

ING Groep N.V. Annual General Meeting 2024

Explanatory notes to the agenda

for the Annual General Meeting of ING Groep N.V. (ING Group) to be held at Muziekgebouw aan 't IJ, Piet Heinkade 1, 1019 BR Amsterdam, the Netherlands on Monday, 22 April 2024, 2pm CEST.

This meeting will be webcast online via www.ing.com/agm.

Agenda

The official agenda can be found on the ING Group website [ing.com](https://www.ing.com).

Agenda item 1

Opening remarks and announcements.

Agenda item 2

- A. Report of the Executive Board for 2023 (discussion item).
- B. Report of the Supervisory Board for 2023 (discussion item).
- C. ING's application of the revised Dutch Corporate Governance Code (2022) (discussion item).
- D. Remuneration Report for 2023 (advisory voting item).
- E. Financial Statements (annual accounts) for 2023 (voting item).

Agenda item 3

- A. Dividend and distribution policy (discussion item).
- B. Dividend for 2023 (voting item).

Agenda item 4

- A. Discharge of the members of the Executive Board in respect of their duties performed during the year 2023 (voting item).
- B. Discharge of the members and former members of the Supervisory Board in respect of their duties performed during the year 2023 (voting item).

Agenda item 5

Appointment of the external auditor (voting item).

Agenda item 6

- A. Remuneration policy of the Executive Board (voting item).
- B. Remuneration policy of the Supervisory Board (voting item).

Agenda item 7

Composition of the Supervisory Board:

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

Agenda item 8

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

Agenda item 9

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

Agenda item 10

Reduction of the issued share capital by cancelling ordinary shares acquired by ING Group pursuant to the authority under agenda item 9 (voting item).

Explanatory notes to the agenda

Agenda item 2A

Report of the Executive Board for 2023 (discussion item)

See pages 5-71, 88-97, 128-204 of the 2023 Annual Report.

Agenda item 2B

Report of the Supervisory Board for 2023 (discussion item)

See pages 72-87 of the 2023 Annual Report.

Agenda item 2C

ING's application of the revised Dutch Corporate Governance Code (2022) (discussion item)

See pages 88-89 of the 2023 Annual Report and ING's implementation of the revised Dutch Corporate Governance Code as described in the "Application of the Dutch Corporate Governance Code by ING Groep N.V." which is published on [ing.com](https://www.ing.com).

Agenda item 2D

Remuneration Report for 2023 (advisory voting item)

It is proposed to cast a favourable advisory vote in respect of the Remuneration Report.

The Remuneration Report includes the outcome of the advisory vote from the 2023 Annual General Meeting and how this has been taken into account.

See pages 98-127 of the 2023 Annual Report.

Agenda item 2E

Financial Statements (annual accounts) for 2023 (voting item)

It is proposed to adopt the 2023 Financial Statements (annual accounts) as included in the 2023 Annual Report.

Agenda item 3A

Dividend and distribution policy (discussion item)

See pages 306-309 of the 2023 Annual Report.

Agenda item 3B

Dividend for 2023 (voting)

It is proposed to declare a total dividend for 2023 of EUR 1.106 per ordinary share.

Taking into account the interim dividend of EUR 0.35 per ordinary share paid in August 2023, the final dividend will amount to EUR 0.756 per ordinary share. See pages 14 and 307 -308 of the 2023 Annual Report. The final dividend will be paid in cash.

Agenda item 4A

Discharge of the members of the Executive Board in respect of their duties performed during the year 2023 (voting item)

It is proposed to discharge the members of the Executive Board from liability in respect of their duties performed in the financial year 2023, insofar as the exercise of those duties is reflected in the 2023 Financial Statements, the report of the Executive Board, the Corporate Governance

chapter, the chapter on Section 404 of the Sarbanes-Oxley Act*, the Remuneration Report, the chapter on Risk Management, or has otherwise been disclosed to shareholders during the Annual General Meeting.

