

Agenda

# ING Groep N.V. Annual General Meeting 2021

**Monday, 26 April 2021, 2:00 pm CEST**

This meeting will be held virtually and will be webcast on the ING Group website: [www.ing.com](http://www.ing.com)

# Agenda

## To the shareholders of ING Groep N.V.

The Annual General Meeting of ING Groep N.V. ('ING Group' or the 'Company') will be hosted virtually from the Company's corporate office Cedar, Bijlmerdreef 106, 1102 CT, Amsterdam on Monday, 26 April 2021 at 2:00 pm CEST. The Annual General Meeting can be followed via the Company's webcast on [www.ing.com/agm](http://www.ing.com/agm).

In view of the Covid-19 pandemic and the associated continuing health risks, and following the entry into force of the Dutch Temporary COVID-19 Justice and Safety Act (*Tijdelijke Wet COVID-19 Justitie en Veiligheid*), shareholders may follow the Annual General Meeting via the Company's webcast on the ING Group website: [www.ing.com/agm](http://www.ing.com/agm). Registered shareholders may also follow the Annual General Meeting by logging in on the electronic platform 'Evote by ING', available via [www.ing.com/agm](http://www.ing.com/agm).

### Availability of meeting documents

The following meeting documents are available:

- The Agenda and the Explanatory notes to the Agenda, including the announcements that are required by virtue of the law and the Articles of Association of the Company.
- The 2020 Annual Report, including the Financial Statements, the reports of the Executive Board and the Supervisory Board, the Remuneration Report and other information.
- The proposal to amend the Articles of Association, including the verbatim text and explanation.

The meeting documents are available on the website of the Company: [www.ing.com/agm](http://www.ing.com/agm). These documents are also available for inspection at the Company's corporate office, Bijlmerdreef 106, 1102 CT Amsterdam, the Netherlands, and can be obtained free of charge at this address.

The notarial record of the business transacted at the Annual General Meeting of 28 April 2020 has been available on the website of the Company ([www.ing.com/agm](http://www.ing.com/agm)) since 28 October 2020.

**Amsterdam, 12 March 2021**  
**Executive Board**

**Supervisory Board**

## Agenda items

### Agenda item 1

Opening remarks and announcements.

### Agenda item 2

- A Report of the Executive Board for 2020 (discussion item).
- B Sustainability (discussion item).
- C Report of the Supervisory Board for 2020 (discussion item).
- D Remuneration report for 2020 (advisory voting item).
- E Financial Statements (annual accounts) for 2020 (voting item).

### Agenda item 3

- A Profit retention and distribution policy (discussion item).
- B Dividend for 2020 (voting item).

### Agenda item 4

- A Discharge of the members and former members of the Executive Board in respect of their duties performed during the year 2020 (voting item).
- B Discharge of the members and former members of the Supervisory Board in respect of their duties performed during the year 2020 (voting item).

### Agenda item 5

Variable remuneration cap for selected global staff (voting item).

### Agenda item 6

Amendments of the Articles of Association (voting item).

### Agenda item 7

Composition of the Executive Board:

- A Reappointment of Steven van Rijswijk (voting item).
- B Appointment of Ljiljana Čortan (voting item).

### Agenda item 8

Composition of the Supervisory Board:

- A Reappointment of Hans Wijers (voting item).
- B Reappointment of Margarete Haase (voting item).
- C Appointment of Lodewijk Hijmans van den Bergh (voting item).

### Agenda item 9

- A Authorisation to issue ordinary shares (voting item).
- B Authorisation to issue ordinary shares, with or without pre-emptive rights of existing shareholders (voting item).

### Agenda item 10

Authorisation to acquire ordinary shares in the Company's own capital (voting item).

# Record date, registration, attendance and voting procedures

## Following the Annual General Meeting, asking questions and voting

Shareholders will not be able to physically attend the Annual General Meeting. Shareholders can follow the Annual General Meeting via the Company's webcast. Registered shareholders may also follow the Annual General Meeting by logging in on the electronic platform 'Evote by ING'.

Shareholders who wish to exercise their shareholder rights in respect of the Annual General Meeting:

- have to be a shareholder at the Record Date (**see under I**),
- have to register for the Annual General Meeting (**see under II**),
- will receive a confirmation of registration and may ask questions related to the Agenda (**see under III**); and
- should grant an electronic voting proxy to Ms J.J.C.A. Leemrijse, civil-law notary at Allen & Overy in Amsterdam, the Netherlands, or her substitute, with the instructions to vote at the Annual General Meeting on the shareholders' behalf (**see under IV for the procedure**).

### I. Record Date

The Record Date for this Annual General Meeting is Monday, **29 March 2021**.

Every person recorded as a shareholder of the Company on the Record Date after the closing of the books according to either:

- the records of an intermediary as defined in the Securities (Bank Giro Transactions) Act ('Wet giraal effectenverkeer') ('Intermediary'), or
- the Shareholders' Register kept by the Company, is entitled to exercise their shareholder rights in respect of the Annual General Meeting. Voting rights can be exercised in accordance with the number of shares held on this date. This entitlement is not affected by any acquisition or disposal of shares after the Record Date. The Company does not require blocking of shares in order for a shareholder to exercise their rights in respect of a General Meeting. However, it cannot be ruled out that an Intermediary will require blocking of shares in specific situations.

### II. Registration of shareholders

Shareholders who wish to exercise their rights in respect of the Annual General Meeting have to register for the meeting no earlier than the Record Date and no later than Monday, **19 April 2021**, 5:30 pm CEST, by logging in on the electronic platform 'Evote by ING', available via [www.ing.com/agm](http://www.ing.com/agm).

### III. Confirmation of registration and the right and option to ask questions

Shareholders will subsequently receive a confirmation of registration by email. Shareholders who have registered validly for the Annual General Meeting and who have received a registration number, can:

- submit questions in writing on agenda items up to 72 hours *prior* to the start of the Annual General Meeting. These questions have to be submitted to the email address that is available by logging in on the electronic platform 'Evote by ING' available via [www.ing.com/agm](http://www.ing.com/agm).
- submit questions *during* the Annual General Meeting, by logging in on the electronic platform 'Evote by ING' and by clicking on the 'attend online' button of the Company under 'My Registrations'.

### IV. Voting instructions

Shareholders who are entitled to exercise voting rights have to grant an electronic proxy with voting instructions to Ms J.J.C.A. Leemrijse, civil-law notary at Allen & Overy in Amsterdam, the Netherlands with the instructions to vote at the Annual General Meeting by logging in on the electronic platform 'Evote by ING' available via [www.ing.com/agm](http://www.ing.com/agm). By providing the voting instructions on this website, the shareholder grants proxy to civil-law notary Ms J.J.C.A. Leemrijse or her substitute to vote on the shares at the Annual General Meeting in accordance with the instructions. Voting instructions have to be received no later than Monday, **19 April 2021**, 5:30 pm CEST. It is not possible to vote (electronically) during the Annual General Meeting.

### V. Holders of American Depositary Receipts

Holders of American Depositary Receipts should refer to the information on [www.ing.com/ads](http://www.ing.com/ads).

**ING Groep N.V.**

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