

2022 Annual General Meeting Poll Results for Direct Line Insurance Group Plc

10 May 2022

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 2021.	1,048,681,822	99.97%	279,784	0.03	1,048,961,606	79.38%	1,611,100
2. To approve the Directors' Remuneration Report.	969,196,035	96.95%	30,526,555	3.05	999,722,590	75.65%	50,850,116
3. To approve a final dividend of 15.1 pence per share.	1,046,571,825	99.63%	3,900,932	0.37	1,050,472,757	79.49%	99,949
4. To elect Tracy Corrigan as a Director of the Company.	1,048,403,495	99.88%	1,222,950	0.12	1,049,626,445	79.43%	946,261
5. To re-elect Danuta Gray as a Director of the Company.	1,029,149,488	98.05%	20,466,689	1.95	1,049,616,177	79.43%	956,529
6. To re-elect Mark Gregory as a Director of the Company.	1,045,749,372	99.63%	3,884,581	0.37	1,049,633,953	79.43%	938,753
7. To re-elect Penny James as a Director of the Company.	1,047,929,109	99.84%	1,729,932	0.16	1,049,659,041	79.43%	913,665

8.	To re-elect Sebastian James as a Director of the Company.	1,035,178,878	98.62%	14,455,377	1.38	1,049,634,255	79.43%	938,451
9.	To re-elect Adrian Joseph as a Director of the Company.	1,048,313,354	99.88%	1,310,094	0.12	1,049,623,448	79.43%	949,258
10.	To elect Neil Manser as a Director of the Company.	1,046,402,711	99.69%	3,234,923	0.31	1,049,637,634	79.43%	935,072
11.	To re-elect Fiona McBain as a Director of the Company.	1,033,098,893	98.46%	16,169,626	1.54	1,049,268,519	79.40%	1,303,387
12.	To re-elect Gregor Stewart as a Director of the Company.	1,041,675,240	99.26%	7,799,403	0.74	1,049,474,643	79.42%	1,097,263
13.	To re-elect Richard Ward as a Director of the Company.	984,362,752	98.53%	14,639,691	1.47	999,002,443	75.60%	51,569,463
14.	To re-appoint Deloitte LLP as the Company's Auditor until the next AGM.	1,015,164,334	96.65%	35,203,139	3.35	1,050,367,473	79.49%	203,433
15.	To authorise the Audit Committee to agree the Auditor's remuneration.	1,041,465,069	99.15%	8,930,427	0.85	1,050,395,496	79.49%	175,410
16.	To authorise the Company to make political donations/incur political expenditure.	1,040,210,800	99.03%	10,235,329	0.97	1,050,446,129	79.49%	125,777
17.	To authorise the Directors to allot new shares.	999,027,119	95.10%	51,428,778	4.90	1,050,455,897	79.49%	116,009

18.	To grant the Directors general authority to disapply pre-emption rights. *	1,034,088,455	98.45%	16,274,460	1.55	1,050,362,915	79.49%	208,991
19.	To grant the Directors additional authority to disapply pre-emption rights in specific circumstances. *	954,609,307	90.88%	95,751,551	9.12	1,050,360,858	79.49%	211,048
20.	To authorise the Company to purchase its own shares. *	1,042,964,731	99.31%	7,247,602	0.69	1,050,212,333	79.48%	359,573
21.	To authorise the Company to call a general meeting, other than an Annual General Meeting, on 14 clear days' notice. *	1,019,200,361	97.03%	31,190,642	2.97	1,050,391,003	79.49%	180,903
22.	To authorise Directors to allot new shares in relation to an issue of Restricted Tier 1 Capital Instruments.	1,036,280,735	98.66%	14,095,067	1.34	1,050,375,802	79.49%	196,104
23.	To authorise Directors to disapply pre-emption rights in relation to an issue of Restricted Tier 1 Capital Instruments. *	1,018,749,004	96.99%	31,604,098	3.01	1,050,353,102	79.49%	218,804

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 6 May 2022 was 1,319,364,077. 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 2022 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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