

ING Annual General Meeting 2019

Amsterdam • 23 April 2019

Agenda item 1

Opening remarks and announcements

ING Annual General Meeting 2019

On the record date, 26 March 2019, the issued capital of the company consisted of:

3,892,532,880 issued ordinary shares

No votes can be cast on 929,821 ordinary shares as these shares were held by ING on the record date

A total of 3,891,603,059 votes can be cast

Agenda items 2A and 2B - discussion items

Report of the Executive Board for 2018 and Sustainability

- See pages 3 to 87 of the 2018 Annual Report.
- See the explanatory notes to the agenda.

Report of the Executive Board for 2018

Annual General Meeting

Ralph Hamers, CEO ING Group

Amsterdam • 23 April 2019

thinkforward

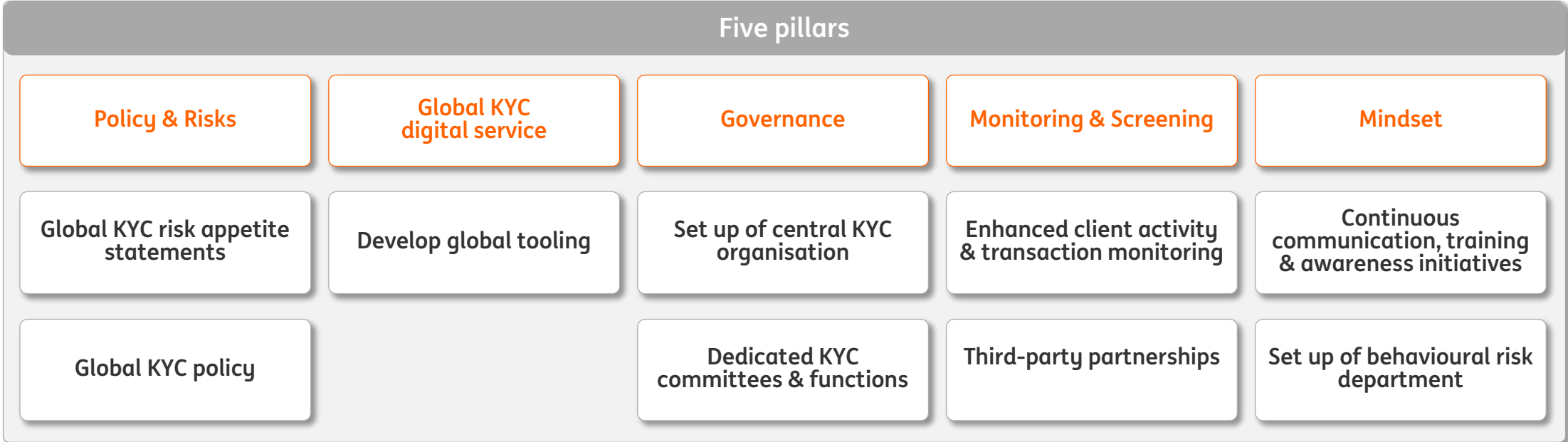


A more robust KYC environment across all business lines

Over 2,500 FTEs* worldwide are working on KYC

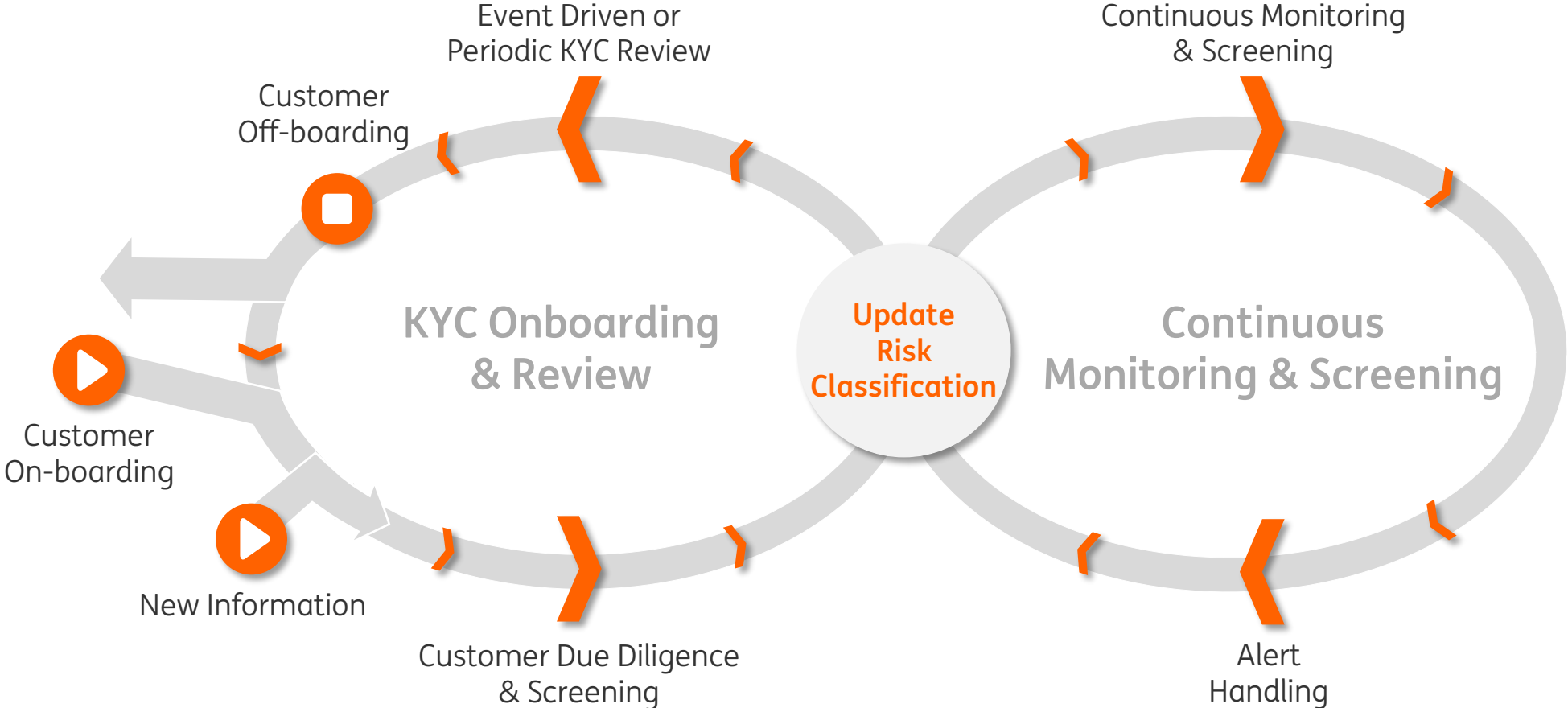
KYC programme for file enhancement

Structural solutions



* Including internal and external FTEs

The KYC customer lifecycle



Think Forward: still as relevant as ever

Purpose



