



# ING General Meeting

Amsterdam – 27 April 2010  
[www.ing.com](http://www.ing.com)

**BANKING - INVESTMENTS - LIFE INSURANCE - RETIREMENT SERVICES**



# Agenda item 1

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Opening remarks and announcements

# 2010 General Meeting

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On the Record date, 29 March 2010, the issued capital of the company consisted of:

3,831,560,513 ordinary shares

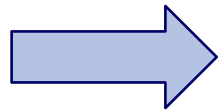
No votes can be cast on 70,848,860 ordinary shares as the depositary receipts for those shares were held by the company on the Record date

Consequently, a total of 3,760,711,653 votes can be cast

# Agenda item 2A – discussion item

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Report of the Executive Board for 2009



***See pages 10 to 51 of the 2009 Annual Report***



# 2009 Results

Jan Hommen, CEO

BANKING - INVESTMENTS - LIFE INSURANCE - RETIREMENT SERVICES

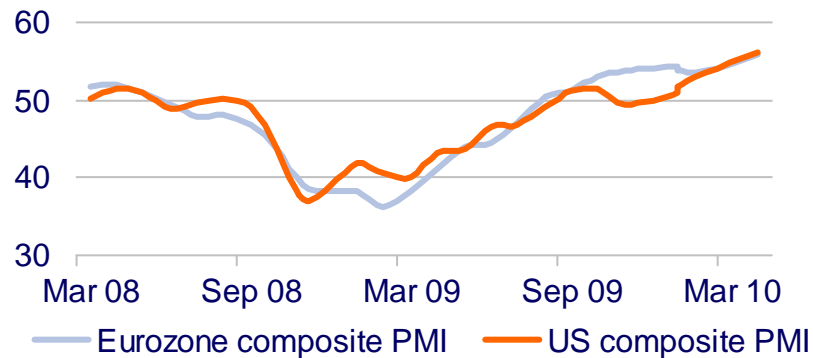


# In 2009, ING emerged stronger and more efficient

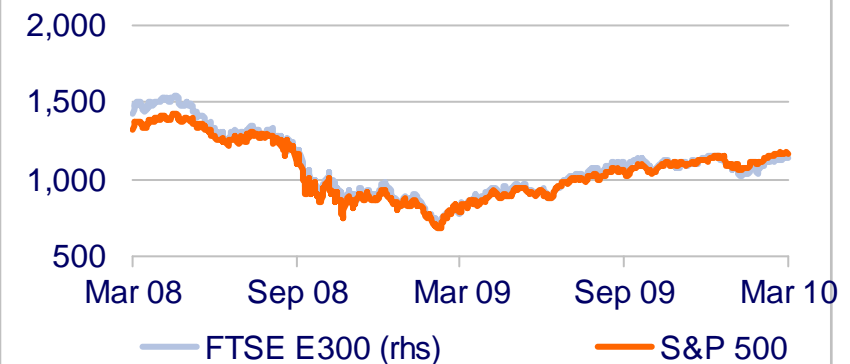
- Global economy recovering after steep downturn
- Net result of EUR – 935 million in 2009 (EUR – 729 million in 2008)
- ING returns to underlying net profit of EUR 748 million in 2009 compared to EUR – 304 million in 2008
- Commercial result shows increasing trend while negative market impacts gradually decline
- Back to Basics objectives achieved: reduced costs, reduced balance sheet, customer focus
- Decision by EC affected our timing to rebuild
- Priority for 2010 is operational separation of Banking and Insurance by year-end, creating strong stand-alone businesses

# In 2009 the market environment improved

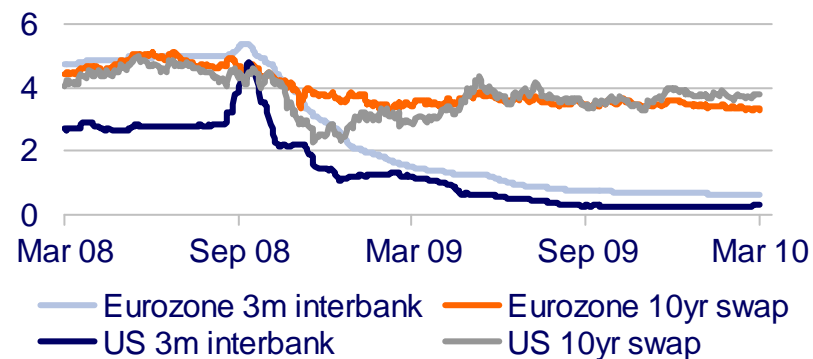
## Economic activity (index)



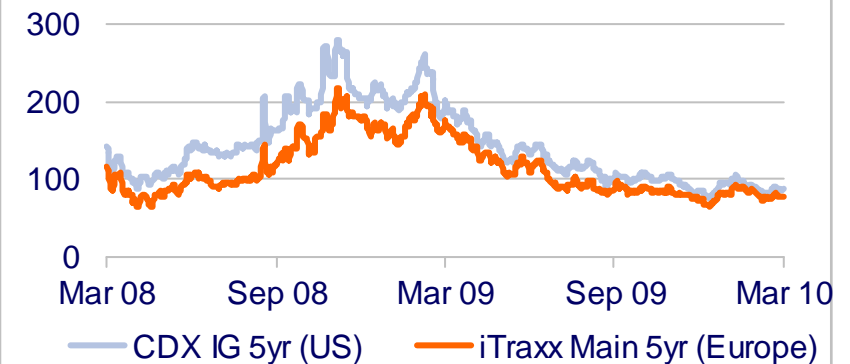
## Stock markets (index)



