

2021 Annual General Meeting Poll Results for Direct Line Insurance Group Plc

13 May 2021

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 and accounts for the year ended 31 December 2020 | 1,061,815,495 | 99.94 | 648,802 | 0.06 | 1,062,464,297 | 78.47% | 838,666 |
| 2. | To approve the Directors' Remuneration Report | 1,038,647,888 | 97.69 | 24,537,644 | 2.31 | 1,063,185,532 | 78.53% | 117,721 |
| 3. | To declare a final dividend of 14.7p | 1,057,154,483 | 99.43 | 6,103,472 | 0.57 | 1,063,257,955 | 78.53% | 45,298 |
| 4. | To re-elect Danuta Gray as a Director | 1,060,458,172 | 99.74 | 2,731,263 | 0.26 | 1,063,189,435 | 78.53% | 113,818 |
| 5. | To re-elect Mark Gregory as a Director | 1,060,135,484 | 99.71 | 3,037,715 | 0.29 | 1,063,173,199 | 78.53% | 130,054 |
| 6. | RESOLUTION WITHDRAWN | | | | | | | |
| 7. | To re-elect Penny James as a Director | 1,062,826,923 | 99.96 | 385,656 | 0.04 | 1,063,212,579 | 78.53% | 88,790 |
| 8. | To re-elect Sebastian James as a Director | 1,061,094,953 | 99.80 | 2,092,261 | 0.20 | 1,063,187,214 | 78.53% | 116,039 |

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|-----|--|---------------|-------|------------|------|---------------|--------|------------|
| 9. | To elect Adrian Joseph as a Director | 1,062,026,716 | 99.89 | 1,160,143 | 0.11 | 1,063,186,859 | 78.53% | 116,394 |
| 10. | To re-elect Fiona McBain as a Director | 1,060,858,077 | 99.78 | 2,328,809 | 0.22 | 1,063,186,886 | 78.53% | 116,367 |
| 11. | To re-elect Gregor Stewart as a Director | 1,016,373,384 | 99.01 | 10,171,712 | 0.99 | 1,026,545,096 | 75.82% | 36,758,156 |
| 12. | To re-elect Richard Ward as a Director | 1,061,039,966 | 99.80 | 2,148,947 | 0.20 | 1,063,188,913 | 78.53% | 114,340 |
| 13. | To re-appoint Deloitte LLP as Auditor | 967,885,089 | 91.04 | 95,301,976 | 8.96 | 1,063,187,065 | 78.53% | 116,166 |
| 14. | To authorise the Audit Committee to agree the Auditor's remuneration | 1,052,264,407 | 98.97 | 10,944,606 | 1.03 | 1,063,209,013 | 78.53% | 94,240 |
| 15. | To authorise the Company to make political donations | 1,036,902,891 | 97.53 | 26,278,766 | 2.47 | 1,063,181,657 | 78.53% | 121,596 |
| 16. | To authorise the Directors to allot new shares | 1,022,098,043 | 96.13 | 41,137,554 | 3.87 | 1,063,235,597 | 78.53% | 67,655 |
| 17. | To disapply pre-emption rights* | 1,053,939,036 | 99.27 | 7,761,617 | 0.73 | 1,061,700,653 | 78.42% | 1,602,600 |
| 18. | To further disapply pre-emption rights in specific circumstances* | 975,040,040 | 91.84 | 86,663,437 | 8.16 | 1,061,703,477 | 78.42% | 1,599,776 |

| | | | | | | | | |
|-----|---|---------------|-------|------------|------|---------------|--------|-----------|
| 19. | To authorise the Company to purchase its own shares* | 1,053,039,088 | 99.05 | 10,073,327 | 0.95 | 1,063,112,415 | 78.52% | 190,838 |
| 20. | To authorise the Company to call general meetings on 14 clear days' notice* | 1,011,307,106 | 95.12 | 51,910,056 | 4.88 | 1,063,217,162 | 78.53% | 86,091 |
| 21. | To authorise the Directors to allot new shares in relation to an issue of Restricted Tier 1 Capital Instruments | 1,046,107,394 | 98.52 | 15,665,765 | 1.48 | 1,061,773,159 | 78.42% | 1,530,094 |
| 22. | To authorise the Directors to disapply pre-emption rights in relation to an issue of Restricted Tier 1 Capital Instruments* | 1,038,539,705 | 97.82 | 23,180,931 | 2.18 | 1,061,720,636 | 78.42% | 1,582,617 |

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. The total number of ordinary shares in issue on 11 May 2021 was 1,353,338,609. Shareholders are entitled to one vote per share. Ordinary shareholders are entitled to one vote per share held.
6. To view the full wording of the resolutions, please refer to the 2021 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 National Storage Mechanism and will shortly be available for inspection at:
<https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

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