Empowering people to stay a step ahead in life and in business.

Customer Promise



Clear and Easy



Anytime, Anywhere



Empower



Keep Getting Better

Strategic Priorities



Creating a differentiating customer experience

1. Earn the primary relationship
2. Develop analytics skills to understand our customers better
3. Increase the pace of innovation to serve changing customer needs
4. Think beyond traditional banking to develop new services and business models

Enablers



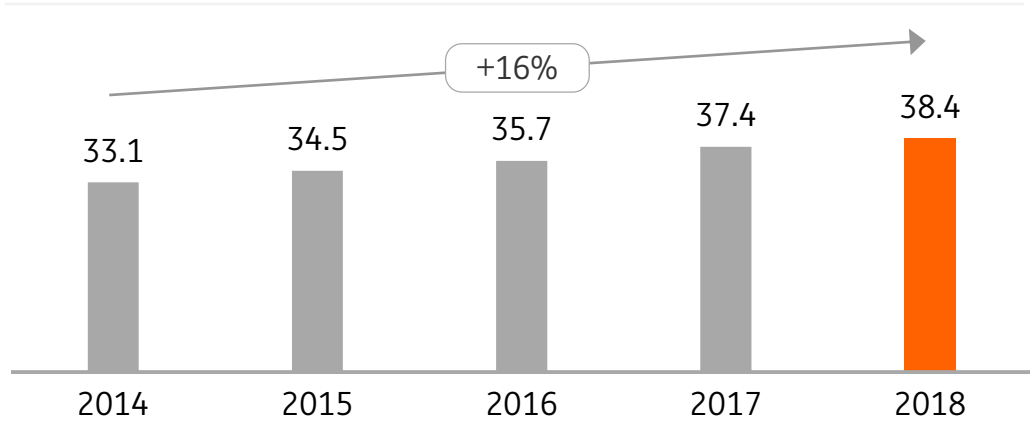
Simplify & Streamline | Operational Excellence | Performance Culture | Lending Capabilities

Initiatives to optimise customer experience

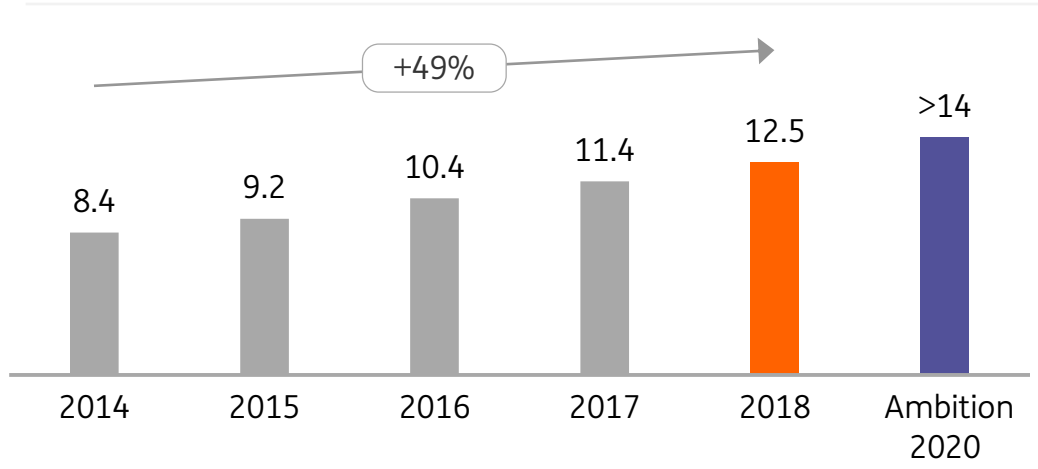


Think Forward strategy delivers on commercial growth

ING currently serves > 38 mln retail customers (in mln)



Targeting > 14 mln primary customers by 2020 (in mln)



Core lending

2018 net growth



Customer deposits

2018 net growth



Net Promoter Scores (NPS)

2018



Sustainability is embedded in our purpose



Our Sustainability Direction

All of our sustainability initiatives will help contribute to empower a low-carbon and a self-reliant society



