

# Direct Line Insurance Group plc

Notice of Annual General Meeting  
to be held on Tuesday, 10 May 2022



**THIS DOCUMENT IS  
IMPORTANT AND REQUIRES  
YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or transferred all of your shares in Direct Line Insurance Group plc (the "Company"), you should pass this Notice of Annual General Meeting (the "Notice") and accompanying documents (except any personalised form of proxy) to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

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## Contents

Letter from the Chair	<b>4</b>
Annual General Meeting Information	<b>6</b>
Notice of Annual General Meeting	<b>7</b>
General Notes	<b>11</b>
The Business of the Annual General Meeting	<b>13</b>
Shareholder Information	<b>20</b>

## **LETTER FROM THE CHAIR**

**5 April 2022**

Dear Shareholder,

### **Annual General Meeting (“AGM”)**

I am pleased to enclose the Notice of Meeting for the Company’s 2022 AGM (the “Notice”). The AGM will be held at the offices of the Company at No. 1 Minster Court, Mincing Lane, London EC3R 7AA, on 10 May 2022 at 11.00 a.m.

The Notice sets out the resolutions to be proposed, together with explanatory notes and general notes for shareholders who wish to give proxy voting instructions electronically or by post. The Company’s Annual Report & Accounts 2021 are available to view on the Investor section of our website: [www.directlinegroup.co.uk/en/investors](http://www.directlinegroup.co.uk/en/investors).

### **Election and re-election of Directors**

All of the Directors are standing for re-election at this year’s AGM, except for Tracy Corrigan and Neil Manser, who are standing for election by shareholders for the first time. Biographical details of all the Directors standing for election or re-election are provided in the explanatory notes to the relevant resolutions and in the Annual Report & Accounts. The Board has assessed the performance and time commitments of all the Directors and recommends that shareholders vote in favour of those resolutions.

### **Final dividend**

You will see in resolution 3 in the Notice that the Board is recommending a final dividend for the year ended 31 December 2021 of 15.1 pence per share, which, subject to approval by shareholders, will become due and payable on 17 May 2022 to shareholders named on the Register of Members at the close of business on 8 April 2022, provided that the Board may cancel the dividend and therefore payment of the dividend at any time prior to payment, if it considers it necessary to do so for regulatory capital purposes.

### **Authority to purchase shares and share buyback**

In our Preliminary Results, we announced the intention to carry out a share buy-back programme to purchase up to £100 million in value of the Company’s own shares. An initial tranche of up to £50 million commenced on 9 March 2022 and is expected to be completed before the announcement of our 2022 half year results. The buy-back programme was commenced under the authority granted by shareholders at the 2021 AGM. In order to retain flexibility in the management of the Company’s capital base, we are asking shareholders to renew this authority for the Company to purchase its own shares.

### **The business we shall consider at the AGM**

The resolutions are standard matters that are normally dealt with at a listed company’s AGM, except resolutions 22 and 23 which are designed to provide additional flexibility to the Company in managing and raising capital.

### **Authority to issue restricted Tier 1 Capital Instruments (Resolutions 22 and 23)**

Shareholders will recall that for the last five years we have requested shareholder approval for the Company to issue restricted Tier 1 capital instruments compliant with the prudential regime applicable to the Company (“RTI Instruments”). In December 2017 the Directors used the authority granted at the 2017 AGM for the issue of RTI Instruments with a nominal value of £350 million. Since 2017, the Directors have not used the authority granted at subsequent AGMs held to date.

The 2021 authority expires at the end of this AGM and we are seeking revised authorities (in resolutions 22 and 23) to allow the Company to have continued flexibility to issue further RTI Instruments to manage and maintain its and the Group’s capital more effectively. Capital sourced in this way contributes towards the Group’s prudential capital requirements.

A key feature of RTI Instruments is that they would automatically convert into shares (1) if at any time the amount of relevant Own Funds items were to fall below the level necessary to exceed (a) any relevant Minimum Capital Requirement or (b) 75% of any relevant Solvency Capital Requirement or (2) if we were to breach any relevant Solvency Capital Requirement and fail to remedy that breach within three months. If one of those triggers were to occur, the £350 million RTI Instruments we issued in December 2017 would convert into approximately 137 million shares (based on the current conversion price).

## **Ongoing Covid-19 pandemic**

The Company will continue to monitor public health guidance and legislation issued by the UK Government in relation to the Covid-19 pandemic. Should it become appropriate to revise the current arrangements for the AGM, any such changes will be notified to shareholders through the Company's website at [www.directlinegroup.co.uk](http://www.directlinegroup.co.uk). We ask you to check the latest Government guidelines and the Company's website before travelling to the AGM.

Shareholders may send any questions about the business of the AGM to the Company Secretary by email at [ShareholderEnquiries@directlinegroup.co.uk](mailto:ShareholderEnquiries@directlinegroup.co.uk). We will provide written answers to questions registered in this way.

## **Your vote counts**

Your vote is important to us. Whether or not you intend to join us for the AGM, you can vote by submitting your proxy instruction online or by signing and returning your proxy form. Voting instructions are set out in the notes on pages 11 and 20. The voting results will be announced to the London Stock Exchange and published on our website at [www.directlinegroup.co.uk/en/investors/regulatory-news](http://www.directlinegroup.co.uk/en/investors/regulatory-news) following the conclusion of the meeting.

## **Recommendation**

Your Board of Directors believes the resolutions to be proposed at the AGM will promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend you vote in favour of them, as they intend to do in respect of their own beneficial shareholdings.



**Danuta Gray**  
Chair

## AGM INFORMATION

**Tuesday, 10 May 2022 at 11.00 a.m.**

**The offices of the Company at No. 1 Minster Court, Mincing Lane, London EC3R 7AA**

### Time

The meeting will start at 11.00 a.m. Please arrive no later than 10.45 a.m. for registration.

### Refreshments

Tea and coffee will be served from 10.20 a.m.

