

2016 AGM POLL RESULTS FOR DIRECT LINE INSURANCE GROUP PLC

12 May 2016

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	% of votes cast	Against	% of votes cast	Total votes	% of issued share capital voted	Votes withheld
1.	To receive the report & accounts for the year ended 31 December 2015	1,018,163,022	99.92	856,099	0.08	1,019,019,121	74.11%	329,026
2.	To approve the Directors' remuneration report	990,481,636	97.75	22,775,906	2.25	1,013,257,542	73.69%	6,090,605
3.	To declare a final dividend of 9.2p	1,018,584,385	99.95	467,052	0.05	1,019,051,437	74.11%	296,710
4.	To re-elect Mike Biggs as a Director	1,010,989,600	99.27	7,388,202	0.73	1,018,377,802	74.06%	970,345
5.	To re-elect Paul Geddes as a Director	1,012,176,358	99.33	6,821,444	0.67	1,018,997,802	74.11%	350,345
6.	To re-elect Jane Hanson as a Director	1,013,210,699	99.43	5,787,348	0.57	1,018,998,047	74.11%	349,845

7.	To re-elect Sebastian James as a Director	1,012,610,837	99.37	6,386,868	0.63	1,018,997,705	74.11%	350,442
8.	To re-elect Andrew Palmer as a Director	1,005,904,831	98.72	13,092,971	1.28	1,018,997,802	74.11%	350,345
9.	To re-elect John Reizenstein as a Director	1,010,268,015	99.14	8,729,787	0.86	1,018,997,802	74.11%	350,345
10.	To re-elect Clare Thompson as a Director	1,013,218,249	99.43	5,779,956	0.57	1,018,998,205	74.11%	349,942
11.	To elect Richard Ward as a Director	1,018,758,146	99.98	239,656	0.02	1,018,997,802	74.11%	350,345
12.	To approve the re-appointment of the Company's Auditor	991,440,883	98.92	10,813,384	1.08	1,002,254,267	72.89%	17,093,880
13.	To provide authority to the Audit Committee to agree the Auditor's remuneration	1,014,146,755	99.89	1,132,151	0.11	1,015,278,906	73.84%	4,068,700
14.	To approve the Company's authority to make political donations	1,009,192,516	99.03	9,838,972	0.97	1,019,031,488	74.11%	306,178
15.	To approve the Directors' authority to allot new shares	943,287,546	92.85	72,625,430	7.15	1,015,912,976	73.88%	3,434,379

16.	To authorise the Directors' authority to disapply pre-emption rights*	946,872,845	92.96	71,702,818	7.04	1,018,575,663	74.08%	772,484
17.	To authorise the Company's authority to purchase its own shares*	1,011,071,072	99.22	7,935,450	0.78	1,019,006,522	74.11%	341,625
18.	To authorise the Company's authority to call general meetings on 14 clear days' notice*	924,826,068	90.75	94,223,871	9.25	1,019,049,939	74.11%	298,208

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 cast.
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 1,375,000,000 ordinary shares. Ordinary shareholders are entitled to one vote per share held.

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.

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