ING

Minutes

General Meeting of ING Groep N.V.
Tuesday, 27 April 2010, 1.30 p.m.
Muziekgebouw aan 't IJ, Amsterdam

(These minutes reflect the business-related content of the meeting and are a translation of the Dutch minutes, which shall prevail.)

Agenda

1. Opening remarks and announcements.
2. A. Report of the Executive Board for 2009 (discussion item).
   B. Report of the Supervisory Board for 2009 (discussion item).
   C. Annual Accounts for 2009 (voting item).
3. Profit retention and distribution policy (discussion item).
4. A. Remuneration report (discussion item).
   B. Remuneration policy (voting item).
5. Corporate governance:
   A. Executive Board Profile (discussion item).
   B. Supervisory Board Profile (discussion item).
   C. ING's implementation of the revised Dutch Corporate Governance Code (voting item).
   D. Position of ING Trust Office (discussion item).
6. Corporate responsibility (discussion item).
7. A. Discharge of the members of the Executive Board in respect of the duties performed during the year 2009 (voting item).
   B. Discharge of the members of the Supervisory Board in respect of the duties performed during the year 2009 (voting item).
8. Composition of the Supervisory Board:
   Reappointment of Piet Klaver (voting item).
9. A. Authorisation to issue ordinary shares with or without pre-emptive rights (voting item).
   B. Authorisation to issue ordinary shares with or without pre-emptive rights, in connection with a takeover of a business or a company (voting item).
10. A. Authorisation to acquire ordinary shares or depositary receipts for ordinary shares in the Company's own capital (voting item).
    B. Authorisation to acquire ordinary shares or depositary receipts for ordinary shares in the Company's own capital in connection with a major capital restructuring (voting item).
11. Any other business and conclusion.

Present

- from the Supervisory Board: Mr P.A.F.W. Elverding (chairman), Mr J. van der Veer (vice-chairman), Ms J.P. Bahlmann, Ms J.E. Spero, Messrs H.W. Breukink, P. Hoogendoorn, P.C. Klaver, G.J.A. van der Lugt, H. Manwani, A. Mehta, J.P. Tai, K. Vuursteen and L.J. de Waal;
- from the Executive Board: Messrs J.H.M. Hommen (chairman), P.G. Flynn and J.V. Timmermans;
- the following company officials:

Mr E.F.C.B. Boyer de la Giroday	vice-chairman of the Management Board of ING Bank N.V.

	Mr T.J. McInerney	chief operating officer of ING Verzekeringen N.V.
	Mr C.P.A.J. Leenaars	member of the Management Board of ING Bank N.V.
	Mr H. van der Noordaa	member of the Management Board of ING Bank N.V.
	Mr M.J. Rider	member of the Management Board of ING Verzekeringen N.V.
	Mr J-W.G. Vink	company secretary
	Ms L.G. van der Meij	secretary (minutes);
-	Mr C. Boogaart of Ernst & Young	external auditor;

- representatives of the Central Works Council;
- 7 shareholders and 287 depositary receipt holders.

The meeting was chaired by Mr P.A.F.W. Elverding.

1. Opening remarks and announcements.

The chairman opened the meeting at 1.30 p.m. and welcomed everyone, the shareholders and depositary receipt holders of ING Groep N.V., the external auditor, the representatives of the Central Works Council and the members of the press. The management boards of ING Bank and ING Verzekeringen and Mr Vink, the Company Secretary and head of Legal Affairs, were present on the stage in addition to the members of the Supervisory Board and the Executive Board. Mr Vink would be overseeing the voting.

The meeting would be conducted in Dutch, but Messrs Boyer de la Giroday, Flynn and McInerney would be speaking in English. Everyone had a headset to follow the meeting in Dutch or English. As approved by the General Meeting on 25 April 2006, the meeting would be broadcast on the ING internet site (www.ing.com).

The chairman stated that shareholders and depositary receipt holders had been notified of the meeting in conformity with the Articles of Association and the law, enabling the meeting to pass legally-valid resolutions. He also stated that no shareholders or depositary receipt holders had submitted resolutions for discussion at the meeting. The chairman went on to announce that the issued capital of the company consisted of 3,831,560,513 ordinary shares on the Record Date (29 March 2010). A total of 70,848,860 depositary receipts for ordinary shares were held by ING itself on the Record Date, and so no votes could be cast on them. A total of 3,760,711,653 votes could be cast.

Later in the meeting, it was announced that seven shareholders (including the ING Trust Office) and 287 depositary receipt holders holding a total of 3,830,279,349 shares or depositary receipts for shares were present or represented at this meeting, permitting 3,759,430,489 votes to be cast. A total of 1,554,531,018 votes may be cast by means of proxy voting or by shareholders, excluding the ING Trust Office, and depositary receipt holders present or represented at the meeting, which was over 41% of the total number of eligible voting ordinary shares.

The chairman then announced that the minutes of the Extraordinary General Meeting on 25 November 2009 had been adopted and signed by himself, the secretary and Mr J.M.M. Groen the designated share or depositary receipt holder. The adopted minutes had been available on the ING Group website since 26 April 2010; they had also been available for inspection and were available at the entrance of the hall. The minutes of this meeting would be taken by Ms L.G. van der Meij and the entire meeting was being recorded for the purposes of preparing the minutes.

In accordance with Article 32(3) of the Articles of Association, a shareholder or holder of depositary receipts would be designated to adopt and sign the minutes of the meeting along with the chairman and the secretary. The chairman proposed to designate Mr B.J.M. Burgers of Tilburg, depositary receipt holder, who had already declared his willingness to perform this duty. The meeting decided accordingly by acclamation.

The chairman requested those present to put their questions as briefly and succinctly as possible. Questions on service provision could be put to the information desk in the central hall where there was also an ‘ING in society’ stand for questions and further information on corporate responsibility at ING.

2A. Report of the Executive Board for 2009 (discussion item).
2B. Report of the Supervisory Board for 2009 (discussion item).

Mr Hommen welcomed those present and those following the meeting on the webcast and gave a brief introduction. 2009 had been a difficult year for the entire financial sector and certainly for ING. Far-reaching decisions had been taken at ING during the past year. The initial objective, to steer ING through the crisis and strengthen its financial position, had been achieved. Commercial performance had improved, risks had been cut back and the balance sheet had been reduced. The annual figures showed that ING had returned to profit. The long-term objective of fundamental sustainable success now had priority. Mr Hommen announced that later in the meeting he would give further details of the results for 2009 and comment on progress on the Back to Basics programme, which centres around the customer. Customer contact was also included in management objectives. ING’s staff had an essential role in focusing on customers and deserved respect for the way in which they had dealt with the inevitable changes.

Mr Hommen explained that the Remuneration Policy for the Executive Board was a voting item on the agenda. The revised remuneration policy was much more moderate, with increased emphasis on the long term and on sustainable factors as well as financial targets. As an international business, ING was aiming for a balance between a moderate remuneration policy and retaining its international competitive position as an employer.

Mr Hommen emphasised that ING wanted to be a responsible service provider and socially involved. Sustainability and environmental protection continued to be significant areas of attention. In 2007, ING had become the first large financial institution in the Netherlands to be 100% climate neutral. In 2010, ING wanted to further encourage corporate responsibility and expand its sustainable products and services. Mr Hommen said that an example of active social involvement was that this year 17,000 ING staff around the world had undertaken voluntary work or collected money for ING Chances for Children, giving some 107,000 children access to education. Mr Hommen ended his introduction by thanking all depositary receipt holders, shareholders and other stakeholders for their support.

Mr Hommen then presented ING's results for 2009. The underlying net profit for 2009 was EUR 748 million, compared with an underlying net loss of EUR 304 million in 2008. ING's net result in 2009 was a loss of EUR 935 million after a one-time after tax charge of EUR 930 million mainly as a result of the decisions of the European Commission on state aid. Importantly, the commercial result was showing an upward trend while, at the same time, adverse market influences and credit risks were declining. The objectives of the Back to Basics programme for 2009 had been achieved. In addition, customer focus had been sharpened further. The decision of the European Commission on state aid had affected the timing of implementing the programme. The priorities for 2010 were the separation of Banking and Insurance. Good results were also necessary so that two strong stand-alone businesses could exist in the market in the future.

Market conditions had improved in 2009. Stock markets had recovered. Long-term interest rates had remained stable and short-term rates had fallen. At the same time, adverse market effects were declining. Costs had been cut and shareholders' equity had been strengthened from EUR 17.3 billion to EUR 33.9 billion, partly as a result of the rights issue of EUR 7.5 billion. The bank's core Tier 1 ratio had risen substantially to 7.8%. ING Group's debt/equity ratio had improved to 12.4%.