€ **16.5** bln
Climate Finance



€ **6.3** bln
Sustainable Assets
under Management
(SAuM)



We have a leading
sustainability role
among banks



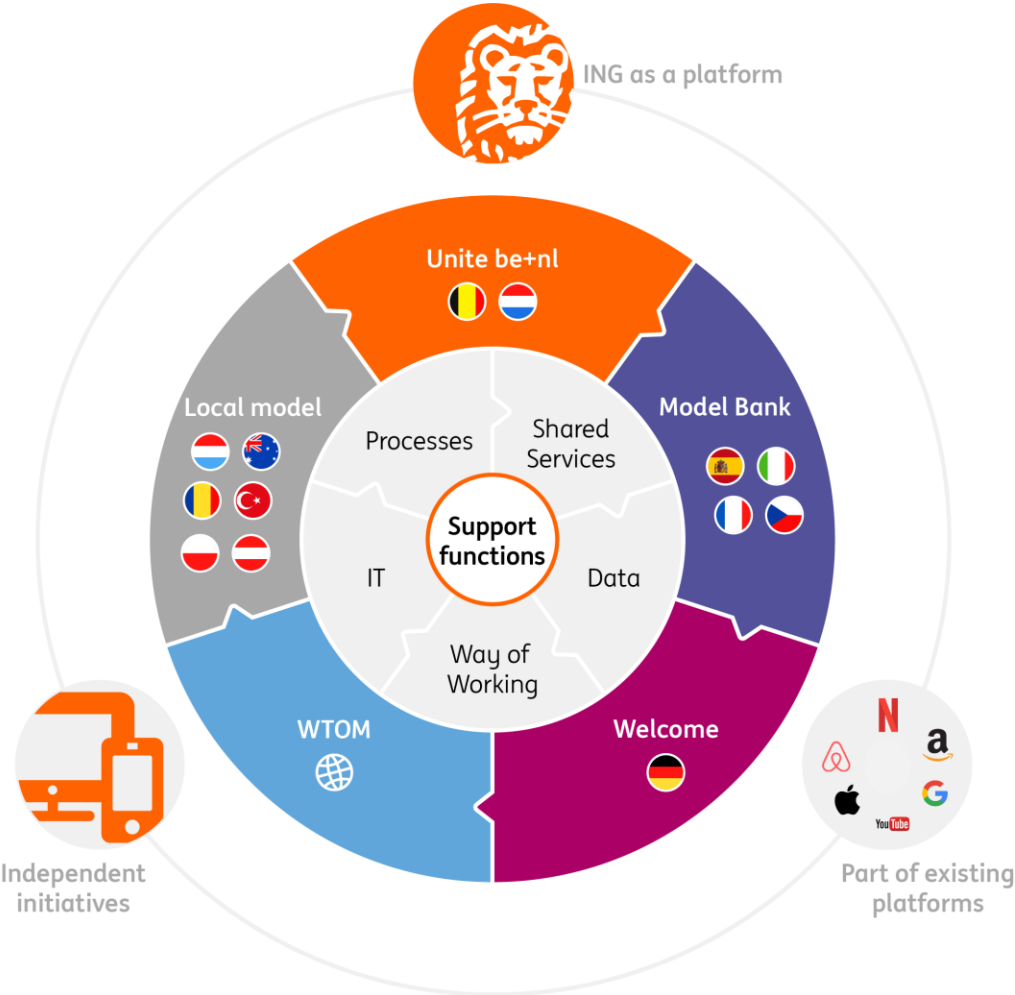
€ **0.8** bln
Social Impact
Finance



25 mln
Customers felt
financially
empowered

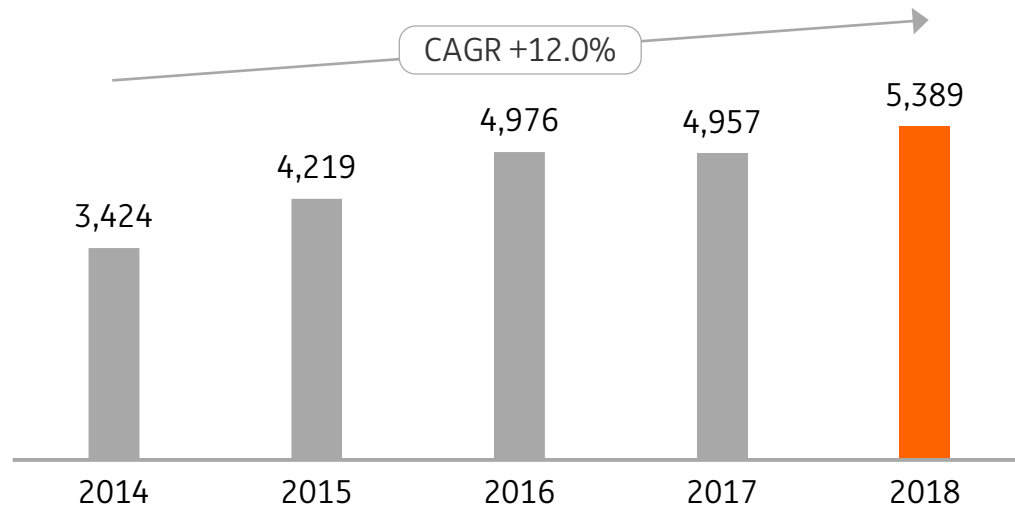
2018: Introduction of
Terra approach

Towards one ING experience worldwide

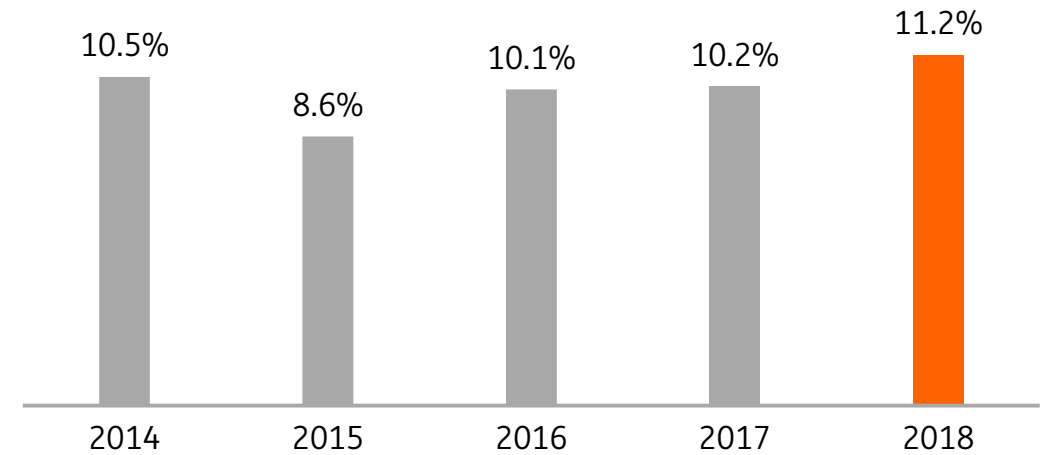


Underlying result up 8.7% in 2018; ROE at 11.2% for the year

Underlying net result improved further* (in € mln)



Underlying return on equity above 11%*

