Pendragon | PLC

2016 ANNUAL REPORT

CONTENTS

THE UK'S LARGEST AUTOMOTIVE ONLINE RETAILER

Pendragon's principal market activities are the retailing of used and new vehicles and the service and repair of vehicles (aftersales).

We have 218 retail points operating under the brands of 'Stratstone' for the premium vehicle segment and 'Evans Halshaw' for the volume vehicle segment and a vehicle operation in USA.

We have a number of complementary businesses within the Group which are: 'Pinewood' for dealership management systems, 'Leasing' for fleet and contract hire vehicles and 'Quickco' for wholesale vehicle parts.

AT A GLANCE

275,000
NEW & USED UNIT SALES

218
RETAIL POINTS

22.7m
ANNUAL WEBSITE HITS

£73.0m
PROFIT BEFORE TAX

23 WORLDWIDE BRANDS

9,656
EMPLOYEES

£4.5bn
TURNOVER

>1MILLION
AFTERSALES TRANSACTIONS

NOTE: Throughout this document, Alternative Performance Measures have been used which are non-GAAP measures that are presented to provide readers with additional financial information that is regularly reviewed by management and should not be viewed in isolation or as an alternative to the equivalent GAAP measure, see note 1 of the Financial Statements for details.

STRATEGIC REVIEW

GOVERNANCE

FINANCIALS

2

LOCATIONS

Ford
39

Vauxhall
32

Citroën
16

Renault
6

Dacia
6

Peugeot
6

Hyundai
4

Nissan
4

Kia
3

SEAT
1

Honda
1

Land Rover
13

Jaguar
11

Mercedes-Benz
8

BMW
7

MINI
7

Smart
6

Aston Martin
5

Porsche
5

Chatfields
4

Harley-Davidson
2

Ferrari
1

Morgan
1

Jaguar
4

Land Rover
4

Aston Martin
1

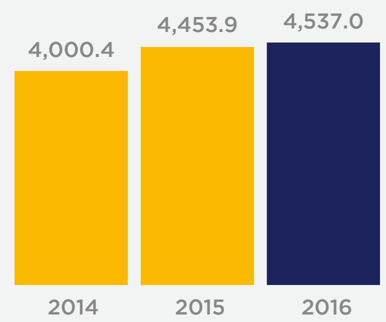
Used Non-Franchise
21

Map does not show support business locations nor those in USA

OUR OPERATIONAL AND FINANCIAL HIGHLIGHTS

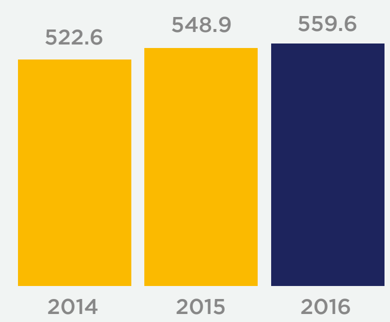
REVENUE

£4,537.0m



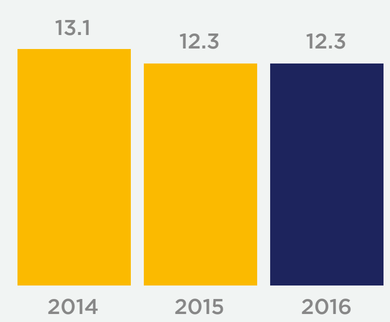
GROSS PROFIT

£559.6m



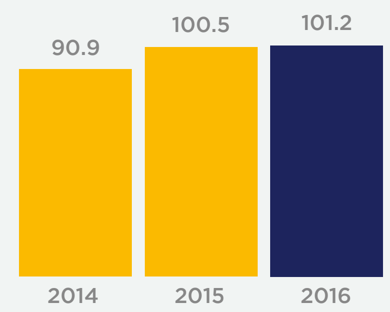
GROSS MARGIN

12.3%



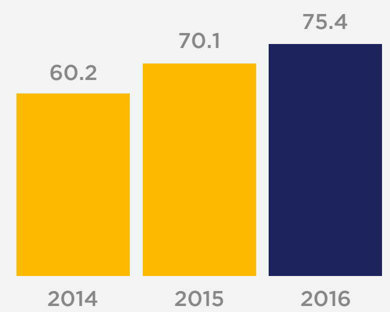
UNDERLYING OPERATING PROFIT

£101.2m



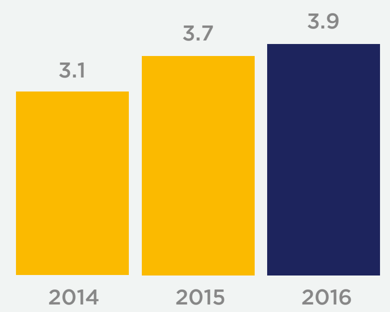
UNDERLYING PROFIT BEFORE TAX

£75.4m



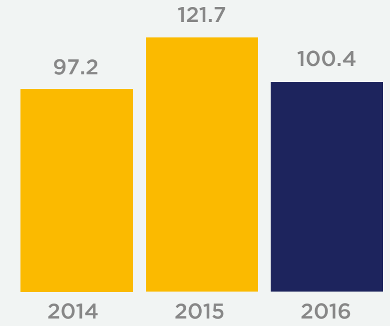
UNDERLYING EPS

3.9p



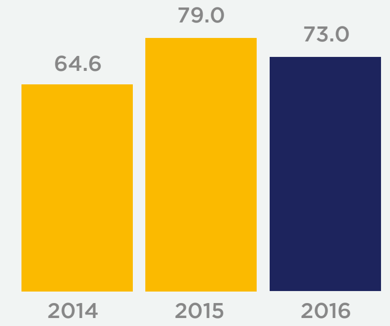
OPERATING PROFIT

£100.4m



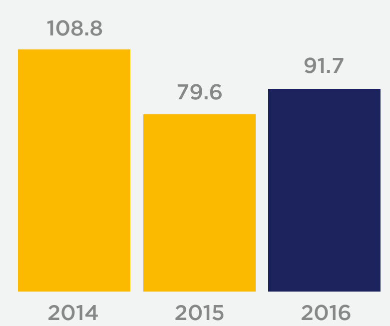
PROFIT BEFORE TAX

£73.0m



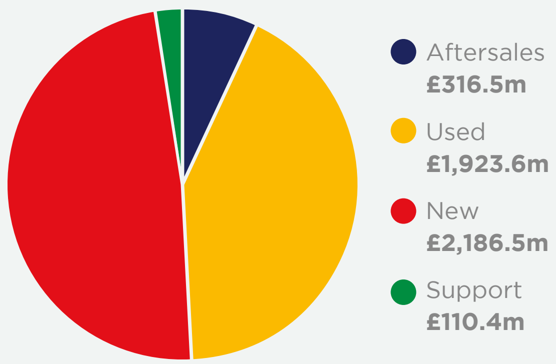
NET DEBT

£91.7m

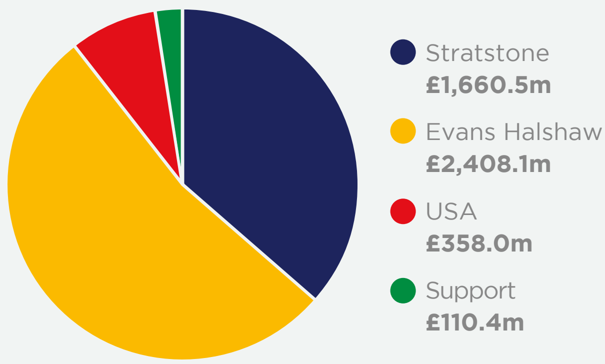


NOTE: Throughout this document, Alternative Performance Measures have been used which are non-GAAP measures that are presented to provide readers with additional financial information that is regularly reviewed by management and should not be viewed in isolation or as an alternative to the equivalent GAAP measure, see note 1 of the Financial Statements for details.

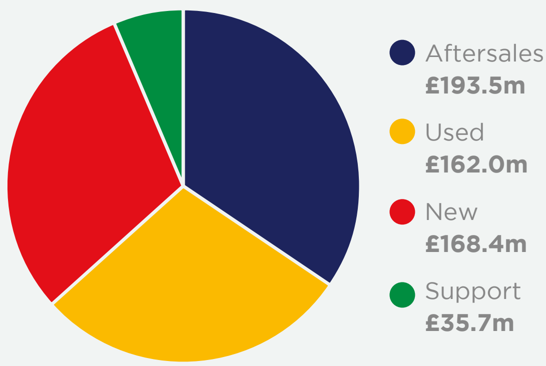
REVENUE BY SECTOR



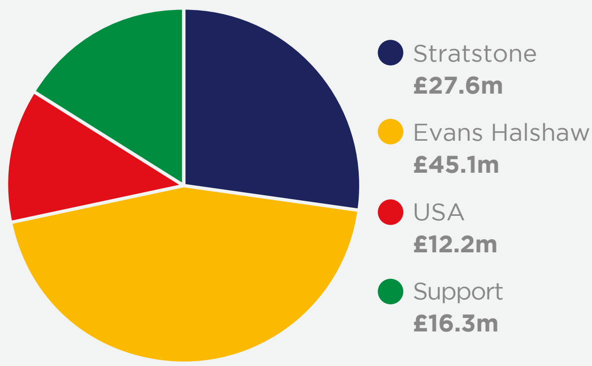
REVENUE BY SEGMENT



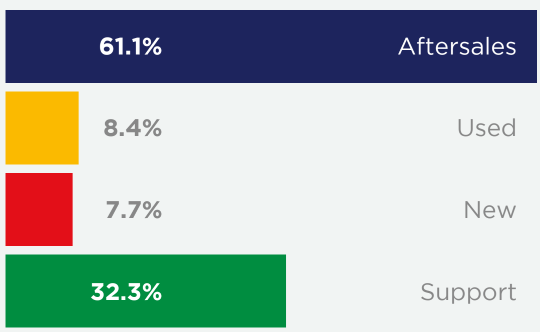
GROSS PROFIT BY SECTOR



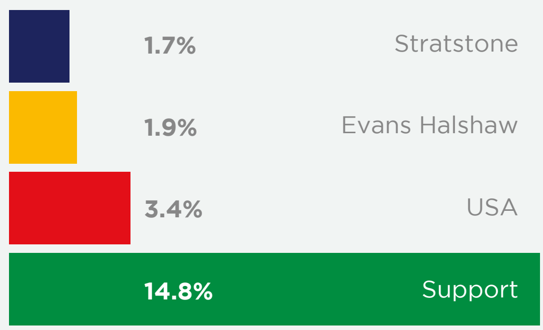
UNDERLYING OPERATING PROFIT BY SEGMENT

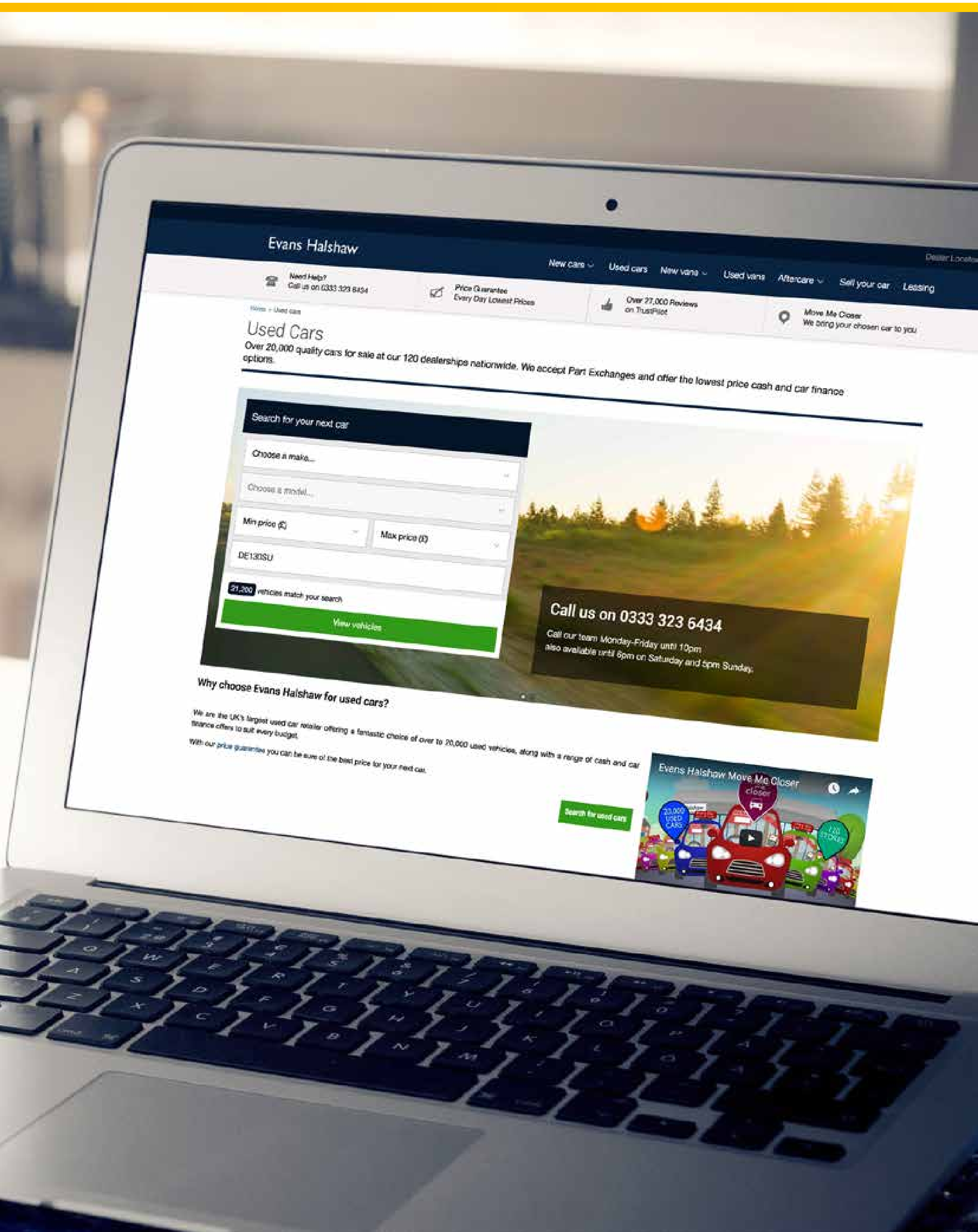


GROSS PROFIT MARGIN BY SECTOR



UNDERLYING OPERATING MARGIN BY SEGMENT




Evans Halshaw
New cars
Used cars
New vans
Used vans
Aftercare
Sell your car
Leasing
Need Help?
Price Guarantee
Every Day Lowest Prices
Over 27,000 Reviews
on TrustPilot
Move Me Closer
We bring your chosen car to you
Used Cars
Over 20,000 quality cars for sale at our 120 dealerships nationwide. We accept Part Exchanges and offer the lowest price cash and car finance options.
Search for your next car
Choose a make...
Choose a model...
Min price (£)
Max price (£)
DE130SU
21,200 vehicles match your search
View vehicles
Call us on 0333 323 6434
Call our team Monday-Friday until 10pm
also available until 6pm on Saturday and 5pm Sunday.
Why choose Evans Halshaw for used cars?
Search for used cars
Evans Halshaw Move Me Closer

CHAIRMAN'S HIGHLIGHTS

The UK's largest automotive online retailer continues to make significant progress

	GROSS PROFIT	OPERATING PROFIT	PROFIT BEFORE TAX	NET DEBT : EBITDA	EPS
LIKE FOR LIKE*	**£548.7M**	**£104.3M**	**-**	**-**	**-**
	+4.9%	+2.0%	-	-	-
UNDERLYING**	**£559.6M**	**£101.2M**	**£75.4M**	**0.6**	**3.9p**
	+1.9%	+0.7%	+7.6%	+20.0%	+5.4%
TOTAL	**£559.6M**	**£100.4M**	**£73.0M**	**0.6**	**3.8p**
	+1.9%	-17.5%	-7.6%	+20.0%	-24.0%

* 'Like for Like' results on a like for like basis include only businesses which have been trading for 12 consecutive months. We use like for like results to aid in the understanding of the like for like movement in revenue, gross profit and operating profit in the business. The difference to underlying results are simply those businesses which are not like for like which have recently commenced operation and therefore do not have a 12 month history plus any retail points closed during the current or previous period. ** Underlying results, where stated, exclude items that are items are not incurred in the normal course of business and are sufficiently significant and/or irregular to impact the underlying trends in the business. NOTE: Throughout this document, Alternative Performance Measures have been used which are non-GAAP measures that are presented to provide readers with additional financial information that is regularly reviewed by management and should not be viewed in isolation or as an alternative to the equivalent GAAP measure, see note 1 of the Financial Statements for details.

Strategic Highlights

- Our initiatives such as Move Me Closer™, Sell Your Car and our aftersales progress update portal are leading the evolution of automotive online retailing.
- The Evanshalshaw.com and Stratstone.com websites have developed further during the year generating 22.7 million visits in the year, up +14.4% - with 66% of our visitors from self-generated rather than paid sources.
- Used vehicle revenue growth is a key strategic goal and revenues have grown by 64% in 5 years at a compound annual growth rate of 10.4%.
- Investment in additional physical capacity for used vehicle sales continues so that we can achieve at least double digit growth in used vehicle revenue in 2017.
- Our strategy is focused on our four 'pillars' of Choice, Value, Customer Service and Convenience supported by our people and protected by ownership of our evolving intellectual property and IT.

Operational Highlights

- Pinewood (the Group's IT and Software division) established its first European customer user base and increased operating profit by +14.9%.
- Used vehicle revenue up +9.5% on a like for like basis (+5.6% total) as we continue to increase our market share.
- Aftersales revenue up +7.3% on a like for like basis (+4.1% total) as a result of market tailwinds and our initiatives.
- New vehicle revenue up +3.1% on a like for like basis (-1.4% total).
- Underlying operating margin 2.2% - in line with the prior year.

Outlook

Pendragon is leading the evolution of automotive online retailing. We are focussed on our strategy of gaining market share in the used and aftersales markets. We believe there will be growth in the used and aftersales markets with marginal growth in the new vehicle market in 2017.

The Group has doubled underlying profit before tax in four years as a result of our clear strategy of offering choice, value, customer service and convenience. Future growth will be driven by our initiatives, our investment in additional physical capacity for used car sales and by our strategic advantages in IT and intellectual property.

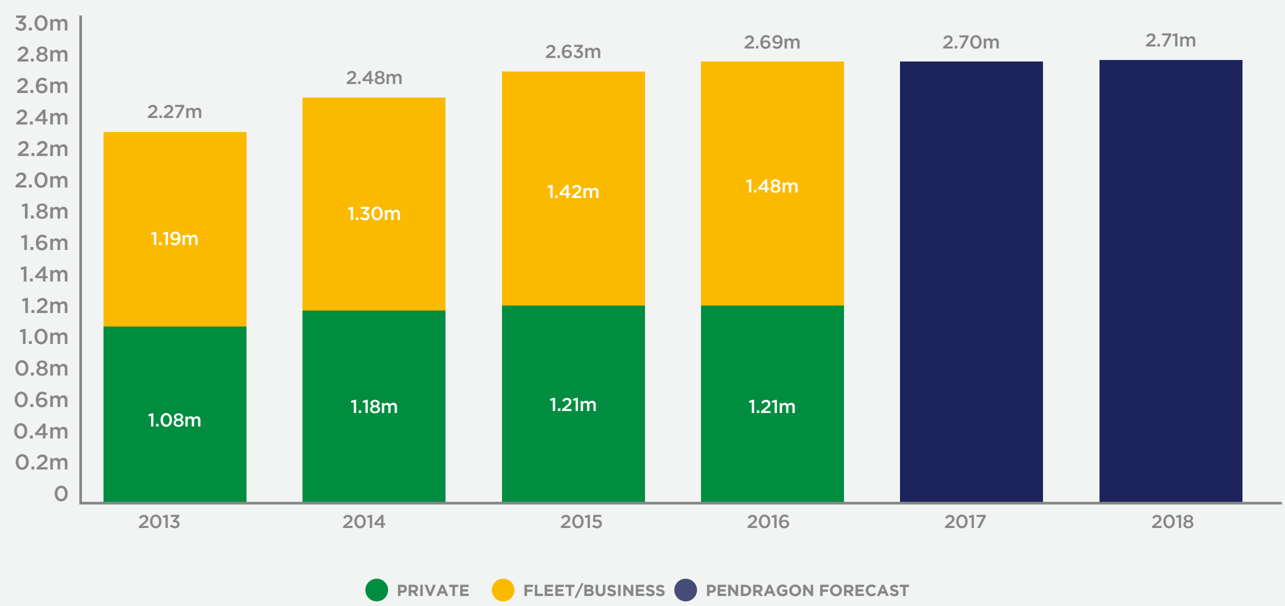
We believe that we can achieve at least double digit growth in used revenue in 2017 and our aspiration over the next five years is to double our used vehicle revenue. In order to test this, during the final quarter of 2016 we invested in inventory and adjusted our algorithms and marketing initiatives. This was with a view to driving growth in used vehicle activity levels to test the physical capacity of our current footprint. The early results of this are very encouraging. Our growth in used vehicle revenue on a like for like basis in January 2017 exceeded the increase required to achieve our growth aspirations.

We anticipate our performance for 2017 will be in line with expectations.

Mel Egglenton
Chairman

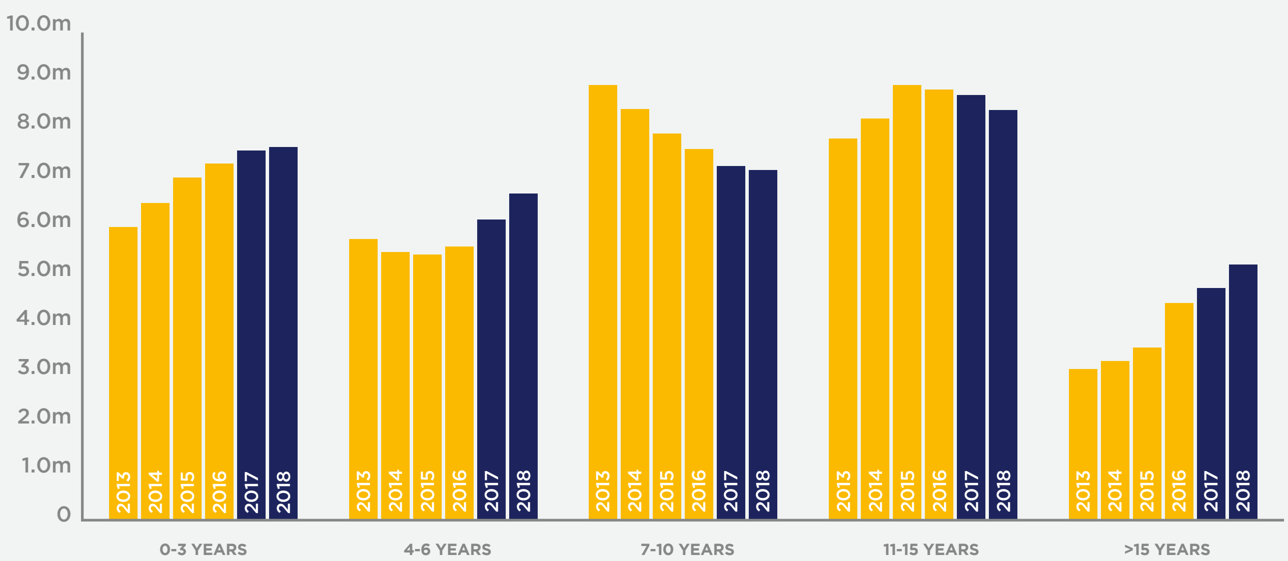
INDUSTRY INSIGHT

UK NEW CAR MARKET



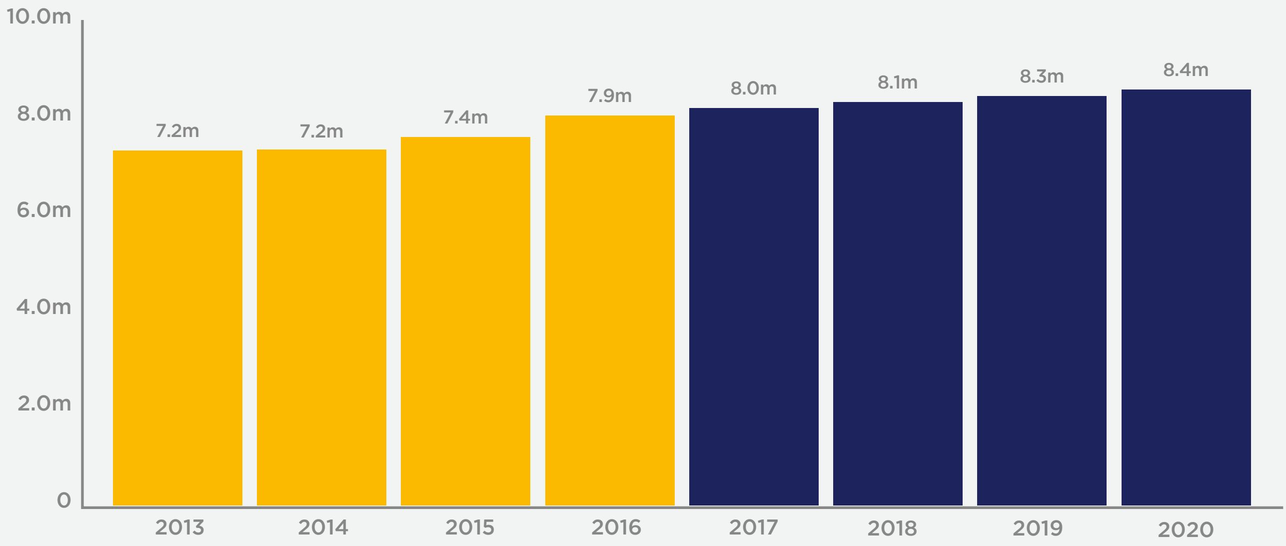
Source: SMMT (2013 to 2016) and Pendragon (2017 to 2018)

UK CAR PARC BY AGE OF VEHICLE



Source: SMMT (2013 to 2016) and Pendragon (2017 to 2018)

UK USED CAR MARKET



Source: Callcredit (2013 to 2016) and Pendragon (2017 to 2020)

USED SECTOR

The used vehicle sector comprises the selling of vehicles by one party to another for all vehicles except newly registered vehicles. The used car market was 7.9 million, with growth of 6.0% on the prior year. Around half of these transactions are conducted by franchised dealers, with the balance by independent dealers and private individuals.

USED INDUSTRY INSIGHT

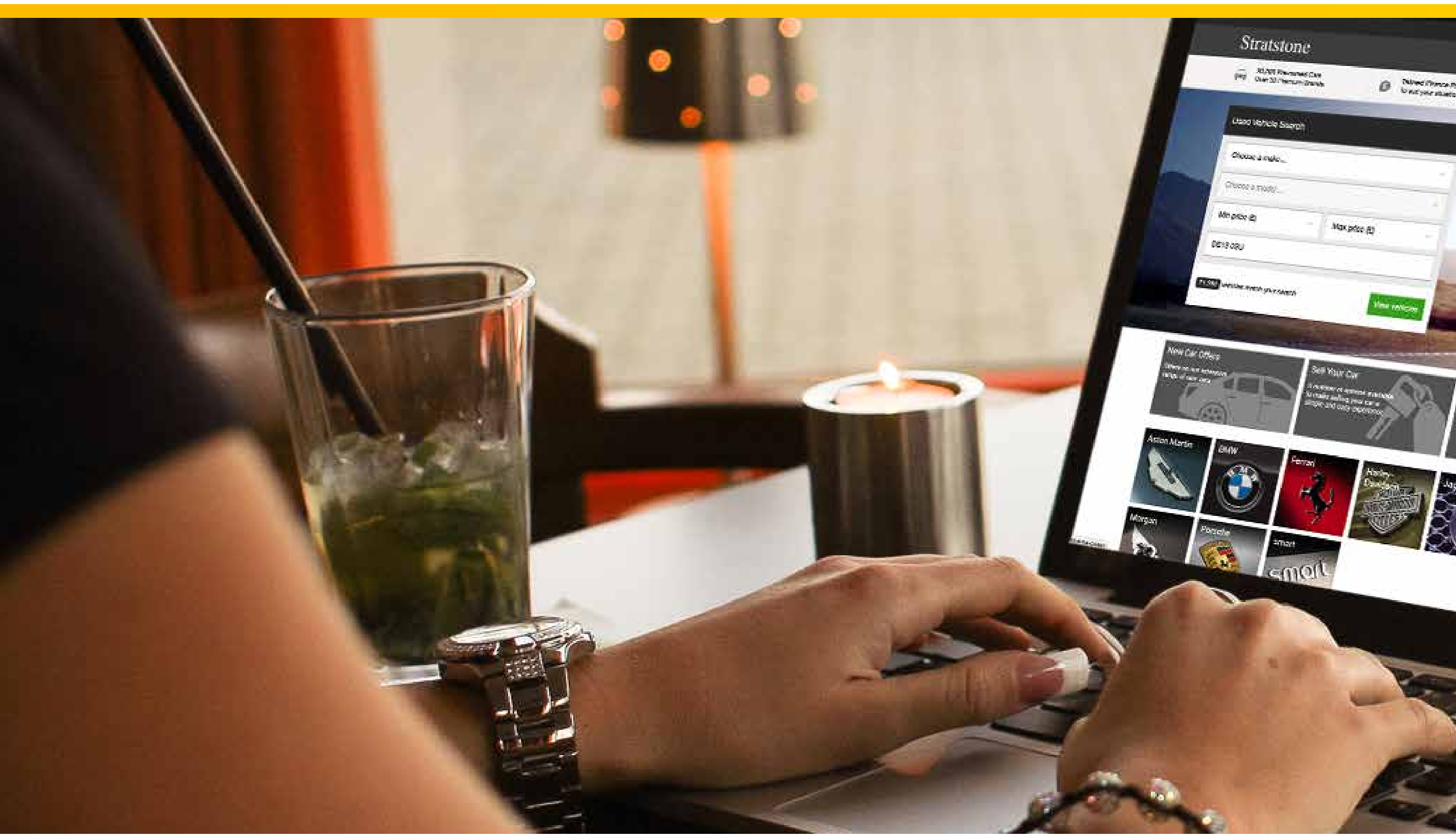
We have previously modelled the impact of the new market volumes on the used car market and continue to believe we will see growth of around 2% per annum over the next three years. When we segment the used market by age of vehicle, our analysis of the next three years shows that the supply of vehicles that are less than six years old will continue to grow more rapidly than those over six years old.

AFTERSALES SECTOR

Aftersales encompasses the servicing, maintenance and repair of motor vehicles, including bodyshop repairs, and the retailing of parts and other motor related accessories. The main determinant of the aftersales market is the number of vehicles on the road, known as the 'vehicle parc'. The vehicle parc in the UK has risen to 34 million vehicles (cars only), having been typically around 32 to 33 million vehicles in the prior three years. The car parc can also be segmented into markets representing different age groups. Typically, around 22% of the car parc is represented by less than three year old cars, around 17% is represented by four to six year old cars and 61% is greater than seven year old cars.

The size of each of these age groups within the car parc is determined by the number of new cars entering the parc and the number exiting the parc. The demand for servicing and repair activity is less impacted than other sectors by adverse economic conditions, as motor vehicles require regular maintenance and repair for safety, economy and performance reasons.

INDUSTRY INSIGHT



THE USED CAR MARKET WAS 7.9 MILLION, WITH GROWTH OF 6.0% ON THE PRIOR YEAR.

AFTERSALES INDUSTRY INSIGHT

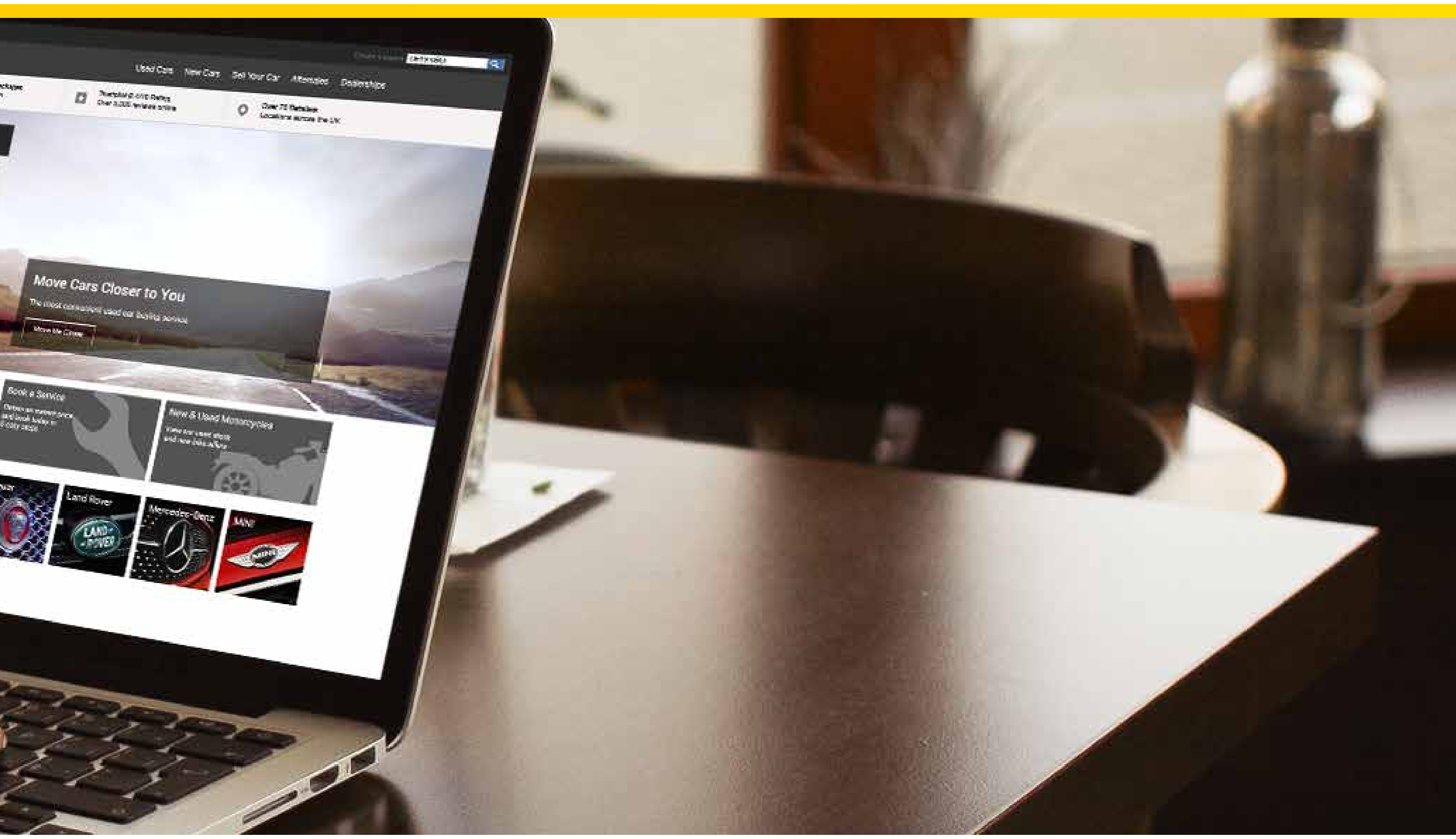
The aftersales servicing and repair business will benefit from increased new and used car activity. As a result of the increased new vehicle supply, we have seen growth in the less than three year old car parc of around 4% and expect this to grow by around 4% in 2017. Within the four to six year old vehicle parc, there was growth of 3%. We expect this segment of the vehicle parc to grow by 10% in 2017. Overall, we expect at least for the next three years to see good continuing growth in the vehicle parc for cars up to six years old.

NEW SECTOR

The new vehicle sector consists of the first registration of cars and commercial vehicles. In 2016, the UK new car market, the second largest market in Europe, increased by 2.3% over the prior year, with 2.693 million registrations (2015 : 2.634 million).

The UK new car market is primarily divided into retail and fleet markets. The retail market is the direct selling of vehicle units to individual customers and operates at a higher margin than the fleet market. The fleet market represents selling of multiple vehicles to businesses, and is predominantly transacted at a lower margin and consumes higher levels of working capital than retail. The retail market is the key market opportunity for the Group and represents just under half of the total UK market.

The following table summarises the UK new car vehicle market, separating the retail and fleet components for the twelve month periods ended 31 December 2016 and 31 December 2015:



NEW CAR VEHICLE REGISTRATIONS FOR YEAR ENDED 31 DECEMBER ('000)				
	2016	2015	Change	Change %
UK Retail Market	1,206.3	1,208.8	-2.5	-0.2%
UK Fleet Market	1,486.5	1,424.7	+61.8	+4.3%
UK New Market	**2,692.8**	**2,633.5**	**+59.3**	**+2.3%**
Group Represented* UK Retail Market	811.1	815.8	-4.7	-0.6%
Group Represented* UK Fleet Market	1,052.3	996.3	56.0	+5.6%
Group Represented* UK New Market	**1,863.4**	**1,812.1**	**51.3**	**+2.8%**

Source: new car vehicle registrations data from the 'Society of Motor Manufacturers and Traders'.
*Group Represented is defined as national registrations for the franchised brands that the Group represents as a franchised dealer.

The Society of Motor Manufacturers and Traders expects the UK market to be 2.544 million new cars in 2017, a decrease of 5.0% on the prior year. The UK commercial vehicle market, consisting of light commercial vehicles and trucks, had a market size of 408 thousand units in 2016 which was, flat on the prior year.

The Group has representation in California, USA. The USA new vehicle market was 17.5 million in 2016, an increase of 0.3% over 2015 and the highest vehicle market since 2006. The National Automobile Dealers' Association expects the USA market to be 17.1 million vehicles in 2017, a decrease of 2.3% on the prior year.

NEW INDUSTRY INSIGHT

In our interim results announcement, we indicated that the new car market would be 2.67 million units which was just 20 thousand units below the final outturn in 2016. We maintain our view that the market will be relatively stable in the near term and we believe the new car market is more likely to be flat in 2017 than the 5% reduction that is forecast. This is due to the continuing ready availability of consumer finance and the fact that markets in the rest of the world are still comparatively weak. Moderate increases are expected in the long term due to increases in car ownership and population growth.

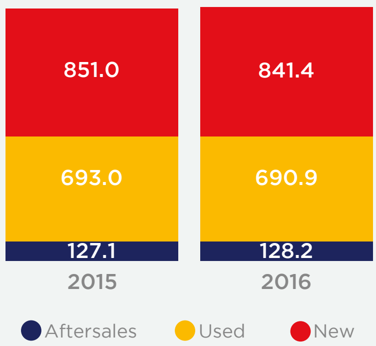
OUR BUSINESS

STRATSTONE.COM

STRATSTONE is one of the UK's leading premium motor car retailers, with 70 franchise points. Stratstone holds franchises to retail and service Aston Martin, BMW, Ferrari, Jaguar, Land Rover, Mercedes-Benz, MINI, Morgan, Porsche and Smart as well as Harley-Davidson franchises. This segment also contains our retail and service outlets for DAF commercial vehicles under the Chatfields brand name.

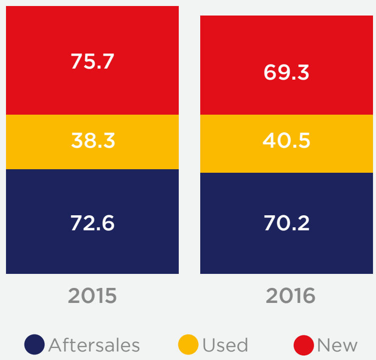
REVENUE

£1,671.1m £1,660.5m



GROSS PROFIT

£186.6m £180.0m



OPERATING PROFIT

2015	2016
£33.5m	£27.6m

OPERATING MARGIN

2015	2016
2.0%	1.7%

GROSS MARGIN

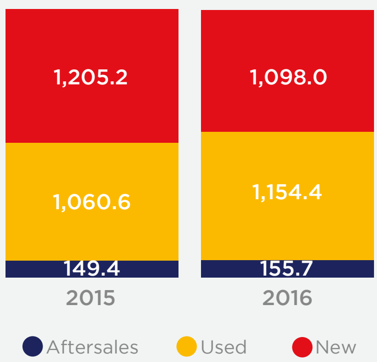
2015	2016
11.2%	10.8%

EVANSHALSHAW.COM

EVANS HALSHAW is the UK's leading volume motor car retailer, with 118 franchise points. Evans Halshaw holds franchises to retail and service Citroen, Dacia, Ford, Honda, Hyundai, Kia, Nissan, Peugeot, Renault, SEAT and Vauxhall.

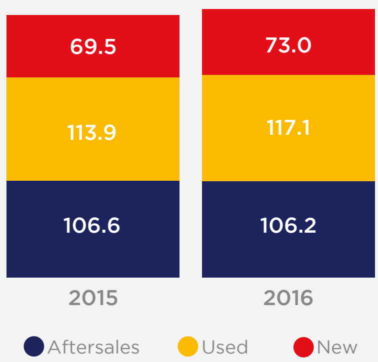
REVENUE

£2,415.2m £2,408.1m



GROSS PROFIT

£290.0m £296.3m



OPERATING PROFIT

2015	2016
£42.0m	£45.1m

OPERATING MARGIN

2015	2016
1.7%	1.9%

GROSS MARGIN

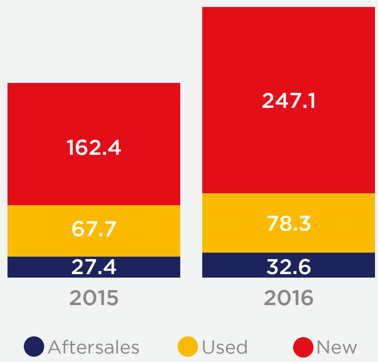
2015	2016
12.0%	12.3%

USA

USA represents the premium brands of Aston Martin, Land Rover and Jaguar, with nine franchise points in Southern California.

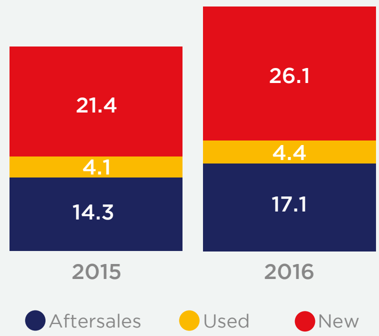
REVENUE

2015	2016
£257.5m	£358.0m



GROSS PROFIT

2015	2016
£39.8m	£47.6m



OPERATING PROFIT

2015	2016
£10.4m	£12.2m

OPERATING MARGIN

2015	2016
4.0%	3.4%

GROSS MARGIN

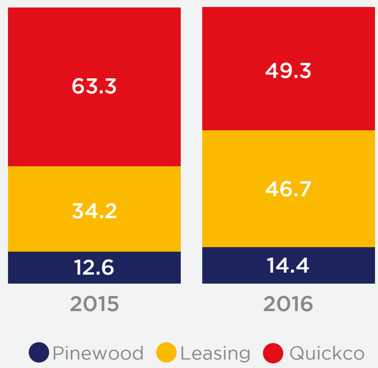
2015	2016
15.5%	13.3%

SUPPORT BUSINESS

SUPPORT BUSINESSES complement the Group's dealership activites by offering leasing for fleet and contract hire, dealer management systems from Pinewood and a wholesale vehicle parts distribution business with Quickco.

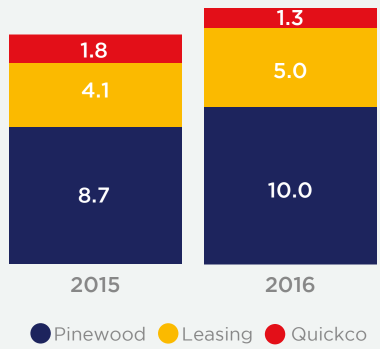
REVENUE

2015	2016
£110.1m	£110.4m



OPERATING PROFIT

2015	2016
£14.6m	£16.3m



QUICKCO OPERATING MARGIN

2015	2016
2.8%	2.6%

LEASING OPERATING MARGIN

2015	2016
12.0%	10.7%

PINEWOOD OPERATING MARGIN

2015	2016
69.0%	69.4%


Suzuki Alto 1.0 SZ 5dr - £5,995.00
Free Credit Check
Enquire
More Details
Compare Vehicle
Suzuki SX4 1.6 Aerio 5dr - £5,995.00
Free Credit Check
Enquire
More Details
Compare Vehicle
Suzuki SX4 GLX - £5,995.00
Free Credit Check
Enquire
More Details
Compare Vehicle
Suzuki Alto 1.0 SZ3 5dr - £5,995.00
Free Credit Check
Enquire
More Details
Compare Vehicle
Hyundai I10 1.2 Classic - £5,995.00

"Pendragon is leading the evolution of automotive online retailing. Our underlying profit before tax has increased by 7.6% in the year as our growth continues. The Group has doubled underlying profit before tax in four years as a result of our clear strategy of offering choice, value, customer service and convenience. Future growth will be driven by our initiatives, our investment in additional physical capacity for used car sales and by our strategic advantages in IT and intellectual property.