At 18%, the balance sheet reduction objective of the Back to Basics programme for 2009 had been more than achieved as the target had been 10%. The original target for expense control measures was EUR 1 billion but it had been revised upwards during the year to EUR 1.3 billion and, in the end, the reduction had been EUR 1.5 billion. The bank's asset leverage ratio fell to 27.8 and so ING was in the safe zone for the regulators. Finally, headcount had been reduced by over 11,000, against an original target of 7,000.

Mr Hommen explained the greater focus on customers in detail. ING wanted to retain the trust of customers and so customer satisfaction was extremely important. Four hundred financial information evenings had been organised during which customers could speak directly to ING managers. The aim was that feedback is requested after transactions with customers, so that it is clear what can be improved. Things that did not go well would be improved as quickly as possible. There would also be better examination of the suitability of products for customers and stricter procedures had been set up for approving new products.

As already announced, the priorities for 2010 were the separation of Banking and Insurance. It was expected that the operational and legal separation would be completed by the end of 2010, when any divestments could start. Good results were also necessary so that there would be two strong stand-alone businesses in future which could move forward on their own. The bank had started its recovery plan earlier and the results were already clear. The results for the insurance business were expected to follow. ING still had a remaining obligation to repay the Dutch government EUR 5 billion. The aim was to fund this from retained earnings or possible sales of business units.

Banking and insurance were most integrated in the Netherlands but there was also considerable integration in America, Poland and Belgium. About 15% of all interdependencies would have to be resolved centrally, and about 85% locally. Separation would create a strong bank with a strong position in Europe, and especially in the Netherlands and Belgium. The bank's ambitions were to grow by about 5% per year between now and 2013, more efficiency and a higher return. The target was a cost/income ratio of about 50% and risk costs of some 40 to 50 basis points across the cycle. This would allow a return on equity of between 13% and 15% to be achieved.

After separation, there would be a global insurance business with many opportunities for growth in Asia, Latin America and Eastern Europe and a strong position in pensions and life assurance in America and Western Europe. ING played a significant role in the Dutch economy because of the number of people it employed, the income generated, the number of customers and the shareholdings in the Netherlands.

The ambition was for the insurance business to grow further. The aim was that investment margins would rise by 20 basis points in the next few years, while the General Account grows by about 4%. Administrative expenses as a percentage of operating income could be cut to 35%. Sales were expected to grow 10% per year. A return on equity of over 10% could be possible in the medium-term.

ING was aiming to divest Insurance through one or two IPOs, depending partly on new solvency requirements that the European Commission would be imposing. An alternative was the sale of individual units. Results and market conditions would affect these possibilities. The interests of employees and customers would also be very important in this change process. It was also very important that the best value for shareholders could be created. The separation must be completed by the end of 2013. The process was being affected by many uncertainties such as the outcome of the appeal against the European Commission's decision and the new requirements for banks and insurers set out in the Basel III and Solvency II regulations.

ING and the State of the Netherlands were appealing against the decision of the European Commission imposing the restructuring. The grounds for the appeal addressed the decision of the European Commission to regard the repayment conditions for the EUR 5 billion of Core Tier 1 Securities as state aid, the prohibition on price leadership and the disproportionality of the divestments required. The Court had rejected an application for a fast-track procedure but all three grounds for appeal would be considered with priority. Only one or two of the grounds for appeal would have been considered in a fast-track procedure.

Mr Hommen concluded by summarising that a lot of work remained to be done in 2010. The priorities were separating banking and insurance, improving the results of banking and insurance, exploring the best options for the divestment process and repaying the Dutch State, hopefully on favourable terms after the judgement of the European Court. The chairman thanked Mr Hommen for his presentation and gave the meeting the opportunity to ask questions.

Mr Beijersbergen (VEB - Dutch Investors' Association) said that he was speaking on behalf of 1,284 depositary receipt holders who, between them, held some 3.7 million depositary receipts. The VEB noted that ING had drawn the right lessons from the financial crisis. The group would be split into a bank and an insurer and the balance sheet was being considerably reduced; steps that would increase the shareholder value of ING in due course. Unfortunately, depositary receipts for shares were still not on the agenda. The ING Trust Office only cost money, EUR 0.5 million per year in 2009, and added nothing. The VEB could not, therefore, agree with the passage on pages 57 and 58 of the Annual Report on the depositary-receipt structure and asked ING to implement the one or two IPOs for Insurance in shares.

Mr Beijersbergen then asked if Mr Hommen still believed that any proceeds from the insurance arm would at least be at the level of shareholders' equity: about EUR 16 billion. Mr Beijersbergen also asked him to say something about the possible proceeds from ING Direct USA and the current costs associated with the separation process. Finally, Mr Beijersbergen referred to the strengthened balance sheet, the leverage ratio below 30, the improved Tier 1 ratio and higher solvency, and asked what the final level of ambition was in this area, partly in the light of Basel III and Solvency II.

Mr Hommen replied that it had not yet been decided whether any IPO would be in shares or depositary receipts. All attention was currently being given to the separation. Mr Hommen could not imagine that he had named a price for the insurance business as that depended on the market. ING would do its utmost to create the greatest possible value. No concrete steps had yet been taken in respect of ING Direct USA.

ING had decided on an orderly process to keep the costs of separation as low as possible. To date, some EUR 5 million had been paid out on the separation process. The balance sheet had indeed been significantly reduced. The leverage ratio (the balance sheet total divided by equity) was 27%. The final effects of Basel III and Solvency II were not yet clear. Calculations by rating agencies put ING to the fore as one of the better companies, assuming that the Basel III proposals were accepted as presented, which was unlikely.

Mr van den Bos complimented Messrs Hommen, Timmermans and the Supervisory Board on the balance sheet reduction and expressed his admiration that ING was one of the few companies that had included off-balance items in its figures. The chairman thanked him for the compliment. Mr van den Bos advised selling Interadvies/WUH immediately as a whole or in units, without first spinning off the business, to reduce the costs further. Mr Hommen explained that Interadvies/WUH only had assets on its balance sheet. The financing came from ING and so the business could not be sold immediately and the opportunities were limited.

Mr Douma **(**Mn Services; asset manager for the Pensioenfonds Metaal en Techniek, Pensioenfonds Metalektro, Syntrus Achmea Vermogensbeheer, Stichting Spoorwegpensioenfonds, Stichting Pensioenfonds Openbaar Vervoer and Stichting Pensioenfonds voor de Grafische Bedrijven, among others) referred to the Extraordinary Meeting of November 2009 which had discussed the measures that the European Commission had imposed on ING. The meeting had been unenthusiastic about the measures and fortunately ING and the Dutch State were now appealing. Mr Douma asked why the measures against ING Direct USA and Interadvies had not been included in the appeal when these business units in particular should be retained by ING.

Mr Douma asked for further comments on the operational growth strategy in ING's various markets. Institutional shareholders would probably be required by law to comment on the company's strategy in future, but at the moment the strategy section of the Annual Report was still inadequate to form a sound opinion. Finally, Mr Douma noted that ING was in the political and media spotlight and it was important that risk management was very well organised. In that context, the recent Swiss VAT issue had been unfortunate.

Mr Hommen responded that the ING Direct and Interadvies business units had not been named explicitly in the appeal but were part of the disproportionality element. The chairman added that the Court would now rule on proportionality as it had decided against a fast-track procedure. Mr Hommen explained that the growth strategy for the insurance business had been presented in London on Monday 26 April. The bank would explain its growth strategy in more detail in the second half of the year. Mr Hommen explained the Swiss VAT construction in greater detail. ING had agreed the construction in advance with all parties concerned, including the Dutch tax authorities. In view of the changed circumstances, it had now been decided to transfer all purchasing activities to the Netherlands by the end of this year. ING had, therefore, been completely open and obtained permission in advance from all concerned. Risk management had worked well on this point, but communication had been less good.

Mr Timmermans agreed that risk management was in the spotlight. Various initiatives had been taken for the private and professional markets during the past year. The assessment of what a product could mean for private customers in future years and where things could go wrong was being made more carefully, precisely because markets were so volatile. When approving transactions on the professional markets, ING always aimed to form a view of what would be socially acceptable in the future.

Mr Stevense (Stichting Rechtsbescherming Beleggers) also disagreed with the measures imposed by the European Commission. The separation of banking and insurance seemed complicated. Furthermore, ING would make annual savings of EUR 300 million in the insurance arm from 2012 while the insurance business had to be spun off in 2013. Mr Stevense wondered when ING wanted to divest the insurance arm and how the other insurance companies had been treated by the European Commission. He also noted that the loan loss provisions had doubled last year. Mr Stevense also asked why asset management had a net outflow of EUR 30 billion and a fall of EUR 6.5 billion. Finally, he asked whether sharia law offered new opportunities for increasing international market share.