* See item 15 on page 138 of the 2023 Annual Report ING Groep N.V. on Form 20F.

Agenda item 4B

Discharge of the members and the former members of the Supervisory Board in respect of their duties performed during the year 2023 (voting item)

It is proposed to discharge the members and the former members of the Supervisory Board from liability in respect of their duties performed in the financial year 2023, insofar as the exercise of those duties is reflected in the 2023 Financial Statements, the report of the Supervisory Board, the Corporate Governance chapter, the Remuneration Report, the chapter on Risk Management, or has otherwise been disclosed to shareholders during the Annual General Meeting.

Agenda item 5

Appointment of the external auditor (voting item)

According to European legislation, the engagement period for an audit firm should not exceed 10 years. The last financial year that our incumbent external auditor KPMG Accountants N.V. can act as our auditor will be the financial year 2025.

As an outcome of the selection process, the Supervisory Board proposes, following recommendation by the Audit Committee, to appoint Deloitte Accountants B.V. (Deloitte) as the auditor of ING Group to audit the financial statements for a term of four years starting 1 January 2026.

Explanation

The Audit Committee established a Selection Committee to facilitate the assessment of a new external auditor and prepare the Audit Committee's nomination proposal to the Supervisory Board. The Selection Committee was composed of among others the chairperson of the Audit Committee and the Group CFO.

The selection process was conducted in two phases. In both phases, ING identified a number of key selection criteria, including the competence of the audit team, the quality of the audit with focus on innovation and ESG, fees and transition capacity. The first phase was executed in 2022 in which the big four audit firms participated. Based on the key selection criteria, the outcome of the first phase was to re-appoint KPMG as the auditor for the years 2024 and 2025. The second phase took place during 2023 with a final proposed decision in early 2024. This phase was designed as an extension of phase one. Building upon the information already gathered and evaluated, Deloitte and EY continued to participate in the process. This second phase allowed for a better understanding between ING and the two audit firms and a more thorough assessment of the key selection criteria.

The selection process included visits to a number of ING locations (including the Netherlands, Germany, Belgium, the United States and Poland) and central functions (including Group Finance, Sustainability, Wholesale Banking including Group Services, IT and Credit Risk

Management), which provided the opportunity to assess the two audit firms more broadly. These visits, together with a comparison of written tender offers, followed by presentations to members of the Selection Committee and members of the Audit Committee, led to the Audit Committee's recommendation to the Supervisory Board.

The proposed strong international audit team, high ranking quality of the audit, robust transition capacity and fee proposal were the conclusive factors to recommend the appointment of Deloitte as new external auditor of ING Group.

See page 97 of the 2023 Annual Report.

Agenda item 6A

Remuneration policy of the Executive Board (voting item)

It is proposed to adopt the Executive Board remuneration policy. The Supervisory Board conducted an extensive review of the current Executive Board remuneration policy which was adopted by the General Meeting on 28 April 2020, including thorough stakeholder consultation. The results of the review are reflected in the proposed policy. In accordance with article 2:135a Dutch Civil Code, the remuneration policy is submitted to the General Meeting for adoption every four years. Upon adoption of the policy, it will become effective retroactively from 1 January 2024.

Explanation

See the remuneration policy of the Executive Board as published on the ING Group website [ing.com](https://www.ing.com) and pages 98 and 99 of the 2023 Annual Report.

Agenda item 6B

Remuneration policy of the Supervisory Board (voting item).

It is proposed to adopt the Supervisory Board remuneration policy and to award the remuneration to the Supervisory Board members as outlined in the policy. The Supervisory Board conducted an extensive review of the current Supervisory Board remuneration policy, which was adopted by the General Meeting on 28 April 2020, including thorough stakeholder consultation. The results of the review are reflected in the proposed policy. In accordance with article 2:135a Dutch Civil Code, the remuneration policy is submitted to the General Meeting for adoption every four years. Upon adoption of the policy, it will become effective retroactively from 1 January 2024.

