

AGM 2013 POLL RESULTS FOR DIRECT LINE INSURANCE GROUP PLC

6 June 2013

Direct Line Insurance Group plc announces that all resolutions proposed to shareholders at its Annual General Meeting today were carried.

The following table shows the votes cast for each resolution:

		<u>For</u>	<u>%</u>	<u>Against</u>	<u>%</u>	<u>Total votes</u>	<u>%of issued share capital voted</u>	<u>Votes withheld</u>	<u>Result</u>
1.	To receive the 2012 Annual Report & Accounts	1,255,073,419	99.93	821,378	0.07	1,255,894,797	83.73%	2,325,861	CARRIED
2.	To approve the Directors' Remuneration Report	1,226,921,305	98.84	14,419,804	1.16	1,241,341,109	82.76%	16,879,549	CARRIED
3.	To authorise the payment of the final dividend	1,257,723,925	99.97	371,460	0.03	1,258,095,385	83.87%	125,273	CARRIED
4.	To re-elect Mike Biggs as a Director	1,239,294,880	99.08	11,458,010	0.92	1,250,752,890	83.38%	7,467,768	CARRIED
5.	To re-elect Paul Geddes as a Director	1,249,818,902	99.34	8,270,342	0.66	1,258,089,244	83.87%	131,414	CARRIED
6.	To re-elect Jane Hanson as a Director	1,252,363,165	99.55	5,722,072	0.45	1,258,085,237	83.87%	135,421	CARRIED
7.	To re-elect Glyn Jones as a Director	1,251,810,207	99.50	6,275,606	0.50	1,258,085,813	83.87%	134,845	CARRIED
8.	To re-elect Andrew Palmer as a Director	1,252,167,122	99.53	5,918,977	0.47	1,258,086,099	83.87%	134,559	CARRIED
9.	To re-elect John Reizenstein as a Director	1,249,230,831	99.30	8,857,602	0.70	1,258,088,433	83.87%	132,225	CARRIED
10.	To re-elect Clare Thompson as a Director	1,252,364,780	99.55	5,716,818	0.45	1,258,081,598	83.87%	139,060	CARRIED
11.	To re-elect Priscilla Vacassin as a Director	1,252,482,623	99.55	5,598,864	0.45	1,258,081,487	83.87%	139,171	CARRIED
12.	To re-elect Bruce Van Saun as a Director	1,247,217,813	99.31	8,676,389	0.69	1,255,894,202	83.73%	2,326,456	CARRIED
13.	To re-appoint the auditors	1,228,718,077	97.67	29,369,429	2.33	1,258,087,506	83.87%	133,152	CARRIED
14.	To agree the remuneration of the auditors	1,234,425,204	98.12	23,645,697	1.88	1,258,070,901	83.87%	149,757	CARRIED

15.	To provide authority to allot shares	1,244,513,850	98.92	13,579,775	1.08	1,258,093,625	83.87%	127,033	CARRIED
16.	To authorise the disapplication of pre-emption rights*	1,249,394,379	99.31	8,693,556	0.69	1,258,087,935	83.87%	132,723	CARRIED
17.	To authorise the purchase of Direct Line Insurance Group plc shares*	1,257,128,031	99.92	945,678	0.08	1,258,073,709	83.87%	146,949	CARRIED
18.	To authorise a 14 days' notice period for general meetings other than annual general meetings*	1,194,599,113	94.95	63,496,830	5.05	1,258,095,943	83.87%	124,715	CARRIED
19.	To authorise political donations and expenditure	1,255,088,458	99.75	3,127,102	0.25	1,258,215,560	83.88%	5,098	CARRIED

NOTES:

- * indicates a Special Resolution requiring 75% of votes cast to be carried.
- Votes "For" and "Against" are expressed as a percentage of votes received.
- Votes "For" include discretionary votes.
- A "Vote withheld" is not a vote in law and is not counted in the calculation of the votes "For" or "Against" a resolution.
- Total number of shares in issue is 1,500,000,000 ordinary shares.

In accordance with the UK Listing Authority's Listing Rule 9.6.2, copies of all the resolutions passed by Direct Line Insurance Group plc shareholders, other than ordinary business, have been submitted to the National Storage Mechanism and are available for inspection at <http://www.morningstar.co.uk/uk/NSM>.

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