Mr Hommen agreed that the separation into a bank and an insurance business would not be simple, especially in countries where the bank and the insurance business worked closely with each other and sold the other's products. The joint distribution had to be properly separated followed by new arrangements on future co-operation. These points would be discussed with the European Commission in order that the separation could go ahead as well as possible without incurring high costs and without adversely affecting the business. It would be possible to enter a divestment process from 2011, depending on market conditions and the results at that time. ING was the first to have requirements imposed on it by the European Commission and in retrospect, other financial businesses had been treated less harshly, at least in ING's opinion. Hence the case before the Court.

Mr Timmermans explained that the additions to the provisions on the loans portfolio had not fallen back in a quarter to the levels of 40 to 50 basis points of the risk-weighted assets. The loans portfolio consisted of many different types of financing, all of which reacted at different times to a crisis. That meant that the provisions were falling slowly. They had fallen from 113 basis points to 90 basis points in the second half of 2009. No major changes were expected in the level in the first quarters of 2010.

Mr Hommen said that almost all businesses with asset management had faced difficulties in 2009. The important thing for customers was that they knew who they were ultimately doing business with after the separation process. With respect to sharia law, in Malaysia, ING had applied for a ‘takaful licence’, a special permit to sell insurance products to the Islamic population in Islamic countries.

Mr Spanjer asked whether Mr de Waal, supervisory director for the Dutch state, had attended the discussions with the European Commission and about the situation of the Alt-A portfolio which was currently worth some EUR 20 billion. Mr Spanjer also suggested for example, spinning off ING Real Estate in a third IPO. Finally, Mr Spanjer asked why this year one member of the Supervisory Board had earned almost 70% more than the other members.

Mr Hommen replied that, as a supervisory director, Mr de Waal supervised and so was not an executive and had not participated in the negotiations with the EU. About 20% of the economic risk in the Alt-A portfolio was currently held by ING and 80% by the State. Legally, it was all owned by ING. The State used different bookkeeping methods from ING. The transaction had been very important to ING since, as a result, its risk had been significantly reduced. The preference was for an IPO for the entire insurance business but it was possible that some of the European Commission’s solvency requirements could apply to European but not to American insurance companies, in which case a separate IPO for the American business was a possibility. The original intention had been for ING Real Estate to be part of the insurance business, but in order not to complicate matters unnecessarily, it remained linked to the bank. The chairman suggested addressing the comments about the Supervisory Board when discussing the remuneration policy.

Mr Heinemann noted that interest of 15% had to be paid on the first tranche of the state aid of EUR 5 billion. ING had also been fined EUR 1.3 billion, but the question was whether ING had ever abused its position. The European Commission had also prohibited ING from being a price leader. ING wanted to wait for the outcome of the case in the European Court before repaying the second tranche to the State. But 15% interest, therefore, also had to be paid on that second tranche. Mr Heinemann asked whether ING could negotiate on that premium with the Dutch government in due course. ING should also lend even less riskily. To what extent could ING now lend a multiple of its deposits entrusted?

Mr Hommen confirmed that ING had paid the State interest and a premium representing a return of 15% for the State. The agreement with the State included a premium of 50% but this had been reduced to 13%. The European Commission regarded the difference between 50% and 13% in the premium as additional state aid. ING had appealed against this in the European Court. The premium on the second tranche was still 50%, not 13%. If a lower premium could be negotiated at the time of repayment of the second tranche, the European Commission would again regard the difference as state aid. Consequently, ING preferred to wait until the European Court had clarified the issue. The prohibition on acting as a price leader applied to a limited number of markets but not, for example, to those outside Europe. If too many additional requirements were imposed on the banking and insurance industries, for example, more capital, liquidity and rules, it would become ever more difficult to do business normally. ING's leverage ratio was currently 27, which was an acceptable percentage.

Mr Ayodeji asked about the results of the enquiry into the causes of the crisis. Mr Ayodeji also noted that customers' experience was not in line with the points made by Mr Hommen in his presentation. The expected separation of the bank and the insurance business was creating great uncertainty for customers and more clarity in the near future was highly desirable. Customers were very uncertain about what reserves had been built up as a result of the *woekerpolissen* (high cost unit-linked products). Mr Ayodeji continued that the costs of ITC for 2009 had totalled more than EUR 1.2 billion and the question was what this had delivered. Six years ago every account holder had received a statement within a week, this was now once a month, while charges for customers had risen. That was not in line with the ambition to centre on customers. In addition, if ING wanted customers, why did it have a policy that they should call a premium telephone line to ask questions or make complaints?

Mr Hommen referred to the De Wit committee, which had examined the causes of the crisis, and briefly summarised what it had identified. Customer uncertainty had indeed to be limited as far as possible and so it was important to implement the separation quickly and well this year and at limited cost. ING was, however, dependent on market conditions for the divestments. ING had learned a lot from the *woekerpolissen*. The amount reserved was sufficient. Mr Hommen continued that ING was doing all it could to structure its computer systems so that customers benefited, but it took time to convert existing systems. The new systems and the new website were as customer-friendly as possible. ING was trying to have as many customer contacts made direct via the internet but if a customer wanted advice it was available at branches, which had long opening hours. Independent research by the European Commission had shown that the Netherlands had the lowest charges after Bulgaria for people with a bank account and that Dutch bank account holders also gave the highest rating to banking services. Customer appreciation and low costs could, therefore, co-exist very well. Customers had given ING the same rating of 69% last year despite all the changes. Mr Hommen explained that he regularly visited ING call centres. ING staff tried to deal with each customer very politely and expertly. Mr Hommen asked Mr Ayodeji to send him an e-mail if he was unhappy about this.

Mr Ayodeji responded that the number of branches had fallen in recent years, making it more difficult for customers to get to a branch. It remained a fact that charges had increased in the past eighteen months while the results had fallen. Mr Hommen believed that the results for 2009 were much improved and that charges remained at a very attractive level. In his opinion, the relationship between the charges and customer satisfaction was good, as also shown by the increase in customer numbers at ING.

Mr de Smet asked Mr Hommen if it was true that ING had been a large-scale seller of "Lehman Brothers notes" in Belgium. Mr Hommen replied that ING had not sold them. Mr de Smet then expressed concern about the huge cuts in headcount. With 11,000 fewer employees, pressure of work would be much higher. A new huge rise in bonuses should be prevented even if ING believed that it was dealing with international standards. There should be a more modest remuneration policy for the Executive Board of ING Group, the Bank and Insurance Management Boards and the Supervisory Board, in line with views in the Netherlands. The chairman said that remuneration would be discussed later in the meeting.

Mr Hommen emphasised that the reduction in the number of employees was one of the least attractive parts of the restructuring, but had unfortunately been necessary to get ING's finances back into order. If pressure of work became too great, the entire management felt responsibility for taking action. ING wanted employees to be able to work well, in a way that does justice to their qualities, knowledge and experience.

Ms Cotrell wanted to know from Mr McInerney how great the problems and risks were on the variable annuity products in the United States. She asked Mr Timmermans if the Risk Management department could achieve large cost savings as risks fall. Mr McInerney replied that the variable annuity products had been offered in the US for many years but that ING had stopped selling them as a result of the fall in stock markets and interest rates. Management of existing annuity products would simply continue while the risk in these products was being reduced using hedge transactions. If the markets improved, the risk on existing products would also fall. Lower risk annuity products were now being offered in the US. Mr Timmermans explained that when the bank and the insurance business were separated, the risks would no longer be managed in an integrated way. That made risk management easier and less expensive.

The chairman thanked all those present for the questions, closed agenda items 2A and 2B and moved to agenda item 2C, the resolution on the Annual Accounts.

2C. Annual Accounts for 2009 (voting item).

The chairman announced that the Annual Accounts, dated 15 March 2010, had been prepared by the Executive Board in English. The Annual Accounts had been available on the ING website as part of the Annual Report since 18 March 2010, had been available for inspection at the head office in Amsterdam as stated in the notice of meeting and were available free of charge to shareholders and depositary receipt holders. The Dutch version of the Annual Report had been available on the ING website since 1 April 2010. On the instructions of the General Meeting by a resolution on 22 April 2008, the Annual Accounts had been examined by the auditor, who had issued an unqualified report that could be found on page 265 (page 275 in the Dutch version). A signed copy of the Annual Accounts was available in the hall and the meeting would have the opportunity, through the chairman, to ask the auditor questions on his report. The Supervisory Board recommended the meeting to adopt the Annual Accounts.

Following the electronic voting, the chairman announced that the Annual Accounts for 2009 had been adopted by 3,755,106,681 votes in favour, 909,935 votes against and 2,214,258 abstentions. Had the votes of the ING Trust Office for which no voting instructions had been received from depositary receipt holders been ignored, the proposal would have been carried by 1,550,207,210[(1)] votes in favour, 909,935 against and 2,214,258 abstentions.