Explanation

See the remuneration policy of the Supervisory Board as published on the ING Group website [ing.com](https://www.ing.com) and pages 98 and 99 of the 2023 Annual Report.

Agenda item 7

Composition of the Supervisory Board:

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

The current terms of appointment of Juan Colombás, Herman Hulst and Harold Naus will expire at the end of the 2024 Annual General Meeting. The Supervisory Board proposes to reappoint Juan Colombás, Herman Hulst and Harold Naus as members of the Supervisory Board.

Agenda item 7A

Reappointment of Juan Colombás (voting item)

The Supervisory Board proposes, in accordance with article 24 paragraph 2 of the Articles of Association (binding nomination), to reappoint **Juan Colombás** (male, born in Puertollano, Spain, on 28 July 1962; Spanish nationality) as a member of the Supervisory Board. The reappointment will become effective at the end of the 2024 Annual General Meeting and will end at the end of the 2028 Annual General Meeting.

Juan Colombás was appointed as a member of the Supervisory Board at the 2020 Annual General Meeting with effect as from 1 October 2020. Juan Colombás is a member of the Audit Committee, the ESG Committee, the Remuneration Committee and the Risk Committee.

Juan Colombás is considered independent as defined by the Dutch Corporate Governance Code.

Reason for the proposed reappointment:

Juan Colombás is nominated for reappointment based on his strong international banking background and his specialised knowledge of IT, transformation and digital strategy and the way he performed his role as member of the Audit Committee, the ESG Committee, the Remuneration Committee and the Risk Committee in his current term of appointment. With his past experience as chief risk officer and chief operating officer of Lloyds Banking Group, the Supervisory Board has benefitted greatly from his executive and international experience in the banking and finance sector, and his knowledge of risk and operations. He is complementary to the other Supervisory Board members and has consistently demonstrated to be a highly engaged and dedicated Supervisory Board member with an average attendance rate over the last years of close to 100%.

Further information on the proposed reappointment:

- **Shares held in ING Group (as at 7 March 2024):**
No shares
- **Other directorships:**
 - Azora Capital, S.L.: non-executive member of the board of directors and of the Audit and Control Committee
 - Bluserena Spa: non-executive chairperson of the board
- **Relevant other positions:**
 - Instituto de Empresa (IE) Business School: member of the global alumni advisory board
- **Most important former positions:**
 - Lloyds Banking Group: chief risk officer and chief operating officer
 - Santander UK PLC: chief risk officer and executive director of Abbey National, Alliance & Leicester and Santander UK board

The total number of directorships held by Juan Colombás meets the requirements of the Capital Requirements Directive (CRD IV; 2013/36/EU) as implemented in Dutch law.

Agenda item 7B

Reappointment of Herman Hulst (voting item)

The Supervisory Board proposes, in accordance with article 24 paragraph 2 of the Articles of Association (binding nomination), to reappoint **Herman Hulst** (male, born in Rotterdam, the Netherlands, on 16 August 1955; Dutch nationality) as a member of the Supervisory Board. The reappointment will become effective at the end of the 2024 Annual General Meeting and will end at the end of the 2028 Annual General Meeting.

Herman Hulst was appointed as a member of the Supervisory Board at the 2020 Annual General Meeting with effect from the end of the 2020 Annual General Meeting. Herman Hulst is a member of the Audit Committee, the ESG Committee, and the Risk Committee.

Herman Hulst is considered independent as defined by the Dutch Corporate Governance Code.

Reason for the proposed reappointment:

Herman Hulst is nominated for reappointment based on his strong audit background with a focus on the financial services sector, and the way he performed his role as member of the Audit Committee, the ESG Committee and the Risk Committee. With his past experience at EY in different professional, expert and leadership roles as a seasoned auditor, the Supervisory Board has benefitted greatly from his knowledge and experience in the field of accounting and leadership in a global professional services firm. He is complimentary to the other Supervisory Board members and has consistently demonstrated to be a highly engaged and dedicated Supervisory Board member with an attendance rate over the last years of 100%.