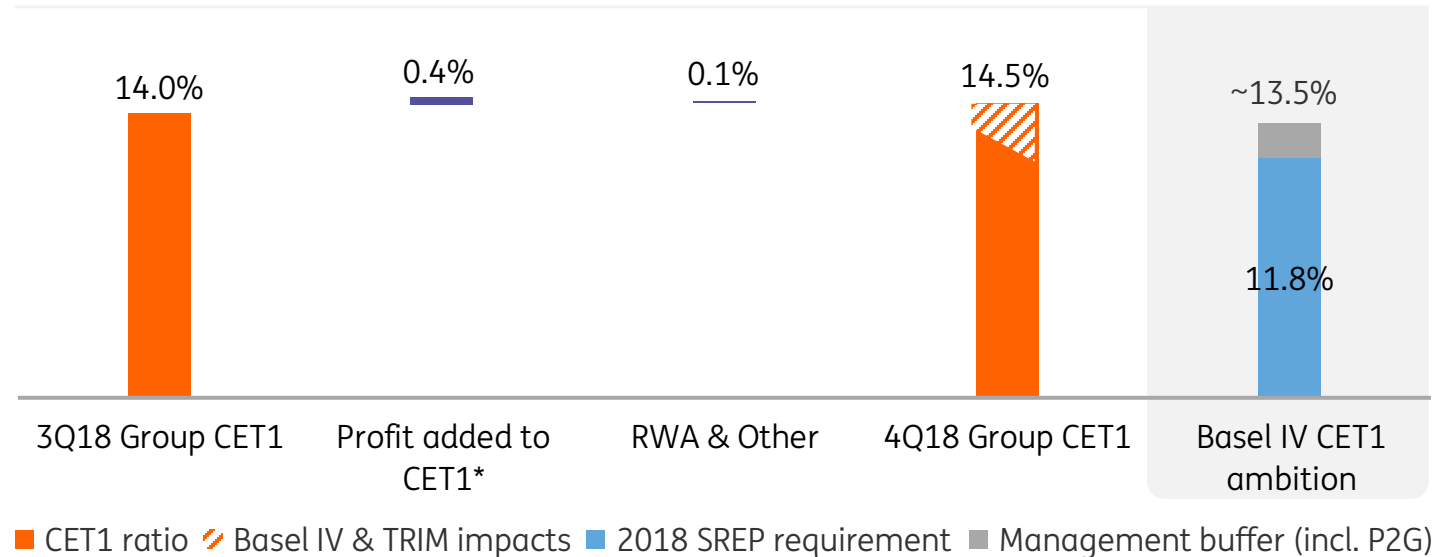


- ING recorded underlying 2018 net profit of €5,389 mln, up 8.7% on 2017, mainly supported by higher income and a lower effective tax rate
- The 2018 underlying return on equity* improved further to 11.2% compared to 10.2% a year earlier

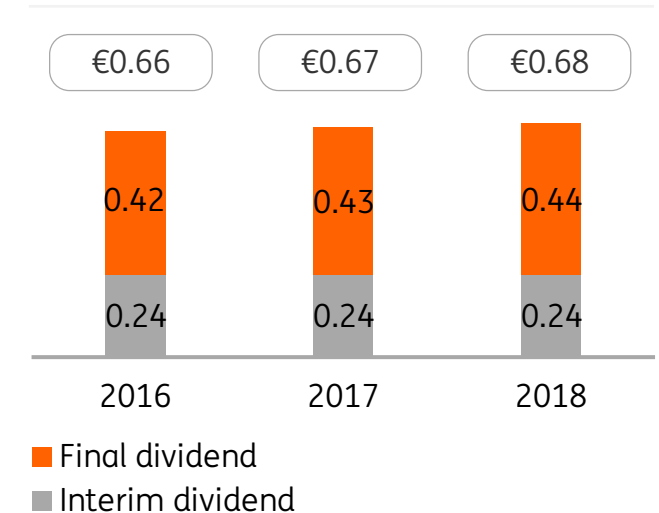
* Including the settlement impact of €775 mln recorded in 3Q18, ING's 2018 net result was €4,703 mln (versus €4,905 mln) while ING's 2018 total return on average IFRS-EU equity excluding 'interim profit not included in CET1 capital' was 9.8% (versus 10.1% in 2017)