3. Profit retention and distribution policy (discussion item).

The chairman briefly explained the profit retention and distribution policy. No dividend was being paid for 2009. If ING Group resumed paying dividends, the policy would continue to be to pay a dividend related to the long-term underlying profit. Dividends would only be proposed if the Executive Board considered it appropriate, taking into account the then prevailing financial conditions and the longer-term outlook. When a dividend was paid, the coupon on the core Tier 1 securities would also have to be paid, depending on the approval of the Nederlandsche Bank. The chairman asked if there were any questions.

Mr ten Klooster explained that he was not only a shareholder but also a very satisfied customer of ING. He referred to page 279 of the Annual Report, which stated that there was no assurance that ING would pay a dividend in the future and asked when ING expected to have fully repaid the State of the Netherlands so that it could again pay dividends to the shareholders. Mr Hommen explained that while ING owed the core Tier 1 securities to the Dutch State, it would have to pay an 8.5% coupon when it paid a dividend. ING, therefore, wanted to repay the State as quickly as possible but only after the view of the European Court was clear. There was also uncertainty about the outcomes of the Basel III and Solvency II regulations. The chairman noted that page 278 of the Annual Report listed risk factors. Cessation of dividend payments was one of the risks listed, but this was not a comment on expectations with respect to the payment of dividends.

Mr Spanjer asked about the construction of core Tier 1 securities. Mr Hommen explained that the securities were viewed as shareholders' equity and so could be regarded as fully risk-bearing capital. As a result, the coupon paid to the State was in fact a dividend. If ING were to pay a dividend, the coupon to the State also had to be paid.

A depositary receipt holder assumed that the 8.5% coupon interest related to the EUR 5 billion that the State was still owed while, as a result, *none* of ING's capital delivered a dividend. Mr Hommen explained that the State would be repaid from ING's future results. If coupon interest and dividend were paid, capital would be removed from the business and so the State could be repaid less quickly.

4A. Remuneration report (discussion item).
4B. Remuneration policy (voting item).

The chairman announced that this agenda item consisted of two parts: the remuneration report looking back to 2009 and the remuneration policy looking forward to 2010 and later. He asked Mr van der Veer, chairman of the Remuneration Committee, first to explain the proposed policy. There would then be an opportunity to ask questions about the 2009 remuneration report and the remuneration policy, which would then be voted on.

(1) A technical problem meant that 1,173,354 votes in favour were not counted and so this figure should be 1,551,380,564.

Mr van der Veer (chairman of the Remuneration Committee) took the floor and stated that a new remuneration policy had been drawn up as this had been agreed with the government when ING obtained state aid, as insights on what was appropriate remuneration for bankers and insurers (and also for senior positions outside the financial sector) had changed and to implement the Dutch Banking Code. The remuneration policy to be voted upon applied to the Executive Board, but its general principles were working through to other levels in the company.

The Banking Code stated that variable compensation may not exceed 100% of the fixed salary. ING was complying with this with this proposal. Total remuneration, i.e. the fixed annual salary plus the variable portion, had to be slightly lower than the median of the relevant peer group. In the remuneration proposal, ING was well below the median. The Banking Code aimed for long-term value creation, taking into account non-financial sustainable factors such as customer orientation and employee involvement. This too was part of the remuneration policy. The Banking Code did not actually use the phrase ‘no profit, no bonus’ but it had been interpreted in that way at ING. If there was no net underlying profit, there would be no bonus for the Executive Board. The claw back meant that if something improper happened, the Supervisory Board would be entitled to recover a bonus already paid. This too had been implemented at ING. Finally, the Banking Code gave the Supervisory Board discretionary authority and this had been interpreted by ING as a reasonableness test. This meant that the Supervisory Board could adjust the remuneration if it created an unintended or unreasonable outcome. This not only covered the amount of the remuneration; the Supervisory Board always had to consider the continuity of ING, meaning that it had to have the power to reward people so that they could be attracted and or retained. ING was fully in line with the public view on other matters that often attract media attention, such as severance payments.

The Banking Code stated that the peer group had to include businesses outside the financial sector. ING was twice as big as the second largest Dutch financial institution in terms of its balance sheet total and number of employees. Furthermore, ING operated in over forty countries. Consequently, the Supervisory Board had selected the Euro Stoxx 50 as ING’s compensation peer group, although ING was also a major player within the financial institutions in the Euro Stoxx 50. Mr van der Veer presented a table showing that ING not only complied with the Banking Code but also with other guidelines, including those of the Nederlandsche Bank/AFM and three international guidelines.

Mr van der Veer explained the remuneration of the CEO in greater detail. His fixed remuneration had been held constant but the target variable portion had become much smaller. The target variable portion had been set at 80% of the fixed portion for the CEO. The CEO’s total compensation was 40% (target) to 56% (maximum) below the previous level and was, therefore, well below the median of the Euro Stoxx 50 international peer group. Compensation of the other members of the Executive Board was 32% (target) to 50% (maximum) lower than the previous level and the new levels were more than 30% below that median. The question was how this would affect the ability to attract and retain good people. This was also the dilemma for the Supervisory Board.

The Banking Code prohibits raising the variable compensation and the Supervisory Board believed that this was not the time to drastically increase the fixed salary. The proposed total compensation was, therefore, significantly below the median. The current proposed policy could operate for the moment but the Supervisory Board would monitor how the market and ING develop in this area. It would take into account the fact that ING may become smaller in future. Experience showed that a business could depart from the median for a time, but a successful international bank could not do so permanently. The reasonableness test was to be set by the Supervisory Board, taking into account the company's long-term continuity.

The chairman thanked Mr van der Veer for his comments and returned to Mr Spanjer's question on the remuneration of the supervisory directors. A factor in the comparison between 2008 and 2009 was that some of the supervisory directors had not been in office for a full year, distorting the comparison. Furthermore, the Supervisory Board had met frequently, about 15 times, in 2009. The remuneration policy for the Supervisory Board, approved by the General Meeting, included a provision that people who had to make an intercontinental trip to a meeting receive EUR 7,500 extra for the additional time incurred. As a result of the exceptional circumstances in 2009, there were major differences with 2008, but the policy was simply being applied as adopted by the AGM. The chairman gave the meeting the opportunity to ask questions.

Mr van Schalkwijk was of the opinion that ING should link remuneration to the dividend paid. Mr ten Klooster agreed. The amount of the dividend should, therefore, be a major consideration when granting bonuses. Mr Spanjer noted that the fixed salary of the members of the Executive Board was EUR 750,000 while that of the Euro Stoxx 50 was EUR 670,000. He also wondered why no sustainability criteria had been built in. Mr Ayodeji said that 11,000 people had been laid off in the past eighteen months, cutting the number of staff by 10% and asked what consideration had also been given to cutting the number of board members and including more women. Mr Ayodeji also wondered if consideration had been given to reducing the fixed salary of the CEO (EUR 1,353,000) to, say, the Euro Stoxx 50 benchmark (EUR 1,100,000).

Mr van der Veer argued that if shareholders decided on 'no dividend, no bonus', it would be extremely difficult to keep a bank operating in a large number of countries. Three quarters of ING employees worked outside the Netherlands. For example, bonuses were a customary part of income in Asia. Furthermore, if good staff departed or were put off as a result of the remuneration level, there would be no income for the shareholders.

Mr van der Veer agreed that the fixed portion of the remuneration (EUR 750,000) was not below the median. Total cash remuneration was well below the median in line with the Banking Code. Had the fixed remuneration also been brought below the median (EUR 670,000), the ING directors' total remuneration would be even further below the median. Sustainability criteria were part of the assessment for setting the variable remuneration. ING's position in the Dow Jones Sustainability Index would also be considered. Even though 10% fewer people worked at ING, it remained a very large financial institution operating at the top of the financial world. This required different salaries than for a company in the middle range. Diversity was a priority for ING and more women in senior positions was part of this. It was a process of continuous improvement.

A depositary receipt holder asked if a collection guarantee formed part of the claw back. Mr Heinemann argued that by taking account of the median in the same industry you quickly entered an upward pay spiral. He was also against giving bonuses to directors of banks and insurance companies since bonuses led to a much greater appetite to take more risk than was in fact good for the business. Mr van den Bos pointed out that opinions differed on how the new remuneration system, in which bonuses are a percentage of salary, was working through to the workfloor.

Mr van der Veer responded that a bank guarantee was not being requested *a priori*; there were several ways of recovering a debt, depending on the legal system in the country where the person lived. The chairman added that the claw back would only be applied in very exceptional situations, for example, if there had been incorrect information on the results, misstated annual accounts, etc. That was not comparable with a mortgage which was certain to be repaid. On claw back, ING was fully in line with the Banking Code and other rules.