### Venue

The meeting will be held on Tuesday, 10 May 2022 at the offices of the Company at No. 1 Minster Court, Mincing Lane, London EC3R 7AA.

### Shareholders with special needs

There is wheelchair access to the venue. Shareholders with additional accessibility requirements (such as induction loop facilities) who plan to attend should contact [ShareholderEnquiries@directlinegroup.co.uk](mailto:ShareholderEnquiries@directlinegroup.co.uk).

### Transport and directions to the venue

#### On foot:

The street-level entrance to No.1 Minster Court is on Mincing Lane, which joins Fenchurch Street to the north and Great Tower Street to the south. Entry to the building can be gained through the revolving doors immediately opposite the Camino restaurant located to the northern end of Mincing Lane.

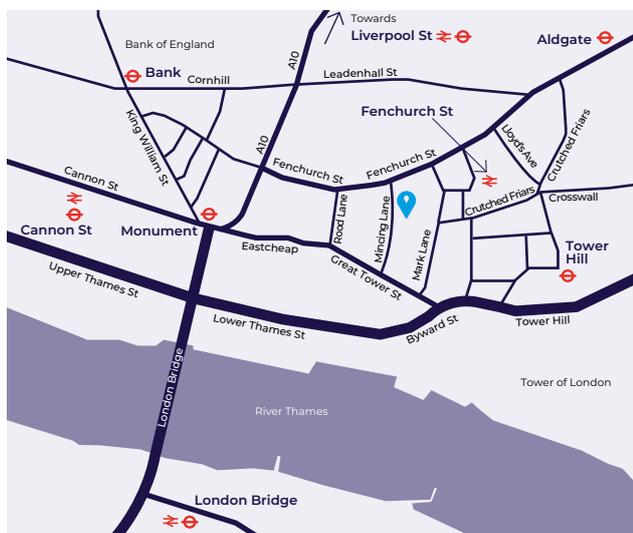
*(Please note that the access to the building through the main entrance is out of use as the building operates a one-way system.)*

#### By Underground

There are several stations nearby on different lines: Monument and Tower Hill are both served by the District and Circle lines; Tower Gateway is served by the Docklands Light Railway; and Aldgate is served by the Circle and Metropolitan lines. Each of these stations is within a ten-minute walk of the venue.

#### By Rail

Fenchurch Street, served by C2C, is two minutes' walk away. Cannon Street (Southeastern), Liverpool Street (Greater Anglia, Stansted Express, London Overground and TfL Rail) and London Bridge (Southeastern, Southern and Thameslink) are all between ten- and fifteen-minutes' walk away from the venue.



Direct Line Insurance Group plc, Registered in England & Wales No. 02280426.  
Registered Office: Churchill Court, Westmoreland Road, Bromley, BR1 1DP, UK

## NOTICE OF AGM

Notice is hereby given that the Company's AGM will be held at the offices of the Company at No. 1 Minster Court, Mincing Lane, London EC3R 7AA, at 11.00 a.m. on 10 May 2022, to transact the business set out in the resolutions below.

Resolutions 1 to 17 (inclusive) and 22 will be proposed as ordinary resolutions and resolutions 18 to 21 (inclusive) and 23 will be proposed as special resolutions.

### Ordinary Resolutions:

#### **Resolution 1 – Receipt of the Report and Accounts**

THAT the audited accounts of the Company for the year ended 31 December 2021 together with the Reports of the Directors and of the Auditor be and are hereby received.

#### **Resolution 2 – Approval of the Directors' Remuneration Report**

THAT the Directors' Remuneration Report set out on pages 134 to 159 of the Annual Report and Accounts be and is hereby approved.

#### **Resolution 3 – Dividend declaration**

THAT a final dividend of 15.1 pence per ordinary share be and is hereby declared payable on 17 May 2022 to shareholders named on the Register of Members at the close of business on 8 April 2022, provided that the Board may cancel the dividend and therefore payment of the dividend at any time prior to payment, if it considers it necessary to do so for regulatory capital purposes.

#### **Resolution 4 – Election of Director**

THAT Tracy Corrigan be and is hereby elected as a Director of the Company.

#### **Resolution 5 – Re-election of Director**

THAT Danuta Gray be and is hereby re-elected as a Director of the Company.

#### **Resolution 6 – Re-election of Director**

THAT Mark Gregory be and is hereby re-elected as a Director of the Company.

#### **Resolution 7 – Re-election of Director**

THAT Penny James be and is hereby re-elected as a Director of the Company.

#### **Resolution 8 – Re-election of Director**

THAT Sebastian James be and is hereby re-elected as a Director of the Company.

#### **Resolution 9 – Re-election of Director**

THAT Adrian Joseph be and is hereby re-elected as a Director of the Company.

#### **Resolution 10 – Election of Director**

THAT Neil Manser be and is hereby elected as a Director of the Company.

#### **Resolution 11 – Re-election of Director**

THAT Fiona McBain be and is hereby re-elected as a Director of the Company.

#### **Resolution 12 – Re-election of Director**

THAT Gregor Stewart be and is hereby re-elected as a Director of the Company.

#### **Resolution 13 – Re-election of Director**

THAT Richard Ward be and is hereby re-elected as a Director of the Company.

#### **Resolution 14 – Re-appointment of the Auditor**

THAT Deloitte LLP be and is hereby re-appointed as the Company's Auditor until the next AGM.

#### **Resolution 15 – Authority to agree the Auditor's remuneration**

THAT the Audit Committee of the Board be and is hereby authorised to agree the remuneration of the Auditor.

#### **Resolution 16 – Political donations and expenditure**

THAT in accordance with section 366 of the Companies Act 2006 the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect are authorised to:

- a. make political donations to political parties or independent election candidates, not exceeding £100,000 in total;
- b. make political donations to political organisations other than political parties, not exceeding £100,000 in total; and
- c. incur political expenditure not exceeding £100,000 in total,

provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000, during the period beginning with the date of the passing of this resolution and ending at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2023.

