

# Terms and conditions

for Limited Hybrid General Meetings





The Annual General Meeting of 22 April 2025 (**2025 AGM**) will be held in a limited hybrid format, meaning that shareholders who are entitled to exercise voting rights and wish to participate in the 2025 AGM remotely (and have the possibility to ask questions during the AGM), can vote by granting an electronic proxy with voting instructions to the civil-law notary prior to the 2025 AGM. Participating in this Limited Hybrid General Meeting is subject to these Terms and Conditions for Limited Hybrid General Meetings.

Capitalised terms have the meaning as set out in the Annex to these Terms and Conditions for Limited Hybrid General Meetings.

# ING Groep N.V.

## Terms and Conditions for Limited Hybrid General Meetings

### 1 INTRODUCTION

- 1.1 In the event of a Limited Hybrid General Meeting, these Terms and Conditions for Limited Hybrid General Meetings are applicable to all Shareholders, unless the context requires otherwise.
- 1.2 Shareholders who will not attend a Limited Hybrid General Meeting in person at the meeting location and who have access to the Online Platform may attend a Limited Hybrid General Meeting through the Online Platform.
- 1.3 Shareholders may exercise their rights in respect of a Limited Hybrid General Meeting via the Online Platform. The Online Platform will be provided by the Online Platform Providers. Shareholders must identify themselves electronically through secured access with authentication on the Online Platform to enter the virtual part of a Limited Hybrid General Meeting. In addition to the provisions set out in these Terms and Conditions for Limited Hybrid General Meetings, the Terms of Use of the Online Platform Providers ([Evote](#)) also apply in respect of a Limited Hybrid General Meeting.
- 1.4 Further instructions on the exercise of shareholder rights in respect of a Limited Hybrid General Meeting will be included in the convocation of the General Meeting.
- 1.5 After convocation of a Limited Hybrid General Meeting, the Executive Board may, at its own discretion:
  - 1.5.1 change the meeting to a physical only General Meeting;
  - 1.5.2 change the sequence of the agenda items;
  - 1.5.3 change or restrict the electronic facilities for the meeting; and/or
  - 1.5.4 adjourn the time at which the meeting is to be held.

Such changes will be communicated to the Shareholders on the ING Group website [www.ing.com/agm](http://www.ing.com/agm) )

## **2 TECHNOLOGY**

- 2.1** Shareholders attending the virtual part of a Limited Hybrid General Meeting via the Online Platform are advised to test their connection and ensure that they have access to the Online Platform, prior to the start of the Limited Hybrid General Meeting. ING Group will implement the technical infrastructure for the Online Platform in a timely fashion to allow Shareholders to test the foregoing. ING Group will make all reasonable efforts to make sure that technical support lines are available for Shareholders during a Limited Hybrid General Meeting and for pre-meeting access testing.
- 2.2** There are certain risks for Shareholders who attend a Limited Hybrid General Meeting via the Online Platform. These risks include, among other things, any failure or deficiency in virtual meeting equipment, software, network infrastructure, servers, internet or telephone connectivity, video or voice equipment, whether or not caused by an information security incident (which includes any unauthorised use, hacking, a denial of service attack, a denial of access, any failure or intrusion resulting from the theft or unlawful interception of a password or network access code and any other cyber-attack) or caused by any type of mechanical failure such as any electrical power outage during a Limited Hybrid General Meeting. If any of these risks prevent a Shareholder from watching, listening to or otherwise attending a Limited Hybrid General Meeting, this will be for the risk and account of such Shareholder. The inability of one or more Shareholders to attend the virtual part of a Limited Hybrid General Meeting does not affect the validity of the Limited Hybrid General Meeting or any business conducted at such meeting.
- 2.3** If it appears to the Chairperson that the Online Platform has become inadequate for Shareholders to attend the virtual part of a Limited Hybrid General Meeting, the Chairperson may, at its own discretion:
- 2.3.1** suspend or cancel the virtual part of the meeting;
  - 2.3.2** change the sequence of the agenda items; and/or
  - 2.3.3** proceed with the meeting without the possibility for some or all of the Shareholders to attend the virtual part of the Limited Hybrid General Meeting.

The Chairperson shall communicate this decision to the extent reasonably possible to the Shareholders attending the virtual part of the Limited Hybrid General Meeting.

- 2.4** If the Chairperson suspends or cancels the virtual part of a Limited Hybrid General Meeting, then all business conducted up to the point of the suspension or cancellation will be valid. A suspended Limited Hybrid General Meeting may be continued as a physical only General Meeting.