## Yield curve (in percentages)

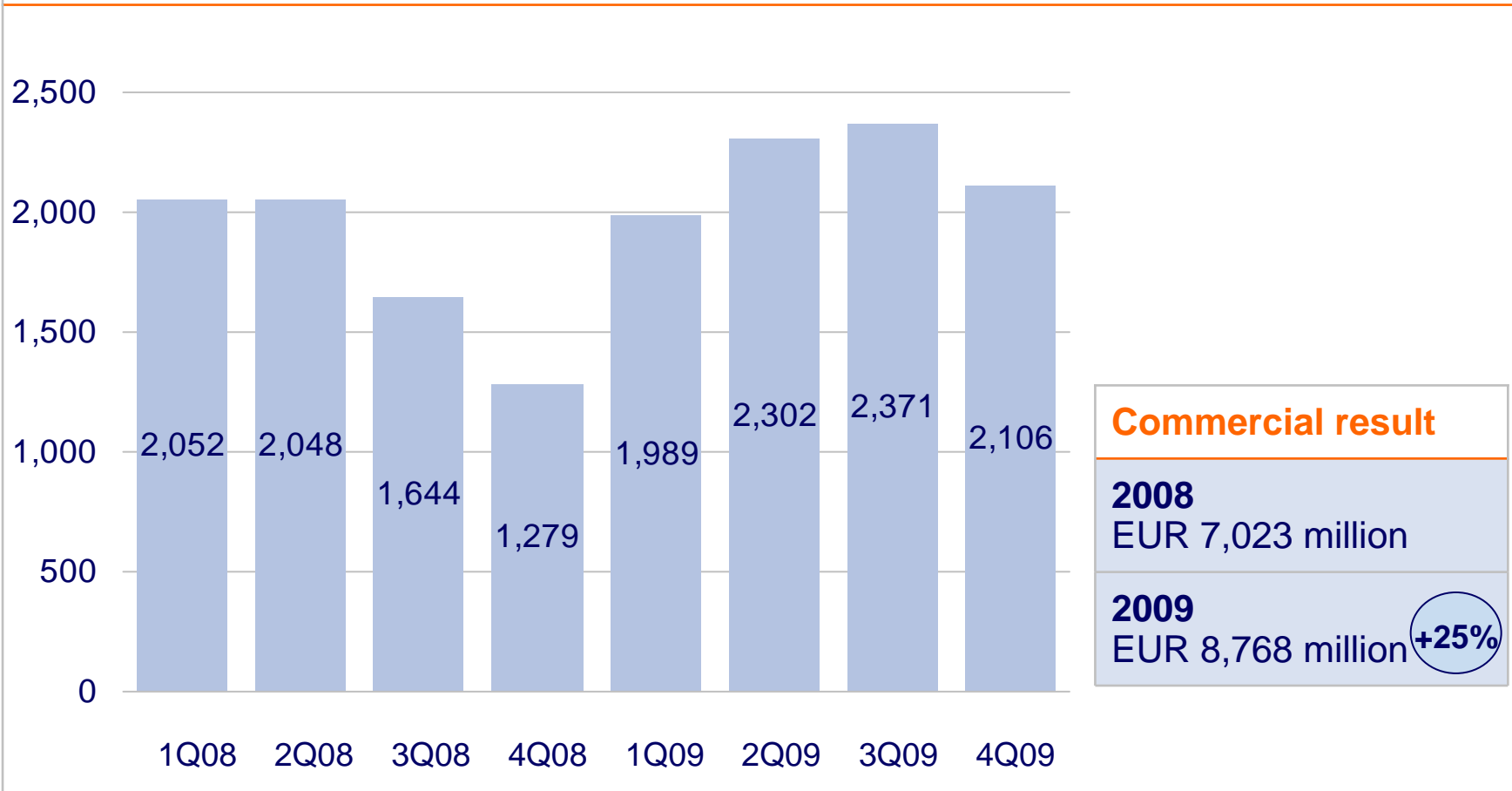


## Credit markets (basis points)



# Commercial result shows increasing trend

## ING Group's commercial result\* (in EUR million)

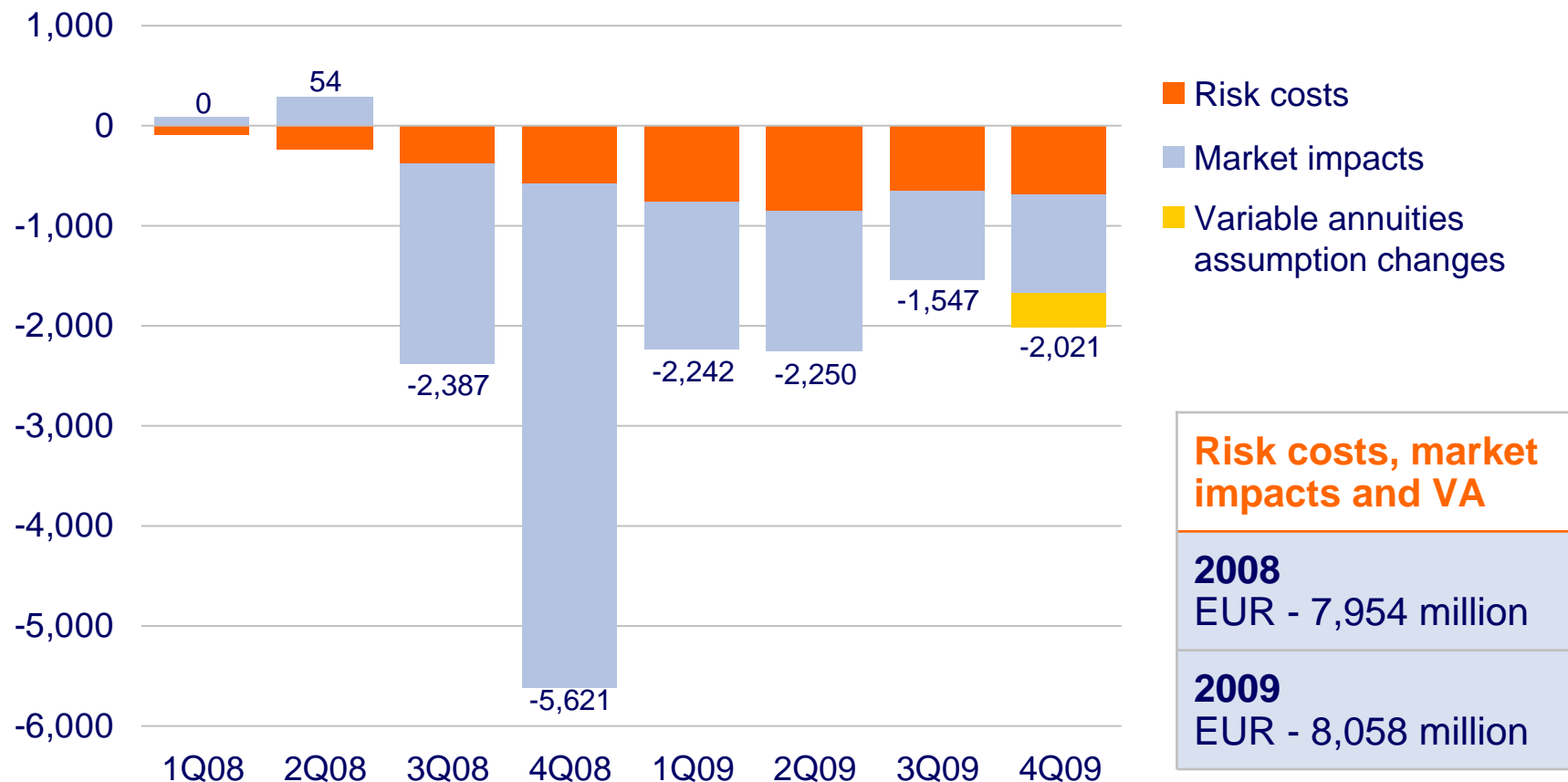


\* Commercial result = underlying profit before tax excluding market impact, risk costs and VA assumption changes



# Negative market impacts gradually decline

## Risk costs, market impacts and VA assumption changes (in EUR million)



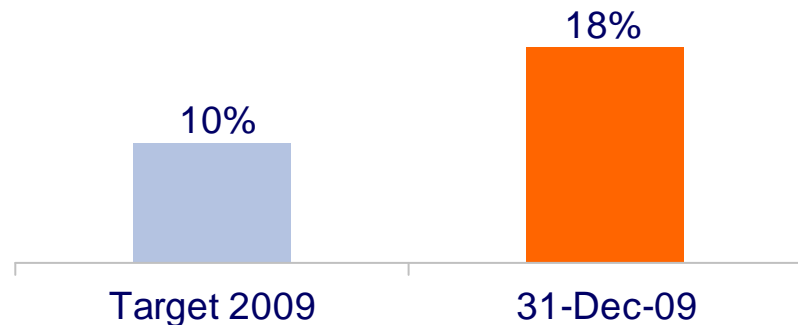
# Key figures

	2009	2008
<b>Net result (in EUR million)</b>	<b>-935</b>	-729
<b>Basic earnings per ordinary share (in EUR)</b>	<b>-0.57</b>	-0.27
<b>Underlying net result (in EUR million)</b>	<b>748</b>	-304
- Underlying banking net result (in EUR million)	<b>962</b>	722
