

MR A SAMPLE  
< DESIGNATION>  
SAMPLE STREET  
SAMPLE TOWN  
SAMPLE CITY  
SAMPLE COUNTY  
AA11 1AA

**CANCELLED**

## Attendance Card

Please bring this card with you to the Meeting and present it at shareholder registration/accreditation.

### Additional Holders:

ADDITIONAL HOLDER 1  
ADDITIONAL HOLDER 2  
ADDITIONAL HOLDER 3  
ADDITIONAL HOLDER 4

The Chairman of Direct Line Insurance Group plc invites you to attend the General Meeting of the Company to be held at **Allen & Overy LLP, One Bishops Square, London E1 6AD** on **Monday, 29 June 2015 at 10.00 am.**

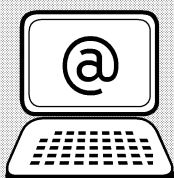
Shareholder Reference Number

C0000000000



Please detach this portion before posting this proxy form.

## Form of Proxy - General Meeting to be held on Monday, 29 June 2015



**Cast your proxy online. It's fast, easy and secure!**

**[www.investorcentre.co.uk/eproxy](http://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: 912710

SRN: C0000000000

PIN: 1245



View the Share Consolidation circular and Notice of Meeting online: **[www.directlinegroup.com/shareholdermeetings](http://www.directlinegroup.com/shareholdermeetings)**

Register at **[www.investorcentre.co.uk](http://www.investorcentre.co.uk)** - elect for electronic communications & manage your shareholding online!

**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 Thursday, 25 June 2015 at 10.00 am.**

### 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 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 (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the registrar 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 marking 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 the 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' the 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 will be determined by reference to the Register of Members of the Company as at 6.00 pm on Thursday, 25 June 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 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](http://www.investorcentre.co.uk) to use the online Investor Centre service.
- 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.

**CANCELLED**

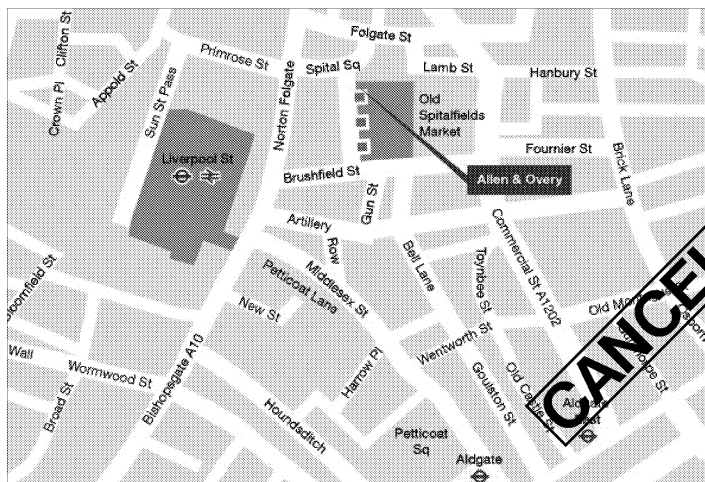
### All Named Holders

MR A SAMPLE  
< Designation>  
Additional Holder 1  
Additional Holder 2  
Additional Holder 3  
Additional Holder 4



# Direct Line Insurance Group plc General Meeting

The General Meeting of Direct Line Insurance Group plc is to be held at Allen & Overy LLP, One Bishops Square, London E1 6AD on Monday, 29 June 2015 at 10.00am.



## 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.

## Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.  
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

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C0000000000



I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the General Meeting of Direct Line Insurance Group plc to be held at **Allen & Overy LLP, One Bishops Square, London E1 6AD** on **Monday, 29 June 2015 at 10.00 am**, and at any adjourned meeting.

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

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

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



## Resolutions

1. To approve the Share Consolidation.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. To approve the Directors' authority to allot new shares.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3. To approve the Directors' power to disapply pre-emption rights.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4. To approve the Company's authority to purchase its own shares.

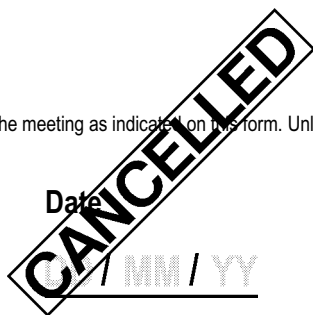
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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I/We instruct my/our proxy to vote on the resolutions proposed at the meeting as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

## Signature

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Date



/ MM / YY

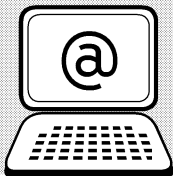
In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



MR A SAMPLE  
< DESIGNATION>  
SAMPLE STREET  
SAMPLE TOWN  
SAMPLE CITY  
SAMPLE COUNTY  
AA11 1AA

**CANCELLED**

## Form of Direction - General Meeting to be held on Monday, 29 June 2015



**Cast your direction online. It's fast, easy and secure!**  
**[www.investorcentre.co.uk/eproxy](http://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:** 912711

**SRN:** C0000000000

**PIN:** 1245



View the Share Consolidation circular and Notice of Meeting online: **[www.directlinegroup.com/shareholdermeetings](http://www.directlinegroup.com/shareholdermeetings)**

Register at **[www.investorcentre.co.uk](http://www.investorcentre.co.uk)** - elect for electronic communications & manage your shareholding online!

**To be effective, all Forms of Direction must be lodged with the Company's registrar at:  
Computershare Investor Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY by Wednesday, 24 June 2015 at 10.00 am.**

### Explanatory Notes:

1. Please indicate, by placing 'X' in the appropriate space overleaf, how you wish your votes to be cast in respect of the resolution. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast, the form will be rejected.
2. 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' the resolution.
3. Any alterations made in this form should be initialled.
4. The completion and return of this form will not preclude a participant from attending the General Meeting and voting in person.
5. If you wish to attend the General Meeting, please contact Computershare Trustees Limited on 0870 873 5880 available Monday to Friday, 8.30am to 5.30pm (excluding public holidays), to make arrangements to attend. The standard rate for calling an 0870 number can vary depending on your network service provider. Please be aware that there will be an administration fee of £43.50 levied to prepare the Corporate Representative Letter, which will enable you to attend the General Meeting.

**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 instructions that does not comply with these conditions.


**CANCELLED**

#### All Named Holders

MR A SAMPLE  
< Designation>  
Additional Holder 1  
Additional Holder 2  
Additional Holder 3  
Additional Holder 4



Form of Direction

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



C0000000000

I direct Computershare Trustees Limited as Trustee of the Direct Line Insurance Group plc Share Incentive Plan to vote and act on my behalf in accordance with my instructions in respect of the Resolutions to be proposed at the General Meeting of the Company to be held at **Allen & Overy LLP, One Bishops Square, London E1 6AD** on **Monday, 29 June 2015** at **10.00am**.

CANCELLED

Resolutions

1. To approve the Share Consolidation.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. To approve the Directors' authority to allot new shares.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3. To approve the Directors' power to disapply pre-emption rights.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4. To approve the Company's authority to purchase its own shares.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Signature

Date

CANCELLED

MM / YY

