

Agenda

ING Groep N.V. Annual General Meeting 2020

Tuesday, April 28, 2020, 2:00 pm CET

Cedar (corporate office ING Groep N.V.)
Bijlmerdreef 106
1102 CT Amsterdam
The Netherlands

This meeting will be webcast on the
ING Group website: www.ing.com

Agenda

To the holder of American Depository Receipts of shares of ING Groep N.V.

The Annual General Meeting of ING Groep N.V. ('ING Groep' or the 'Company') will be held on Tuesday, April 28, 2020 at 2:00 pm CET in the Company's corporate office Cedar, Bijlmerdreef 106, 1102 CT Amsterdam, the Netherlands. ~~the 'Muziekgebouw aan 't IJ', Piet Heinkade 1, 1019 BR Amsterdam, the Netherlands.~~

Availability of meeting documents

The following meeting documents are available to shareholders and others entitled to attend the meeting:

- 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 2019 Annual Report, including the Annual Accounts, the reports of the Executive Board and the Supervisory Board, the Remuneration Report and other information.
- The proposed Remuneration policies of the Executive Board and Supervisory Board.
- 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). 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 adopted minutes of the Annual General Meeting of April 23, 2019 have been available on the website of the Company (www.ing.com/agm) since October 23, 2019.

Questions may be submitted via the website of the Company (www.ing.com/agm).

Amsterdam, March 16, 2020

Executive Board

Supervisory Board

Shareholders who wish to vote at the meeting are requested to register at the Registration Desk between 1:00 pm – 2:00 pm CET to allow the votes to be registered correctly. The Registration Desk closes at 2:00 pm CET.

For information on how to attend the meeting and exercise voting rights, see page 3.

Agenda items

Agenda item 1

Opening remarks and announcements.

Agenda item 2

- A Report of the Executive Board for 2019 (discussion item).
- B Sustainability (discussion item).
- C Report of the Supervisory Board for 2019 (discussion item).
- D Remuneration report (advisory voting item).
- E Annual Accounts for 2019 (voting item).

Agenda item 3

- A Profit retention and distribution policy (discussion item).
- B ~~Dividend for 2019 (voting item)~~ Withdrawn, no voting.

Agenda item 4

- A Discharge of the members and former members of the Executive Board in respect of their duties performed during the year 2019 (voting item).
- B Discharge of the members and former members of the Supervisory Board in respect of their duties performed during the year 2019 (voting item).

Agenda item 5

Remuneration policy of the Executive Board (voting item).

Agenda item 6

Remuneration policy of the Supervisory Board (voting item).

Agenda item 7

Amendment of the Articles of Association (voting item).

Agenda item 8

Composition of the Supervisory Board:

- A Appointment of Juan Colombás (voting item).
- B Appointment of Herman Hulst (voting item).
- C Appointment of Harold Naus (voting item).

Agenda item 9

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

Agenda item 10

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

Attending the meeting and voting

Only holders of American Depositary Shares (ADS) who were ADS holders on the US Record date Friday, **March 27, 2020**, are eligible to attend the meeting and to exercise voting rights (via JPMorgan).

Any ADS holder who wishes to attend the meeting in the Netherlands should contact the JPMorgan Service Centre on +1 800 990 1135 (from the US) or +1 651 453 2128 (from outside the US) no later than Friday, **April 17, 2020**, 12 p.m. (EST). An ADS holder will be entitled to attend the meeting if that person held ADSs on the US Record date (Friday, March 27, 2020).

Proxy voting

Registered ADS holders as of Friday, **March 27, 2020**, are asked to complete and return the distributed proxy card to the depository by the time and date stated on it. A pre-paid envelope is supplied for this purpose.

ADS holders are requested to contact the JPMorgan Service Centre at +1 800 990 1135 (from the US) or +1 651 453 2128 (from outside the US) for further assistance.

Those ADS holders not holding via JPMorgan in nominee form are asked to contact their Custodian Bank or Broker to exercise their voting rights.

ING Groep N.V.

Commercial Register of Amsterdam, no. 33231073

Bijlmerdreef 106

1102 CT Amsterdam

P.O. Box 1800, 1000 BV Amsterdam

The Netherlands

Internet: www.ing.com

