcement.

Questions

We have set up a dedicated electronic mailbox for shareholders to ask questions of the Board in relation to the business of the AGM in advance, should they wish to do so. Shareholders are invited to submit such questions to 2024AGM@rank.com by close of business on Wednesday 9 October 2024. Answers will be grouped by the theme of the question to avoid repetition and both questions and responses will be published on www.rank.com as soon as practically possible, and with the aim of doing so before close of business on Friday 11 October 2024 to enable all shareholders to consider them before lodging their proxy votes with the Company's registrar.

Letter from the Chairman of the Company (Continued)

Recommendation

The Directors consider the passing of all of the resolutions set out in the Notice of the AGM, including those to be proposed as special business, to be in the best interests of the Company and its shareholders as a whole and that the passing of them will promote the success of the Company for their benefit. Accordingly, the Directors unanimously recommend that shareholders vote in favour of all of the resolutions to be proposed at the AGM, as they intend to do in respect of their own beneficial shareholdings.

The AGM is an important event in the Company's corporate calendar and we are grateful for your continued support.

Yours faithfully,

Alex Thursby

Chair

The Rank Group Plc

Registered in England & Wales No. 03140769

Registered office: TOR, Saint-Cloud Way, Maidenhead SL6 8BN

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the twenty eighth Annual General Meeting ('Meeting') of The Rank Group Plc ('Company') will be held at TOR, Saint-Cloud Way, Maidenhead SL6 8BN at 11.00am on Thursday 17 October 2024 for the shareholders of the Company as a whole to consider and, if thought fit, pass the resolutions below. Resolution 17 will be proposed as a special resolution. All other resolutions will be proposed as ordinary resolutions.

1. To receive the Company's audited Financial Statements and the Reports of the Directors and auditors for the financial year ended 30 June 2024.
2. To approve the annual Directors' Remuneration Report for the financial year ended 30 June 2024 as set out on pages 100 to 108 (inclusive) of the Annual Report for the financial year ended 30 June 2024 (excluding, for the avoidance of doubt, the Directors' Remuneration Policy set out on pages 94 to 99 (inclusive)).
3. To approve the Directors' Remuneration Policy as set out on pages 94 to 99 (inclusive) of the Annual Report for the financial year ended 30 June 2024, such policy to take effect from the end of the Meeting.
4. To approve a final dividend of 0.85p per share.
5. To re-elect Alex Thursby as a Director with effect from the end of the Meeting.
6. To re-elect John O'Reilly as a Director with effect from the end of the Meeting.
7. To re-elect Richard Harris as a Director with effect from the end of the Meeting.
8. To re-elect Chew Seong Aun as a Director with effect from the end of the Meeting.
9. To re-elect Katie McAlister as a Director with effect from the end of the Meeting.
10. To re-elect Karen Whitworth as a Director with effect from the end of the Meeting.
11. To re-elect Lucinda Charles-Jones as a Director with effect from the end of the Meeting.
12. To re-elect Keith Laslop as a Director with effect from the end of the Meeting.
13. To re-appoint Ernst & Young LLP as auditor of the Company to hold office from the conclusion of the Meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
14. To authorise the Audit Committee of the Board of Directors to agree the remuneration of the auditor.

As special business to consider and, if thought fit, to pass the following resolutions of which resolutions 15 and 16 will be proposed as an ordinary resolutions and resolution 17 will be proposed as a special resolution.

15. That the amendments to the rules of The Rank Group Plc 2020 Long Term Incentive Plan (the "LTIP") as shown in the marked-up version of the rules of the LTIP produced to the Meeting and initialled by the Chair for the purposes of identification be and they are hereby approved and the Board be and they are hereby authorised to adopt the amendments and do all acts and things which they may, in their absolute discretion, consider necessary or expedient to give effect to them.
16. For the purposes of section 366 of the Companies Act 2006, that the Company, and any company which is or becomes its subsidiary during the period to which this resolution relates, be authorised:
 - (a) to make political donations to political parties and/or independent election candidates not exceeding £25,000 in total;
 - (b) to make political donations to political organisations other than political parties not exceeding £25,000 in total and;
 - (c) to incur political expenditure not exceeding £50,000 in total,

During the period beginning with the date of passing this resolution and ending at the conclusion of the next Annual General Meeting of the Company after the date on which this resolution is passed or 12 months from the date on which this resolution is passed, whichever is earlier, and provided that the aggregate amount of donations which may be made and political expenditure incurred by the Company pursuant to the authority conferred by this resolution shall not exceed £100,000.