For the purpose of this resolution the terms "political donations", "political parties", "independent election candidates", "political organisations" and "political expenditure" have the meanings set out in sections 363 to 365 of the Companies Act 2006.

**Resolution 17 – Authority to allot new shares**

THAT

- i. the Directors be authorised in accordance with article 7 of the Company's articles of association (the "Articles") and section 551 of the Companies Act 2006, to allot shares in the Company, or grant rights to subscribe for or to convert any security into shares in the Company:
  - a. up to a maximum nominal amount of £48,326,432 (such amount to be reduced by the nominal amount of any equity securities (as defined in article 8 of the Articles) allotted under paragraph b) below in excess of £48,326,432); and
  - b. comprising equity securities (as defined in article 8 of the Articles) up to a maximum nominal amount of £96,652,864 (such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph a) above) in connection with an offer by way of a rights issue (as defined in article 8 of the Articles);
- ii. this authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2023;
- iii. all previous unutilised authorities under section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date); and
- iv. this authority is in addition to any authority conferred by Resolution 22 (authority to allot new shares in relation to an issue of RTI Instruments).

**Special Resolutions:**

**Resolution 18 – General authority to disapply pre-emption rights**

THAT

- i. in accordance with article 8 of the Company's Articles, the Directors be given power to allot equity securities for cash as if section 561 of the Companies Act 2006 did not apply;
- ii. the power under paragraph i) above (other than in connection with a rights issue, as defined in article 8 of the Articles) shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £7,248,964; and
- iii. this authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution, or, if earlier, at the close of business on 30 June 2023.

**Resolution 19 – Additional authority to disapply pre-emption rights**

THAT

- i. in addition to any authority granted under Resolution 18, the Directors be given power:
  - a. subject to the passing of Resolution 17, to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred on them by that resolution under section 551 of that Act; and
  - b. to allot equity securities as defined in section 560(3) of that Act (sale of treasury shares) for cash,in either case as if section 561 of that Act did not apply to the allotment or sale, but this power shall be:
  - A. limited to the allotment of equity securities up to a maximum nominal amount of £7,248,964; and
  - B. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice;
- ii. this power shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2023; and
- iii. the Company may, before this power expires, make an offer or enter into an agreement, which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

**Resolution 20 – Authority to purchase own shares**

THAT, in accordance with section 701 of the Companies Act 2006, the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of its ordinary shares on such terms and in such manner as the Directors of the Company may determine, subject to the following conditions:

- i. the maximum number of ordinary shares hereby authorised to be purchased shall be 132,897,688;
- ii. the minimum price (exclusive of expenses) which may be paid for an ordinary share is the nominal value of that share;
- iii. the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
  - a. an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the day on which the ordinary share is contracted to be purchased; and
  - b. an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
- iv. the authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2023; and
- v. a contract or contracts to purchase ordinary shares under this authority may be made prior to the expiry of this authority and concluded in whole or in part after the expiry of this authority.

**Resolution 21 – Notice period for general meetings other than an AGM**

THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

**Ordinary Resolution:****Resolution 22 – Authority to allot new shares in relation to an issue of RTI Instruments**

THAT, in addition to the authority granted pursuant to Resolution 17 (authority to allot new shares), the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot ordinary shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:

- i. up to an aggregate nominal amount of £23,250,000 in relation to any issues of RTI Instruments where the Directors consider that such an issuance of RTI Instruments would be desirable, including in connection with, or for the purposes of, complying with or maintaining compliance with the regulatory requirements or targets applicable to the Group from time to time; and
- ii. subject to applicable law and regulation, at such allotment, subscription or conversion prices (or such maximum or minimum allotment, subscription or conversion price methodologies) as may be determined by the Directors from time to time.

Unless previously renewed, revoked or varied, the authority conferred by this resolution shall apply in addition to all other authorities under section 551 of the Companies Act 2006 until the conclusion of the next AGM of the Company after the date on which this resolution is passed or, if earlier, the close of business on 30 June 2023, but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to be granted after the authority expires and the Directors of the Company may allot shares or grant such rights under such an offer or agreement as if the authority conferred hereby had not expired.

**Special Resolution:**

**Resolution 23 – Disapplication of pre-emption rights in relation to an issue of RTI Instruments**

THAT, subject to the passing of Resolution 22, the Directors be generally empowered, pursuant to section 570 of the Companies Act 2006, to allot equity securities (as such phrase is defined in section 560(1) of the Companies Act 2006 and is to be interpreted in accordance with section 560(2) of the Companies Act 2006) for cash pursuant to the authority granted by Resolution 22 up to an aggregate nominal amount of £23,250,000 in relation to any issues of RTI Instruments, free of the restriction in section 561 of the Companies Act 2006.

Unless previously renewed, revoked or varied, the power conferred by this resolution shall apply until the conclusion of the next AGM of the Company after the date on which this resolution is passed or, if earlier, the close of business on 30 June 2023, but, in each case, so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the Directors may allot equity securities under such an offer or agreement as if the power conferred hereby had not expired.

This authority is in addition to the authorities conferred by Resolutions 18 (general authority to disapply pre-emption rights) and 19 (additional authority to disapply pre-emption rights).

Reviewed by the Board and signed on its behalf by:

**Roger C Clifton**

Company Secretary

5 April 2022

## GENERAL NOTES

### Appointment of Proxy

1. Members are entitled to appoint a proxy to exercise any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Computershare Investor Services PLC (the "Registrar") on +44 (0)370 873 5880.
2. To be valid, any proxy form or other instrument appointing a proxy and any power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority must be received at the office of the Registrar (Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY) or at the electronic address provided in Note 6, in each case no later than 11.00 a.m. on Friday, 6 May 2022.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in Note 8) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so. You must inform the Company's Registrar in writing of any termination of the authority of a proxy.

### Nominated Persons

4. Any persons to whom this notice is sent who is nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of the rights of shareholders in relation to the appointment of proxies in Notes 1 and 2 above does not apply to Nominated Persons. The rights described in these Notes can only be exercised by shareholders of the Company. Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investment in the Company.

