

Pendragon PLC (“the Company”)

Results of Annual General Meeting

The Annual General Meeting of the Company was held on Thursday 25 April 2019 at 10.30am. The results of each resolution are set out in the table below.

Resolution	Votes for	% For (to 2 d.p)	Votes Against	% Against (to 2 d.p)	Votes Withheld
1. To receive the annual accounts and Directors’ and Auditors Reports for year ended 31 December 2018	1,061,473,847	99.93	748,467	0.07	708,012
2. To approve the annual report on directors’ Remuneration for year ended 31 December 2018	976,064,550	91.83	86,865,776	8.17	0
3. To declare a final dividend of 0.70 pence per ordinary share	1,062,913,327	100	0	0	17,000
4. To re-elect Mr M S Casha as a director	1,058,743,671	99.61	4,148,084	0.39	38,572
5. To re-elect Mr C M Chambers as a director	853,643,971	92.26	71,632,635	7.74	137,653,720
6. To re-appoint Mr M P Herbert as a director	1,058,787,891	99.61	4,099,864	0.39	62,572
7. To re-elect Ms G D C Kent as a director	~ RESOLUTION WITHDRAWN ~				
8. To re-appoint Mr R A Laxer as a director	1,062,385,586	99.95	502,168	0.05	62,572
9. To re-appoint Mr M S Willis as a director	1,057,943,917	99.53	4,943,838	0.47	62,572
10. To re-elect Mr M D Wright as a director	1,060,161,943	99.80	2,164,371	0.20	624,012
11. To appoint KPMG LLP as auditor of the Company	1,019,870,234	95.96	42,981,820	4.04	78,272
12. To authorise directors to determine remuneration of the auditors	1,057,709,102	99.51	5,164,020	0.49	57,204

13. To authorise the Directors to allot shares in the Company	1,060,432,509	99.77	2,441,118	0.23	56,700
14. To authorise the directors to call a general meeting on not less than 14 clear days' notice	1,037,759,421	97.63	25,149,906	2.37	21,000
15. To authorise the Directors to dis-apply pre-emption rights when allotting shares in connection with an acquisition or specified capital investment	1,062,751,041	99.99	122,082	0.01	57,204
16. 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	1,058,433,136	99.58	4,439,986	0.42	57,204
17. To authorise the Company to make market purchases of its shares	1,061,893,553	99.92	829,395	0.08	207,378

All resolutions were passed. Resolutions 14 to 17 were passed as special resolutions.

RICHARD MALONEY
COMPANY SECRETARY

25 APRIL 2019

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