For the purposes of this resolution, the terms 'political donation', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' have the meanings given by sections 363 to 365 of the Companies Act 2006.

17. That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By order of the Board

Brian McLelland
Interim Company Secretary

The Rank Group Plc
Registered in England & Wales No. 03140769
Registered office TOR, Saint-Cloud Way, Maidenhead SL6 8BN 16 September 2024

Explanatory notes to the resolutions

These notes are intended to explain the business to be transacted at the Meeting. Resolutions 1 to 16 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half the votes cast must be cast in favour of the resolution. Resolution 17 is proposed as a special resolution. This means that for the resolution to be passed, at least three-quarters of the votes cast must be cast in favour of the resolution.

Resolution 1 – Reports and Financial Statements

The Directors are required to present to shareholders the Company's audited Financial Statements and related reports of the Directors and the auditors for the financial year ended 30 June 2024 ('Annual Report').

Resolutions 2 and 3 – Directors' Remuneration Report and Directors' Remuneration Policy

The Remuneration Committee is seeking shareholders' approval of the Directors' Remuneration Report and the Directors' new Remuneration Policy under resolutions 2 and 3 respectively.

The Directors are required to prepare the Directors' Remuneration Report for the financial year ended 30 June 2024.

The Directors' Remuneration Report comprises a statement by the Chair of the Remuneration Committee and an Annual Report detailing the remuneration of the Directors, as set out on pages 100 to 108 of the Annual Report (excluding for these purposes the new Directors' Remuneration Policy set out on pages 94 to 99). The Company is required to seek shareholders' approval in respect of the contents of this report on an annual basis. The vote is advisory in nature and the Company can still act according to it as proposed if the resolution is not approved.

This year shareholders are separately being asked to approve a new Directors' Remuneration Policy which is set out on pages 94 to 99 (inclusive) of the Annual Report. It is intended that this will take effect immediately after the Meeting and will replace the existing policy that was approved by shareholders at the previous Annual General Meeting in October 2021 ('2021 AGM').

It is anticipated that the new Directors' Remuneration Policy will be in force for three years although we will continue to closely monitor regulatory changes and market trends and, if necessary, we may present a revised policy within that three-year period.

The Directors' Remuneration Policy was developed taking into account the principles of the 2018 UK Corporate Governance Code ('Code') and the views of our major shareholders.

Resolution 4 – Final dividend

Shareholders are asked to approve a final dividend of 0.85p per ordinary share for the year ended 30 June 2024. Subject to approval the dividend will be paid on 25 October 2024 to the holder of ordinary shares whose names are recorded on the register of members at the close of business of 20 September 2024.

Resolutions 5 to 12 – Election and re-election of Directors

In accordance with the Code and the Company's articles of association ('the Articles'), each of the Directors will retire and offer themselves for re-election by the shareholders at the Meeting, and each subsequent annual general meeting of the Company until further notice. To enable shareholders to take an informed decision on their re-election, a summary of each of the Directors' skills and experience is included in Appendix 1 of this Notice and detailed biographies can be found on pages 72 to 73 of the Annual Report.

Resolutions 5, 9, 10, 11 and 12 relate to the re-election or election (as appropriate) of Alex Thursby, Katie McAlister, Karen Whitworth, Lucinda Charles-Jones and Keith Laslop who meet the independence criteria set out in provision 10 of the Code and who the Board has determined are independent Directors for the purposes of the Code (the 'Independent Directors').