We believe that we can achieve at least double digit growth in used revenue in 2017 and our aspiration over the next five years is to double our used vehicle revenue.

In order to test this, during the final quarter of 2016 we invested in inventory and adjusted our algorithms and marketing initiatives with a view to driving growth in used vehicle activity levels to test the capacity of our current footprint.

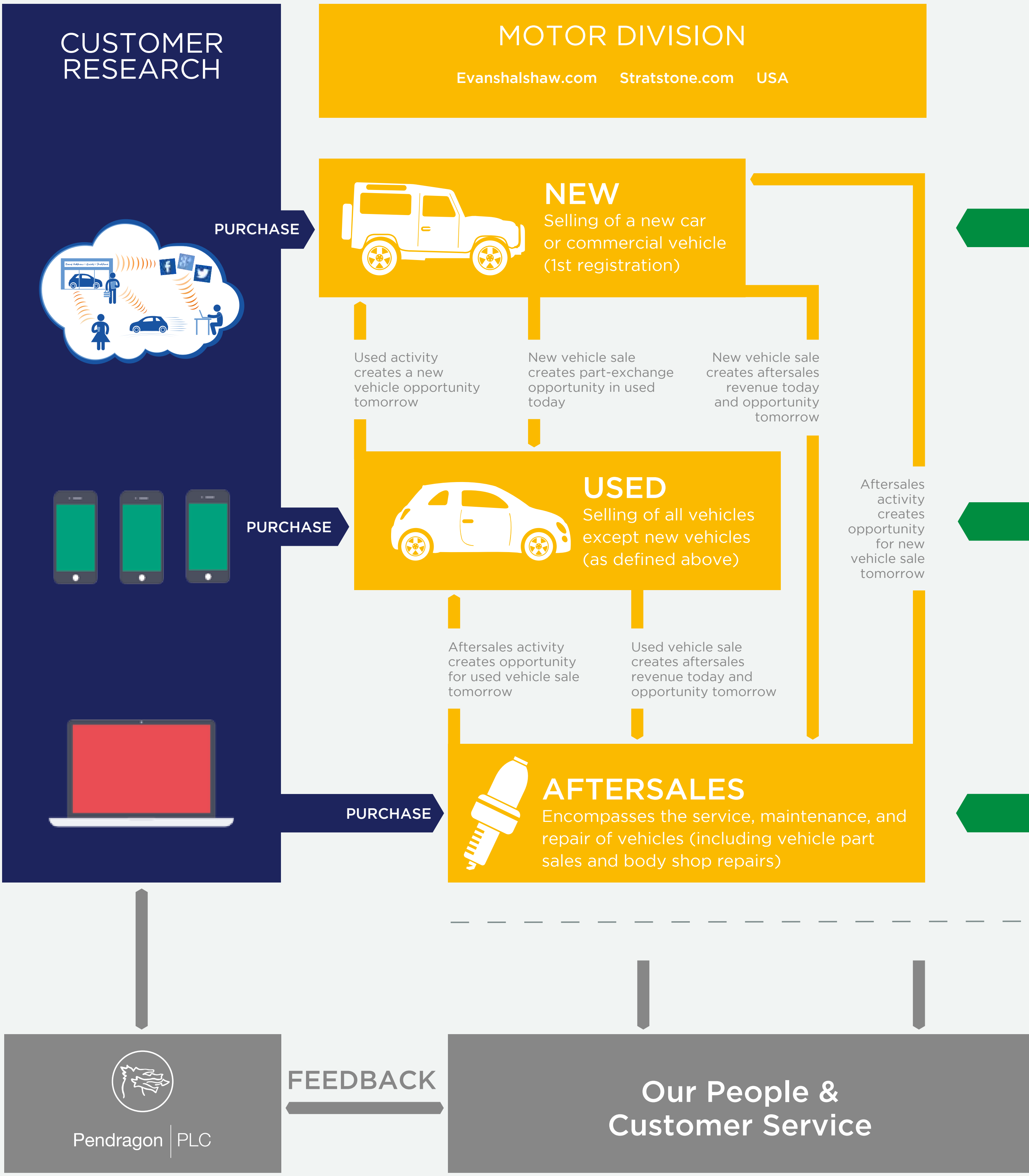
The early results of this are very encouraging. Our growth in used vehicle revenue on a like for like basis in January 2017 exceeded the increase required to achieve our growth aspirations.

We anticipate our performance for 2017 will be in line with expectations."

Trevor Finn, Chief Executive Officer

BUSINESS MODEL

OUR BRANDS



SUPPORT BUSINESS

Pinewood.co.uk
Pendragonvehiclemanagement.co.uk
Quickco.co.uk

PINEWOOD

Our IT provider, providing dealer management systems, operating in the UK, Europe and South Africa

LEASING

Contract hire and leasing, providing new, used and aftersales activity for the Group

QUICKCO

Provides vehicle parts for our used and aftersales sectors

STRATEGY AND VIABILITY STATEMENT

STRATEGY

The Group is leading the change in the automotive online retail sector and has a clear strategic plan in response to changing customer needs. Our initiatives are focussed on growth in the following order of priority: used vehicles, aftersales and repair and new vehicle markets. Our strategy in each of these growth areas is underpinned by strategic pillars which are: Choice, Value, Customer Service and Convenience and is supported by our 'People' foundation. Our principal differentiator in the retail automotive market is our online and IT superiority and ownership of our intellectual property.

SYSTEMS AND INTELLECTUAL PROPERTY

With Pinewood we have the advantage, of owning a software company, and having our proprietary intellectual property. This provides the Group with a significant advantage over our peers and other retailers. We have a clear plan for investment and evolution of the Evanshalshaw.com and Stratstone.com websites, which will ensure we maintain our online effectiveness and significant growth rate in web visitors – we have increased web visitors from 8.5 million in 2011 to 22.7 million in 2016.

USED

As the industry leader in providing value to customers with our transparent pricing methodology, we continue to see our used vehicle offering as the key strategic advantage compared to our competition. The Group has a detailed strategy to increase our market share in the UK via increased capacity at existing and new retail points across the country. These new retail points vary in size depending on the local market potential and our need to achieve the appropriate rate of return. Given that the Group has doubled market share in six years, we have continued our investment in additional physical capacity for used vehicles sales so that we can achieve at least double digit growth in used revenue in 2017. The Group sold 159,000 vehicles in 2016.

We are also working to expand our UK footprint by investing in additional physical footprint. We will be opening five sites in the first half of 2017 and have five sites actively being pursued for the second half of 2017. This investment will take place over the coming four year period and is expected to amount to approximately £100 million in total investment since initiation in 2015 (assuming all additional sites are freehold).

During the year we implemented our first pay online customer proposition. As part of our market leading 'Move Me Closer™' initiative, a customer can now self-serve on Evanshalshaw.com and Stratstone.com. A customer can make a refundable reservation fee via their credit card, a customer takes the vehicle off sale and automates the logistics for the vehicle movement, so they can view and collect the car in their local retailer at their convenience.

The deployment of our increased footprint in the UK coupled with our online and used vehicle initiatives provides the basis on which the group is targeting to double its used vehicle revenues over the next five years.

Our used vehicle strategy is focussed on the following strategic pillars:

- **Choice** – we provide the most extensive choice of used vehicles in the UK and this is helping drive sales via our Evanshalshaw.com and Stratstone.com websites. We have increased our choice and now have around 22,000 vehicles online. With Move Me Closer™ we provide the greatest choice to the customer as the online offering of all our vehicles can be delivered to the customers' nearest retail point.
- **Value** – daily monitoring of prices ensures that our customers get the best value every time. This is backed up with our price guarantee.
- **Customer Service** – the launch of payment online enables an online buying experience. Coupled with Move Me Closer™ this provides a seamless way to interact online. We continue to invest in developing the best web platform for our customers. In 2016, website visits to Evanshalshaw.com and Stratstone.com increased by 14.4% to 22.7 million annual visitors.
- **Convenience** – we provide convenience by having 218 retail points in the UK and USA. Our strategy is to increase our retail points further to enable more customers to benefit from our choice, value and customer service proposition. Our customers can also sell their car direct to us, whether they are purchasing a car or not, through our 'Sell Your Car' process. This enables the customer to choose to sell their car direct to us at Evanshalshaw.com (www.evanshalshaw.com/sell-your-car/). We guarantee to pay more than 'webuyanycar.com'. This initiative is enabling us to provide a greater selection of choice and value to customers and to turn stock more quickly. We now have 85 'Sell Your Car' locations from 42 in 2015 and plan to include these in all new store roll-outs.

AFTERSALES

We have been making significant investment in our productive resource as this area grows both from favourable market dynamics and from our used sales, as our retail aftersales activity increases. We have a number of initiatives. Our aftersales strategy is focussed on the following strategic pillars:

- **Choice** - we provide a range of customer propositions on price to suit all customers.
- **Value** - daily monitoring of prices ensures that our customers get the best value every time. This is backed up with our price guarantee on service and repair.
- **Customer Service** - we offer personal video health checks and a progress update portal so that customers are fully aware of the status of their vehicle and their service options throughout the aftersales process.
- **Convenience** - we provide convenience by having 218 retail points in the UK and USA. Our strategy is to increase our retail points further to enable more customers to benefit from our choice, value and service proposition.

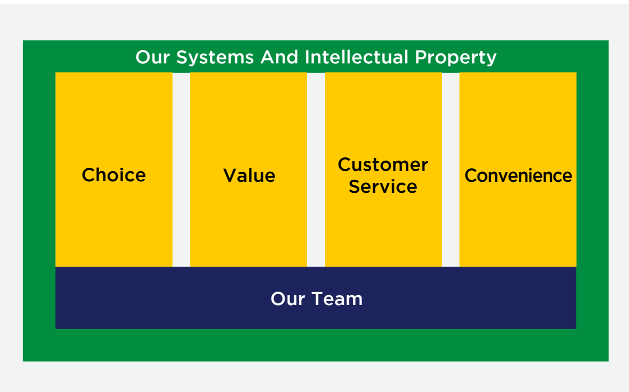
NEW

Our strategy in new is to have a balanced portfolio of franchise representation. We work closely with our manufacturing partners to deliver outstanding customer service. We will manage and add franchise points and continue strategically planned investment as long as we achieve the required return on investment. We have many significant strong and long standing relationships with our manufacturing partners. Our new strategy is focussed on the following strategic pillars:

- **Choice** – 'we represent over 23 worldwide brands and benefit from the franchise marketing.
- **Value** – we are developing our new car offering to align to our current used vehicle initiatives.
- **Customer Service** – we are fully committed to enhancing customer satisfaction with our retail partners and survey and action our feedback accordingly.
- **Convenience** – we provide convenience by having 197 retail points in the UK and USA.

PEOPLE

Our foundation for success is our people. We continue to invest in training and development of our extensive 9,700 strong team. We are fortunate to have a strong blend of experience and new talent which helps us deliver our strategy and achieve our planned business growth. Thank you to all the members of our team for your continued support and delivery of our results year after year.



VIABILITY STATEMENT

In accordance with provision C.2.2 of the UK Corporate Governance Code, published by the Financial Reporting Council in September 2014 (the "Code"), the Directors have assessed the viability of the company over the three year period to the 31 December 2019.

The Directors believe this period to be appropriate as:

i) The Group's detailed plan encompasses this period.

ii) We typically, at inception, look to attain a revolving credit facility for at least four years.
The three-year strategic review considers the Group's Profit and loss, cash flows, debt and other key financial ratios over the period. These metrics are subject to sensitivity analysis which involves flexing a number of the main assumptions underlying the forecast both individually and in unison. Where appropriate, this analysis is carried out to evaluate the potential impact of the Group's principal risks actually occurring. The three-year review also makes certain assumptions about the normal level of capital recycling likely to occur and considers whether additional financing facilities will be required.

Based on the results of this analysis, the Directors have a reasonable expectation that the company will be able to continue in operation, comply with facility covenants and meet its liabilities as they fall due over the three-year period of their assessment.

In addition, further discussion of the principal risks and material uncertainties affecting Pendragon PLC can be found within the Annual report and Accounts on pages 22 to 26. The risk disclosures section of the consolidated financial statements set out the principal risks the Group is exposed to, including insurance, market, liquidity, credit, operational and strategic, together with the Group's policies for monitoring, managing and mitigating its exposures to these risks. The Board considers risks during the year on triannual basis through the Risk Control Group and annually at a Board meeting with ad hoc reporting as required.
The principal risks and the mitigation steps that the Board considered as part of this viability statement were as follows:

- The ability to adopt and implement an appropriate strategy which is mitigated by our management information and market data, appropriate investment, monitoring of our performance and focus on financial discipline
- The availability of debt funding which is mitigated by maintaining adequate committed, diversified funding sources
- The ability to adapt to changing environments outside our direct control such as macro-economic, political and environmental factors, regulation changes, manufacturer and competitor behaviour. We mitigate these risks through the diverse revenue generation from all parts of the vehicle cycle and wide range of franchise representation together with regular monitoring to identify changes quickly

During 2016, the Board carried out a robust assessment of the principal risks facing the Group, including those that would threaten its business model, future performance, solvency or liquidity. The Directors believe that the Group is well placed to manage its business risks successfully, having taken into account the current economic outlook. Accordingly, the Board believes that, taking into account the Group's current position, and subject to the principal risks faced by the business, the Group will be able to continue in operation and to meet its liabilities as they fall due for the period up to 31 December 2019.

KEY PERFORMANCE INDICATORS

	KPI	Definition	Performance
Financial KPIs*	Underlying EPS	Underlying profit after tax divided by weighted average number of shares	FY16 – Underlying EPS of 3.9p FY15 – Underlying EPS of 3.7p Improvement of 5% year on year
Financial KPIs*	Underlying PBT	Underlying profit before tax excludes items that are not incurred in the normal course of business and are sufficiently significant and/or irregular to impact the underlying trends in the business.	FY16 – Underlying PBT £75.4m FY15 – Underlying PBT £70.1m Improvement of 8% year on year
Financial KPIs*	Operating Margin	Underlying operating profit divided by underlying revenue	FY16 – Operating margin 2.2% FY15 – Operating margin 2.3% Operating margin stable
Financial KPIs*	Net Debt	Net Debt : underlying EBITDA is the ratio of our net debt to underlying EBITDA	FY16 – Ratio 0.6 FY15 – Ratio 0.5 The Group has increased net debt by £12.1m and increased underlying EBITDA by £11.4m.
Strategic/Operational KPIs*	Aftersales Retail Labour Sales	Retail labour sales is activity direct to consumers for the servicing and repair of motor vehicles (like for like)	FY16 – Retail growth 4.5% FY15 – Retail growth 3.3% Retail labour sales growth maintained
Strategic/Operational KPIs*	Used Revenue	All used revenues (like for like)	FY16 – Used revenue £1,863.4m FY15 – Used revenue £1,701.1m Improvement of 10% year on year
Strategic/Operational KPIs*	New Market Share	Retail new unit volume divided by retail registrations for the brands we represent	FY16 – New retail share 6.1% FY15 – New retail share 6.1% Retail market share maintained
Strategic/Operational KPIs*	Online Growth	Website visits to Evanshalshaw.com and Stratstone.com (excluding Apps)	FY16 – 22.7m visitors FY15 – 19.8m visitors Improvement of 14% year on year
Strategic/Operational KPIs*	Customer Service	Customer service is measured via email survey responses from aftersales, used and new rating from 1 to 5 stars (5: excellent)	FY16 – 4/5 Star – 86% FY15 – 4/5 Star – 86% Customer service stable

NOTE: Throughout this document, Alternative Performance Measures have been used which are non-GAAP measures that are presented to provide readers with additional financial information that is regularly reviewed by management and should not be viewed in isolation or as an alternative to the equivalent GAAP measure, see note 1 of the Financial Statements for details.

Risk Factor Link	Business Model Impact: Aftersales	Used	New	Support
ALL	✓	✓	✓	✓
ALL	✓	✓	✓	✓
3 4 7 8	✓	✓	✓	✓
1 6	✓	✓	✓	✓
1 2 3 5 10	✓			
1 2 3 4 5 10		✓		
1 2 3 4 5 10			✓	
1 8	✓	✓	✓	✓
1 7 8 10	✓	✓	✓	✓

RISK OVERVIEW AND MANAGEMENT

PRINCIPAL RISKS

Recognising that all businesses entail elements of risk, the Board maintains a policy of continuous identification and review of risks which may cause our actual future Group results to differ materially from expected results. The table on pages 23 to 26 is an overview of the principal risks faced by the Group, with corresponding controls and mitigating factors. The specified risks are not intended to represent an exhaustive list of all potential risks and uncertainties. The risk factors outlined below should be considered in conjunction with the Group's system for managing risk, described below and in the Corporate Governance Report on page 38.

RISK MANAGEMENT AND INTERNAL CONTROLS

Accountability

The Board is responsible for risk management and internal control within the context of achieving the Group's objectives. The system of control the Board has established covers both the Group's financial reporting, including the consolidation process, and the mitigation of business and operational risks. The system is designed to manage, rather than eliminate, the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss.

Financial Reporting

The executive directors oversee the preparation of the Group's annual corporate plan; the Board reviews and approves it and monitors actual performance against it on a monthly basis. Where appropriate, during the year, revised forecasts are prepared and presented for Board review and approval. To ensure that information to be consolidated into the Group's financial statements is in compliance with relevant accounting policies, internal reporting data is comprehensively reviewed. Reviews of the appropriateness of group accounting policies take place at least twice a year, under the scrutiny of the Audit Committee, which considers reports on this from the Group's auditor, the application of IFRS and the reliability of the Group's system of control of financial information. No material changes have occurred in 2016 which have or are likely to have a material effect on the Group's internal controls over financial reporting. Controls are designed to ensure that the Group's financial reporting presents a true and fair reflection of the Group's financial position. The Board has concluded that, as at 31 December 2016, the Group's systems of control over financial reporting were effective.

Operational and Other Risks

Operational management is charged by the Board with responsibility for identifying and evaluating risks facing the Group's businesses on a day-to-day basis and is supported by the Risk Control Group (RCG), a committee formed of two executive directors, the company secretary and Group heads of information technology and internal audit. The approach to risk control and the work of the RCG are described on page 38.

NO.	PRINCIPAL RISKS	IMPACT BEFORE MITIGATION	MITIGATION
	STRATEGY AND BUSINESS RELATIONSHIPS		
1	Our Strategy: Failure to adopt the right strategy or, Failure of our adopted strategy to deliver the desired outcomes or, Failure to implement our strategy effectively	We miss our profit growth and/or debt management target, alienate key stakeholders and are unable to invest adequately in our business We receive complaints or poor customer satisfaction scores which damage our reputation and 'service' strategic pillar	• Our strategy is informed by significant research and market data • We communicate effectively our adopted strategy to our stakeholders • We invest appropriately in the technological, physical and human resources to deliver our strategy, closely monitor performance against our objectives, and adjust our actions to meet our strategic goals • Our sophisticated management information identifies threats to the success of our strategy both during the planning and implementation phases, and informs mitigating actions, both directionally and operationally • We ensure that we monitor our manufacturer and third party customer service measures and take action in the event of low scores • We focus strongly on efficient use of working capital through embedded disciplines, especially in relation to vehicle inventory • We review capital expenditure plans to ensure our ROI objectives are achievable
2	Our Manufacturer Relationships: Dependence on vehicle manufacturers for the success of our business	Failure of, or weaknesses in, our vehicle manufacturers' financial condition, reputation, marketing, production and distribution capabilities, and lack of alignment with manufacturers' remuneration systems for dealers impairs our investments and prevents us achieving our profit goals Failure to maintain good relations with our franchisors impairs our ability to generate good quality earnings The Manufacturers change the business model towards direct sales to customers	• Our diverse franchise representation avoids over reliance on any single manufacturer • Our close contact with our vehicle manufacturers seeks to ensure our respective goals are communicated, understood and aligned, to deliver mutually acceptable performance • Our appropriately targeted investment in franchise assets and our performance maintains our reputation as a quality representative for our brand manufacturers • Our investment in marketing initiatives and our online presence supplement and enhance our market presence and offering over and above manufacturers' marketing efforts • Our strategy to develop and maintain revenues from used vehicles and aftersales reduces our overall reliance on new vehicle franchises

RISK OVERVIEW AND MANAGEMENT

NO.	PRINCIPAL RISKS	IMPACT BEFORE MITIGATION	MITIGATION
3	Our Competitors: Failure to meet competitive challenges to our business model or sector	Customers migrate to alternative providers Intermediary companies establish a barrier between us and our customers Revenues and profits fall owing to competitor action	• Our detailed market and sector monitoring systems assist effective response to identify early and assist effective response to any competitive or intermediary threats • Our scale, expertise and technological capabilities enable rapid and flexible response to market opportunities • Our well-developed customer relationship management capabilities and online customer satisfaction tools aim to drive industry-leading service and attract customer loyalty
	MACRO-ECONOMIC, POLITICAL AND ENVIRONMENTAL		
4	European economic instability and/or the UK decision to leave the EU impacting the UK, in particular impacting used vehicle prices UK or USA economic and business conditions deteriorate UK Governmental spending constraints	Vehicle manufacturers oversupply into UK market or alterations to supply terms, damages margins and vehicle values Fewer purchasers of vehicles Lower demand for vehicle servicing Changes in regulation as a result of the UK decision to leave the EU or the change in President in the USA	• We carefully control new vehicle inventory to mitigate effects of overstocking • Our business model derives revenues from every stage of the vehicle's life-cycle and has expanded into the older vehicle parc for both vehicle sales and aftersales • We invest in and vigorously pursue customer retention initiatives to secure longer-term loyalty
	ENVIRONMENTAL		
5	Progression towards greener technologies, autonomous driving, and /or pay-per-use, rather than owning a vehicle UK taxes change to penalise road use, fuel type, vehicle use and to increase VAT	Customers choose greener vehicles we cannot supply Overall vehicle parc reduces Vehicle purchase and use declines, adversely affecting revenue opportunities	• We represent vehicle brands which are responding effectively to the greener technology agenda • We identify trends in demand through our sophisticated management information and analysis tools and tailor our model accordingly • Our breadth of relationships with asset finance companies and geographic footprint help us to provide innovative mobility solutions for private and business vehicle users, whatever their needs • We maintain the right level of tax expertise to interpret and assess proposed changes, respond with well-informed advice and effectively assist our strategic planning and the design and implementation of appropriate mitigating actions

NO.	PRINCIPAL RISKS	IMPACT BEFORE MITIGATION	MITIGATION
	FINANCE AND TREASURY		
6	Availability of debt funding Pension liabilities	Unable to meet debt obligations Unsustainable demand of funding occupational pensions schemes	• Our business model produces strong free cash flow generation • We maintain adequate committed facilities to meet forecast debt funding requirements • Diversification of funding sources, monitor daily our funding requirements • Asset backed pension deficit reduction plan reduces cash contributions • Regular review by our pension trustees of investment strategy and liability reduction, taking professional advice
	LEGAL AND REGULATORY		
7	Significant litigation Regulator action against or otherwise impacting the Group	Resources are diverted to taking proceedings or defending legal or regulatory action, at the expense of business efficiency and profit Reputation is damaged by regulatory censure or punitive action Fines and penalties reduce profits	• We maintain the right level of legal expertise to interpret, assess and respond to proposed changes in regulation, enabling us to adapt our model and processes to comply with changes in a seamless manner • Our culture focuses strongly on good compliance delivering good performance • Our team of compliance specialists design, and we communicate effectively, processes that support our businesses to minimise the risk of non-compliance
	TECHNOLOGY, INFORMATION SYSTEMS AND ESTIMATES		
8	Failure of systems Cyber Security	Data loss interrupts business, incurs cost of recreating records, causes loss of or impairment to financial and operational control and loss of business opportunities Website interruptions and other potential consequences of system failure or cyber attack Customer confidence is impaired	• We adopt and regularly update robust business continuity measures, including within our dealer management systems • Our geographic diversity allows prompt deployment of key functions to alternative locations • Our Pinewood Business monitors cyber security threats and has sytems and processes in place to deal with incidents
9	Reliance on the use of significant estimates which prove to be incorrect	Revenue, profits and reputation all suffer damage Group's financial statements will be wrong, affecting property valuations, future warranty costs, vehicle values where we have committed to purchase at a pre-set price, and the discounted cashflows used to test impairment of goodwill Reputational damage and inability to raise funding for the Group's business	• We assess actual outturns of previous estimates to test the robustness of adopted assumptions, and adjust the estimating approach accordingly • We support estimates with reliable external research where available

RISK OVERVIEW AND MANAGEMENT

NO.	PRINCIPAL RISKS	IMPACT BEFORE MITIGATION	MITIGATION
	TEAM MEMBERS AND THE ENVIRONMENT WE WORK IN		
10	Failure to attract, develop, motivate and retain good quality team members and leaders Failure to provide safe working and retail environments Failure to control environmental hazards	Poor decision making and inability to deliver our strategy and meet our business objectives Lack of innovation in our business Loss of custom owing to poor quality customer experience delivered by demotivated or untrained team members Illness and injury, lost working time and civil claims Reputational damage and clean-up costs, leading to loss of custom and revenues Regulatory censure, suspension of business, convictions and fines; reputational damage, leading to loss of custom and revenues	• We invest in online means of attraction and recruitment, targeting the right quality candidates • We set clear competencies and career goals to prevent mishires • We continually review and adapt for the market conditions our employment terms, salaries and performance related pay elements at all levels • We adopt and renew responsive succession plans for all key roles • We leverage our scale to afford training opportunities and progression within the Group • We work to the Health & Safety Executive's "Plan, Do, Check, Act" framework for managing risk in the workplace and our retail spaces • We allocate clear responsibilities for delivery of safe places to work and shop • We adopt process-driven initiatives to mitigate specific risk areas • We measure and review our performance against appropriate benchmarks • We allocate local accountability for sites' compliance and provide specialist support to responsible leaders • We monitor site conditions and drive corrective action through audit follow-up

OPERATIONAL REVIEW

Our reporting segments are 'Evanshalshaw.com', 'Stratstone.com', 'USA Motor Group', 'Pinewood', 'Leasing' and 'Quickco'.

The following business reviews are for years ended 31 December 2016 and 31 December 2015 and are underlying results.

MOTOR DIVISION (STRATSTONE, EVANS HALSHAW AND USA MOTOR GROUP, £M)	2016	2015	Change (%)	L4L Change (%)
REVENUE				
Aftersales	316.5	303.9	+4.1%	+7.3%
Used	1,923.6	1,821.3	+5.6%	+9.5%
New	2,186.5	2,218.6	-1.4%	+3.1%
Revenue	**4,426.6**	**4,343.8**	**+1.9%**	**+6.1%**
GROSS PROFIT				
Aftersales	193.5	193.5	-	+3.3%
Used	162.0	156.3	+3.6%	+5.5%
New	168.4	166.6	+1.1%	+5.1%
Gross Profit	**523.9**	**516.4**	**+1.5%**	**+4.5%**
Operating Costs	**(439.0)**	**(430.5)**	**+2.0%**	**+5.4%**
Operating Profit	**84.9**	**85.9**	**-1.2%**	**+0.3%**
Gross Margin (%)	11.8%	11.9%	-0.1%	-0.2%
Operating Margin (%)	1.9%	2.0%	-0.1%	-0.2%

Evanshalshaw.com (£m)	2016	2015	Change (%)	L4L Change (%)
REVENUE				
Aftersales	155.7	149.4	+4.2%	+7.1%
Used	1,154.4	1,060.6	+8.8%	+10.2%
New	1,098.0	1,205.2	-8.9%	-4.9%
Revenue	**2,408.1**	**2,415.2**	**-0.3%**	**+2.5%**
GROSS PROFIT				
Aftersales	106.2	106.6	-0.4%	+1.5%
Used	117.1	113.9	+2.8%	+3.9%
New	73.0	69.5	+5.0%	+8.2%
Gross Profit	**296.3**	**290.0**	**+2.2%**	**+4.1%**
Operating Costs	**(251.2)**	**(248.0)**	**+1.3%**	**+3.5%**
Operating Profit	**45.1**	**42.0**	**+7.4%**	**+7.2%**
Gross Margin (%)	12.3%	12.0%	+0.3%	+0.2%
Operating Margin (%)	1.9%	1.7%	+0.2%	+0.1%

Evanshalshaw.com is the UK's leading volume vehicle retailer with 118 franchise points representing: Citroen, Dacia, Ford, Honda, Hyundai, Kia, Nissan, Peugeot, Renault, SEAT and Vauxhall. The business has increased operating profit by 7.2% on a like for like basis demonstrating further operating leverage as a result of strong growth across all departments. We are particularly pleased with our drive to increase used activity in Evanshalshaw.com, with like for like revenues increasing by 10.2% in the year. Whilst we have seen some margin reduction in the second half, we are encouraged by our growth rate in used revenue in the second half which grew by 12.4%. We have achieved operating leverage within Evanshalshaw.com with our operating costs as percentage of gross profit falling from 85.5% in 2015 to 84.8% in 2016.

Stratstone.com (£m)	2016	2015	Change (%)	L4L Change (%)
REVENUE				
Aftersales	128.2	127.1	+0.9%	+4.8%
Used	690.9	693.0	-0.3%	+7.7%
New	841.4	851.0	-1.1%	+4.7%
Revenue	**1,660.5**	**1,671.1**	**-0.6%**	**+6.0%**
GROSS PROFIT				
Aftersales	70.2	72.6	-3.3%	+2.5%
Used	40.5	38.3	+5.7%	+10.0%
New	69.3	75.7	-8.5%	-3.4%
Gross Profit	**180.0**	**186.6**	**-3.5%**	**+1.7%**
Operating Costs	**(152.4)**	**(153.1)**	**-0.5%**	**+5.6%**
Operating Profit	**27.6**	**33.5**	**-17.6%**	**-14.2%**
Gross Margin (%)	10.8%	11.2%	-0.4%	-0.4%
Operating Margin (%)	1.7%	2.0%	-0.3%	-0.4%

Stratstone.com is one of the UK's leading premium vehicle retailers with 70 franchise points representing: Aston Martin, BMW, Ferrari, Jaguar, Land Rover, Mercedes-Benz, MINI, Morgan, Porsche and Smart. The business has decreased operating profit by 14.2% on a like for like basis which is largely due to margin reduction in new vehicles across some franchises. Gross profit has increased significantly in used, +10.0% on a like for like basis, as we rolled out some of our used vehicle initiatives and improved used volume and margin.

USA MOTOR GROUP (£m)	2016	2015	Change (%)	L4L Change (%)
REVENUE				
Aftersales	32.6	27.4	+19.0%	+19.0%
Used	78.3	67.7	+15.7%	+15.7%
New	247.1	162.4	+52.2%	+52.2%
Revenue	**358.0**	**257.5**	**+39.0%**	**+39.0%**
GROSS PROFIT				
Aftersales	17.1	14.3	+19.6%	+19.6%
Used	4.4	4.1	+7.3%	+7.3%
New	26.1	21.4	+22.0%	+22.0%
Gross Profit	**47.6**	**39.8**	**+19.6%**	**+19.6%**
Operating Costs	**(35.4)**	**(29.4)**	**+20.4**	**+20.4%**
Operating Profit	**12.2**	**10.4**	**+17.3%**	**+17.3%**
Gross Margin (%)	13.3%	15.5%	-2.2%	-2.2%
Operating Margin (%)	3.4%	4.0%	-0.6%	-0.6%

Our retail business in the USA continues to deliver exceptional results from nine franchise points representing the Aston Martin, Jaguar and Land Rover brands based in California. The business has increased operating profit by 17.3% and continues to perform exceptionally. As a consequence of the impact of the UK decision to leave the EU, the average exchange rate for the year of the British Pound to US Dollar fell from 1.52 to 1.34, which has been favourable in 2016 for the USA profitability when reporting in British Pounds. On a US Dollar basis, operating profit increased by 3.3%. We continue to seek opportunities to grow our presence in the US.

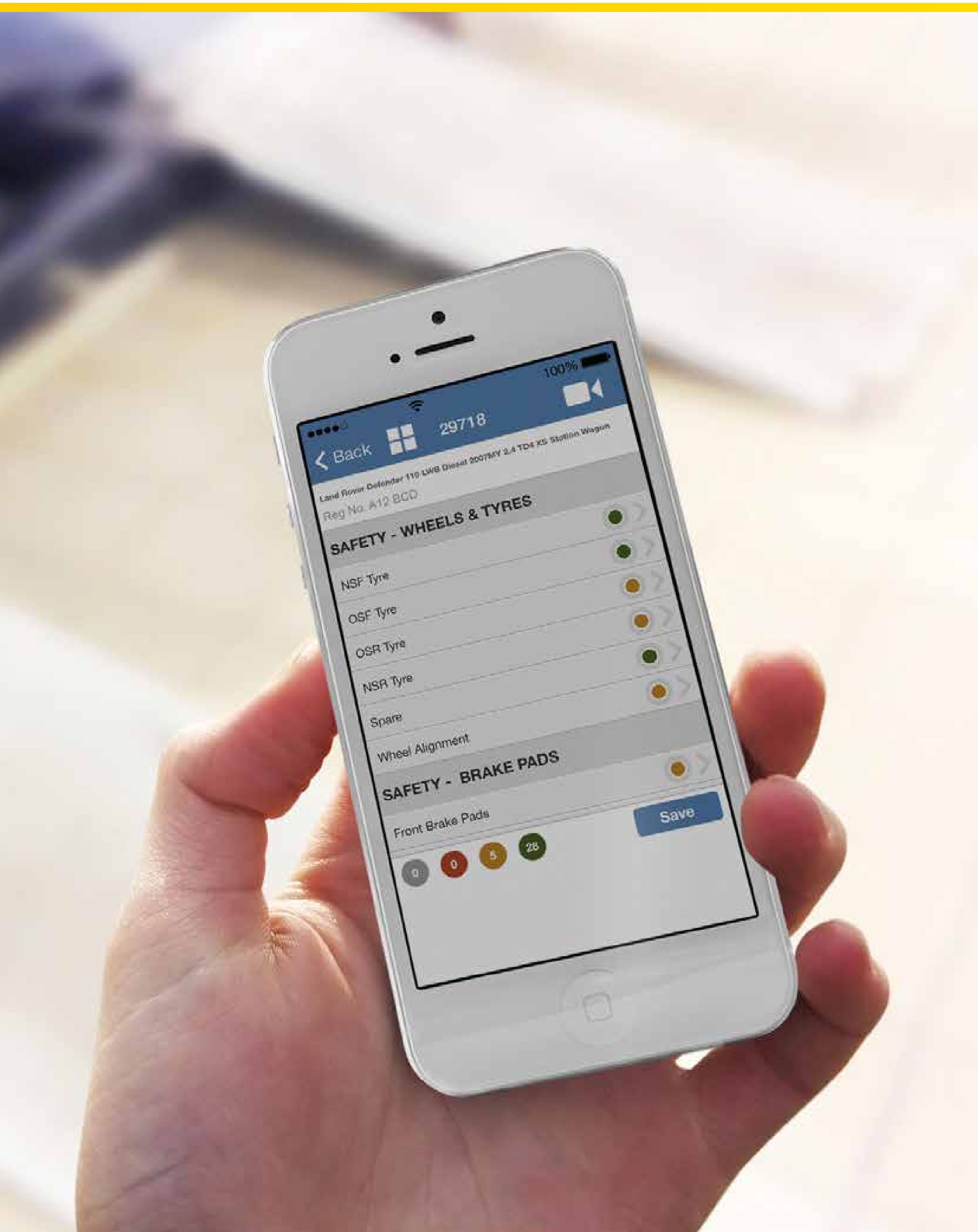
OPERATIONAL REVIEW

PINEWOOD (£m)	2016	2015	Change (%)	L4L Change (%)
Revenue	**14.4**	**12.6**	**+14.3%**	**+14.3%**
Operating Profit	**10.0**	**8.7**	**+14.9%**	**+14.9%**
Operating Margin (%)	69.4%	69.0%	+0.4%	+0.4%

Pinewood is our software division which gives the Group a superior IT platform and underpins our proprietary intellectual property ownership. This is a key differentiator to our competitors. The business is focused on software development and is uniquely placed to understand and interpret the challenges of automotive online retailing. The business has increased operating profit by +14.9% in 2016 due to fulfilment of significant orders in 2015 and 2016. During 2016 Pinewood implemented its first European users in the Netherlands and Ireland. Pinewood is seeing significant interest from Europe as dealers seek to replicate the Pendragon online business model. Further European expansion of its IT offering is expected in 2017.

LEASING AND QUICKCO (£m)	2016	2015	Change (%)	L4L Change (%)
REVENUE				
Leasing	46.7	34.2	+36.5%	+36.5%
Quickco	49.3	63.3	-22.1%	-22.1%
Revenue	**96.0**	**97.5**	**-1.5%**	**-1.5%**
OPERATING PROFIT				
Leasing	5.0	4.1	+22.0%	+22.0%
Quickco	1.3	1.8	-27.8%	-27.8%
Operating Profit	**6.3**	**5.9**	**+6.8%**	**+6.8%**
Operating Margin (%)	6.6%	6.0%	+0.6%	+0.6%

Leasing comprises our fleet and contract hire vehicle activity. The leasing business operated in a stable used vehicle and light commercial vehicle market place and underlying growth increased operating profit by +22.0%. The fleet grew by 12.9% in the period. Quickco comprises our wholesale vehicle parts activity. We have seen a £0.5 million decline in Quickco profitability during the year as a result of lower activity and margin.


100%
Back
29718
Land Rover Defender 110 LWB Diesel 2007MY 2.4 TD4 XS Station Wagon
Reg No. A12 BCD
SAFETY - WHEELS & TYRES
NSF Tyre
OSF Tyre
OSR Tyre
NSR Tyre
Spare
Wheel Alignment
SAFETY - BRAKE PADS
Front Brake Pads
Save
0
0
5
28

FINANCIAL REVIEW

A summary of the reported results for the year ended 31 December 2016 and 31 December 2015 is set out below:

SUMMARY OF FINANCIALS

£m	UNDERLYING*			TOTAL		
	2016	2015	YOY Change %	2016	2015	YOY Change %
Revenue	4,537.0	4,453.9	+1.9%	4,537.0	4,453.9	+ 1.9%
Gross Profit	559.6	548.9	+1.9%	559.6	548.9	+1.9%
Operating Profit	**101.2**	**100.5**	**+0.7%**	**100.4**	**121.7**	**-17.5%**
Interest	(25.8)	(30.4)	-15.1%	(27.4)	(42.7)	-35.8%
Profit Before Taxation	**75.4**	**70.1**	**+7.6%**	**73.0**	**79.0**	**-7.6%**
Tax	(19.1)	(17.0)	+12.4%	(17.5)	(6.1)	+186.9%
Profit After Taxation	**56.3**	**53.1**	**+6.0%**	**55.5**	**72.9**	**-23.9%**
Earnings Per Share (p)	3.9p	3.7p	+5.4%	3.8p	5.0p	-24.0%
Dividend Per Share (p)	1.45p	1.3p	+11.5%	1.45p	1.3p	+15.4%
Capital Return - Buyback	7.5	-	-	7.5	-	+11.5%
Capital Return - Dividend	20.8	18.9	+10.1%	20.8	18.9	+10.1%
Net Debt	91.7	79.6	+15.2%	91.7	79.6	+15.2%
Net Debt : EBITDA	0.6	0.5	+20.0%	0.6	0.5	+20.0%
Gross Margin (%)	12.3%	12.3%	-	12.3%	12.3%	-
Operating Margin (%)	2.2%	2.3%	-0.1%	2.2%	2.7%	-0.5%

* Underlying results, where stated, exclude items are not incurred in the normal course of business and are sufficiently significant and/or irregular to impact the underlying trends in the business. ** Dividend paid at interim and proposed per final year dividend.

FINANCIAL SUMMARY HIGHLIGHTS

Revenue increased by £83.1 million, up 1.9% on the prior year, mainly due to increased contributions from the used vehicle department. We improved like for like revenues by 5.9% of which used revenues increased by 9.5%, aftersales revenues by 7.3% and new revenues by 3.1%.

Underlying gross profit increased by £10.7 million (+1.9%) in the period and on a like for like basis by £25.4 million (+4.9%) over the prior year. The Group maintained gross margin at 12.3%. Operating costs increased on a like for like basis by £23.4 million (+5.6%), of which the majority relate to variable costs (+5.8%) and the remainder to indirect costs.

Underlying operating profit increased by £0.7 million in the period and by £2.0 million on a like for like basis. Underlying interest costs decreased by £4.6 million in the period, largely as a result of savings in the underlying bank interest offset by stocking interest as we continue to invest in used vehicle stock to drive our market share.

NON-UNDERLYING ITEMS (£m)

	2016	2015
(Losses) / Gains on Disposals Net of Property Impairments	(0.8)	10.6
Gain on Disposals of Investments	-	13.8
Pensions	(1.6)	(2.3)
VAT Provisions	-	(3.2)
Refinancing Charges	-	(10.0)
TOTAL	**(2.4)**	**8.9**

In the period, property and business disposal profits, net of impairments and associated property and business disposal costs, generated a non-underlying cost of £0.8 million (2015 : £10.6 million). The Group sold five franchise points in the period, yielding proceeds of £8.9 million.

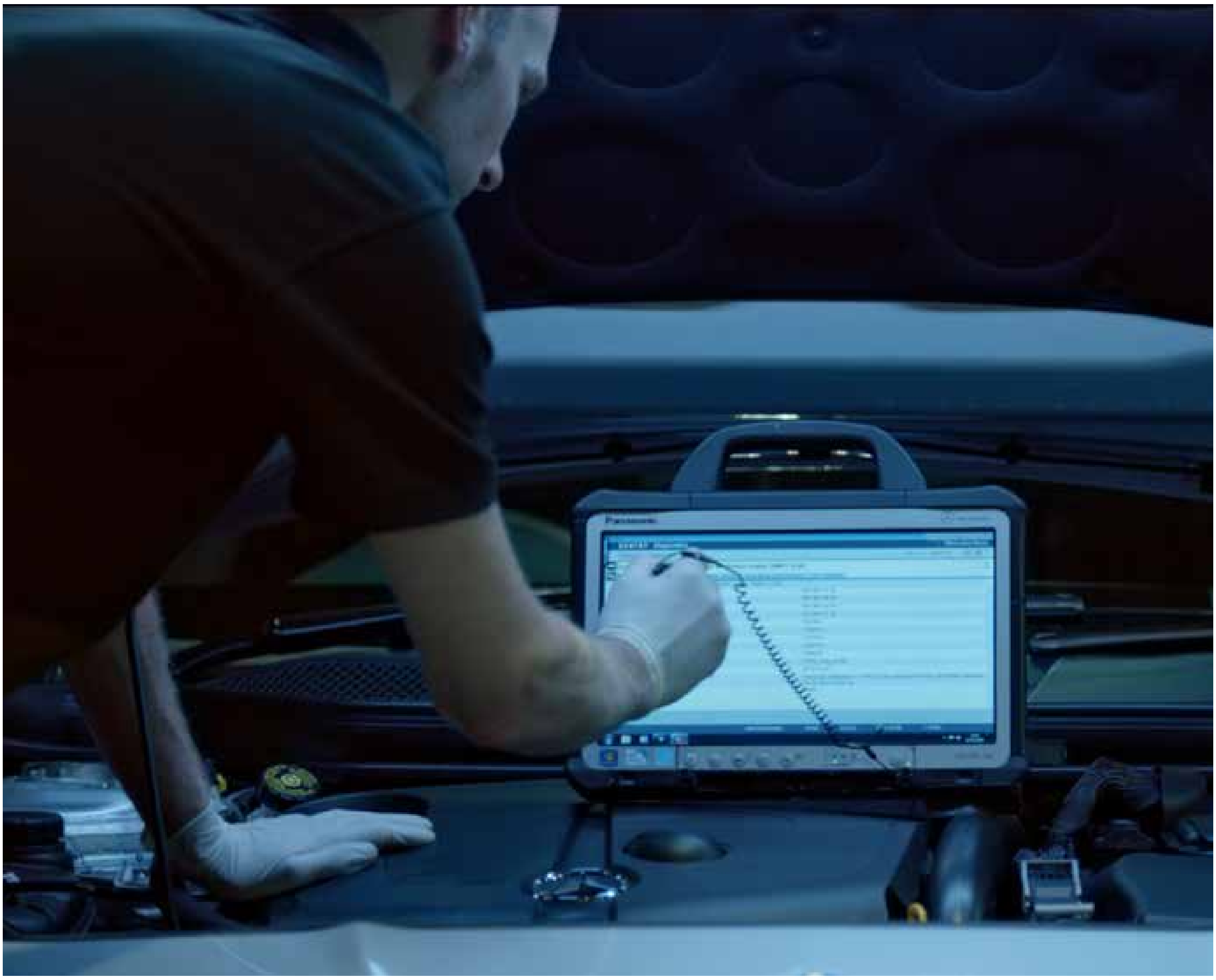
Non-underlying pension costs relate to pension obligations in respect of defined benefit schemes closed to future accrual, shown as non-underlying due to the non-trading nature of these amounts.

