

Pendragon PLC (“the Company”)

Results of Annual General Meeting

The Annual General Meeting of the Company was held on Tuesday 21 June 2022 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 2021	748,101,581	99.77	1,697,274	0.23	376,659,920
2. To approve the annual report on directors’ remuneration for year ended 31 December 2021	380,612,034	34.49	722,783,233	65.51	23,063,508
3. To re-elect Mr W Berman as a director	731,261,200	64.92	395,129,256	35.08	68,319
4. To re-elect Mr M S Casha as a director	747,929,270	99.74	1,922,956	0.26	376,606,549
5. To re-elect Mr D Exler as a director	678,201,422	60.21	448,177,988	39.79	79,365
6. To re-appoint Mr I F Filby as a director	745,725,379	99.45	4,122,803	0.55	376,610,593
7. To re-elect Ms N K Flanders as a director	718,040,377	95.76	31,807,805	4.24	376,610,593
8. To re-elect Mr B M Small as a director	717,988,119	95.75	31,854,562	4.25	376,616,094
9. To re-elect Mr M S Willis as a director	748,606,469	99.83	1,247,258	0.17	376,605,048
10. To re-elect Mr M D Wright as a director	Resolution withdrawn				
11. To appoint KPMG LLP as auditor of the Company	717,479,532	95.68	32,377,149	4.32	376,602,094
12. To authorise the directors to determine the remuneration of the auditors	745,157,535	99.37	4,709,500	0.63	376,591,740
13. To authorise the Directors to allot shares in the Company	749,250,464	99.92	632,116	0.08	376,576,195
14. To authorise the directors to call a general meeting on not less than 14 clear days’ notice	748,095,706	99.76	1,782,160	0.24	376,580,909

15. To authorise the Directors to dis-apply pre-emption rights when allotting shares in connection with an acquisition or specified capital investment	749,537,742	99.96	329,758	0.04	376,591,275
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	749,301,693	99.92	565,342	0.08	376,591,740
17. To authorise the Company to make market purchases of its shares	749,275,246	99.94	480,345	0.06	376,703,184

All resolutions were passed, with the exception of resolution 2. Resolutions 14 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 5. An update will be provided within six months as required by the UK Corporate Governance Code.

The Board recognises the significant vote against the report on director's remuneration. The Remuneration Committee sought to ensure the rewards for the executive team were commensurate with the Group's financial performance, in line with market benchmarking and in keeping with the remuneration policy's aim to support the longer-term success of the business for all stakeholders. Although the Remuneration Committee is satisfied its decisions were made in the best interests of all stakeholders, it respects the views expressed by shareholders regarding the resolution.

In terms of implementation of the remuneration policy for 2022, the Remuneration Committee has already indicated an intention to revert to LTIP awards with a three-year performance period and two-year holding period. In addition, the Company's overall remuneration policy is due to be presented to shareholders for renewal at the 2023 AGM. Between now and then the Remuneration Committee intends to consult further with shareholders in the formulation of the new policy.

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
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21 June 2022

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