### Electronic submission of proxy form

6. It is possible for you to submit your proxy votes via the internet. You can do so by visiting [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). You will require the **control number, your unique PIN and Shareholder Reference Number ("SRN")**.

This information can be found on your form of proxy, or if you receive communications from us electronically, voting information will be contained within your email broadcast.

### CREST electronic proxy voting

7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Registrar (ID number 3RA50) by no later than 11.00 a.m. on Friday, 6 May 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
9. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

10. The Company may treat a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 as invalid.

### **The Company's total voting rights**

11. As at 18 March 2022 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 1,328,976,887 ordinary shares, all carrying one vote each. Therefore, the total number of voting rights in the Company as at 18 March 2022 was 1,328,976,887. No shares are held in treasury.

### **Corporate representatives**

12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same shares.

### **Attendance**

13. Only those shareholders registered in the Register of Members of the Company as at 8.00 p.m. on Friday, 6 May 2022 shall be entitled to attend and vote at the meeting in person or by proxy in respect of the number of shares registered in their names at that time (or, in the event of any adjournment, at the time which is not more than 48 hours before the time of the adjourned meeting (disregarding non-business days)). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
14. Any member attending the meeting in person or by proxy has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

### **Audit Statements**

15. Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to (i) the audit of the Company's Annual Report and Accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual reports and accounts were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006, and it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

### **Notice of Annual General Meeting**

16. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at [www.directlinegroup.co.uk/AGM](http://www.directlinegroup.co.uk/AGM).

### **Inspection of documents**

17. Copies of the following documents are at the registered office of the Company on any weekday (excluding Saturdays, Sundays and public holidays) during normal office hours from the date of this Notice until the conclusion of the AGM and will be at the AGM venue from at least 15 minutes before the AGM and until the conclusion of the AGM:
- i. the service contract of each Executive Director;
  - ii. the letter of appointment of each Non-Executive Director.
18. You may not use any electronic address provided either in this Notice or any related documents (including the proxy form) to communicate with the Company for any purposes other than those stated.

## THE BUSINESS OF THE AGM – EXPLANATORY NOTES

### Resolution 1 – Receipt of the Report and Accounts

The Directors must lay before the shareholders the Report and Accounts of the Company for the financial year ended 31 December 2021, which include the Strategic report and the reports of the Directors and of the Auditor.

### Resolution 2 – Approval of the Directors' Remuneration Report

The Directors' Remuneration Report has been prepared in accordance with the Companies Act 2006 and the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended). It meets the requirements of the Financial Conduct Authority's Listing Rules and describes how the Board has implemented the Directors' Remuneration Policy and applied the principles of good governance relating to Directors' remuneration. The Directors' Remuneration Report is set out in full on pages 134 to 159 of the Annual Report & Accounts. As required by the Companies Act 2006, an ordinary resolution to approve the Report is proposed at the AGM. This vote is advisory and the Directors' entitlement to receive remuneration is not conditional upon the resolution being passed by shareholders.

### Resolution 3 – Dividend declaration

Shareholders may declare the final dividend payable for each ordinary share held and the proposal recommended by the Directors in this resolution is 15.1 pence for each ordinary share. If approved by shareholders, this final dividend for the financial year ended 31 December 2021 will become due and payable on 17 May 2022 to shareholders named on the Register of Members as at the close of business on 8 April 2022, provided that the Board of Directors may cancel the dividend and therefore payment of the dividend at any time prior to payment if it considers it necessary to do so for regulatory capital purposes. In compliance with the rules issued by the Prudential Regulation Authority ("PRA") relating to the implementation of the UK Solvency II regime (as it relates to regulated insurance companies) and other regulatory requirements to which the Group is subject, the dividend is required to remain cancellable at any point prior to it being paid on 17 May 2022, and to be cancelled if, prior to payment, the regulated insurance companies in the Group cease to hold capital resources equal to or in excess of their Solvency Capital Requirement, or if that would be the case if the dividend were paid. The Directors have no intention of exercising this cancellation right, other than where required to do so by the PRA or for regulatory capital purposes.

### Resolutions 4 to 13 – Directors standing for election or re-election

The Company's Articles of Association require Directors who wish to continue to serve to submit themselves for election or re-election at each AGM.

Neil Manser was appointed to the Board as Chief Financial Officer on 13 May 2021 and a resolution will be proposed for his election at this year's AGM.

Tracy Corrigan was appointed to the Board as a Non-Executive Director on 1 November 2021 and a resolution will be proposed for her election at this year's AGM.

Danuta Gray, Mark Gregory, Penny James, Sebastian James, Adrian Joseph, Fiona McBain, Gregor Stewart, and Richard Ward are seeking re-election at this year's AGM. The performance of each Director has been reviewed as part of the Board effectiveness review; it is confirmed that each Director contributes effectively and continues to demonstrate commitment to the role. Through its Nomination and Governance Committee, the Board has undertaken appropriate due diligence on the Directors' other interests and external time commitments and has concluded that the Non-Executive Directors are able to commit fully to their roles and are free from any relationship or circumstances that could affect their judgement and are accordingly considered independent by the Board. The Chair was considered independent on appointment to that role.

Biographical details, in support of each Director's election or re-election, including an explanation of why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success, are provided on pages 14 to 16.

## **DANUTA GRAY**

Chair of the Board

### **Appointed**

Independent Non-Executive Director in February 2017  
Chair of the Board since August 2020

### **Committees**

Nomination and Governance Committee (Chair)  
Remuneration Committee

### **Key Skills and Experience:**

- Extensive experience leading and transforming large, consumer-focused businesses.
- Deep understanding of governance and remuneration requirements affecting listed companies gained from previous Chair roles.
- Expertise in sales, marketing, and technology.