CAPITAL ALLOCATION

Given the Group is currently trading below our target range for the net debt to underlying EBITDA ratio, the Board considered the Group's capital structure and capital allocation priorities with a view to a return of surplus cash to shareholders. The Board believes the Group will continue to generate strong cash flows and, after assessing the capital needs of the business and the current leverage position, concluded in May that there was scope to return surplus cash to shareholders. Accordingly, on 20 May 2016, the Board initiated a £20 million share buyback programme, which will increase capital efficiency whilst ensuring the balance sheet remains strong, enabling the Group to pursue its investment strategy and progressive dividend policy.

Over the last two years, the Group has demonstrated a disciplined approach to capital allocation. The Group's five year, £100 million investment programme initiated in 2015, aimed at expanding the Group's UK national footprint, continues on plan. The Board continues to look for further acquisition opportunities. However, the opportunities seen to date were at valuations which would not have delivered an acceptable level of return to justify investment by the Group.

The Board has ongoing capital expenditure requirements, and will continue to pursue organic and acquisitive growth and investment opportunities, including potential repurchase of leasehold properties and evaluate them against the returns generated via the share buyback programme. The buyback programme is capable of being stopped and restarted. This flexibility will enable the Group to pursue other, higher returning, capital allocation opportunities if they arise.



FINANCIAL REVIEW

BALANCE SHEET AND CASH FLOW

The Group has a strong balance sheet and low debt level and is in a strong position to reinvest at the appropriate return on investment. The following table summarises the cash flows and net debt of the Group for the twelve month periods ended 31 December 2016 and 31 December 2015 as follows:

SUMMARY CASHFLOW AND NET DEBT (£m)

	2016	2015
Underlying Operating Profit Before Other Income	**101.2**	**100.5**
Depreciation and Amortisation	29.9	25.3
Non-underlying Items	-	(3.2)
Share Based Payments	2.2	2.0
Working Capital and Contract Hire Vehicle Movements	(30.7)	1.0
Operating Cash Flow	**102.6**	**125.6**
Tax Paid	(17.3)	(22.3)
Underlying Net Interest Paid	(25.2)	(28.8)
Capital Expenditure - Franchise Specific and Acquisition	(23.5)	(19.0)
Disposals - Former Franchise Property	8.1	4.3
Disposals - Franchise Businesses	8.9	21.2
Net Franchise Capital Expenditure	**(6.5)**	**6.5**
Capital Expenditure – 40 Site Roll-Out	(7.0)	(3.3)
Capital Expenditure – Underlying Replacement	(26.2)	(33.1)
Capital Expenditure – Property Leases	(4.1)	(5.0)
Dividends	(20.3)	(17.4)
Proceeds from Sale of Investments	-	23.8
Share Buybacks	(7.5)	-
Share Repurchases	(0.2)	(6.2)
Other	(0.4)	(10.6)
(Increase) / Reduction In Net Debt	**(12.1)**	**29.2**
Opening Net Debt	79.6	108.8
Closing Net Debt	**91.7**	**79.6**

The Group's net debt was £91.7 million at 31 December 2016, an increase of £12.1 million from 31 December 2015. We have demonstrated a strong record of cashflow generation and capital management and have adopted a target of maintaining our net debt : underlying EBITDA ratio between 1.0 and 1.5 times. At the year end our net debt : underlying EBITDA ratio was 0.6 (2015 : 0.5) and remains below our target range. We continue to expect strong cashflow generation and we have maintained a progressive dividend.

We are also working to expand our UK coverage by investing in additional physical footprint. We will be opening five sites in the first half of 2017 and have five sites actively being pursued for the second half of 2017. This investment will take place over the coming four year period and is expected to amount to approximately £100 million in total investment since initiation in 2015 (assuming all additional sites are freehold). We will also continue to seek investment opportunities that exceed our cost of capital, to add to our existing US operations.

PROPERTY AND INVESTMENT, ACQUISITIONS AND DISPOSALS

Our property portfolio provides a key strength for our business. At 31 December 2016, the Group had £199.3 million of land and property assets (2015 : £172.7 million) and property assets for sale of £6.6 million (2015 : £16.2 million). Business disposals resulted in a profit on disposal of £1.3 million and property disposals resulted in a loss of £1.0 million. During the last two years we have taken the opportunity to acquire the freehold on some existing leased premises.

DIVIDEND

The Group is proposing a final dividend of 0.75p per share in respect of 2016, bringing the full year dividend to 1.45p per share. The Board is delighted to recommend this dividend increase, which will maintain our dividend cover at a similar level to the prior year. We intend to maintain a progressive dividend approach in the future.

The proposed final dividend will be paid on 23 May 2017 for those shares recorded on 21 April 2017.

SHARES REPURCHASED AND BUYBACK

During the year the Group repurchased £7.5 million of its own shares, after initiating a £20.0 million share buyback programme in May 2016. This programme is continuing in 2017. The Group also purchased £0.3 million (2015 : £7.8 million) of shares in respect of LTIP and options.

PENSIONS

The net liability for defined benefit pension scheme obligations has increased from £43.4 million at 31 December 2015 to £103.2 million at 31 December 2016. This increase in obligations of £59.8 million is largely due to the reduction in the discount rate applied to the scheme liabilities which has reduced by 120 basis points. The triennial valuation of the pension scheme reflecting the position as at 31 December 2015 has been agreed in principle with the trustees and is scheduled to be completed by 31 March 2017 at the latest. This will result in the Group raising its annual contribution to the pension scheme to £7.0 million from 1 January 2017 from £2.9 million in the prior year and will increase by 2.25% per annum.

BOARD OF DIRECTORS

Mel Egglenton
Non-executive Chairman (N*) (R)
Mel joined Pendragon on 1 December 2010 and became Chairman on 23 May 2013. He spent his earlier career with KPMG, becoming their Midlands regional chairman and UK senior independent partner. Mel is non-executive chairman of Hansteen Holdings PLC, audit committee chairman and remuneration committee chairman of Irwin Mitchell Holdings Limited and is also a non-executive director of and adviser to one private company.

Gillian Kent
Non-executive Director (A) (N) (R)
Gillian joined Pendragon on 23 May 2013. Formerly managing director of MSN, UK, her expertise is in building markets and brands for online consumer products and web-based applications.

Jeremy King†
Non-executive Director (A*) (F) (N) (R)
Jeremy joined Pendragon on 25 November 2014. Formerly a partner with PwC in its East Midlands and London regions, he is a chartered accountant.

Chris Chambers
Non-executive Director (A) (N) (R*) (SID)
Chris joined Pendragon on 28 January 2013. He is a banker with particular expertise in retail and property, and is chairman of Moneta Money Bank. He became the senior independent director on 25 November 2014.

Trevor Finn
Chief Executive
Having spent a career in the retail motor industry, starting as an apprentice mechanic, Trevor became chief executive of Pendragon in 1989, when the company first listed on the London Stock Exchange.

Martin Casha†
Chief Operating Officer
Having spent his entire career with Pendragon businesses, from apprentice mechanic to group general manager, Martin became operations director in September 1995 and chief operating officer in November 2001.

Tim Holden
Finance Director
Tim is a chartered accountant and joined Pendragon from KPMG in June 2008, as group financial controller. He became finance director in December 2009.

Key to memberships, roles and re-election status
* Committee chairman
(A) Audit Committee
(N) Nomination Committee
(R) Remuneration Committee
(F) Audit committee member with recent and relevant financial experience
(SID) Senior independent director
†retiring by rotation at the AGM

More detailed professional biographies of the directors are on the company's website.

Secretary
Richard Maloney

Registered Office
Loxley House,
2 Oakwood Court, Little Oak Drive,
Annesley, Nottingham NG15 0DR
Telephone 01623 725200
Registered in England and Wales

Registered number
2304195

Website
www.pendragonplc.com

Group motor businesses websites
www.evanshalshaw.com
www.stratstone.com
www.hornburg.com

Group support business websites
www.pinewood.co.uk
www.pendragonvehiclemanagement.co.uk
www.quickco.co.uk

CORPORATE GOVERNANCE REPORT

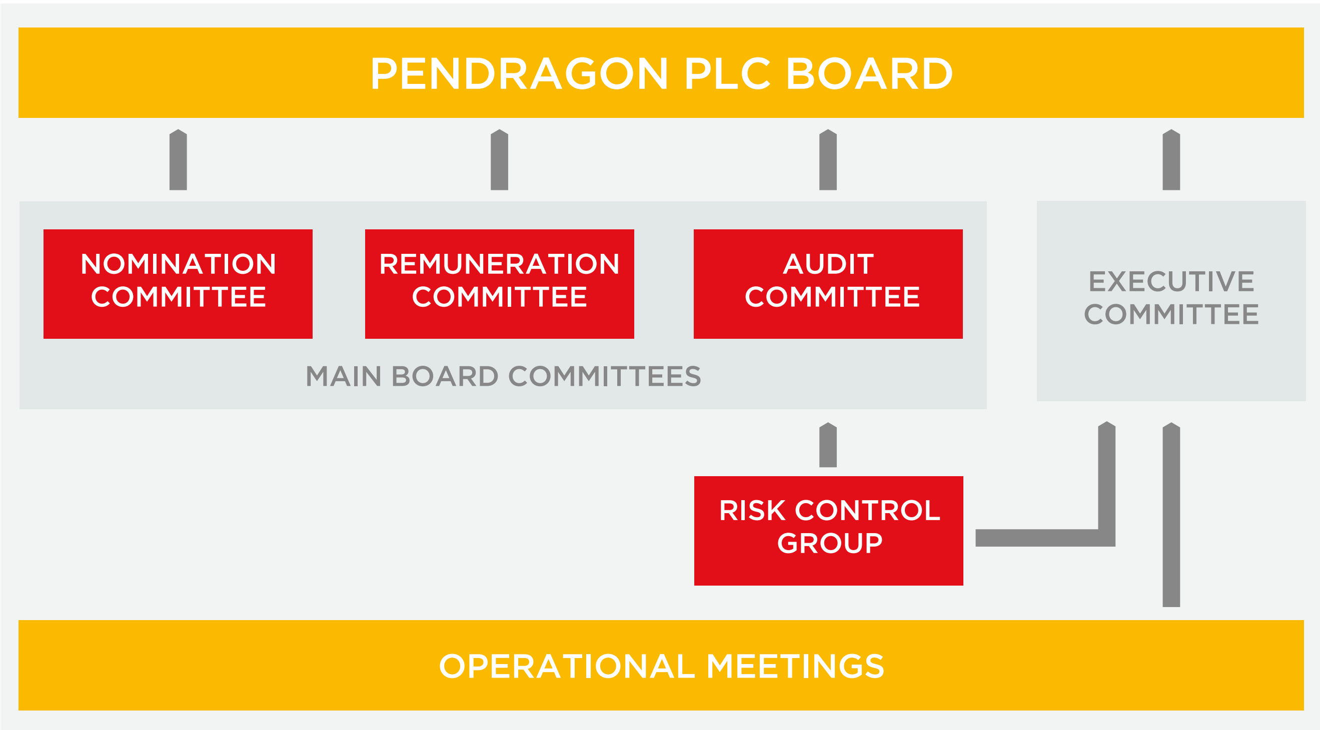
The UK Corporate Governance Code (Code) applies to the company and is available on the FRC website at https://www.frc.org.uk/Our-Work/Publications/Corporate-Governance/UK-Corporate-Governance-Code-2014.pdf. Other than for an eight month period in respect of board composition described on page 38, throughout 2016, the company complied in full with the applicable provisions of the Code. The corporate governance statement as required by Disclosure and Transparency Rule 7.2.1 is set out below.

OUR BOARD

The Board sets our company's strategy and ensures we have in place the financial and human resources we need to meet our objectives. We take collective responsibility for Pendragon's long term success. The executive directors, led by the chief executive, are responsible for running the company and our group to effect that strategy, and work within prescribed delegated authority, such as capital expenditure limits. The executives direct and monitor business performance through regular operational meetings with their respective leadership teams and set and regularly review the effectiveness of key operating controls, reporting to the Board on these and any variances. The Board as a whole reviews management performance.

Although the Board delegates to the chief executive and finance director responsibility for briefing key stakeholders, major shareholders and the investor community, the chairman holds himself available to engage with shareholders, and the senior independent director is ready to perform a similar role, where appropriate. Information from engagement with shareholders is shared with the entire Board and taken into account in financial planning and strategy.

The Board has three committees: Audit, Nomination and Remuneration, each made up entirely of non-executive directors. The Risk Control Group (RCG) is a committee of the executive directors, the company secretary and Group heads of information technology and internal audit. Each committee operates within delegated authority and terms of reference, set by the Board, reviewed annually and available to view on the company's website. Details of each committee's work appear on the next few pages of this Report. Executive directors can attend Board committees, to assist with their business, but only with the committee's prior agreement.



CORPORATE GOVERNANCE REPORT

LEADERSHIP AND BOARD COMPOSITION

As at 14 February 2017, the Board is made up of three executive directors and four non-executive directors, one of whom is chairman. The respective responsibilities of the Board, the chairman and the chief executive are clearly defined by the Board in formal responsibilities documents, which the Board reviewed and readopted in 2016. The Board is committed to the progressive refreshing of our membership, so as to maintain the right balance of skills, experience, independence and knowledge of the company to enable us to continue operating effectively. Paul Hampden Smith retired from the Board on 22 May 2016, at the expiry of his term of appointment. Consequently, between this date and the retirement of Hilary Sykes on 1 January 2017, less than half the Board, excluding the chairman, comprised non-executive directors. The company is now fully compliant with Code provisions in respect of composition following the retirement of Hilary Sykes. In accordance with the company's articles of association, the Board ensures that at least one third of the directors shall retire from office at the Annual General Meeting of the company. Details of the directors offering themselves for re-election in 2017, together with directors' brief biographical details appear on page 36, and gender balance details are on page 40.

HOW THE BOARD MANAGES RISK

The Board and our committees each operate to a set meeting agenda which ensures that all relevant risks are identified and addressed by appropriate controls. We review management information which helps us to prescribe operating controls and monitor performance against our strategy and business plans. The non-executive directors have particular responsibility for monitoring financial and performance reporting, to ensure that progress is being made towards our agreed goals. The Board's responsibilities also include assessing the effectiveness of internal controls and the management of risk. Specific areas of risk assessment and control fall within the remit of committees of the Board; details of their work in 2016 appear below and in the Directors' Remuneration Report on pages 48 to 64.

THE BOARD'S REVIEW OF RISK AND CONTROLS IN 2016

During the year, the Board considered all strategic matters, received key performance information on operating, financial and compliance matters and reviewed the results of corresponding controls and risk management. We received from the Audit Committee and from the RCG timely information and reports on all relevant aspects of risk and corresponding controls. We reviewed all our key company policies and ensured all matters of internal control received adequate Board scrutiny and debate. At Board meetings, and informally via the chairman, all directors had the opportunity to raise matters of particular concern to them. There were no unresolved concerns in 2016. We concluded that all appropriate controls are in place and functioning effectively. The Board considers that the Group's systems provide information which is adequate to permit the identification of key risks to its business and the proper assessment and mitigation of those risks. Based on the Audit Committee's and the RCG's work, the Board has performed a robust assessment, to ensure that (i) the principal risks and uncertainties facing the Group's business have been identified and assessed, taking into account any adaptations made to the Group's business strategies, and (ii) that appropriate mitigation is in place.

Our company policies on managing financial risk and application of hedging are set out in note 4.2 to the financial statements. The principal risks and uncertainties we have identified are on pages 23 to 26 and our viability statement is on page 19.

WORK OF THE RISK CONTROL GROUP

The accountability framework described on page 22 is designed to ensure comprehensive management of risk across the Group's businesses. The Risk Control Group (RCG), made up of the chief operating officer, finance director, company secretary, and Group heads of information technology and internal audit, performs detailed work on risk assessment and oversees the effective implementation of new measures designed to mitigate or meet any specific risks or threats. The chair of the Audit Committee, a representative of the external auditor and the Group insurance risk leader attend by invitation. The RCG reports to the Audit Committee on its work. The Board and any of its committees is able to refer specific risks to the RCG for evaluation and for controls to be designed or modified; this occurs in consultation with operational management. The executive directors are responsible for communicating and implementing mitigating controls and operating suitable systems of check. The RCG met three times in 2016. In addition to reviewing and refining the Group's corporate risk register, for Board review and adoption, the RCG commissioned work on the review of the Group's anti-bribery controls, including the development of e-learning, gifts and hospitality training, Consumer Rights Act 2015 training, Modern Slavery Act 2015 awareness and further initiatives to reduce incidences of theft and fraud. Following its review of the Group's systems of internal control, the RCG has reported to the Audit Committee that it has not identified any weakness in controls which would have a material effect on the Group's business. The Audit Committee has reviewed and accepted the processes adopted by the RCG in this respect and accepted its conclusions.

NON-EXECUTIVE DIRECTORS AND INDEPENDENCE

The non-executive chairman (who, on appointment to that role, fulfilled the requirement to be independent) has ensured that the Board performs effectively though a well-functioning combination of Board and committee meetings and other appropriate channels for strategic input and constructive challenge from non-executive directors. The chairman has held meetings with the non-executive directors without the executive directors present, where necessary to assist Board effectiveness, and, following the 2016 year end, conducted individual meetings with each director to arrive at his and the Board's assessment of the directors' respective contributions, training needs and independence. Led by the senior non-executive director, the directors have assessed the chairman's effectiveness in his role. The Board has routinely operated conflict management procedures and has deemed these procedures effective. Through these, and the evaluations which are described below, we have concluded that:-

- the Board's collective skills, experience, knowledge of the company and independence allow it and its committees to discharge their respective duties properly;
- the Board and each of its committees is of the right size and balance to function effectively;
- we have satisfactory plans for orderly succession to Board roles;
- the chairman and respective committee chairmen are performing their roles effectively;
- all non-executive directors are independent in character and judgment;
- no director has any relationships or circumstances which could affect their exercising independent judgement; and
- the chairman and each of the non-executive directors is devoting the amount of time required to attend to the company's affairs and their duties as a Board member.

BOARD EVALUATION

For 2017, the Board consists of seven directors, consisting of three executive and four non-executive directors, including the non-executive chairman and is considered to be of the correct size and balance to function effectively. During 2016, the Board received informal briefings from company executives to familiarise directors with strategic developments and key aspects of the Group's business. Board members visited the Group's USA businesses. Formal presentations to the Board by senior group executives focussed on matters of strategic importance. The Board and its committees conducted formal evaluations of their effectiveness in 2016, facilitated by the chairman, addressing questions based closely on the Code, applicable good governance topics and drawn from best corporate practice. The results were reviewed by the chairman, the committee chairmen and the Board as a whole and the chairman has factored suggested improvements into our 2017 Board programme. More details on the Board's approach to individual and Board evaluation are on the company's website.

Director	Board	Audit	Nominationº	Remuneration
Mel Eggleton (B) (N)	5/5	N/A	1/1	4/4
Chris Chambers (I)(R)	5/5	3/3	1/1	4/4
Gillian Kent (I)	5/5	3/3	1/1	4/4
Jeremy King (I) (A)	5/5	3/3	1/1	4/4
Trevor Finn	5/5	N/A	N/A	N/A
Martin Casha	5/5	N/A	N/A	N/A
Tim Holden	5/5	N/A	N/A	N/A
Hilary Sykes (S)^	5/5	N/A	N/A	N/A
Paul Hampden Smith ∞	2/2	1/1	N/A	1/1

(I) Considered by the Board to be independent; the chairman is required to fulfil this criterion at appointment but not thereafter.
(B) chairman of the Board.
(A) Committee chairman (N) Committee chairman (R) Committee chairman.
(S) Also secretary to Board and to Audit and Nomination committees. Shows the number of meetings attended out of the total a director was eligible to attend
^ Retired as an executive director and as secretary to the Board, and Audit and Nomination Committees on 01 January 2017.
∞ Retired from the Board on expiry of his appointment on 22 May 2016.
Shows the number of meetings attended out of the total a director was eligible to attend
º Where the Nomination Committee is undertaking a specific recruitment, continuing directors only are eligible to attend.

CORPORATE GOVERNANCE REPORT

RE-ELECTION OF DIRECTORS

In accordance with the company's Articles of Association, all directors seek re-election by rotation at least once every three years. Accordingly, Martin Casha and Jeremy King offer themselves for re-election at the 2017 AGM.

INFORMATION AND SUPPORT

To ensure our decisions are fully informed and debated, the chairman ensures our Board's business agenda is set to allow appropriately detailed information to be circulated to all directors before meetings. The company secretary facilitates the flow of information within the Board, attends all Board meetings and is responsible for advising the Board and its committees, through their respective chairmen, on corporate governance and matters of procedure. All directors have access to support from the company secretary on matters of procedure, law and governance and in relation to their own induction and professional development as Board members. All directors are entitled to take independent advice at the company's expense, and to have the company and other Board members provide the information required to enable them to make informed judgements and discharge their duties effectively.

COMMUNICATION

We aim to meet the challenges presented by our size and geography through innovation in internal communications. Internal website messaging, video and face to face presentations as well as electronic newsletters and social media content keep team members up-to-date with the company's strategy and performance. Team members' views on our performance and services are actively gathered via targeted electronic surveys. Regular briefings for all team members, held at each location, provide a forum for sharing both company and local information. At all levels, communications aim particularly to recognise the achievements of individual team members and celebrate outstanding personal and business performance, through peer recognition and widely publicised awards. Each year we review our incentive and recognition programmes aligned to the Group's business objectives.

DIVERSITY AND EQUALITY OF OPPORTUNITY

We are an equal opportunity employer, committed to ensuring that our workplaces are free from unfair discrimination, within the framework of the law. We aim to ensure that our team members achieve their full potential and that, throughout all our attraction, recruitment, selection, employment and internal promotion processes, all employment decisions are taken without reference to irrelevant or discriminatory criteria. The company's diversity and equal opportunities policy is available at www.pendragonplc.com

GENDER BALANCE

We describe our approach to Board composition diversity in the Nomination Committee's report on page 46.

Number of group employees by category (UK only)

	At 31 December 2015			**At 31 December 2016**		
	Female	Male	Total	Female	Male	**Total**
Director	2	7	9	2	6	**8**
Senior manager	0	5	5	0	5	**5**
All employees	2,261	6,849	9,110	2,311	6,923	**9,234**

HEALTH AND SAFETY

We take seriously our responsibility to our team members, customers and the public. We aim to ensure that all team members in the course of their roles, and all who work in or visit our facilities or receive our services, so far as is reasonably practicable, experience an environment and practices which are safe and without risk to their health. Our policy is to identify and assess all potential risks and hazards presented by our activities and to provide systems and procedures which allow all team members in their daily work to take responsible decisions in relation to their own and others' health and safety. We publish a clear hierarchy of responsibility to team members and reinforce this through regular monitoring by a variety of means. We promote awareness of potential risks and hazards and the implementation of corresponding preventative or remedial actions through our on-line health and safety systems, operations manuals and regular communications on topical issues. Our health and safety management system provides our UK leadership and team members with detailed access to information, guidance and control measures.

ACCIDENTS AT WORK

We assess our safety record against relevant published benchmarks and target specific hazards for improved results through additional monitoring and processes promoting safe working. The nearest bench-mark for our operations is accidents per employee data published by the Health and Safety Executive[1]. For the 12 months to October 2016, these reveal reported performance of the UK motor retail and repair industry as 0.00018 RIDDOR accidents per employee[2]; the Group's corresponding ratio is 0.00026 per employee[3], representing 23 RIDDOR reported accidents occurring in 2016 (2015: 28). The company's reporting system for accidents, first introduced in 2015 has increased accuracy of reporting and classification of accidents reported. The company's health and safety policy is available at www.pendragonplc.com

COMMUNITY

We are predominantly a retail operator, with a tangible presence in the many communities our businesses serve. During 2016, our monthly fundraising events supported a range of national charities, including the British Heart Foundation, Help for Heroes, Macmillan Cancer Support, Cancer Research, Polymicrogyria Family Support, Comic Relief and Children in Need. Our Academy and retail businesses also generate community involvement through local engagement, contributing to their local areas in a variety of ways. Individuals and businesses organise charity events to support schools, hospitals and local children's and medical charities as well as the Group wide monthly nominated charity. The company supports and encourages these activities and we welcome the opportunities they present for team-building within our businesses, engagement with the communities they serve and recognition of charitable causes with whom our team members and their families have connections.

RESPONSIBLE SOURCING

All our Group's sites are situated within the UK or US and at each of them we operate in strict compliance with all applicable labour relations laws. We have no presence, either directly or via sub-contractors, in any areas which present any risk of the exploitation of men, women or children in the workplace. We work with vehicle manufacturers and other suppliers who manage their supply chains in a responsible way, free from the exploitation of labour. We have adopted an Anti-Slavery and Human Trafficking Policy, available to view on our website, together with our Anti-Slavery and Human Trafficking Statement for the year ending 2016.

ENVIRONMENT AND GREEN HOUSE GAS REPORTING

Although not generally regarded as a high environmental impact sector, motor retailing and its associated aftersales service activities carries with it a range of responsibilities relating to protection of the environment. Our policy is to promote and operate processes and procedures which, so far as is reasonably practicable, avoid or minimise the contamination of water, air or the ground; and to manage responsibly the by-products of our activities, such as noise, waste packaging and substances and vehicle movements. During the year, we have continued to be registered with and have complied with our obligations under the Department for Environment, Food and Rural Affairs' (DEFRA) carbon reduction commitment scheme. The company's statement of environment policy is available at www.pendragonplc.com

1. Reported injuries to employees and the self-employed in Great Britain, by detailed industry and severity of injury data published annually by the Health and Safety Executive. The relevant industry segment is "Wholesale and retail trade and repair of motor vehicles and motor cycles"
2. Provisional data; source: Health and Safety Executive http://www.hse.gov.uk/statistics/tables/index.htm#riddor reported under "Reported injuries to employees and the self-employed in Great Britain, by detailed industry and severity of injury"; RIDDOR is the Reporting of Injuries, Diseases and Dangerous Occurrences Regulations 2013.
3. Data reported here excludes the Group's US business, but reflects all Pendragon UK operations including the Support Businesses, the average number of employees in such businesses for 2016 being 9,008.

CORPORATE SOCIAL RESPONSIBILITY

GREENHOUSE GAS EMISSIONS

This section includes our mandatory reporting of greenhouse gas emissions for the period 1 January 2016 to 31 December 2016, pursuant to the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013.

Our methodology to calculate our greenhouse gas emissions is based on the 'Environmental Reporting Guidelines: including mandatory greenhouse gas emissions reporting guidance' (June 2013) issued by DEFRA using DEFRA's 2016 conversion factors. In some cases, we have extrapolated total emissions by utilising available data from part of the reporting period, and extending it to apply to the full reporting period.

We report our emissions data using an operational control approach to define our organisational boundary. We have reported all material emission sources for which we deem ourselves to be responsible, including both our UK businesses and estimated usage for our US businesses. We also include emissions from driving activity, comprising data verified internally, including estimates of distances travelled during test drives, transportation of vehicles and parts between sites, and business travel (excluding commuting by means which are not owned/controlled by us).

Global greenhouse gas emissions data		
Source:	Tonnes of co_2	
	01.01.16 – 31.12.16	01.01.15 – 31.12.15
CO_2 emitted from facilities	16,338	19,764
CO_2 emitted from driving activities	10,221	10,794
Intensity ratio (tonnes of CO_2 per £m revenue)	**5.9**	**6.9**

REDUCING CARBON AND WASTE

During the year, we have continued to assess and monitor our energy use and, where practicable, to implement measures designed to reduce our activities' environmental impact, which, over time, we anticipate will help reduce our carbon footprint. The Group has undertaken mandatory energy assessments of our sites in accordance with the ESOS Regulations 2014. We continue to use the results of this assessment to identify further energy saving opportunities. To conserve energy, we continue, where practicable, to install LED lights at our sites, limit the duration of periods when full lighting is used on our sites out of hours, keep external doors closed when not in use, and fit insulators to limit the escape of heat. We continue to seek to limit our paper consumption and waste, through increasingly paperless communications and systems.

AUDIT COMMITTEE

The Audit Committee is a committee of the Board. Paul Hampden Smith chaired the Committee until the expiry of his appointment as a director on 22 May 2016, after which Jeremy King succeeded him to the role. The Committee is made up entirely of independent non-executive directors.

Their names and qualifications are on page 36 and attendance at meetings in the table on page 39.

Key Responsibilities of the Audit Committee

- monitors the integrity of the financial statements and formal announcements
- reviews and approves the Annual Report and Accounts for adoption by the Board
- recommends to the Board the selection of the external auditor and its terms of appointment and monitors its effectiveness and independence
- governs policy for the allocation of non-audit work to the audit firm
- reviews internal controls and risk management
- monitors the effectiveness of the internal audit function
- reviews and monitors whistleblowing arrangements

Its terms of reference detail its key responsibilities and appear, with relevant background information, on the company's website www.pendragonplc.com

THE COMMITTEE'S WORK IN 2016

The Audit Committee met three times in 2016 and this report describes its work and conclusions.

FINANCIAL STATEMENTS REVIEW

The Committee received the auditor's memorandum on the company's 2015 financial statements and the auditor's memorandum on the unaudited 2016 interim results. In each case, it discussed the auditor's findings with the auditor, satisfied itself of the integrity of the financial statements and recommended the financial statements for approval by the Board. Key aspects of those discussions and relevant considerations and conclusions as follows.

AUDIT RISK CONSIDERED BY THE COMMITTEE

The table on page 44 sets out the key audit risks and judgments applied, for the 2016 year results, which the Committee considered and discussed with the auditor, and the Committee's conclusions.

COMMITTEE REPORTS

AUDIT RISK CONSIDERED BY THE COMMITTEE	EVIDENCE CONSIDERED AND CONCLUSION REACHED
Goodwill The judgements in relation to asset impairment of the carrying value of goodwill largely related to the achievability of the assumptions underlying the calculation of the value in use of the business being tested for impairment, set out in note 3.1 to the financial statements. These primarily consist of the Group's forecasts from 2017 to 2021, which underpin the valuation process.	The Committee considered the risk that goodwill could be materially overstated in the context of the sensitivity analysis, also set out in note 3.1. The Committee addressed these matters through receiving reports from management outlining the basis for the assumptions used, assessing the range and depth of information underpinning the assumptions and calculations and discussing this with the auditors. The Committee concluded that the judgements applied were appropriate.
Vehicle inventory valuation This is the risk that the value of inventory set out in note 3.5 to the financial statements could be materially overstated and whether or not an appropriate provision had been calculated. The risk for used vehicles is seen as the most relevant, for scrutiny. Used vehicle prices can vary depending on a number of factors, including general economic conditions and the levels of new vehicle production.	The Committee received a report from management which set out factors relevant to an assessment of used inventory valuation, including the level of inventory held across the business, the ageing of the inventory, the stock turn of the inventory and an analysis of market factors including the parc of used vehicles, the used vehicle market sales rate and historic movements in used vehicle prices. The Committee discussed the report from management with the auditors together with all audit findings. The Committee was satisfied that a comprehensive assessment of inventory valuation had been undertaken and concluded that the judgements applied were appropriate.
Pension scheme liabilities The amounts reflected in the financial statements in respect of pension scheme liabilities involve judgements made in relation to actuarial assumptions, long-term interest rates, inflation, longevity and investment returns. The liabilities are set out in note 5.1 to the financial statements. There is a risk that the value of the pension scheme liabilities could be materially under or over stated in the context of the sensitivity analysis in that note.	The Committee ascertained that judgements made on the pension scheme were all based on advice from the Group's pension adviser. The final calculations in respect of the Group's defined benefit pension scheme liability were performed by our pension scheme actuary. The Committee discussed with the auditor the assumptions applied, in particular the findings of the auditor's own pension specialist. The level of pension risk had increased significantly, as a result of the recent Bank of England quantitative easing programme, causing bond yields to fall and pension deficits to increase. The Committee concluded that the judgements applied were appropriate.

EXTERNAL AUDITOR APPOINTMENT AND PERFORMANCE EVALUATION

The Committee considered auditor effectiveness and independence of the audit, during the year, following appointment of a new audit engagement partner on 28 April 2016. The Committee arrived at its recommendation to the Board on the auditor's appointment by:

- applying exclusively objective criteria;
- evaluating the ability of the audit firm to demonstrate its independence;
- assessing the effectiveness of the audit firm in the performance of its audit duties; and
- assessing the audit firm's adherence to applicable professional standards.

The Committee chairman oversaw the company's evaluation of the auditor's performance, using questionnaires covering all aspects of the company and auditor relationship and reviewed the results with the Committee members, the company's management. The Committee noted that the current auditor, KPMG LLP had issued to the company all requisite assurances of its independence. The Committee reported its conclusions to the Board, namely, that there are no existing or historical relationships or other matters which adversely affect the independence of KPMG LLP as the company's auditor, and no performance shortcomings or unresolved issues relating to fee levels.

POLICY ON AUDIT TENDERING

KPMG LLP was appointed as auditor in September 1997, since when, audit services have not been tendered competitively. The Committee has concluded that a competitive tender of the audit service is not necessary at this time, but acknowledged that circumstances could arise where a competitive tender for audit services is desirable. It recommended the re-appointment of KPMG LLP as the company's auditor. The Board accepted the Committee's recommendation and concluded that:-

- there are no matters warranting a competitive tender exercise in relation to the provision of audit services, but this position would change if there were to arise at any time any concerns as to the continuing independence or performance of the current audit firm (no such concerns have arisen as at the date of this report);
- none of the directors' independence in considering this matter is impaired in any way and none has a potential or actual conflict of interest in relation to KPMG LLP, whether in regard to its appointment, fees, the evaluation of its performance, any decision as to competitive tender for audit services, or any other matter.

The Committee also took into account that under the current EU legislation on audit firm rotation the current auditor could not be reappointed after 2023.

REVIEW OF NON-AUDIT SERVICES

The Committee reviewed the company's policy on its use of its audit firm for non-audit work. Its main principles are that the auditor is excluded from providing certain non-audit services the performance of which is considered incompatible with its audit duties, but is eligible to tender for other non-audit work on a competitive basis and can properly be awarded such work if its fees and service represent value for money. The policy can be viewed on the company's website. The Committee considered reports on the extent and nature of non-audit work available, the allocation during the year of that work to accountancy and audit firms, including KPMG LLP, and the associated fees. Details of audit and non-audit work performed by KPMG LLP and the related fees appear annually in the notes to the company's financial statements. A full statement of the fees paid to KPMG LLP for work performed during the year is set out in note 2.5 to the financial statements. Having satisfied itself on each item for its review, the Committee reported to the Board that:-

- the company's existing policy continues to be appropriate, has been adhered to throughout the year, and is operating effectively to provide the necessary safeguards to independence of the external auditor;
- there are no facts or circumstances relating to the award or performance of non-audit work that affect the independence of KPMG LLP as auditor or justify putting out audit work to competitive tender at this time;
- no contract for non-audit services has been awarded to KPMG LLP in any circumstance of perceived or potential conflict of interest or non-compliance with the company's policy; and
- the fees KPMG LLP have earned from non-audit services provided during the year are not, either by reason of their amount or otherwise, such as might impair its independence as auditor.

The Board accepted these findings.

REVIEW OF INTERNAL AUDIT PERFORMANCE

The Committee chairman oversaw the Committee's evaluation of the internal auditor's performance, using questionnaires covering all aspects of the internal auditor work and relationship to the audit and received the auditor's view on that performance. He reviewed the results with the Committee members and company management and reported the Committee's conclusions to the Board. KPMG LLP gave formal assurance to the company of its ability as auditor to place reliance on the work of the internal audit team, and the Committee concluded that the scope and quality of the internal audit work done reflects an effective, well-functioning team.

REVIEW OF RISK MANAGEMENT AND INTERNAL CONTROLS

The Committee reviewed the effectiveness of the company's system of internal control and financial risk management. It received reports from the auditor on each of these areas and from the RCG whose work is described on page 38 on the company's risk register, emerging risks and corresponding internal controls. It scrutinised the key risks register, as revised by the RCG, and approved it for adoption by the Board. Its work informed and supported the Board's assessments detailed under "How the Board manages risk" on page 38.

REVIEW OF ANTI-BRIBERY CONTROLS AND WHISTLEBLOWING

The Committee reviewed the company's anti-bribery processes and controls and evaluated and approved these and the company's bribery risk assessment. On its recommendation, the Board readopted the company's anti-bribery policy statements and associated controls. The Committee considered reports on known instances of alleged wrongdoing and matters reported on the company's confidential reporting line and their investigation, reviewed the adequacy of whistleblowing procedures and commissioned follow-up action and improvements in risk-related controls.

Our current anti-bribery value statements and our policies on the control of fraud, theft and bribery risks appear on the company's website and are drawn to the attention of all parties seeking to transact with the Group. Our whistleblowing procedures are published internally on our intranet and their existence is regularly reinforced in our team member communications.

NOMINATION COMMITTEE

The Nomination Committee is chaired by Mel Egglenton, and is made up entirely of independent non-executive directors.

Their names and qualifications are on page 36 and attendance at meetings in the table on page 39.

Key Responsibilities of the Nomination Committee

- reviews the Board's size, structure and composition and leads recruitment to Board positions
- undertakes annual Board performance evaluation
- satisfies itself on the company's refreshing of Board membership and succession planning

Its terms of reference detail its key responsibilities and appear, with relevant background information, on the company's website www.pendragonplc.com.

THE COMMITTEE'S WORK IN 2016

The Nomination Committee met once in 2016. This report describes its work and conclusions.

REVIEW OF BOARD COMPOSITION AND BALANCE

In May 2016, following a reduction in the size of the Board, Jeremy King succeeded Paul Hampden Smith as chairman of the Audit Committee, and Chris Chambers succeeded Jeremy King as chairman of the Remuneration Committee. Both Jeremy and Chris were considered to have the requisite skills and experience for their respective Committee chair roles. As part of the annual review of the workings of the Board and its annual evaluation, the Committee concluded that a cohort of four non-executive directors, made up of the chairman and three independent non-executive directors is sufficient for the Board and its committees to function effectively. Following annual evaluation, the chairman and the Committee concluded that the Board, in its current size and composition, continues to carry out its functions effectively and that there is no need to add to the number of independent non-executive directors. Details of the annual evaluation of the Board are set out below.

EVALUATION

The annual evaluations of the Board and its members were conducted by the Board and are described on page 39. As part of that process, the Committee conducted an evaluation of its own performance. The senior independent director conducted the evaluation of the chairman and reported on it to the remaining Committee members. The Committee noted the impending expiry of the three-year appointment term of one non-executive director. Taking into account the individual evaluations of the directors concerned, the Committee recommended to the Board that, upon expiry of his current appointment in November 2017, Jeremy King be reappointed on similar terms. Details of the dates and terms of appointment of each are set out on page 56.

DIVERSITY

All appointments made, including those of Board members, adhere to the company's diversity and equal opportunities policy, which can be viewed on the company's website. For non-executive director appointments, the Committee instructs executive search consultants in a manner consistent with this policy. There was no requirement for an executive search for Board recruitment purposes in the year. The company has not adopted a gender balance target for its Board. Following the 2017 AGM, the gender balance will be M: 6 / F: 1 (2016 M: 7 / F: 2).

REMUNERATION COMMITTEE

The Remuneration Committee is a committee of the Board, and has been chaired by Chris Chambers since May 2016, when he succeeded Jeremy King to the role, and is made up entirely of independent non-executive directors.

Their names and qualifications are on page 36 and attendance at meetings in the table on page 39.

Key Responsibilities of the Remuneration Committee

- determines and agrees with the Board the framework for remuneration of executive directors
- ensures that executive directors are provided with appropriate incentives which align their interests with those of shareholders, and encourage enhanced performance in the short and medium term, as well as achievement of the company's longer term strategic goals
- determines targets for any performance related pay schemes
- seeks shareholder approval for any long term incentive arrangements
- determines the remuneration of the chairman

The terms of reference of the Remuneration Committee are available at www.pendragonplc.com

THE COMMITTEE'S WORK IN 2016

The Remuneration Committee met four times in 2016. The Directors' Remuneration Report, beginning at page 48, describes its work and conclusions.

DIRECTORS' REMUNERATION REPORT

Remuneration Committee Chairman's Letter to Shareholders

Dear Shareholder

As Chairman of the Remuneration Committee, I am pleased to present the Directors' Remuneration Report for the year ending 31 December 2016, having succeeded Jeremy King to the role in May 2016. This report has been prepared by the Remuneration Committee and approved by the Board.

This remuneration report is split into two sections:

- the **new Directors' Remuneration Policy**; which we propose will apply for financial years 2017-2020; and
- the **Annual Report on Remuneration**.

The proposed directors' remuneration policy will be subject to a binding vote at the AGM on 27 April 2017. This new policy, if approved by shareholders, will last for a period of three years from the date of the AGM or until another policy is approved in a general meeting. The Annual Report on remuneration describes annual remuneration and the relevant amounts paid in respect of 2016 performance, and remains subject to an advisory only shareholder vote at the forthcoming AGM.

Aligning the Remuneration Policy with strategy and performance

The Remuneration Committee has already conducted a thorough review of our remuneration policy to ensure that it supports our business strategy in the next phase of development. Other than in relation to our long-term incentive plan, the Committee is not proposing any significant or material departures from the remuneration policy approved by over 99% of our shareholders in 2014, as we believe this has worked successfully over the last three years. Our proposed new remuneration policy is outlined in pages 49 to 57 of this Report.

Turning to our long-term incentive plan, it remains difficult in a volatile market to set fixed long-term financial performance targets for incentives that might apply across a number of performance periods. We are therefore proposing to continue to focus the measurement of financial metrics through the annual bonus. For our long-term incentives, we are proposing to introduce a Value Creation Plan ("VCP"), the details of which are outlined at pages 52 and 61. We consider the VCP will strongly align reward with the performance and delivery of our business strategy, which remains to grow profitability in the used, aftersales and new vehicle sectors, and is delivered through our four strategic pillars outlined in pages 18 to 19 of this Annual Report.

We will maintain the bias in our remuneration policy towards long term incentives, supported through the operation of interlinked share ownership and part-deferral requirements within the annual bonus plan.

2016 Outturn

As highlighted earlier, in 2016, the company has experienced year on year underlying profit growth of 7.6%. Although our year end net debt has increased by 15.2%, this is as a result of further investments in line with our strategy throughout the year, ensuring further progress on maximising returns within our three key sectors. As a result, for the year under review, bonuses were paid to the executive directors at 86.8% of salary.

In addition, upon conclusion of the three-year performance period, long term incentives awarded in 2014 vested in full, as a result of company performance exceeding the applicable cumulative EPS target by 17.4%. Full details of remuneration decisions for 2016 are set out in the directors' annual remuneration report on pages 58 to 64.

At last year's AGM, 92.57% of shareholders voted in favour of the 2015 Directors' Remuneration Report. Details of the votes cast are set out on page 64. I very much hope you will support the 2016 Directors' Remuneration Report at our forthcoming meeting by voting in favour of all resolutions concerning remuneration and our VCP to be put to shareholders at that meeting.