ING Group CET1 ratio 14.5%; ING proposes €0.68 FY18 dividend

ING Group fully-loaded CET1 ratio development



We propose to pay a full-year dividend of €0.68 per share

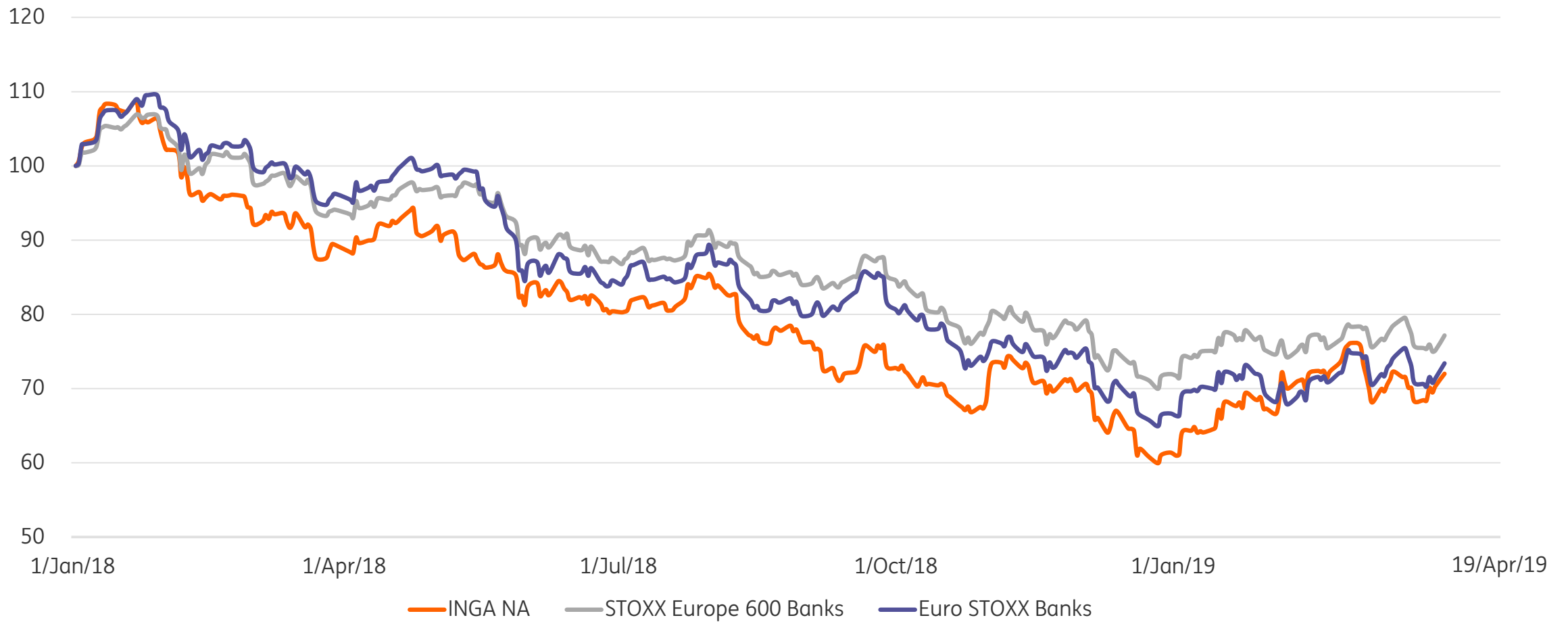


- 4Q18 fully-loaded CET1 ratio rose to 14.5% as a result of the addition of the quarterly net profit. Risk-weighted assets were slightly lower at €314.1 bln, mostly due to positive risk migration
- With a long implementation phase, potential management actions and the pending transposition of Basel IV into EU law, we are well positioned to achieve our CET1 ratio ambition of around 13.5%
- The full-year 2018 dividend proposal is €0.68 per share, to be paid in cash

* €1,138 mln which consists of 4Q18 Group net profit of €1,273 mln minus €135 mln set aside for the final dividend

ING share performance

2 January 2018 – 19 April 2018






Our platform will drive opportunities in banking and beyond



Think Forward has been accelerated through structural changes

Think Forward strategy on a page

Purpose ▶ Empowering people to stay a step ahead in life and in business.

Customer Promise ▶  Clear and Easy  Anytime, Anywhere  Empower  Keep Getting Better