## **3 SHAREHOLDERS' RIGHTS**

- 3.1** Shareholders may register to attend and participate in a Limited Hybrid General Meeting:

**3.1.1** in person at the meeting location;

**3.1.2** via the Online Platform; or

**3.1.3** via a proxy holder.

- 3.2** A Shareholder's access to the Online Platform will be cancelled if a Shareholder is registered to attend a Limited Hybrid General Meeting via the Online Platform but attends the Limited Hybrid General Meeting in person at the meeting location and is not removed by the Chairperson.
- 3.3** A Shareholder who participates in a Limited Hybrid General Meeting via the Online Platform may submit questions during a Limited Hybrid General Meeting in accordance with the instructions included in the convocation of a Limited Hybrid General Meeting. A Shareholder who participates in a Limited Hybrid General meeting via the Online Platform shall not have the opportunity to speak and will not be visible during the Limited Hybrid General Meeting. If Shareholders wish to speak or be visible during the Limited Hybrid General Meeting, they or their proxies should attend the Limited Hybrid General Meeting in person.
- 3.4** The questions submitted by the Shareholders will be answered thematically or otherwise. The Chairperson may determine that questions will not be answered during the meeting if this is not reasonably possible in view of the order of a Limited Hybrid General Meeting.
- 3.5** Shareholders who have granted an electronic voting proxy in accordance with the convocation of a Limited Hybrid General Meeting shall be included in the calculation of how many Shareholders are represented at a Limited Hybrid General Meeting and which percentage of the issued and outstanding share capital of ING Group is represented at a Limited Hybrid General Meeting. The names of Shareholders who attend a Limited Hybrid General Meeting via the Online Platform will be included in the registration list of Shareholders attending a Limited Hybrid General Meeting but are not calculated as present or represented at the meeting for the aforementioned purposes.
- 3.6** In case of any early log-off, the session of the Shareholder will expire. In such event the Shareholder will be allowed to log in again and re-join a Limited Hybrid General Meeting via the Online Platform. To the extent such registered Shareholder was logged in via the Online Platform prior to the start of a Limited Hybrid General Meeting, such Shareholder will be able to continue to attend the meeting and therefore exercise its right to submit questions during the remaining part of a Limited Hybrid General Meeting. In all other circumstances such Shareholder will only be able to follow the meeting.
- 3.7** Shareholders who participate in a Limited Hybrid General Meeting via the Online Platform cannot vote during a Limited Hybrid General Meeting. These Shareholders will only be able to cast their vote by granting an electronic proxy with voting instructions to the civil-law notary referenced in the

convocation, or their substitutes. Voting instructions must be received no later than the date and time included in the convocation. The civil-law notary shall cast the votes in accordance with the instructions received in writing prior to a Limited Hybrid General Meeting.

**3.8** The Chairperson's conclusion on the outcome of a vote by the General Meeting is decisive. The Chairperson may inform the Shareholders of the results of such voting item(s) after, during or at the close of a Limited Hybrid General Meeting.

**3.9** Each Shareholder may request ING Group to send a confirmation of receipt of the votes cast on its behalf.

#### **4 AMENDMENTS TO THE TERMS AND CONDITIONS FOR LIMITED HYBRID GENERAL MEETINGS**

The Executive Board is authorised to revoke or amend these Terms and Conditions for Limited Hybrid General Meetings at any time, such revocation or amendment will become effective immediately upon the posting thereof on the ING Group website ([www.ing.com/agm](http://www.ing.com/agm)), unless decided otherwise.

#### **5 CONTACT**

For any questions about these Terms and Conditions for Limited Hybrid General Meetings please send an email to [agm.pas@ing.com](mailto:agm.pas@ing.com).

## Annex: Definitions

<b>Chairperson</b>	means the chairperson of a General Meeting
<b>Executive Board</b>	means the Executive Board of ING Group
<b>General Meeting</b>	means the corporate body that consists of Shareholders with voting rights and all other persons with voting rights in ING Group / the meeting of ING Group in which Shareholders and all other persons with meeting rights assemble
<b>ING Group</b>	ING Groep N.V.
<b>Limited Hybrid General Meeting</b>	means a General Meeting held and conducted at a particular place and in which Shareholders are also able to participate (watch, listen or otherwise) such General Meeting via the Online Platform while the General Meeting is held and to vote only prior to such General Meeting by granting an electronic proxy with voting instructions to the civil-law notary referenced in the convocation, or their substitutes
<b>Online Platform</b>	means the online platform provided by the Online Platform Providers on which the Shareholders are able to attend the virtual part of a Limited Hybrid General Meeting
<b>Online Platform Providers</b>	means Lumi Technologies B.V. and ING Bank N.V.
<b>Shareholders</b>	means holders of one or more Shares or holders of a right of usufruct to one or more Shares, provided that each such holder has meeting rights and in respect of casting a vote, that the holder also has the voting rights attached to such Shares
<b>Shares</b>	Means one or more shares in the share capital of ING Group
<b>Terms and Conditions for Limited Hybrid General Meetings</b>	means these terms and conditions for limited hybrid general meetings
<b>Terms and Conditions of the Online Platform Providers</b>	means the terms and conditions for the system of the Online Platform Providers as they will read from time to time