Yours sincerely

Chris Chambers
Chairman of the Remuneration Committee

REMUNERATION DISCLOSURE

This report complies with the requirements of The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 and the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013 (the Regulations) and has been prepared in accordance with the UK Corporate Governance Code and the UKLA Listing Rules. The parts of the report which have been audited in accordance with the Regulations have been identified.

REMUNERATION POLICY REPORT

The remuneration policy set out in this section of the remuneration report will replace the existing policy which was approved by shareholders at the 2014 AGM and will take effect for all payments made to directors from the date of the 2017 AGM. Although our new remuneration policy does not see a material departure from our previous policy, the Remuneration Committee has nevertheless taken the opportunity to conduct a thorough review of the policy, both in light of developments in remuneration policy and prevailing market practice, and also, following consultation with our major shareholders, to ensure their feedback is reflected into the design of, and any modifications to, the policy going forward. Our remuneration policy continues to be framed to support the company's strategy of maximising returns within the three key sectors of used, aftersales and new, as well as being designed to maintain the link between executive pay and strategy, aiming to:-

- attract and retain directors of the calibre necessary to run the business effectively with levels of remuneration that are arrived at responsibly and also reflect their individual contribution and value to the company;

- be transparent, recognising the need for simplicity in the design of remuneration structures;

- weight remuneration towards variable pay that incentivises outperformance particularly over the long-term, and which aligns remuneration with the achievement of business-specific measures tied to the company's strategy whilst discouraging inappropriate risk-taking;

- structure performance targets that are suitably challenging, the delivery of which is aligned with the interests of shareholders, and ensures the right behaviours are adopted and the long-term interests of the business are protected, without encouraging undue financial or operational risk-taking; and

- encourage executives to build significant levels of share ownership, through the retention of vested share awards, which provide the greatest weighting in the overall remuneration package.

Consistent with market practice, the Remuneration Committee will retain full discretion over all elements of variable remuneration, both in terms of annual bonus awards made and long-term incentive awards granted and vesting. The extent of this discretion is more particularly described on page 53.

DIRECTORS' REMUNERATION REPORT

REMUNERATION POLICY

The new remuneration policy is set out in this section. This policy will be put to shareholders for approval at the AGM to be held on the 27 April 2017. The policy is intended to apply, subject to shareholder approval, for three years from the 2017 AGM. Where a material change to this policy is considered, the company will consult with major shareholders prior to submitting to all shareholders for approval.

The remuneration policy will be displayed on the company's website (www.pendragonplc.com), following the 2017 AGM.

FUTURE REMUNERATION POLICY FOR EXECUTIVE DIRECTORS

BASE SALARY

ELEMENT AND PURPOSE
Provide competitive remuneration that will attract and retain executives of the calibre required to take forward the company's strategy.

MAXIMUM OPPORTUNITY
Salary levels are eligible for increases during the three-year period that the remuneration policy operates (assuming effective from 27 April 2017).

During this time, salaries may be increased each year. Salary increases are determined after taking due account of market conditions and any increases awarded to the wider workforce.

Significant changes in role scope may require further adjustments to bring salary into line with new responsibilities.

For recent joiners or promotions, whose pay was initially set below market rate, higher than usual increases may be awarded to bring them into line with the market over a phased period as they develop in their role.

OPERATION
Base salaries are reviewed annually, effective from 1 January. The Committee sets base salaries taking into account:-

- the performance and experience of the individual concerned;
- any change in responsibilities;
- appropriate executive remuneration benchmarking, which may include the following comparator groups (i) FTSE 250 companies (excluding investment trusts); (ii) companies of a similar size to the Group, currently being those in the bottom quartile of the FTSE 250 and the top quartile of the FTSE Small Cap; (iii) FTSE retailers, broadly the FTSE All Share General Retailers index excluding companies with a market capitalisation greater than £3.5bn; and (iv) selected automotive retailers which are deemed to be the closest comparators to the company. Alternative peer groups may need to be referenced depending on the business circumstances.

Base salaries are paid monthly in arrears.

PERFORMANCE METRICS
Individual performance is an important factor considered by the Committee when reviewing base salary each year.

CHANGES
No changes.

FUTURE REMUNERATION POLICY FOR EXECUTIVE DIRECTORS

BENEFITS

ELEMENT AND PURPOSE
Cost-effective, market competitive benefits are provided to assist executive directors in the performance of their roles.

OPERATION
Life assurance, private health cover, professional subscriptions, home telephone costs and (at executive's option) company cars.

MAXIMUM OPPORTUNITY
Benefit levels are set to be competitive relative to companies of a comparable size. The cost of some of these benefits is not pre-determined and may vary from year to year based on the overall cost to the company of securing these benefits for a population of employees (particularly health insurance and death in service cover).

PERFORMANCE METRICS
None.

CHANGES
No changes.

PENSION

ELEMENT AND PURPOSE
Provide cost-effective long-term retirement benefits that will form part of a remuneration package that will attract and retain executives who are able to take forward the company's strategy.

OPERATION
Post-2009 executives: participation in a defined contribution pension scheme.

Pre-2009 executives: deferred membership of defined benefit pension scheme.

MAXIMUM OPPORTUNITY
Post-2009 executives: contribution of 10% of base salary , or payment of a 10% cash alternative at the option of the executive.

Pre-2009 executives: 26% of salary cash supplement in lieu of pension contribution.

PERFORMANCE METRICS
None.

CHANGES
No changes.

ANNUAL BONUS

ELEMENT AND PURPOSE
Incentivises achievement of annual objectives which support the short-term goals of the company, as reflected in the annual business plan.

OPERATION
Annual bonuses are earned over the year and are paid annually in arrears after the end of the financial year to which they relate, based on performance against targets over the year. 25% of bonus earned is subject to compulsory deferral into the company's shares until such time as the company's share ownership guidelines are met. In such situations where bonus is deferred into shares, an executive director may be entitled to receive dividend payments on such shares.

MAXIMUM OPPORTUNITY
Maximum available bonus is equivalent to 100% of base salary. Maximum bonus is available only for material outperformance of the company's annual business plan.

PERFORMANCE METRICS
Annual bonus is earned based on performance against stretching company financial performance measures as set and assessed by the Committee. At present, financial measures used are underlying (adjusted) profit and year-end net debt. A sliding scale of targets is set for each measure, with 12.5% of salary for each element being payable for achieving the relevant threshold hurdles.

CHANGES
The specific measures, targets and weightings may vary from year to year in order to align with the company's strategy over each year. The measures will be dependent on the company's goals over the year under review.

FUTURE REMUNERATION POLICY FOR EXECUTIVE DIRECTORS

VALUE CREATION PLAN (VCP)[1]

ELEMENT AND PURPOSE
The company proposes to introduce a Value Creation Plan (VCP), which has been designed to reward and retain executive directors over the longer term, whilst also aligning the incentives of the participants with the long-term performance of the business and returns for our shareholders. Subject to shareholder approval, it is intended that the VCP will operate with retrospective effect from 1 January 2017, with the first awards to be made following the company's 2017 AGM. It is intended that the VCP will become the company's principal long term incentive plan for rewarding and incentivising executive directors.

MAXIMUM OPPORTUNITY
Under the VCP, the maximum aggregate number of ordinary shares in the company that can be issued to satisfy awards under the VCP to all participants is limited to 5% of the company's issued share capital at the end of the four year performance period.

At the outset, it is proposed splitting the entitlements of participants in the pool of returns as follows:-

chief executive officer	– up to a maximum of 30%
chief operating officer	– up to a maximum of 20%
finance director	– up to a maximum of 10%
other below board participants	– share of remaining balance of 40%

OPERATION
The VCP operates by granting the executive directors, and other eligible team members, an entitlement to a percentage share in a pool of returns delivered to shareholders, above a hurdle rate of return. The participant's percentage entitlement will be awarded under nil-cost options over shares, with a value calculated to be a proportion of the total shareholder return created for shareholders. This will be measured over a four year VCP performance period, with a further one year holding period being applicable to any awards vesting.

The overall effect of the VCP is that the executive directors and other eligible team members will be able to earn shares equivalent to 10% of any total shareholder return created above a 10% compound per annum annual growth rate based on the measurement of absolute total shareholder return generated over the four year VCP performance period. In other words, until shareholders receive a 10% compound p.a. return, the VCP will not pay out. Beyond that, participants may receive 10% of any further value created subject to a cap of 5% of issued share capital. The company intends to use an initial or base share price of the Q4 2016 average share price.

[1]Subject to shareholder approval at the 2017 AGM.

PERFORMANCE METRICS
The performance condition is based on the absolute total shareholder return performance of the company over a four-year period. It will be proposed to shareholders at the 2017 AGM in the resolution to approve the VCP that participants will be able to earn shares equivalent to 10% of any total shareholder return created above a 10% p.a. threshold.

CHANGES
Although existing LTIP awards will remain in force, no new awards will be made under this as it is intended that the VCP will replace the existing LTIP as the company's sole long term incentive plan going forward.

LONG TERM INCENTIVE PLAN (LTIP)

ELEMENT AND PURPOSE
Incentivises executives to achieve EPS growth over a three year period. EPS growth is the measure most appropriate to the company's strategy.

MAXIMUM OPPORTUNITY
Fully paid shares equivalent to a maximum of 150% of the executives base salary, subject to strict vesting conditions.

OPERATION
Awards are subject to performance conditions measured over three years and a service requirement.

The Committee retains a discretion to refine the choice of performance metrics in each year in light of developments in the company's strategy. In the event of a significant or material change, the Committee would engage in dialogue with shareholders and, if necessary, seek a renewed shareholder approval by ordinary resolution.

PERFORMANCE METRICS
Awards vest at the end of a three year performance period, based on achievement of stretching underlying EPS targets. The underlying EPS targets operate subject to a positive total shareholder return (TSR) underpin. Threshold performance attracts vesting of 25% of the award with 100% of awards being achieved for maximum performance. There is a straight line vesting between performance points.

CHANGES
Assuming the VCP is approved by shareholders at the 2017 AGM, the company does not intend to use the long term incentive plan to reward the executive directors over the period of the remuneration policy and in the future.

FUTURE REMUNERATION POLICY FOR EXECUTIVE DIRECTORS

POLICY ON EXECUTIVE DIRECTOR SHARE OWNERSHIP

The company continues to recognise the importance of executive directors building significant holdings of the company's shares. To encourage share ownership among executive directors joining the company, these require executive directors to aim, within five years of joining the Board, to have built a stake in value equal to 100% of their annual salary (200% in case of the chief executive). Until such time as the policy is met, executive directors will be required to defer 25% of annual bonus into the company's shares and retain half the after tax number of vested shares received under the VCP.

POLICY ON NON-EXECUTIVE DIRECTORS' REMUNERATION

The company's policy on non-executive directors' remuneration is reviewed annually by the Board. Remuneration for non-executive directors is confined to fees alone, without a performance related element. Non-executive directors may elect to receive all or part of their fees in the form of benefits in kind, typically the provision of a motor vehicle for their use. The company considers that the remuneration of the non-executive directors remains consistent with the time commitments associated with individual positions and wider market practice among companies of a comparable size.

Fee Type:	Fee Level	Change in 2017
Chairman fee	£150,000	None
Basic fee	£40,000	None
Supplementary fees;		
Senior independent director	£4,000	None
Audit Committee chairman	£10,000	None
Remuneration Committee chairman	£5,000	None
Nomination Committee chairman	Nil	None

Notes accompanying the future Remuneration Policy table:-

1. Malus and clawback – malus and clawback may operate in respect of the annual bonus, VCP, and long-term incentive plan. These provisions will permit the company to reclaim annual bonus payments or reverse VCP or LTIP awards or claim proportionate payments in exceptional circumstances of misstatement or misconduct. These are kept under review, in the light of prevailing Financial Reporting Council guidance.
2. Salary – base salaries are set by reference to the criteria specified in the table above. If a salary is initially set below the market rate, a phased re-alignment may be made over time.
3. Annual bonus – targets of underlying (adjusted) profit (50%) and year-end net debt (50%) were selected as these measures correlate to measures used in the company's overall business plan. The split between net debt and profit, and the performance measures attributable to them is determined by the Remuneration Committee who seek external guidance on the appropriateness of any performance targets set relative to the market.
4. Long term incentive plans – (i) LTIP: under the company's current long-term incentive plan, performance shares are awarded up to a maximum of 150% of salary if significantly challenging performance targets are attained. The Remuneration Committee selected EPS as this remains the key internal measure of long-term financial performance, as well as being well understood by the executives and our investors as providing a clear incentive to deliver the company's long-term growth prospects. An underpin of creating absolute shareholder return has been adopted as this further aligns the interests of executives with those of shareholders. The vesting schedule outlines the vesting percentages in relation to EPS performance targets, which were set after taking into account internal scenario analysis, current market expectations and the current trading environment. (ii) VCP: the company proposes to introduce the VCP to ensure alignment of rewards with the performance and delivery of our business strategy. Further detail of the rationale for the VCP is set out on page 52.
5. Pensions – Trevor Finn and Martin Casha ceased to be active members of the Pension Plan in 2006. Tim Holden participated in the defined contribution section of the Pendragon Group Pension Scheme, to which the company made a contribution of 10% of his basic salary. In April 2016, Tim Holden elected to receive a payment of 10% of salary, rather than continue to receive pension contributions.
6. Benefits – benefit levels are set to be competitive relative to companies of a comparable size.
7. Annual Bonus, VCP and LTIP Policy - Remuneration Committee Discretions: The Committee will operate the annual bonus plan, VCP and LTIP in accordance with their respective rules and in accordance with the Listing Rules, where relevant. Consistent with market practice, the Committee retains discretion in a number of respects with regard to the operation and administration of these plans. These include the following (albeit with quantum and performance targets restricted to the descriptions detailed in the future policy table above):-

- who participates in the plans;
- the timing of grant of award and/or payment;
- the size of an award and/or payment;
- the determination of vesting and/or meeting targets;
- discretion required when dealing with a change of control (e.g. the timing of testing performance targets) or restructuring of the Group;
- determination of good/bad leaver cases for incentive plan purposes based on the rules of each plan and the appropriate treatment chosen;
- adjustments required in certain circumstances (e.g. rights issues, corporate restructuring events, share buybacks and special dividends); and
- the annual review of performance measures and weighting, and targets for the annual bonus plan, VCP and LTIP from year to year or on award.

The Committee also retains the ability to adjust the targets and/or set different measures and alter weightings for the annual bonus plan and to adjust targets for the VCP or LTIP if events occur (such as a material divestment of Group business) which cause it to determine that the conditions are no longer appropriate and the amendment is required so that the conditions achieve their original purpose and are not materially less difficult to satisfy.

The company retains the authority to honour any commitments entered into with current or former directors that have been disclosed to shareholders in previous remuneration reports (e.g. all historic awards that were granted under any LTIPs that remain outstanding, as detailed in the company's latest Annual Report), and which remain eligible to vest based on their original award terms. Details of any payments to former directors will be set out in the Annual Report on remuneration as they arise. With regard to any promotions to executive director positions, the company will retain the ability to honour payments agreed prior to executives joining the Board, albeit any payments agreed in consideration of being promoted to the Board will be consistent with the policy on new appointments as an executive director detailed on page 55.

DIRECTORS' REMUNERATION REPORT

ILLUSTRATION OF OUR REMUNERATION POLICY FOR 2017

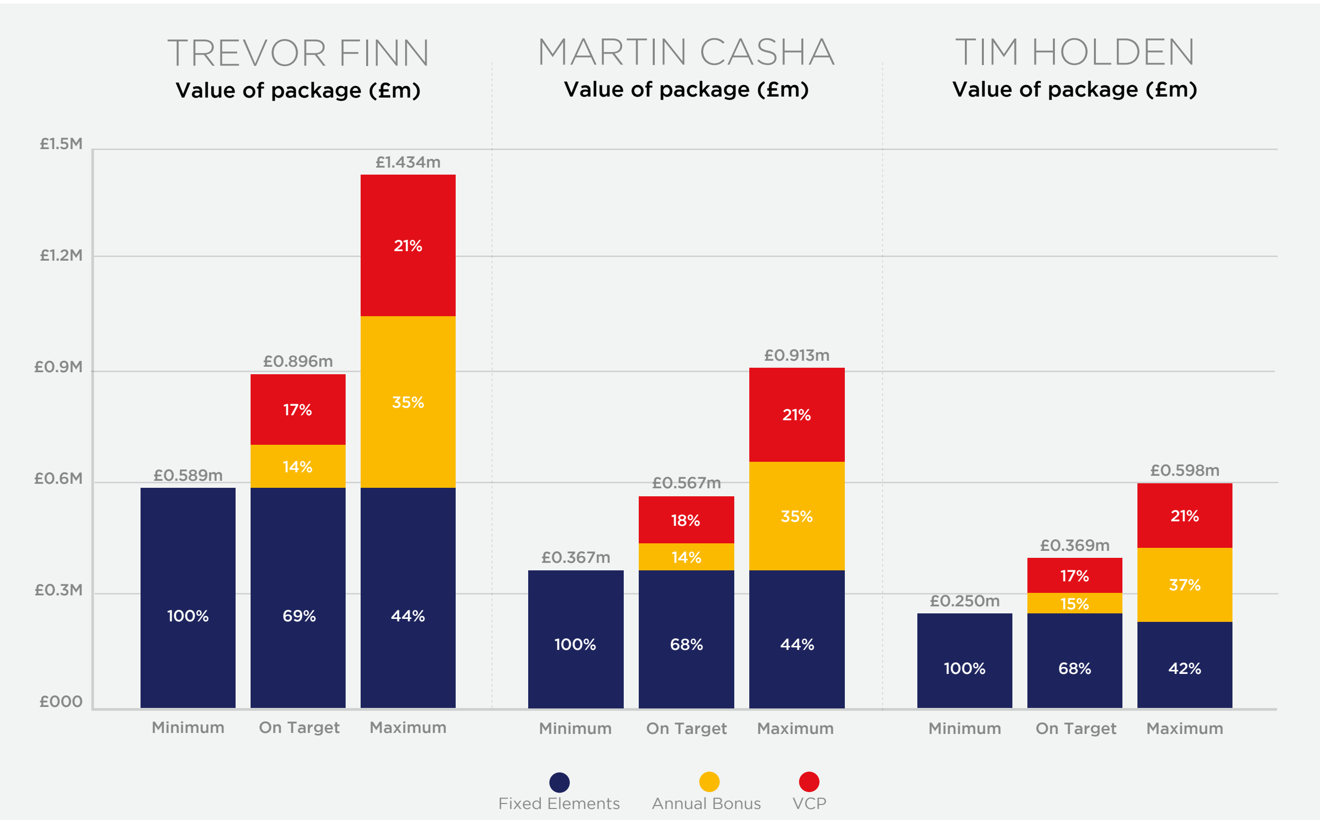
The tables and charts below illustrate the operation of the remuneration policy and provide estimates of the potential future remuneration that executive directors would receive, in the scenarios shown, in accordance with the directors' remuneration policy for 2017. Potential outcomes based on different performance scenarios are provided for each executive director. A significant percentage of remuneration is linked to performance, particularly at maximum levels.

The chart below illustrates the remuneration that could be paid to each of the executive directors, based on salaries at the start of the financial year 2017, under three different performance scenarios: (i) minimum; (ii) on target; and (iii) maximum. The elements of remuneration have been categorised into three components: (i) fixed; (ii) annual bonus; (iii) Value Creation Plan.

Element	Description	Minimum	On Target	Maximum
Fixed	Fixed (comprises base salary, benefits, pension)	Included	Included	Included
Annual Bonus	Annual bonus	0%	25% of the maximum bonus[1]	100% of the maximum bonus[1]
Value Creation Plan		0%	50% of the average annual IFRS2 value of the award[2]	100% of the average IFRS2 value of the award[2]

1. The maximum bonus available for executive directors is equivalent to 100% of base salary.
2. Awards made under the VCP will be on a one off basis with a four year measurement period. For illustrative purposes only, the maximum value displayed here represents 100% of the IFRS2 value of the award, which is intended to give an estimate of the value of the award on grant.

In accordance with the regulations, share price growth has not been included.



POLICY ON NEW APPOINTMENTS AS AN EXECUTIVE DIRECTOR

The table below sets out the principles which would be applied by the company when agreeing the components of a remuneration package for a newly appointed executive director.

New appointments as executive director	
Reward Element	
Base Salary	Base salary in accordance with the policy detailed within the remuneration policy table at page 50.
Annual Bonus	Eligible to participate in annual bonus plan in operation, as described in the remuneration policy table at page 51.
VCP	Eligible to participate in the VCP in operation, as described in the remuneration policy table at page 52.
LTIP	The company does not currently intend to use the LTIP to reward executive directors in the future.
Buy Outs	In order to facilitate external recruitment of executive directors, it may be necessary for the Committee to consider buying out existing incentive awards which would be forfeit on the individual leaving their current employment. The Committee would seek, where possible, to provide a buy-out structure which was consistent with the forfeited awards in terms of quantum, vesting period and performance conditions.

POLICY ON NEW APPOINTMENTS AS A NON-EXECUTIVE DIRECTOR

The company's policy on non-executive director remuneration is detailed in the remuneration policy table. New appointments of non-executive directors will be made consistent with this policy.

HOW EMPLOYEES PAY IS TAKEN INTO ACCOUNT IN EXECUTIVE REMUNERATION

Pay and conditions elsewhere in the Group were considered when finalising the current remuneration package for executive directors. The Committee is kept updated during the year on salary increases within the Group, and the level of annual bonus awards, as well as overseeing participation in long-term incentives for below Board level team members. As a result, the Committee is aware of how typical employee total remuneration compares to the potential total remuneration packages of executive directors.

No across-the-board pay increases have been awarded to the wider workforce in recent years, and this is also the case for executive directors' salaries.

The company has not specifically consulted with its employees and no steps have been taken to seek employee views in relation to the setting of executive director remuneration policy.

HOW ARE SHAREHOLDERS' VIEWS TAKEN INTO ACCOUNT WHEN DETERMINING EXECUTIVE COMPENSATION PACKAGES?

The Board considers shareholder feedback received in relation to the AGM each year at a meeting immediately following the AGM and any action required is built into the Remuneration Committee's business for the ensuing period. This, and any additional feedback received from shareholders from time to time, is then considered by the Committee and as part of the company's annual review of remuneration policy.

During late 2016 and early 2017, the Remuneration Committee undertook a review of remuneration policy, taking into account developments in remuneration policy, as well as prevailing market practice and considering the views of the our major shareholders. The remuneration Committee chairman continues to make himself available to shareholders to discuss any specific matters arising from our remuneration policy proposals. During early 2017, he met with certain of our shareholders at their request to discuss our proposals and in particular, the VCP. The outcome of this exercise forms the basis of the remuneration policy detailed in the future policy table above, and which we intend will form the basis of our remuneration policy for the period 2017-2020. The Chairman of the Remuneration Committee aims to maintain regular contact with our major shareholders at key points during the year to ensure we are fully aware of their prevailing thinking on our remuneration policies.

DIRECTORS' REMUNERATION REPORT

SERVICE CONTRACTS AND EXIT PAYMENTS

Executive directors are appointed under service contracts of indefinite duration (with a 12 month notice period), whereas non-executive directors each have a fixed term appointment letter renewable upon expiry at the company's discretion. Since 2010, appointments of new non-executive directors and renewals of existing appointments have been on three-year fixed terms. When considering the re-appointment of a non-executive director, the Board reviews their attendance at and participation in meetings and their overall performance, and also takes into account the balance of skills and experience of the Board as a whole.

Name	Commencement	Expiry/cessation	Unexpired at date of report (months)
Mel Egglenton	01.01.16	31.12.18	22
Chris Chambers	27.01.16	31.12.18	22
Gillian Kent	22.05.13	31.12.18	22
Jeremy King	25.11.14	24.11.17	8

The service contracts of Trevor Finn and Martin Casha commenced on 20 December 1999. Tim Holden's service contract commenced on 10 December 2009. Each may be terminated by the company giving one year's notice. The company would expect any future executive director appointments to contain the same terms as to notice periods. Service contracts and letters of appointment are kept for inspection at the Company's registered office.

Previous years' Annual Reports disclosed that both the current executive directors' and certain non-executive directors' terms of appointment contain legacy provisions for payments to be made to them if their employment with the company is terminated as a result of a take-over. These have now been phased out on renewals of appointments for non-executive directors. New executive director appointment terms will not include any entitlement to any predetermined compensation or severance payments in the event of cessation in office or employment as a consequence of a take-over. The proportions and calculations of these take-over entitlements are as follows:-

DIRECTOR COMPENSATION POLICY IN THE EVENT OF A TAKEOVER		
Role	**Proportion of annual salary/fees**	**Proportion of annual performance related pay**
Executive director	75%	75% of maximum available plus a pro rata amount, equivalent to the unexpired performance period

With regard to the circumstances under which the current executive directors might leave service, other than the above, these are described below with a description of possible payments that may be anticipated:-

NATURE OF BENEFIT	REASON FOR LEAVING		
	"Bad" leaver (e.g. resignation)	**"Good" leaver (e.g. ill health or retirement)**	**Departure on Agreed Terms**
Salary in lieu of notice period	No salary in lieu of notice paid on resignations unless in the interests of the company to do so.	Up to a maximum of 100% of salary (e.g. redundancy). Normal practice would be for phased payment.	Treatment will depend on the circumstances of the leaver event, subject to the discretion of the Remuneration Committee, and the terms of any termination agreement.
Pension and benefits	Provided for period of notice period served. No benefits provided for periods after actual cessation of service unless in the interests of the company to do so.	Up to one year's worth of pension and benefits (e.g. redundancy). Possible payment of pension and insured benefits triggered by the leaver event (this would be governed by the terms of the benefits provided).	
Bonus	None.	Yes (discretion to pay pro-rata based on company's performance).	
Long-term incentive entitlements	Lapse.	Discretion to allow up to full vesting, based on company's performance, with normal practice to be for pro rata vesting based on the proportion of the performance period served.	
Other payments	None.	Disbursements such as contribution to legal costs .	

FEES FROM EXTERNAL DIRECTORSHIPS

None of the executive directors holds office as a non-executive director of other companies other than in a voluntary or honorary (that is, unpaid) capacity. Accordingly, the company does not have a formal policy on whether or not an executive director may keep fees gained from holding an external non-executive directorship or similar. This would be decided on a case by case basis.

ANNUAL REPORT ON REMUNERATION

The Committee's work for 2016

- determined annual bonus awards in respect of 2015 performance
- set the annual bonus plan terms for 2016
- set 2016 long-term incentive award levels, the associated performance targets and granted the awards
- tested the performance targets for the company's 2014 Long Term Incentive Award vesting
- set 2017 executive director salary levels
- noted remuneration trends across the Group
- reviewed remuneration policy and proposed introduction of the Value Creation Plan

ADVISERS

During 2016, the chief executive, Trevor Finn provided advice to the Committee but not in respect of his own pay. In addition, external advice was provided by New Bridge Street (a trading name of Aon Corporation) who are appointed advisers to the Committee, until their replacement by PwC following a competitive tender exercise undertaken during the summer. Pinsent Masons LLP continue to be retained as the company's share incentive scheme legal advisors, although did not earn fees in 2016. In 2016, fees of £8,766 were paid to New Bridge Street, and fees of £30,000 were paid to PwC. Pinsent Masons, New Bridge Street and PwC are considered to be independent. Pinsent Masons, PwC and New Bridge Street do not provide any other services to the Group. The company secretary also acts as secretary to the Committee and provides additional advice.

SINGLE TOTAL FIGURE (AUDITED INFORMATION)

	Salary or fees[1] £000		Taxable benefits[3] £000		Pension[4] £000		Bonus[5] £000		Long term incentive plan £000		Single total figure £000	
	2016	2015	**2016**	2015	**2016**	2015	**2016**	2015	**2016**[6]	2015[7]	**2016**	2015
Executive directors												
Trevor Finn	**464**	464	**4**	4	**121**	121	**402**	464	**666**	614	**1,657**	1,667
Martin Casha	**292**	292	**7**	8	**76**	81	**254**	292	**400**	351	**1,029**	1,024
Tim Holden	**221**	221	**6**	7	**22**	22	**192**	221	**317**	266	**758**	737
Hilary Sykes[2]	**129**	129	**8**	9	**33**	33	**112**	129	**185**	170	**467**	470
Non-executive directors												
Mel Egglenton	**150**	150	**-**	-	**-**	-	**-**	-	**-**	-	**150**	150
Chris Chambers	**47**	40	**-**	-	**-**	-	**-**	-	**-**	-	**47**	40
Gillian Kent	**40**	40	**-**	-	**-**	-	**-**	-	**-**	-	**40**	40
Jeremy King	**48**	43	**-**	-	**-**	-	**-**	-	**-**	-	**48**	43
Paul Hampden Smith[8]	**20**	50	**-**	-	**-**	-	**-**	-	**-**	-	**20**	50

1. In the case of non-executive directors, fees include committee chair fees in addition to the basic non-executive director fee of £40,000, as detailed in the Policy on non-executive directors' remuneration in the future remuneration policy table above at page 53.
2. Hilary Sykes retired from the company, and stood down from the board with effect from on 01.01.17.
3. Benefits in kind include life assurance, private health cover, professional subscriptions, contribution to home telephone costs and provision of up to two cars (at the director's election), one of which is fully expensed.
4. Salary supplement in lieu of employer pension contribution, or in the case of Tim Holden, company contribution to defined contribution pension scheme of 10% of basic salary (£22,083 in 2016, £22,083 in 2015). Trevor Finn, Martin Casha and Hilary Sykes ceased to be active members of the Pendragon defined benefit Pension Plan in 2006. Trevor Finn elected to take early retirement benefits from 8 February 2008 and is therefore a pensioner member. Hilary Sykes elected to transfer her pension benefits to a personal arrangement on 14.09.15. Martin Casha also elected to take early retirement benefits from 01.07.16 and is therefore also a pensioner member. In April 2016, Tim Holden elected to receive a payment of 10% of salary rather than continue to receive pension contributions.
5. Bonus Award for 2016 total equivalent to 86.76% of base salary, 2015 total equivalent to 100% of base salary – see page 59 for more detail.
6. The performance conditions for the LTIP awarded in 2014 have been achieved in full, and consequently these will vest on 20.03.17. The sterling value of the LTIP awards shown above is based on the number of shares vesting multiplied by the three month average market value share price for the period to 31.12.16, which was £0.3016, and is therefore an estimate of the potential monetary value of the LTIP awards. The exact monetary value of these LTIP awards will be determined by the prevailing share price at date of vesting.
7. The sterling value of the LTIP awards vesting in 2015 is based on the actual price these shares were sold at (where shares were retained by directors, the sold at price was used), which was £0.3534 on 29.03.16.
8. Paul Hampden Smith retired from the Board at the expiry of his appointment on the 22.05.16. Consequently, his fee for 2016 is calculated for the period 01.01.16 to 22.05.16.

PENSIONS

The Pendragon Pension Plan (Pension Plan) is established for the benefit of the Group's eligible employees. The Pension Plan operates through a trustee company which holds and administers its assets entirely separately from the Group's assets. There is no direct investment in Pendragon PLC. Trevor Finn and Martin Casha ceased to be active members of the Pension Plan in 2006. Tim Holden participated in the Pendragon Group Pension Scheme, a defined contribution pension scheme, to which the company makes a contribution of 10% (£22,083 in 2016) of his basic salary, for his benefit, until April 2016. In April 2016, Tim Holden elected to receive a payment of 10% of salary, rather than continue to receive pension contributions. The non-executive directors are not eligible to participate in the Pension Plan.

PERFORMANCE RELATED PAY FOR 2016: ANNUAL BONUS

Given their commercial sensitivity, we do not publish the details of targets in advance. However, the Committee considers the targets to be measurable and appropriately stretching. For 2016, the maximum available annual bonus opportunity was 100% of base salary, only achievable for performance in excess of the company's strategic plan. Payouts are achievable for demanding performance, measured against underlying (adjusted) profit (50%) and year-end net debt (50%). This structure for bonus opportunity for 2016 reflects both the investor feedback received and the competitive market in which the company currently operates. Details of the percentages of salary payable at threshold, target and maximum are set out in the table below.

Available			Actual outturn 2016			
Performance measure	**Underlying profit**	**Year end net debt**	**Underlying profit**		**Year end net debt**	
Target aligned to business plan	**% of basic salary payable**		**Level**	**% of basic salary payable**	**Level**	**% of basic salary payable**
Threshold performance (10% below Target) must exceed prior year's result	12.5	12.5	-	-	-	-
In line with Target	31.25	31.25	✓	36.76	-	-
Maximum ≥10% above Target	50	50	-	-	✓	50
Straight line vesting between performance points						

For the year ended 31 December 2016, the Committee determined that as underlying profit performance was between Target and Maximum, and year end net debt performance exceeded Target by more than 10%, total annual performance related pay would be 86.76% of salary, based on the salary earned by each executive director during the year under review.

Measure	Performance metrics			2016 outturn	
				Performance	**Payout**
	Threshold	**Target**	**Maximum**	**Actual**	**% of basic salary payable**
Underlying profit	>£70.1m	≥£73.2m	≥£80.5m	£75.4m	36.76
Net debt	<£110.4m	≤£100.4m*	≤£90.3m	£91.7m	50
				Total bonus achieved	86.76

*The Remuneration Committee exercised its discretion to award the executive a 50% of basic salary payout, in line with maximum, on the net debt metric, as the net debt increase was as a result of planned increases in underlying investment in line with strategy.

LONG TERM INCENTIVES VESTING IN 2016

The Remuneration Committee assesses the extent to which the performance conditions that apply to the performance related elements of the remuneration framework have been met, following sign off of the company's audited Annual Report and Accounts. This ensures that incentive payments are made following independently audited results being known.

Following an assessment of the performance conditions applicable to the 2014 award, the Remuneration Committee determined that the relevant performance conditions to achieve 100% vesting were satisfied (namely that actual underlying EPS achieved in the financial year ending 31 December 2016 be 3.32p or above for 100% vesting: actual EPS achieved was 3.9p). The 2014 LTIP will therefore vest in full on 20 March 2017.

BASE SALARY FOR 2017

Base salaries for the executive directors will remain unchanged from the 2016 salary levels.

PERFORMANCE RELATED PAY FOR 2017

The annual bonus for the 2017 financial year will operate on the same basis as for the 2016 financial year and will be consistent with the policy detailed in the Remuneration Policy section of this report having maximum bonus opportunity, deferral and clawback provisions identical to those in place for 2016. The performance metrics selected are underlying profit and year-end net debt, with an equal weighting given to each. Underlying profit and year-end net debt targets have been set to be challenging relative to the 2017 business plan. The targets themselves, as they relate to the 2017 financial year, are considered to be commercially sensitive, and we do not publish details of these in advance.

LONG TERM INCENTIVE AWARDS MADE IN 2016 (AUDITED INFORMATION)

In March 2016, the executive directors were granted performance awards in accordance with the remuneration policy as applicable to LTIPs detailed on page 52. Individual performance awards were equivalent to 150% of base salary in the aggregate. Full details of the performance awards made are displayed in the table below.

As detailed on pages 52 and 61, subject to shareholder approval, it is intended that the VCP will become the sole long term incentive plan used to reward and incentivise executive directors in the future. The award made under the Pendragon LTIP in 2016 is therefore intended to be the final award for the executive directors under this incentive plan prior to the introduction of the VCP. Vesting of LTIP performance awards remain conditional on challenging performance targets being achieved.

For the 2016 LTIP, vesting of performance awards will take place, subject to underlying EPS targets (measured from the 2015 underlying EPS result over a three year performance period) so that it will be actual EPS achieved in the financial year ending 31 December 2018 that determines vesting, as follows:-

Director	Award	Type	No. of Shares	Face value (%age of salary)	Performance Condition	Performance Period	% vesting at threshold performance
Trevor Finn	Performance	Nil Cost Option	1,931,250	£695,250 (150)	Underlying EPS growth over RPI[1,2]	3 financial years ending 31 December 2018	25
Martin Casha	Performance	Nil Cost Option	1,218,375	£438,615 (150)	Underlying EPS growth over RPI[1,2]	3 financial years ending 31 December 2018	25
Tim Holden	Performance	Nil Cost Option	920,104	£331,237 (150)	Underlying EPS growth over RPI[1,2]	3 financial years ending 31 December 2018	25
Hilary Sykes[3]	Performance	Nil Cost Option	536,458	£193,125 (150)	Underlying EPS growth over RPI[1,2]	3 financial years ending 31 December 2018	25

1. Underlying EPS performance conditions for the 2016 LTIP are described on page 61.
2. It will be actual underlying EPS achieved in the financial year ending 31.12.18 that determines vesting: see table on page 61.
3. Hilary Sykes retired from the Board on 01.01.17. In accordance with "good leaver" provisions in the LTIP rules, her entitlement will be pro-rated to the proportion of the performance period award.
4. For the purposes of determining the value of a Performance Award, the value is calculated by multiplying the total number of Performance Awards acquired by the price at which they are acquired. The price at which they were acquired is equal to the average of the closing middle-market quotations of a share during the five dealing days immediately preceding the Grant Date. This was 36.00p based on 29.02.16: 36.30p, 01.03.16: 36.12p, 02.03.16: 35.94p, 03.03.16: 36.00p, 04.03.16: 35.66p.

LTIP 2016 performance conditions	
2018 Underlying EPS*	Percentage Vesting
Below 4.5 pence	Nil
4.5 pence	25%
5.3 pence	100%

Straight line vesting between performance points
*Underlying EPS targets are based on achieving EPS growth over RPI (+4% for threshold vesting and +10% for 100%/full vesting). If the performance condition is not satisfied, none of the LTIP awards will vest. The above table assumes RPI of 3%.

LONG TERM INCENTIVES FOR 2017: THE VCP

As outlined in the future remuneration policy table, going forward, it is our intention that the VCP will become the principal long term incentive plan for rewarding and incentivising executive directors. Subject to obtaining approval from shareholders at the 2017 AGM, the VCP is intended to provide a simple, transparent long-term incentive opportunity directly aligned with value creation for shareholders. The VCP directly supports the delivery of a step change to our strategy outlined in pages 18 to 19 of this report, by using growth in absolute shareholder return as the relevant key long-term performance indicator.

The VCP operates by granting the executive directors, and other eligible team members, an entitlement to a percentage share in the growth in value of the company delivered to shareholders, above a hurdle or minimum rate of return per annum. The executive director's percentage entitlement will be awarded over nil-cost options over shares, the number of which will be calculated using a formula at the end of the performance period with a value calculated to be a proportion of the total shareholder return created for shareholders. The proposed performance period is four years, to commence on 1 January 2017, with a requirement to hold any shares vested for a further holding period of one year at maturity. Subject to shareholder approval, it is currently proposed that the hurdle be set at a minimum absolute total shareholder return of 10% per annum (the "Hurdle"). Nil-cost options over such a number of shares as are equal to a percentage share of 10% of the return generated above the Hurdle (the "Pool") will be awarded to the participating executive directors, and other eligible team members. At the outset, for example, it is proposed that the chief executive may be granted an award giving him the potential to earn ordinary shares in the company up to a maximum of 30%, the chief operating officer up to a maximum of 20% and the finance director up to a maximum of 10% of the Pool. The maximum number of shares which can be earned under the VCP is restricted to 5% of the issued share capital of the company. Further and full details of the VCP will be provided in the notice of 2017 AGM.

RECOVERY AND WITHHOLDING PROVISIONS

As detailed in the summary of remuneration policy on pages 50 to 53, the clawback provisions that operate in both the annual bonus and LTIP enable the Remuneration Committee to recover value overpaid in the event of either a material misstatement of the company's financial results for any period or misconduct. Clawback provisions will also be applied to the VCP, should this be approved by shareholders at the 2017 AGM. Should it be considered appropriate to enforce these provisions, value can be recovered through the withholding of future incentive payouts (including at the point of vesting of an LTIP or VCP award) or, alternatively through refunding of the overpayment to the company on a net of tax basis. The clawback provisions are included in the relevant plan documentation so that there is a clear basis on which the Remuneration Committee could seek to enforce the provisions should it consider it necessary to do so.

DIRECTORS' SHAREHOLDINGS (AUDITED INFORMATION)

	Legally owned as at 31.12.2016	Legally owned as at 31.12.2015	Subject to deferral under the annual bonus plan		Subject to performance conditions under the relevant long term incentive plan			Vested but unexercised share options
			2016 LTIP award	2015 LTIP award	2014 LTIP[1] award	2015 LTIP[2] award	2016 LTIP[3] award	
Trevor Finn	18,216,623	15,482,988	No	No	2,207,142	1,764,593	1,931,250	0
Martin Casha	8,794,301	7,135,869	No	No	1,326,123	1,113,236	1,218,375	0
Tim Holden	1,524,347	1,127,015	No	No	1,051,547	840,704	920,104	0

1. Performance conditions: vesting is subject to the satisfaction of performance conditions based on achieving defined earnings per share targets measured from the 2014 earnings per share result over a three year performance period – 2.82p (25% vesting) rising to 3.32p (100% vesting). Actual EPS achieved for the financial year ending 2016: 3.9p.
2. Performance conditions: vesting is subject to the satisfaction of performance conditions based on achieving defined earnings per share targets measured from the 2014 earnings per share result over a three year performance period – 3.8p (25% vesting) rising to 4.5p (100% vesting).
3. Performance conditions: vesting is subject to the satisfaction of performance conditions based on achieving defined earnings per share targets measured from the 2015 earnings per share result over a three year performance period – 4.5p (25% vesting) rising to 5.3p (100% vesting).

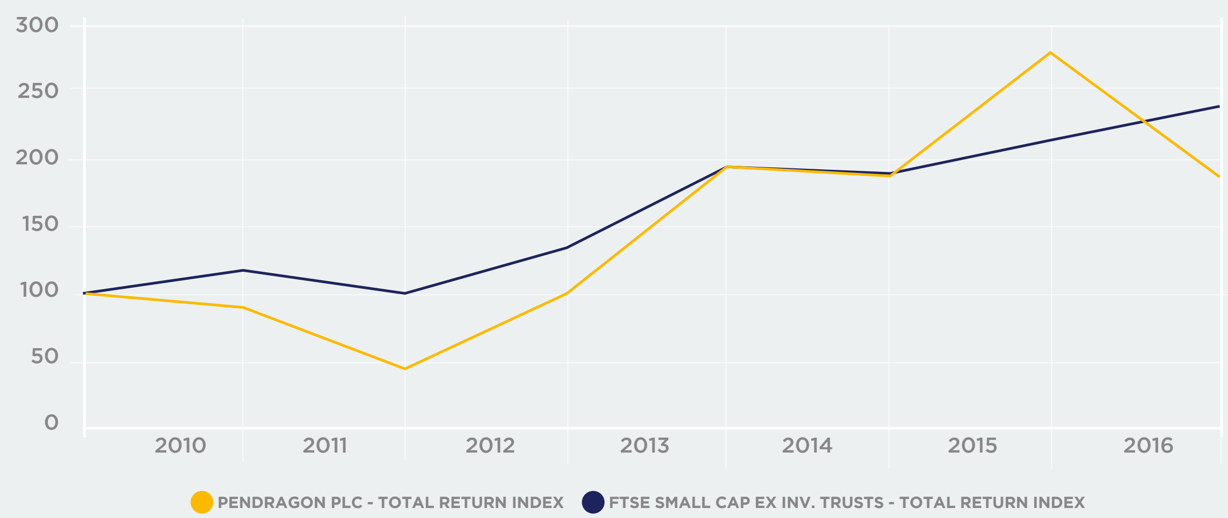
DIRECTORS' SHAREHOLDINGS (AUDITED INFORMATION)

Each executive director fulfils the requirements of the company share ownership policy applicable to them (i.e. building a 200% of salary share ownership in the case of the chief executive and 100% in the case of the other executive directors). There is no company policy on non-executive director share ownership.

TOTAL SHAREHOLDER RETURN[1]

The graph below shows the total shareholder return ("TSR")[2] on the company's shares in comparison to the FTSE Small Cap Index (excluding investment companies).[3] TSR has been calculated as the percentage change, during the relevant period, in the market price of the shares, assuming that any dividends paid are reinvested on the ex-dividend date. The relevant period is the seven years ending 31 December 2016. The notes at the foot of the graph provide more detail of the TSR calculation.

