

AGM 2009**Proxy Voting Results**

Date: 26/06/09

Total Issued Share Capital: 657,184,672

Resolution		For		Against		Withheld
		Number	%	Number	%	Number
Ordinary Resolutions						
1	To receive the annual accounts of the company for the year ended 31 December 2008, the directors' report and the auditor's report.	305,699,357	99.71	889,947	0.29	64,263
2	To receive and approve the directors' remuneration report (advisory vote).	310,174,892	98.48	4,651,358	1.52	827,317
3	To re-elect Mr J H Holt as a director.	197,859,788	65.25	105,382,446	34.75	3,411,333
4	To re-elect Mr D A L Joyce as a director.	305,708,409	99.83	507,375	0.17	437,783
5	To re-elect Sir Nigel Rudd as a director.	196,041,420	98.22	3,542,689	1.78	107,069,458
6	To re-appoint KPMG Audit Plc as auditors and to authorise the directors to determine their remuneration.	304,624,457	99.50	1,527,779	0.50	501,331
7	(i) approve the increase in the authorised share capital of the company; and (ii) allot: (a) relevant securities up to an aggregate nominal amount of £10,933,789.16, (b) relevant securities up to an aggregate nominal amount of £21,867,578.32, (c) equity securities up to an aggregate nominal of £820,034.20 and (d) equity securities by virtue of section 94(3A) of the 1985 Act up to an aggregate nominal amount of £4,067,369.57	303,438,965	99.20	2,455,242	0.80	759,360
8	To approve the Pendragon 2009 Unapproved Executive Share Option Plan.	301,303,549	99.31	2,078,660	0.69	3,271,358
9	To approve the Pendragon 2009 Approved Executive Share Option Plan.	305,283,574	99.64	1,097,883	0.36	272,110
10	To approve the Pendragon 2009 Shared Ownership Plan ("EXSOP").	301,399,024	98.38	4,966,544	1.62	287,999
Special Resolutions						
11	To approve that a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.	305,997,201	99.79	629,815	0.21	26,551
12	To authorise the company to dis-apply pre-emption rights when allotting its own shares.	304,746,702	99.71	887,245	0.29	1,019,620
13	To authorise the company to purchase its own shares.	305,471,753	99.86	413,190	0.14	769,624
14	To authorise the company to amend its articles of association.	304,342,509	99.60	1,209,364	0.40	1,101,694