

ING Groep N.V. Annual General Meeting 2024

Agenda

for the Annual General Meeting of ING Groep N.V. (ING Group) to be held at Muziekgebouw aan 't IJ, Piet Heinkade 1, 1019 BR Amsterdam, the Netherlands on Monday, 22 April 2024, 2pm CEST.

This meeting will be webcast online via www.ing.com/agm.

Agenda

To the shareholders of ING Group.

The Annual General Meeting (AGM) of ING Group will be held on Monday, 22 April 2024 at 2pm CEST. Shareholders can attend the AGM either in person at Muziekgebouw aan 't IJ, Piet Heinkade 1, 1019 BR Amsterdam, the Netherlands or remotely online.

Registered shareholders may attend the AGM remotely by logging on to the electronic platform '[Evote by ING](#)'. The AGM will also be [webcast](#) on the ING Group website.

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 ING Group.
- The 2023 Annual Report, including the Financial Statements, the reports of the Executive Board and the Supervisory Board, the Remuneration Report and other information.
- The proposed remuneration policies of the Executive and Supervisory Board.

The meeting documents are available via www.ing.com/agm or can be viewed and/or obtained free of charge at the offices of ING Group at Bijlmerdreef 106, 1102 CT Amsterdam.

The notarial record of the AGM of 24 April 2023 is available on the ING Group website (www.ing.com/agm).

Amsterdam, 8 March 2024

Executive Board

Supervisory Board

Agenda items

Agenda item 1

Opening remarks and announcements.

Agenda item 2

- Report of the Executive Board for 2023 (discussion item).
- Report of the Supervisory Board for 2023 (discussion item).
- ING's application of the revised Dutch Corporate Governance Code (2022) (discussion item).
- Remuneration Report for 2023 (advisory voting item).
- Financial Statements (annual accounts) for 2023 (voting item).

Agenda item 3

- Dividend and distribution policy (discussion item).
- Dividend for 2023 (voting item).

Agenda item 4

- Discharge of the members of the Executive Board in respect of their duties performed during the year 2023 (voting item).
- Discharge of the members and former members of the Supervisory Board in respect of their duties performed during the year 2023 (voting item).

Agenda item 5

Appointment of the external auditor (voting item).

Agenda item 6

- Remuneration policy of the Executive Board (voting item).
- Remuneration policy of the Supervisory Board (voting item).

Agenda item 7

Composition of the Supervisory Board:

- Reappointment of Juan Colombás (voting item).
- Reappointment of Herman Hulst (voting item).
- Reappointment of Harold Naus (voting item).

Agenda item 8

- Authorisation of the Executive Board to issue ordinary shares (voting item).
- Authorisation of the Executive Board to issue ordinary shares with or without pre-emptive rights of existing shareholders (voting item).

Agenda item 9

Authorisation of the Executive Board to acquire ordinary shares in ING Group's own capital (voting item).

Agenda item 10

Reduction of the issued share capital by cancelling ordinary shares acquired by ING Group pursuant to the authority under agenda item 9 (voting item).

Logistics

A. Attending and voting live

Shareholders who wish to attend and vote at the AGM either in person or by proxy:

- need to be a shareholder on the Record Date (as defined under I); and
- need to register for the AGM (see under II).

Registered shareholders will receive a confirmation of registration (see under III) and may ask questions in advance or during the AGM (see under IV).

Attending remotely and voting in advance

Shareholders who wish to participate in the AGM remotely can do so via the electronic platform 'Evote by ING' by choosing the option 'Vote in advance' (see under V. sub a. for the procedure). By granting an electronic voting proxy with instructions to vote, shareholders will receive remote access to the meeting (with the possibility to ask questions during the AGM through the chat function). It will not be possible to vote live electronically during the AGM for those attending remotely.

Legal entities may vote in advance by sending their voting instructions to their intermediary or by submitting a proxy form (see under V. sub b. for the procedure).

I. Record date

The right of shareholders to participate in the AGM is determined on the basis of the shares held by them on the record date (Record Date), being Monday, **25 March 2024**.

