



# ING Groep N.V. Remuneration Policy Supervisory Board

April 2026



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## 1. Introduction

The Supervisory Board of ING Group has several responsibilities, including but not limited to, overseeing the management and overall operations of the Group and provides advice and guidance to the Executive Board in accordance with applicable legal and regulatory requirements, including those set out in Dutch law (Dutch Civil Code and/or the Financial Supervision Act (Wft)), the Dutch Corporate Governance Code and as set by the European Banking Authority (EBA).

ING's remuneration policies are aimed at enabling us to retain and attract a diverse population of leaders with the necessary skills, experiences and values and to ensure that their compensation reflects the roles, responsibilities and workloads of their jobs. Our objective is to ensure that the remuneration policy is designed and implemented in a gender-neutral manner.

As a bank, we play an important role for the economies and communities we operate in and the clients we serve and support. That role comes with the responsibility to deliver long term value to all our stakeholders and ensure that we remain a successful and resilient bank. In order to do this in the optimal way, we need the right strategy, organisation and brand position wherever we operate and we need to be able to retain and attract the right skills, experience and behaviours at all levels of the organisation.

ING competes in a global market for talent. We are a listed company, operating in the highly regulated financial industry. Because of the important role we play for the economy and society, senior leaders need to meet high standards in terms of experience and need regulatory approval. In practice our most relevant competition on the labour market consists of large European banks and other leading corporates and financial services companies. This approach is further explained in paragraph 2.2 *Market perspective*.

Our Supervisory Board remuneration approach aims to ensure that changes are managed in a balanced manner and takes into consideration the views of stakeholders, which have been actively sought in preparing the update of the Supervisory Board remuneration policy.

The Supervisory Board strives to have a balanced composition with regard to gender, ethnicity, nationality, generation and competencies as required by applicable law. The Supervisory Board remuneration policy aims to:

- Be simple, transparent and fair;
- Position remuneration just below the market median of the peer group;
- Enable ING to attract qualified national and international Supervisory Board members;
- Align remuneration with responsibilities and time spent.

This document presents the remuneration policy for the Supervisory Board proposed to the Annual General Meeting ("AGM") of ING's shareholders for adoption in April 2026. Once adopted by the General Meeting the new Supervisory Board remuneration policy will be effective retroactively from 1 January 2026 until the 2030 AGM at the latest. The Supervisory Board remuneration policy will, once adopted, be disclosed in full on ING's corporate website. Furthermore, the Supervisory Board fees are disclosed in ING Group's Annual Report.

In recent years, the level of engagement, time commitment, experience requirements and complexity of the regulatory environment associated with Supervisory Board positions have increased significantly. Despite these increased demands, no increases were applied over the period from 2016 to 2023. Since then, the fees for Supervisory Board roles have only been adjusted twice (in 2024 and 2025) in line with percentage increases applied for the wider workforce. As highlighted in our 2024 annual report, recent benchmarking confirms that ING's size, complexity and performance, position ING between the median and upper quartile of our peers. While our current fee levels remain below the market median, this presents an opportunity to align more closely with competitive standards and reinforce our market position. With our step-by-step approach we will come closer to just below the median, strengthening our position in the international financial services market and ensuring we continue to retain and attract top talent.

The proposed step-by-step approach to Supervisory Board fee increases applies for the full duration of this remuneration policy. Any increases will be implemented within the limits of the applicable ceiling of 3% below the market median for the role and will not exceed those ceilings at any time. Supervisory Board remuneration is benchmarked against ING's peer group. The benchmarking principles applied under this policy, including the target market positioning of just below the median and the methodology for determining the market data, shall remain unchanged for the duration of this policy. The principles have led to a relatively stable peer group over time.

The annual benchmarking of Supervisory Board remuneration is conducted by an independent external advisory, Willis Towers Watson. Willis Towers Watson applies the benchmarking principles as set out in this policy independently.

In the process of formulating the remuneration policy, the Supervisory Board consulted a broad group of stakeholders, representing regulators, shareholders, employees and customers and society at large. For the main outcomes that came up in the stakeholder consultation and our responses, we refer to the 2026 Executive Board remuneration policy, paragraph 1.2 *Stakeholder engagement*. The stakeholder feedback on the proposed policy changes for the Supervisory Board were broadly supportive.