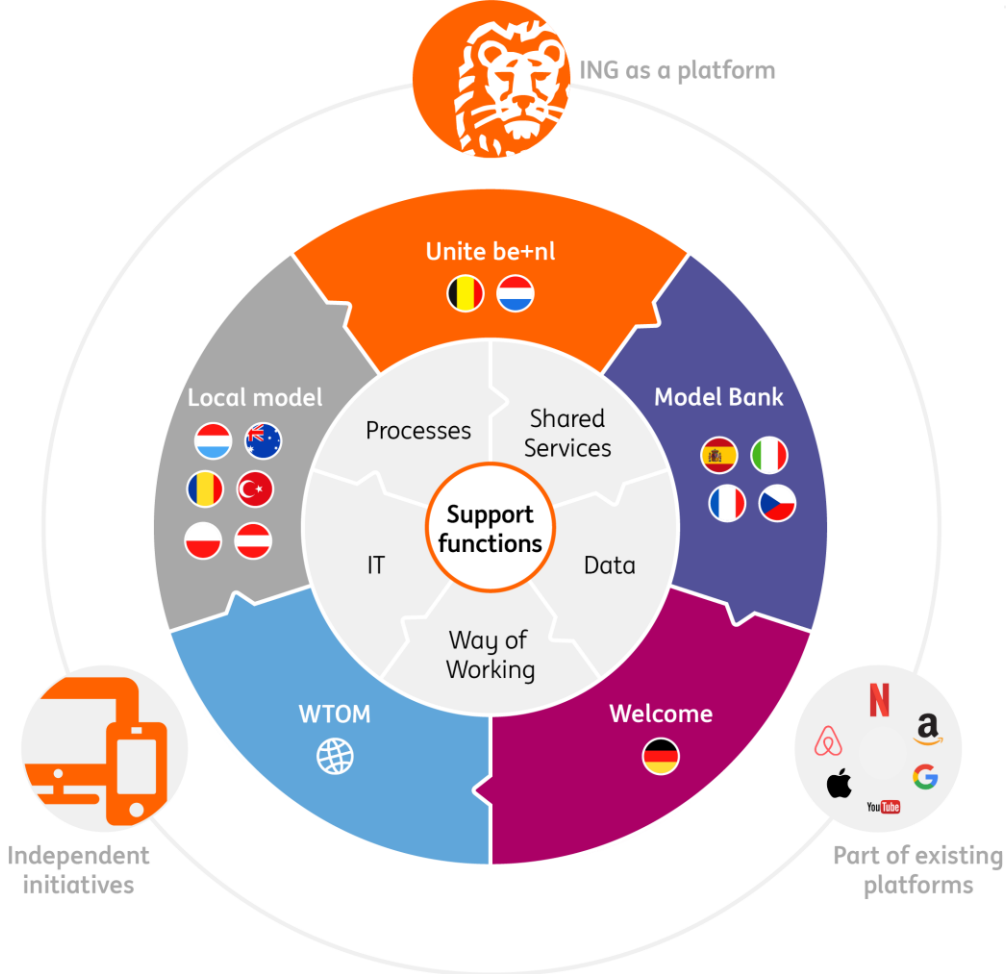
Strategic Priorities ▶ **Creating a differentiating customer experience**

1. Earn the primary relationship
2. Develop analytics skills to understand our customers better
3. Increase the pace of innovation to serve changing customer needs
4. Think beyond traditional banking to develop new services and business models

Enablers ▶

Simplify & Streamline	Operational Excellence	Performance Culture	Lending Capabilities
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Transformation and platform programmes



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Agenda item 2C - discussion item

Report of the Supervisory Board for 2018

- See pages 91 to 100 of the 2018 Annual Report.

Agenda item 2D - discussion item

Remuneration Report 2018

- See pages 124 to 139 of the 2018 Annual Report.

Agenda item 2E – voting item

Annual Accounts for 2018

- See pages 143 to 382 of the 2018 Annual Report.



Audit annual accounts 2018 ING Groep N.V.

Presentation for the Annual General Meeting

—
23 April 2019

Our activities and reports

ING Groep Annual report

UNQUALIFIED



- Audit financial statements
- Assurance over non-financial information
- Executive Board report and other information, including corporate governance code