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

- the records of an intermediary (Intermediary) as defined in the Securities (Bank Giro Transactions) Act (*Wet giraal effectenverkeer*); or
- the shareholders' register kept by ING Group, is entitled to exercise voting rights in respect of the AGM 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. ING Group does not require blocking of shares for a shareholder to exercise its rights in respect of an AGM. However, it cannot be ruled out that an Intermediary will require blocking of shares in specific situations.

II. Registration for attendance

Shareholders must register for the meeting no earlier than the Record Date and no later than Tuesday, **16 April 2024**, 5:30pm CEST, by logging on to the electronic platform 'Evote by ING' and choosing one of the following options:

- 'Attend in person';
- 'Appoint a proxy'; or
- 'Vote in advance' (choose this option for attending the AGM remotely).

Shareholders whose shares are registered in the Shareholders' Register kept by ING Group may register in writing with **ING Bank Issuer Services** by email: agm.pas@ing.com.

Legal entities may register in writing through their Intermediary.

III. Confirmation of registration

Shareholders or their proxies will receive a confirmation of registration by email. For shareholders attending the AGM either in person or by proxy, the registration number will grant shareholders or their proxies entrance to the AGM. Persons who wish to attend the meeting must be able to identify themselves by showing a valid identification document (e.g. valid passport or driving license).

IV. Questions

Registered shareholders can:

- submit questions in writing up to 72 hours prior to the start of the AGM by sending an email to: media.relations@ing.com; and/or
- submit questions during the AGM through the chat function in 'Evote by ING' by logging on to the electronic platform and by clicking on the 'attend online' button under 'My Registrations'.

V. Proxy voting procedure

Shareholders who will not be attending the AGM in person or by proxy, but nonetheless wish to participate in the decision-making process may:

- a) grant an electronic voting proxy to civil-law notary Ms J.J.C.A. Leemrijse or her substitute with the instructions to vote at the AGM. To that effect, the shareholder should submit the voting instructions to the civil-law notary on the electronic platform 'Evote by ING' available via www.ing.com/agm. By providing the voting instructions, the shareholder grants a proxy to civil-law notary Ms J.J.C.A. Leemrijse or her substitute to vote on the shares at the AGM in accordance with the instructions. Voting instructions have to be received no later than Tuesday, **16 April 2024**, 5:30pm CEST; or
- b) submit the voting instructions by means of a proxy form, which can be either downloaded online via www.ing.com/agm, or obtained upon request from ING Bank Issuer Services at agm.pas@ing.com. After completion and signing, the proxy form should be sent to ING Bank Issuer Services at agm.pas@ing.com, where it should be received no later than Tuesday, **16 April 2024**, 5:30pm CEST.

VI. Holders of American depositary receipts

Holders of American depositary receipts should refer to the information on www.ing.com/ads.

B. Other logistics

Security

For the safety of all attendees, a security check will be in place before entering the meeting space. Attendees are asked to leave their coats and bags in the cloakroom or lockers at the venue before entering the meeting space. A routine search may be undertaken. It is not permitted to take liquids into the venue. Any items deemed to be inappropriate will be removed and stored until the end of the event. The use of electrical devices and cameras will not be permitted during the meeting. Attendees that do not follow these rules may be removed from the meeting.

Meeting order

Based on the experience in previous years, the expectation is that activist groups may attend the AGM, which could cause disturbances during the meeting. ING aims to ensure the meeting takes place in a safe and orderly manner. The chairman of the Supervisory Board will take strict measures to protect the meeting order. Attendees who disturb the meeting will be asked to leave and may be removed from the meeting.

Photography and personal data

ING reserves the right to record the proceedings at the AGM, for use in future events, publications, social media or press-related activities connected to the event. Recording may be in the form of photography, video-recordings or audio-recordings. By attending the event you consent to being photographed and/or audio-video recorded at the event, and grant the organisers the perpetual right to use your likeness, image, photo and voice, without financial compensation, for possible use in conjunction with related ING future events, publications, social media or press-related activities. A copy of ING Group's privacy statement can be found [here](#).

Directions

Directions to Muziekgebouw aan 't IJ can be found [here](#).

Refreshments

Tea and coffee will be served before the AGM.

Contact

ING Groep N.V.
Commercial Register of
Amsterdam, no. 33231073
Bijlmerdreef 106
1102 CT Amsterdam
P.O. Box 1800, 1000 BV Amsterdam
The Netherlands

Website

www.ing.com

