

2017 AGM POLL RESULTS FOR DIRECT LINE INSURANCE GROUP PLC

11 May 2017

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 & accounts for the year ended 31 December 2016	924,212,440	99.83	1,610,725	0.17	925,823,165	67.33%	3,241,945
2.	To approve the Directors’ remuneration report	916,037,366	99.32	6,285,817	0.68	922,323,183	67.08%	6,738,340
3.	To approve the Directors’ remuneration policy	881,046,703	98.29	15,349,348	1.71	896,396,051	65.19%	32,669,059
4.	To declare a final dividend of 9.7p	925,706,975	99.65	3,293,459	0.35	929,000,434	67.56%	64,676
5.	To re-elect Mike Biggs as a Director	919,362,299	99.09	8,427,601	0.91	927,789,900	67.48%	1,275,210
6.	To re-elect Paul Geddes as a Director	925,489,642	99.67	3,050,968	0.33	928,540,610	67.53%	524,318
7.	To elect Danuta Gray as a Director	920,775,130	99.16	7,759,815	0.84	928,534,945	67.53%	530,165

8.	To re-elect Jane Hanson as a Director	925,525,267	99.68	3,011,017	0.32	928,536,284	67.53%	528,826
9.	To elect Mike Holliday-Williams as a Director	924,739,497	99.59	3,807,312	0.41	928,546,809	67.53%	518,301
10.	To re-elect Sebastian James as a Director	923,055,834	99.41	5,480,727	0.59	928,536,561	67.53%	528,549
11.	To re-elect Andrew Palmer as a Director	923,193,885	99.42	5,343,592	0.58	928,537,477	67.53%	527,451
12.	To re-elect John Reizenstein as a Director	924,749,243	99.59	3,791,078	0.41	928,540,321	67.53%	524,789
13.	To re-elect Clare Thompson as a Director	922,965,052	99.41	5,473,864	0.59	928,438,916	67.52%	626,194
14.	To re-elect Richard Ward as a Director	925,561,079	99.68	2,973,792	0.32	928,534,871	67.53%	527,874
15.	To approve the re-appointment of the Company's Auditor	915,886,740	98.59	13,088,038	1.41	928,974,778	67.56%	90,332
16.	To authorise the Audit Committee to agree the Auditor's remuneration	926,912,761	99.78	2,076,040	0.22	928,988,801	67.56%	76,309
17.	To authorise the Company to make political donations	908,210,254	98.25	16,201,102	1.75	924,411,356	67.23%	4,652,101
18.	To approve the Directors' authority to allot new shares	882,266,654	95.06	45,872,248	4.94	928,138,902	67.50%	926,208

19.	To approve the Directors' general authority to disapply pre-emption rights*	928,078,873	99.90	901,544	0.10	928,980,417	67.56%	84,693
20.	To approve the Directors' additional authority to disapply pre-emption rights*	911,475,775	98.12	17,500,798	1.88	928,976,573	67.56%	88,537
21.	To authorise the Company to purchase its own shares*	919,240,195	98.96	9,634,530	1.04	928,874,725	67.55%	190,385
22.	To authorise the Directors to allot new shares in relation to an issue of Solvency II Compliant Restricted Tier 1 Capital Instruments	920,055,333	99.04	8,879,237	0.96	928,934,570	67.56%	130,540
23.	To authorise the Directors to disapply pre-emption rights in relation to an issue of Solvency II Compliant Restricted Tier 1 Capital Instruments*	910,450,620	98.01	18,526,138	1.99	928,976,758	67.56%	88,352
24.	To authorise the Company to call general meetings on 14 clear days' notice*	843,100,204	91.20	81,326,884	8.80	924,427,088	67.23%	4,638,022

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 1,375,000,000 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 2017 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 UK Listing Authority via the National Storage Mechanism and will shortly be available for inspection at www.hemscott.com/nsm.do.

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