ING Bank Annual report

UNQUALIFIED



- Audit financial statements
- Management Board report and other information

Internal control over financial reporting in conformity with US standards

EFFECTIVE



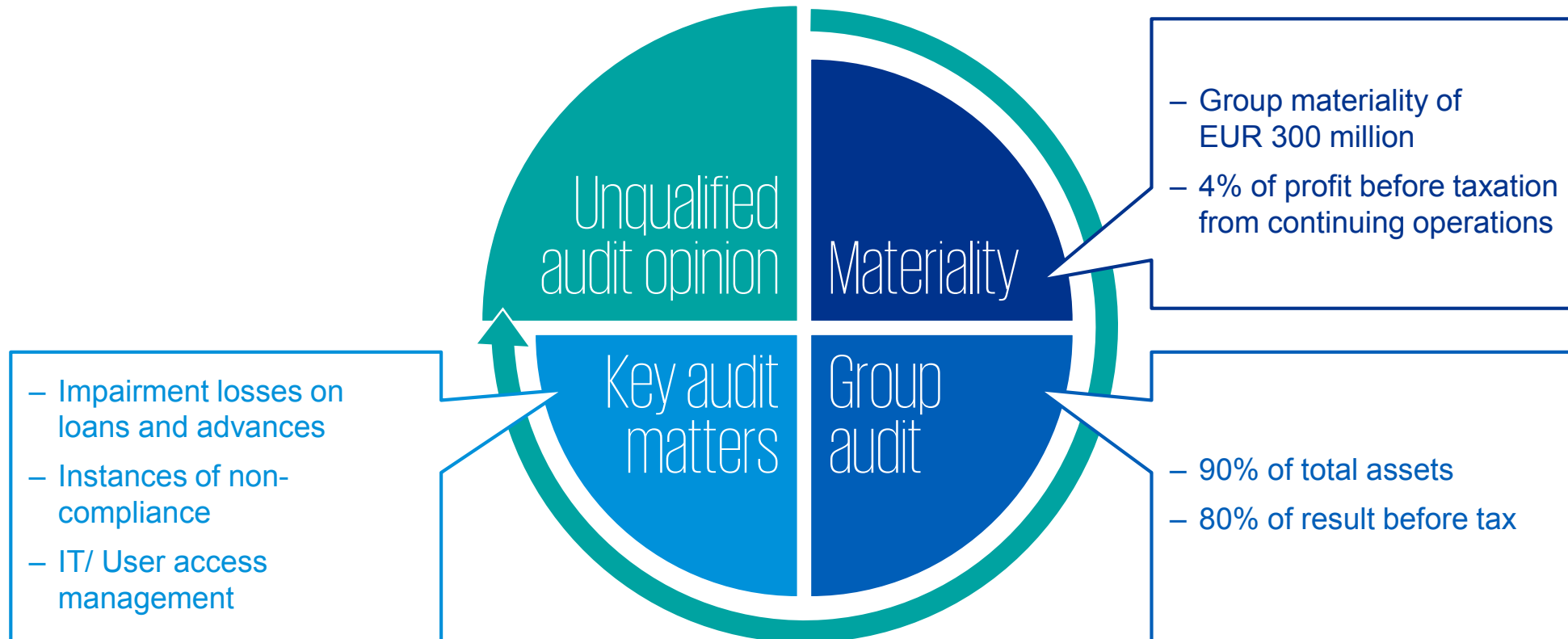
ING Groep Form 20-F

UNQUALIFIED

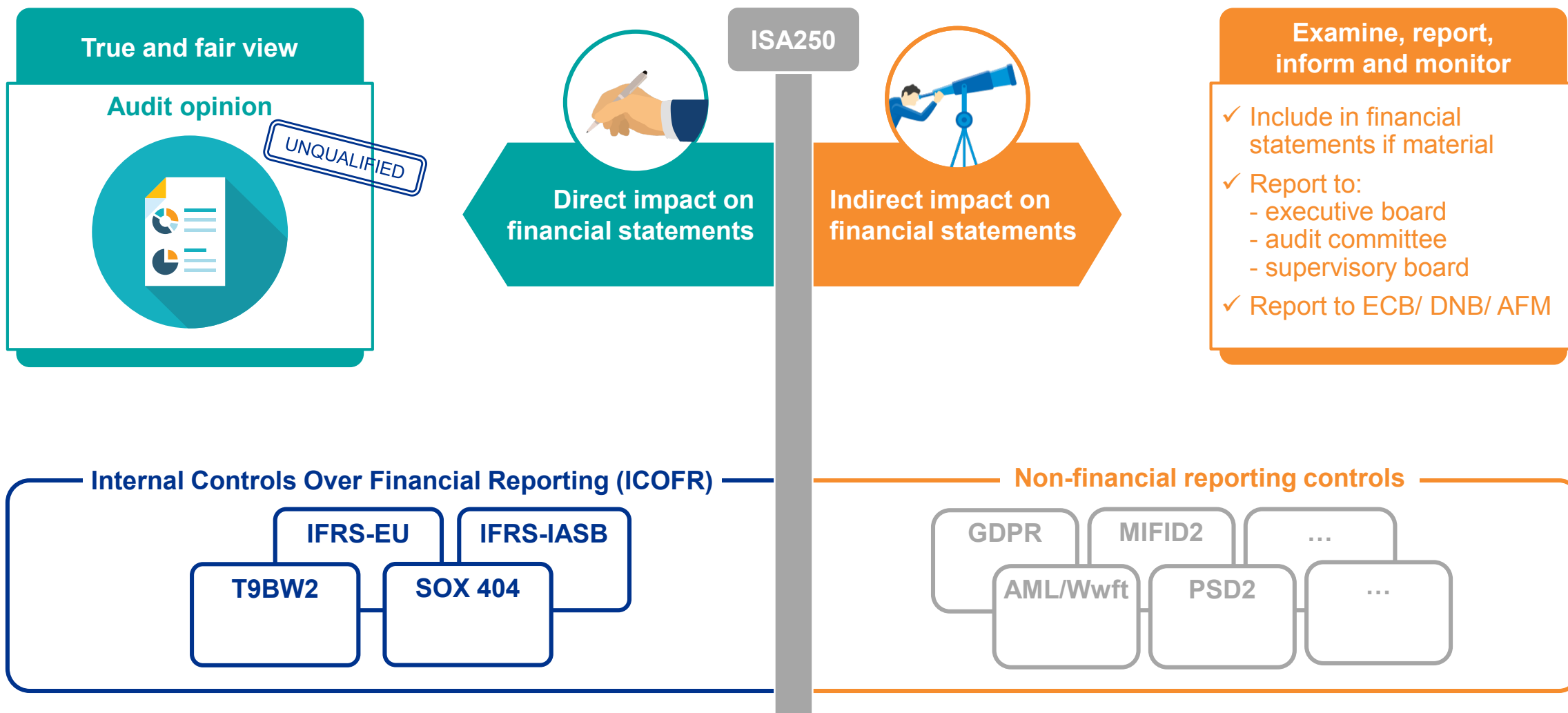


- Audit financial statements
- Audit internal control over financial reporting
- Executive Board report and other information

Key matters of our audit approach



KPMG audit



Impairment losses on loans and advances

MAIN ACTIONS

Tested the methodologies, cash flows and collateral values with assistance of corporate finance specialists, real estate valuation specialists and accounting specialists.

Assessing the ING Group's methodology in determining the economic scenarios used.