Under the Listing Rules, because GuoLine Capital Assets Limited ('GuoLine'), the ultimate parent company of Guoco Group Limited, is a controlling shareholder (being a shareholder who exercises or controls on their own or together with any person with whom they are acting in concert, 30% or more of the votes able to be cast on all or substantially all matters at general meetings of the Company) (please see page 110 of the Annual Report for more information), the election or re-election (as applicable) of any proposed Independent Director by shareholders must be approved by a majority vote of both:

- (a) the shareholders of the Company; and
- (b) the shareholders of the Company entitled to vote on the election of Directors who are not controlling shareholders of the Company (the 'Independent Shareholders').

The Company will separately count the number of votes cast by the Independent Shareholders in favour of each resolution (as a proportion of the total votes of Independent Shareholders cast on each resolution) to determine whether the threshold referred to in (b) above has been met.

The Company will announce the results of these resolutions on this basis as well as announcing the results of the ordinary resolutions of all shareholders. For these purposes, the votes controlled by GuoLine and of the other shareholders with whom it is acting in concert will therefore be excluded when calculating the votes of the Independent Shareholders as referred to in (b) above.

Under the Listing Rules, if a resolution to elect or re-elect (as applicable) an Independent Director is not approved by a majority vote of both the shareholders as a whole and the Independent Shareholders, a further resolution to elect or re-elect the proposed Independent Director may be put forward to be approved by the shareholders as a whole at a meeting which must be held more than 90 days after the date of the original vote but within 120 days of the date of the original vote.

Accordingly, if any of resolutions 5 to 12 are not approved by a majority vote of the shareholders and the Independent Shareholders at the Meeting, the relevant Director(s) will be treated as having been elected or re-elected (as applicable) only for the period from the date of the Meeting until the earlier of (i) the close of any general meeting of the Company, convened for a date more than 90 days after the Meeting but within 120 days of the Meeting, to propose a further resolution to elect or re-elect him or her, (ii) the date which is 120 days after the Meeting and (iii) the date of any announcement by the Board that it does not intend to propose a further resolution. In the event that the relevant Director's election or re-election (as applicable) is approved by a majority vote of all shareholders at a second meeting, the Director will then be elected or re-elected (as applicable) until the next annual general meeting at which they stand for re-election.

Under the Listing Rules, the Company is also required to provide details of (i) any previous or existing relationship, transaction or arrangement between an Independent Director and the Company, its Directors, any controlling shareholder or any associate of a controlling shareholder; (ii) why the Company considers the proposed Independent Director will be an effective Director, (iii) how the Company has determined that the proposed Director is an Independent Director and (iv) the process by which the Company has selected each Independent Director.

The Company hereby confirms:

Previous/Existing Relationships: Other than the shares held by the Independent Directors as set out on page 102 of the Annual Report, it has received confirmation from each of the Independent Directors that he or she does not have any existing or previous relationships, transactions or arrangements with the Company, any of the Company's Directors, GuoLine or any of GuoLine's associates.

Effectiveness: The effectiveness of all the Directors is assessed as part of the Board's performance evaluation process. The Independent Directors possess a wide range of skills and expertise, key aspects of which are set out in Appendix 1 of this Notice, which are highly valued by the Board. In view of their career experience, the Board considers that they each bring valuable skills to the Board and provide an objective perspective. The Board considers that each Independent Director continues to contribute effectively to the operation of the Board and to demonstrate commitment to their role and to the long-term success of the Company whilst having regard to wider stakeholder interests.

Independence: The Board has considered whether each of the Independent Directors is free from any relationship that could materially interfere with the exercise of his or her independent judgement. The Board assesses the independence of its Independent Directors in accordance with the recommendations of the Code. The Board determined that each of the proposed Independent Directors was independent on his or her appointment to the Board and considers that he or she remains independent.

Selection: The Nominations Committee of the Board is responsible for keeping the size, structure and composition of the Board under review. By reference to the Company's requirements, the Nominations Committee is responsible for identifying, evaluating and recommending candidates for appointment to the Board. Each of the Independent Directors proposed for election or re-election (as applicable) was appointed following a search process undertaken using an external search agency or as otherwise explained in the Annual Report.