Danuta was Chair of Telefónica in Ireland until 2012 having previously been its Chief Executive between 2001 and 2010. During her tenure as Chief Executive she increased the customer base from just under 1 million to 1.7 million. Earlier in her career, Danuta held a variety of senior positions within the BT Group between 1984 and 2001. Additionally, Danuta was previously Senior Independent Director of the Aldermore Group, Non-Executive Chair of St Modwen Properties and a Non-Executive member of the Ministry of Defence Board. She was also NED and Chair of the Remuneration Committee at both PageGroup plc and Old Mutual plc until 2018.

### **External Appointments**

- Chair of the Board of North SP Limited.
- Non-Executive Director and Nomination and Remuneration Committee member of Burberry Group plc.

## **PENNY JAMES**

Chief Executive Officer

### **Appointed**

Executive Director in November 2017  
Chief Financial Officer in March 2018  
Chief Executive Officer since May 2019

### **Committees**

Sustainability Committee

### **Key Skills and Experience:**

- Deep knowledge of the financial services and insurance sector
- Strong leadership skills with a focus on cultural and stakeholder alignment
- Strategic mindset with proven track record in business transformation

Before joining Direct Line, Penny was Group Chief Risk Officer and Director of Group Finance at Prudential. Before that she held CFO roles at Omega Insurance Holdings Limited and Zurich Financial Services. Penny was a NED of Admiral Group plc between 2015 and 2017. Penny is an Associate of the Institute of Chartered Accountants in England and Wales.

### **External Appointments**

- Member of the Association of British Insurers Board.
- Chair of the FCA Practitioner Panel.
- Senior Independent Director and member of the Risk and Nomination Committees of Hargreaves Lansdown plc.

## **NEIL MANSER**

Chief Financial Officer

### **Appointed**

May 2021

### **Committees**

Investment Committee

### **Key Skills and Experience**

- Strong background in financial and strategic leadership roles.
- Extensive corporate finance and capital markets knowledge.
- Deep understanding of the operation of strategy and culture in the insurance industry.

Neil was appointed as CFO in May 2021. Since he joined the Group in 2011, Neil has held several roles in Finance and Strategy from Director of Investor Relations, to Managing Director of NIG and Chief Strategy Officer. Neil was instrumental in the Group's successful IPO in 2012. He brings extensive industry and capital markets experience to the Board having previously worked at Brit Insurance, Merrill Lynch and Fox-Pitt, Kelton. Neil is an Associate of the Institute of Chartered Accountants in England and Wales.

### **External Appointments**

None

## **TRACY CORRIGAN**

Non-Executive Director

### **Appointed**

November 2021

### **Committees**

Sustainability Committee

### **Key Skills and Experience**

- Deep understanding of the development of corporate and digital strategy.
- International experience with broad perspective of business and capital markets.
- Expertise in digital transformation, customer analytics and stakeholder communications.

Tracy's professional background spans financial journalism, digital media and corporate strategy in the media industry. Most recently Tracy was Chief Strategy Officer for Dow Jones where she oversaw the digital transformation of the business and was responsible for global strategy, customer insight and commercial policy. Earlier in her career, Tracy was Editor in Chief of The Wall Street Journal Europe and Digital Editor of The Wall Street Journal. She also held various positions at the Financial Times, including Editor of FT.com and Editor of the Lex Column.

### **External Appointments**

None

## **MARK GREGORY**

Non-Executive Director

### **Appointed**

March 2018

### **Committees**

Audit Committee  
Investment Committee  
Remuneration Committee  
Risk Committee (Chair)

### **Key Skills and Experience**

- Extensive experience in both life and general insurance.
- Deep understanding of capital markets.
- Strategically orientated with a detailed understanding of the retail sector.

Mark previously held the role of Group CFO and Executive Director at Legal & General until 2017 and was CEO of Merian Global Investors from January 2019 to August 2020. During his 19-year career at Legal & General, he held a variety of senior roles including CEO of the Savings business, Managing Director of the With-Profits business, and Resources and International Director. Before joining Legal & General, Mark held senior financial and business development roles at ASDA and Kingfisher. Mark is an Associate of the Institute of Chartered Accountants in England & Wales.

### **External Appointments**

- Non-Executive Director and Chair of Remuneration Committee of Entain plc.

## **SEBASTIAN JAMES**

Non-Executive Director

### **Appointed**

August 2014

### **Committees**

Nomination and Governance Committee  
Remuneration Committee  
Sustainability Committee (Chair)

### **Key Skills and Experience**

- Extensive experience in retail and consumer practice with large retail groups.
- Strong track record of business transformation and change.
- Detailed understanding of UK consumer markets, products and brands.

Sebastian is Managing Director of Boots UK, a subsidiary of Walgreens Boots Alliance, Inc. Until 2018, he was Group Chief Executive of Dixons Carphone plc, having previously held the role of Group Chief Executive of Dixons Retail plc from 2012. Before this, Sebastian was CEO of Synergy Insurance Services Limited, a private equity backed insurance company, and was previously Strategy Director at Mothercare plc. He began his career at The Boston Consulting Group.

### **External Appointments**

- Managing Director of Boots UK, a subsidiary of Walgreens Boots Alliance, Inc.
- Senior Vice President of Walgreen Boots Alliance, Inc.
- Trustee of the Museum of Modern Art Limited.

## **ADRIAN JOSEPH**

Non-Executive Director

### **Appointed**

January 2021

### **Committees**

Sustainability Committee

### **Key Skills and Experience**

- Leading expertise in digital, data science and analytics.
- Track record of using data and AI to drive business transformation.
- Recognised Diversity and Inclusion leader and a passionate advocate on this topic.

Adrian is Managing Director, Group Data and Artificial Intelligence at BT Group. Before this he held senior roles at EY and Google and has significant industry and consultancy experience. He was a NED at the Home Office (2016-2020) where he sat on the Data Board advising on data science, digital transformation, and diversity and inclusion. A former Chair of the Race Equality Board, Adrian was appointed to the main Board of Business in the Community in 2014 and continues to act as an advisor to them. In 2019, Adrian was awarded an OBE for services to equality and diversity in business. In 2018, he was announced as the most influential black, Asian and minority ethnic technology leader in the UK by the Financial Times and Inclusive Boards.

