

2020 Annual General Meeting Poll Results for Direct Line Insurance Group Plc

14 May 2020

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 2019	1,076,525,654	99.93	799,898	0.07	1,077,325,552	78.95%	1,079,730
2. To approve the Directors' remuneration report	1,023,165,733	94.88	55,176,087	5.12	1,078,341,820	79.03%	63,462
3. To approve the Directors' remuneration policy	1,051,904,620	97.55	26,440,027	2.45	1,078,344,647	79.03%	60,251
4. To re-elect Mike Biggs as a Director	1,051,216,789	97.50	26,945,052	2.50	1,078,161,841	79.01%	243,441
5. To re-elect Danuta Gray as a Director	1,063,589,717	98.65	14,546,846	1.35	1,078,136,563	79.01%	268,719
6. To re-elect Mark Gregory as a Director	1,077,324,211	99.92	813,337	0.08	1,078,137,548	79.01%	267,734
7. To re-elect Jane Hanson as a Director	1,077,980,968	99.99	158,040	0.01	1,078,139,008	79.01%	266,274
8. To elect Tim Harris as a Director	1,076,668,912	99.86	1,469,867	0.14	1,078,138,779	79.01%	266,503

9.	To re-elect Penny James as a Director	1,065,104,715	98.79	13,033,593	1.21	1,078,138,308	79.01%	266,974
10.	To re-elect Sebastian James as a Director	1,077,356,258	99.93	781,990	0.07	1,078,138,248	79.01%	267,034
11.	To re-elect Fiona McBain as a Director	982,332,614	91.11	95,805,634	8.89	1,078,138,248	79.01%	267,034
12.	To re-elect Gregor Stewart as a Director	1,067,242,313	98.99	10,895,935	1.01	1,078,138,248	79.01%	267,034
13.	To re-elect Richard Ward as a Director	1,074,312,929	99.65	3,825,319	0.35	1,078,138,248	79.01%	267,034
14.	To re-appoint Deloitte LLP as Auditor	1,047,693,250	97.18	30,436,698	2.82	1,078,129,948	79.01%	275,333
15.	To authorise the Audit Committee to agree the Auditor's remuneration	1,077,312,857	99.92	836,864	0.08	1,078,149,721	79.01%	252,929
16.	To authorise the Company to make political donations	992,235,452	92.03	85,917,532	7.97	1,078,152,984	79.01%	250,099
17.	To approve the Company's Long Term Incentive Plan	1,067,741,377	99.03	10,407,369	0.97	1,078,148,746	79.01%	255,895
18.	To approve the Company's Deferred Annual Incentive Plan	1,074,050,536	99.62	4,074,441	0.38	1,078,124,977	79.01%	280,305
19.	To authorise the Directors to allot new shares	1,028,027,541	95.35	50,147,304	4.65	1,078,174,845	79.01%	230,437

20.	To disapply pre-emption rights*	1,072,223,798	99.46	5,870,327	0.54	1,078,094,125	79.01%	311,157
21.	To further disapply pre-emption rights in specific circumstances*	1,047,113,711	97.13	30,972,953	2.87	1,078,086,664	79.01%	316,818
22.	To authorise the Company to purchase its own shares*	1,066,491,839	98.95	11,360,717	1.05	1,077,852,556	78.99%	543,101
23.	To authorise the Directors to allot new shares in relation to an issue of Restricted Tier 1 Capital Instruments	1,070,064,453	99.25	8,055,859	0.75	1,078,120,312	79.01%	284,970
24.	To authorise the Directors to disapply pre-emption rights in relation to an issue of Restricted Tier 1 Capital Instruments*	1,044,966,997	96.93	33,145,625	3.07	1,078,112,622	79.01%	292,660
25.	To authorise the Company to call general meetings on 14 clear days' notice*	1,000,241,084	92.75	78,135,523	7.25	1,078,376,607	79.03%	28,675
26.	To adopt new Articles of Association*	1,078,101,308	100.00	51,575	0.00	1,078,152,883	79.01%	252,399

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 1,364,551,605 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 2020 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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