PENDRAGON PLC TSR 2010 - 2016



1. This report is required, pursuant to the Large and Medium sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013, regulation 18, Performance Graph. 2. Total Shareholder Return ("TSR") is calculated over the seven years ended on 31 December 2016 and reflects the theoretical growth in the value of a shareholding over that period, assuming dividends (if any) are reinvested in shares in the company. The price at which dividends are reinvested is assumed to be the amount equal to the closing price of the shares on the ex-dividend date plus the gross amount of annual dividend. The calculation ignores tax and reinvestment charges. For each company in the index, the TSR statistics are normalised to a common start point, which gives the equivalent to investing the same amount of money in each company at that time. The percentage growth in TSR is measured over the chosen period. To obtain TSR growth of the relevant index over the chosen period, the weighted average of TSR for all the companies in the index is calculated. In this case, it is the FTSE Small Cap Index (excluding investment companies) as explained in Note 3. The weighting is by reference to the market capitalisation of each company in the index in proportion to the total market capitalisation of all the companies in the index at the end of the chosen measurement period. 3. The FTSE Small CAP index has been selected as it represents the equity market in which the company was a constituent member for the majority of the relevant seven year period ending 31 December 2016 detailed above.

HISTORY OF CHIEF EXECUTIVE REMUNERATION (AUDITED INFORMATION)

Chief Executive	**2016**	2015	2014	2013	2012	2011	2010
Total Remuneration £m (single figure)	**1,657**	1,667	3,472	2,961	857	946	944
Annual bonus award (% of maximum that could have been paid)	**87%**	100%	100%	100%	54%	75%	75%
Percentage of LTIP[1] vesting	**100%**	56%	100%	100%	0%	0%	0%

[1]Percentage of shares vesting under the Pendragon Long Term Incentive Plan (for 2012, the Pendragon ExSOP) against the maximum number of shares that could have been received

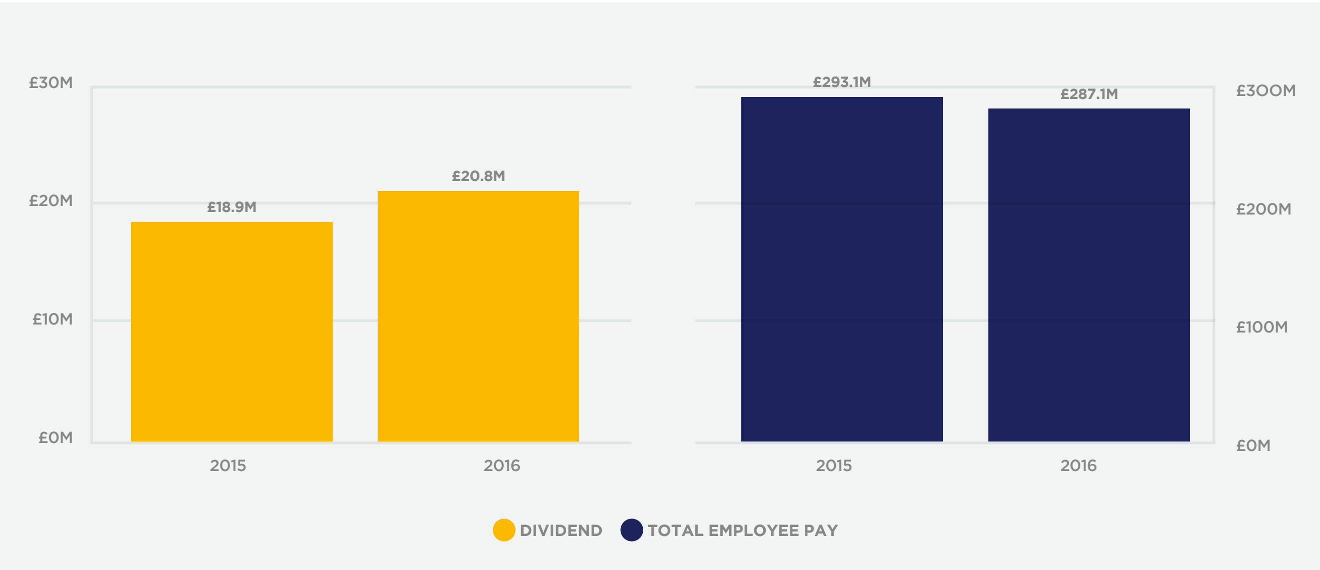
PERCENTAGE CHANGE IN CHIEF EXECUTIVE REMUNERATION

The table below illustrates the percentage change in the remuneration awarded to the chief executive between the preceding year and the reported year and that of the Group's employees across its entire UK business.

	Chief Executive Officer	**Employees of Company as a whole**
% change in salary 2016 compared to 2015	0%	5.37%
% change in benefits 2016 compared to 2015	0%	7.37%
% change in bonus 2016 compared to 2015	-13.24%	0.14%

RELATIVE IMPORTANCE OF SPEND ON PAY

The graph below illustrates the difference between spend on remuneration paid to all employees of the company, and dividend (interim and final proposed dividend) compared to the prior year.



DIRECTORS' REMUNERATION REPORT

SHAREHOLDERS' VOTE ON REMUNERATION AT THE 2016 AGM

2015 Directors' Remuneration Report	Number	Proportion of votes cast
Votes cast in favour	775,960,233	92.57%
Votes cast against	62,309,324	7.43%
Total votes cast in favour or against	838,269,557	100%
Votes withheld	10,165,314	

SHARE PRICE INFORMATION AND PERFORMANCE

Other than those detailed above, there are no share option or long term incentive schemes in which the directors are eligible to participate. The middle market price of Pendragon ordinary shares at 31 December 2016 was 31.25 pence and the range during the year was 26.71 pence to 49.00 pence.

APPROVAL

This report was approved by the Committee and signed on its behalf by

Chris Chambers
Chairman of the Remuneration Committee
14 February 2017

DIRECTORS' REPORT

STRATEGIC REVIEW AND PRESCRIBED REPORTING

Our Strategic Review at pages 1 to 35 contains the information, prescribed by the Companies Act 2006, required to present a fair review of the company's business, a description of the principal risks and uncertainties it faces, and certain of the information on which reports and statements are required by the UK Corporate Governance Code. The Board approved the Strategic Review set out on pages 1 to 35 and the Viability Statement set out on page 19. Additional information on which the directors are required by law to report is set out below and in the following:

- Corporate Governance Report
- Board of Directors
- Corporate Social Responsibility Report
- Audit Committee Report
- Nomination Committee Report
- Directors' Remuneration Report
- Directors' Report
- Directors' Responsibility Statement

In the interests of increasing the relevance of the report and reducing the environmental impacts of over-lengthy printed reports, we have placed on our website certain background information on the company the disclosure of which, in this Report, is not mandatory. We first adopted this approach in 2015, and have not received any adverse feedback. We shall continue to monitor reaction to publication of shareholder information on our website, to help shape our shareholder communication and future improvements.

RESULTS AND DIVIDENDS

The results of the Group for the year are set out in the financial statements on pages 73 to 139. An interim dividend of 0.7 pence per ordinary share was paid to shareholders on 24 October 2016 (2015: 0.6 pence). The directors are recommending a final dividend of 0.75 pence per ordinary share (2015: 0.6 pence) which would, if approved by shareholders at the 2017 AGM, bring total dividends for 2016 to 1.45 pence (2015 total: 1.3 pence).

APPOINTMENT AND POWERS OF THE COMPANY'S DIRECTORS

Appointment and removal of directors is governed by the company's Articles of Association (the Articles), the UK Corporate Governance Code (the Code), the Companies Acts and related legislation. Subject to the Articles (which shareholders may amend by special resolution), relevant legislation and any directions given by special resolution, the company and its group is managed by its board of directors. By resolutions passed at company general meetings, the shareholders have authorised the directors: (i) to allot and issue ordinary shares; (ii) to offer and allot ordinary shares in lieu of some or all of the dividends; and (iii) to make market purchases of the company's ordinary shares (in practice, exercised only if the directors expect it to result in an increase in earnings per share). Details of movements in the company's share capital are given in note • to the financial statements.

In May 2016, the company announced the commencement of a programme to buyback an initial £20 million of its ordinary shares. Between 20 May 2016 and 31 December 2016, the company purchased and cancelled a total of 23,423,696 ordinary shares in the company. In addition, from time to time, Pendragon provides financial assistance to its independent employee benefits trust to facilitate the market purchase of ordinary shares in the company for use in connection with various of the company's employee incentive schemes. In 2016, 837,009 shares were purchased in this way.

BUSINESS AT THE ANNUAL GENERAL MEETING

At the AGM, a separate shareholders' resolution is proposed for each substantive matter. We will issue shareholders with the company's annual report and financial statements together with the notice of AGM, giving not less than the requisite period of notice. The notice sets out the resolutions the directors are proposing and has explanatory notes for each. At the AGM, directors' terms of appointment are available for inspection and, as well as dealing with formal AGM business, the Board takes the opportunity to give an update to shareholders on the company's trading position The chairman and each Committee chairman are available to answer questions put by shareholders present.

DIRECTORS' REPORT

DIRECTORS AND THEIR INTERESTS IN SHARES

Current directors are listed on page 36. Details of the terms of appointment and notice period of each of the current directors, together with executives directors' respective interests in shares under the company's long term incentive plan (non-executive directors have none), appear in the Directors' Remuneration Report on pages 48 to 64 . Directors who served during 2016 and their respective interests in the company's issued ordinary share capital are shown in the table below. All holdings shown are beneficial. None of the directors holds options over company shares. Each executive director fulfils the requirements of the company's share ownership policy applicable to them. There is no company policy requiring non-executive directors to hold a minimum number of company shares.

Directors' shareholdings	Number at 31.12.16	Number at 31.12.15
Martin Casha	8,794,301	7,135,869
Chris Chambers	240,000	240,000
Mel Egglenton	448,223	255,252
Trevor Finn	18,216,623	15,482,988
Tim Holden	1,524,347	1,127,015
Gillian Kent	Nil	Nil
Jeremy King	145,030	78,547
Hilary Sykes (retired on 01.01.17)	2,282,612	2,282,612

DIRECTORS' ROTATION

The Articles require directors to retire by rotation. The Code superimposes an obligation that all directors retire annually, if the company is within the FTSE 350. The company is currently outside of the FTSE 350. Irrespective of any Code requirements, the company has made annual retirement and offering for re-election compulsory in the case of non-executive directors whose service exceeds six years, even should the company cease to lie within the FTSE 350.

INDEMNITIES TO DIRECTORS

In line with market practice and the company's Articles, each director has the benefit of a deed of indemnity from the company, which includes provisions in relation to duties as a director of the company or an associated company, qualifying third party indemnity provisions and protection against derivative actions. Copies of these are available for shareholders' inspection at the AGM.

SIGNIFICANT DIRECT OR INDIRECT SHAREHOLDINGS

At 1 February 2017 the directors had been advised of the following interests in the shares of the company:-

Shareholder	**Number of shares**	**Percentage of voting rights of the issued share capital**
Odey Asset Management	192,060,835	13.38%
GMT Capital Corp	125,491,857	8.75%
Schroder Investment Mgt	123,558,564	8.61%
Aberforth Partners LLP	74,857,844	5.22%
AXA Investment Managers UK	41,371,402	2.88%
Legal & General Investment Mgt	35,610,731	2.48%

SHARE CAPITAL

As at 31 December 2016, Pendragon's issued share capital comprised a single class: ordinary shares of 5 pence each. The Articles permit the creation of more than one class of share, but there is currently none other than ordinary shares. Details of the company's share capital are set out in note 4.4 to the accounts. All issued shares are fully paid. The company did not issue any new shares during the period under review. As noted above, the company purchased and cancelled a total of 23,423,696 ordinary shares in the company. The rights and obligations attaching to the company's ordinary shares are set out in the Articles. The company is currently authorised to issue up to two-thirds of its current issued share capital pursuant to a resolution passed at its 2016 AGM.

VOTING RIGHTS, RESTRICTIONS ON VOTING RIGHTS AND DEADLINES FOR VOTING RIGHTS

Shareholders (other than any who, under the Articles or the terms of the shares they hold, are not entitled to receive such notices) have the right to receive notice of, and to attend and to vote at, all general and (if any) applicable class meetings of the company. A resolution put to the vote at any general or class meeting is decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is properly demanded. At a general meeting, every member present in person has, upon a show of hands, one vote, and on a poll, every member has one vote for every 5 pence nominal amount of share capital of which they are the holder. In the case of joint holders of a share, the vote of the member whose name stands first in the register of members is accepted to the exclusion of any vote tendered by any other joint holder. Unless the Board decides otherwise, a shareholder may not vote at any general or class meeting or exercise any rights in relation to meetings whilst any amount of money relating to their shares remains outstanding.

A member is entitled to appoint a proxy to exercise all or any of their rights to attend and speak and vote on their behalf at a general meeting. Further details regarding voting can be found in the notes to the notice of the AGM. Details of the exercise of voting rights attached to the ordinary shares held by the company's Employee Benefit Trust (EBT) are set out below. None of the ordinary shares, including those held by the Employee Benefit Trust, carries any special voting rights with regard to control of the company.

To be effective, electronic and paper proxy appointments and voting instructions must be received by the company's registrars not later than 48 hours before a general meeting.

The Articles may be obtained from Companies House in the UK or upon application to the company secretary. Other than those prescribed by applicable law and the company's procedures for ensuring compliance with it, there are no specific restrictions on the size of a holding nor on the transfer of shares, which are governed by the Articles and prevailing legislation. The directors are not aware of any agreement between holders of the company's shares that may result in restrictions on the transfer of securities or the exercise of voting rights. No person has any special rights of control over the company's share capital.

SHARES HELD BY THE PENDRAGON EMPLOYEE BENEFIT TRUST

As at 31 December 2016, the company's Employee Benefit Trust with Salamanca Group Trust (Jersey) Limited (the Trustee) held 7,498,623 shares, representing 0.52% of the total issued share capital at that date (2015: 11,232,954; 0.77%). The Trustee has waived its voting rights attached to these shares. It holds these shares to enable it to satisfy entitlements under the company's share schemes. During the year, the Trustee transferred 4,571,340 shares to satisfy such entitlements (2015: 24,620,385).

CONTRACTS

None of the directors had an interest in any contract with the Group (other than their service agreement or appointment terms and routine purchases of vehicles for their own use) at any time during 2016. The company and members of its group are party to agreements relating to banking, properties, employee share plans and motor vehicle franchises which alter or terminate if the company or group company concerned undergoes a change of control. None is considered significant in terms of its likely impact on the business of the Group as a whole.

POLITICAL DONATIONS

The company and its Group made no political donations (2015: £ nil).

AUDITOR

The directors who held office at the date of approval of this directors' report confirm that: so far as they are each aware, there is no relevant audit information of which the Group's auditors are unaware; and each director has taken all the steps that they ought to have taken as a director to make themself aware of any relevant audit information and to establish that the Group's auditors are aware of that information.

By order of the Board

Richard Maloney
Secretary
14 February 2017

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT AND THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Annual Report and the group and parent company financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare group and parent company financial statements for each financial year. Under that law they are required to prepare the group financial statements in accordance with IFRSs as adopted by the EU and applicable law and have elected to prepare the parent company financial statements in accordance with UK Accounting Standards, including FRS 101 Reduced Disclosure Framework.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and parent company and of their profit or loss for that period. In preparing each of the group and parent company financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- for the group financial statements, state whether they have been prepared in accordance with IFRSs as adopted by the EU;
- for the parent company financial statements, state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the parent company financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and the parent company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the directors are also responsible for preparing a Strategic Report, Directors' Report, Directors' Remuneration Report and Corporate Governance Statement that complies with that law and those regulations.
The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Responsibility statement of the directors in respect of the annual financial report

We confirm that to the best of our knowledge:

- the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the company and the undertakings included in the consolidation taken as a whole; and
- the Annual Report and accounts includes a fair review of the development and performance of the business and the position of the issuer and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

We consider the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the group's position and performance, business model and strategy.

Approved by order of the Board

Tim Holden
Finance Director
14 February 2017

OPINIONS AND CONCLUSIONS ARISING FROM OUR AUDIT

1. Our opinion on the financial statements is unmodified

We have audited the financial statements of Pendragon PLC for the year ended 31 December 2016 set out on pages 73 to 150. In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the parent company's affairs as at 31 December 2016 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with International Financial Reporting Standards as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with UK Accounting Standards, including FRS 101 Reduced Disclosure Framework; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006 and, as regards the Group financial statements, Article 4 of the IAS Regulation.

2. Our assessment of risks of material misstatement

In arriving at our audit opinion above on the financial statements the risks of material misstatement, in decreasing order of audit significance, that had the greatest effect on our audit were as follows (unchanged from 2015).

Carrying value of Goodwill (£356.5 million (2015: £360.8 million) Risk vs 2015 ↔
Refer to page 44 Audit Committee report, page 98 (accounting policy) and pages 99 and 100 (financial disclosures).

The risk – The Group's significant goodwill balance is allocated across its CGUs which are generally the franchises. For some CGUs with a significant goodwill balance and poor historical performance there is a risk that book value exceeds recoverable amount. The recoverable amount of the CGU will be affected by a number of factors including both general market trends and franchise specific factors, for example, the success of new model launches, which could result in a franchise not achieving its forecasted results. There is inherent uncertainty in forecasting future cash flows and therefore this is a particularly judgmental area of the audit.

Our response – In this area, our audit procedures included assessment of the Group's budgeting procedures as a basis for value in use calculations; comparison of the Group's historical budgets to actual performance; as well as future projections compared to prior year actual. In addition, we performed our own assessments in relation to key inputs such as projected economic growth and competition and their expected impact on forecasted results, cost inflation and discount rates. We used our own valuation specialist to assist us in evaluating the assumptions and methodology used by the Group to derive a discount rate. We assessed the reasonableness of the Group's discounted cash flows by comparing the sum to the Group's market capitalisation. We also assessed whether the Group's disclosures about the sensitivity of the outcome of the impairment assessment to changes in key assumptions reflected the risks inherent in the valuation of goodwill.

OPINIONS AND CONCLUSIONS ARISING FROM OUR AUDIT

2. Our assessment of risks of material misstatement *continued*

Valuation of used vehicle inventory (£380.4 million (2015: £386.8 million) Risk vs 2015 ↔

Refer to page 44 Audit Committee report, page 106 (accounting policy) and page 106 (financial disclosures).

The risk – The Group holds significant levels of used vehicle inventory. Used vehicle selling prices vary depending upon a number of factors including general economic conditions and the levels of new vehicle production. History has shown that the average price of a used vehicle may decline significantly over a short period of time, and therefore this is a significant judgmental area.

Our response – In this area our audit procedures included assessment of the work performed by the Group's internal audit function on the controls designed to minimise the holdings of ageing used vehicle stock. In addition, we have performed detailed testing over the value of used vehicle stock held at the year end. The Group's provision is predominantly based upon the historical pattern of profits and losses incurred on used vehicles and the trading conditions in existence at the year end. We performed procedures to validate these assumptions including consideration of the Group's historical trading patterns and a comparison of the Group's expectations for used car prices to the expectations of other market commentators. We also considered the levels of losses incurred on used cars subsequent to the year-end and the implications of this for the level of provision. We also considered the adequacy of the Group's disclosures about the degree of estimation involved in arriving at the vehicle inventory provision.

Liabilities within the post-retirement benefits obligation (£544.6 million (2016: £ 440.3 million) Risk vs 2015 ↑

Refer to page 44 Audit Committee report, page 129 (accounting policy) and pages 129 to 135 (financial disclosures).

The risk – Significant estimates are made in valuing the Group's post-retirement benefit liabilities within the obligation schemes. Small changes in assumptions and estimates used to value the Group's net pension deficit would have a significant effect on the results and financial position of the Group. Following the recent quantitative easing program by the Bank of England corporate bond yields have fallen, leading to an increase in defined benefit pension scheme deficits.

Our response – With the support of our own actuarial specialists, we challenged the key assumptions applied to determine the Group's post-retirement benefit liabilities. We compared the discount rate, inflation rate and mortality/life expectancy to externally derived data. We also considered the adequacy of the Group's disclosures in respect of the sensitivity of the deficits to these assumptions.

OPINIONS AND CONCLUSIONS ARISING FROM OUR AUDIT

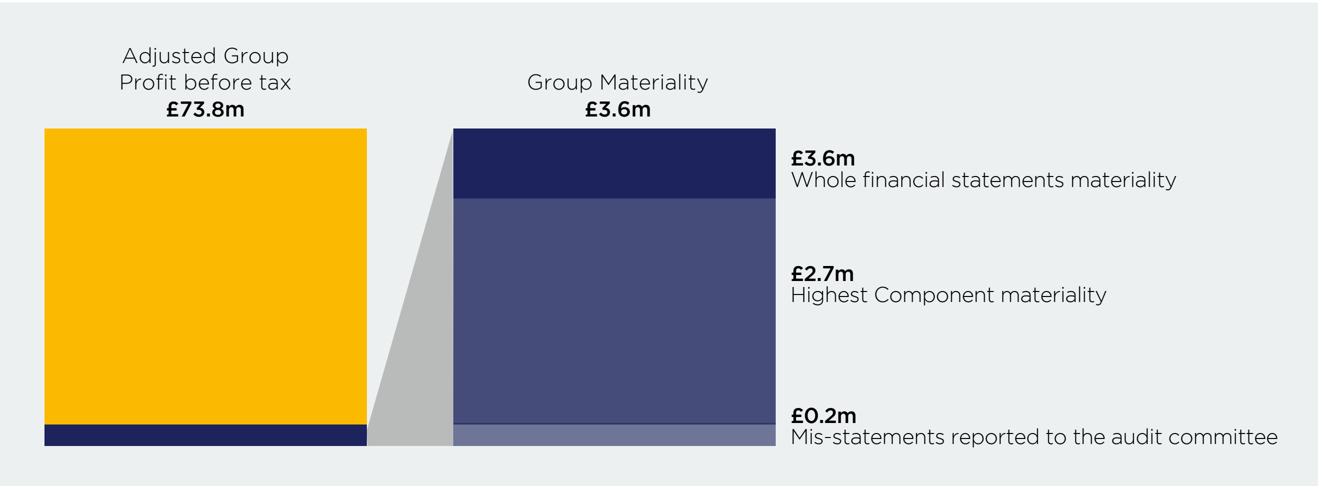
3. Our application of materiality and an overview of the scope of our audit

Materiality for the Group financial statements as a whole was set at £3.6m (2015: £3.3m) determined with reference to a benchmark of underlying Group profit before taxation (adjusted for pensions expenses included in non-underlying) of £73.8m (2015: £67.8m) which represents 4.8% (2015: 4.9%) and 4.9% of Group profit before tax (2015: 4.2%).

We reported to the audit committee any corrected and uncorrected identified misstatements exceeding £0.2m (2015: £0.2m), in addition to other identified misstatements that warranted reporting on qualitative grounds.

Of the Group's reporting components, we subjected all thirty-six to audits for Group reporting purposes. 100% of Group revenue, Group profit before tax and Group total assets have been covered within the scope of our work.

The Group audit team approved the component materiality of £2.7m (2015: £2.3 million), having regard to the mix of size and risk profile of the Group across the components. The Group audit team performed all of the audit work in relation to the thirty six components.



4. Our opinion on other matters prescribed by the Companies Act 2006 is unmodified

In our opinion:

- the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006; and
- the information given in the Strategic Report and the Directors' Report for the financial year is consistent with the financial statements.

Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Strategic report and the Directors' report:

- we have not identified material misstatements in those reports; and
- in our opinion, those reports have been prepared in accordance with the Companies Act 2006.

5. We have nothing to report on the disclosures of principal risks

Based on the knowledge we acquired during our audit, we have nothing material to add or draw attention to in relation to:

- the directors' statement and the viability statement on page 19, concerning the principal risks, their management, and, based on that, the directors' assessment and expectations of the group's continuing in operation over the 3 years to 31 December 2019; or
- the disclosures in note 1 of the financial statements concerning the use of the going concern basis of accounting.

OPINIONS AND CONCLUSIONS ARISING FROM OUR AUDIT

6. We have nothing to report in respect of the matters on which we are required to report by exception

Under ISAs (UK and Ireland) we are required to report to you if, based on the knowledge we acquired during our audit, we have identified other information in the annual report that contains a material inconsistency with either that knowledge or the financial statements, a material misstatement of fact, or that is otherwise misleading.

In particular, we are required to report to you if:

- we have identified material inconsistencies between the knowledge we acquired during our audit and the directors' statement that they consider that the annual report and financial statements taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy; or
- the Audit Committee Report does not appropriately address matters communicated by us to the Audit Committee.

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Under the Listing Rules we are required to review:

- the directors' statements and the viability statement, set out on page 68 and 19 respectively, in relation to going concern and long-term viability; and
- the part of the Corporate Governance Statement on pages 37 to 41 relating to the company's compliance with the eleven provisions of the 2014 UK Corporate Governance Code specified for our review.

We have nothing to report in respect of the above responsibilities.

SCOPE OF REPORT AND RESPONSIBILITIES

As explained more fully in the Directors' Responsibilities Statement set out on page 68, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate. This report is made solely to the company's members as a body and is subject to important explanations and disclaimers regarding our responsibilities, published on our website at www.kpmg.com/uk/auditscopeukco2014a, which are incorporated into this report as if set out in full and should be read to provide an understanding of the purpose of this report, the work we have undertaken and the basis of our opinions.

John Leech (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants
One Snowhill, Snowhill Queensway, Birmingham B4 6GH
14 February 2017

CONSOLIDATED INCOME STATEMENT

Year ended 31 December 2016

	Notes	Underlying £m	Non-Underlying £m	**2016 £m**	Underlying £m	Non-Underlying £m	2015 £m
Revenue	2.1	4,537.0	-	**4,537.0**	4,453.9	-	4,453.9
Cost of sales		(3,977.4)	-	**(3,977.4)**	(3,905.0)	-	(3,905.0)
Gross profit		559.6	-	**559.6**	548.9	-	548.9
Operating expenses	2.2	(458.4)	(1.1)	**(459.5)**	(448.4)	(4.1)	(452.5)
Operating profit before other income		101.2	(1.1)	**100.1**	100.5	(4.1)	96.4
Other income - gains on the sale of businesses and property	2.6	-	0.3	**0.3**	-	11.5	11.5
Other income - gain on disposal of investment	3.3	-	-	**-**	-	13.8	13.8
Operating profit		101.2	(0.8)	**100.4**	100.5	21.2	121.7
Finance expense	4.3	(25.8)	(1.6)	**(27.4)**	(30.9)	(12.3)	(43.2)
Finance income	4.3	-	-	**-**	0.5	-	0.5
Net finance costs		(25.8)	(1.6)	**(27.4)**	(30.4)	(12.3)	(42.7)
Profit before taxation		75.4	(2.4)	**73.0**	70.1	8.9	79.0
Income tax (expense) / credit	2.7	(19.1)	1.6	**(17.5)**	(17.0)	10.9	(6.1)
Profit for the year		56.3	(0.8)	**55.5**	53.1	19.8	72.9

Earnings per share			
Basic earnings per share	2.8	**3.8p**	5.0p
Diluted earnings per share	2.8	**3.8p**	5.0p

Non GAAP measure:			
Underlying basic earnings per share	2.8	**3.9p**	3.7p
Underlying diluted earnings per share	2.8	**3.9p**	3.6p

The notes on pages 79 to 139 form part of these financial statements

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2016

	Notes	**2016 £m**	2015 £m
Profit for the year		**55.5**	72.9
Other comprehensive income			
Items that will never be reclassified to profit and loss:			
Defined benefit plan remeasurement gains and (losses)	5.1	**(61.3)**	22.4
Income tax relating to defined benefit plan remeasurement gains and (losses)	2.7	**9.8**	(5.5)
		(51.5)	16.9
Items that are or may be reclassified to profit and loss:			
Fair value gains on investments reclassified to profit and loss	3.3	**-**	(14.0)
Foreign currency translation differences of foreign operations		**-**	0.4
		-	(13.6)
Other comprehensive income for the year, net of tax		**(51.5)**	3.3
Total comprehensive income for the year		**4.0**	76.2

The notes on pages 79 to 139 form part of these financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2016

	Share capital £m	Share premium £m	Capital redemption reserve £m	Other reserves £m	Translation reserve £m	Retained earnings £m	**Total £m**
Balance at 1 January 2016	73.0	56.8	2.5	12.6	(0.2)	250.4	**395.1**
Total comprehensive income for 2016							
Profit for the year	-	-	-	-	-	55.5	**55.5**
Other comprehensive income for the year, net of tax	-	-	-	-	-	(51.5)	**(51.5)**
Total comprehensive income for the year	-	-	-	-	-	4.0	**4.0**
Dividends paid (note 4.5)	-	-	-	-	-	(20.3)	**(20.3)**
Own shares purchased for cancellation	(1.2)	-	1.2	-	-	(7.5)	**(7.5)**
Own shares purchased by EBT	-	-	-	-	-	(0.3)	**(0.3)**
Own shares issued by EBT	-	-	-	-	-	0.1	**0.1**
Share based payments	-	-	-	-	-	2.2	**2.2**
Income tax relating to share based payments	-	-	-	-	-	(0.5)	**(0.5)**
Balance at 31 December 2016	71.8	56.8	3.7	12.6	(0.2)	228.1	**372.8**

	Share capital £m	Share premium £m	Capital redemption reserve £m	Other reserves £m	Translation reserve £m	Retained earnings £m	**Total £m**
Balance at 1 January 2015	72.8	56.8	2.5	12.6	(0.6)	195.8	**339.9**
Total comprehensive income for 2015							
Profit for the year	-	-	-	-	-	72.9	**72.9**
Other comprehensive income for the year, net of tax	-	-	-	-	0.4	2.9	**3.3**
Total comprehensive income for the year	-	-	-	-	0.4	75.8	**76.2**
Issue of ordinary shares (note 4.4)	0.2	-	-	-	-	(0.2)	**-**
Dividends paid (note 4.5)	-	-	-	-	-	(17.4)	**(17.4)**
Own shares purchased by EBT	-	-	-	-	-	(7.6)	**(7.6)**
Own shares issued by EBT	-	-	-	-	-	1.4	**1.4**
Share based payments	-	-	-	-	-	2.0	**2.0**
Income tax relating to share based payments	-	-	-	-	-	0.6	**0.6**
Balance at 31 December 2015	73.0	56.8	2.5	12.6	(0.2)	250.4	**395.1**

The notes on pages 79 to 139 form part of these financial statements

CONSOLIDATED BALANCE SHEET

At 31 December 2016

	Notes	**2016 £m**	2015 £m
Non-current assets			
Property, plant and equipment	3.2	**405.3**	352.7
Goodwill	3.1	**356.5**	360.8
Other intangible assets	3.1	**5.7**	5.8
Investments	3.3	**-**	-
Deferred tax assets	2.7	**19.0**	11.5
Total non-current assets		**786.5**	730.8
Current assets			
Inventories	3.5	**846.2**	830.6
Trade and other receivables	3.7	**153.1**	134.5
Cash and cash equivalents	4.2	**84.0**	138.8
Assets classified as held for sale	3.4	**6.6**	16.2
Total current assets		**1,089.9**	1,120.1
Total assets		**1,876.4**	1,850.9
Current liabilities			
Trade and other payables	3.8	**(1,068.7)**	(1,050.9)
Deferred income	3.10	**(36.6)**	(32.9)
Current tax payable		**(7.8)**	(9.2)
Provisions	3.9	**(6.2)**	(5.0)
Total current liabilities		**(1,119.3)**	(1,098.0)
Non-current liabilities			
Interest bearing loans and borrowings	4.2	**(175.7)**	(218.4)
Trade and other payables	3.8	**(48.8)**	(41.6)
Deferred income	3.10	**(50.4)**	(50.1)
Retirement benefit obligations	5.1	**(103.2)**	(43.4)
Provisions	3.9	**(6.2)**	(4.3)
Total non-current liabilities		**(384.3)**	(357.8)
Total liabilities		**(1,503.6)**	(1,455.8)
Net assets		**372.8**	395.1
Capital and reserves			
Called up share capital	4.4	**71.8**	73.0
Share premium account	4.4	**56.8**	56.8
Capital redemption reserve	4.4	**3.7**	2.5
Other reserves	4.4	**12.6**	12.6
Translation reserve	4.4	**(0.2)**	(0.2)
Retained earnings		**228.1**	250.4
Total equity attributable to equity shareholders of the company		**372.8**	395.1

Approved by the Board of directors on 14 February 2017 and signed on its behalf by:

T G Finn
Chief Executive

T P Holden
Finance Director

Registered Company Number: 2304195

The notes on pages 79 to 139 form part of these financial statements

CONSOLIDATED CASH FLOW STATEMENT

Year ended 31 December 2016

	Notes	2016 £m	2015 £m
Cash flows from operating activities			
Profit for the year		**55.5**	72.9
Adjustment for taxation		**17.5**	6.1
Adjustment for net financing expense		**27.4**	42.7
		100.4	121.7
Depreciation and amortisation		**29.9**	25.3
Share based payments		**2.2**	2.0
Profit on sale of businesses and property		**(0.3)**	(11.5)
Gain on disposal of investment		**-**	(13.8)
Impairment of assets held for sale		**1.1**	0.9
Changes in inventories	3.5	**(3.6)**	(109.1)
Changes in trade and other receivables		**(19.7)**	(16.9)
Changes in trade and other payables		**14.2**	148.4
Changes in retirement benefit obligations		**(3.1)**	(2.9)
Changes in provisions		**3.1**	3.3
Movement in contract hire vehicle balances	3.6	**(21.6)**	(21.8)
Cash generated from operations		**102.6**	125.6
Taxation paid		**(17.3)**	(22.3)
Interest received		**-**	0.5
Interest paid		**(25.2)**	(29.3)
Net cash from operating activities		**60.1**	74.5
Cash flows from investing activities			
Business acquisitions	6.1	**(2.6)**	-
Proceeds from sale of businesses	6.2	**8.9**	21.2
Purchase of property, plant, equipment and intangible assets	3.1, 3.2	**(147.0)**	(136.9)
Proceeds from sale of property, plant, equipment and intangible assets	3.1, 3.2	**96.9**	80.8
Proceeds from sale of investments	3.3	**-**	23.8
Net cash used in investing activities		**(43.8)**	(11.1)
Cash flows from financing activities			
Dividends paid to shareholders		**(20.3)**	(17.4)
Repurchase of own shares		**(7.5)**	-
Own shares acquired by EBT		**(0.3)**	(7.6)
Disposal of shares by EBT		**0.1**	1.4
Repayment of bonds and loans		**(216.7)**	-
Proceeds from issue of loans		**173.6**	7.6
Net cash outflow from financing activities		**(71.1)**	(16.0)
Net (decrease) / increase in cash and cash equivalents		**(54.8)**	47.4
Cash and cash equivalents at 1 January		**138.8**	91.4
Cash and cash equivalents at 31 December	4.2	**84.0**	138.8

The notes on pages 79 to 139 form part of these financial statements

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT

	2016 £m	2015 £m
Net (decrease) / increase in cash and cash equivalents	**(54.8)**	47.4
Repayment of bond and loans	**216.7**	-
Proceeds from issue of loans (net of directly attributable transaction costs)	**(173.6)**	(7.6)
Non-cash movements	**(0.4)**	(10.6)
(Increase) / decrease in net debt in the year	**(12.1)**	29.2
Opening net debt	**(79.6)**	(108.8)
Closing net debt	**(91.7)**	(79.6)

Note: The reconciliation of net cash flow to movement in net debt is not a primary statement and does not form part of the consolidated cash flow statement but forms part of the notes to the financial statements.

The notes on pages 79 to 139 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

SECTION 1 - BASIS OF PREPARATION

Presented below are those accounting policies that relate to the financial statements as a whole and includes details of new accounting standards that are or will be effective for 2016 or later years. To facilitate the understanding of each note to the financial statements those accounting policies that are relevant to a particular category are presented within the relevant notes.

Pendragon PLC is a company domiciled in the United Kingdom. The consolidated financial statements of the Group for the year ended 31 December 2016 comprise the company and its subsidiaries and the Group's interest in jointly controlled entities, together referred to as the "Group".

The Group financial statements have been prepared and approved by the directors in accordance with international accounting standards, being the International Financial Reporting Standards as adopted by the EU ("adopted IFRSs").

The company has elected to prepare its parent company financial statements in accordance with FRS 101. These are presented on pages 140 to 150.

The financial statements are presented in millions of UK pounds, rounded to the nearest £0.1m. They have been prepared under the historical cost convention and where other bases are applied these are identified in the relevant accounting policy in the notes below.

Going concern

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Operational Review sections on pages 12 to 13 and pages 28 to 30. The financial position of the Group, its cash flows, liquidity position and borrowing facilities are described in the Financial Review section on pages 32 to 35. In addition, note 4.2 to the financial statements includes the Group's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments and hedging activities; and its exposures to credit risk and liquidity risk.

At 31 December 2016, there are undrawn available facilities and, as highlighted in note 4.2 to the financial statements, the Group meets its day to day working capital requirements through bank, manufacturer and third party vehicle financing facilities. The Group's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the Group should be able to operate within the level of its current facility.

The directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Accounting estimates and judgements

The preparation of financial statements in conformity with adopted IFRSs requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Although these estimates are based on management's best knowledge of the amount, events or actions, actual results ultimately may differ from those estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The directors consider the following to be critical estimates and judgements applicable to the financial statements:

- note 3.1 - key assumptions used in discounted cash flows for impairment testing
- note 3.5 - assessment of fair value of inventories
- note 5.1 - measurement of defined benefit obligations

NOTES TO THE FINANCIAL STATEMENTS

SECTION 1 - BASIS OF PREPARATION

Basis of consolidation

The consolidated financial statements include the financial statements of Pendragon PLC, all its subsidiary undertakings, investments and the Group's share of its joint venture under the equity accounting method. Consistent accounting policies have been applied in the preparation of all such financial statements including those of the joint venture.

Subsidiaries
Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Investments
Investments in entities in which the Group has no control are stated at their fair value.

Joint ventures
Joint ventures are those entities over whose activities the Group has joint control, established by contractual agreement and requiring unanimous consent for strategic, financial and operating decisions. The consolidated financial statements include the Group's proportionate share of the entity's net assets and profit after tax, on an equity accounted basis, from the date joint control commences until the date that joint control ceases.

When the Group's share of losses exceeds its interest in an equity-accounted investee, the carrying amount of that interest, including any long term investments, is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the investee.

Transactions eliminated on consolidation
Intragroup balances and any unrealised gains or losses or income and expenses arising from intragroup transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains and losses arising from transactions with joint ventures are eliminated against the investment to the extent of the Group's interest in the entity.

Foreign currencies

Transactions in foreign currencies are translated to the respective functional currency of Group entities at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to sterling at foreign exchange rates ruling at the dates the fair value was determined. Foreign currency differences arising on retranslation are recognised in profit or loss.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation, are translated to sterling at foreign exchange rates ruling at the balance sheet date. The revenues and expenses of foreign operations are translated to sterling at rates approximating to the foreign exchange rates ruling at the dates of the transactions.

Foreign currency differences arising on the retranslation of a financial liability designated as a hedge of a net investment in a foreign operation are recognised directly in equity, in the foreign currency translation reserve, to the extent the hedge is effective. To the extent the hedge is ineffective, such differences are recognised in profit or loss. When the hedged net investment is disposed of, the cumulative amount in equity is transferred to profit and loss on disposal.

In respect of all foreign operations, any differences that have arisen after 1 January 2004, the date of transition to IFRS, are presented as a separate component of equity.

SECTION 1 - BASIS OF PREPARATION

Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents comprise deposits with banks and financial institutions, bank and cash balances, and liquid investments, net of bank overdrafts. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows. In the balance sheet, bank overdrafts are included in current borrowings.

Impairment

The carrying amounts of the Group's assets, other than inventories (see note 3.5) and deferred tax assets (see note 2.7), are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

For goodwill the recoverable amount is estimated at each balance sheet date. The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other groups of assets ('the cash generating unit'). The goodwill acquired in a business combination, for the purpose of impairment testing is allocated to cash generating units. Management have determined that the cash generating units of the Group are the motor franchise groups and other business segments.

An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the income statement.

Impairment losses recognised in respect of cash generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash generating units and then, to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

The recoverable amount of assets is the greater of their fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, an impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. The impact of the current year impairment review can be seen in note 3.1.

Adoption of new and revised standards and new standards and interpretations not yet adopted

In the current year, the Group has adopted the following new standards and interpretations:

Amendments to IFRS 11 - Accounting for Acquisitions of Interests in Joint Operations.

Amendments to IAS 16 and IAS 38 - Clarification of Acceptable Methods of Depreciation and Amortisation.

Amendments to IAS 27 - Equity Method in Separate Financial Statements.

SECTION 1 - BASIS OF PREPARATION

Annual Improvements to IFRSs – 2012-2014 Cycle, including changes to IFRS 5 Non-current Assets Held for Sale and Discontinued Operations – Changes in method for disposal, IFRS 7 Financial Instruments: Disclosures, IAS 19 Employee Benefits – Discount rate in a regional market sharing the same currency and IAS 34 Interim Financial Reporting – Disclosure of information 'elsewhere in the interim financial report'.

Disclosure Initiative – Amendments to IAS 1

The adoption of the new standards and amendments above have had no significant impact.

The following standards have been published, endorsed by the EU, and available for early adoption but have not yet been applied by the Group in these financial statements:

Disclosure Initiative (Amendments to IAS 7)

Recognition of Deferred Tax Assets for Unrealised Losses (Amendments to IAS 12)

IFRS 15 Revenue from Contracts with Customers

IFRS 9 Financial Instruments

IFRS 16 Leases

The above standards are not expected to have a significant impact on the financial statements of the Group other than IFRS 15 Revenue from Contracts with Customers and IFRS 16 Leases which will be applicable for the 2018 financial year and 2019 financial year respectively. Management is currently assessing the impact of these IFRSs which are likely to have significant impacts upon reported non-current assets and net debt as well as associated KPIs such as EBITDA measures and sales margins.

Alternative Performance Measures

The Group uses a number of key performance measures ("KPI's") which are non-IFRS measures to monitor the performance of its operations. The Group believes these KPI's provide useful historical financial information to help investors and other stakeholders evaluate the performance of the business and are measures commonly used by certain investors for evaluating the performance of the Group. In particular, the Group uses KPI's which reflect the underlying performance on the basis that this provides a more relevant focus on the core business performance of the Group. The Group has been using the following KPI's on a consistent basis and they are defined and reconciled as follows:

Dividend per share – dividend per share is defined as the interim dividend per share plus the proposed final year dividend per share for a given period.

Gross margin % - gross margin is defined as gross profit as a percentage of revenue.

Like for Like – results on a like for like basis include only businesses which have been trading for 12 consecutive months. We use like for like results to aid in the understanding of the like for like movement in revenue, gross profit and operating profit in the business. The difference to underlying results are simply those businesses which are not like for like which have recently commenced operation and therefore do not have a 12 month history plus any retail points closed during the current or previous period.

Operating margin % - operating margin is defined as operating profit as a percentage of revenue.

Underlying operating profit/profit before tax – results on an underlying basis exclude items that are not incurred in the normal course of business and are sufficiently significant and/or irregular to impact the underlying trends in the business. The detail of the non-underlying results is shown in note 2.6 and this is also shown on the face of the consolidated income statement to reconcile from the underlying to total results.

SECTION 1 - BASIS OF PREPARATION

Operating profit reconciliation

	2016 £m	2015 £m
Underlying Operating profit	**101.2**	100.5
Gains on the sale of businesses, property and investments (see note 2.6)	**0.3**	25.3
Impairment of assets held for sale (see note 2.6)	**(1.1)**	(4.1)
Non-underlying operating profit items	**(0.8)**	21.2
Operating profit	**100.4**	21.2

Profit before tax reconciliation

	2016 £m	2015 £m
Underlying profit before tax	**75.4**	70.1
Non-underlying operating profit items (see reconciliation above)	**(0.8)**	21.1
Non-underlying finance costs (see note 2.6)	**(1.6)**	(12.3)
Non-underlying operating profit and finance cost items	**(2.4)**	8.9
Profit before tax	**73.0**	79.0

Profit after tax reconciliation

	2016 £m	2015 £m
Underlying profit after tax	**56.3**	53.1
Non-undelrlying operating profit and finance cost items (see reconciliation above)	**(2.4)**	8.9
Non-underlying tax (see note 2.6)	**1.6**	10.9
Non-underlying operating profit, finance and tax cost items	**(0.8)**	19.8
Profit after tax	**55.5**	72.9

Underlying basic earnings per share ("underlying earnings per share") – the Group presents underlying basic earnings per share as the directors consider that this is a better measure of comparative performance. Underlying basic earnings per share is calculated by dividing the underlying profit or loss attributable to ordinary shareholders by the weighted average number of ordinary shares in issue during the period. A full reconciliation of how this is derived is found in note 2.8.