Resolutions 13 and 14 – Re-appointment and remuneration of auditor

The Company is required to appoint an auditor at each general meeting at which accounts are laid before shareholders, to hold office until the conclusion of the next general meeting.

On the recommendation of the Audit Committee, the Directors propose that the existing auditors, Ernst & Young LLP, be re-appointed as auditor of the Company for a further year. Additionally, the Directors propose that the Audit Committee be authorised to agree the auditor's remuneration.

Explanatory notes to the resolutions (Continued)

Resolution 15 – LTIP share plan rule changes

The LTIP was approved by shareholders at the 2020 Annual General Meeting. Amendments are proposed to it to reflect the new Directors' Remuneration Policy (for which approval is sought as referred to in relation to resolution 3) and to align its terms with current market practice. In line with the rules of the LTIP as approved in 2020, these amendments require shareholder approval. Resolution 15 seeks approval to make these amendments, the effects of which are summarised below.

- To reflect the new Directors' Remuneration Policy, it is proposed that the maximum total market value of shares over which an employee may be granted an LTIP award in respect of any financial year be increased to 225% of salary. In line with typical practice, it is proposed that "Recruitment Awards" (described below) are excluded when assessing this limit.
- The LTIP provides that awards may only vest before the third anniversary of their grant date in the event of material delay in the grant. There is no intention to move away from the vesting date ordinarily being no earlier than the third anniversary of grant. However, in order that the LTIP includes appropriate operational flexibility, it is proposed that the rules be amended so that vesting no earlier than the third anniversary of grant be expressed as the "ordinary" position. This amendment will facilitate, for example, the vesting of the awards proposed to be granted in respect of the financial year ending 30 June 2025, which will be granted after the AGM but which are scheduled to vest as described in the Directors' Remuneration Report for the year ended 30 June 2024.
- Both the current and new Directors' Remuneration Policies permit, in line with usual practice, the grant of awards to new recruits to "buy-out" remuneration forfeited in connection with joining the group. To enable the Company to grant such awards under the LTIP without impacting the 225% limit on annual LTIP participation, it is proposed that such "Recruitment Awards" be excluded when assessing that limit. In addition, the revised LTIP rules will make it clear that a Recruitment Award need not be subject to a performance condition, for example where the forfeited remuneration being bought-out was not subject to a performance condition.

The rules of the LTIP marked-up to show the proposed amendments will be available for inspection: (1) at the place of the Meeting for a period of at least 15 minutes prior to the commencement of the Meeting and until the Meeting closes; and (2) on the National Storage Mechanism from the date of this Notice: (<https://data.fca.org.uk/#/nsm/nationalstoragemechanism>).

Certain other more minor and operational amendments are also proposed to the rules of the LTIP. These do not require shareholder approval, but are shown in the marked-up version of the rules available for inspection.

Resolution 16 – Political donations

The Companies Act 2006 ('2006 Act') requires the Company to seek shareholders' authority for political donations and political expenditure (each as defined in the 2006 Act) made by the Company. It has been the Company's long-standing practice not to make political donations or incur political expenditure, within the normal meaning of those terms, and it intends that this will remain the case. However, the 2006 Act is very broadly drafted and may catch activities such as funding seminars and other functions to which politicians are invited, supporting certain bodies involved in policy review and law reform and matching employees' donations to certain charities.

Accordingly, the Company is seeking shareholders' authority for political donations and political expenditure (each as defined in the 2006 Act) in case any of the Company's activities are inadvertently caught by the legislation. The authority sought would be capped at £100,000 for the next year and, although the 2006 Act permits shareholders to grant authority for up to four years, the Directors will seek to renew this authority at each annual general meeting in accordance with current best practice.

Any expenditure which may be incurred under authority of this resolution will be disclosed in next year's annual report and accounts.

Resolution 17 – Short notice of general meetings

Under the 2006 Act, the notice required for all general meetings of listed companies (other than annual general meetings) is at least 21 clear days. Companies do have the ability pursuant to the 2006 Act to reduce this notice period to not less than 14 clear days, provided that they offer facilities for shareholders to vote and appoint proxies by electronic means and that, annually, shareholder approval is obtained to reduce the minimum notice period from 21 clear days to 14 clear days. Annual general meetings must continue to be held on at least 21 clear days' notice. If granted, it is intended that the convening of general meetings on shorter notice would not be used as a matter of routine but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole.

