

2019 AGM POLL RESULTS FOR DIRECT LINE INSURANCE GROUP PLC

9 May 2019

Direct Line Insurance Group plc (the “Company”) 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 2018	1,048,445,275	99.95	511,449	0.05	1,048,956,724	76.29%	871,067
2.	To approve the Directors’ remuneration report	977,430,480	93.88	63,723,957	6.12	1,041,154,437	75.72%	8,673,354
3.	To declare a final dividend of 14.0p	1,048,198,889	99.85	1,589,475	0.15	1,049,788,364	76.35%	39,427
4.	To re-elect Mike Biggs as a Director	1,029,936,260	98.15	19,380,647	1.85	1,049,316,907	76.31%	510,884
5.	To re-elect Danuta Gray as a Director	982,701,446	94.43	58,007,365	5.57	1,040,708,811	75.69%	9,118,980
6.	To re-elect Mark Gregory as a Director	1,048,839,657	99.95	474,084	0.05	1,049,313,741	76.31%	514,050
7.	To re-elect Jane Hanson as a Director	1,048,846,789	99.96	467,412	0.04	1,049,314,201	76.31%	513,590
8.	To re-elect Mike Holliday-Williams as a Director	1,047,580,845	99.83	1,734,350	0.17	1,049,315,195	76.31%	512,596

9.	To re-elect Penny James as a Director	1,048,855,839	99.96	461,803	0.04	1,049,317,642	76.31%	510,149
10.	To re-elect Sebastian James as a Director	1,047,742,318	99.85	1,568,806	0.15	1,049,311,124	76.31%	516,667
11.	To elect Fiona McBain as a Director	1,048,847,701	99.96	463,838	0.04	1,049,311,539	76.31%	516,252
12.	To re-elect Gregor Stewart as a Director	1,047,080,220	99.79	2,231,206	0.21	1,049,311,426	76.31%	516,365
13.	To re-elect Richard Ward as a Director	1,044,328,044	99.53	4,983,382	0.47	1,049,311,426	76.31%	516,365
14.	To re-appoint Deloitte as Auditor	1,018,447,729	97.02	31,316,527	2.98	1,049,764,256	76.35%	63,535
15.	To authorise the Audit Committee to agree the Auditor's remuneration	1,030,727,328	98.19	19,047,380	1.81	1,049,774,708	76.35%	53,083
16.	To authorise the Company to make political donations	1,012,124,110	97.12	29,979,769	2.88	1,042,103,879	75.79%	7,723,389
17.	To authorise the Directors to allot new shares	975,218,213	92.90	74,562,280	7.10	1,049,780,493	76.35%	47,165
18.	To disapply pre-emption rights*	1,046,161,881	99.93	754,581	0.07	1,046,916,462	76.14%	2,911,329
19.	To further disapply pre-emption rights in specific circumstances*	1,022,102,292	97.63	24,821,761	2.37	1,046,924,053	76.14%	2,903,738

20.	To authorise the Company to purchase its own shares*	1,038,391,345	98.93	11,232,012	1.07	1,049,623,357	76.34%	204,434
21.	To authorise the Directors to allot new shares in relation to an issue of Solvency II Restricted Tier 1 Capital Instruments	1,037,910,436	99.14	9,019,494	0.86	1,046,929,930	76.14%	2,897,861
22.	To authorise the Directors to disapply pre-emption rights in relation to an issue of Solvency II Restricted Tier 1 Capital Instruments*	1,031,638,588	98.54	15,285,261	1.46	1,046,923,849	76.14%	2,903,942
23.	To authorise the Company to call general meetings on 14 clear days' notice*	934,485,859	89.67	107,635,058	10.33	1,042,120,917	75.79%	7,706,874

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.
6. To view the full wording of the resolutions, please refer to the 2019 Notice of Annual General Meeting on the Company's website.

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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