Underlying diluted earnings per share – the Group presents underlying diluted earnings per share as the directors consider that this is a better measure of comparative performance. Underlying diluted earnings per share is calculated by dividing the underlying profit and loss attributable to ordinary shareholders by the weighted average number of ordinary shares in issue taking account of the effects of all dilutive potential ordinary shares, which comprise of share options granted to employees, LTIPs and share warrants. A full reconciliation of how this is derived is found in note 2.8.

Net Debt : Underlying EBITDA – the Group uses the ratio of net debt to underlying EBITDA to assess the use of the Group's financial resources. The reconciliation of this and the composition of underlying EBITDA is shown in note 4.2.

SECTION 2 - RESULTS AND TRADING

This section contains the notes and information to support the results presented in the income statement:

2.1 Revenue

Accounting policy

Revenue from the sale of goods is recognised in the income statement, net of discounts, when the significant risks and rewards of ownership have been transferred to the buyer. In general this occurs when vehicles or parts have been supplied or when service has been completed. Revenue from services rendered is recognised in the income statement in proportion to the stage of completion of the transaction at the reporting date. The stage of completion is assessed by reference to time expended on services that are charged on a labour rate basis.

Where vehicles are supplied to a leasing company for contract hire purposes and the Group undertakes to repurchase the vehicle at a predetermined date and value the significant risks and rewards of ownership are deemed not to have transferred outside the Group and consequently no sale is recognised. As a result the accounting for the arrangement reflects the Group's retention of the asset to generate future rentals and, in accordance with IAS 17 Leases, the Group is considered to be an operating lessor for all arrangements in place. The initial amounts received in consideration from the leasing company are held as deferred income allocated between the present value of the repurchase commitment, held within trade and other payables and a residual amount of deferred revenue held within deferred income. A finance charge is accrued against the present value of the repurchase commitment and recorded as a finance expense in the income statement. The remaining deferred revenue, which effectively represents rentals received in advance, is taken to the income statement on a straight line basis over the related lease term. No additional disclosures are made under IAS 17 as there are no future rentals receivable. These vehicles are held within 'property, plant and equipment' at their cost to the Group and are depreciated to their residual values over the terms of the leases. These assets are transferred into inventory at their carrying amount when they cease to be rented and they become available for sale as part of the Group's ordinary course of business. Revenue also comprises commissions receivable for arranging vehicle finance.

The income received in respect of warranty policies sold and administered by the Group is recognised over the period of the policy on a straight line basis. The unrecognised income is held within deferred income (see note 3.10).

Rental income from property is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease. Rental income from property is recognised as rents received in net operating expenses. The Group has a significant property portfolio and from time to time they may become vacant and are sublet to mitigate operating losses, until the Group decides upon the appropriate use of the property. These properties are not considered investment properties.

2.2 Net operating expenses

	2016 £m	2015 £m
Net operating expenses:		
Distribution costs	**(253.9)**	(247.7)
Administrative expenses	**(210.9)**	(209.2)
Rents received	**5.3**	4.4
	(459.5)	(452.5)

SECTION 2 - RESULTS AND TRADING

2.3 Operating segments

The Group has seven reportable segments, as described below, which are the Group's strategic business units. The segments offer different ranges of products and services and are managed separately because they require their own specialisms in terms of market and product. For each of these segments, the Executive Committee which is deemed to be the Chief Operating Decision Maker (CODM), reviews internal management reports on at least a monthly basis. The review of these management reports enables the CODM to allocate resources to each segment and form the basis of strategic and operational decisions, such as acquisition strategy, closure program or working capital allocation. The following summary describes the operations in each of the Group's reportable segments:

Stratstone This segment comprises the Group's premium vehicles, truck and commercial vans brand encompassing the sale of new and used motor cars, motorbikes, trucks and vans, together with associated aftersales activities of service, body repair and parts sales.

Evans Halshaw This segment comprises the Group's volume brand encompassing the sale of new and used motor vehicles and commercial vans, together with associated aftersales activities of service, body repair and parts sales.

US Motor Group This segment comprises the Group's retail operation in California in the United States encompassing the sale of new and used motor cars, together with associated aftersales activities of service and parts sales.

Pinewood This segment comprises the Group's activities as a dealer management systems provider.

Leasing This segment comprises the Group's contract hire and leasing activities.

Quickco This segment comprises the Group's wholesale parts distribution businesses.

Central This segment represents the Group's head office function and includes all central activities including directors, finance, HR, marketing, central procurement and call centre and property management.

The tables of financial performance presented in the Operational and Financial Review on pages 28 to 30 are based upon these segmental reports with the exception that the result of the Central segment is allocated across the other operational segments. A reconciliation of this allocation is presented within the tables below.

Inter-segment transfers and transactions are entered into under normal commercial terms and conditions that would also be available to unrelated third parties.

SECTION 2 - RESULTS AND TRADING

2.3 Operating segments *continued*

Year ended 31 December 2016

	Stratstone £m	Evans Halshaw £m	US Motor Group £m	Pinewood £m	Leasing £m	Quickco £m	Central £m	**Total £m**
Aftersales revenue	128.2	155.7	32.6	-	-	-	-	**316.5**
Used vehicle revenue	690.9	1,154.4	78.3	-	-	-	-	**1,923.6**
New vehicle revenue	841.4	1,098.0	247.1	-	-	-	-	**2,186.5**
Support businesses revenue	-	-	-	24.5	67.0	72.3	-	**163.8**
Total gross segment revenue	1,660.5	2,408.1	358.0	24.5	67.0	72.3	-	**4,590.4**
Inter-segment revenue	-	-	-	(10.1)	(20.3)	(23.0)	-	**(53.4)**
Revenue from external customers	1,660.5	2,408.1	358.0	14.4	46.7	49.3	-	**4,537.0**
Operating profit before non-underlying items	35.4	53.8	12.2	10.3	5.3	1.6	(17.4)	**101.2**
Non-underlying items	-	-	-	-	-	-	(0.8)	**(0.8)**
Operating profit	35.4	53.8	12.2	10.3	5.3	1.6	(18.2)	**100.4**
Finance expense	(2.9)	(3.5)	(1.0)	-	-	-	(20.0)	**(27.4)**
Finance income	-	-	-	0.3	0.1	0.1	(0.5)	**-**
Segmental profit before tax	32.5	50.3	11.2	10.6	5.4	1.7	(38.7)	**73.0**
Reconciliation to tables in Operational Review								
Operating profit before non-underlying items (as above)	35.4	53.8	12.2	10.3	5.3	1.6	(17.4)	**101.2**
Allocation of central overheads	(7.8)	(8.7)	-	(0.3)	(0.3)	(0.3)	17.4	**-**
Result as presented in Operational Review tables	27.6	45.1	12.2	10.0	5.0	1.3	-	**101.2**

The results presented in the Operational Review are stated after the allocation of the costs incurred in the Central segment. This approach is not used as an internal measure of performance evaluation but is adopted to give an indication as to the overall contribution each operating segment makes to the Group and offers a consistent approach to that adopted in previous years to shareholders and the market as a whole.

2.3 Operating segments *continued*

Year ended 31 December 2016

	Stratstone £m	Evans Halshaw £m	US Motor Group £m	Pinewood £m	Leasing £m	Quickco £m	Central £m	**Total £m**
Other items included in the income statement are as follows:								
Depreciation and impairment	(6.7)	(12.4)	(1.7)	(0.4)	(34.4)	(0.1)	-	**(55.7)**
Amortisation	(0.2)	(0.3)	-	(1.9)	-	-	-	**(2.4)**
Share based payments	(0.9)	(1.3)	-	-	-	-	-	**(2.2)**
Impairment of assets held for sale	-	-	-	-	-	-	(1.1)	**(1.1)**
Other income - gains on the sale of businesses, property and investments	-	-	-	-	-	-	0.3	**0.3**

SECTION 2 - RESULTS AND TRADING

2.3 Operating segments *continued*

Year ended 31 December 2015

	Stratstone £m	Evans Halshaw £m	US Motor Group £m	Pinewood £m	Leasing £m	Quickco £m	Central £m	**Total £m**
Aftersales revenue	127.1	149.4	27.4	-	-	-	-	**303.9**
Used vehicle revenue	693.0	1,060.6	67.7	-	-	-	-	**1,821.3**
New vehicle revenue	851.0	1,205.2	162.4	-	-	-	-	**2,218.6**
Support businesses revenue	-	-	-	22.8	49.1	72.0	-	**143.9**
Total gross segment revenue	1,671.1	2,415.2	257.5	22.8	49.1	72.0	-	**4,487.7**
Inter-segment revenue	-	-	-	(10.2)	(14.9)	(8.7)	-	**(33.8)**
Revenue from external customers	1,671.1	2,415.2	257.5	12.6	34.2	63.3	-	**4,453.9**
Operating profit before non-underlying items	41.2	51.2	10.4	9.0	4.4	2.1	(17.8)	**100.5**
Non-underlying items	-	-	-	-	-	-	21.2	**21.2**
Operating profit	41.2	51.2	10.4	9.0	4.4	2.1	3.4	**121.7**
Finance expense	(3.0)	(2.7)	(0.6)	-	-	-	(36.9)	**(43.2)**
Finance income	-	-	-	0.3	0.1	0.1	-	**0.5**
Segmental profit before tax	38.2	48.5	9.8	9.3	4.5	2.2	(33.5)	**79.0**
Reconciliation to tables in Operational Review								
Operating profit before non-underlying items (as above)	41.2	51.2	10.4	9.0	4.4	2.1	(17.8)	**100.5**
Allocation of central overheads	(7.7)	(9.2)	-	(0.3)	(0.3)	(0.3)	17.8	**-**
Result as presented in Operational Review tables	33.5	42.0	10.4	8.7	4.1	1.8	-	**100.5**

SECTION 2 - RESULTS AND TRADING

2.3 Operating segments *continued*

Year ended 31 December 2015

	Stratstone £m	Evans Halshaw £m	US Motor Group £m	Pinewood £m	Leasing £m	Quickco £m	Central £m	**Total £m**
Other items included in the income statement are as follows:								
Depreciation and impairment	(6.4)	(11.0)	(1.5)	(0.4)	(25.8)	(0.1)	-	**(45.2)**
Amortisation	(0.2)	(0.3)	-	(1.7)	-	-	-	**(2.2)**
Share based payments	(1.1)	(0.9)	-	-	-	-	-	**(2.0)**
Impairment of assets held for sale	-	-	-	-	-	-	(0.9)	**(0.9)**
Other income - gains on the sale of businesses, property and investments	-	-	-	-	-	-	25.3	**25.3**

Geographical information.

All segments, with the exception of US Motor Group in the United States originate in the United Kingdom. The US Motor Group segment has non-current assets of £19.4m (2015: £17.3m).

SECTION 2 - RESULTS AND TRADING

2.4 Staff costs

The average number of people employed by the Group in the following areas was:

	2016 Number	2015 Number
Sales	**3,187**	2,896
Aftersales	**4,345**	4,441
Administration	**2,124**	2,316
	9,656	9,653

Costs incurred in respect of these employees were:

	2016 £m	2015 £m
Wages and salaries	**254.6**	259.4
Social security costs	**23.5**	24.1
Contributions to defined contribution plans (see note 5.1)	**5.2**	5.3
Cost recognised for defined benefit plans (see note 5.1)	**1.6**	2.3
Share based payments (see note 4.6)	**2.2**	2.0
	287.1	293.1

Information relating to directors' emoluments, share options and pension entitlements is set out in the Directors' Remuneration Report on pages 48 to 64.

2.5 Audit fees

Auditors' remuneration:	**2016 £000**	2015 £000
Fees payable to the company's auditor for the audit of the company's annual accounts:	**221.8**	203.8
Fees payable to the company's auditor and its associates for other services:		
Audit of the company's subsidiaries pursuant to legislation	**156.1**	225.1
Audit-related assurance services	**45.0**	45.0
Tax compliance services	**65.0**	60.7
Tax advisory services	**-**	65.7
Other assurance services	**10.0**	10.0
	497.9	610.3

SECTION 2 - RESULTS AND TRADING

2.6 Non-underlying items (before tax)

Non-underlying income and expenses are items that are not incurred in the normal course of business and are sufficiently significant and/or irregular to impact the underlying trends in the business.

	2016 £m	2015 £m
Within operating expenses:		
Increase in VAT assessment provision	-	(3.2)
Impairment of assets held for sale	(1.1)	(0.9)
	(1.1)	(4.1)
Within other income - gains on the sale of businesses, property and investments:		
(Losses) / gains on the sale of businesses	(1.0)	10.9
Gains on the sale of property	1.3	0.6
Gain on disposal of investment	-	13.8
	0.3	25.3
Within finance expense:		
Net interest on pension scheme obligations	(1.6)	(2.3)
Interest on refinancing	-	(10.0)
	(1.6)	(12.3)
Total non-underlying items before tax	(2.4)	8.9
Non-underlying items in tax	1.6	10.9
Total non-underlying items after tax	(0.8)	19.8

SECTION 2 - RESULTS AND TRADING

2.6 Non-underlying items (before tax) *continued*

The following amounts have been presented as non-underlying items in these financial statements:

Group tangible fixed assets and assets held for sale have been reviewed for possible impairments in the light of economic conditions. As a result of this review there was an impairment charge against assets held for sale tangible fixed assets of £1.1m during the year (2015: £0.9m). There were no reversals of previous impairment charges in respect of assets held for sale where anticipated proceeds less costs to sell have increased over their impaired carrying values (2015: £nil).

The net financing return on pension obligations in respect of the defined benefit schemes closed to future accrual is shown as a non-underlying item due to the irregularity of this amount historically and it is not incurred in the normal curse of business. A net expense of £1.6m has been recognised during the year (2015: £2.3m).

During the year the Group signed a £240m 5-year committed revolving bank facility with a club of existing and new banks, and a £60m 7-year debt private placement to refinance and replace early its £175m 6.875% bonds due 2020 and existing bank facility. This transaction was expected at the previous year end of 31 December 2015 and as such the existing drawn bank and bond facilities carrying amounts were recalculated to reflect this early repayment, resulting in a non-underlying charge in the previous period of £10.0m. This comprised the premium payable upon early repayment of the bonds of £7.8m and the write-off of the previously carried amortising costs of £2.2m.

Other income consists of the profit on disposal of businesses, property and investments. This comprises a £1.0m loss on the disposal of motor vehicle dealerships (2015: £10.9m profit) and a £1.3m profit on sale of properties (2015: £0.6m). During the previous year, King Arthur Holdings S.a.r.L disposed of its only subsidiary company, King Arthur Properties S.a.r.L. The Group received £23.8m in total in respect of dividends and the repayment of share capital resulting in a £13.8m gain on the disposal of investments.

During the previous year the Group made a provision of £3.8m in respect of potential VAT issues arising from purchases of vehicles from Motability, the settlement of which is expected to be concluded in the forthcoming year. The previously brought forward provision of £0.6m from the year ended 31 December 2014, in respect of VAT issues arising from sales to finance companies, was released in the previous year resulting in a total net expense of £3.2m. There were no further movements in this provision during the current year.

2.7 Taxation

Accounting policy

Income tax comprises current and deferred tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised using the balance sheet liability method, recognising temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not recognised: initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination that affect neither accounting nor taxable profit, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax recognised is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Additional income taxes that arise from the distribution of dividends are recognised at the same time as the liability to pay the related dividend.

Estimates and judgements

The actual tax on the Group's profits is determined according to complex laws and regulations. Where the effect of these laws and regulations is unclear, estimates are used in determining the liability for the tax to be paid on profits which are recognised in the financial statements. The Group considers the estimates, assumptions and judgements to be reasonable but this can involve complex issues which may take a number of years to resolve. The final determination of tax liabilities could be different from the estimates reflected in the financial statements.

Deferred tax assets and liabilities require management judgement in determining the amounts to be recognised. In particular, judgement is used when assessing the extent to which deferred tax assets should be recognised with consideration given to the timing and level of future taxable income.

NOTES TO THE FINANCIAL STATEMENTS

SECTION 2 - RESULTS AND TRADING

2.7 Taxation *continued*

Taxation - Income statement

	2016 £m	2015 £m
UK corporation tax:		
Current tax on profit for the year	**11.3**	4.2
Adjustments in respect of prior periods	**0.4**	(8.1)
	11.7	(3.9)
Overseas taxation:		
Current tax on profit for the year	**4.5**	3.9
Adjustments in respect of prior periods	**-**	(0.2)
	4.5	3.7
Total current tax	**16.2**	(0.2)
Deferred tax expense:		
Origination and reversal of temporary differences	**1.3**	6.3
Benefit of tax losses recognised	**-**	-
Total deferred tax	**1.3**	6.3
Total income tax expense in the income statement	**17.5**	6.1

Factors affecting the tax charge for the period:
The tax assessed is different from the standard rate of corporation tax in the UK of 20.00% (2015: 20.25%)
The differences are explained below:

	2016 £m	2015 £m
Profit before taxation	**73.0**	79.0
Tax on profit at UK rate of 20.00% (2015: 20.25%)	**14.6**	16.0
Differences:		
Tax effect of expenses that are not deductible in determining taxable profit	**0.2**	0.2
Permanent differences arising in respect of fixed assets	**0.6**	0.4
Tax rate differential on overseas income	**2.4**	2.1
Non-underlying items (see below)	**(1.2)**	(12.7)
Impact of UK corporation tax rate change	**-**	0.4
Adjustments to tax charge in respect of previous periods	**0.9**	(0.3)
Total income tax expense in the income statement	**17.5**	6.1

SECTION 2 - RESULTS AND TRADING

2.7 Taxation *continued*

Taxation - Other comprehensive income

	2016 £m	2015 £m
Relating to defined benefit plan remeasurement (gains) and losses	**9.8**	(5.5)
	9.8	(5.5)

Tax rate

The reduction in the UK corporation tax rate to 20% (effective from 1 April 2015) was substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 17% (effective from 1 April 2020) were substantively enacted on 26 October 2015 and 15 September 2016 respectively. This will reduce the Group's future tax charge accordingly. The deferred tax asset as at 31 December 2016 has been calculated based on the expected long term rate of 17% substantively enacted at the balance sheet date.

Factors affecting the tax charge

The tax charge / credit is decreased / increased by the release of prior year provisions relating to UK corporation tax returns and also non-deductible expenses including the impairment of goodwill and non-qualifying depreciation.

Non-underlying tax credit / charge

The tax credit in relation to non-underlying items referred to in note 2.6 is £1.6m (2015: £10.9m). This includes a tax credit of £1.2m (2015: £7.1m) relating to the settlement of certain historic tax issues, £0.1m (2015: £0.6m) in respect of tax relief on business disposals, £nil (2015: £2.0m) in respect of financing charges arising on the recalculation of the carrying value of the Group's bond, £nil (2015: £0.7m) in respect of the increase in the VAT provision and £0.3m (2015: £0.5m) in respect of pension scheme interest.

Unrecognised deferred tax assets

There are unutilised tax losses within the Group of £13.8m (2015: £20.1m) relating to former overseas businesses for which no deferred tax asset has been recognised pending the clarity of the availability of intra-EU losses. There are also unrecognised capital losses net of rolled over gains of £35.0m (2015: £57.0m).

Deferred tax assets / (liabilities)

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The offset amounts are as follows:

	2016 £m	2015 £m
Deferred tax assets	**21.5**	13.2
Deferred tax liabilities	**(2.5)**	(1.7)
	19.0	11.5

SECTION 2 - RESULTS AND TRADING

2.7 Taxation *continued*

The table below outlines the deferred tax assets / (liabilities) that are recognised on the balance sheet, together with their movements in the year;

	At 1 January 2015 £m	(Charged) to consolidated income statement £m	(Charged) to equity £m	On Acquisition £m	Exchange differences £m	**At 31 December 2015 £m**
Property, plant and equipment	3.3	(4.5)	-	-	-	**(1.2)**
Retirement benefit obligations	13.4	-	(5.5)	-	-	**7.9**
Other short term temporary differences	5.7	(1.7)	(0.6)	-	-	**3.4**
Losses	1.5	(0.1)	-	-	-	**1.4**
Tax assets / (liabilities)	23.9	(6.3)	(6.1)	-	-	**11.5**

	At 1 January 2016 £m	(Charged) to consolidated income statement £m	Credited / (Charged) to equity £m	On Acquisition £m	Exchange differences £m	**At 31 December 2016 £m**
Property, plant and equipment	(1.2)	(1.1)	-	(0.1)	(0.4)	**(2.8)**
Retirement benefit obligations	7.9	(0.1)	9.8	-	-	**17.6**
Other short term temporary differences	3.4	-	(0.5)	-	-	**2.9**
Losses	1.4	(0.1)	-	-	-	**1.3**
Tax assets / (liabilities)	11.5	(1.3)	9.3	(0.1)	(0.4)	**19.0**

SECTION 2 - RESULTS AND TRADING

2.8 Earnings per share

Accounting policy

The Group presents basic and diluted earnings per share ("eps") data for its ordinary shares. Basic eps is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares in issue during the period. Diluted eps is calculated by dividing the profit and loss attributable to ordinary shareholders by the weighted average number of ordinary shares in issue taking account of the effects of all dilutive potential ordinary shares, which comprise of share options granted to employees, LTIPs and share warrants.

Earnings per share calculation	**2016 Earnings per share pence**	**2016 Earnings total £m**	2015 Earnings per share pence	2015 Earnings total £m
Basic earnings per share	**3.8**	**55.5**	5.0	72.9
Adjusting items:				
Non-underlying items attributable to the parent (see note 2.6)	**0.2**	**2.4**	(0.6)	(8.9)
Tax effect of non-underlying items	**(0.1)**	**(1.6)**	(0.7)	(10.9)
Underlying earnings per share (Non GAAP measure)	**3.9**	**56.3**	3.7	53.1
Diluted earnings per share	**3.8**	**55.5**	5.0	72.9
Diluted earnings per share - underlying (Non GAAP measure)	**3.9**	**56.3**	3.6	53.1

The calculation of basic, adjusted and diluted earnings per share is based on the following number of shares in issue (millions):

	2016 Number	2015 Number
Weighted average number of ordinary shares in issue	**1,444.1**	1,445.6
Weighted average number of dilutive shares under option	**14.3**	14.0
Weighted average number of shares in issue taking account of applicable outstanding share options	**1,458.4**	1,459.6
Non-dilutive shares under option	**21.0**	20.2

The directors consider that the underlying earnings per share figure provides a better measure of comparative performance.

SECTION 3 - OPERATING ASSETS AND LIABILITIES

This section contains the notes and information to support those assets and liabilities presented in the Consolidated Balance Sheet that relate to the Group's operating activities

3.1 Intangible assets and goodwill

Accounting policies

All business combinations are accounted for by applying the purchase method. Goodwill represents the excess of the cost of acquisition over the net fair value of the identifiable assets, liabilities and contingent liabilities of the acquired subsidiary undertakings at the effective date of acquisition and is included in the balance sheet under the heading of intangible assets. The goodwill is allocated to cash generating units (CGUs), which are franchise groups and other business units. An impairment test is performed annually. Goodwill is then held in the balance sheet at cost less any accumulated impairment losses.

Adjustments are applied to bring the accounting policies of the acquired businesses into alignment with those of the Group. The costs associated with reorganising or restructuring are charged to the post acquisition income statement. For those acquisitions made prior to 1 January 2004, goodwill is recorded on the basis of its deemed cost which represented its carrying value as at 1 January 2004 under UK GAAP. Fair value adjustments are made in respect of acquisitions. If at the balance sheet date the fair value of the acquiree's identifiable assets, liabilities and contingent liabilities can only be established provisionally then these values are used. Any adjustments to these values made within 12 months of the acquisition date are taken as adjustments to goodwill.

Internally generated intangible assets relate to activities that involve the development of dealer management systems by the Group's Pinewood division. Development expenditure is capitalised only if development costs can be measured reliably, the product is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalised includes the costs of labour and overhead costs that are directly attributable to preparing the asset for its intended use. If the development expenditure does not meet the above criteria it is expensed to the income statement.

Capitalised development expenditure is measured at cost less accumulated amortisation and accumulated impairment losses and is amortised over a period of five years.

Intangible assets other than goodwill are stated at cost less accumulated amortisation and any impairment losses. This category of asset includes purchased computer software and internally generated intangible assets which are amortised by equal instalments over four years and the fair value of the benefit of forward sales orders assumed on acquisition, which is amortised by reference to when those orders are delivered.

Subsequent expenditure on capitalised intangible assets is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is expensed as incurred.

Intangible assets arising on an acquisition are recognised separately from goodwill if the fair value of the asset can be identified separately and measured reliably. Amortisation is calculated on a straight line basis over the estimated useful life of the intangible asset. Amortisation methods and useful lives are reviewed annually and adjusted if appropriate.

SECTION 3 - OPERATING ASSETS AND LIABILITIES

3.1 Intangible assets and goodwill *continued*

Activity

	Goodwill £m	Development costs £m	Other intangibles £m	**Total £m**
Cost				
At 1 January 2015	435.8	10.7	14.8	**461.3**
Additions	-	2.4	0.8	**3.2**
Disposals of businesses	(4.6)	-	-	**(4.6)**
Other disposals	-	-	(3.9)	**(3.9)**
At 31 December 2015	431.2	13.1	11.7	**456.0**
At 1 January 2016	431.2	13.1	11.7	**456.0**
Business acquisitions	0.6	-	-	**0.6**
Other additions	-	2.4	0.2	**2.6**
Disposals of businesses	(4.9)	-	-	**(4.9)**
Other disposals	-	-	(0.5)	**(0.5)**
At 31 December 2016	426.9	15.5	11.4	**453.8**
Amortisation				
At 1 January 2015	70.4	6.6	12.8	**89.8**
Amortised during the year	-	1.6	0.6	**2.2**
Other disposals	-	-	(2.6)	**(2.6)**
At 31 December 2015	70.4	8.2	10.8	**89.4**
At 1 January 2016	70.4	8.2	10.8	**89.4**
Amortised during the year	-	1.9	0.5	**2.4**
Other disposals	-	-	(0.2)	**(0.2)**
At 31 December 2016	70.4	10.1	11.1	**91.6**
Carrying amounts				
At 1 January 2015	365.4	4.1	2.0	**371.5**
At 31 December 2015	360.8	4.9	0.9	**366.6**
At 1 January 2016	360.8	4.9	0.9	**366.6**
At 31 December 2016	356.5	5.4	0.3	**362.2**

The following have been recognised in the income statement within net operating expenses:

	2016 £m	2015 £m
Amortisation of internally generated intangible assets	**1.9**	1.6
Amortisation of other intangible assets	**0.5**	0.6
Research and development costs	**0.7**	0.7

SECTION 3 - OPERATING ASSETS AND LIABILITIES

3.1 Intangible assets and goodwill *continued*

Goodwill is allocated across multiple cash-generating units which are franchise groups and other business units and consequently a consistent approach in assessing the carrying value of this amount is taken. This value was determined by discounting the future cash flows generated from the continuing use of the unit and was based on the following key assumptions:

Future cash flows were projected into perpetuity with reference to the Group's forecasts from 2017 to 2020. These forecasts are based on key assumptions for the aftersales, used and new sectors. The aftersales sector has been forecast based on assumptions for the nearly new car parc (the key market segment for the business). The used sector forecast is based on modest underlying growth in the used car market. The new sector forecast is based on a weighted average assumption for the new car market growth rates from the Society of Motor Manufacturers and Traders, British Car Motor Auctions and University of Buckingham data and consideration of the new car recovery profile from historical data. For each of these sectors the forecast assumption is that gross margins will be stable. These forecasts have been approved by the directors and form the basis of the growth assumptions for future cash flows from 2017 to 2020. The growth rates are considered to be at or below long term market trends for the Group's business.

It is anticipated that the units will grow revenues in the future. For the purpose of the impairment testing, a growth rate of 2.4% (2015: 2.4%) has been assumed beyond the business plan.

The discount rates are estimated to reflect current market estimates of the time value of money and is calculated after consideration of market information and risk adjusted for individual circumstances. With all units carrying a goodwill value operating in the UK and in the motor retail or related sector a single pre-tax discount rate of 10.2% has been applied (2015: 10.3%).

Neither a 1% increase in the discount rate or a 2% reduction in the post business plan growth rate would result in any additional impairment being required.

Movements of the principal CGUs are summarised in the table below:

	BMW £m	Ford £m	Mercedes £m	Vauxhall £m	Others £m	**Total £m**
At 1 January 2015	32.1	71.6	47.8	77.8	136.1	**365.4**
Disposals	-	-	-	-	(4.6)	**(4.6)**
At 31 December 2015	32.1	71.6	47.8	77.8	131.5	**360.8**
At 1 January 2016	32.1	71.6	47.8	77.8	131.5	**360.8**
Additions	-	-	-	-	0.6	**0.6**
Disposals	-	(1.9)	-	-	(3.0)	**(4.9)**
At 31 December 2016	32.1	69.7	47.8	77.8	129.1	**356.5**

SECTION 3 - OPERATING ASSETS AND LIABILITIES

3.1 Intangible assets and goodwill *continued*

Goodwill by segment

	2016 £m	2015 £m
Stratstone	**124.6**	127.1
Evans Halshaw	**208.9**	210.7
Quickco	**0.7**	0.7
Pinewood	**0.3**	0.3
Leasing	**22.0**	22.0
	356.5	360.8

In 2008 goodwill impairments in respect of Land Rover and USA of £12.3m and £14.0m respectively were made. Whilst the reversal of an impairment loss is not recognised in subsequent periods, since 2010, the cash flow projections of both the Land Rover CGU and USA CGU have indicated that, if permitted, the impairments could have been reversed.

3.2 Property, plant and equipment

Accounting policy

Freehold land is not depreciated. Depreciation is provided to write off the cost less the estimated residual value of other assets by equal instalments over their estimated useful economic lives. On transition to IFRS as at 1 January 2004, all land and buildings were restated to fair value as permitted by IFRS 1, which is then treated as the deemed cost. All other assets are initially measured and recorded at cost.

Depreciation rates are as follows:

- Freehold buildings – 2% per annum
- Leasehold property improvements – 2% per annum or over the period of the lease if less than 50 years
- Fixtures, fittings and office equipment – 10 – 20% per annum
- Plant and machinery – 10 – 33% per annum
- Motor vehicles – 20 – 25% per annum
- Contract hire vehicles are depreciated to their residual value over the period of their lease

The residual value of all assets, depreciation methods and useful economic lives, if significant, are reassessed annually.

The Group recognises in the carrying amount of an item of property, plant and equipment the cost of replacing part of such an item when that cost is incurred if it is possible that the future economic benefits embodied with the item will flow to the Group and the cost of the item can be measured reliably. All other costs are recognised in the income statement as an expense as incurred.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognised net within other income in the income statement.

The depreciation charge in respect of property, plant and equipment is recognised within administrative expenses within the income statement.

SECTION 3 - OPERATING ASSETS AND LIABILITIES

3.2 Property, plant and equipment *continued*

	Land & buildings £m	Plant & equipment £m	Motor vehicles £m	Contract hire vehicles £m	**Total £m**
Cost					
At 1 January 2015	209.7	65.8	44.5	139.3	**459.3**
Additions	26.8	11.4	95.5	65.3	**199.0**
Exchange adjustments	1.2	0.3	-	-	**1.5**
Disposals of businesses	(5.7)	(2.6)	-	-	**(8.3)**
Other disposals	-	(4.9)	(83.1)	-	**(88.0)**
Contract hire vehicles transferred to inventory	-	-	-	(50.4)	**(50.4)**
Classified as non-current assets held for sale	(12.3)	-	-	-	**(12.3)**
Reinstated from non-current assets held for sale	1.0	-	-	-	**1.0**
At 31 December 2015	220.7	70.0	56.9	154.2	**501.8**
At 1 January 2016	220.7	70.0	56.9	154.2	**501.8**
Business acquisitions	1.3	0.1	0.1	-	**1.5**
Other additions	29.0	11.2	104.2	69.7	**214.1**
Exchange adjustments	4.6	1.2	0.1	-	**5.9**
Disposals of businesses	(0.2)	(1.4)	(0.4)	-	**(2.0)**
Other disposals	(0.6)	(4.9)	(97.9)	-	**(103.4)**
Contract hire vehicles transferred to inventory	-	-	-	(38.6)	**(38.6)**
Classified as non-current assets held for sale	(2.8)	-	-	-	**(2.8)**
Reinstated from non-current assets held for sale	2.4	-	-	-	**2.4**
At 31 December 2016	254.4	76.2	63.0	185.3	**578.9**
Depreciation					
At 1 January 2015	45.3	46.2	10.3	45.5	**147.3**
Exchange adjustments	0.3	0.3	-	-	**0.6**
Charge for the year	5.2	6.8	11.1	22.1	**45.2**
Disposals of businesses	(0.7)	(2.0)	-	-	**(2.7)**
Other disposals	-	(4.5)	(8.3)	-	**(12.8)**
Contract hire vehicles transferred to inventory	-	-	-	(26.4)	**(26.4)**
Classified as non-current assets held for sale	(2.1)	-	-	-	**(2.1)**
At 31 December 2015	48.0	46.8	13.1	41.2	**149.1**
At 1 January 2016	48.0	46.8	13.1	41.2	**149.1**
Exchange adjustments	1.5	1.3	-	-	**2.8**
Charge for the year	5.7	7.5	14.3	28.2	**55.7**
Disposals of businesses	-	(0.9)	(0.1)	-	**(1.0)**
Other disposals	(0.4)	(4.6)	(9.7)	-	**(14.7)**
Contract hire vehicles transferred to inventory	-	-	-	(18.6)	**(18.6)**
Classified as non-current assets held for sale	(0.6)	-	-	-	**(0.6)**
Reinstated from non-current assets held for sale	0.9	-	-	-	**0.9**
At 31 December 2016	55.1	50.1	17.6	50.8	**173.6**

SECTION 3 - OPERATING ASSETS AND LIABILITIES

3.2 Property, plant and equipment *continued*

Carrying amounts

	Land & buildings £m	Plant & equipment £m	Motor vehicles £m	Contract hire vehicles £m	**Total £m**
At 1 January 2015	164.4	19.6	34.2	93.8	**312.0**
At 31 December 2015	172.7	23.2	43.8	113.0	**352.7**
At 1 January 2016	172.7	23.2	43.8	113.0	**352.7**
At 31 December 2016	199.3	26.1	45.4	134.5	**405.3**

Included in the amounts for property, plant, equipment above are the following amounts relating to leased assets and assets acquired under hire purchase contracts:

	Land & buildings £m
Depreciation	
Charge for the year	**-**
Carrying amounts	
At 31 December 2015	**0.1**
At 31 December 2016	**0.1**

	2016 £m	2015 £m
Building projects currently under construction for which no depreciation has been charged during the year	**9.2**	8.0
Future capital expenditure which has been contracted for but not yet provided in the financial statements - property development and refurbishment	**5.5**	1.7
Cumulative interest charges capitalised as construction costs and included in land and buildings	**1.8**	1.4

The following items have been charged to the income statement as operating expenses during the year:		
Depreciation of property, plant and equipment - owned	**55.7**	45.2

SECTION 3 - OPERATING ASSETS AND LIABILITIES

3.3 Investments

Accounting policy

Investments other than held-to-maturity debt securities are classified as either fair value through profit and loss or available for sale and are measured at subsequent reporting dates at fair value. Fair value changes in respect of financial assets held as available for sale are recognised through other comprehensive income.

In the previous period the Group held an equity investment in King Arthur Holdings S.a.r.L which represented a 5.8% holding. On 28 January 2015, King Arthur Holdings S.a.r.L disposed of its only subsidiary company, King Arthur Properties S.a.r.L. resulting in the Group receiving proceeds of £23.8m in respect of the repayment of its investment.

Balance sheet

Investment in King Arthur Holdings S.a.r.L	**2016 £m**	2015 £m
At 1 January	-	24.0
Fair value gains through other comprehensive income reclassified to profit and loss	-	(14.0)
Proceeds received	-	(23.8)
Profit on disposal though profit and loss	-	13.8
Investment at 31 December	-	-

SECTION 3 - OPERATING ASSETS AND LIABILITIES

3.4 Assets classified as held for sale

Accounting policy

Non-current assets that are expected to be recovered primarily through sale rather than through continuing use are classified as held for sale. Immediately before classification as held for sale, the assets are measured in accordance with the Group's accounting policies. Thereafter the assets are measured at the lower of their carrying amount and fair value less costs to sell. Impairment losses on remeasurement are recognised in the income statement. Gains are not recognised in excess of any cumulative impairment loss. Non-current assets classified as held for sale are available for immediate sale and a resultant disposal is highly probable within one year.

A non-current asset that stops being classified as held for sale is remeasured at the lower of its carrying amount prior to the asset or disposal group being classified as held for sale, adjusted for any depreciation or amortisation that would have been recognised if the asset had not been classified as held for sale, or, its recoverable amount at the date of the decision not to sell.

Balance sheet

The Group holds a number of freehold properties that are currently being marketed for sale which are expected to be disposed of during 2017.

Properties are valued using a combination of external qualified valuers and in-house experts. Due to the nature of the market, especially in light of current economic conditions, a property may ultimately realise proceeds that vary from those valuations applied.

One property previously classified as held for sale has now been de-classified having been taken off the market to facilitate re-development. This asset has been re-classified as property, plant and equipment at its carrying amount. There were no significant adjustments in the re-instatement for any depreciation that would have been charged had the asset not been classified as held for sale.

These properties form part of central segment assets.

Income statement

The following items have been credited/(charged) to the income statement during the year:

	Income statement category	**2016 £m**	2015 £m
Profit on sale of assets classified as held for sale	Other income - gains on the sale of businesses and property	**1.3**	0.6
Impairment of assets held for sale	Net operating expenses	**(1.1)**	(0.9)

If the fair value less costs to sell assigned to each property were to be reduced by 10% a further impairment loss of £0.4m would have been recognised (2015: £0.5m).

SECTION 3 - OPERATING ASSETS AND LIABILITIES

3.5 Inventories

Accounting policies

Motor vehicle inventories are stated at the lower of cost and net realisable value. Cost is net of incentives received from manufacturers in respect of target achievements. Fair values of stock are conducted on a daily basis utilising our market intelligence and analysis of the market which we conduct by segment and by model, these fair values are updated in the light of any changing trends by model line.[Rdesert] The assessment of fair values involves an element of judgement and estimation, examples of which include assessing the current state of the market in a given segment, assessing the impact of the age and condition of the vehicle on its fair value and consideration of macro-economic factors as discussed in the risk overview. Whilst this data is deemed representative of current values it is possible that ultimate sales values can vary from those applied. Parts inventories are based on an average purchase cost principle and are written down to net realisable value by providing for obsolescence on a time in stock based formula approach.

Consignment vehicles are regarded as being effectively under the control of the Group and are included within inventories on the balance sheet as the Group has the significant risks and rewards of ownership even though legal title has not yet passed. The corresponding liability is included in trade and other payables. Movements in consignment vehicle inventory and its corresponding liability within trade and other payables are not included within movements of inventories and payables as stated in the consolidated cash flow statement as no cash flows arise in respect of these transactions until the vehicle is either sold or purchased at which point it is reclassified within new and used vehicle inventory.

Motor vehicles are transferred from contract hire activities at the end of their lease term to inventory at their depreciated cost. No cash flow arises from these transfers.

Balance sheet	2016 £m	2015 £m
New and used vehicles	**741.5**	718.1
Consignment vehicles	**70.3**	76.3
Vehicle parts and other inventories	**34.4**	36.2
	846.2	830.6

	2016 £m	2015 £m
Carrying value of inventories subject to retention of title clauses	**759.9**	763.3

Cash flow statement information

	2016 £m	2015 £m
Movement in inventory	**(15.6)**	(154.5)
Inventory changes in business combinations and disposals	**(1.0)**	(1.2)
Impact of exchange differences	**(1.0)**	(0.2)
Non cash movement in consignment vehicles	**(6.0)**	22.8
Transfer value of contract hire vehicles from fixed assets to inventory	**20.0**	24.0
Cash flow decrease due to movements in inventory	**(3.6)**	(109.1)

SECTION 3 - OPERATING ASSETS AND LIABILITIES

3.6 Movement in contract hire vehicle balances

	2016 £m	2015 £m
Depreciation	**28.2**	22.1
Changes in trade and other payables and deferred income	**21.5**	22.5
Purchases of contract hire vehicles	**(69.7)**	(65.3)
Unwinding of discounts in contract hire residual values	**(1.6)**	(1.1)
	(21.6)	(21.8)

3.7 Trade and other receivables

Accounting policies

Trade and other receivables are recognised initially at fair value and are subsequently stated at amortised cost using the effective interest method, less any impairment losses.

Credit risk management

The Group is exposed to credit risk primarily in respect of its trade receivables and financial assets. Trade receivables are stated net of provision for estimated impairment losses. Exposure to credit risk in respect of trade receivables is mitigated by the Group's policy of only granting credit to certain customers after an appropriate evaluation of credit risk. Credit risk arises in respect of amounts due from vehicle manufacturers in relation to bonuses and warranty receivables. This risk is mitigated by the range of manufacturers dealt with, the Group's procedures in effecting timely collection of amounts due and management's belief that it does not expect any manufacturer to fail to meet its obligations. Financial assets comprise trade and other receivables (as above) and cash balances. The counterparties are banks and management does not expect any counterparty to fail to meet its obligations. The maximum exposure to credit risk is represented by the carrying amount of each financial asset, including derivative financial instruments, in the balance sheet.

Before granting any new customer credit terms the Group uses external credit scoring systems to assess the potential new customer's credit quality and defines credit limits by customer. These limits and credit worthiness are regularly reviewed and use is made of monitoring alerts provided by the providers of the credit scoring systems. The Group has no customer that represents more than 5% of the total balance of trade receivables.

Balance sheet

	2016 £m	2015 £m
Trade receivables	**61.8**	62.2
Allowance for doubtful debts	**(0.6)**	(0.3)
	61.2	61.9
Other receivables	**76.5**	55.9
Prepayments	**15.4**	16.7
	153.1	134.5

All amounts are due within one year.

SECTION 3 - OPERATING ASSETS AND LIABILITIES

3.7 Trade and other receivables *continued*

All trade receivables are classified as loans and receivables and held at amortised cost in the current year and prior year.

Total trade receivables held by the Group at 31 December 2016 was £61.2m (2015: £61.9m). No trade receivables have been classified as held for sale (2015: £nil). Receivables of the US Motor Group segment are £13.1m (2015: £10.0m).

The average credit period taken on sales of goods is 29 days (2015: 29 days). No interest is charged on trade receivables. The Group makes an impairment provision for all debts that are considered unlikely to be collected plus a proportion of all debts over 120 days past their due date. No expense has been recognised in respect of impairment losses during the year (2015: £nil). Any impairment is in respect of items that are aged greater than 120 days.

The ageing of trade and other receivables at the reporting date was:	**Trade receivables 2016 £m**	**Other receivables 2016 £m**	Trade receivables 2015 £m	Other receivables 2015 £m
Not past due	**44.6**	**63.7**	55.3	44.7
Past due 0-30 days	**12.9**	**6.1**	3.8	5.6
Past due 31-120 days	**3.4**	**6.7**	2.7	5.6
Past due 120+ days subject to impairment	**0.9**	**-**	0.4	-
	61.8	**76.5**	62.2	55.9
Provision for impairment	**(0.6)**	**-**	(0.3)	-
	61.2	**76.5**	61.9	55.9

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

	2016 £m	2015 £m
Balance at 1 January	**0.3**	0.3
Utilisation	**(0.5)**	-
Impairment loss recognised	**0.8**	-
Balance at 31 December	**0.6**	0.3

The directors consider that the carrying amount of trade and other receivables approximates their fair value.

SECTION 3 - OPERATING ASSETS AND LIABILITIES

3.8 Trade and other payables

Accounting policy

Trade and other payables are recognised initially at fair value and are subsequently stated at amortised cost using the effective interest method, less any write-off's.

Balance Sheet

	2016 £m	2015 £m
Trade payables	**810.4**	808.4
Contract hire buyback commitments	**68.4**	51.6
Consignment vehicle liabilities	**70.3**	76.3
Payments received on account	**19.0**	28.8
Other taxation and social security	**32.6**	27.8
Accruals	**116.8**	99.6
	1,117.5	1,092.5
Non-current	**48.8**	41.6
Current	**1,068.7**	1,050.9
	1,117.5	1,092.5

Trade payables are classified as other financial liabilities and principally relate to vehicle funding. Fair value is deemed to be the same as carrying value.

