

Form of Proxy - Annual General Meeting to be held on 13 May 2015



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www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number ("SRN") and PIN shown opposite and agree to certain terms and conditions.

Control Number: 912806

SRN:

PIN:



View the Annual Report online: **ara2014.directlinegroup.com**

Register at **www.investorcentre.co.uk** - manage your shareholding online, the easy way!

**To be effective, all proxy appointments must be lodged with the Company's Registrar at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 11 May 2015 at 11.00am.**

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the Meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has now been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes. On any other business arising at the Meeting (including any motion to amend a resolution or to adjourn the Meeting), the proxy will exercise his discretion.
- To appoint more than one proxy, additional proxy forms may be obtained by contacting the Registrar's helpline on 0870 873 5880 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the Meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company as at 6.00 pm on Monday, 11 May 2015, which is not more than 48 hours before the time of the Meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0870 873 5880 between Monday and Friday, 8.30am to 5.30pm (excluding public holidays) to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service. The standard rate for calling an 0870 number can vary depending on your network service provider.
- Any alterations made to this form should be initialled. If someone other than you signs the form of proxy, it must be returned with either the letter of authority, Power of Attorney or a certified copy of the Power of Attorney authorising him or her to sign on your behalf.
- The completion and return of this form will not preclude a member from attending the Meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Proxy

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



I/We hereby appoint the Chairman of the Meeting OR the following person

Number of shares being voted. Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).*

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement* on my/our behalf at the Annual General Meeting of Direct Line Insurance Group plc to be held in the Auditorium, Allen & Overy LLP, One Bishops Square, London E1 6AD on Wednesday, 13 May 2015 at 11.00am, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

☐ Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

You may expressly authorise the Chairman to exercise your proxy on each item of business by signing and returning this form. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman to vote for or against or abstain from voting by marking the appropriate box below. Please note that the Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

Resolutions

	For	Against	Vote Withheld
1. To receive the report and accounts for the year ended 31 December 2014	☐	☐	☐
2. To approve the Directors' remuneration report	☐	☐	☐
3. To re-elect Mike Biggs as a Director	☐	☐	☐
4. To re-elect Paul Geddes as a Director	☐	☐	☐
5. To re-elect Jane Hanson as a Director	☐	☐	☐
6. To elect Sebastian James as a Director	☐	☐	☐
7. To re-elect Andrew Palmer as a Director	☐	☐	☐
8. To re-elect John Reizenstein as a Director	☐	☐	☐
9. To re-elect Clare Thompson as a Director	☐	☐	☐
10. To re-elect Priscilla Vacassin as a Director	☐	☐	☐
11. To approve the re-appointment of the Company's Auditor	☐	☐	☐
12. To provide authority to the Audit Committee to determine the Auditor's remuneration	☐	☐	☐
13. To approve the Directors' authority to allot new shares	☐	☐	☐
14. To approve the Directors' power to disapply pre-emption rights	☐	☐	☐
15. To approve the Company's authority to purchase its own shares	☐	☐	☐
16. To approve the calling of general meetings on 14 clear days' notice	☐	☐	☐
17. To authorise the Company to make political donations	☐	☐	☐

I/we instruct my/our proxy to vote on the resolutions proposed at the Meeting as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the Meeting.

Signature

Date

DD/MM/YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

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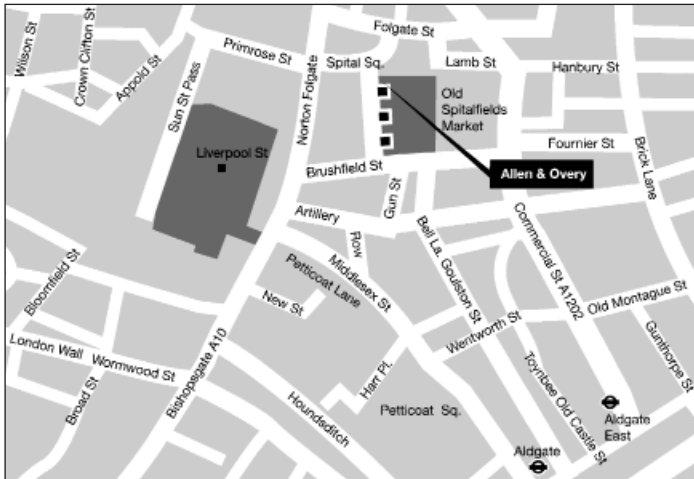
Notes

- Where voting as proxy or representative please indicate this to the right of your signature.
- If all your votes on the resolution are to be cast one way please mark X in the appropriate box. If on the resolution you do not wish to use all your votes or to cast all your votes the same way please insert in the appropriate box the number(s) of votes cast.
- If you have lodged a proxy form giving voting instructions and wish to vote as indicated on the proxy form it will simplify the count if instead of completing this card you leave your votes to be cast by proxy in accordance with your instructions.
- The 'Vote Withheld' option is provided to enable you to abstain on any resolution. However it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

Signature

Direct Line Insurance Group plc Annual General Meeting 2015

The Annual General Meeting of Direct Line Insurance Group plc is to be held in the Auditorium, Allen & Overy LLP, One Bishops Square, London E1 6AD on Wednesday, 13 May 2015 at 11.00am.



How to find us Transport and directions to venue

By foot:

Bishops Square is within easy walking distance from Liverpool Street station. Walk northwards up Bishopsgate and turn right into Brushfield Street. You will see an open square with trees and a white sail structure. Walk past the sail structure and take any of the three entrances of Allen & Overy LLP.

By underground:

The nearest underground station is Liverpool Street station, situated on the Central, Hammersmith and City, Metropolitan and Circle lines. Other nearby underground stations are Aldgate on the Metropolitan and Circle lines and Aldgate East on the Hammersmith & City line.

By taxi:

Ask your taxi driver to drop you off in Spital Square, just off Bishopsgate.



Attendance Card

For use if you are attending the AGM at 11.00am on Wednesday, 13 May 2015 in the Auditorium, Allen & Overy LLP, One Bishops Square, London E1 6AD. (See above for location map.)

Tea and coffee will be served from 10.20am.

It would be helpful if you detach this slip and hand it in at the registration desk on your arrival at the Meeting