## 2. Supervisory Board remuneration

### 2.1 Summary of proposed changes

The following policy changes are proposed to the existing policy from 2024:

Subject	Proposed change
<b>Pay policy approach to increase fees slightly below the market median</b>	<ul style="list-style-type: none"><li>ING's goal is to position the fees of the Supervisory Board slightly below the market median of the peer group (i.e. 3% below market median). Therefore, the Supervisory Board proposes a progressive, step-by-step approach towards positioning the Supervisory Board fees just below the market median (i.e. 3% below market median) over the lifetime of this remuneration policy.</li></ul>
<b>Travel allowance</b>	<ul style="list-style-type: none"><li>Introduction of a travel allowance. In certain circumstances, Supervisory Board members – in their capacity as Supervisory Board member of ING - are required to travel outside country or continent of residence for additional meetings with external parties that go beyond and cannot be combined with scheduled board meetings. The travel allowance compensates Supervisory Board members for the time and effort associated with these additional activities. The amounts will be the same as the attendance fees and reflect the additional time spent by Supervisory Board members.</li></ul>

### 2.2 Market perspective

Annually the total fees of Supervisory Board members will be reviewed against comparable positions in the market. For this benchmarking process, the Supervisory Board uses the same peer group as is used for the Executive Board. The benchmark is based on the following peer group guiding principles:

<b>Size</b>	ING acknowledges the importance of including companies that are broadly comparable in terms of size and complexity
<b>Governance framework</b>	ING is subject to the Dutch (financial services) regulatory framework and operates within a Dutch stakeholder environment
<b>Geography</b>	ING is a leading European universal bank with a global presence and is headquartered in the Netherlands,
<b>Talent market</b>	ING is increasingly experiencing a cross-pollination of talent across sectors/industries, not limited to traditional banking competitors
<b>Balancing</b>	ING acknowledges the importance of not losing sight of relevant peer companies that do not match on the other criteria

In the benchmark exercise ING's position is for Supervisory Board member's fees to be slightly below the median. The peer group will be disclosed annually in ING Group's Annual Report. Each year the appropriateness of the selected companies will be assessed against the guiding principles, which will not change during this time.

### 2.3 Pay policy approach to increase fees to slightly below the market median

ING will take a progressive, step-by-step approach by moving the Supervisory Board fees closer to the market median over the lifetime of this remuneration policy. The annual retainer fees of the Supervisory Board will be increased annually by 9%. The Supervisory Board committee fees will be increased annually by EUR 10,000 for the Chairpersons of the Risk and Audit Committees, EUR 7,500 for all other Committee Chairpersons and EUR 3,000 for Committee members.

ING will continue with the annual process of performing a benchmark review. For the duration of the policy the above mentioned annual increases will continue to apply, unless the annual benchmark review demonstrates that applying this increase would result in the fees for a specific role exceeding the threshold of 3% below market median of comparable positions in the peer group. In such a case, the increase for that specific role for the relevant year will be limited to the exact percentage required to achieve a fee that is 3% below the market median.

Once a fee for a specific role has reached a position that is 3% below the market median, the fee will be indexed annually based on the salary increases for the wider workforce within ING (or lower) for that relevant year, provided that such an indexation does not result in the fee exceeding the threshold of 3% below the market median.

## 2.4 Fees

Supervisory Board members receive fees for their service on the Supervisory Board as set out in the remuneration structure table below. The remuneration is awarded to the Supervisory Board members by the General Meeting. The remuneration structure reflects the roles and responsibilities of individual Supervisory Board members.

The below factors will be taken into consideration when determining fee levels:

- (1) the position of the fees of the Supervisory Board member compared to the market median;
- (2) the role the relevant Supervisory Board member fulfills;
- (3) complexity and time commitment per committee;
- (4) increases for Executive Board members within ING;
- (5) country of residence in order to compensate for travel time to attend the meetings in person.

The fee levels for 2025 are presented in the table below. The fees of Supervisory Board members will generally be indexed annually based on the salary increases for the wider workforce within ING for that relevant year.<sup>1</sup> For the annual retainer fees and the committee fees, this indexation is already deemed included in the annual increases as described under the pay policy approach in paragraph 2.3. The Supervisory Board does not directly influence such increases and is not involved in determining the annual index percentage. The Supervisory Board retains discretion to adjust downwards the indexation percentage, as appropriate. The annual index of the fees will be presented in the relevant remuneration report and will be subject to that report's advisory vote.

Any adjustments in fee levels other than following from the annual increases as explained in paragraph 2.3 *Pay policy approach to increase fees slightly below the market median* or based on indexation will be subject to the approval of the General Meeting (>50%).

Supervisory Board remuneration	2025	Based on 2026 increase/indexation*
<b>Annual remuneration</b>		
Chairperson Supervisory Board	138,500	150,900
Vice-chairperson Supervisory Board	105,300	114,700
Supervisory Board member	77,500	84,400
<b>Committee / Ad hoc Committee** fees</b> (annual amounts)		
Audit & Risk Committee chairperson	22,000	32,000
Other Committee chairperson	22,000	29,500
Committee member	11,000	14,000
<b>Attendance fees (per meeting)</b>		
Attendance fee outside country of residence	2,100	2,100
Attendance fee outside continent of residence	7,800	8,100
<b>Travel allowance (per meeting)<sup>2</sup></b>		

<sup>1</sup> Included are all countries within the Eurozone where ING operates the full scope of banking services.