- Underlying insurance net result (in EUR million)	<b>-214</b>	-1,026
<b>Staff expenses and other operating expenses (in EUR million)</b>	<b>14,049</b>	15,571
<b>Shareholders' equity per 31 December (in parent, in EUR million)</b>	<b>33,863</b>	17,334
<b>ING Group debt/equity ratio</b>	<b>12.4%</b>	13.5%
<b>Bank core Tier 1 ratio</b>	<b>7.8%</b>	7.3%

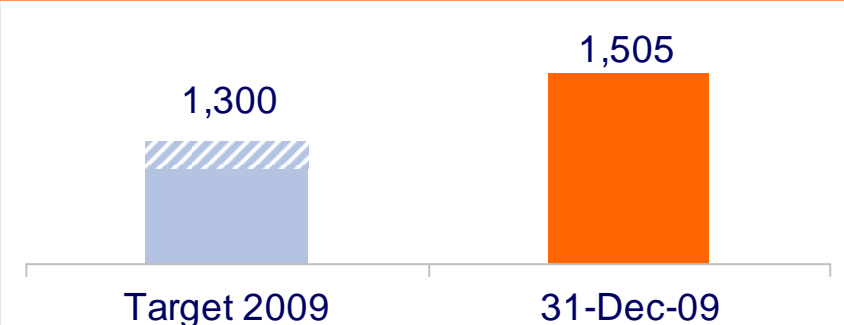
Additional payment to Dutch State of EUR 930 million (after tax) in accordance with EC agreement

# Management delivered on all Back to Basics objectives

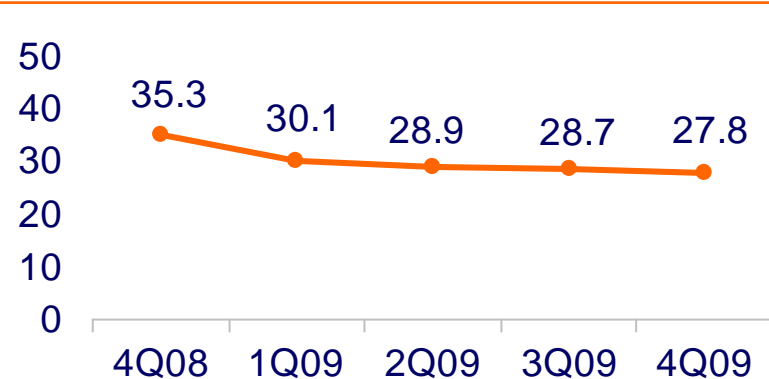
## ING Bank balance sheet reduction vs 30 Sept 2008 exceeds target



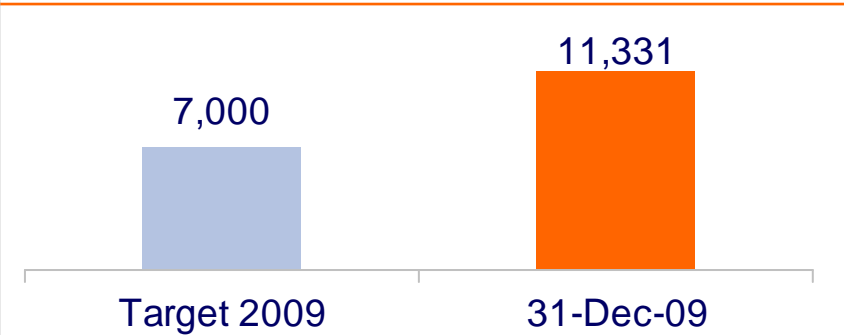
## ING Group's operating expenses reduction exceeds target (in EUR mln)\*