MAIN OBSERVATION

We found Management's overall assessment relating to the valuation of loans and advances to customers and banks within an acceptable range and adequately disclosed.

Instances of non-compliance

MAIN ACTIONS

Inquired senior management, ING legal counsel, ING Group compliance officer and head of internal audit.

Assessed whether unusual transactions needed to be reported to the Financial Intelligence Unit.

Evaluated the involvement of external specialists engaged by ING Group.

Discussed and reported our response and observations to the executive board, the audit committee and supervisory board.

Inspected correspondence with regulators and communicated about the investigations with the regulators.

MAIN OBSERVATIONS

The financial impact of the settlement has been timely, accurately and completely accounted for and disclosed in accordance with IFRS-EU.

We observe that the required FEC enhancement program receives and will need ongoing attention from management, the audit committee and the supervisory board.



The auditor's role regarding subsequent events



Thank you for
your attention

ING 

ING Annual General Meeting 2019

Present or represented are:

4,633 shareholders

Holding on the record date (26 March 2019):

2,274,760,607 ordinary shares
permitting 2,274,760,607 votes to be cast

Percentage represented capital:

58.45%

of which 2,259,555,971 shares, 99.33% of the represented capital, by means of proxy via the electronic voting platform, are represented by Ms J.J.C.A. Leemrijse, civil-law notary in Amsterdam

Agenda item 2E

Annual Accounts for 2018

	Votes	%
In favour	2,268,965,351	99.990%
Against	221,029	0.010%
Abstention	5,232,263	

Agenda item 3A – discussion item

Profit retention and distribution policy

- See pages 61 to 64 of the 2018 Annual Report.

Agenda item 3B – voting item

Dividend for 2018

- See the proposal in the explanatory notes to the agenda.

Agenda item 3B

Dividend for 2018

	Votes	%
In favour	2,267,276,107	99.794%
Against	4,679,227	0.206%
Abstention	2,485,232	

Agenda item 4A - voting item

**Discharge of the members and former members of the Executive Board
in respect of their duties performed during the year 2018**

- See the proposal in the explanatory notes to the agenda.

Agenda item 4A

Discharge of the members and former members of the Executive Board in respect of their duties performed during the year 2018

	Votes	%
In favour	762,842,279	37.497%
Against	1,271,584,480	62.503%
Abstention	240,008,167	

Agenda item 4B - voting item

Discharge of the members and former members of the Supervisory Board in respect of their duties performed during the year 2018

- See the proposal in the explanatory notes to the agenda.

Agenda item 4B

Discharge of the members and former members of the Supervisory Board in respect of their duties performed during the year 2018

	Votes	%
In favour	758,189,336	37.270%
Against	1,276,152,682	62.730%
Abstention	240,093,408	

Agenda item 5 – voting item

Reappointment of the external auditor

- See the proposal in the explanatory notes to the agenda.

Agenda item 5

Reappointment of the external auditor

	Votes	%
In favour	2,247,434,176	98.859%
Against	25,943,736	1.141%
Abstention	982,098	

Agenda item 6 - voting item

Composition of the Executive Board: appointment of Tanate Phutrakul

- See the proposal in the explanatory notes to the agenda.



Agenda item 6

Composition of the Executive Board: appointment of Tanate Phutrakul

	Votes	%
In favour	2,240,642,666	99.274%
Against	16,397,223	0.726%
Abstention	17,317,133	

Agenda item 7A - voting item

Composition of the Supervisory Board – reappointment of Mariana Gheorghe

- See the proposal in the explanatory notes to the agenda.

Agenda item 7A

Composition of the Supervisory Board: reappointment of Mariana Gheorghe

	Votes	%
In favour	2,218,204,227	98.364%
Against	36,897,408	1.636%
Abstention	19,255,087	

Agenda item 7B - voting item

Composition of the Supervisory Board – appointment of Mike Rees

- See the proposal in the explanatory notes to the agenda.



Agenda item 7B

Composition of the Supervisory Board: appointment of Mike Rees

	Votes	%
In favour	2,181,715,731	96.666%
Against	75,255,390	3.334%
Abstention	17,383,899	

Agenda item 7C - voting item

Composition of the Supervisory Board – appointment of Herna Verhagen

- See the proposal in the explanatory notes to the agenda.



Agenda item 7C

Composition of the Supervisory Board: appointment of Herna Verhagen

	Votes	%
In favour	2,003,220,664	88.302%
Against	265,380,893	11.698%
Abstention	5,749,956	

Agenda item 8A – voting item

Authorisation to issue ordinary shares

- See the proposal in the explanatory notes to the agenda.

Agenda item 8A

Authorisation to issue ordinary shares

	Votes	%
In favour	2,110,562,448	92.853%
Against	162,440,598	7.147%
Abstention	1,337,165	

Agenda item 8B - voting item

Authorisation to issue ordinary shares, with or without pre-emptive rights of existing shareholders

- See the proposal in the explanatory notes to the agenda.

Agenda item 8B

Authorisation to issue ordinary shares, with or without pre-emptive rights of existing shareholders

	Votes	%
In favour	2,245,304,711	98.793%
Against	27,427,528	1.207%
Abstention	1,609,158	

Agenda item 9 - voting item

Authorisation of the Executive Board to acquire ordinary shares in the Company's capital

- See the proposal in the explanatory notes to the agenda.

Agenda item 9

Authorisation of the Executive Board to acquire ordinary shares in the Company's capital

	Votes	%
In favour	2,206,956,641	97.192%
Against	63,769,077	2.808%
Abstention	3,612,679	

Thank you

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