<sup>2</sup> The travel allowance is only payable to Supervisory Board members who attend additional meetings with external parties outside their country or continent of residence. These meetings must be standalone and cannot be combined with Supervisory Board or Supervisory Board committee meetings, which may be eligible for an attendance fee. Eligible external meetings must be attended in the exclusive capacity of Supervisory Board member of ING. Such external meetings must serve an ING related purpose. The Supervisory Board Vice-Chairperson and the Remuneration Committee Chairperson (or the Chairperson if it concerns either the Vice-Chairperson or the Remuneration Committee Chairperson) will assess and approve the external meetings eligible for payment. Approval should be obtained prior to attending the external meeting. The travel allowance will be disclosed in the annual remuneration report.

Travel allowance outside country of residence	-	2,100
Travel allowance outside continent of residence	-	8,100

\*Amounts in euros. For display and administrative purposes the increased/index-linked figures are rounded down to nearest hundred.

\*\* The Supervisory Board may appoint ad hoc committees to provide flexibility in its supervisory tasks, allowing for efficient handling of certain matters such as complex projects and decisions or strategic planning.

All fees and travel allowances are paid out fully in cash. No variable remuneration is provided to ensure that the Supervisory Board members can maintain independence. The Supervisory Board members are not eligible for retirement benefits nor any other benefits in relation to their position on the Supervisory Board. Any changes in the fee levels and travel allowances will be presented in ING's Annual Report for the relevant year.

## 2.5 Expenses

Supervisory Board members are reimbursed for their travel and business-related expenses incurred in their capacity as a Supervisory Board member.

### **3. Contract information**

#### **3.1 Appointment and re-appointment**

Supervisory Board members are appointed by the General Meeting. They are appointed for a standard term of four years and may be reappointed for another four-year period. Supervisory Board members may subsequently be reappointed again for a period of two years, which appointment may be extended by at most two years. A reappointment after an eight-year period is explained in the report of the Supervisory Board. In any appointment or reappointment, the Supervisory Board profile should be observed.

#### **3.2 Termination provisions**

The Supervisory Board members do not have a notice period and no compensation is paid in the event of termination of appointment, other than standard fees payable for the period served up to the termination date.

## 4. Governance

The Supervisory Board is responsible for designing the Supervisory Board remuneration policy, proposing the policy for adoption to the General Meeting and implementing and evaluating the adopted policy. The General Meeting is responsible for determining the remuneration and other terms and conditions of appointment of the Supervisory Board members. We refer to the Supervisory Board charter available on ING's company website for more detail.

The Remuneration Committee of the Supervisory Board is responsible for submitting a clear and understandable proposal to the Supervisory Board concerning the Supervisory Board remuneration policy. In the performance of this task the Remuneration Committee receives input and support from the other Supervisory Board committees, such as the Risk Committee and the Audit Committee.

### 4.1 Conflict of interest

ING Group has a two-tier board structure consisting of the Executive Board and the Supervisory Board. The Supervisory Board acts independently of the Executive Board and therefore no conflicts of interest should arise. Furthermore, the way in which Supervisory Board members are rewarded – non-performance based remuneration fully in cash – strengthens the principle that Supervisory Board members can provide independent, objective stewardship of ING.

### 4.2 Periodic review

The Remuneration Committee is responsible for annually reviewing the Supervisory Board remuneration policy and making recommendations to the Supervisory Board on amendments to the Supervisory Board remuneration policy. By doing this, at least the following is taken into account:

- ING's benchmark position;
- stakeholders' views on remuneration; and
- regulatory requirements.

The Supervisory Board periodically reviews the Supervisory Board remuneration policy.

The Risk Committee will periodically review and may recommend any actions to be taken by the Supervisory Board regarding the establishment of a sound Supervisory Board remuneration policy without prejudice to the tasks of the Remuneration Committee. The Risk Committee and Remuneration Committee may jointly consider the outcomes of the review and any related recommended actions.

Following the periodic review, the Supervisory Board can propose amendments to the Supervisory Board remuneration policy to the General Meeting for adoption. In any event, the remuneration policy will be submitted to the General Meeting for adoption every four years.

### 4.3 Policy changes and derogation

If policy changes are proposed, a revised version of the new Supervisory Board remuneration policy will be submitted for adoption by the General Meeting before it becomes effective. Any new proposal will describe and explain all significant changes, as well as how it takes into account the views of stakeholders since the most recent vote on the remuneration policy. This includes shareholder discussions and votes that have taken place at AGM since adoption of this remuneration policy.

In exceptional circumstances the Supervisory Board may decide to temporarily derogate from any provision of the new Supervisory Board remuneration policy, always within the statutory limits and ultimately until a new remuneration policy is adopted by the General Meeting. Exceptional circumstances only cover situations in which a derogation is necessary to serve the long-term interests and sustainability of ING as a whole or to assure its viability.

In the event of a derogation the Supervisory Board will report the derogation to the next AGM and if applicable will propose changes to the applicable policy.

#### **4.4 Existing arrangements**

The Supervisory Board will respect any agreements made between ING Group and the Supervisory Board members, if this complies with applicable rules and regulations and the terms were agreed prior to the implementation of the new Supervisory Board remuneration policy at the 2026 AGM.