## ING Bank asset leverage ratio reduced

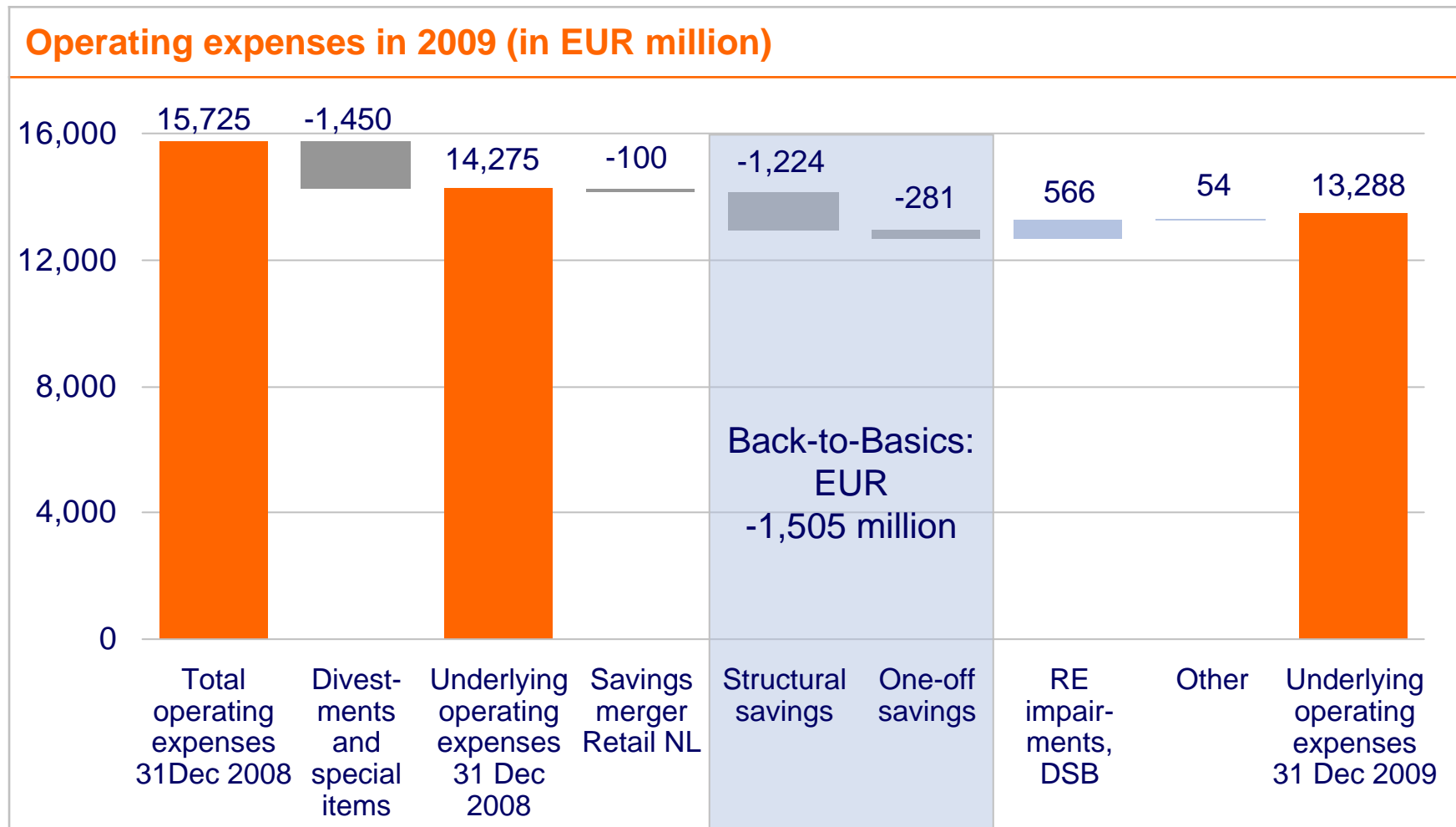


## ING Group's headcount reduction above target (in FTEs)



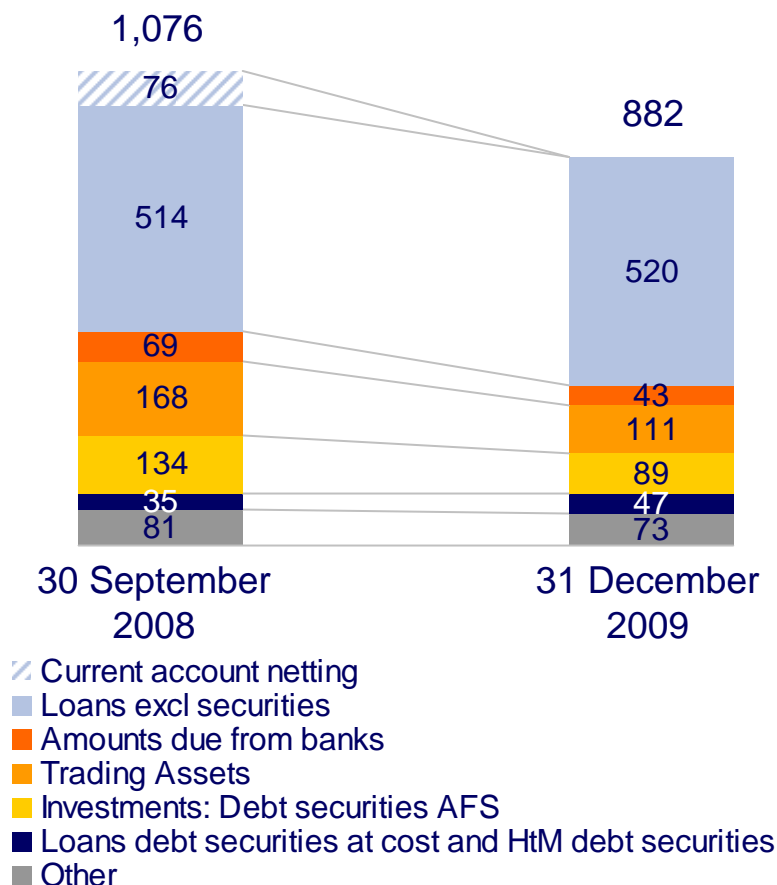
\* On a comparable basis, adjusted for FX, divestments, acquisitions and excl. impairments Real Estate development, DSB provision and expense deferral