### **External Appointments**

- Managing Director, Group Data and Artificial Intelligence at BT Group.
- Member of HM Government's AI Council.

## **FIONA MCBAIN**

Non-Executive Director

### **Appointed**

September 2018

### **Committees**

Audit Committee  
Investment Committee (Chair)  
Risk Committee

### **Key Skills and Experience**

- Extensive global experience in retail financial services.
- Strong background in M&A and developing strategic partnerships.
- Expertise in audit having worked as an auditor and served as Audit Committee Chair of other listed companies.

Fiona's experience in retail financial services, both in the industry and as an auditor, was gained in the UK and the USA. Fiona qualified as an accountant early in her career at Arthur Young (now EY). Until January 2019, she was Vice-Chair of Save the Children UK and a Trustee Director of the Humanitarian Leadership Academy. Previously, Fiona served as CEO of Scottish Friendly Group for 11 years, before which she was Scottish Friendly Group's Finance Director. Fiona is an Associate of the Institute of Chartered Accountants in England & Wales.

### **External Appointments**

- Chair of Audit Committee and Non-Executive Director of Currys plc.
- Chair and Non-Executive Director of the Scottish Mortgage Investment Trust plc.
- Chair of Audit Committee and Non-Executive Director of Monzo Bank Limited.

**GREGOR STEWART**

Non-Executive Director

**Appointed**

March 2018

**Committees**

Audit Committee (Chair)

Risk Committee

**Key Skills and Experience**

- Strong audit background having worked as a partner in Ernst & Young's Financial Services practice.
- Extensive experience in the insurance and investment management industry.
- Deep knowledge and understanding of financial services regulation and practice.

Gregor worked at Ernst & Young for 23 years, 10 of which were as partner in the financial services practice. Between 2009 and 2012, he was Finance Director for the insurance division of Lloyd's Banking Group plc which included Scottish Widows. Gregor is a Member of the Institute of Chartered Accountants of Scotland.

**External Appointments**

- Chair and Non-Executive Director of Alliance Trust plc.
- Chair and Non-Executive Director of FNZ (UK) Limited.
- Chair of the Risk Committee and Non-Executive Director of FNZ Group.

**RICHARD WARD**

Non-Executive Director

**Appointed**

January 2016

**Committees**

Nomination and Governance Committee

Remuneration Committee (Chair)

Risk Committee

**Key Skills and Experience**

- Highly experienced financial services professional with expertise in dealing with complex stakeholder groups.
- Extensive knowledge of the insurance industry with deep insight into prudential regulation.
- Background of delivering business transformation and change in challenging circumstances.

Richard was previously Executive Chair of Ardonagh Specialty and was Chief Executive of Lloyd's of London and the International Petroleum Exchange. He also held the role of Non-Executive Chair at Brit Syndicates Limited and Executive Chair of Cunningham Lindsey. Richard also held NED roles at the Partnership Assurance Group plc and the London Clearing House. Earlier in his career he held a range of senior positions at British Petroleum and was a research scientist for the Science and Engineering Council. Richard has also been a member of the PwC Advisory Board, the PRA Practitioner Panel and of the Geneva Association.

**External Appointments**

- Non-Executive Chair of CFC Group Limited.
- Non-Executive Chair of Mrald Limited.

## **Resolution 14 – Re-appointment of the Auditor**

This resolution proposes the re-appointment of the Company's existing Auditor, Deloitte LLP, following the recommendation of the Audit Committee, until the next annual general meeting at which the Company's accounts are presented.

## **Resolution 15 – Authority to agree the Auditor's remuneration**

This resolution is separate to resolution 14 and proposes to give authority to the Audit Committee of the Board to determine the Auditor's remuneration.

## **Resolution 16 – Political donations and expenditure**

The Company does not intend to change its current practice of not making donations to political parties. However, the Companies Act 2006 contains restrictions on companies making donations or incurring expenditure in relation to political parties, other political organisations or independent election candidates. Part 14 of the Companies Act 2006 defines political parties, other political organisations and independent election candidates very widely and, as a result, it is possible that they may include, for example, donations to bodies concerned with policy review and law reform, with the representation of the business community or sections of it, or with the representation of other communities or special interest groups which are in the shareholders' interest for the Company to support. Amongst other things, the Companies Act 2006 prohibits the Company or its direct or indirect subsidiaries from making donations or incurring expenditure in relation to political parties, other political organisations or independent election candidates in a 12-month period in excess of an aggregate of £5,000, unless such donations have been authorised by the Company's shareholders. The Company is therefore seeking authority under this resolution to make political donations to political parties, other political organisations or independent election candidates and to incur political expenditure of up to £100,000 in aggregate in order to prevent an inadvertent breach of the Companies Act 2006. As permitted under the Companies Act 2006, this resolution covers the Company and extends to all companies that are subsidiaries of the Company at any time the authority is in place.

## **Resolution 17 – Authority to allot new shares**

At the AGM on 13 May 2021, shareholders approved resolutions to authorise the Directors to allot shares, to allot equity securities for cash, and to make market purchases of the Company's own shares.

This resolution renews the authority that was given at the 2021 AGM to allot shares. Paragraph i) a) of this resolution would give the Directors the authority to allot ordinary shares up to an aggregate nominal amount equal to £48,326,432. This amount represents one-third (33.33%) of the issued ordinary share capital of the Company as at 18 March 2022, the latest practicable date prior to the publication of this Notice.

In line with guidance issued by The Investment Association (the "IA"), paragraph i) b) of this resolution would give the Directors the authority to allot ordinary shares in connection with a pre-emptive offer by way of a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £96,652,864 including, within such limit, the nominal amount of any shares issued under paragraph i) a) of this resolution. This amount represents two-thirds (66.67%) of the issued ordinary share capital of the Company as at 18 March 2022, the latest practicable date prior to the publication of this Notice.