Mr van der Veer explained that in the Banking Code incorporated two safety measures to prevent an upward wage spiral. The first was in the phrase ‘slightly below the median level’. The second was that the comparison was not only of banks with banks, but also with other sectors. ING fully complied with this as the Euro Stoxx 50 included industrial companies as well as financial institutions. The proposed remuneration policy included a clear shift to fixed salary or share-based remuneration in the long term thus reducing the risk appetite element.

Mr Douma argued that the proposal showed that ING had understood the signals from society and the various codes and that there were very good arguments in favour of the proposal on the table. Mr Haaksema added that he had great admiration for the conscientious way in which ING had drawn up the remuneration policy. The now clearly downward trend was plainly visible in this proposal. He wondered, however, how this proposal was working through to the lower levels in ING. Finally, Mr Haaksema complimented ING on a very readable Annual Report. The chairman thanked both gentlemen for their compliments.

In respect of working through to the lower levels, Mr van der Veer explained that a remuneration policy based on the same philosophy had been proposed for the top 200. It would be implemented over a period of three years, taking into account specific circumstances and the competition that ING faced. This was supported by the Supervisory Board.

In view of the importance of this item and the great interest of the general public and in the hall, Mr Veraart (ING Trust Office) explained the ING Trust Office’s view. The long-term interests of the depositary receipt holders governed the formation of the ING Trust Office’s view. On the one hand, it was very important that ING regained public trust and so moderated remuneration and adjusted it in line with the recent codes. It was, however, also important that ING remained attractive internationally to top senior managers. These two aspects would often be in conflict. ING had tried to find a balance between them. The ING Trust Office believed it was in the interests of the depositary receipt holders that in 2012 the Supervisory Board would reassess whether the remuneration policy was still in line with the long-term interests of the bank, the international context and public support. On balance, the ING Trust Office appreciated the proposal that had been put forward. The chairman noted that there had been no examples of such a drastic reduction in remuneration compared with the past, but also that the adjustment compared with the median had been very considerable. In that context, the Supervisory Board's concern was whether ING was not too far out in front and endangering it continuity. On the other hand, it was expected that this proposal was in any event a significant step towards meeting public disquiet on this point; 'Back to Basics' had also been applied to remuneration.

The chairman thanked all those present for the questions and put agenda item 4B to the vote. Following the electronic voting, the chairman announced that the proposed remuneration policy had been carried by 3,711,003,552 votes in favour, 23,226 939 votes against and 25,044,024 abstentions. Had the votes of the ING Trust Office for which no voting instructions had been received from depositary receipt holders been ignored, the proposal would have been carried by 1,506,104,082 votes in favour, 23,226,939 against and 25,044,024 abstentions.

5. Corporate governance (discussion item):
5A. Executive Board Profile (discussion item).
5B. Supervisory Board Profile (discussion item).

The chairman proposed discussing the Executive Board and Supervisory Board Profiles together. The creation of separate Bank and Insurance Management Boards had led to a smaller Executive Board, which now consisted of the CEO, the CFO and the CRO. The Executive Board profile had been revised to clarify the expertise required of the members of the Executive Board. These requirements also took account of the expertise in the Bank and Insurance Management Boards. There had been no other changes in the Executive Board profile. There was now a specific diversity target for the Supervisory Board, as recommended in the revised Dutch Corporate Governance Code. That target was that about a third of the members of the Supervisory Board should be women as soon as possible but in any event by June 2013.

Mr Beijersbergen noted that a risk committee of the Supervisory Board had been set up in August 2009 and asked about its members' specific expertise in risk and if they had been trained in it. He also asked what specific steps the committee had already been taken on risk management and what steps could be expected.

The chairman explained that it had been decided to set up a separate Risk Committee after an evaluation of the work of the Supervisory Board and the Audit Committee. As the two committees overlapped, steps had been taken to ensure it included some members of both committees. It had also been ensured that the risk committee had a significant degree of the necessary knowledge. As a professor, Ms Bahlmann had relevant know-how. As CFO of a large company, Mr Hoffman was also very familiar with risk management. Mr van der Lugt knew ING from the past and thus also banking risk management. Mr Tai's membership ensured that the chairman of the Audit Committee was also closely involved in the risk management subjects. ING also had an extensive education programme; each year the Supervisory Board as a whole and the Audit and Risk Committees had their own Knowledge Days, when a range of subjects were examined in depth.

Mr Timmermans gave a number of examples of steps that had been taken to improve risk management. Firstly, ING had revised the risk profile: the way in which it wished to accept risk. The previous risk profile was no longer adequate on certain points, for example, as a result of the accounting sensitivity of the Alt-A portfolio. The Risk Committee also discussed how to respond to possible developments in risk, including changes as a result of Solvency II and Basel III. The Risk Committee also discussed the results of stress tests, in which various scenarios were computed to assess what would happen to ING in certain extreme circumstances.

In response to Mr Spanjer's comment that two supervisory directors had left the meeting, the chairman emphasised that the Supervisory Board and the committees took their duties very seriously. In the past year, the Supervisory Board and the committees had held many and frequent meetings, by conference call and in person, on the situation facing ING.

5C. ING's implementation of the revised Dutch Corporate Governance Code (voting item).

The chairman explained that approval was being requested for ING's implementation of the revised code and asked Mr Vink to provide details. Mr Vink referred to the public debate on corporate governance which had led to the Netherlands Corporate Governance Code (Tabaksblat Code) in 2004. After five years experience with that code, the Frijns Committee had drawn up a revised version that had come into force on 1 January 2009. From the financial year 2009, Dutch listed companies must report how they are applying the code or explain departures. ING had, therefore, put together a booklet setting out the provisions of the Frijns Code and the way in which they were applied by ING.

ING was applying nearly all of the revised Corporate Governance Code (Frijns Code). Certain points in the code such as the remuneration policy for the Executive Board (agenda item 4B) and the Supervisory Board Profile (agenda item 5B) had been included explicitly on the agenda of this meeting. The diversity target in the Supervisory Board profile had been drawn from the Code. A consequence of the Frijns Code was that the strategy and performance indicators for corporate responsibility would be submitted for approval to the Supervisory Board. Another important point was that the Code not only sets standards for companies, but also makes recommendations for shareholders. ING originally assumed that shareholders would comply with the best practices applicable to them. This had been refined following discussions with a number of shareholders and the booklet stated that ING was assuming that shareholders would themselves determine how to apply those recommendations or explain departures. Today's vote would be on the way in which ING had implemented the provisions of the Code. This means that there would be no implicit or explicit vote for or against depositary receipts. The Code does not say that depositary receipts are forbidden. On the contrary, depositary receipts are permitted by the Code subject to a number of conditions.

Ms van 't Groenewout (PGGM, Mn Services, Pensioenfonds voor the Grafische Bedrijven and Syntrus Achmea Vermogensbeheer) confirmed that there had been contact with ING on the response period set out in best practice provision IV.4. and whether approval of this agenda item meant agreeing to a depositary receipt system. It was now clear that in any event that was not part of this agenda item. In respect of the response period, Ms van 't Groenewout agreed that shareholders themselves should determine whether they complied with that provision or not.

Ms van 't Groenewout referred to passage III.2.2 on page 19 of the booklet and said that ING appeared to be setting its own independence criteria for supervisory directors, although the Frijns Code sets clear criteria. Mr Vink replied that ING had not intended to set its own independence requirements. The starting point was that ING applied the requirements, but in practice the Banking Code also set requirements for members of the Supervisory Board in addition to the independence criteria, in particular on industry-specific expertise. DNB also sets requirements for supervisory directors. The increase in the number of requirements was understandable in the current circumstances but it may be that a concession had to be made on one of the requirements if a suitable supervisory director could not otherwise be found. That was what ING wanted to say in the commentary on this item. The chairman added that if one of the requirements had to be departed from temporarily as a result of the accumulation of all the requirements, this would be presented to the shareholders given the General Meeting's right to appoint supervisory directors.

Mr Beijersbergen (VEB) said that the VEB was against depositary receipts and so would vote against this proposal even though ING had stated that a vote for this item did not mean a vote in favour of depositary receipts. It was extremely odd that the ING Trust Office, which formed part of this structure, was voting on this item.

Mr Veraart (ING Trust Office) concurred that approval of the way in which ING was applying the Frijns Code did not mean agreement to retaining depositary receipts. It was also clear that many would take this opportunity to express their dissatisfaction about retaining depositary receipts, given the recommendations of the proxy advisory bureaus RiskMetrics and Glass Lewis. These bureaus were not, however, against the way in which ING was implementing the code, but saw the adverse proxy recommendation as a means to express dissatisfaction about depositary receipts. The ING Trust Office was limiting itself to the question posed, i.e. approval of the way in which ING was implementing the revised Corporate Governance Code. There was broad support for approving the way ING was doing so. The ING Trust Office would join in that support.