# Expenses substantially reduced in 2009



# Stronger Bank balance sheet after 18% reduction

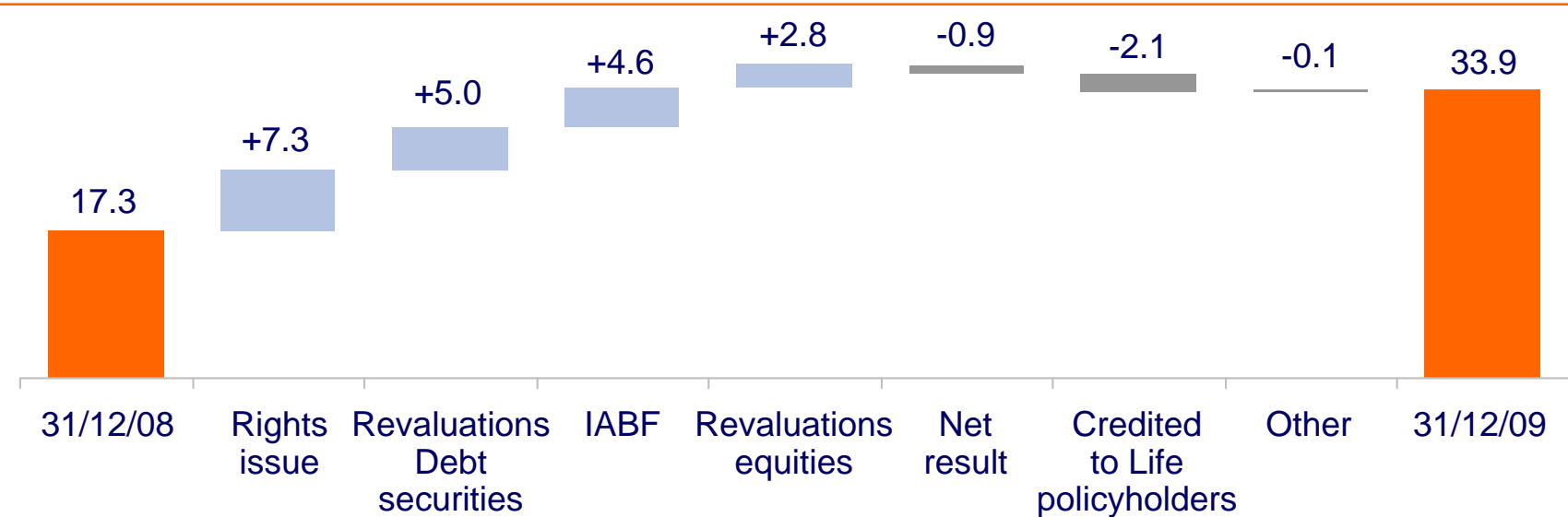
## ING Bank balance sheet (in EUR billion)



ING Bank reduced its balance sheet by 18% (EUR 194 billion) since 30 September 2008

# Shareholders' equity EUR 33.9 billion or EUR 8.95 per share

## Shareholders' equity almost doubled in 2009



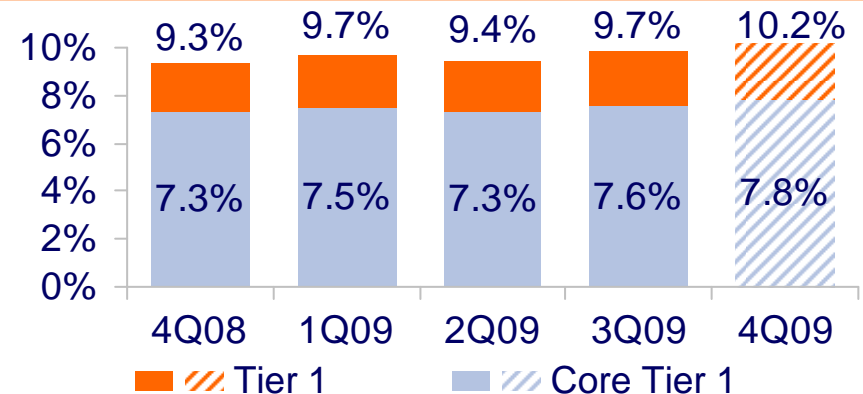
- Positive revaluations on debt and equity securities and the rights issue lifted shareholders' equity to EUR 33.9 billion
- EUR 8.95 equity per share

# Core capital and debt leverage ratios further improved over 2009

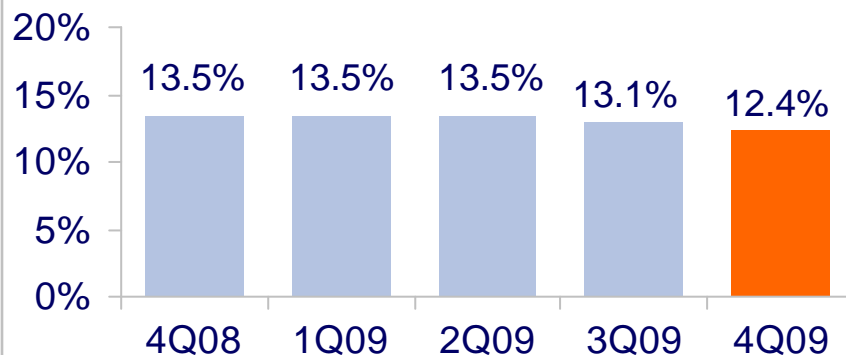
## Capital ratios further strengthened

- Core Tier-1 ratio increased as RWA declined
- Rights issue proceeds repaid 50% CT1 securities and reduced core debt
- Proceeds divestment JV Australia reduced core debt ING Insurance