The non-current element of trade and other payables relates to vehicles the Group has contracted to repurchase, at predetermined values and dates, that have been let under operating leases or similar arrangements.

The Group enters into leasing arrangements whereby it agrees to repurchase vehicles from providers of lease finance at the end of the lease agreement, typically two to four years in the future. The repurchase price is determined at the time the agreement is entered into based on the then estimate of a vehicle's future residual value. The actual value of the vehicles at the end of the lease contract, and therefore the proceeds that can be realised from eventual sale, can vary materially from these estimates. Annual reviews are undertaken to reappraise residual values and to recognise impairment write downs where necessary.

SECTION 3 - OPERATING ASSETS AND LIABILITIES

3.9 Provisions

Accounting policy

A provision is recognised if as a result of a past event the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that the Group will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Vacant property provision

A provision for vacant properties is recognised when the expected benefits to be derived by the Group from a lease contract are lower than the unavoidable cost of meeting its obligation under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract.

The vacant property provision is comprised of the future costs of vacated properties, being predominantly future lease commitments less any contributions from income derived from the sub-letting of these properties. The present value of future net lease commitments is calculated using a 1.3% discount rate. It is expected that the majority of this expenditure will be incurred over the next four years. The present value of the income from the sub-leases is £8.1m over the period of the leases and assumes that any sub-let properties will remain so until the end of the sub-lease.

VAT assessment

The Group has a provision of £5.0m in respect of potential VAT issues arising from purchases of vehicles from Motability, the settlement of which is expected to be concluded in the forthcoming year. The brought forward provision of £3.8m.

The movements in provisions for the year are as follows:

	Vacant property provision £m	VAT assessment £m	**Total £m**
At 31 December 2015	5.5	3.8	**9.3**
Provisions made during the year	3.9	1.2	**5.1**
Provisions used during the year	(0.8)	-	**(0.8)**
Provisions released during the year	(1.2)	-	**(1.2)**
At 31 December 2016	7.4	5.0	**12.4**
Non-current	6.2	-	**6.2**
Current	1.2	5.0	**6.2**
	7.4	5.0	**12.4**

SECTION 3 - OPERATING ASSETS AND LIABILITIES

3.10Deferred Income

Property leases

The Group entered into a sale and leaseback arrangement in December 2006 with its joint venture company PPH0 Limited, in which a number of properties were disposed of generating total proceeds of £250.1m. The arrangement entitled PPH0 Limited to lease back those properties to the Group over a period of 25 years, a factor resulting in the Group receiving a consideration in excess of the deemed fair value as at the date of disposal, when measured under an open market valuation in accordance with IFRS. The proceeds received were estimated to be greater than the fair value of the properties by £17.8m and as required by IAS 17 'Leases' this excess over fair value is deferred and will be amortised over the period of the leases. In addition, the leases include fixed rental increases. During 2013 PPH0 Limited sold its interests in all of its properties to King Arthur Properties S.a.r.L. who have subsequently sold all their property interests to an external third party in January 2015. However the terms of the leases remain unchanged for the Group and therefore there is no change in the recognition of the deferred income in respect of these leases.

Warranty policies sold

The income received in respect of warranty policies sold and administered by the Group is recognised over the period of the policy on a straight line basis. The unrecognised income is held within deferred income.

Contract hire

Vehicles supplied to a leasing company for contract hire purposes where the Group undertakes to repurchase the vehicle at a predetermined date are accounted for in accordance with IAS 17 Leases, where the Group is considered to be an operating lessor for all arrangements in place. The initial amounts received in consideration from the leasing company are allocated between the present value of the repurchase commitment, held within trade and other payables and a residual amount of deferred revenue held within deferred income. The deferred revenue, which effectively represents rentals received in advance, is taken to the income statement on a straight line basis over the related lease term.

	Property leases £m	Warranty policies £m	Contract hire £m	**Total £m**
At 31 December 2015	14.6	6.4	62.0	**83.0**
Created in the year	-	3.0	34.3	**37.3**
Recognised as income during the year	(0.7)	(3.0)	(29.6)	**(33.3)**
At 31 December 2016	13.9	6.4	66.7	**87.0**
Non-current	13.1	1.6	35.7	**50.4**
Current	0.8	4.8	31.0	**36.6**
	13.9	6.4	66.7	**87.0**

SECTION 4 - FINANCING ACTIVITIES AND CAPITAL STRUCTURE

This section contains the notes and information to support the elements of both net debt and equity financing as presented in the Consolidated Balance Sheet.

4.1 Accounting policies

A financial instrument is recognised if the Group becomes a party to the contractual provisions of the instrument. Financial assets are derecognised if the Group's contractual rights to the cash flows from the financial asset expires. Financial liabilities are derecognised if the Group's obligations specified in the contract expire or are discharged and cancelled. Financial instruments comprise both derivative and non-derivative financial instruments.

Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity and debt securities, trade and other receivables, cash and cash equivalents, loans and borrowings, and trade and other payables.

Non-derivative financial instruments are recognised initially at fair value. Subsequent to initial recognition non-derivative financial instruments are measured as described below.

Investment in equity - see note 3.3

Trade and other receivables - see note 3.7

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Loans and borrowings

Interest-bearing loans and borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings on an effective interest basis. The effective interest basis is a method of calculating the amortised cost of a financial liability and of allocating interest payments over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or where appropriate, a shorter period.

In the case of a debt renegotiation where the existing and new terms are substantially different the exchange shall be accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the original financial liability and the fair value of the new financial liability is recognised in profit or loss. Any costs or fees incurred in the refinancing are recognised as part of the gain or loss on extinguishment. If an exchange is not accounted for as an extinguishment, any fees or costs incurred adjust the carrying amount of the liability and are amortised over the remaining term of the modified liability.

SECTION 4 - FINANCING ACTIVITIES AND CAPITAL STRUCTURE

4.1 Accounting policies *continued*

Trade and other payables - see note 3.8

Hedging instruments

The Group holds hedging instruments to hedge currency risks arising from its activities. Hedging instruments are recognised at fair value. Any gain or loss on remeasurement is recognised in the income statement. However, the treatment of gains or losses arising from hedging instruments which qualify for hedge accounting depends on the type of hedge arrangement. The fair value of hedging instruments is the estimated amount receivable or payable to terminate the contract determined by reference to the market prices prevailing at the balance sheet date. The only hedging instrument held by the Group at the balance sheet date was its borrowing in USD to hedge its investment in overseas operations. A gain or loss in respect of an effective hedge of a net investment in an overseas operation is recognised directly in equity. Any ineffective portion of the hedge is recognised in the income statement.

4.2 Financial instruments and derivatives

Net Debt

	2016 £m	2015 £m
Cash and cash equivalents	**84.0**	138.8
Non-current interest bearing loans and borrowings	**(175.7)**	(218.4)
	(91.7)	(79.6)

Cash and cash equivalents

Bank balances and bank overdrafts set out below are stated net of legal rights of set-off resulting from pooling arrangements operated by individual banks.

	Carrying value & fair value 2016 £m	Carrying value & fair value 2015 £m
Bank balances and cash equivalents	**84.0**	138.8

SECTION 4 - FINANCING ACTIVITIES AND CAPITAL STRUCTURE

4.2 Financial instruments and derivatives *continued*

Borrowings

As at 31 December 2016, the Group had a £240m credit facility and a £60m senior note, expiring as set out below:

	Expiry date	**£m**
Revolving credit facility	March 2021	**240.0**
Senior notes	March 2023	**60.0**
		300.0

During 2016 the company signed a £240m 5 year committed bank facility with a club of existing and new banks, and a £60m 5.75% 7 year debt private placement to refinance and replace early its £175m 6.875% bonds due 2020 and existing bank facility. At 31 December 2015, as a result of the refinancing, the carrying value of the bond was recalculated to reflect its early repayment in 2016 with the resulting difference of £10.0m charged to profit and loss account for the year as a non-underlying finance expense during 2015. The fees and expenses associated with the new debt of £2.1m will be amortised over the expected life of the facility commencing in 2016. At 31 December 2016, £0.4m had been amortised and £1.7m remains to be amortised in future periods.

	Current margin	Commitment (non-utilisation) fee
Revolving credit facility	1.25%	0.44%
Senior note	5.75%	n/a

The margin on the revolving credit facility varies according to a ratchet mechanism linked to the ratio of net debt to underlying EBITDA (after stocking interest). At 31 December 2016, the margin had already reduced to its lowest possible level of 1.25%, consequent on the Group having achieved a ratio of less than 1.0. The commitment fee is calculated at 35% of the margin. The interest rate in respect of the senior note is a fixed rate of 5.75% until maturity.

The revolving credit facility and the senior note are both subject to the same performance covenants with respect to net debt : underlying EBITDA and fixed charge cover.

SECTION 4 - FINANCING ACTIVITIES AND CAPITAL STRUCTURE

4.2 Financial instruments and derivatives *continued*

Security

Both the revolving credit facility and the senior note are unsecured and rank pari-passu.

Summary of Borrowings

	Carrying value 2016 £m	**Fair value 2016 £m**	Carrying value 2015 £m	Fair value 2015 £m
Non-current:				
Bank borrowings	**114.0**	**114.0**	33.9	33.9
6.875% bond 2020	**-**	**-**	182.8	182.8
5.75% Senior note 2023	**60.0**	**60.0**	-	-
Other loan notes	**0.2**	**0.2**	0.2	0.2
Finance leases	**1.5**	**1.5**	1.5	1.5
Total non-current	**175.7**	**175.7**	218.4	218.4
Total Borrowings	**175.7**	**175.7**	218.4	218.4

Fair value hierarchy

Financial instruments carried at fair value are required to be measured by reference to the following levels:
Level 1: quoted prices in active markets for identical assets or liabilities
Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

The revolving credit facility and senior note have been measured by a Level 2 valuation method. The fair value of the bond at 31 December 2015 was determined by a Level 1 valuation method. The fair value disclosed in the table above represents the bond at its market price of 104.46p at 31 December 2015.

SECTION 4 - FINANCING ACTIVITIES AND CAPITAL STRUCTURE

4.2 Financial instruments and derivatives *continued*

The effective interest rates for all borrowings are all based on LIBOR for the relevant currency, except for the 5.75% senior note 2023, which is at a fixed rate. Finance leases are effectively held at fixed rates of interest within the range set out below. Information regarding classification of balances and interest, the range of interest rates applied in the year to 31 December 2016 and repricing periods, is set out in the table below.

	Classification	**Carrying value £m**	Classification	Interest classification	Interest rate range	Effect of interest rate and currency swaps	Swapped interest rate range	Repricing periods
Bank balances and cash equivalents	Loans and receivables	**84.0**	Amortised cost	Floating GBP	0.35% - 1.88%	n/a	n/a	6 months or less
Borrowings								
Non - current:								
Bank borrowings	Other financial liabilities	**68.3**	Amortised cost	Floating GBP	1.49% - 1.89%	n/a	n/a	6 months or less
Bank borrowings	Other financial liabilities	**45.7**	Amortised cost	Floating USD	1.76% - 2.68%	n/a	n/a	6 months or less
5.75% Senior notes 2023	Other financial liabilities	**60.0**	Amortised cost	Fixed GBP	5.75%	n/a	n/a	n/a
Other loan notes	Other financial liabilities	**0.2**	Amortised cost	Fixed GBP	12.50%	n/a	n/a	n/a
Finance leases	Other financial liabilities	**1.5**	Amortised cost	Fixed GBP	6.00% - 7.93%	n/a	n/a	n/a
Total non-current		**175.7**						
Total current		**-**						
Total borrowings		**175.7**						

The carrying amounts of the Group's borrowings are denominated in the following currencies:

	2016 £m	2015 £m
Pound sterling	**130.0**	184.5
US dollar	**45.7**	33.9
	175.7	218.4

Treasury policy, financial risk, funding and liquidity management

Financial risk management

The Group is exposed to the following risks from its use of financial instruments:

Funding and liquidity risk - the risk that the Group will not be able to meet its financial obligations as they fall due

Credit risk - the risk of financial loss to the Group on the failure of a customer or counterparty to meet its obligations to the Group as they fall due

Market risk - the risk that changes in market prices, such as interest rates and foreign exchange rates, have on the Group's financial performance

The Group's quantitative exposure to these risks is explained throughout these financial statements whilst the Group's objectives and management of these risks is set out below.

4.2 Financial instruments and derivatives *continued*

Treasury policy and procedures

Group treasury matters are managed within policy guidelines set by the Board with prime areas of focus being liquidity, interest rate and foreign exchange exposure. Management of these areas is the responsibility of the Group's central treasury function. Hedging financial instruments are utilised to reduce exposure to movements in foreign exchange rates. The Board does not permit the speculative use of derivatives.

Funding and liquidity management

The Group is financed primarily by its issued Senior note, revolving credit facility, vehicle stocking credit lines and operating cash flow. Committed facilities mature within appropriate timescales, are maintained at levels in excess of planned requirements and are in addition to short term uncommitted facilities that are also available to the Group.

Each business within the Group is responsible for its own day to day cash management and the overall cash position is monitored on a daily basis by the Group treasury department.

The maturity of non-current borrowings is as follows:

	2016 £m	2015 £m
Between 1 and 2 years	**-**	33.9
Between 2 and 5 years	**114.0**	182.8
Over 5 years	**61.7**	1.7
	175.7	218.4

Maturities include amounts drawn under revolving credit facilities which are contractually repayable generally within a month of the year end but which may be redrawn at the Group's option. The maturities above therefore represent the final repayment dates for these facilities. If the amounts drawn at the year end were redrawn at the Group's usual practice of monthly drawings, the total cash outflows associated with all borrowings, assuming interest rates remain at the same rates as at the year end, are estimated on an undiscounted basis as follows:

	Carrying amount	Contractual cashflows	Within 6 months	6-12 months	1-2 years	2-5 years	Over 5 years
Bank borrowings	114.0	123.9	1.2	1.2	2.3	119.2	-
Senior notes	60.0	81.6	1.7	1.7	3.5	10.4	64.3
Loan notes	0.2	0.5	-	-	-	0.1	0.4
Finance leases	1.5	6.0	-	0.1	0.1	0.3	5.5
	175.7	212.0	2.9	3.0	5.9	130.0	70.2

The Group has the following undrawn borrowing facilities:

	2016 £m	2015 £m
Expiring in more than one year but not more than two years	**-**	71.1
Expiring in more than two years	**126.0**	-
	126.0	71.1

SECTION 4 - FINANCING ACTIVITIES AND CAPITAL STRUCTURE

4.2 Financial instruments and derivatives *continued*

Interest rate risk management

The objective of the Group's interest rate policy is to minimise interest costs whilst protecting the Group from adverse movements in interest rates. Borrowings issued at variable rates expose the Group to cash flow interest rate risk whereas borrowings issued at fixed rates expose the Group to fair value interest rate risk. The Group does not actively manage cash flow interest rate risk as the Board believes that the retail sector in which the Group operates provides a natural hedge against interest rate movements. Consequently, it is normal Group policy to borrow on a floating rate basis and all fair value interest rate risk arising from fixed rate borrowings entered into by the Group are usually managed by swaps into floating rate. However, the Group decided on a deviation from this policy in respect of its former 6.875% bond 2020. This bond was issued at a fixed rate of interest and, due to the historically low rates in current floating interest rates, there was relatively low downside risk in maintaining the bond at fixed rate. This policy has been continued in respect of the Group's £60m Senior note 2023.

Interest rate risk sensitivity analysis

As some of the Group's borrowings and vehicle stocking credit lines are floating rate instruments they therefore have a sensitivity to changes in market rates of interest. The table below shows the effect of a 100 basis points change in interest rates for floating rate instruments outstanding at the period end, showing how profit or loss would have varied in the period on the assumption that the instruments at the period end were outstanding for the entire period.

	Profit / (loss) 2016 £m	Profit / (loss) 2015 £m
100 bps increase	**(6.8)**	(6.6)
Tax effect	**1.4**	1.3
Effect on net assets	**(5.4)**	(5.3)
100 bps decrease	**6.8**	6.6
Tax effect	**(1.4)**	(1.3)
Effect on net assets	**5.4**	5.3

Foreign exchange risk management

The Group faces currency risk in respect of its net assets denominated in currencies other than sterling. On translation into sterling, movements in currency will affect the value of these assets. The Group's policy is therefore to match, where possible, net assets in overseas subsidiaries which are denominated in a foreign currency with borrowings in the same currency. The Group has therefore borrowed USD 57.0m (2015: USD 50.0m) against its net assets held in overseas subsidiaries.

SECTION 4 - FINANCING ACTIVITIES AND CAPITAL STRUCTURE

4.2 Financial instruments and derivatives *continued*

Hedges of net investments in overseas operations

A gain or loss in respect of an effective hedge of a net investment in an overseas operation is recognised directly in equity. Any ineffective portion of the hedge is recognised in the income statement.

Included within bank borrowings are balances denominated in US dollars which are designated as a hedge of the net investment in the Group's US subsidiaries. Foreign exchange differences on translation of the borrowings to sterling at the balance sheet date are recognised within the translation differences reserve in equity, net of exchange differences in respect of the net investments being hedged.

	2016 $m	2015 $m
Aggregate fair value of borrowings designated as hedge of net investment in the Group's US subsidiaries	**57.0**	50.0

	2016 £m	2015 £m
Foreign exchange losses on translation of borrowings to sterling at balance sheet date	**(7.2)**	(1.6)
Foreign exchange gains on translation of net investments to sterling at balance sheet date	**7.2**	2.0
Net exchange gain recognised within translation reserve in equity	**-**	0.4

Capital management

The Group views its financial capital resources as primarily comprising share capital, issued Senior note, bank loans, vehicle stocking credit lines and operating cashflow.

Core debt i.e. total debt required to fund the Group's net debt : underlying EBITDA target of 1.0 to 1.5, is essentially funded by the Group's issued Senior note and revolving credit facility. The Group requires its revolving credit facility to fund its day to day working capital requirements. A fundamental element of the Group's financial resources revolves around the provision of vehicle and parts stocking credit lines, usually provided by the vehicle manufacturers funding arms, but also by other third party providers. The Group's funding of its vehicle and parts inventories is set out below:

	2016 £m	2015 £m
Manufacturer finance arm	**479.9**	544.7
Third party stock finance	**280.0**	218.6
Bank	**86.3**	67.3
Total inventories	**846.2**	830.6

SECTION 4 - FINANCING ACTIVITIES AND CAPITAL STRUCTURE

4.2 Financial instruments and derivatives *continued*

When considering vehicle stocks from a funding risk view point we split the funding into that which is funded by the vehicle manufacturers through their related finance arms and that funded through third party stock finance facilities and bank borrowings. Financing for stock other than through bank borrowings is shown in trade creditors in the balance sheet. Manufacturers' finance arms tend to vary the level of finance facilities offered dependent on the amount of stocks their manufacturer wishes to put into the network and this varies depending on the time of year and the level of production.

The Group is also responsible for funding the pension deficit. The total financial resources required by the Group to fund itself at 31 December 2016 comprises:

	2016 £m	2015 £m
Net debt	**91.7**	79.6
Stock finance	**759.9**	763.3
Pension deficit	**103.2**	43.4
	954.8	886.3

The Board's policy is to maintain a strong capital base to maintain market confidence and to sustain the development of the business, whilst maximising the return on capital to the Group's shareholders. The Group's strategy will be to maintain facilities appropriate to the working requirements of the Group, to grow organically and service its debt requirements through generating cash flow. The Group had set a net debt : underlying EBITDA target range of 1.0 to 1.5 : 1. At 31 December 2016 the net debt : underlying EBITDA ratio achieved was 0.6 : 1, calculated as follows:

	2016 £m	2015 £m
Underlying operating profit	**101.2**	100.5
Depreciation	**55.7**	45.2
Amortisation	**2.4**	2.2
Underlying EBITDA	**159.3**	147.9
Net debt (being net debt as set out above)	**91.7**	79.6
Net debt : underlying EBITDA Ratio	**0.6**	0.5

The key measures which management uses to evaluate the Group's use of its financial resources, and performance achieved against these in 2016 and 2015 are set out below:

	2016	2015
Underlying profit before tax (£m)	**75.4**	70.1
Underlying earnings per Share (p)	**3.9**	3.7
Net debt : underlying EBITDA	**0.6**	0.5

SECTION 4 - FINANCING ACTIVITIES AND CAPITAL STRUCTURE

4.2 Financial instruments and derivatives *continued*

In May 2016, the Group announced an initial £20m programme to repurchase its own shares in the market and cancel them. The Group's capital structure and capital allocation priorities were considered with a view to a return of surplus cash to shareholders. The Group has a target range of 1.0 to 1.5 times net debt to underlying EBITDA and is currently trading with financial leverage below this level. The Group believes that it will continue to generate strong cash flows and, after assessing the capital needs of the business and the current leverage position, concluded that there was scope to return surplus cash to shareholders. The Group believes a £20m share buyback programme will increase capital efficiency whilst ensuring the balance sheet remains strong, enabling the Group to pursue its investment strategy and progressive dividend policy.

The Group has demonstrated a disciplined approach to capital allocation. Our £100 million investment programme, aimed at expanding the Group's UK national footprint continues on plan. The Group has also spent a total of £29m during 2016 on land and buildings and the Group continues to look for further acquisition opportunities. The Group has evaluated many potential acquisitions. However, valuations would not have delivered an acceptable level of return to justify investment by the Group.

The Group will continue to pursue organic and acquisitive growth and investment opportunities and evaluate them against the returns generated via the share buyback programme. The buyback programme is capable of being stopped and restarted and this flexibility will enable the Group to pursue other, higher returning, capital allocation opportunities if they arise. At the end of this share buyback programme, the Group will evaluate whether a further programme would be appropriate. The Group may also issue shares or purchase them in the market to satisfy share incentives issued to employees of the Group. The Group encourages employees to be shareholders of the Group, providing selective share option and LTIP schemes from time to time.

Certain of the company's subsidiaries are required to maintain issued share capital at levels to support capital adequacy under Financial Conduct Authority (FCA) requirements. The Group ensures these requirements are met by injections of equity to the subsidiaries in question, when required.

Other than specifically set out above, there were no changes to capital management in the year.

4.3 Net financing costs

Accounting policy

Finance income comprises interest income on funds invested, return on net pension scheme assets and gains on hedging instruments that are recognised in profit and loss. Interest income is recognised as it accrues in profit and loss, using the effective rate method.

Finance expense comprises interest expense on borrowings, unwinding of the discount on provisions, interest on net pension scheme obligations and losses on hedging instruments recognised in profit and loss. All borrowing costs are recognised in profit and loss using the effective interest method.

Gross finance costs directly attributable to the construction of property, plant and equipment are capitalised as part of the cost of those assets until such a time as the assets are substantially ready for their intended use or sale.

SECTION 4 - FINANCING ACTIVITIES AND CAPITAL STRUCTURE

4.3 Net financing costs *continued*

Finance expense

Recognised in profit and loss	**2016 £m**	2015 £m
Interest payable on bank borrowings, Senior note, bond and loan notes	**7.7**	14.5
Vehicle stocking plan interest	**16.8**	15.7
Interest payable on finance leases	**0.1**	0.1
Net interest on pension scheme obligations (non-underlying - see note 2.6)	**1.6**	2.3
Interest on refinancing (non-underlying - see note 2.6)	**-**	10.0
Less: interest capitalised	**(0.4)**	(0.5)
Total interest expense being interest expense in respect of financial liabilities held at amortised cost	**25.8**	42.1
Unwinding of discounts in contract hire residual values	**1.6**	1.1
Total finance expense	**27.4**	43.2

Interest of £0.4m has been capitalised during the year on assets under construction at an average rate of 5.75% (2015: £0.5).

Finance income

Recognised in profit and loss	**2016 £m**	2015 £m
Interest receivable on bank deposits	**-**	0.5
Total finance income	**-**	0.5

4.4 Capital and reserves

Ordinary share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

	Number	**£m**
Allotted, called up and fully paid shares of 5p each at 31 December 2015	1,460,320,656	**73.0**
Shares cancelled during the year	(23,423,696)	**(1.2)**
Allotted, called up and fully paid shares of 5p each at 31 December 2016	1,436,896,960	**71.8**

There were no issues of ordinary shares during the year. During the previous period 5,000,000 ordinary new shares were issued at nominal value to the Employee Benefit Trust for a consideration of £0.2m.

23,423,696 ordinary shares having a nominal value of £1.2m were bought back and subsequently cancelled during the year in accordance with the authority granted by shareholders in the Annual General Meeting on 28 April 2016. The aggregate consideration paid, including directly attributable costs, was £7.5m.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company. All shares rank equally with regard to the company's residual assets.

SECTION 4 - FINANCING ACTIVITIES AND CAPITAL STRUCTURE

4.4 Capital and reserves *continued*

Capital redemption reserve

The capital redemption reserve has arisen following the purchase by the company of its own shares and comprises the amount by which distributable profits were reduced on these transactions in accordance with s733 of the Companies Act 2006. £1.2m was transferred into the capital redemption reserve during the year in respect of shares purchased by the company and subsequently cancelled.

Other reserves

Other reserves comprise the amount of demerger reserve arising on the demerger of the company from Williams Holdings PLC in 1989.

Own shares held by Employee Benefit Trust (EBT)

Transactions of the Group-sponsored EBT trust are included in the Group financial statements. In particular, the trust's purchases of shares in the company, which are classified as own shares, are debited directly to equity through retained earnings. When own shares are sold or re-issued the resulting surplus or deficit on the transaction is also recognised within retained earnings.

The market value of the investment in the company's own shares at 31 December 2016 was £2.3m (2015: £5.6m), being 7.5m (2015: 11.2m) shares with a nominal value of 5p each, acquired at an average cost of £0.32 each (2015: £0.32). During the year the trust acquired 0.8m (2015: 24.1m) shares for a consideration of £0.3m (2015: £7.8m) and disposed of 4.5m (2015: 24.6m) shares in respect of LTIP and executive share option awards for a consideration of £0.1m (2015: £1.4m). The amounts deducted from retained earnings for shares held by the EBT at 31 December 2016 was £15.5m (2015: £15.3m). The trustee of the EBT is Salamanca Group Trust (Jersey) Limited, formerly Investec Trust Jersey Limited. The shares in trust may subsequently be awarded to Executive Directors and employees under the Pendragon 1999 Approved Executive Share Option Scheme, Pendragon 1999 Unapproved Executive Share Option Scheme and to satisfy amounts under LTIPs. Details of the plans are given in the Directors' Remuneration Report on pages 48 to 64.

Dividends on the shares owned by the trust, the purchase of which were funded by interest free loans to the trust from Pendragon PLC, are waived. All expenses incurred by the trust are settled directly by Pendragon PLC and charged in the accounts as incurred.

The trust is regarded as a quasi subsidiary and its assets and results are consolidated into the financial statements of the Group.

Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the net investment in foreign operations as well as from the translation of liabilities held to hedge the respective net investment in foreign operations.

SECTION 4 - FINANCING ACTIVITIES AND CAPITAL STRUCTURE

4.5 Dividends

Final dividends proposed by the Board and unpaid at the end of the year are not recognised in the financial statements until they have been approved by the shareholders at the AGM. Interim dividends are recognised when they are paid.

	2016 £m	2015 £m
Ordinary shares		
Final dividend in respect of 2015 of 0.7p per share (2014: 0.6p per share)	**10.2**	8.7
Interim dividend in respect of 2016 of 0.7p per share (2015: 0.6p per share)	**10.1**	8.7
	20.3	17.4

The Board is recommending a final dividend for 2016 of 0.75p (2015: 0.7p) per ordinary share equating to £10.7m in total in respect of shares in issue at the date of this report (2015: £10.2m).

4.6 Share based compensation

Accounting policy

The Group operates a number of employee share option schemes and an executive share ownership plan "exsop" awarded in 2010. The fair value at the date at which the share options are granted is recognised in the income statement on a straight line basis over the vesting period, taking into account the number of options that are expected to vest. The fair value of the options granted is measured using an option pricing model, taking into account the terms and conditions upon which the options were granted. The number of options that are expected to become exercisable is reviewed at each balance sheet date and if necessary estimates are revised.

Executive Share Options

The number and weighted average exercise prices of share options is as follows:

	Weighted average exercise price 2016	**Number of options millions 2016**	Weighted average exercise price 2015	Number of options millions 2015
Outstanding at beginning of period	**29.59p**	**16.4**	16.33p	20.6
Exercised during the period	**14.98p**	**(0.6)**	12.63p	(10.9)
Lapsed during the period	**34.58p**	**(1.3)**	10.41p	(0.9)
Granted during the period	**39.92p**	**-**	39.92p	7.6
Outstanding at the end of the period	**29.76p**	**14.5**	29.59p	16.4
Exercisable at the end of the period	**11.80p**	**4.2**	12.17p	4.9

The options outstanding at 31 December 2016 have an exercise price in the range of 8.82 pence to 39.92 pence and a weighted contractual life of 7.1 years. All share options are settled in equity.

SECTION 4 - FINANCING ACTIVITIES AND CAPITAL STRUCTURE

4.6 Share based compensation *continued*

Movements in the number of options to acquire ordinary shares under the Group's various share option schemes, together with exercise prices and the outstanding position at 31 December 2016 were as follows:

Exercise period	Date of grant	Exercise price per share	At 31 December 2015 Number	Exercised Number	Lapsed Number	At 31 December 2016 Number
20 September 2013 to 19 September 2020	20 September 2010	14.22p	1,186,426	(519,300)	(210,077)	457,049
7 October 2014 to 6 October 2021	6 October 2011	8.82p	1,589,764	-	-	1,589,764
31 March 2015 to 30 March 2022	30 March 2012	13.50p	2,170,000	(40,000)	-	2,130,000
19 September 2017 to 19 September 2024	18 September 2014	31.82p	3,900,000	(26,799)	(143,701)	3,729,500
1 April 2018 to 31 April 2025	31 March 2015	39.92p	7,500,000	-	(875,000)	6,625,000
			16,346,190	(586,099)	(1,228,778)	14,531,313

All grants of share options were issued pursuant to the 2009 Executive Share Option Scheme, which prescribed an earnings per share performance criterion. It is a pre-condition to the exercise of grants made under the 2009 Scheme that the growth in the company's earnings per share over the prescribed three year period must exceed by at least 3 percent per annum compound the annual rate of inflation as shown by the RPI Index.

The weighted average share price at the date of exercise for share options exercised in the year was £nil (2015: 39.4p).

All options are settled by physical delivery of shares.

The fair value of the services received in return for share options is measured by reference to the fair value of the options granted. The estimate of the fair value of the services received in respect of share option schemes is measured using the Black-Scholes option pricing model. The weighted average fair value of the options at the date of grant for those that are outstanding at 31 December 2016 is 7.0p (2015: 7.1p).

2009 Executive Scheme

	2016	2015
Number of share options granted in year	-	7,575,000
Weighted average share price (pence)	-	39.92
Weighted average exercise price (pence)	-	39.92
Weighted average fair value (pence)	-	8.28
Expected volatility (%)	-	36.9%
Expected life (years)	-	3.0
Risk free rate (%)	-	0.86%
Expected dividend yield (%)	-	3.0%

Expected volatility was determined by calculating the historical volatility of the Group's share price over the corresponding historical period.

SECTION 4 - FINANCING ACTIVITIES AND CAPITAL STRUCTURE

4.6 Share based compensation *continued*

Executive Long Term Incentive Plan ("LTIPs")

The number and weighted average exercise prices of executive LTIPs is as follows:

	Weighted average exercise price 2016	**Number of options millions 2016**	Weighted average exercise price 2015	Number of options millions 2015
Outstanding at the start of the period	**0.00p**	**4.7**	-	-
Granted during the period	**0.00p**	**3.0**	0.00p	4.7
Outstanding at the end of the period	**0.00p**	**7.7**	0.00p	4.7

Movements in the number of options to acquire ordinary shares under the Group's LTIP, together with the outstanding position at 31 December 2016 were as follows:

Exercise period	Date of grant	At 31 December 2015 Number	Granted Number	Lapsed Number	At 31 December 2016 Number
31 March 2018	31 March 2015	4,650,000	-	-	4,650,000
14 September 2019	14 September 2016	-	3,000,000	-	3,000,000
		4,650,000	3,000,000	-	7,650,000

All grants of LTIPs were issued pursuant to the Long Term Incentive Plan, which prescribed an earnings per share performance criterion. It is a pre-condition that vesting will not occur if earnings per share growth in the three year performance period does not exceed RPI by at least 4 percent. Vesting will occur between performance points on a straight line basis. All is subject to an underpin of creating absolute total shareholder value. In the case of the company, this means that growth in the value of a shareholding in the company must exceed the growth in the value of shares in the comparator index the company is in, currently the FTSE Small Cap.

The fair value of the services received in return for the LTIPs is measured by reference to the fair value of the LTIPs granted. The estimate of the fair value of the services received in respect of the LTIPs is measured using the Black-Scholes option pricing model. The weighted average fair value of the options at the date of grant for those that are outstanding at 31 December 2016 is 34.1p (2015: 36.5p).

Executive LTIP Scheme	**2016**	2015
Number of share options granted in year	**3,000,000**	4,650,000
Weighted average share price (pence)	**0.00**	0.00
Weighted average exercise price (pence)	**0.00**	0.00
Weighted average fair value (pence)	**30.46**	36.48
Expected volatility (%)	**37.3%**	36.9%
Expected life (years)	**3.0**	3.0
Risk free rate (%)	**0.06%**	0.86%
Expected dividend yield (%)	**3.0%**	3.0%

4.6 Share based compensation *continued*

Expected volatility was determined by calculating the historical volatility of the Group's share price over the corresponding historical period. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of exercise restrictions and team member turnover.

The Group recognised a total net expense of £2.2m (2015: £2.0m) as an employee benefit cost in respect of all equity-settled share based payment transactions included within administration costs.

4.7 Obligations under finance leases

Accounting policies

Leases are classified as finance leases wherever the lease transfers substantially all the risks and rewards of ownership to the Group. All other leases are treated as operating leases.

Assets held under finance leases are recorded at inception at the lower of the fair value of the asset and the present value of the minimum payments required to be made under the lease. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset. The corresponding liability is recorded as a finance lease obligation. The finance charge element of rentals paid under these leases is expensed so as to give a constant rate of finance charge on the remainder of the obligation. Finance charges are expensed in the income statement and the capitalised leased asset is depreciated over the shorter of the lease term and the asset's useful economic life.

Finance leases

	Minimum lease payments		Present value of minimum lease payments	
	2016 £m	2015 £m	**2016 £m**	2015 £m
Amounts payable under finance leases:				
Within one year	**0.1**	0.1	**0.1**	0.1
In the second to fifth years inclusive	**0.4**	0.4	**0.3**	0.3
After five years	**5.5**	5.6	**1.1**	1.1
	6.0	6.1	**1.5**	1.5
Less: future finance charges	**(4.5)**	(4.6)	**-**	-
Present value of lease obligations	**1.5**	1.5	**1.5**	1.5
Amount due for settlement within one year			**-**	-
Amount due for settlement in over one year			**1.5**	1.5
			1.5	1.5

The Group's obligations under finance leases comprise properties on long term leases with a lease term of between 52 and 77 years. The effective interest rates are shown in note 4.2 above. The Group's obligations under finance leases are secured by the lessors' charges over the leased assets.

All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

SECTION 4 - FINANCING ACTIVITIES AND CAPITAL STRUCTURE

4.8 Operating lease arrangements

Leases are classified as operating leases wherever the lease does not transfer substantially all the risks and rewards of ownership to the Group.

Rentals paid under operating leases are charged directly to the income statement on a straight line basis over the period of the lease. Leases subject to predetermined fixed rental uplifts have their rentals accounted for on a straight line basis recognised over the life of the lease. Lease incentives received and paid are recognised in the income statement as an integral part of the total lease expense over the term of the lease.

The Group as lessee

At the balance sheet date, the Group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2016 £m	2015 £m
Within one year	**43.4**	42.0
In the second to fifth years inclusive	**163.1**	161.7
After five years	**386.9**	422.2
	593.4	625.9

The Group leases a number of properties, the majority of which are motor vehicle showrooms with workshop and parts retail facilities, with varying lease periods. None of the leases includes contingent rentals. In addition there are other leases in respect of items of plant and equipment which includes the rental of motor vehicles hired for short term usage, typically as courtesy cars.

The following amounts have been charged to the income statement as operating expenses during the year:

		2016 £m	2015 £m
Operating lease rentals payable	- hire of plant and machinery	**2.4**	2.9
	- property rentals	**42.9**	41.1

The Group as lessor

Property rental income earned during the year was £5.3m (2015: £4.4m). No contingent rents were recognised in income (2015: £nil). The Group currently receives rental income on 39 (2015: 31) properties on short term leases. These properties are not treated as investment properties.

At the balance sheet date, the Group had contracted with tenants for the following future minimum lease payments:

	2016 £m	2015 £m
Within one year	**4.8**	3.9
In the second to fifth years inclusive	**15.8**	14.6
After five years	**32.5**	29.3
	53.1	47.8

In addition, the Group is a lessor in respect of vehicle sales with committed repurchase terms (see notes 3.8 and 3.10). There are no future minimum lease payments outstanding.

SECTION 5 - PENSION SCHEMES

This section explains the pension scheme obligations of the Group.

5.1 Pension obligations

Accounting policy

The Group operated a number of defined benefit and defined contribution plans during the year, the assets of which are held in independent trustee administered funds. Pension accounting costs for defined benefit plans are assessed by determining the pension obligation using the projected unit credit method after including a net return on the plan assets. Under this method, in accordance with the advice of qualified actuaries, the amounts charged in respect of employee benefits reflect the cost of benefits accruing in the year and the cost of financing historical accrued benefits. The Group recognises all actuarial gains and losses arising from defined benefit plans in the statement of other comprehensive income immediately.

The present value of pension obligations is measured by reference to market yields on high quality corporate bonds which have terms to maturity approximating to the terms of the related pension liability. Plan assets are measured at fair value. When the calculation results in a benefit to the Group, the recognised asset is limited to the total of the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. An economic benefit is available to the Group if it is realisable during the life of the plan, or on settlement of the plan liabilities.

Under IAS 19 Employee Benefits, the Group recognises an interest expense or income which is calculated on the net defined benefit liability or asset respectively by applying the discount rate to the net defined benefit liability or asset.

A defined contribution plan is one under which the Group pays fixed contributions and has no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in the income statement when they are due.

In accordance with IFRIC 14 surpluses in schemes are recognised as assets only if they represent unconditional economic benefits available to the Group in the future. Provision is made for future unrecognisable surpluses that will arise as a result of regulatory funding requirements. Movements in unrecognised surpluses are included in the statement of recognised income and expense. If the fair value of the assets exceeds the present value of the defined benefit obligation then the surplus will only be recognised if the nature of the arrangements under the trust deed, and funding arrangements between the Trustee and the Group support the availability of refunds or recoverability through agreed reductions in future contributions. In addition, if there is an obligation for the Group to pay deficit funding, this is also recognised.

Under IAS 24, the pension schemes are related parties of the Group. At 31 December 2016 there was an outstanding balance of £0.8m (2015: £0.8m) payable to the pension schemes.

Pension obligations

The Group operated six defined benefit pension schemes (one of which had a defined contribution section) which closed to future benefits on 30 September 2006 and employees were offered membership of a stakeholder pension arrangement.

During 2012 the trustees merged the six defined benefit schemes into one new defined benefit scheme, “the Pendragon Group Pension Scheme”, which remains closed to future benefits. The assets of the six schemes have all been transferred into the new scheme and the benefits previously accrued in the six schemes were transferred without amendment of the benefit entitlement of members to the new scheme.

SECTION 5 - PENSION SCHEMES

5.1 Pension obligations *continued*

The scheme is subject to the funding legislation outlined in the Pensions Act 2004 which came into force on 30 December 2005. This, together with documents issued by the Pensions Regulator, and Guidance Notes adopted by the Financial Reporting Council, set out the framework for funding defined benefit occupational pension schemes in the UK.

The Board of the Trustees of the pension scheme is composed of two employee, two employer representatives, an independent trustee and an independent chair. The Trustee of the scheme is required to act in the best interest of the scheme's beneficiaries. The appointment of the Trustee is determined by the scheme's trust documentation.

The asset values shown do not include those of the defined contribution sections. Remeasurements arising from defined benefit plans comprise actuarial gains and losses and the return on plan assets (excluding interest) are immediately recognised directly in the statement of other comprehensive income. Actuarial gains and losses are the differences between actual and interest income during the year, experience losses on scheme liabilities and the impact of any changes in assumptions. Details of the last independent statutory actuarial valuation and assumptions are set out below.

Funding

The Pendragon Group Pension Scheme is fully funded by the Group's subsidiaries. The funding requirements are based on the Scheme's actuarial measurement framework set out in the funding policies of the Scheme. Employees are not required to contribute to the plans.

Pendragon Group Pension Scheme

The Scheme's first actuarial valuation was carried out as at 31 December 2012 using the projected unit credit method. At this date the market value of the Scheme's assets relating to the defined benefit section was £409.8m; these assets represented 90.9% of the value of the technical provisions (excluding defined contribution assets). The main assumptions used for this valuation were that the annual rate of return on existing investments would be 5.0% and the annual rate of pension increases would be between 2.3% - 3.1%. The employer contributions paid to the defined benefit scheme section of the Plan during the year were based upon actuarial advice.

The triennial valuation of the pension scheme reflecting the position as at 31 December 2015 has been agreed in principle with the trustees. This will result in the Group raising its annual contribution to the pension scheme to £7.0m from 1 January 2017 from £2.8m in the prior year and will increase by 2.25% per annum. The next triennial valuation of the pension scheme will reflect the position as at 31 December 2015 and is scheduled to be completed by 31 March 2017 at the latest.

Stakeholder arrangements

With effect from April 2006, new contributions to the defined contribution sections of the schemes ceased. For the employees affected the Group offered to pay contributions to a stakeholder arrangement with Friends Provident. This arrangement was also made available to the employees affected by the closure of the defined benefit sections of the schemes on 30 September 2006. A Group Self Invested Personal Pension arrangement with Legal & General replaced the Friends Provident arrangement from 1 January 2010. Total contributions paid by the Group in 2016 to the Legal & General arrangement were £2.7m (2015: £3.0m).

SECTION 5 - PENSION SCHEMES

5.1 Pension obligations *continued*

Automatic enrolment

To comply with the Government's automatic enrolment legislation, the Group chose to participate in the People's Pension Scheme in April 2013. This is a defined contribution occupational pension scheme provided by B&CE. Total contributions paid by the Group to the People's Pension in 2016 were £2.5m (2015: £2.3m).

Central Asset Reserve

Pendragon PLC is a general partner and the Pendragon Group Pension Scheme is a limited partner of the Pendragon Scottish Limited Partnership (the Partnership). The Partnership holds £34.5m of properties which have been leased back to the Group at market rates. The Group retains control over these properties, including the flexibility to substitute alternative properties. As such, the Partnership is consolidated into the results of the Group. During the year the Group has paid £2.8m to the Pendragon Group Pension Scheme through the Partnership (2015: £2.7m).

IAS 19 assumptions

The principal assumptions used by the independent qualified actuaries for the purposes of IAS19 for all schemes were:

	2016	2015	2014
Inflation - RPI	**3.35%**	3.10%	3.00%
Inflation - CPI	**2.35%**	2.10%	2.00%
Rate of increase in salaries	**n/a**	n/a	n/a
Rate of increase to pensions in payment	**2.91%***	2.75%*	2.67%
Discount rate	**2.70%**	3.90%	3.60%
Mortality table assumption **	**S2PMA CMI 2015 M (1%) / S2PFA CMI 2015 F (1%)**	S1PMA CMI 2015 M (1%) / S1PFA CMI 2015 F (1%)	S1PMA CMI 2013 M (1%) / S1PFA CMI 2013 F (1%)

*A full breakdown of the assumptions for the rates of increase to pensions in payment for the 31 December 2016 valuation is as follows:

RPI to max 5%	3.35%
RPI to max 3%	2.75%
RPI to min 3% to max 5%	3.65%
CPI to max 5%	2.35%
CPI to max 3%	2.35%
CPI to min 3% to max 5%	3.00%

During 2010 the Government announced a change to the index to be used for pension increases from RPI to CPI. The change applied to certain elements of pension increases depending on the nature of the pension entitlement, the period in which it was earned and the rules of each scheme. The application of either RPI or CPI to calculate the pension liability has been assessed for each scheme and the relevant elements of pension increases within each scheme.

