

Terms and conditions

for Extraordinary General Meetings



ING Groep N.V.

Terms and Conditions for Extraordinary General Meetings

1 INTRODUCTION

- 1.1 In the event of an extraordinary general meeting (the **Extraordinary General Meeting**), these Terms and Conditions for the Extraordinary General Meetings are applicable to all Shareholders, unless the context requires otherwise.
- 1.2 Further instructions on the exercise of shareholder rights in respect of an Extraordinary General Meeting will be included in the convocation of the Extraordinary General Meeting.
- 1.3 After convocation of the Extraordinary General Meeting, the Executive Board may, at its own discretion:
 - 1.3.1 change or restrict the electronic facilities for the meeting; and/or
 - 1.3.2 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.

2 SHAREHOLDERS' RIGHTS

- 2.1 Shareholders may register:
 - 2.1.1 to attend and participate in the Extraordinary General Meeting in person at the meeting location; or
 - 2.1.2 to attend the Extraordinary General Meeting via a proxy holder.
- 2.2 Shareholders can vote in advance via the electronic platform ([Evote](#)) by choosing the option 'Vote in advance', thereby granting an electronic voting proxy to the civil-law notary, or his/her deputy/substitute, with the instructions to vote at the Extraordinary General Meeting in accordance with the instructions.

- 2.3** If Shareholders wish to speak during the Extraordinary General Meeting, they or their proxies should attend the Extraordinary General Meeting in person. The Extraordinary General Meeting will be held in English.
- 2.4** Only questions that relate exclusively to the agenda item of the Extraordinary General Meeting will be answered. 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 the Extraordinary General Meeting.
- 2.5** Shareholders who have granted an electronic voting proxy in accordance with the convocation of the Extraordinary General Meeting shall be included in the calculation of how many Shareholders are represented at the Extraordinary General Meeting and which percentage of the issued and outstanding share capital of ING Group is represented at the Extraordinary General Meeting.
- 2.6** The Chairperson's conclusion on the outcome of a vote by the Extraordinary 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 an Extraordinary General Meeting.
- 2.7** Each Shareholder may request ING Group to send a confirmation of receipt of the votes cast on its behalf.

3 AMENDMENTS TO THE TERMS AND CONDITIONS FOR EXTRAORDINARY GENERAL MEETINGS

The Executive Board is authorised to revoke or amend these Terms and Conditions for Extraordinary 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), unless decided otherwise.

4 CONTACT

For any questions about these Terms and Conditions for Extraordinary General Meetings please send an email to agm.pas@ing.com.

Annex: Definitions

Chairperson	means the chairperson of the Extraordinary General Meeting
Executive Board	means the Executive Board of ING Group
Extraordinary General Meeting	means either (i) a meeting held and conducted at a particular place and in which Shareholders are able to participate, or (ii) 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
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Shareholders	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
Shares	means shares in the share capital of ING Group
Terms and Conditions for Extraordinary General Meetings	means these terms and conditions for Extraordinary General Meetings