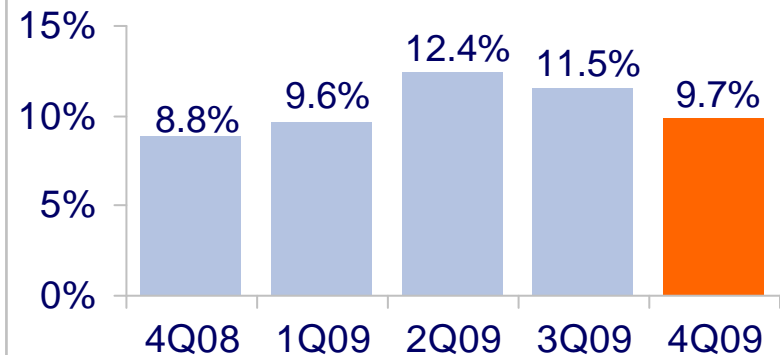
## ING Bank Tier-1 ratio



## ING Group D/E ratio



## ING Insurance D/E ratio

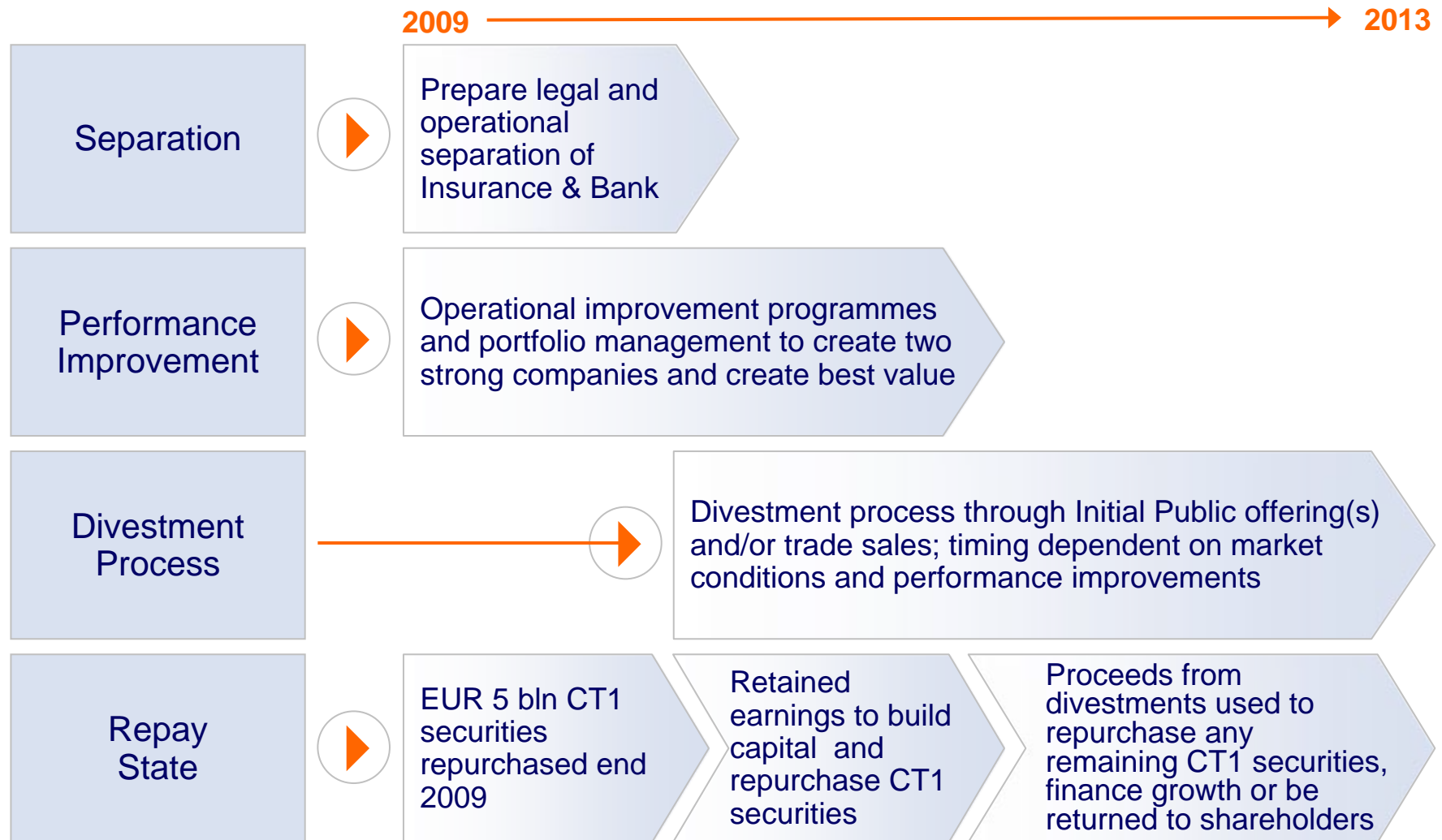


# Customers a top priority

- ING focuses on earning our customers' trust through transparent products, value for money and superior service
- ING focused on superior customer satisfaction and customers are a top priority across the organisation
  - Senior managers frequent speakers at branch level
  - More than 400 financial information evenings held
  - Events for Banking, Insurance and Investment Management clients
- Will continue to build our brand around a universal goal of delivering an easier customer experience
- Measuring customer satisfaction and how often customers recommend our products and services
- Even stricter demands in place for launching new products

