

MR SAM SAMPLE
DESIGNATION (IF ANY)
MR JOINT HOLDER 1
ADD1
ADD2
ADD3
ADD4

000001

SG350

Form of Proxy - Annual General Meeting to be held on Thursday 14 May 2020



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

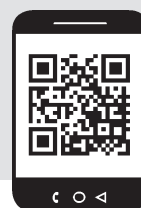
www.investorcentre.co.uk/eproxy

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: 916201

SRN: C1234567890

PIN: 1234



View the Annual Report online: **www.directlinegroup.co.uk/en/investors**

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 online or at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 11.00 a.m. on Tuesday 12 May 2020.**

Direct Line Insurance Group plc 2020 Annual General Meeting

The Annual General Meeting of Direct Line Insurance Group plc is to be held at the offices of the Company, Churchill Court, Westmoreland Road, Bromley, BR1 1DP at 11.00 a.m. on Thursday, 14 May 2020.

Due to uncertainties created by the Coronavirus please check our website before travelling to this venue - www.directlinegroup.co.uk/en/investors/shareholder-centre. **As long as the Government's Stay at Home Measures remain in place at the time of the meeting, shareholders other than those forming the minimum quorum will not be admitted to the 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. Direct Line Insurance Group plc and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

MR A SAMPLE
<Designation>
ADDITIONAL HOLDER 1
ADDITIONAL HOLDER 2
ADDITIONAL HOLDER 3
ADDITIONAL HOLDER 4



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

C0123456789

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

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 at the offices of **the Company, Churchill Court, Westmoreland Road, Bromley, BR1 1DP** at **11.00 a.m. on Thursday, 14 May 2020, and at any adjourned meeting. We strongly advise you to appoint the Chairman of the Meeting as your proxy.**

* 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 can direct your proxy to vote for or against or abstain from voting by marking the appropriate box below. Please note that if you have appointed the Chairman of the Meeting as your proxy, he 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 2019	☐	☐	☐
2. To approve the Directors' remuneration report	☐	☐	☐
3. To approve the Directors' remuneration policy	☐	☐	☐
4. To re-elect Mike Biggs as a director	☐	☐	☐
5. To re-elect Danuta Gray as a director	☐	☐	☐
6. To re-elect Mark Gregory as a director	☐	☐	☐
7. To re-elect Jane Hanson as a director	☐	☐	☐
8. To elect Tim Harris as a director	☐	☐	☐
9. To re-elect Penny James as a director	☐	☐	☐
10. To re-elect Sebastian James as a director	☐	☐	☐
11. To re-elect Fiona McBain as a director	☐	☐	☐
12. To re-elect Gregor Stewart as a director	☐	☐	☐
13. To re-elect Richard Ward as a director	☐	☐	☐
14. To re-appoint Deloitte LLP as auditor	☐	☐	☐
15. To authorise the Audit Committee to agree the auditor's remuneration	☐	☐	☐
16. To authorise the Company to make political donations/incur political expenditure	☐	☐	☐
17. To approve the Direct Line Insurance Group plc Long Term Incentive Plan	☐	☐	☐
18. To approve the Direct Line Insurance Group plc Deferred Annual Incentive Plan	☐	☐	☐
19. To authorise the Directors to allot new shares	☐	☐	☐
20. To disapply pre-emption rights (general) *	☐	☐	☐
21. To disapply pre-emption rights (acquisitions/capital investments) *	☐	☐	☐
22. To authorise the Company to purchase its own shares *	☐	☐	☐
23. To authorise Directors to allot new shares in relation to an issue of RT1 Instruments	☐	☐	☐
24. To authorise Directors to disapply pre-emption rights in relation to an issue of RT1 Instruments *	☐	☐	☐
25. To authorise the Company to call a general meeting on 14 clear days' notice *	☐	☐	☐
26. To adopt the new Articles of Association *	☐	☐	☐

* These resolutions are special resolutions.

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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Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his or her proxy to exercise all or any of his or her rights, to attend, speak and vote on their behalf at the Annual General Meeting (the "Meeting" and/or "AGM"). If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. However, in view of the Government's current restrictions on gatherings of more than two people, we strongly advise you to appoint the Chairman of the Meeting as your proxy. So long as the Government's Stay at Home Measures remain in place at the time of the meeting, shareholders other than those forming the minimum quorum will not be admitted to the meeting. 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 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 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/her discretion as to whether, and if so how, he or she votes. On any other business arising at the Meeting (including any motion to amend, withdraw a resolution or to adjourn the Meeting), the proxy will exercise his or her discretion.
 2. To appoint more than one proxy, additional proxy forms may be obtained by contacting the Registrar's helpline on +44 (0)370 873 5880 or you may photocopy this form. Please indicate in the box next to the proxy holder's name 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 to the abovementioned address.
 3. The 'Vote Withheld' option 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.
 4. 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 8.00 p.m. on Tuesday, 12 May 2020. 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.
 5. 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.
 6. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +44 (0)370 873 5880 between Monday and Friday, 8.30 a.m. to 5.30 p.m. (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 a 0370 number costs no more than a national rate call from any type of phone or provider.
 7. 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.
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