

Pendragon PLC (“the Company”)

Results of Annual General Meeting

The Annual General Meeting of the Company was held on Friday 30 June 2023 at 2.30pm. The results of each resolution are set out in the table below.

Resolution	Votes for	% For to 2 d.p)	Votes Against	% Against (to 2 d.p)	Votes Withheld
1. To receive the annual accounts and Directors’ and Auditors Reports for year ended 31 December 2022	1,018,607,773	99.86	1,425,224	0.14	5,000
2. To approve the annual report on directors’ remuneration for year ended 31 December 2022	440,159,402	43.56	570,236,199	56.44	9,631,600
3. To approve the directors’ remuneration policy	586,637,790	58.06	423,737,970	41.94	9,642,396
4. To approve the Company Share Option Plan	1,008,843,775	99.85	1,551,827	0.15	9,642,395
5. To re-elect Mr W Berman as a director	587,790,762	58.18	422,590,828	41.82	9,645,611
6. To re-elect Mr M S Casha as a director	604,813,211	59.86	405,559,360	40.14	9,654,630
7. To re-elect Mr D Exler as a director	583,370,869	57.74	427,001,702	42.26	9,654,630
8. To re-appoint Mr I F Filby as a director	554,307,843	54.86	456,069,747	45.14	9,649,611
9. To re-elect Ms N K Flanders as a director	987,425,991	97.73	22,951,599	2.27	9,649,611
10. To re-elect Mr B M Small as a director	987,312,527	97.72	23,060,044	2.28	9,654,630
11. To re-elect Mr M S Willis as a director	991,890,134	98.17	18,482,437	1.83	9,654,630
12. To appoint KPMG LLP as auditor of the Company	850,894,667	83.42	169,082,855	16.58	29,838
13. To authorise the directors to determine the remuneration of the auditors	871,977,705	85.49	148,013,956	14.51	26,495
14. To authorise the Directors to allot shares in the Company	1,009,952,601	99.95	459,355	0.05	9,626,041

15. To authorise the directors to call a general meeting on not less than 14 clear days' notice	1,000,984,522	98.13	19,053,010	1.87	465
16. To authorise the Directors to dis- apply pre-emption rights when allotting shares in connection with an acquisition or specified capital investment	1,009,518,411	99.91	904,341	0.09	9,615,245
17. To authorise the Directors to dis- apply pre-emption rights when allotting shares in connection with an acquisition or specific capital investment which is announced contemporaneously with, or has taken place in the preceding six months	1,009,477,452	99.91	899,385	0.09	9,661,160
18. To authorise the Company to make market purchases of its shares	1,019,794,557	99.98	239,440	0.02	4,000

All resolutions were passed, with the exception of resolution 2. Resolutions 15 to 18 were passed as special resolutions.

The Company will continue to consult with shareholders to fully understand their concerns in relation to the number of votes recorded not in favour of resolutions 2, 5, 6, 7 and 8. An update will be provided within six months as required by the UK Corporate Governance Code.

The Board recognises the significant vote against the annual report on director's remuneration. The Remuneration Committee sought to ensure the rewards for the executive team were commensurate with the Group's financial performance, in line with market benchmarking and in keeping with the remuneration policy's aim to support the longer-term success of the business for all stakeholders. Although the Remuneration Committee is satisfied its decisions were made in the best interests of all stakeholders, it respects the views expressed by shareholders regarding the resolution in respect of remuneration awarded in 2022.

The Company's overall remuneration policy has been renewed following approval by shareholders at this meeting. All future incentive and remuneration arrangements for directors will be implemented in accordance with this approved policy.

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

The results will also be made available on the Company's website at www.pendragonplc.com

Richard Maloney
Group General Counsel

30 June 2023

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