The authorities sought under this resolution will expire on the earlier of 30 June 2023 (the latest date by which the Company must hold an AGM in 2023) and the conclusion of the AGM of the Company held in 2023.

The Directors have no present intention of exercising either of the authorities sought under this resolution; however, if they do exercise the authority, the Directors intend to follow best practice as regards its use, as recommended by the IA. As at the date of this Notice, no ordinary shares are held by the Company in treasury.

## **Resolution 18 – General authority to disapply pre-emption rights (special resolution)**

This resolution renews, in line with institutional guidelines, the authority that was given at the AGM on 13 May 2021 and would give the Directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

Except as noted in the next paragraph, this authority would be limited to allotments or sales in connection with pre-emptive offers or otherwise up to an aggregate nominal amount of £7,248,964. This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 18 March 2022, the latest practicable date prior to the publication of this Notice.

The Directors intend to adhere to the provisions in the Pre-Emption Group's 2015 Statement of Principles for the disapplication of pre-emption rights (the "Statement of Principles") in their use of this general authority and not allot shares for cash on a non-pre-emptive basis in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company within a rolling three-year period (other than in connection with an acquisition or specified capital investment as described in the Statement of Principles), without prior consultation with shareholders.

Allotments made under the authorisation in paragraph i) b) of resolution 17 would be limited to allotments by way of a rights issue only (subject to the right of the Directors to impose necessary or appropriate limitations to deal with, for example, fractional entitlements and regulatory matters).

This authority will expire on the earlier of 30 June 2023 (the latest date by which the Company must hold an AGM in 2023) and the conclusion of the AGM of the Company held in 2023.

**Resolution 19 – Additional authority to disapply pre-emption rights (special resolution)**

Resolution 19 requests further shareholder approval, by way of a separate special resolution in line with the best practice guidance issued by the Pre-Emption Group, for the Directors to allot equity securities or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing shareholdings. The proposed resolution reflects the Statement of Principles and will expire on 30 June 2023 or at the conclusion of the AGM in 2023, whichever is the earlier.

The authority granted by this resolution, if passed:

- i. will be limited to the allotment of equity securities and sale of treasury shares for cash up to an aggregate nominal value of £7,248,964, which represents approximately 5% of the issued ordinary share capital of the Company as at 18 March 2022, the latest practicable date prior to publication of this Notice; and
- ii. will only be used in connection with an acquisition or other capital investment of a kind contemplated by the Statement of Principles, and which is announced contemporaneously with the allotment, or has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The authority granted by this resolution would be in addition to the general authority to disapply pre-emption rights under resolution 18. The maximum nominal value of equity securities which could be allotted if both authorities were used would be £14,497,929 which represents approximately 10% of the issued ordinary share capital of the Company as at 18 March 2022, the latest practicable date prior to publication of this Notice.

**Resolution 20 – Authority to purchase own shares (special resolution)**

This resolution renews the authority that was given at the 2021 AGM, permitting the Company to buy its own ordinary shares in the market. The maximum number of shares that can be bought under this authority is 132,897,688 which represents 10% of the issued ordinary shares of the Company as at 18 March 2022, the latest practicable date prior to the publication of this Notice. Should the Company's issued share capital as at the date of the 2022 AGM be lower than the issued share capital as at 18 March 2022 (as a result of the share buyback announced in the Preliminary Results on 8 March 2022 and referred to in the Chairman's letter above), the Directors will limit the Company's use of this authority to a maximum number of shares representing 10% of the issued ordinary shares of the Company as at the date of the 2022 AGM.

The maximum price payable (exclusive of expenses) must not exceed the higher of:

- i. 105% of the average of the middle market quotations for the ordinary shares of the Company, as derived from the London Stock Exchange Daily Official List, for the five business days immediately prior to the date of purchase; and
- ii. the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out.

The Directors do not intend to exercise the Company's power to purchase its own shares other than in circumstances where they believe this would result in an increase in earnings per share and be in the best interests of shareholders generally.

The Companies Act 2006 enables companies to hold any of their own shares which they have purchased as treasury shares with a view to possible resale at a future date, rather than cancelling them. The Company holds no ordinary shares in treasury at the date of this Notice. Treasury shares would provide the Company with additional flexibility in the management of its capital base, enabling it either to sell the treasury shares quickly and cost-effectively or to use the treasury shares to satisfy awards under the Company's employee share schemes. If the Directors exercise the authority conferred by this resolution, they may consider holding the shares in treasury, rather than cancelling them.

The total number of options to subscribe for ordinary shares that was outstanding at 18 March 2022, being the latest practicable date prior to the publication of this Notice, was 20,067,910. The proportion of issued share capital that they represented at that time was 1.51% and the proportion of issued share capital that they would represent if the full authority to purchase shares (existing and being sought) were used is 1.89%.

During 2021, the Company used the authority to purchase its own shares in the market as granted by the shareholders at Annual General Meetings in 2020 and 2021. A total of 33,838,593 ordinary shares of 10 10/11 pence each was repurchased in two tranches, representing 2.54% of the called-up share capital as at 31 December 2021. The aggregate consideration paid was £99,910,742.39 and all shares purchased have been cancelled. Further information on the share buyback programme can be found on page 161 of the 2021 Annual Report and Accounts.

**Resolution 21 – Notice period for general meetings other than the AGM (special resolution)**

The notice period required by the Companies Act 2006 for general meetings of the Company is 21 clear days, unless shareholders approve a shorter notice period, which cannot however, be less than 14 clear days (AGMs must always be held on at least 21 clear days' notice). At the Company's 2021 AGM, shareholders authorised the calling of general meetings, other than an AGM, on not less than 14 clear days' notice, and it is proposed that this authority be renewed. The approval granted by this resolution, if passed, will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. The flexibility offered by this resolution will be used when, taking into account the circumstances, the Directors consider this appropriate in relation to the business to be considered at the meeting and in the interests of the Company and shareholders as a whole.

