

**Pendragon PLC (“the Company”)**

**Results of Annual General Meeting**

The Annual General Meeting of the Company was held on Thursday 21 May 2020 at 10.30am. The results of each resolution are set out in the table below.

<b>Resolution</b>	<b>Votes for</b>	<b>% For (to 2 d.p)</b>	<b>Votes Against</b>	<b>% Against (to 2 d.p)</b>	<b>Votes Withheld</b>
1. To receive the annual accounts and Directors’ and Auditors Reports for year ended 31 December 2019	1,132,794,058	100.00	40,880	0.00	327,039
2. To approve the annual report on directors’ Remuneration for year ended 31 December 2019	889,274,828	78.48	243,783,685	21.52	103,463
3. To approve the directors’ remuneration policy	665,116,001	58.70	467,942,512	41.30	103,463
4. To approve the Pendragon Long Term Incentive Plan	665,204,028	58.71	467,860,909	41.29	97,039
5. To approve Pendragon 2020 Sharesave Scheme	1,132,985,692	99.99	72,517	0.01	103,768
6. To re-appoint Mr W Berman as a director	922,469,585	81.46	209,687,182	18.54	725,210
7. To re-elect Mr M S Casha as a director	1,130,380,826	99.77	2,664,605	0.23	116,546
8. To re-appoint Ms N K Flanders as a director	1,132,545,793	99.96	496,355	0.04	119,829
9. To re-appoint Mr B M Small as a director	1,182,582,026	99.96	463,405	0.04	116,546
10. To re-elect Mr M S Willis as a director	1,129,743,790	99.71	3,301,641	0.29	116,546
11. To re-elect Mr M D Wright as a director	745,437,947	65.79	387,607,483	34.21	116,546
12. To appoint KPMG LLP as auditor of the Company	1,074,795,016	94.85	58,305,206	5.15	61,854
13. To authorise the directors to determine the remuneration of the auditors	1,132,397,109	99.94	713,368	0.06	51,500
14. To authorise	1,131,123,031	99.83	1,967,113	0.17	71,833

the Directors to allot shares in the Company					
15. To authorise the directors to call a general meeting on not less than 14 clear days' notice	1,127,080,286	99.47	5,997,059	0.53	84,632
16. To authorise the Directors to dis-apply pre-emption rights when allotting shares in connection with an acquisition or specified capital investment	1,132,950,780	99.99	139,364	0.01	71,833
17. To authorise the Directors to dis-apply pre-emption rights when allotting shares in connection with an acquisition or specific capital investment which is announced contemporaneously with, or has taken place in the preceding six months	1,132,690,349	99.97	383,017	0.03	88,611
18. To authorise the Company to make market purchases of its shares	1,132,782,870	99.97	337,628	0.03	41,479

All resolutions were passed. Resolutions 15 to 18 were passed as special resolutions.

Despite all resolutions having passed, the Board notes the number of votes recorded not in favour of resolutions 2, 3, 4 and 11. The Company will continue to consult with shareholders who did not vote in favour of these resolutions and will provide an update within six months as required by the UK Corporate Governance Code.

In accordance with Listing Rule 9.6.2, copies of the resolutions that do not constitute ordinary business at an annual general meeting will be submitted to the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

The results will also be made available on the Company's website at [www.pendragonplc.com](http://www.pendragonplc.com)

Richard Maloney  
**COMPANY SECRETARY**

**21 MAY 2020**

Enquiries: Headland

Howard Lee  
Henry Wallers

Tel: 0203 805 4822

-ENDS-