

2023 Annual General Meeting Poll Results for Direct Line Insurance Group Plc

9 May 2023

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 of the Company for the year ended 31 December 2022.	1,050,907,908	99.96%	440,546	0.04%	1,051,348,454	80.17%	886,905
2.	To approve the Directors' Remuneration Report.	1,028,748,967	97.89%	22,163,847	2.11%	1,050,912,814	80.14%	1,321,110
3.	To approve the Directors' remuneration policy	1,030,959,263	98.10%	19,918,567	1.90%	1,050,877,830	80.13%	1,356,094
4.	To elect Mark Lewis as a Director of the Company.	1,050,484,943	99.92%	794,394	0.08%	1,051,279,337	80.17%	956,522
5.	To re-elect Tracy Corrigan as a Director of the Company.	1,050,288,530	99.91%	995,214	0.09%	1,051,283,744	80.17%	952,115
6.	To re-elect Danuta Gray as a Director of the Company.	988,455,917	94.02%	62,821,309	5.98%	1,051,277,226	80.17%	958,633
7.	To re-elect Mark Gregory as a Director of the Company.	1,048,326,579	99.72%	2,976,276	0.28%	1,051,302,855	80.17%	933,004

8.	To re-elect Sebastian James as a Director of the Company.	1,031,850,198	98.15%	19,430,932	1.85%	1,051,281,130	80.17%	954,529
9.	To re-elect Adrian Joseph as a Director of the Company.	1,050,266,818	99.90%	1,014,532	0.10%	1,051,281,350	80.17%	954,509
10.	To elect Neil Manser as a Director of the Company.	1,038,499,200	98.78%	12,799,203	1.22%	1,051,298,403	80.17%	937,456
11.	To re-elect Fiona McBain as a Director of the Company.	1,046,996,236	99.59%	4,284,303	0.41%	1,051,280,539	80.17%	955,320
12.	To re-elect Gregor Stewart as a Director of the Company.	1,048,314,141	99.72%	2,971,673	0.28%	1,051,285,814	80.17%	950,045
13.	To re-elect Richard Ward as a Director of the Company.	1,020,939,857	97.11%	30,343,256	2.89%	1,051,283,113	80.17%	952,746
14.	To re-appoint Deloitte LLP as the Company's Auditor until the next AGM.	1,027,629,995	97.68%	24,399,362	2.32%	1,052,029,357	80.22%	206,502
15.	To authorise the Audit Committee to agree the Auditor's remuneration.	1,051,629,232	99.96%	443,665	0.04%	1,052,072,897	80.23%	162,962
16.	To authorise the Company to make political donations/incur political expenditure.	1,046,163,497	99.43%	5,948,469	0.57%	1,052,111,966	80.23%	123,893
17.	To authorise the Directors to allot new shares.	989,321,047	94.03%	62,790,210	5.97%	1,052,111,257	80.23%	124,602

18.	To grant the Directors general authority to disapply pre-emption rights. *	988,996,258	94.01%	63,040,149	5.99%	1,052,036,407	80.22%	199,452
19.	To grant the Directors additional authority to disapply pre-emption rights in specific circumstances. *	962,081,560	91.45%	89,949,233	8.55%	1,052,030,793	80.22%	205,066
20.	To authorise the Company to purchase its own shares. *	1,047,069,638	99.54%	4,877,075	0.46%	1,051,946,713	80.22%	289,146
21.	To authorise the Company to call a general meeting, other than an Annual General Meeting, on 14 clear days' notice. *	1,027,133,064	97.63%	24,973,967	2.37%	1,052,107,031	80.23%	128,828
22.	To authorise Directors to allot new shares in relation to an issue of Restricted Tier 1 Capital Instruments.	949,598,543	97.02%	29,174,759	2.98%	978,773,302	74.64%	73,462,557
23.	To authorise Directors to disapply pre-emption rights in relation to an issue of Restricted Tier 1 Capital Instruments. *	959,935,288	97.02%	18,790,416	2.98%	978,725,704	74.63%	73,510,155

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 4 May 2023 was 1,311,388,157. 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 2023 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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