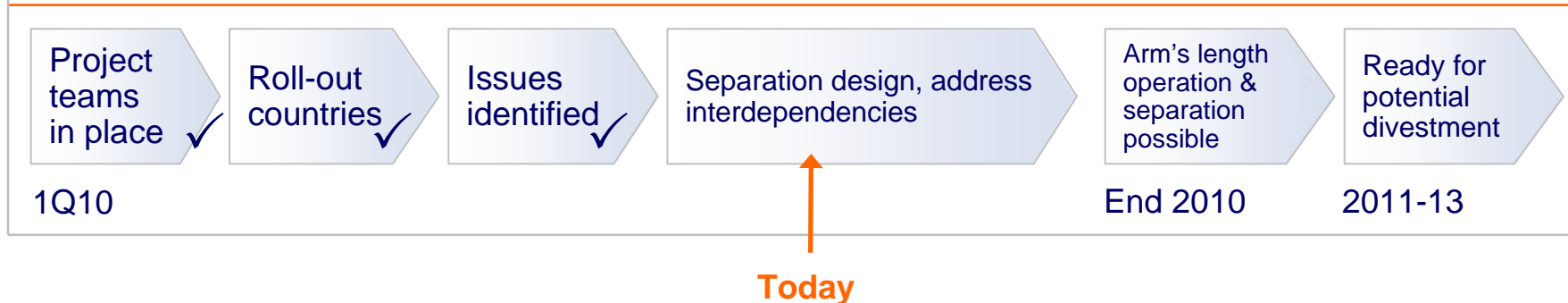


# We are on track to deliver on our priorities to shape our future



# Focus on 2010: Strong businesses, ready for separation

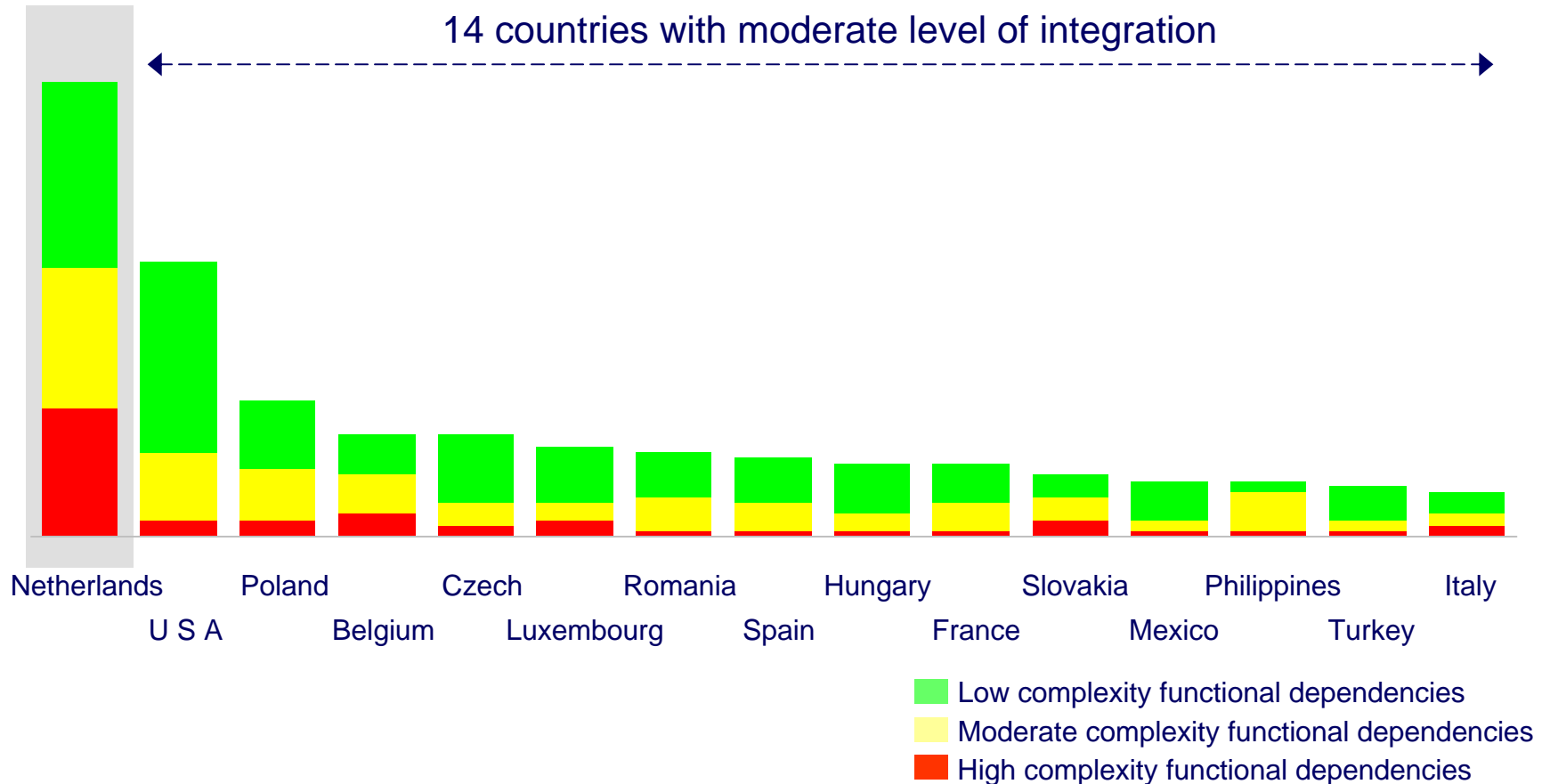
## Diligent process towards separation



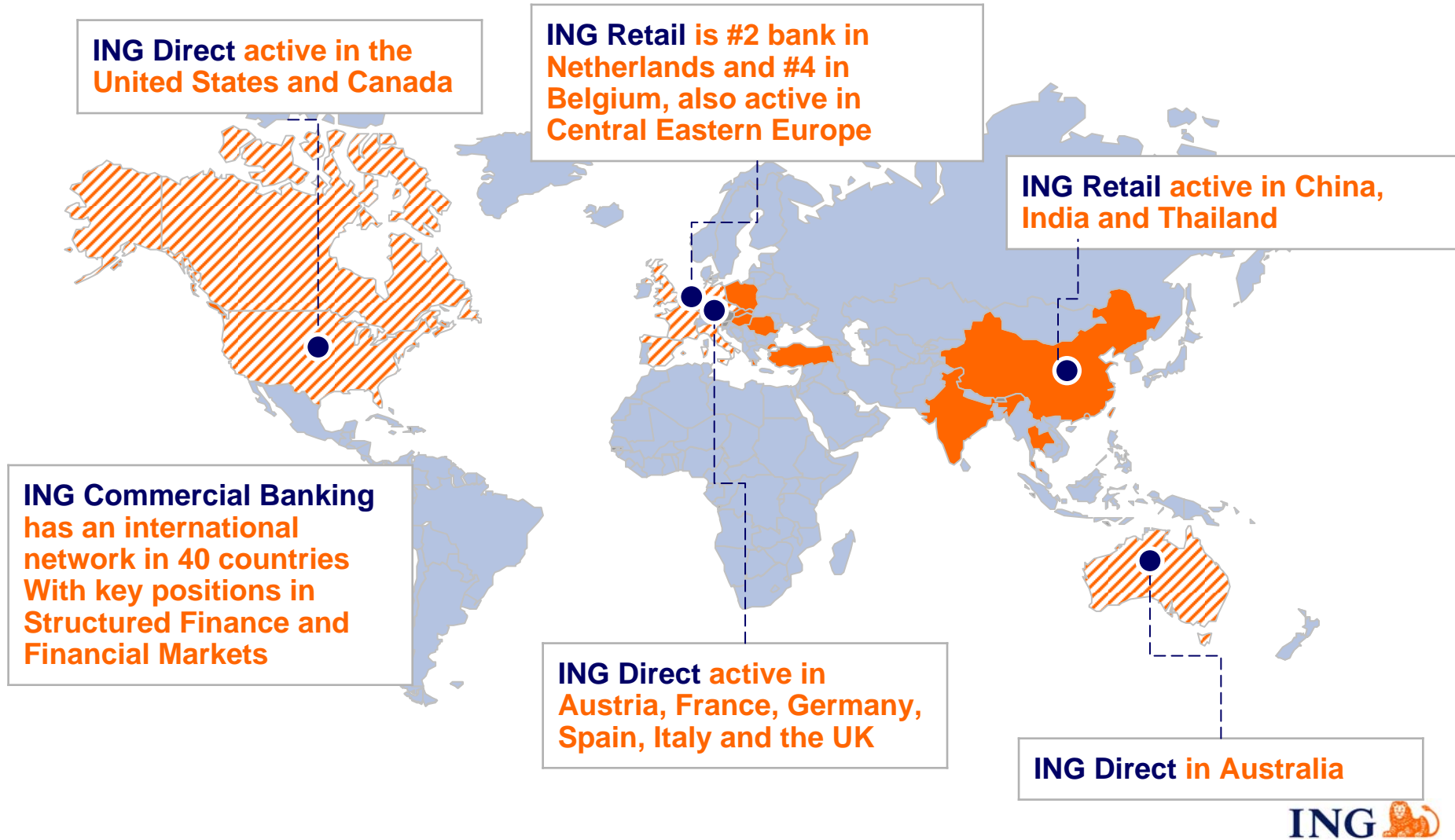
- Objective is to finalise the operational separation of Banking and Insurance by the end of 2010
- Inventory phase completed. All functional dependencies identified between:
  - Insurance & Banking
  - Insurance & Investment Management
  - Investment Management & Banking
  - Functions and regions
  - ING Direct USA and Interadvies with rest of Group
- All scenarios analysed to allow maximum flexibility and to support strategic and financial analysis on various divestment options
- Priority for 2010 is the separation between Bank & Insurance