The Directors are, therefore, proposing this resolution to seek shareholder approval to call general meetings of the Company, other than annual general meetings, on not less than 14 clear days' notice. The approval conferred by this resolution will expire at the conclusion of the next annual general meeting, when it is intended that renewal of this authority will be sought.

Notes for the meeting

PLEASE READ THE NOTES BELOW IN CONJUNCTION WITH THE REST OF THIS DOCUMENT TO WHICH THIS NOTICE IS ATTACHED REGARDING THE PROPOSED PROCEDURE FOR THE ANNUAL GENERAL MEETING.

Entitlement to attend, speak and vote

1. Under the Articles the holders of ordinary shares are entitled to attend the Meeting and to speak and vote. Duly appointed proxies are entitled to attend, speak and vote at the Meeting on their shareholder's behalf.
2. Pursuant to Article 52 of the Articles and Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of members of the Company as at 6.30pm on Tuesday 15 October 2024 or, in the event that the Meeting is adjourned, in the register of members 48 hours before the time of any adjourned Meeting, shall be entitled to vote on the resolutions proposed at the Meeting in respect of the number of shares registered in their name at the time. Changes to entries on the relevant register of members after 6.30pm on Tuesday 15 October 2024 or, in the event that the Meeting is adjourned, in the register of members 48 hours before the time of any re-convened Meeting, shall be disregarded in determining the rights of any person to vote at the Meeting.

Entitlement to appoint proxies

3. A shareholder entitled to vote at the Meeting is also entitled to appoint one or more proxies to exercise all or any of his or her rights to vote at the Meeting instead of the shareholder, provided that, if more than one proxy is appointed, each proxy is appointed to exercise rights attaching to different shares held by that shareholder.
A proxy need not be a shareholder of the Company. A shareholder may only appoint a proxy or proxies by one of the following methods:
 - (a) completing and returning the form(s) of proxy accompanying this Notice in accordance with the instructions contained therein;
 - (b) going to www.shareview.co.uk and following the instructions provided (see Note 10 on page 10); or
 - (c) if the shareholder is a user of the CREST system (including CREST personal members), having an appropriate CREST message transmitted (see Notes 5 to 7 below).
 - (d) Institutional shareholders may be able to appoint a proxy or proxies electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. (see Note 9 on page 10)

To appoint more than one proxy, shareholders may either photocopy the form(s) of proxy accompanying this Notice or contact the Company's registrars, Equiniti, on +44 (0)371 384 2098² to request additional form(s) of proxy. If more than one proxy appointment is returned in respect of the same holding of shares, either by paper or electronic communication, that proxy received last by Equiniti before the latest time for the receipt of proxies will take precedence. Shareholders are encouraged to appoint the Chair of the Meeting as their proxy, rather than a named person.

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted.

Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).

A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, a shareholder's proxy will vote or abstain from voting at his or her discretion. A proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Paper proxy appointments

4. The form(s) of proxy and the authority (if any) under which they are signed or a certified copy of such authority must be deposited at the offices of the Company's registrars, Equiniti, at Aspect House, Spencer Road, Lancing BN99 6DA by not later than 11.00am on Tuesday 15 October 2024, or 48 hours before the time appointed for holding any adjourned Meeting.

¹ Lines are open 08:30 to 17:30, Monday to Friday (excluding public holidays in England and Wales).

² Please use the country code if calling from outside the UK.

Notes for the meeting (Continued)

CREST proxy appointments

5. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message (a 'CREST Proxy Instruction') must be received by the issuer's agent (ID RA19) by 11.00am on Tuesday 15 October 2024, or not less than 48 hours before the time appointed for the holding of any reconvened meeting following an adjournment. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time, any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. The appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear UK & Ireland Limited specifications and must contain the information required for such instructions, as described in the CREST Manual (available at www.euroclear.com).
6. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time.
7. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
8. CREST personal members or other CREST sponsor or voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual.

