

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 RESOLUTION WITHDRAWN							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

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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