The chairman put the proposal on implementation to the vote. Following the electronic voting, the chairman announced that ING's application of the revised Dutch Corporate Governance Code had been approved by 2,648,356,099 votes in favour, 1,102,876,365 votes against and 7,859,508 abstentions, including the ING Trust Office. Had the votes of the ING Trust Office for which no voting instructions had been received from depositary receipt holders been ignored, the proposal would have been rejected by 443,456,628 votes in favour, 1,102,876,365 votes against and 7,859,508 abstentions.

5D. Position of ING Trust Office (discussion item).

The chairman referred to pages 57 and 58 of the Annual Report and explained ING's position on depositary receipts.

ING had earlier stated that if turnout of at least 35% was achieved for three successive years, ING would consider abandoning depositary receipts depending on current circumstances. During the Annual and Extraordinary General Meetings held in 2007, 2008 and 2009, turnout had been 36.7%, 38.7%, 35.6% and 31.1% successively. A high turnout of 41% had been achieved today. The 35% criterion had been met for three years in the AGMs, but the turnout at the Extraordinary General Meeting in November had been disappointing given the significance of the items on the agenda, such as splitting up ING and the sale of the insurance business. This meant that it could not be assumed that there would always be sufficient turnout at a general meeting for very far-reaching decisions. It had been announced at the Annual General Meeting in 2009 that the Executive Board and the Supervisory Board would consider the steps to be taken during the coming year. That had been done and so this discussion item was now on the agenda.

A re-evaluation of the balance between the different interests in financial institutions had been discussed at the time of the 2009 General Meeting. This re-evaluation had been followed in 2009 and 2010 by a public debate, debates in parliament and the positions of governments and regulators. It was clear that the balance of financial institutions had to shift from short to long-term interests and from the interests of shareholders to the interests of customers and other stakeholders.

The financial crisis had led to the far-reaching strategic and structural changes at ING, as approved by the Extraordinary General Meeting in November 2009. The Executive Board would handle this process with the greatest possible care under the supervision of the Supervisory Board and do all it could to have the separation proceed in an orderly and balanced way taking the interests of all stakeholders into account.

The ING Trust Office put the interests of shareholders and depositary receipt holders to the fore, but it also had to consider the interests of the business and so those of other stakeholders. In this way, depositary receipts at ING Group ensured balanced promotion of all relevant interests. The depositary receipts also ensured consistency in decision making at ING. Only with a consistent General Meeting uninfluenced by a chance majority, could the Executive Board and the Supervisory Board implement the strategic changes approved by shareholders in a way that did justice to all relevant interests, including those of shareholders and depositary receipt holders.

The Executive Board and the Supervisory Board believed that depositary receipts were still the most appropriate means of achieving this given the importance of a balance between long-term and short-term interests and between the interests of shareholders/depositary receipt holders and those of other stakeholders. Against this background, the Executive Board and the Supervisory Board were of the opinion that it would not be responsible to propose abolishing the depositary-receipt structure at this time. The natural time to review *governance* of ING overall, including depositary receipts, would be when the proposed restructuring had been completed.

The chairman gave the meeting the opportunity to put forward its views.

Ms van ’t Groenewout (PGGM) regarded the statement by the chairman and the text in the Annual Report as disappointing. Depositary receipts were a phenomenon not appropriate to the present day. ING had previously set conditions for a turnout percentage to meet the arguments of consistency in decision making and balance. Last year, when the percentage had been achieved for the third successive year, ING had said it needed a year to submit a proposal on depositary receipts to the Shareholders’ meeting because of the major changes in the external circumstances at that time. It was, therefore, a pity that a year later ING said that depositary receipts still served a purpose.

In any event, depositary receipts had not prevented ING getting into its current situation. The ING Continuity Foundation had to fulfil its role in protecting ING against external attack. A turnout of 41% was an upward trend. The EGM had not been a condition and furthermore, although the subjects at the EGM were important, at the same time the shareholders had not had much to decide on as ING had to carry out the separation. It was, therefore, not strange that the turnout had not been so high at that time.

Ms van ’t Groenewout asked the chairman and the chairman of the ING Trust Office to say who had made the decision to retain depositary receipts and what they had agreed between themselves on this matter. The Annual Report stated that 2013 was the first date when abandoning depositary receipts could again be addressed but her request was to reconsider the decision to retain depositary receipts and at least to implement a shorter period for reconsidering depositary receipts.

Ms van ’t Groenewout continued that in the current situation, the depositary receipt structure had at least to be “Frijns proof”. The interests of depositary receipt holders had to prevail, even though the constitution of the trust office repeatedly added the proviso that the interests of stakeholders and others involved had to be taken into account. The General Meeting as a body had in any event a reasonableness test for others involved in the company and so, strictly speaking, the depositary receipts simply had to serve the interests of the depositary receipt holders. Trust office board members were currently appointed by a system of co-option. Depositary receipt holders had to have the opportunity to express confidence in board members by appointing them themselves. It was also time that the trust office organised a meeting of depositary receipt holders to find out their views.

Mr Stevense concurred with the previous speaker and also wanted to know what influence the outcome of the vote had. The depositary receipt holders now faced the trust office; but the trust office had accepted the point. Mr Beijersbergen said that, with a full depositary receipt structure, ING had collapsed in recent years and asked how the depositary receipts had helped ING to pursue a sensible long-term policy recent years. Although Mr Haaksema had great admiration for the chairman, he found his speech disappointing: as if depositary receipt holders would act irresponsibly without a view for the interests of ING.

Ms Cotrell said it had been painful to be a shareholder of ING in the past two years as much money had been lost. The shareholders had then made new funds available to repay the first tranche to the state. Consequently, ING should have more sympathy for the depositary receipt holders.

The chairman responded that if there had ever been a time when it was possible to speak of major changes in circumstances then it was the global financial crisis which had badly affected ING. It was inevitable that the huge changes in the world had been part of the discussions and consideration on whether or not to keep depositary receipts. A second element was that ING was in a very far reaching change process that would also lead to a change in shareholdings.

Finally, there was consideration of governance affected by the crisis. The general view in the debate was that the financial world should be more oriented towards the long term. Perhaps the financial world had been too focused on maximising results rather than on those who lent money to the banks. There could also have been greater attention to customers and there was a trend for financial institutions to think about an institution which also had a public service and social function and this also had consequences for governance.

All these considerations had been taken into account. This had meant that, in the circumstances, with the changes that ING faced and taking those changes in views on governance into account, ING found it necessary to retain depositary receipts for the time being and to end the discussion on them for now. This position had been discussed with the ING Trust Office.

Mr Veraart (ING Trust Office) stated that last year the threshold of 35% had been exceeded for the third time. ING found it sensible in the then turbulent circumstances to take more time to decide on the future of depositary receipts. The ING Trust Office understood this, but had also asked for this year’s shareholders meeting to reach a clear viewpoint on the future of depositary receipts, as was happening. It was for ING to determine whether depositary receipts should continue or not. The ING Trust Office understood the reasons that ING had put forward and saw no reason to disagree with them. Depositary receipts were permitted by law and the code. Furthermore, ING stated that governance overall, including depositary receipts, would be reviewed again when the proposed restructuring and divestments had been concluded. Following ING’s decision, the question was how the ING Trust Office fulfilled its role. The object of the ING Trust Office had essentially been in line with the Tabaksblat and Frijns Codes from the start, but the constitution had always used its own wording for this. It had been decided to incorporate the exact wording of the Code in the constitution of the ING Trust Office.

Depositary receipt holders had made suggestions for bringing the operation of the ING Trust Office more into line with the Code, such as giving depositary receipt holders the opportunity to nominate candidates for the board and to call a depositary receipt holders meeting. The ING Trust Office was agreeable to this and intended to call a meeting of depositary receipt holders in the second half of November.

Finally, Mr Veraart addressed the voting on the previous agenda item. The ING Trust Office had reached an independent opinion based on the documents, information from depositary receipt holders and what was discussed during the meeting. The ING Trust Office took into account the history, discussions and recommendations of proxy advice bureaus. The bureaus were expressly not against the proposal as such, but wanted to use it to express their dissatisfaction with depositary receipts. The ING Trust Office, therefore, regarded it as wholly justifiable that it had voted and had been guided by the contents of the proposal.

Mr Bolkwaak said that the discussion focused on the lack of trust in the board members. Mr Veraart’s statement had been very disappointing. Mr Bolkwaak blamed the board members for not respecting the wishes of the depositary receipt holders and asked the chairman to reduce the period of three years to one year as a step in the direction of the depositary receipt holders.