Proxymity proxy appointments

9. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11:00 am on 15 October 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Electronic proxy appointments

10. Electronic proxy appointment is available for the Meeting by logging on to Equiniti's shareview website www.shareview.co.uk, and logging in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes. This facility enables shareholders to lodge their proxy appointment by electronic means on a website provided by Equiniti. Shareholders who have already registered their holding(s) with the Shareview portfolio service will be sent an e-mail with full instructions on the electronic proxy voting procedure. Electronic proxies will not be valid if received after 11.00am on Tuesday 15 October 2024, or if received less than 48 hours before the time appointed for holding an adjourned Meeting and will not be accepted if found to contain a computer virus.

Voting by corporate representatives

11. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that if two or more representatives purport to vote in relation to the same shares:
 - (i) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and
 - (ii) in other cases the power is treated as not exercised.

Nominated persons

12. Any person to whom this Notice is sent who is a person nominated under section 146 of the 2006 Act to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies in Note 3 (see page 9) does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company.

Voting and voting rights

13. As at 5 September 2024 being the latest practicable date prior to the publication of this Notice, the issued share capital of the Company was 468,429,541 ordinary shares of 13 ⁸/₉ pence each (excluding treasury shares) with each ordinary share carrying one vote. Therefore, the total voting rights in the Company as at 5 September 2024 are 468,429,541.
14. Voting on all resolutions will be by way of poll. On a poll, every shareholder who is present in person or by proxy has one vote for every ordinary share held by him/her. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. If you attend the Meeting this year, you will be issued with a paper poll card on registration and full instructions for completing this will be given at the appropriate time during the Meeting. If you have already voted by proxy, you will still be able to vote by completing the paper poll card and your vote on the day will replace your previously lodged vote.
15. The results of the poll at the Meeting will be announced after the Meeting through a Regulatory Information Service and will be published on www.rank.com.

Right to ask questions

16. A shareholder attending the Meeting has the right to ask questions relating to the business being dealt with at the Meeting in accordance with section 319A of the 2006 Act. Shareholders are also invited to submit any questions in relation to the business of the Meeting in advance to 2024AGM@rank.com. Please submit any such questions by close of business on Wednesday 9 October 2024. Answers will be grouped by the theme of the question to avoid repetition and both answers and responses will be published on www.rank.com as soon as is practically possible, and with the aim of doing so before close of business on Friday 10 October 2024 to enable all shareholders to consider them before lodging their proxy votes with the Company's registrar.
17. Please note that in certain circumstances, prescribed by section 319A of the Act, the Company need not answer a question.

Shareholder requests under section 527 of the 2006 Act

18. Under section 527 of the 2006 Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the last annual general meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required under section 527 of the 2006 Act to publish on a website.

Communicating with the Company in relation to the Meeting

19. Except as provided above, shareholders who wish to communicate with the Company in relation to the Meeting should do so using the following means:
 - (a) by writing to the Company Secretary at the Company's registered office address at TOR, Saint-Cloud Way, Maidenhead SL6 8BN; or
 - (b) by writing to the Company's registrar, Equiniti at Aspect House, Spencer Road, Lancing BN99 6DA.

No other methods of communication will be accepted. In particular, you may not use any electronic address provided either in this Notice or in any related documents (including, without limitation, the Annual Report and the form(s) of proxy) to communicate with the Company for any purpose other than those expressly stated in this Notice or in such other related documents.

Inspection of documents

20. The Executive Directors' service agreements, the terms and conditions of appointment of Non-Executive Directors, a statement of the interests of the Directors (and their families) in the shares of the Company, the Articles and the proposed Directors' Remuneration Policy are available for inspection at the registered office of the Company during normal business hours from the date of dispatch of this Notice until the end of the Meeting. All of these documents will also be available for inspection at the place of the Meeting for a period of at least 15 minutes prior to the commencement of the Meeting and until the Meeting closes. Copies will also be made available on request by arrangement with the Company Secretary.

