



RNS Result of AGM

Results of AGM**PENDRAGON PLC**

Released 14:00:04 19 May 2021

RNS Number : 1783Z
Pendragon PLC
19 May 2021**Pendragon PLC ("the Company")****Results of Annual General Meeting**

The Annual General Meeting of the Company was held on Wednesday 19 May 2021 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 2020	1,120,340,226	99.86	1,533,503	0.14	249,262
2. To approve the annual report on directors' remuneration for year ended 31 December 2020	648,206,890	57.58	473,650,567	42.22	265,534
3. To re-elect Mr W Berman as a director	887,189,192	79.09	234,568,031	20.91	365,768
4. To re-elect Mr M S Casha as a director	1,119,867,836	99.80	2,225,694	0.20	29,461
5. To re-appoint Mr D Exler as a director	983,628,667	87.66	138,464,863	12.34	29,461
6. To re-elect Ms N K Flanders as a director	1,111,205,486	99.03	10,888,044	0.97	29,461
7. To re-elect Mr B M Small as a director	1,094,336,197	97.53	27,757,333	2.47	29,461
8. To re-elect Mr M S Willis as a director	1,119,861,980	99.80	2,231,550	0.20	29,461
9. To re-elect Mr M D Wright as a director	661,604,310	58.96	460,491,344	41.04	27,337
10. To appoint KPMG LLP as auditor of the Company	1,068,239,981	95.20	53,855,801	4.80	27,209
11. To authorise the directors to determine the remuneration of the auditors	1,108,508,509	98.79	13,570,934	1.21	43,548
12. To authorise the Directors to allot shares in the Company	1,120,321,747	99.84	1,750,704	0.16	30,699
13. To authorise the directors to call a general meeting on not less than 14 clear days' notice	1,119,904,037	99.80	2,209,975	0.20	8,979

14. To authorise the Directors to dis- apply pre-emption rights when allotting shares in connection with an acquisition or specified capital investment	1,121,777,070	99.97	307,973	0.03	18,107
15. 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	1,121,464,992	99.94	648,891	0.06	9,108
16. To authorise the Company to make market purchases of its shares	1,121,522,469	99.95	571,168	0.05	29,354
17. To adopt new articles of association of the Company	1,121,940,896	99.99	118,547	0.01	63,548

All resolutions were passed. Resolutions 13 to 17 were passed as special resolutions.

The Company will continue to consult with shareholders to fully understand their concerns in relation to the number of votes recorded not in favour of resolutions 2, 3 and 9. An update will be provided 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

Richard Maloney
COMPANY SECRETARY

19 May 2021

Enquiries: Headland Howard Lee Tel: 0203 805 4822
Henry Wallers

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