The chairman replied that it was not the intention not to take the views of depositary receipt holders seriously. This was why there had been careful consideration this year of whether it would be sensible to implement a change in the precarious and changing situation that ING was in. The conclusion was that it was more sensible to retain depositary receipts during the coming restructuring period. This view did not come from arrogance but after careful consideration of all aspects. It had been agreed with the ING Trust Office that it would implement the Frijns Code in full, so that in this respect there could be better communication between the ING Trust Office and the depositary receipt holders. The decision to retain depositary receipts was also a gesture towards changing thinking on governance.

Ms van 't Groenewout (PGGM) pointed out that it was good that the ING Trust Office would arrange the depositary receipt structure as far as possible in line with the Frijns Code. That did not detract from the fact that the ING Trust Office should seriously consider the wish expressed in the meeting on a shorter period. Ms van 't Groenewout explained that she had asked in the meeting last year that everything to do with governance, and especially that related to depositary receipts, should be put to the vote. The chairman responded that the board members had been well aware of this in the discussions but with their responsibilities were still of the opinion that they should follow this route.

The chairman gave the floor to Mr Jacobs (former chairman of the Executive Board of ING). Mr Jacobs expressed his support for ING's decision for three reasons. Firstly, it was the duty of the Executive Board and the Supervisory Board to think of the business. Furthermore the Netherlands Civil Code, the Tabaksblat Code and the Frijns Code allow depositary receipts. Secondly, both the Minister of Finance and the President of the Nederlandsche Bank had said expressly in their testimony to the De Wit Committee that ABN AMRO had brought its misfortune on itself by dropping all its protective measures. When a proposal was put to the shareholders meeting, 98% of the shareholders had voted in favour of the bid against the recommendation of the Executive Board and a neutral position by the Supervisory Board. The shareholders had not asked themselves what this would mean for the customers, staff and creditors. The directors had to promote the interests of those three stakeholders. Thirdly, the sum of ING's parts was greater that its stockmarket value. The directors should be given time to do what was best for the shareholders. Until then, the depositary receipts should be retained. Mr Jacobs wished the Executive Board and the Supervisory Board success.

Mr Stevense (SRB) noted that the directors had decided to retain depositary receipts in consultation with the ING Trust Office and asked why the ING Trust Office had not consulted the depositary receipt holders. Mr Veraart (ING Trust Office) repeated that the ING Trust Office did not determine whether depositary receipts would be retained.

The chairman noted that all viewpoints had been exchanged and that it was clear that there were differences of opinion.

6. Corporate responsibility (discussion item).

The chairman referred to pages 18 to 20 of the Annual Report and gave the floor to Mr Hommen. Mr Hommen explained ING's vision on corporate responsibility. ING wanted to be a responsible financial services provider and good corporate citizen. ING did not participate in illegal activities and aimed to avoid business that would be harmful or unethical. ING wanted to make a positive contribution to social change. Consequently, ING focused on developing sustainable products and services and on social development activities for financial education and the environment.

ING had refreshed its Business Principles in 2009. The policy with respect to the defence industry had been expanded as had the programme to involve stakeholders more closely with ING; ING was in constant discussion with social organisations and other groups in society. ING was busy developing sustainable products and sustainability was one of the objectives of ING's businesses. Voluntary work and collections by employees had enabled ING to give 107,000 children access to primary education. ING was among the leaders in sustainability tables of financial institutions.

For 2010 and subsequent years, ING was attempting to anchor the ING Business Principles and corporate responsibility fully in the organisation. The ING employee volunteering day was being extended further and specific targets had been set for the number of women in the top 200. ING also had the ambition to lead the financial sector in the Dow Jones Sustainability Index.

Mr Gootjes (VBDO) was pleased that the GRI (Global Reporting Initiative) had awarded the Corporate Responsibility Report an A+ and that a number of sustainability targets had been included in the remuneration policy. In recent years, VBDO had had good contacts with ING on various matters but VBDO still wanted to see a number of sustainability matters. In the past year, VBDO had examined the accessibility of sustainable investment products. ING's website was rated the best of the five large banks, but it was also clear that sustainable products were not being actively offered by investment advisers. Mr Gootjes asked what ING was doing about this, if ING could increase the EUR 2.5 billion invested sustainably and whether ING would expand sustainability targets for the entire investment portfolio. Finally, Mr Gootjes asked how ING would achieve the diversity target of an increase in the number of women in the top 200 to 33% without losing touch with quality.

Mr Hommen was pleased by the high rating that ING had received. Things could always be improved of course and ING would identify way of offering sustainable products better. Folders had been developed, making people more familiar with the opportunities in sustainable products and a number of steps had been taken; these were improving advisors' knowledge. The expansion of the sustainable investment funds would be looked at within the legal and regulatory frameworks. At the moment, women made up 12.8% of the top 200. The aim was to increase this to about 33% of the total in 2015, based on quality and good assessments. This was receiving special attention.

Mr Beemsterboer asked whether ING was making concessions on equal opportunities if this was necessary to reach the quantitative target of 33% of women in the top.

Mr Hommen replied that 33% was an ambitious target. Women already working at ING and external candidates would be eligible. More had also to be done on training. Many factors played a role in this, but quality was not in dispute.

7A. Discharge of the members of the Executive Board in respect of the duties performed during the year 2009 (voting item).

The chairman moved to grant the members of the Executive Board discharge in respect of the duties performed in 2009 as set out in the Annual Accounts for 2009, the Report of the Executive Board, the corporate governance chapter, the chapter on section 404 of the Sarbanes-Oxley Act and the statements made during the meeting and asked who would like to speak on this.

Mr Beijersbergen (VEB) explained his voting on this agenda item. Last year, the VEB had voted against granting discharge as a result of the huge destruction of value in 2008. Mr Tilmant had resigned in the first month of 2009. Things had gone wrong at ING under his leadership. For that reason the VEB was unable to grant discharge. The VEB would abstain, as it supported the current policy with the exception of the depositary receipts.

Following the electronic voting, the chairman announced that the proposal to grant the members of the Executive Board discharge in respect of the duties performed during the year 2009 had been carried by 3,700,898,219 votes in favour, 30,298,835 votes against and 27,174,411 abstentions. Had the votes of the ING Trust Office for which no voting instructions had been received from depositary receipt holders been ignored, the proposal would have been carried by 1,495,998,748 votes in favour, 30,298,835 votes against and 27,174,411 abstentions.

7B. Discharge of the members of the Supervisory Board in respect of the duties performed during the year 2009 (voting item).

The chairman observed that there were no questions on the proposal to discharge the members of the Supervisory Board in respect of the duties performed in 2009 set out in the Annual Accounts for 2009, the Report of the Supervisory Board, the Corporate Governance chapter, the Remuneration report and the statements made during the meeting.

Following the electronic voting, the chairman announced that the proposal to grant the members of the Supervisory Board discharge in respect of the duties performed in 2009 had been carried by 3,700,819,667 votes in favour, 37,042,937 votes against and 16,792,411 abstentions. Had the votes of the ING Trust Office for which no voting instructions had been received from depositary receipt holders been ignored, the proposal would have been carried by 1,495,920,196 votes in favour, 37,042,937 votes against and 16,792,411 abstentions.

**8. Composition of the Supervisory Board:
Reappointment of Piet Klaver (voting item).**

The chairman announced that Messrs Vuursteen, Hoogendoorn and Manwani would retire as members of the Supervisory Board at the end of this meeting. In view of the changed circumstances at ING and the discussion during the AGM in 2009, no new appointments were being proposed. The Supervisory Board wanted to reduce the number of supervisory directors to about ten. On behalf of the depositary receipt holders, the chairman thanked all three gentlemen for their dedication and the expertise they had deployed, especially for the time they had spent last year doing their best for ING.

The chairman explained that Mr van der Lugt reached the age of 70 in 2010. At the request of the Supervisory Board, Mr van der Lugt would remain as a member of the Supervisory Board, as his experience and knowledge of the Dutch and international financial services sector in general and of ING in particular was very important to ING in the present circumstances.

The chairman then moved the reappointment of Mr Klaver. Mr Klaver would retire by rotation at the end of this meeting and was eligible for reappointment. Pursuant to article 25(2) of the Articles of Association, the Supervisory Board had made a binding nomination for the reappointment of Mr Klaver. The binding nomination and information on the proposed candidates was set out in the notice of meeting. The Supervisory Board recommended the AGM to reappoint Mr Klaver as a member of the Supervisory Board. As there were no questions, the chairman moved to the vote.

Following the electronic voting, the chairman announced that Mr P.C. Klaver had been reappointed by 3,745,353,458 votes in favour, 4,110,972 votes against and 8,908,518 abstentions. Had the votes of the ING Trust Office for which no voting instructions had been received from depositary receipt holders been ignored, the proposal would have been carried by 1,540,453,987 votes in favour, 4,110,972 votes against and 8,908,518 abstentions.

9A. Authorisation to issue ordinary shares with or without pre-emptive rights (voting item).

