

ING Groep N.V. Annual General Meeting 2022

Agenda

Monday, April 25, 2022, 2:00 pm CEST

This meeting will be webcast on the ING Groep N.V. website: www.ing.com

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



Agenda

To the holders of American Depositary Receipts of shares of ING Groep N.V.

The Annual General Meeting of ING Groep N.V. (“ING Group”) will be held on Monday, April 25, 2022 at 2:00 pm CEST. Shareholders can attend the Annual General Meeting either in person at ING Group’s corporate office, Bijlmerdreef 106, 1102 CT Amsterdam, the Netherlands or remotely online.

In view of the Covid-19 pandemic and the associated continuing health risks, registered shareholders may attend the Annual General Meeting remotely by logging on to the electronic platform “Evote by ING”, available via www.ing.com/ads. The Annual General Meeting will also be webcast on the ING Group website: www.ing.com/ads.

Availability of meeting documents

The following meeting documents are available:

- The Agenda and the Explanatory Notes to the Agenda, including the announcements that are required by virtue of the law and the Articles of Association of ING Group.
- The 2021 Annual Report, including the Financial Statements, the reports of the Executive Board and the Supervisory Board, the Remuneration Report, and other information.
- The profile of the Supervisory Board.
- The proposal to amend the Articles of Association, including the verbatim text and explanation.

The meeting documents are available on the ING Group website: www.ing.com/ads. These documents are also available for review at ING Group’s corporate office, Bijlmerdreef 106, 1102 CT Amsterdam, the Netherlands, and can be obtained free of charge at this address.

The notarial record of the Annual General Meeting of April 26, 2021 has been available on the ING Group website (www.ing.com/ads) since October 28, 2021.

Amsterdam, March 11, 2022

Executive Board

Supervisory Board

Agenda items

Agenda item 1

Opening remarks and announcements.

Agenda item 2

- Report of the Executive Board for 2021 (discussion item).
- Sustainability (discussion item).
- Report of the Supervisory Board for 2021 (discussion item).
- Remuneration Report for 2021 (advisory voting item).
- Financial Statements (annual accounts) for 2021 (voting item).

Agenda item 3

- Profit retention and distribution policy (discussion item).
- Dividend for 2021 (voting item).

Agenda item 4

- Discharge of the members of the Executive Board in respect of their duties performed during the year 2021 (voting item).
- Discharge of the members and former members of the Supervisory Board in respect of their duties performed during the year 2021 (voting item).

Agenda item 5

Amendment of the Supervisory Board profile (discussion item).

Agenda item 6

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

Agenda item 7

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

Agenda item 8

- Reduction of the issued share capital by cancelling ordinary shares held by ING Group in its own capital as a result of the share buyback program (voting item).
- Amendment of the Articles of Association (voting item).

Agenda item 9

Reduction of the issued share capital by cancelling ordinary shares acquired by ING Group pursuant to the authority under agenda item 7 (voting item).

Attending the meeting and proxy voting

Attending the meeting

Only holders of American depositary shares (“ADS”) who were ADS holders on the US record date Monday, **March 21, 2022** (the “US Record Date”), are eligible to attend the meeting and to exercise voting rights (via JPMorgan).

Any ADS holder who wishes to attend the meeting in the Netherlands should contact the JPMorgan Service Centre on +1 800 990 1135 (from the US) or +1 651 453 2128 (from outside the US) no later than Thursday, **April 14, 2022**, 12 p.m. (EST). An ADS holder will be entitled to attend the meeting if that person held ADSs on the US Record Date.

Proxy voting

Registered ADS holders as of Monday, **March 21, 2022**, are asked to complete and return the distributed proxy card to the depositary by the time and date stated on it. A pre-paid envelope is supplied for this purpose.

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

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

Contact

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