The sensitivities regarding the principal assumptions used to measure scheme liabilities are set out below:

Assumption	Change in assumption	Impact on scheme liabilities
Discount rate	Increase / decrease by 0.1%	Decrease / increase of £9.6m
Rate of inflation	Increase / decrease by 0.1%	Increase / decrease of £7.8m
Mortality	Increase in life expectancy of 1 year	Increase by £19.1m

SECTION 5 - PENSION SCHEMES

5.1 Pension obligations *continued*

The sensitivities shown above are approximate. Each sensitivity considers one change in isolation. The inflation sensitivity includes the impact of changes to the assumptions for revaluation and pension increases. The average duration of the defined benefit obligation at the period ending 31 December 2016 is 18 years (2015: 16 years).

The scheme typically exposes the Group to actuarial risks such as investment risk, interest rate risk, mortality risk and longevity risk. A decrease in corporate bond yields, a rise in inflation or an increase in life expectancy would result in an increase to scheme liabilities. This would detrimentally impact the balance sheet position and may give rise to increased charges in future income statements. This effect would be partially offset by an increase in the value of the scheme's bond holdings. Additionally, caps on inflationary increases are in place to protect the scheme against extreme inflation.

The assumptions used by the actuary are the best estimates chosen from a range of possible actuarial assumptions which, due to the timescale covered, may not necessarily be borne out in practice. The IAS assumptions have been updated at 31 December 2016 and differ from those used for the earlier independent statutory actuarial valuations explained above.

** The mortality table assumption implies the following expected future lifetime from age 65:

	2016 years	2015 years	2014 years
Males aged 45	**23.2**	23.0	23.3
Females aged 45	**25.4**	25.5	25.7
Males aged 65	**21.9**	21.7	22.0
Females aged 65	**23.9**	24.0	24.2

The fair value of the scheme's assets which are not intended to be realised in the short term and may be subject to significant change before they are realised, and the value of the schemes liabilities, which is derived from cash flow projections over long periods and thus inherently uncertain, are:

Scheme assets and liabilities

	2016 £m	2015 £m	2014 £m
UK equities	**234.5**	218.4	228.1
Overseas equities	**7.8**	14.8	15.1
Unit trust	**21.9**	22.4	21.8
Corporate bonds	**10.9**	9.9	17.8
Government bonds	**161.2**	127.3	141.3
Cash	**5.1**	4.1	4.6
Fair value of scheme assets	**441.4**	396.9	428.7
Present value of funded defined benefit obligations	**(544.6)**	(440.3)	(495.1)
Net liability on the balance sheet	**(103.2)**	(43.4)	(66.4)

SECTION 5 - PENSION SCHEMES

5.1 Pension obligations *continued*

None of the fair values of the assets shown above include any of the company's own financial instruments or any property occupied by, or other assets used by, the company. All of the scheme assets have a quoted market price in an active market with the exception of the Trustee's bank account balance.

It is the policy of the Trustee and the company to review the investment strategy at the time of each funding valuation. The Trustee investment objectives and the processes undertaken to measure and manage the risks inherent in the scheme investment strategy are documented in the scheme's Statement of Investment Principles.

There are no asset-liability matching strategies currently being used by the scheme.

The company have reviewed implications of the guidance provided by IFRIC 14 and have concluded that it is not necessary to make any adjustments to the IAS 19 figures in respect of an asset ceiling or Minimum Funding Requirement as at 31 December 2016 and at 31 December 2015.

Movements in the net liability for defined benefit obligations recognised in the balance sheet

	2016 £m	2015 £m
Net liability for defined benefit obligations at 1 January	**(43.4)**	(66.4)
Contributions received	**3.1**	2.9
Expense recognised in the income statement	**(1.6)**	(2.3)
Actuarial gains and losses recognised in the statement of other comprehensive income	**(61.3)**	22.4
Net liability for defined benefit obligations at 31 December	**(103.2)**	(43.4)

The Scheme undertook a Flexibility at Retirement exercise during the previous year, the transactions of which have been treated as a settlement. The value of the settlement cost has been derived as the difference between the value of the IAS 19 liabilities settled and the transfer values paid out as part of the exercise. The cost in the year was £nil (2015: £nil).

The defined benefit obligation can be allocated to the plan's participants as follows:

	2016 %	2015 %
Deferred plan participants	**60**	60
Retirees	**40**	40

	2016 £m	2015 £m
Actual return on assets	**65.0**	14.1
Expected contributions in following year	**7.0**	3.0

The expected interest income as at 31 December 2016 was 2.70%. This compares to the discount rate of 3.90% used in the calculation of the interest income for the period ending 31 December 2015.

SECTION 5 - PENSION SCHEMES

5.1 Pension obligations *continued*

Total in the income statement

	2016 £m	2015 £m
Net interest on obligation	**1.6**	2.3

The expense is recognised in the following line items in the income statement:

	2016 £m	2015 £m
Finance costs	**1.6**	2.3

Actuarial gains and losses recognised directly in the statement of other comprehensive income

	2016 £m	2015 £m
Cumulative amount at 1 January	**(25.2)**	(47.6)
Recognised during the period	**(61.3)**	22.4
Cumulative amount at 31 December	**(86.5)**	(25.2)

Defined benefit (costs) / income recognised in statement of other comprehensive income

	2016 £m	2015 £m
Difference between actual and expected interest income on scheme assets	**49.9**	(0.5)
Experience gain on scheme liabilities	**5.2**	2.7
Changes in assumptions underlying the present value of scheme obligations	**(116.4)**	20.2
	(61.3)	22.4

Changes in the present value of the defined benefit obligation

	2016 £m	2015 £m
Opening present value of defined benefit obligation	**440.3**	495.1
Interest cost	**16.7**	16.9
Remeasurements:		
Experience adjustments	**(5.2)**	(2.7)
Actuarial gains / (losses) due to changes in demographic assumptions	**6.4**	(4.4)
Actuarial gains / (losses) due to changes in financial assumptions	**110.0**	(15.8)
Benefits paid	**(23.6)**	(26.4)
Liabilities extinguished on settlements	**-**	(22.4)
Closing present value of defined benefit obligation	**544.6**	440.3

SECTION 5 - PENSION SCHEMES

5.1 Pension obligations *continued*

Movement in fair value of scheme assets during the period

	2016 £m	2015 £m
Opening fair value of assets	**396.9**	428.7
Interest income	**15.1**	14.6
Return on plan assets, excluding interest income	**49.9**	(0.5)
Contributions by employer	**3.1**	2.9
Benefits paid	**(23.6)**	(26.4)
Assets distributed on settlements	**-**	(22.4)
End of period	**441.4**	396.9

History of experience adjustments

	2016 £m	2015 £m	2014 £m	2013 £m	2012 £m
Present value of defined benefit obligation	**544.6**	440.3	495.1	450.8	435.1
Fair value of scheme assets	**441.4**	396.9	428.7	407.4	405.3
Deficit in schemes	**103.2**	43.4	66.4	43.4	29.8
Experience adjustments on scheme liabilities:					
Amount	**111.2**	(22.9)	40.5	11.1	37.3
Percentage of scheme liabilities (%)	**20.4%**	(5.2%)	8.2%	2.5%	8.6%
Experience adjustments on scheme assets:					
Amount	**49.9**	(0.5)	16.5	34.6	11.5
Percentage of scheme liabilities (%)	**9.2%**	(0.1%)	3.3%	7.7%	2.6%

SECTION 6 - OTHER NOTES

This section contains the notes and information relating to acquisitions and disposals and related party transactions:

6.1 Business combinations

Accounting policy

The Group accounts for business combinations using the acquisition method when control is transferred to the Group (see Basis of preparation in Section 1 above) . The results of companies and businesses acquired during the year are included from the effective date of acquisition.

Acquisitions on or after 1 January 2010

For acquisitions on or after 1 January 2010, the Group measures goodwill at the acquisition date as:
• the fair value of the consideration transferred; plus
• the recognised amount of any non-controlling interests in the acquiree; plus if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
• the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

Any contingent consideration payable is recognised at fair value at the acquisition date. If the contingent consideration is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognised in profit or loss.

When share-based payment awards (replacement awards) are required to be exchanged for awards held by the acquiree's employees (acquiree's awards) and relate to past services, then all or a portion of the amount of the acquirer's replacement awards is included in measuring the consideration transferred in the business combination. This determination is based on the market based value of the replacement awards compared with the market based value of the acquiree's awards and the extent to which the replacement awards relate to past and / or future service.

Acquisitions between 1 January 2004 and 1 January 2010

For acquisitions between 1 January 2004 and 1 January 2010, goodwill represents the excess of the cost of the acquisition over the Group's interest in the recognised amount (generally fair value) of the identifiable assets, liabilities and contingent liabilities of the acquiree. When the excess was negative, a bargain purchase gain was recognised immediately in profit or loss.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurred in connection with business combinations were capitalised as part of the cost of the acquisition.

Acquisitions prior to 1 January 2004 (date of transition to IFRSs)

As part of its transition to IFRSs, the Group elected to restate only those business combinations that occurred on or after 1 January 2003. In respect of acquisitions prior to 1 January 2003, goodwill represents the amount recognised under the Group's previous accounting framework, UK GAAP.

6.1 Business combinations *continued*

Activity

On 6 July 2016 the Group acquired the trade and assets of the Jaguar franchised dealerships in Cheltenham, Doncaster and Nottingham from Inchcape plc for a total cash consideration paid on completion of £0.5m. The acquisition is part of Jaguar Land Rover's stated aim of having representation of both Jaguar and Land Rover with the same operator in the same sales region. In addition, on 31 October 2016 the Group acquired the trade and assets of the Newcastle Hyundai dealership from Lookers plc for a total cash consideration paid on completion of £2.1m. This acquisition further strengthens the Group's representation with the Hyundai brand.

The amounts recognised in the 2016 financial statements in respect of identifiable assets acquired and liabilities assumed are:

	Book value £m	Fair value adjustments £m	**Fair value £m**
Financial assets:			
Property, plant and equipment	1.5	-	**1.5**
Inventory	0.9	-	**0.9**
Payables	(0.3)	-	**(0.3)**
Deferred taxation	-	(0.1)	**(0.1)**
Total identifiable assets	2.1	(0.1)	**2.0**
Goodwill	0.5	0.1	**0.6**
Total consideration - satisfied in cash	2.6	-	**2.6**

Acquisition related costs are less than £0.1m and are included in administration expenses.

The goodwill acquired represents the excess of consideration paid over the fair value of identifiable assets and liabilities and represents the expected benefits from expanding the existing representation with Jaguar in areas where the Group already represents the Land Rover brand. The goodwill is expected to be deductible for tax purposes over the life of the asset. A deferred tax liability of £0.1m was recognised on the acquisition of Hyundai Newcastle in respect of the property acquired.

The acquired businesses contributed revenue of £17.4m and a loss before taxation of £0.2m in the period since acquisition. Had the businesses been acquired at the start of the annual reporting period they would have contributed revenue of £58.1m and a loss before taxation of £0.5m.

There were no business combinations in the prior year.

SECTION 6 - OTHER NOTES

6.2 Business disposals

Accounting policy

The results of businesses disposed of during the year are included up to the effective date of disposal using the acquisition method of accounting.

Activity

During the year the Group disposed of five dealerships representing Ford, Jaguar and Land Rover franchise points.

Net assets at the date of disposal:

	Net book value £m
Goodwill	**4.9**
Property, plant and equipment	**1.0**
Assets classified as held for sale	**2.6**
Inventories	**1.9**
Trade and other receivables	**0.1**
Trade and other payables	**(0.6)**
	9.9
Profit on sale of businesses	**(1.0)**
Proceeds on sale satisfied by cash and cash equivalents	**8.9**

No cash was disposed as part of any business disposal during the year.

Proceeds on sale satisfied by cash and cash equivalents for the previous period was £21.2m.

6.3 Related party transactions

Subsidiaries

The Group's ultimate parent company is Pendragon PLC. A listing of all subsidiaries is shown within the financial statements of the company on page 147.

SECTION 6 - OTHER NOTES

6.3 Related party transactions

Investments

During the previous period the Group had a 5.8% holding in King Arthur Holdings S.a.r.L whose principal activity was that of a property company. This was sold in January 2015. The Group occupied properties owned by King Arthur Holdings S.a.r.L and its group on short term leases up to the date of the disposal upon which the properties were subsequently leased from a third party landlord.

Transactions with key management personnel

The key management personnel of the Group comprise the executive and non-executive directors. The details of the remuneration, long term incentive plans, shareholdings, share option and pension entitlements of individual directors are included in the Directors' Remuneration Report on pages 48 to 64.

Directors of the company and their immediate relatives control 2.05% of the ordinary shares of the company.

During the year key management personnel compensation was as follows:

	2016 £m	2015 £m
Short term employee benefits	**2.4**	2.6
Post-employment benefits	**0.3**	0.2
Share based payments	**1.3**	1.3
	4.0	4.1

6.4 Contingent liabilities and contingent assets

Separate to the amounts already provided for VAT, the Group is in discussion with HM Revenue and Customs over issues which may result in additional amounts of VAT receivable to be recognised in future periods. These relate to historical claims in respect of VAT overpaid in prior periods ("Fleming claims"). Although these amounts, if any, could potentially be significant, it is not possible at present to quantify them. Accordingly no amounts have been included in the 2016 financial statements in respect of these issues.

COMPANY BALANCE SHEET

Year ended 31 December 2016

	note	2016 £m	2015 £m
Fixed assets			
Investments	5	**922.6**	922.6
Loans to subsidiary undertakings		**90.0**	90.0
		1,012.6	1,012.6
Current assets			
Debtors	6	**48.9**	40.3
Cash at bank and in hand		**-**	2.0
		48.9	42.3
Creditors: amounts falling due within one year	7	**(441.8)**	(396.2)
Net current liabilities		**(392.9)**	(353.9)
Total assets less current liabilities		**619.7**	658.7
Creditors: amounts falling due after more than one year	8	**(174.0)**	(216.7)
Retirement benefit obligations		**(103.2)**	(43.4)
Net assets		**342.5**	398.6
Capital and reserves			
Called up share capital	11	**71.8**	73.0
Share premium account		**56.8**	56.8
Capital redemption reserve		**3.7**	2.5
Other reserves		**13.9**	13.9
Profit and loss account		**196.3**	252.4
Equity shareholders' funds		**342.5**	398.6

Approved by the Board of Directors on 14 February 2017 and signed on its behalf by:

T G Finn
Chief Executive

T P Holden
Finance Director

Registered Company Number : 2304195

The notes on pages 143 to 150 form part of these financial statements.

COMPANY STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2016

	2016 £m	2015 £m
Profit for the year	**20.3**	49.0
Other comprehensive income		
Items that will never be reclassified to profit and loss:		
Defined benefit plan remeasurement gains and (losses)	**(59.4)**	24.4
Income tax relating to defined benefit plan remeasurement gains and (losses)	**10.0**	(5.5)
Other comprehensive income for the year, net of tax	**(49.4)**	18.9
Total comprehensive income for the year	**(29.1)**	67.9

The notes on pages 143 to 150 form part of these financial statements.

COMPANY STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2016

	Share capital £m	Share premium £m	Capital redemption reserve £m	Other reserves £m	Retained earnings £m	**Total £m**
Balance at 1 January 2016	73.0	56.8	2.5	13.9	252.4	**398.6**
Total comprehensive income for 2016						
Profit for the year	-	-	-	-	20.3	**20.3**
Other comprehensive income for the year, net of tax	-	-	-	-	(49.4)	**(49.4)**
Total comprehensive income for the year	-	-	-	-	(29.1)	**(29.1)**
Transactions with owners, recorded directly in equity						
Own shares purchased for cancellation	(1.2)	-	1.2	-	(7.5)	**(7.5)**
Own shares purchased by EBT	-	-	-	-	(0.3)	**(0.3)**
Own shares issued by EBT	-	-	-	-	0.1	**0.1**
Share based payments	-	-	-	-	1.3	**1.3**
Income tax relating to share based payments	-	-	-	-	(0.3)	**(0.3)**
Dividends paid (see note 4)	-	-	-	-	(20.3)	**(20.3)**
Total contributions by and distributions to owners	(1.2)	-	1.2	-	(27.0)	**(27.0)**
Balance at 31 December 2016	71.8	56.8	3.7	13.9	196.3	**342.5**

	Share capital £m	Share premium £m	Capital redemption reserve £m	Other reserves £m	Retained earnings £m	**Total £m**
Balance at 1 January 2015	72.8	56.8	2.5	13.9	207.3	**353.3**
Total comprehensive income for 2015						
Profit for the year	-	-	-	-	49.0	**49.0**
Other comprehensive income for the year, net of tax	-	-	-	-	18.9	**18.9**
Total comprehensive income for the year	-	-	-	-	67.9	**67.9**
Transactions with owners, recorded directly in equity						
Issue of ordinary shares	0.2	-	-	-	(0.2)	**-**
Own shares purchased by EBT	-	-	-	-	(7.6)	**(7.6)**
Own shares issued by EBT	-	-	-	-	1.4	**1.4**
Share based payments	-	-	-	-	1.3	**1.3**
Income tax relating to share based payments	-	-	-	-	(0.3)	**(0.3)**
Dividends paid (see note 4)	-	-	-	-	(17.4)	**(17.4)**
Total contributions by and distributions to owners	0.2	-	-	-	(22.8)	**(22.6)**
Balance at 31 December 2015	73.0	56.8	2.5	13.9	252.4	**398.6**

The notes on pages 143 to 150 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS OF THE COMPANY

1 Accounting policies

(a) Basis of preparation Pendragon PLC is a company incorporated and domiciled in the UK.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). The amendments to FRS 101 (2015/16 Cycle) issued in July 2016 and effective immediately have been applied.

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:
• a Cash Flow Statement and related notes;
• Comparative period reconciliations for share capital, tangible fixed assets and intangible assets;
• Disclosures in respect of transactions with wholly owned subsidiaries ;
• Disclosures in respect of capital management;
• The effects of new but not yet effective IFRSs;
• Disclosures in respect of the compensation of Key Management Personnel.
As the consolidated financial statements of the company include the equivalent disclosures, the company has also taken the exemptions under FRS 101 available in respect of the following disclosures:
• IFRS 2 Share Based Payments in respect of group settled share based payments;
• Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are:

- notes 6 & 9 - tax liability and recognition of deferred tax assets. The actual tax on the company's profits is determined according to complex laws and regulations. Where the effect of these laws and regulations is unclear, estimates are used in determining the liability for the tax to be paid on profits which are recognised in the financial statements. The company considers the estimates, assumptions and judgements to be reasonable but this can involve complex issues which may take a number of years to resolve. The final determination of tax liabilities could be different from the estimates reflected in the financial statements. Deferred tax assets and liabilities require management judgement in determining the amounts to be recognised. In particular, judgement is used when assessing the extent to which deferred tax assets should be recognised with consideration given to the timing and level of future taxable income.
- note 12 - retirement benefit obligations. The Pendragon Group Pension Scheme typically exposes the company to actuarial risks such as investment risk, interest rate risk, mortality risk and longevity risk. A decrease in corporate bond yields, a rise in inflation or an increase in life expectancy would result in an increase to scheme liabilities. This would detrimentally impact the balance sheet position and may give rise to increased charges in future income statements. This effect would be partially offset by an increase in the value of the scheme's bond holdings. Additionally, caps on inflationary increases are in place to protect the scheme against extreme inflation. The assumptions used by the actuary are the best estimates chosen from a range of possible actuarial assumptions which, due to the timescale covered, may not necessarily be borne out in practice.

1 **Accounting policies** *continued*

(b) Deferred taxation Full provision is made for deferred taxation on all timing differences which have arisen but have not reversed at the balance sheet date, except as follows:

(i) tax payable on the future remittance of the past earnings of subsidiaries is provided only to the extent that dividends have been accrued as receivable or a binding agreement to distribute all past earnings exists;

(ii) deferred tax assets are recognised only to the extent that it is more likely than not that they will be recovered.

Deferred tax is measured on a non-discounted basis at the tax rates that are expected to apply in the periods in which the timing differences reverse, based on tax rates and laws substantively enacted at the balance sheet date.

(c) Financial instruments The company holds derivative financial instruments to hedge currency and interest risks arising from its activities. Derivative financial instruments are recognised at fair value. Any gain or loss on remeasurement is recognised in the profit and loss account. However, the treatment of gains or losses arising from derivatives which qualify for hedge accounting depends on the nature of the hedged item itself. The fair value of derivatives is the estimated amount receivable or payable to terminate the contract determined by reference to the market prices prevailing at the balance sheet date.

Fair value hedges

Where a derivative financial instrument hedges the changes in fair value of recognised assets or liabilities, any gain or loss is recognised in profit and loss. The hedged item is also stated, separately from the derivative, at fair value in respect of the risk being hedged with any gain or loss also recognised in profit and loss. This will result in variations in the balance sheet values of the gross debt and the offsetting derivatives as the market value fluctuates.

(d) Investments Investments held as fixed assets are stated at cost less any impairment losses.

(e) Employee benefits Share based payments The company operates a number of employee share option schemes. The fair value at the date at which the share options are granted is recognised in profit and loss on a straight line basis over the vesting period, taking into account the number of options that are expected to vest. The number of options that are expected to become exercisable is reviewed at each balance sheet date and if necessary estimates are revised.

(f) Pension obligations The company operated a defined benefit and defined contribution plan during the year, the assets of which are held in independent trustee administered funds. Pension accounting costs for defined benefit plans are assessed by determining the pension obligation using the projected unit credit method after including a net return on the plan assets. Under this method, in accordance with the advice of qualified actuaries, the amounts charged in respect of employee benefits reflect the cost of benefits accruing in the year and the cost of financing historical accrued benefits. The company recognises all actuarial gains and losses arising from defined benefit plans in the statement of other comprehensive income immediately.

The present value of pension obligations is measured by reference to market yields on high quality corporate bonds which have terms to maturity approximating to the terms of the related pension liability. Plan assets are measured at fair value. When the calculation results in a benefit to the company, the recognised asset is limited to the total of the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. An economic benefit is available to the company if it is realisable during the life of the plan, or on settlement of the plan liabilities.

Under IAS 19 Employee Benefits, the Group recognises an interest expense or income which is calculated on the net defined benefit liability or asset respectively by applying the discount rate to the net defined benefit liability or asset.

A defined contribution plan is one under which the company pays fixed contributions and has no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in the income statement when they are due.

1 **Accounting policies** *continued*

(f) Pension obligations *continued* In accordance with IFRIC 14 surpluses in schemes are recognised as assets only if they represent unconditional economic benefits available to the company in the future. Provision is made for future unrecognisable surpluses that will arise as a result of regulatory funding requirements. Movements in unrecognised surpluses are included in the statement of recognised income and expense. If the fair value of the assets exceeds the present value of the defined benefit obligation then the surplus will only be recognised if the nature of the arrangements under the trust deed, and funding arrangements between the Trustee and the company support the availability of refunds or recoverability through agreed reductions in future contributions. In addition, if there is an obligation for the company to pay deficit funding, this is also recognised.

Under the provisions of FRS 101 Pendragon PLC is designated as the principal employer of the Pendragon Group Pension Scheme and as such applies the full provisions of IAS 19 Employee benefits (2011). In line with IAS 19 Employee benefits (2011), the company has recognised a pension prepayment with respect to an extraordinary contribution made during 31 December 2011 as this does not meet the definition of a planned asset and therefore the amount is held in pension prepayment and will be unwound over the period in with Scottish Limited Partnership Limited makes contributions to the pension scheme.

Information relating to pension obligations can be found in the Consolidated Financial Statements in note 5.1.

(g) Dividends Dividends proposed by the Board and unpaid at the end of the year are not recognised in the financial statements until they have been approved by the shareholders at the Annual General Meeting. Interim dividends are recognised when they are paid.

(h) Own shares held by ESOP trust Transactions of the group-sponsored ESOP trust are included in the company financial statements. In particular, the trust's purchases and sales of shares in the company are debited and credited directly to equity.

(i) Contingent liabilities Where the company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the company considers these to be insurance arrangements, and accounts for them as such. In this respect, the company treats the guarantee contract as a contingent liability until such time as it becomes probable that the company will be required to make a payment under the guarantee.

2 **Profit and loss account of the company**

In accordance with the exemption allowed by Section 408 of the Companies Act 2006, the profit and loss account of the company is not presented. The profit after taxation attributable to the company dealt with in its own accounts for the year ended 31 December 2016 is £20.3m (2015: £49.0m).

3 **Directors**

Total emoluments of directors (including pension contributions) amounted to £2.7m (2015: £2.8m). Information relating to directors' emoluments, share options and pension entitlements is set out in the Directors' Remuneration Report on pages 48 to 64.

The directors are the only employees of the company.

4 Dividends

	2016 £m	2015 £m
Ordinary shares		
Final dividend in respect of 2015 of 0.7p per share (2014: 0.6p per share)	**10.2**	8.7
Interim dividend in respect of 2016 of 0.7p per share (2015: 0.6p per share)	**10.1**	8.7
	20.3	17.4

The Board is recommending a final dividend for 2016 of 0.75p (2015: 0.7p) per ordinary share equating to £10.7m in total in respect of shares in issue at the date of this report (2015: £10.2m).

5 Investments

	Shares in subsidiary undetakings £m
At 31 December 2015 and at 31 December 2016	**922.6**

Shares in subsidiary undertakings are stated at cost. Pendragon PLC owns directly or indirectly 100 percent of the issued ordinary share capital of the following subsidiaries.

5 Investments *continued*

Incorporated in Great Britain having a registered office at Loxley House, 2 Little Oak Drive, Annesley, Nottingham, NG15 0DR:

Alloy Racing Equipment Limited
Bramall Quicks Dealerships Limited
CD Bramall Dealerships Limited
Chatfields Limited
Derwent Vehicles Limited
National Fleet Solutions Limited
Pendragon Vehicle Management Limited
Pendragon Finance & Insurance Services Limited
Pendragon Management Services Limited
Pendragon Motor Group Limited
Pendragon Orient Limited
Pendragon Premier Limited
Pendragon Property Holdings Limited
Pendragon Sabre Limited
Pinewood Technologies PLC *
Pendragon Used Cars Limited
Reg Vardy (MML) Limited
Reg Vardy (VMC) Limited **
Reg Vardy Limited *
Stratstone Limited
Stripestar Limited
Victoria (Bavaria) Limited
Chatfields - Martin Walter Limited
Pendragon Group Services Limited
Pendragon Overseas Limited
Pendragon Stock Limited
Pendragon Stock Finance Limited
Vardy Contract Motoring Limited
Vardy Marketing Limited
Pendragon Limited Partner Limited
Bramall Quicks Limited
CD Bramall Limited
Evans Halshaw Motors Ltd
Executive Motor Group Limited
Stratstone Motor Holdings Limited
Petrogate Limited
Reg Vardy (Property Management) Limited
Reg Vardy (TMC) Limited
Reg Vardy (TMH) Limited
Evans Halshaw.com Limited
Pendragon Automotive Services Limited
Stratstone.com Limited
Vardy (Continental) ltd
Pendragon Group Pension Trustees Limited
Allens (Plymouth) Limited
AMG Limited
Andre Baldet Limited
Archers (Dorridge) Limited
Archers (Shirley) Limited
Arena Auto Limited
Autocity Limited
Automend Limited
Berkhamsted Motor Company Limited
Bletchley Motor Company Limited
Bletchley Motor Contracts Limited
Bletchley Motor Group Limited
Bletchley Motor Rentals Limited
Bletchley Motors Car Sales Limited
Bletchley Properties Limited
Boxmoor Motors Limited
Bramall Contracts Limited
Bridgegate Limited
Brightdart Limited
Buist Manor Limited
C P Evinson Limited
C.G.S.B Holdings Limited
Calmoon Limited
Canitanel Consulting Limited
CD Bramall Motor Group Limited
CD Bramall Pensions Limited
CD Bramall Pension Trustee Limited
CD Bramall York Limited
Central Motor Company (Leicester) Limited
Chalfont Service Station Limited
Charles Douglas Dealerships Limited
Charles Motors Limited
Charles Sidney Holdings Limited
Charles Sidney Limited
Chelmhill Motors Limited
Clarks Garage (Narborough) Limited
Comet Vehicle Contracts Limited
Contim Harrow Limited
Contim Hayes Limited
Contim Heathrow Limited
Cowley & Wilson Limited
Cumbria Vehicles Limited
Dandytown Limited
Davenport Vernon Beaconsfield Limited
Davenport Vernon Berkshire Limited
Davenport Vernon Croxley Green Limited
Davenport Vernon Finance Limited
Davenport Vernon Gloucester Limited
Davenport Vernon High Wycombe Limited
Davenport Vernon Milton Keynes Limited
Davenport Vernon Nissan Limited
Davenport Vernon Northfield Limited
Davenport Vernon Oxford Limited
Davenport Vernon Reading Limited
Davenport Vernon Watford Limited
Davenport Vernon Welwyn Garden City Limited
David Ruskin Limited
Davies Holdings Limited
Dunham & Haines Limited
Evans Halshaw (Cardiff) Limited
Evans Halshaw (Chesham) Limited
Evans Halshaw (Halifax) Limited
Evans Halshaw (Halesowen) Limited
Evans Halshaw (Macclesfield) Limited
Evans Halshaw (Midlands) Limited
Evans Halshaw (Newport) Limited
Evans Halshaw (Northern) Limited
Evans Halshaw (Preston) Limited
Evans Halshaw (South West) Limited
Evans Halshaw (Sussex) Limited
Evans Halshaw (Sutton) Limited
Evans Halshaw (The Wirral) Limited
Evans Halshaw Group Pension Trustees Limited
Evans Halshaws Limited
Evans Halshaw Motor Holdings Limited
Evans Halshaw Vehicle Management Services Limited
Evinson Tractors Limited
Excalibur Motor Finance Limited
Executive Motor Group Limited
Executive Motors (Stevenage) Limited
Extra Rentals Limited
Folletts Limited
Ford Parts Limited
G.E. Harper Limited
Gelderd Road Eight Limited
Giltbase Limited
Godfrey Davis (London) Limited
Godfrey Davis (Trust) Limited
Godfrey Davis Motor Group Limited
Godfrey Motor Company (Cardiff) Limited
H. Flack & Son Limited
Hemel Hempstead Motors Limited
Kingston Reconditioning Services Limited
Kitchener Garages Limited
Leveling Limited
Lewcan Limited
Longton Garages Limited
Manchester Garages (Cars) Limited
Manchester Garages Holdings Limited
Manchester Garages Limited
Merlin (Chatsworth) Limited
Michael Jackson Motors Limited
Miles (Chesham) Limited
Milton Keynes Garages Limited
Motors Direct Limited
Motown Limited
Munn & Chapman Limited
Munn Holdings Limited
Neville (EMV) Limited
Newport (Gwent) Motor Company Limited
Northside Truck Centre Limited
Oggelsby'S Limited
P J Evans (Dudley) Limited
P J Evans (Holdings) Limited
Paramount Cars Limited
Parkhouse Garage (Newcastle) Limited
Pendragon Company Car Finance Limited
Pendragon Demonstrator Finance Limited
Pendragon Demonstrator Finance November Limited
Pendragon Demonstrator Sales Limited
Pendragon Extra Limited
Petrogate Properties Limited
Pinewood Computers Limited
Plumtree Motor Company Limited
Portmann Limited
Premier Carriage Limited
Premier Parts Limited
Quicks (1997) Motor Holdings Limited
Quicks (1997) Properties Limited
Quicks Finance Limited
Reades Of Telford Limited
Reed Wedge Motor Company Limited
Regency Automotive Limited
Reg Vardy (AMC) Limited
Reg Vardy (DWSB) Limited
Reg Vardy (EBT) Limited
Reg Vardy (MMC) Limited
Reg Vardy (Property Management) Limited
Reg Vardy (Rentals) Limited
Reg Vardy (RTL) Limited
Evans Halshaw.Com Limited
Reg Vardy (TMC) Limited
Reg Vardy (TMH) Limited
Risboro' Garage Limited
Rossleigh Limited
Rudds Limited
Sanderson Murray & Elder Limited
Skipper Of Aintree Limited
Skipper Of Burnley Limited
Skipper Of Cheltenham Limited
Skipper Of Darlington Limited
Skipper Of Northallerton Limited
Skipper Of Plymouth Limited
Skipper Of Sheffield Limited
Skipper Of Torbay Limited
Skipper Of Wakefield Limited
Slater Brothers (Dronfield) Limited
SM & E Properties Limited
Storm Of Leicester Limited
Strattons (Service) Limited
Strattons (Wilmslow) Limited
Suresell Limited
T K Motors Limited
T K Motor Group Limited
Tamplins Limited
The Halshaw Group Limited
The Mcgill Group Limited
The Skipper Group Limited
Tins Limited
Trust Advertising Limited
Trust Developments Limited
Trust Holidays Limited
Trust Motors Limited
Trust Properties Limited
Tyne Tees Properties Limited
United Motor Group Limited
Vardy (Continental) Limited
Venture (RVL) Limited
Vertcell Limited
Wayahead Fuel Services Limited
West Of Thame Limited

Incorporated in Great Britain having a registered office at Citypoint, 65 Haymarket Terrace, Edinburgh, EH12 5HD:

Pendragon General Partner Limited

Incorporated in Great Britain having a registered office at 221 Windmillhill Street, Motherwell, Lanarkshire, ML1 2UB:

Reg Vardy (Aberdeen) Limited
Reg Vardy (MME) Limited
Trust Motors (Glasgow) Limited
Trust Motors (Motherwell) Limited

Incorporated in Great Britain having a registered office at 1 Forth Avenue, Kirkcaldy, Fife, KY2 5PS:

Bramall Laidlaw Limited

Incorporated in the United States of America having a registered office at 2171 Campus Drive Suite 260, Irvine, California, 92612:

Pendragon North America Automobiles, Inc.
Penegon West, Inc.
Penegon Mission Viejo, Inc.
Penegon Newport Beach, Inc.
Penegon Glendale, Inc.
Lincoln Irvine, Inc
Penegon South Bay, Inc
Penegon Santa Monica, Inc
South County, Inc
Bauer Motors, Inc
Penegon Properties, Inc

Incorporated in Germany having a registered office at 40210 Düsseldorf, Nordrhein-Westfalen, Germany:

Pendragon Overseas Holdings, GmbH.

* Direct subsidiary of Pendragon PLC
** Pendragon PLC owns 95% of the issued ordinary share capital

6 Debtors

	2016 £m	2015 £m
Amounts due within one year:		
Prepayments	**30.8**	31.8
	30.8	31.8
Amounts due after more than one year		
Deferred tax (see note 9)	**18.1**	8.5
	18.1	8.5
	48.9	40.3

7 Creditors: amounts falling due within one year

	2016 £m	2015 £m
Amounts due to subsidiary undertakings	**436.6**	396.2
Bank loans and overdrafts	**5.2**	-
Amounts due to subsidiary undertakings	**441.8**	396.2

8 Creditors: amounts falling due after more than one year

	2016 £m	2015 £m
Bank loans (repayable between two and five years)	**114.0**	33.9
5.75% Senior notes 2023	**60.0**	-
6.875% bond 2020	**-**	182.8
	174.0	216.7

Full details of the company’s borrowings including security and maturity are given in note 4.2 to the consolidated financial statements.

Amounts due from subsidy undertakings have a 0% interest rate and are payable on demand.

9 Deferred tax

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. There are no offset amounts as follows:

	2016 £m	2015 £m
Deferred tax assets	**18.1**	8.5

The movements in the deferred tax asset for the year are as follows:

	Retirement benefit obligations £m	Other provisions £m	**Total £m**
At 1 January 2015	13.3	0.9	**14.2**
Credited to income statement	-	0.1	**0.1**
(Charged) to equity	(5.5)	(0.3)	**(5.8)**
At 31 December 2015	7.8	0.7	**8.5**
At 1 January 2016	7.8	0.7	**8.5**
(Charged) to income statement	(0.1)	-	**(0.1)**
Credited / (charged) to equity	10.0	(0.3)	**9.7**
At 31 December 2016	17.7	0.4	**18.1**

Deferred tax asset is shown within debtors (see note 6).

10 Share based payments

Details of share schemes in place for the Group of which the company participates as at 31 December 2015 are fully disclosed in note 4.6 of this report.

11 Called up share capital

	Number	**£m**
Allotted, called up and fully paid shares of 5p each at 31 December 2015	1,460,320,656	**73.0**
Shares cancelled during the year	(23,423,696)	**(1.2)**
Allotted, called up and fully paid shares of 5p each at 31 December 2016	1,436,896,960	**71.8**

11 Called up share capital *continued*

There were no issues of ordinary shares during the year. During the previous period 5,000,000 ordinary new shares were issued at nominal value to the Employee Benefit Trust for a consideration of £0.2m.

23,423,696 ordinary shares having a nominal value of £1.2m were bought back and subsequently cancelled during the year in accordance with the authority granted by shareholders in the Annual General Meeting on 28 April 2016. The aggregate consideration paid, including directly attributable costs, was £7.5m.

Movements in the number of options to acquire ordinary shares under the Group's various share option schemes, together with exercise prices and the outstanding position at 31 December 2016 are fully disclosed above in note 4.6 of this report.

The market value of the investment in the company's own shares at 31 December 2016 was £2.3m (2015: £5.6m), being 7.5m (2015: 11.2m) shares with a nominal value of 5p each, acquired at an average cost of £0.32 each (2015: £0.32). During the year the trust acquired 0.8m (2015: 24.1m) shares for a consideration of £0.3m (2015: £7.8m) and disposed of 4.5m (2015: 24.6m) shares in respect of LTIP and executive share option awards for a consideration of £0.1m (2015: £1.4m). The amounts deducted from retained earnings for shares held by the EBT at 31 December 2016 was £15.5m (2015: £15.3m). The trustee of the EBT is Salamanca Group Trust (Jersey) Limited, formerly Investec Trust Jersey Limited. The shares in trust may subsequently be awarded to Executive Directors and employees under the Pendragon 1999 Approved Executive Share Option Scheme, Pendragon 1999 Unapproved Executive Share Option Scheme and to satisfy amounts under LTIPs. Details of the plans are given in the Directors' Remuneration Report on pages 48 to 64.

Dividends on the shares owned by the trust, the purchase of which were funded by interest free loans to the trust from Pendragon PLC, are waived. All expenses incurred by the trust are settled directly by Pendragon PLC and charged in the accounts as incurred.

12 Retirement benefit obligations

Details of Pendragon Group Pension Scheme are fully disclosed in note 5.1 of this report.

13 Related party transactions

Identity of related parties
The company has related party relationships with its subsidiaries, its joint venture and its investment (see notes 3.3 and 3.4 of the consolidated financial statements), and with its key management personnel.

Transactions with related parties
The transaction with directors of the company, the joint venture PPH0 Limited and King Arthur Properties S.a.r.L are set out in note 6.3 to the consolidated financial statements.

14 Contingent liabilities

(a) The company has entered into cross-guarantees with its bankers whereby it guarantees payment of bank borrowings in respect of UK subsidiary undertakings.
(b) The company has given performance guarantees in the normal course of business in respect of subsidiary undertaking obligations.

ADVISORS, BANKS AND SHAREHOLDER INFORMATION

Financial Calendar 2017

14 February	date of this Report
14 February	preliminary announcement of 2016 results
20 April	ex-dividend date 2016 proposed final dividend
21 April	record date 2016 proposed final dividend
27 April	Annual General Meeting (at the Registered Office)
27 April	Spring IMS
4 May	Capital Markets Day
23 May	payment of proposed 2016 final dividend
1 August	announcement of 2017 interim results
21 September	ex-dividend date interim dividend 2017
22 September	record date interim dividend 2017
24 October	payment of 2017 interim dividend
31 October	Autumn IMS

Auditor
KPMG LLP

Banks
Barclays Bank PLC
Lloyds TSB Bank plc
Royal Bank of Scotland plc
Allied Irish Banks plc
HSBC Bank plc

Stockbrokers
Joh. Berenberg, Gossler & Co. KG
Jefferies International Limited

Solicitors
CMS Cameron McKenna LLP
Geldards LLP
Eversheds LLP

How to find Pendragon PLC's offices
Visit Contacts on the company's website www.pendragonplc.com or contact the company secretary's office on 01623 725200.

Stock Classification
The company's ordinary shares are traded on the London Stock Exchange. Investment codes for Pendragon's shares are:

London Stock Exchange:	PDG
Bloomberg:	PDG.LN
GlobalTOPIC and Reuters:	PDG.L

Share dealing service
Pendragon's company registrar offers a share dealing service, provided by Capita Asset Services (a trading name of Capita IRG Trustees Limited). Details appear at www.capitadeal.com

Shareholder and investor information
Making some of our corporate materials and policies available on our website reduces the length of this Report. This year we have placed certain background information on policy and governance on our website. We also display historic financial reports and have a section on company news, which we regularly update www.pendragonplc.com

On-line services
Shareholders can choose to receive communications and access a variety of share-related services online via the share portal offered by Pendragon's company registrar. This allows shareholders to manage their shareholding electronically and is free of charge. For details, visit www.capitashareportal.com

Getting company reports online
reduces the environmental impacts of report distribution. To choose on-line only reporting, visit the share portal and register for electronic form reporting, or contact our registrar, whose details are:-

Registrar and shareholder enquiries
Capita Asset Services
The Registry
34 Beckenham Road
Beckenham
Kent
BR3 4TU

shareholderenquiries@capitaregistrars.com
Tel: 0871 664 0300

5 YEAR GROUP REVIEW

	2016 £m	2015 £m	2014 £m	2013 £m	2012 £m
Revenue	**4,537.0**	4,453.9	4,000.4	3,848.9	3,635.1
Gross profit	**559.6**	548.9	522.6	499.9	481.3
Operating profit before other income	**100.1**	96.4	89.8	77.5	67.5
Profit before taxation	**73.0**	79.0	64.6	38.9	34.0
Basic earnings per share	**3.8p**	5.0p	3.5p	2.8p	1.7p
Net assets	**372.8**	395.1	339.9	305.2	275.4
Net borrowings (note 1)	**91.7**	79.6	108.8	139.6	216.4

Other financial information					
Underlying profit before tax	**75.4**	70.1	60.2	44.2	36.4
Underlying earnings per share (note 4)	**3.9p**	3.7p	3.1p	2.3p	2.0p
Net debt : underlying EBITDA (note 6)	**0.6**	0.5	0.8	1.2	2.0
Gross margin	**12.3%**	12.3%	13.1%	13.0%	13.2%
Total operating margin (note 2)	**2.2%**	2.3%	2.2%	2.0%	2.0%
After tax return on equity (note 3)	**14.5%**	19.8%	15.4%	14.2%	9.6%
Dividends per share (note 5)	**1.45p**	1.3p	0.9p	0.4p	0.1p
Dividend cover (times)	**2.7**	3.9	3.8	6.9	19.3
Interest cover (times)	**3.7**	2.9	3.0	2.0	2.0
Gearing (note 7)	**24.6%**	20.1%	32.0%	45.7%	78.6%

Business summary					
Number of franchise points	**196**	200	213	225	240

All information relating to the years 2014 and prior can be found in the relevant annual reports.

note 1 Net borrowings comprise interest bearing loans and borrowings, cash and cash equivalents and derivative financial instruments.
note 2 Total operating margin is calculated after adding back non-underlying items, and excluding other income.
note 3 Return on equity is profit after tax for the year as a percentage of average shareholders' funds.
note 4 Basic earnings per share adjusted to eliminate the effects of non-underlying operating, non-underlying finance and tax items, see note 2.8 of the financial statements.
note 5 Dividends per share are based on the interim dividend paid and final dividend proposed for the year.
note 6 Full details of the calculation of the net debt : underlying EBITDA ratio are given in note 4.2 to the financial statements.
note 7 Gearing is calculated as net borrowings as a percentage of net assets.

Pendragon | PLC

ADDRESS: Pendragon PLC, Loxley House, Little Oak Drive, Annesley, Nottingham, NG15 0DR
TELEPHONE: 01623 725200 **E-MAIL:** enquiries@pendragon.uk.com
WEBSITE: www.pendragonplc.com

DESIGN: Creative Services, Loxley House, Little Oak Drive, Annesley, Nottingham, NG15 0DR