Further information on the proposed reappointment:

- **Shares held in ING Group (as at 7 March 2024):**
3650 shares
- **Other directorships:**
None
- **Relevant other positions:**
None
- **Most important former positions:**
Various positions at EY, including:
 - Global vice chairperson Japan and member of Global Practice Group
 - Board member of EY PII Captive (Gloucester Insurance Ltd)
 - Member of the Global Executive Team
 - Global managing partner Client Service and Accounts
 - Country managing partner the Netherlands

The total number of directorships held by Herman Hulst meets the requirements of the Capital Requirements Directive (CRD IV; 2013/36/EU) as implemented in Dutch law.

Agenda item 7C

Reappointment of Harold Naus (voting item)

The Supervisory Board proposes, in accordance with article 24 paragraph 2 of the Articles of Association (binding nomination), to reappoint **Harold Naus** (male, born in Eindhoven, the Netherlands, on 21 July 1969; Dutch nationality) as a member of the Supervisory Board. The

reappointment will become effective at the end of the 2024 Annual General Meeting and will end at the end of the 2028 Annual General Meeting.

Harold Naus was appointed as a member of the Supervisory Board at the 2020 Annual General Meeting with effect from the end of the 2020 Annual General Meeting. Harold Naus is a member of the Remuneration Committee and the Risk Committee.

Harold Naus is considered independent as defined by the Dutch Corporate Governance Code.

Reason for the proposed reappointment:

Harold Naus is nominated for reappointment based on his strong experience in risk management and financial services and the way he has performed his role as member of the Remuneration Committee and the Risk Committee. With his previous work experience at ING, among others as global head of one of ING's financial risk management areas, Harold Naus not only brings his wide-ranging risk management experience from an outside perspective to the table, but also a familiarity with ING and an inside understanding of its business, culture and challenges, which has benefitted the Supervisory Board greatly. He is complementary to the other Supervisory Board members and has consistently demonstrated to be a highly engaged and dedicated Supervisory Board member with an attendance rate over the last years of 97%.

Further information on the proposed reappointment:

- **Shares held in ING Group (as at 7 March 2024):**
1645 shares
- **Other directorships:**
 - Cardano Asset Management N.V.: chief executive officer
 - Cardano Risk Management B.V.: chief executive officer
 - Cardano Holding Ltd.: member of the executive board
- **Relevant other positions:**
None
- **Most important former positions:**
 - ING Bank N.V.: global head of trading risk management and general manager market risk management

The total number of directorships held by Harold Naus meets the requirements of the Capital Requirements Directive (CRD IV; 2013/36/EU) as implemented in Dutch law.

Agenda item 8A

Authorisation of the Executive Board to issue ordinary shares (voting item)

The Executive Board, with the approval of the Supervisory Board, proposes to designate the Executive Board for a term of 18 months as the corporate body authorised, upon the approval of the Supervisory Board, to resolve:

1. on the issuance of ordinary shares and the granting of rights to subscribe to such shares in connection with a rights issue, being a share offering to holders of ordinary shares in proportion to their existing holdings of ordinary shares, as close as may be practical, up to

a maximum of 40% of the issued share capital of ING Group as at the date of the 2024 Annual General Meeting; and

2. in connection with this, on the exclusion or restriction of pre-emptive rights of existing holders of ordinary shares so as to make such exclusions or other arrangements as the Executive Board and the Supervisory Board may deem necessary or practical in relation to record dates, fractional entitlements, treasury shares or any restrictions, obligations, practical or legal problems under the laws or requirements of any jurisdiction or regulatory body, in the context of syndicated rights issues or otherwise.

