

## 2015 AGM POLL RESULTS FOR DIRECT LINE INSURANCE GROUP PLC

13 May 2015

Direct Line Insurance Group plc announces that all resolutions proposed to shareholders at its Annual General Meeting today were carried by the requisite majority on a poll.

The following table shows the votes cast for each resolution:

Resolution		For	%	Against	%	Total votes	% of issued share capital voted	Votes withheld	Result
1.	To receive the 2014 Annual Report & Accounts	1,148,384,313	99.86%	1,552,784	0.14%	1,149,937,097	76.66%	11,953,274	CARRIED
2.	To approve the Directors' remuneration report	1,108,103,256	96.16%	44,283,445	3.84%	1,152,386,701	76.83%	9,502,728	CARRIED
3.	To re-elect Mike Biggs as a Director	1,147,971,399	99.07%	10,718,453	0.93%	1,158,689,852	77.25%	3,200,519	CARRIED
4.	To re-elect Paul Geddes as a Director	1,150,155,502	99.26%	8,596,733	0.74%	1,158,752,235	77.25%	3,138,136	CARRIED
5.	To re-elect Jane Hanson as a Director	1,152,842,198	99.49%	5,886,946	0.51%	1,158,729,144	77.25%	3,164,102	CARRIED
6.	To elect Sebastian James as a Director	1,157,856,361	99.93%	866,049	0.07%	1,158,722,410	77.25%	3,167,961	CARRIED
7.	To re-elect Andrew Palmer as a Director	1,143,251,012	98.66%	15,474,964	1.34%	1,158,725,976	77.25%	3,164,395	CARRIED

8.	To re-elect John Reizenstein as a Director	1,148,401,521	99.11%	10,328,321	0.89%	1,158,729,842	77.25%	3,160,529	CARRIED
9.	To re-elect Clare Thompson as a Director	1,152,842,772	99.49%	5,883,493	0.51%	1,158,726,265	77.25%	3,164,106	CARRIED
10.	To re-elect Priscilla Vacassin as a Director	1,152,540,648	99.47%	6,131,733	0.53%	1,158,672,381	77.24%	3,217,990	CARRIED
11.	To re-appoint the Auditor	1,149,175,889	99.17%	9,583,670	0.83%	1,158,759,559	77.25%	3,133,054	CARRIED
12.	To provide authority to agree the Auditor's remuneration	1,158,238,044	99.96%	518,493	0.04%	1,158,756,537	77.25%	3,133,834	CARRIED
13.	To provide authority to allot new shares	1,125,424,686	97.13%	33,203,788	2.87%	1,158,628,474	77.24%	3,260,821	CARRIED
14.	To authorise the disapplication of pre-emption rights*	1,151,018,554	99.88%	1,391,342	0.12%	1,152,409,896	76.83%	9,480,475	CARRIED
15.	To authorise the purchase of Direct Line Insurance Group plc shares*	1,158,403,668	99.96%	427,816	0.04%	1,158,831,484	77.26%	3,062,829	CARRIED

16.	To authorise a 14 days' notice period for general meetings other than annual general meetings*	1,050,293,420	90.63%	108,535,469	9.37%	1,158,828,889	77.26%	3,061,482	CARRIED
17.	To authorise political donations and expenditure	1,132,765,498	97.75%	26,054,133	2.25%	1,158,819,631	77.25%	3,068,684	CARRIED

**NOTES:**

1. \* indicates a Special Resolution requiring 75% of votes cast to be carried.
2. Votes "For" and "Against" are expressed as a percentage of votes received.
3. Votes "For" include discretionary votes.
4. A "Vote withheld" is not a vote in law and is not counted in the calculation of the votes "For" or "Against" a resolution.
5. Total number of shares in issue is 1,500,000,000 ordinary shares.

In accordance with the UK Listing Authority's Listing Rule 9.6.2, copies of all the resolutions passed other than resolutions concerning ordinary business have been submitted to the UK Listing Authority via the National Storage Mechanism and will shortly be available for inspection at [www.hemscott.com/nsm.do](http://www.hemscott.com/nsm.do).

**Contact:**

Laura Brinkworth

Assistant Company Secretary

Email: [Laura.Brinkworth@directlinegroup.co.uk](mailto:Laura.Brinkworth@directlinegroup.co.uk)

Telephone: 01651 832941