

## 2018 AGM POLL RESULTS FOR DIRECT LINE INSURANCE GROUP PLC

10 May 2018

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 2017	1,007,524,865	99.93%	669,135	0.07%	1,008,194,000	73.32%	293,983
2.	To approve the Directors’ remuneration report	766,710,834	76.58%	234,492,835	23.42%	1,001,203,669	72.81%	7,284,313
3.	To declare a final dividend of 13.6p	1,005,714,249	99.73%	2,717,960	0.27%	1,008,432,209	73.34%	55,774
4.	To re-elect Mike Biggs as a Director	985,233,917	97.78%	22,395,630	2.22%	1,007,629,547	73.28%	858,120
5.	To re-elect Paul Geddes as a Director	1,004,863,752	99.65%	3,519,598	0.35%	1,008,383,350	73.34%	87,631
6.	To re-elect Danuta Gray as a Director	993,295,387	98.50%	15,079,266	1.50%	1,008,374,653	73.34%	111,852
7.	To elect Mark Gregory as a Director	1,007,163,771	99.88%	1,202,561	0.12%	1,008,366,332	73.34%	121,651
8.	To re-elect Jane Hanson as a Director	1,005,539,581	99.72%	2,842,726	0.28%	1,008,382,307	73.34%	105,676

9.	To re-elect Mike Holliday-Williams as a Director	1,003,151,262	99.48%	5,225,649	0.52%	1,008,376,911	73.34%	111,072
10.	To elect Penny James as a Director	1,002,913,840	99.46%	5,455,315	0.54%	1,008,369,155	73.34%	118,828
11.	To re-elect Sebastian James as a Director	1,004,277,809	99.59%	4,103,638	0.41%	1,008,381,447	73.34%	106,536
12.	To elect Gregor Stewart as a Director	997,269,023	98.90%	11,102,528	1.10%	1,008,371,551	73.34%	116,422
13.	To re-elect Clare Thompson as a Director	1,001,611,876	99.33%	6,770,398	0.67%	1,008,382,274	73.34%	105,709
14.	To re-elect Richard Ward as a Director	998,982,277	99.07%	9,399,304	0.93%	1,008,381,581	73.34%	106,402
15.	To re-appoint Deloitte as auditors	989,888,182	98.17%	18,497,771	1.83%	1,008,385,953	73.34%	102,029
16.	To authorise the Audit Committee to agree the Auditor's remuneration	1,004,326,888	99.60%	4,083,367	0.40%	1,008,410,255	73.34%	77,428
17.	To authorise the Company to make political donations	961,959,449	95.82%	41,940,293	4.18%	1,003,899,742	73.01%	4,584,877
18.	To authorise the Directors to allot new shares	946,951,901	93.91%	61,435,660	6.09%	1,008,387,561	73.34%	100,422
19.	To disapply pre-emption rights*	1,007,158,096	99.88%	1,211,111	0.12%	1,008,369,207	73.34%	117,275
20.	To further disapply pre-emption rights in specific circumstances*	986,306,383	97.81%	22,071,594	2.19%	1,008,377,977	73.34%	110,005

21.	To authorise the Company to purchase its own shares*	994,230,912	98.61%	14,024,913	1.39%	1,008,255,825	73.33%	232,157
22.	To authorise the Directors to allot new shares in relation to an issue of Solvency II Compliant Restricted Tier 1 Capital Instruments	990,605,349	98.24%	17,789,388	1.76%	1,008,394,737	73.34%	93,245
23.	To authorise the Directors to disapply pre-emption rights in relation to an issue of Solvency II Compliant Restricted Tier 1 Capital Instruments*	993,343,466	98.51%	15,043,532	1.49%	1,008,386,998	73.34%	100,984
24.	To authorise the Company to call general meetings on 14 clear days' notice*	916,044,924	91.25%	87,869,557	8.75%	1,003,914,481	73.01%	4,573,502

Our 2017 Directors' remuneration report has been approved by shareholders with 76.58% of votes cast in favour of the resolution. Naturally we are disappointed not to have received a higher level of support for the resolution, but having engaged with our shareholders, we understand their specific concern. We welcome feedback from our shareholders and we will continue to actively engage with them on executive remuneration and other issues.

NOTES:

- \* indicates a Special Resolution requiring 75% of votes cast to be carried.
- Votes "For" and "Against" are expressed as a percentage of votes cast.
- 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 1,375,000,000 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 2018 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](http://www.hemscott.com/nsm.do).

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