This authorisation renews and supersedes the authorisation granted by the 2023 Annual General Meeting under **agenda item 8A** and ends on 22 October 2025, or the date of renewal of this authorisation, whichever is earlier.

Agenda item 8B

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

The Executive Board, with the approval of the Supervisory Board, proposes to designate the Executive Board for a term of 18 months as the corporate body authorised, upon the approval of the Supervisory Board, to resolve:

1. on the issuance of ordinary shares and the granting of rights to subscribe to such shares up to a maximum of 10% of the issued share capital of ING Group as at the date of the 2024 Annual General Meeting; and
2. in connection with this, on the exclusion or restriction of pre-emptive rights of existing holders of ordinary shares.

This authorisation renews and supersedes the authorisation granted by the 2023 Annual General Meeting under **agenda item 8B** and ends on 22 October 2025 or the date of renewal of this authorisation, whichever is earlier.

Explanation

The purpose of the proposals under **agenda items 8A** and **8B** is to delegate the power to issue new ordinary shares to the Executive Board. With these proposals the Executive Board seeks the authority to issue new ordinary shares without first having to obtain the consent of the General Meeting and, for that, call a general meeting, which in the Netherlands is subject to a statutory convocation period of at least 42 days. The authority to issue shares may be used for any purpose, including but not limited to strengthening capital, financing, mergers or acquisitions.

The authorisations will give ING Group flexibility in managing its capital resources, including regulatory capital, while also taking into account shareholders' interests to prevent dilution of their shares. The authorisations enable ING Group to respond promptly to developments in the financial markets, should circumstances so require.

The proposal under **agenda item 8A** authorises the Executive Board to issue ordinary shares up to 40% of the issued share capital of ING Group as at the date of the

2024 Annual General Meeting by way of a rights issue. This means that a share issue under this authorisation will in principle be on a pre-emptive basis to minimise dilution for existing shareholders. Notwithstanding the intention of the Executive Board and the Supervisory Board to respect pre-emptive rights of shareholders and avoid dilution, this authorisation gives the Executive Board, subject to approval of the Supervisory Board, the flexibility to deal with legal or practical difficulties in relation to record dates, fractional entitlements, treasury shares or any restrictions, obligations, practical or legal problems under the laws or requirements of any jurisdiction or regulatory body, in the context of syndicated rights issues, or otherwise, which might prevent an issuance on a pre-emptive basis. The Executive Board and the Supervisory Board intend to use this authorisation in line with market practice. For more information on the use of this authorisation see page 94 of the 2023 Annual Report.

The authorisation of **agenda item 8A** cannot be used for mergers or acquisitions on a share-for-share basis as this is incompatible with the concept of pre-emptive rights for existing shareholders.

ING has benchmarked the level of 40% and this is in line with the practice of other large financial and globally active corporates. ING Group currently has no plans to make use of the authority sought under this proposal.

The proposal under **agenda item 8B** authorises the Executive Board to issue ordinary shares, with or without pre-emptive rights of existing shareholders, up to 10% of the issued share capital of ING Group as at the date of the 2024 Annual General Meeting.

It is currently not envisaged to use this authorisation for purposes other than:

1. the potential conversion into ordinary shares of Additional Tier 1 instruments which may be issued by ING Group to optimise its capital position under applicable regulatory requirements. Under the EU Capital Requirements Directive, all Additional Tier 1 instruments should contain a loss absorption mechanism, i.e. either a write-off or a conversion into ordinary shares if a certain minimum Common Equity Tier 1 ratio is breached. If ING Group issues Additional Tier 1 instruments with a conversion clause, this clause must require that if such a breach occurs, the Additional Tier 1 instruments will be converted into ordinary shares, so that ING Group's capital position is safeguarded or preserved. Accordingly, each time Additional Tier 1 instruments are issued, the Executive Board, with the approval of the Supervisory Board, will pass a conditional resolution based on the share issue authorisations in force at that time to convert Additional Tier 1 instruments into ordinary shares (the condition being the breach of a certain minimum Common Equity Tier 1 ratio). For more information on the Additional Tier 1 instruments issued by ING Group based on the share issue authorisations of the General Meeting of previous years, please see page 246 of the 2023 Annual Report;
2. the award, by way of fixed and/or variable remuneration, of shares and stock options to members

of the Executive Board and employees, and the settlement thereof.

