

ING Groep N.V. Annual General Meeting 2022

Agenda

Monday, 25 April 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 shareholders of ING Groep N.V.

The Annual General Meeting of ING Groep N.V. (“ING Group”) will be held on Monday, 25 April 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/agm. The Annual General Meeting will also be webcast on the ING Group website: www.ing.com/agm.

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/agm. 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 26 April 2021 has been available on the ING Group website (www.ing.com/agm) since 28 October 2021.

Amsterdam, 11 March 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 member 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

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

Agenda item 7

Authorisation 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 programme (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).

Attendance, record date, registration, asking questions and proxy voting procedure

General information

Shareholders who wish to attend and vote at the Annual General Meeting:

- have to be a shareholder on the record date (**see under I**);
- have to register for the Annual General Meeting (**see under II**); and
- will receive a confirmation of registration (**see under III**).

Registered shareholders may ask questions in advance or during the Annual General Meeting (**see under IV**).

Attending in person or by proxy

The Annual General Meeting will be hosted at ING Group's corporate office in line with the Dutch measures against Covid-19 applicable on Monday, 25 April 2022. Depending on such measures, it is possible that only limited capacity will be available for shareholders' in-person participation. If the number of shareholders wishing to attend in person (or have their proxy attend in person) exceeds this capacity, ING Group will make a selection via a blind draw by the civil-law notary and will inform shareholders accordingly.

Please check the ING Group website (www.ing.com/agm) closer to the date of the Annual General Meeting for more details on admission requirements relating to Covid-19.

For directions to ING Group's corporate office (address: Bijlmerdreef 106, 1102 CT Amsterdam), see www.ing.com/contact-us.

Attending remotely and voting in advance

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

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

The Annual General Meeting will also be webcast on the ING Group website: www.ing.com/agm.

I. Record date

The record date for this Annual General Meeting is Monday, **28 March 2022** (the "Record Date").

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

- the records of an intermediary as defined in the Securities (Bank Giro Transactions) Act (*Wet giraal effectenverkeer*) ("Intermediary"); or
- the shareholders' register kept by ING Group, is entitled to exercise shareholder rights in respect of the Annual General Meeting. Voting rights can be exercised in accordance with the number of shares held on this date. This entitlement is not affected by any acquisition or disposal of shares after the Record Date. ING Group does not require blocking of shares in order for a shareholder to exercise its rights in respect of a General Meeting. However, it cannot be ruled out that an Intermediary will require blocking of shares in specific situations.

II. Registration of shareholders

Shareholders must register for the meeting no earlier than the Record Date and no later than Tuesday, **19 April 2022**, 5:30 pm CEST, by logging on to the electronic platform 'Evote by ING', available via www.ing.com/agm and choosing one of the following options:

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

Shareholders whose shares are registered in the Shareholders' Register kept by ING Group may register in writing with **ING Bank Issuer Services**: location TRC 02.039, Antwoordnummer 9141, 1000 WT Amsterdam, the Netherlands or by email: iss.pas@ing.com.

Legal entities may register in writing through their Intermediary.

III. Confirmation of registration

Shareholders or their proxies will receive a confirmation of registration, including registration number, by email.

For shareholders attending the Annual General Meeting either in person or by proxy, the registration number will grant shareholders or their proxies entrance to the Annual General Meeting. Persons who wish to attend the meeting must be able to identify themselves by showing a valid identification document (e.g. valid passport or driving licence).

IV. Asking questions

Registered shareholders can:

- submit questions in writing up to 72 hours prior to the start of the Annual General Meeting by sending an email to: media.relations@ing.com; and
- submit questions during the Annual General Meeting, either in person or by proxy or by logging on to the electronic platform 'Evote by ING' and by clicking on the 'attend online' button under 'My Registrations'. Registered shareholders who do not have access to 'Evote by ING' may also send questions to the email address stated above during the Annual General Meeting.

V. Proxy voting procedure

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

- a. grant an electronic voting proxy to civil-law notary Ms J.J.C.A. Leemrijse or her substitute with the instructions to vote at the Annual General Meeting. To that effect, the shareholder should submit the voting instructions to the civil-law notary on the electronic platform 'Evote by ING' available via www.ing.com/agm. By providing the voting instructions, the shareholder grants a proxy to civil-law notary Ms J.J.C.A. Leemrijse or her substitute to vote on the shares at the Annual General Meeting in accordance with the instructions. Voting instructions have to be received no later than Tuesday, **19 April 2022**, 5:30 pm CEST; or
- b. submit the voting instructions by means of a proxy form, which can be either downloaded online via www.ing.com/agm, or obtained upon request from ING Bank Issuer Services, at the address mentioned under II. After completion and signing, the proxy form should be sent to ING Bank Issuer Services at the address mentioned under II, where it should be received no later than Tuesday, **19 April 2022**, 5:30 pm CEST.

VI. Holders of American Depositary Receipts

Holders of American Depositary Receipts should refer to the information on www.ing.com/ads.

Contact

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