The chairman moved the proposal to designate the Executive Board as the corporate body authorised, upon approval of the Supervisory Board, to adopt a resolution to issue ordinary shares, to grant the right to subscribe for such shares and to restrict or exclude pre-emptive rights of shareholders. This authority applied for a maximum of 380 million ordinary shares and for a period of eighteen months. The number of ordinary shares that may be issued under the authorisation was equal to 10% of the issued share capital. The authorisation was intended for general financing purposes and in practice would not be used for purposes other than settling performance shares and conditional shares granted to members of the Executive Board and employees, to the extent that they could not be settled from the depositary receipts repurchased for this purpose. The Supervisory Board had approved the proposal and the authorisation supersedes earlier authorisations granted by General Meetings.

Mr Ayodeji believed that the situation this year was totally different from that of previous years. The shareholders had not received a dividend and it was not clear when shareholders would again receive one. The issue of new shares meant a dilution. There was no justification in the current circumstances for issuing new shares and Mr Ayodeji suggested that this proposal should be withdrawn.

The chairman responded that currently there were no plans to issue shares except to settle performance shares and conditional shares, and this would be a very small number. ING regarded the agenda item as important as it was a requirement that the General Meeting gave permission for this issue. Mr Vink explained that this concerned the settlement of current obligations. ING could sometimes also repurchase shares but new shares were issued if that was not possible or desirable.

Following the electronic voting, the chairman announced that the proposal had been carried by 3,640,417,314 votes in favour, 115,897,414 votes against and 1,996,286 abstentions. Had the votes of the ING Trust Office for which no voting instructions had been received from depositary receipt holders been ignored, the proposal would have been carried by 1,435,517,843 votes in favour, 115,897,414 votes against and 1,996,286 abstentions.

9B. Authorisation to issue ordinary shares with or without pre-emptive rights, in connection with a takeover of a business or a company (voting item).

The chairman moved the proposal to designate the Executive Board as the corporate body authorised, upon approval of the Supervisory Board, to adopt a resolution to issue ordinary shares in connection with a takeover of a business or a company, to grant the right to subscribe for such shares and to restrict or exclude pre-emptive rights of shareholders. The authority applied for a total of 288 million ordinary shares, and was also for a period of eighteen months unless extended. The number of ordinary shares that may be issued under the authorisation was equal to 7.5% of the issued share capital. This was in fact the remaining number of unissued ordinary shares in the authorised share capital. The authorisation could be used in addition to the authorisation granted in agenda item 9A in the event of an acquisition, but the practical affect was also very limited in this situation.

Following the electronic voting, the chairman announced that the proposal had been carried by 3,640,996,222 votes in favour, 114,355,377 votes against and 2,943,370 abstentions. Had the votes of the ING Trust Office for which no voting instructions had been received from depositary receipt holders been ignored, the proposal would have been carried by 1,436,096,751 votes in favour, 114,355,377 votes against and 2,943,370 abstentions.

10A. Authorisation to acquire ordinary shares or depositary receipts for ordinary shares in the Company's own capital (voting item).

The chairman moved the proposal to authorise the Executive Board, with the approval of the Supervisory Board, to acquire fully paid-up ordinary shares and depositary receipts for ordinary shares in ING Groep N.V. in the name of ING Groep N.V. and referred to the proposal and notes as set out in the notice of meeting. The authorisation applied for a maximum of 10% of the issued share capital and for a period of eighteen months. The purchase price should not be less than one eurocent and not higher than the highest price at which the depositary receipts for the company's ordinary shares were traded on the Euronext Amsterdam stock exchange on the date on which the purchase contract was concluded or on the preceding day of stock-market trading. This authorisation would be used for the execution of the hedging programme for the stock options granted to ING personnel and for trading and investment purposes in the normal course of the banking and insurance business.

Mr Heinemann asked why the price could not be below one cent while the share price was about EUR 8. Mr Vink replied that it was important for the depositary receipt holders that the purchase could not be higher than a given level. There was no problem with a lower figure.

Following the electronic voting, the chairman announced that the proposal had been carried by 3,733,516,670 votes in favour, 15,390,909 votes against and 9,384,302 abstentions. Had the votes of the ING Trust Office for which no voting instructions had been received from depositary receipt holders been ignored, the proposal would have been carried by 1,528,617,199 votes in favour, 15,390,909 votes against and 9,384,302 abstentions.

10B. Authorisation to acquire ordinary shares or depositary receipts for ordinary shares in the Company's own capital in connection with a major capital restructuring (voting item).

The chairman moved the proposal to authorise the Executive Board, with the approval of the Supervisory Board, to acquire fully paid-up ordinary shares and depositary receipts for ordinary shares in ING Groep N.V. in the name of ING Groep N.V. in the event of a major capital restructuring of ING Groep N.V. and referred to the proposal and notes as set out in the notice of meeting. The authorisation applied for a maximum of 20% of the issued share capital consisting of the maximum pursuant to the authorisation pursuant to agenda item 10A, plus 10%, and for a period of eighteen months. The purchase price should not be less than one eurocent and not higher than the highest price at which the depositary receipts for the company's ordinary shares were traded on the Euronext Amsterdam by NYSE Euronext on the date on which the purchase contract was concluded or on the preceding day of stock-market trading. The objective of the authorisation was to permit the company to acquire ordinary shares or depositary receipts for ordinary shares in connection with a major capital restructuring.

Following the electronic voting, the chairman announced that the proposal had been carried by 3,733,565,152 votes in favour, 15,210,191 votes against and 9,514,241 abstentions. Had the votes of the ING Trust Office for which no voting instructions had been received from depositary receipt holders been ignored, the proposal would have been carried by 1,528,665,681 votes in favour, 15,210,191 votes against and 9,514,241 abstentions.

11. Any other business and conclusion.

The chairman moved to any other business.

Mr Boutmy pointed out that many depositary receipt holders did not know that their votes reverted automatically to the ING Trust Office if they did not actively exercise their voting rights. The chairman confirmed that this was at the heart of depositary receipt system and also why some people were against it.

Mr Ayodeji returned to the issue of whether the board could state the extent to which depositary receipts had had good consequences for ING. Mr Hommen replied that it was not easy to answer as there were two different interrelated matters. ING's view on depositary receipts had been made sufficiently clear. Mr Hommen referred to Mr Jacobs' comments that, in the opinion of many, the sum of the two ING businesses was greater than today's share price. The key task for ING was to float the insurance business in an orderly, sound and respectable manner. Mr Ayodeji concluded that the CEO of ING was unable to explain how far depositary receipts had been good for ING up to now. The chairman noted that arguments in favour had been put forward earlier in the meeting.

Mr Heinemann noted that Mr Tilmant had been CEO for a short period in 2009 but had not been granted discharge. The chairman explained that Mr Tilmant had been granted discharge along with the board insofar as he had been in office during 2009.

Mr Stevense (SRB) asked why ING had only published the financial agenda to November 2010. Mr Hommen explained that ING wanted to publish the information as soon as possible after it was available and perhaps that as a result the agenda would be amended before publication.

Mr Burgers wanted to know whether ING employees now working in the insurance business would remain in the ING pension fund after separation. Mr Hommen noted that this was part of the separation programme and a decision would be made in the course of this year.

A depositary receipt holder suggested timetabling a break in future. The chairman replied that he would consider the suggestion in the event of a long meeting. Mr Folkertsma was against instituting a break as it would only make meetings longer. Mr Folkertsma thanked the chairman for his dignified and good leadership of the meeting and expressed satisfaction and thanks for ING's performance in the past year. Another depositary receipt holder also thanked Mr Elverding for chairing the meeting and complimented the presentations by Mr Hommen and the other gentlemen. The chairman thanked them for their compliments.

Mr Wokke referred to his speech last year in which he called attention to his personal employment situation. Mr Wokke repeated that his complaints had been set aside by various bodies and that he had eventually submitted a complaint to the Executive Board of ING. Mr Vink responded that there had been e-mail contact with Mr Wokke after the Shareholders' meeting in April 2009. The issue had been decided by the courts and ING accepted the judgement. Consequently, ING regarded the matter as closed.

Mr Spanjer asked how the ING Trust Office would obtain the addresses of the depositary receipt holders. Mr Vink replied that ING would assist the ING Trust Office in organising the depositary receipt holders meeting.

Mr Spanjer also thought that Mr Elverding had chaired the meeting well despite the differences of opinion. The chairman thanked him for the compliment.

On behalf of the Executive Board and the Supervisory Board, Mr Hommen warmly thanked the depositary receipt holders present for their support in the past year.

The chairman closed the meeting at 6.15 p.m. after thanking everyone for their contributions.

Amsterdam,	Amsterdam,	Tilburg,
P.A.F.W. Elverding chairman	L.G. van der Meij secretary	B.J.M. Burgers depositary receipt holder