Taken together, the proposals under **agenda items 8A** and **8B** grant the Executive Board the authority to issue shares up to 50% of the issued share capital of ING Group as at the date of the 2024 Annual General Meeting.i

The proposals under **agenda items 8A** and **8B** are in line with the shareholder approvals received in previous years. In formulating these resolutions, market studies on how international banking peers manage their capital, as well as best practice guidelines of ING Group's institutional shareholder base have been considered.

Annual renewal of the authorisations proposed under the **agenda items 8A** and **8B** will be sought.

Agenda item 9

Authorisation of the Executive Board to acquire ordinary shares in ING Group's own capital (voting item)

It is proposed to authorise the Executive Board for a term of 18 months to acquire, in the name of ING Group, fully paid-up ordinary shares in ING Group, upon approval of the Supervisory Board. This authorisation is subject to the condition that:

1. the nominal amount of the ordinary shares in ING Group, which are acquired or pledged in favour of ING Group will not exceed 20% of the issued share capital of ING Group as at the date of the 2024 Annual General Meeting; and
2. the nominal amount of the ordinary shares in ING Group, which are held in favour of ING Group or by its subsidiaries for their own account, will not exceed 10% of the issued share capital of ING Group as at the date of the 2024 Annual General Meeting.

This authorisation renews and supersedes the authorisation granted by the 2023 Annual General Meeting under agenda item 9 and ends on 22 October 2025 or the date of renewal of this authorisation, whichever is earlier.

The authorisation applies to each manner of acquisition of ownership for which the law requires such authorisation. The net price will not be lower than EUR 0.01 per share and not higher than 110% of the opening price of ING Group's ordinary shares on Euronext Amsterdam on the day of the purchase or on the preceding day of stock market trading, or, if higher, of the day of public announcement of the purchase.

Explanation

The authorisation serves to enable ING Group to repurchase or otherwise acquire ordinary shares. As a result of this authorisation no more than 10% of the issued share capital of ING Group as at the date of the 2024 Annual General Meeting may be held at any time by ING Group as treasury shares. As required by law, the authorisation states both the maximum price and the minimum price. The structure of this proposal is consistent with standing practice of ING Group. The percentage for which the repurchase authorisation is asked has increased to enable additional distributions to shareholders and

converge to our externally communicated CET1 ratio towards our target of around 12.5%.

This authorisation may be used for any purpose, including but not limited to a share buyback programme or trading and investment. Shares repurchased for these purposes may be resold.

Agenda item 10

Reduction of the issued share capital by cancelling ordinary shares acquired by ING Group pursuant to the authority under agenda item 9 (voting item)

It is proposed that the General Meeting resolves to reduce the issued share capital by cancellation of ordinary shares held by ING Group in its own capital up to a maximum of the number that is or will be acquired by ING Group under the authority provided to the Executive Board under **agenda item 9**.

Explanation

The cancellation of ordinary shares held by ING Group is proposed to provide flexibility for managing excess capital and to avoid holding a large number of own repurchased shares on ING Group's balance sheet following a share buyback programme.

The number of shares to be cancelled under this resolution will be determined by the Executive Board. The cancellation may be executed in one or more tranches. The Executive Board is also authorised to decide not to execute the cancellation of any or part of the shares. The capital reduction will take place with due observance of applicable laws and regulations and the Articles of Association and will not be effected earlier than two months after the resolution to cancel shares has been filed with the trade register and publicly announced.

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