## **Resolution 22 – Authority to allot new ordinary shares in relation to an issue of RTI Instruments**

Resolution 22, will, if approved, renew the authority granted to Directors at the 2021 AGM to allot ordinary shares in the Company or grant rights to subscribe for, or to convert any security into, ordinary shares in the Company, in accordance with section 551 of the Companies Act 2006, up to an aggregate nominal amount of £23,250,000 in connection with the issue of RTI Instruments which is, in aggregate, equivalent to approximately 16% of the issued ordinary share capital of the Company as at 18 March 2022, being the last practicable date prior to the publication of this Notice.

The Directors believe that it is in the best interests of the Company to have the flexibility to issue RTI Instruments from time to time and the authority sought in resolution 22 may be used if, in the opinion of the Directors, at the relevant time such an issuance of RTI Instruments would be desirable to improve the capital structure of the Company. However, the request for authority in resolution 22 should not be taken as an indication that the Company will or will not issue any, or any given amount of, RTI Instruments. This authority is in addition to the authority proposed in resolution 17, which is the usual authority sought on an annual basis in line with the guidance issued by the IA.

This authority will expire at the conclusion of the next AGM of the Company after the date on which this resolution is passed or, if earlier, on 30 June 2023. However, the Directors may seek a similar authority in the future.

## **Resolution 23 – Disapplication of pre-emption rights in relation to an issue of RTI Instruments (special resolution)**

Resolution 23, which will be proposed as a special resolution, proposes that, in addition to any authority conferred by resolutions 18 (general authority to disapply pre-emption rights) and 19 (additional authority to disapply pre-emption rights), the Directors be empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash up to a nominal amount of £23,250,000 in relation to the issue of RTI Instruments, which is equivalent to 16% of the issued ordinary share capital of the Company as at 18 March 2022, being the last practicable date prior to publication of this Notice, as if section 561 of the Companies Act 2006 did not apply to any such allotment.

Resolution 23 would permit the Company the flexibility necessary to allot equity securities pursuant to any proposal to issue RTI Instruments without the need to comply with the strict pre-emption requirements of the UK statutory regime. Together with resolution 22, resolution 23 is intended to provide the Directors with the continued flexibility to issue RTI Instruments which may convert into ordinary shares. This will enhance the Company's ability to manage its capital.

This authority will expire at the conclusion of the next AGM of the Company after the date on which this resolution is passed or, if earlier, on 30 June 2023. However, the Directors may seek a similar authority in the future.

Conditional upon the passing of resolutions 22 and 23, the Directors would not expect to make use of the authorities to allot shares and to disapply pre-emption rights granted by resolutions 17 to 19 to issue RTI Instruments. Any exercise of the authorities in resolutions 17 to 19 (if passed) would be separate from and in addition to the exercise of any powers under resolutions 22 and 23 and would also have a dilutive effect on existing shareholdings.

As noted on page 4 of this document, the Directors made use of the authorities to issue RTI Instruments that were granted at the 2017 AGM in connection with the Group's issue of such instruments in December 2017. The Directors have not used the authority granted at the 2018 AGM, 2019 AGM, 2020 AGM, or 2021 AGM

## SHAREHOLDER INFORMATION

### Shareholder helpline

The shareholder helpline is run by the Registrar, and is available between Monday and Friday, 8.30 a.m. to 5.30 p.m. (excluding public holidays). The helpline also contains automated self-service functionality which is available 24 hours a day, 7 days a week. Using your Shareholder's Register Number ("SRN") on your proxy form, share certificate or dividend confirmation, the self-service functionality will allow you to:

- confirm the latest share price;
- confirm your current shareholding;
- confirm your payment history; and
- order a Change of Address, Dividend Bank Mandate or Stock Transfer Form.

The number to call is +44 (0)370 873 5880.

### Registrar's Investor Centre

Investor Centre is a free and secure share management website provided by the Company's Registrar. Managing your shares online means you can access information quickly and securely, and minimise postal communications. This service will allow you to:

- view your share portfolio and see the latest market price of your shares;
- elect to receive your shareholder communications online;
- calculate the total market price of each shareholding;
- view price histories and trading graphs;
- update bank mandates and change address details; and
- use online dealing services.

To take advantage of this service, visit Investor Centre at [www.investorcentre.co.uk](http://www.investorcentre.co.uk).

### 2022 key financial dates\*

First quarter trading update	4 May
Half-year report 2022	02 August
Ex-dividend date for 2022 interim dividend	11 August
Record date	12 August
Payment of 2022 interim dividend	09 September
Third quarter trading update	08 November

\* Please note that these dates are provisional and subject to change. Please access our financial calendar at [www.directlinegroup.co.uk/en/investors/financial-calendar](http://www.directlinegroup.co.uk/en/investors/financial-calendar) which is updated regularly.

### Dividend payments

Shareholders can elect for dividends to be paid by mandate directly to a UK bank or building society account, effecting payment on the relevant payment date through the Bankers' Automated Clearing Services ("BACS") or the Clearing House Automated Payment System ("CHAPS"). The Company also offers shareholders a Dividend Reinvestment Plan ("DRIP"). Further information regarding the DRIP, including its terms and conditions, election form and online application instructions can be found on our website at [www.directlinegroup.co.uk/dividends](http://www.directlinegroup.co.uk/dividends).

### Electronic communications

The Company actively encourages all shareholders to register for the electronic communications service. You can register for this by visiting [www.directlinegroup.co.uk/alerts](http://www.directlinegroup.co.uk/alerts) and following the online instructions.

### Electronic proxy voting

You can register to give your AGM proxy voting instructions electronically and to access details of your individual shareholding quickly and securely online by visiting [www.investorcentre.co.uk](http://www.investorcentre.co.uk) and following the online instructions.

The Registrar must receive proxy appointments no later than 11.00 a.m. on Friday, 6 May 2022 from ordinary shareholders and must receive voting instructions by no later than 11.00 a.m. on Thursday 5 May 2022 from participants in the Company's share incentive plans.

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