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**1 August 2011**

**Pendragon plc ("Pendragon" or the "Company")**

**RESULTS OF GENERAL MEETING**

The Board of Directors of Pendragon announces that the special resolution (the "Resolution") put forward at today's General Meeting was passed on a show of hands.

A summary of the proxies cast in respect of the Resolution is set out below. The issued share capital as at today's date is 668,068,999 ordinary shares of 5 pence each and the number of votes per share is one.

Resolution	FOR*			AGAINST			WITHHELD**	
	No. of votes	No. of cards	% of vote	No. of votes	No. of cards	% of vote	No. of votes	No. of cards
To:  (i) authorise the Directors to allot securities in connection with the Rights Issue; and  (ii) dis-apply statutory pre-emption rights in connection with the Rights Issue	429,538,862	495	99.9	425,194	20	0.10	990,585	4

*\*The For vote includes those votes that were cast as Discretionary Votes.*

*\*\*A vote withheld is not a vote in law and is not included in the calculation of the votes 'For'.*

The proxy voting figures will also be displayed shortly on the Company's website: [www.pendragonplc.com](http://www.pendragonplc.com).

In accordance with the UK Listing Authority rules, copies of the Resolution will be submitted to the National Storage Mechanism, where it will shortly be available for inspection at [www.hemscott.com/usm.do](http://www.hemscott.com/usm.do).

Provisional Allotment Letters in respect of the Rights Issue are being posted to Qualifying Non-CREST Shareholders (other than certain Restricted Shareholders) today.

It is expected that admission of the New Ordinary Shares (nil paid) to the Official List and to trading on the London Stock Exchange's main market and commencement of dealings in New Ordinary Shares (nil paid) will become effective at 8.00am on 2 August 2011.

Defined terms used in this announcement have the same meanings as in the prospectus issued by the Company on 14 July 2011.

-ends-

**For further information, please contact:**

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**Important notice:**

THE NIL PAID RIGHTS, THE FULLY PAID RIGHTS, THE PROVISIONAL ALLOTMENT LETTERS AND THE NEW ORDINARY SHARES (COLLECTIVELY, THE "SECURITIES") REFERRED TO HEREIN HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED, AND MAY NOT BE OFFERED OR SOLD, TAKEN UP, EXERCISED, RESOLD, RENOUNCED TRANSFERRED OR DELIVERED IN THE UNITED STATES UNLESS THEY ARE REGISTERED UNDER APPLICABLE LAW OR EXEMPT FROM REGISTRATION. THE COMPANY DOES NOT INTEND TO REGISTER ANY PORTION OF THE RIGHTS OFFER IN THE UNITED STATES OR TO CONDUCT A PUBLIC OFFERING OF THE SECURITIES IN THE UNITED STATES. ANY OFFERING OF SECURITIES WILL BE MADE BY MEANS OF A PROSPECTUS THAT MAY BE OBTAINED FROM THE COMPANY SUBJECT TO CERTAIN RESTRICTIONS AND WILL CONTAIN DETAILED INFORMATION ABOUT THE COMPANY AND MANAGEMENT AS WELL AS FINANCIAL STATEMENTS. NO MONEY, SECURITIES OR OTHER CONSIDERATION IS BEING SOLICITED AND, IF SENT IN RESPONSE TO THE INFORMATION CONTAINED HEREIN, WILL NOT BE ACCEPTED. THE COMPANY WILL NOT BE REGISTERED UNDER THE US INVESTMENT COMPANY ACT OF 1940, AS AMENDED, AND INVESTORS WILL NOT BE ENTITLED TO THE BENEFITS OF THE ACT.

This announcement has been issued by and is the sole responsibility of Pendragon.

N M Rothschild & Sons Limited, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting as joint financial adviser and joint sponsor to the Company in connection with the Rights Issue and will not be responsible to any person other than the Company for providing the protections afforded to its customers, or for advising any such person on the contents of this announcement or any other transaction, arrangement or matter referred to herein.

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Arden Partners, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting as joint underwriter, joint broker and co-bookrunner in connection with the Rights Issue and will not be responsible to any person other than the Company for providing the protection afforded to its customers, or for advising any such person or the contents of this announcement or any other transaction, arrangement or matter referred to herein.

This announcement is an advertisement. It is not a prospectus and investors should not subscribe for or purchase any shares referred to in this announcement except on the basis of information contained in the Prospectus. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No relevance may or should be placed by any person whatsoever on the information contained in this announcement or its accuracy or completeness. The information in this announcement is subject to change. Nothing in this announcement should be interpreted as a term or condition of the Rights Issue. Any decision to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any Nil Paid Rights, Fully Paid Rights and/or New Ordinary Shares must be made only on the basis of the information contained in and incorporated by reference into the Prospectus. The Prospectus is available on Pendragon's website and is also available for inspection at the offices of CMS Cameron McKenna LLP, Mitre House, 160 Aldersgate Street, London EC1A 4DD.

This announcement does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire any Nil Paid Rights, Fully Paid Rights or New Ordinary Shares, nor shall it (or any part of it), or the fact of its distribution, form the basis of, or be relied on in connection with or act as any inducement to enter into, any contract or commitment whatsoever with respect to the proposed Rights Issue or otherwise.

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Any person receiving this announcement is advised to exercise caution in relation to the Rights Issue. If in any doubt about any of the contents of this announcement, independent professional advice should be obtained.

Neither the content of the Company's website nor any website accessible by hyperlink on the Company's website is incorporated in, or forms part of, this announcement.