Website

21. A copy of this Notice and other information required by section 311A of the 2006 Act, can be found at www.rank.com.

Appendix

PLEASE NOTE THAT FULL BIOGRAPHIES FOR THE DIRECTORS CAN BE FOUND ON PAGES 72 TO 73 (INCLUSIVE) OF THE ANNUAL REPORT FOR THE FINANCIAL YEAR ENDED 30 JUNE 2024.

Director skills and experience

Lucinda Charles-Jones

Non-Executive Director, Independent

Appointed as a Non-Executive Director in June 2022

Key skills and experience

- Extensive remuneration and people experience, both UK and internationally.
- Experience in strategic development of social and environmental aspects of corporate responsibility.
- Non-Executive Director and Chair of Remuneration Committee at both Virgin Money plc and Business in the Community.

Committee membership

- Audit, Nominations, ESG & Safer Gambling and Remuneration (Chair).
-

Richard Harris

Chief Financial Officer, Non-independent

Appointed to the Board in May 2022.

Key skills and experience

- Has held CFO and senior finance roles in a number of consumer-facing organizations, developing a strong understanding of corporate finance, commercial finance, investor relations and financial reporting.
- Extensive operational experience, particularly in acquisition
- Qualified chartered accountant.

Committee membership

- Finance.
-

Keith Laslop

Non-Executive Director, Independent

Appointed as Non-Executive Director in September 2023.

Key skills and experience

- Significant and extensive experience of the gaming industry.
- Formation of a new business and rapid business growth.
- Qualified Chartered Accountant and Chartered Financial Analyst charterholder.

Committee membership

- Audit.

Katie McAlister**Non-Executive Director, Independent**

Appointed as a Non-Executive Director in April 2021.

Key skills and experience

- Extensive digital and marketing experience built at consumer-facing business.
- Currently President of Cunard, part of the Carnival plc group.
- Previously chief marketing officer for TUI's Northern Region.

Committee membership

Nominations, Remuneration and ESG & Safer Gambling (Chair).

John O'Reilly**Chief Executive, Non-independent**

Appointment to the Board in May 2018.

Key skills and experience

- 30 years' experience within the betting and gaming industry.
- Previously held executive positions at Ladbrokes plc and Gala Coral Group and non-executive positions at William Hill PLC and Telecity Group plc.

Committee membership

- Finance and ESG & Safer Gambling.

Chew Seong Aun**Non-Executive Director, Non-independent**

Appointed as a Non-Executive Director in December 2020.

Key skills and experience

- 30 years' board-level and executive senior management experience in finance and banking.
- Qualified Chartered Accountant and member of the Asian Institute of Chartered Bankers in Malaysia.
- Controlling shareholder representative.

Committee membership

- N/A.

Appendix (Continued)

PLEASE NOTE THAT FULL BIOGRAPHIES FOR THE DIRECTORS CAN BE FOUND ON PAGES 72 TO 73 (INCLUSIVE) OF THE ANNUAL REPORT FOR THE FINANCIAL YEAR ENDED 30 JUNE 2024.

Director skills and experience (Continued)

Alex Thursby Chair, Independent

Appointment to the Board in August 2017 and as Chair in October 2019.

Key skills and experience

- 30 years of financial, risk and strategic experience within the banking sector.
- Held UK-facing and international executive and non- executive roles in banking, including as former chief executive of National Bank of Abu Dhabi and non-executive director of Barclays Bank Plc and AMMB Holdings Berhad.

Committee membership

- Finance (Chair), ESG & Safer Gambling and Nominations (Chair).
-

Karen Whitworth Senior Independent Director, Independent

Appointed as a Non-Executive Director in November 2019.

Key skills and experience

- 18 years' executive experience at large consumer-facing and multi-site businesses, including J Sainsbury plc.
- Non-executive experience, including previously serving as chair of audit and risk committee of Pets at Home plc and currently non-executive director at Tritax Big Box REIT plc, Tesco PLC and Nuffield Health (also a Trustee).
- Qualified chartered accountant.

Committee membership

- Audit (Chair), Remuneration and ESG & Safer Gambling.



The Rank Group Plc

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