# The Netherlands most integrated

## Level of separation complexity (relative index NL =100)

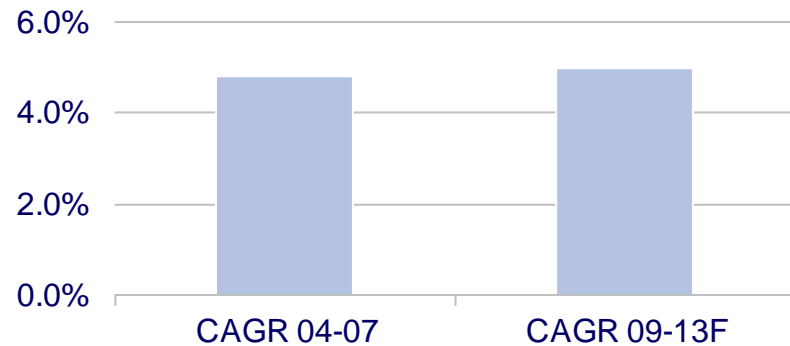


# ING Bank has a European footprint and strong growth potential

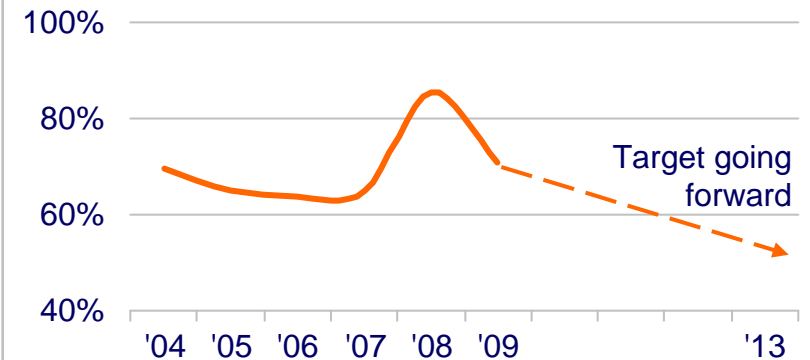


# Ambition 2013 to improve growth, efficiency and returns at ING Bank

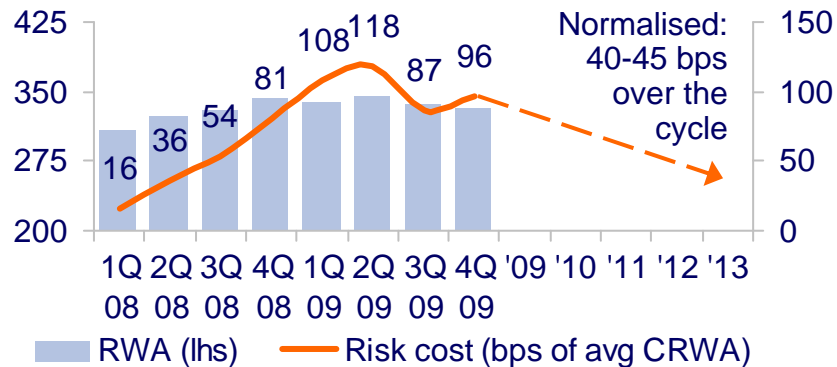
## Moderate top-line growth ambition 5%\*



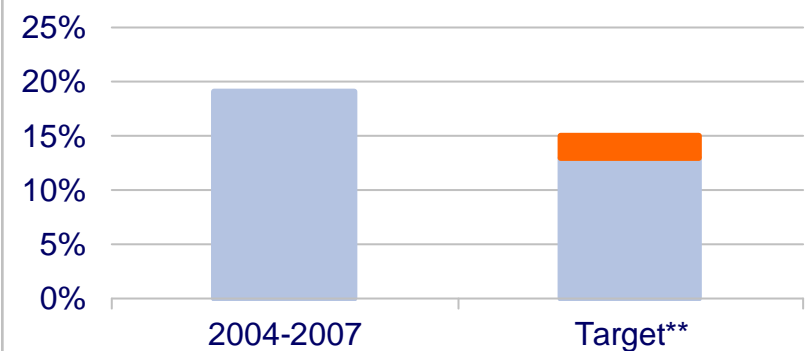
## Cost/income ratio target of 50%



## Risk costs in bps of average CRWA



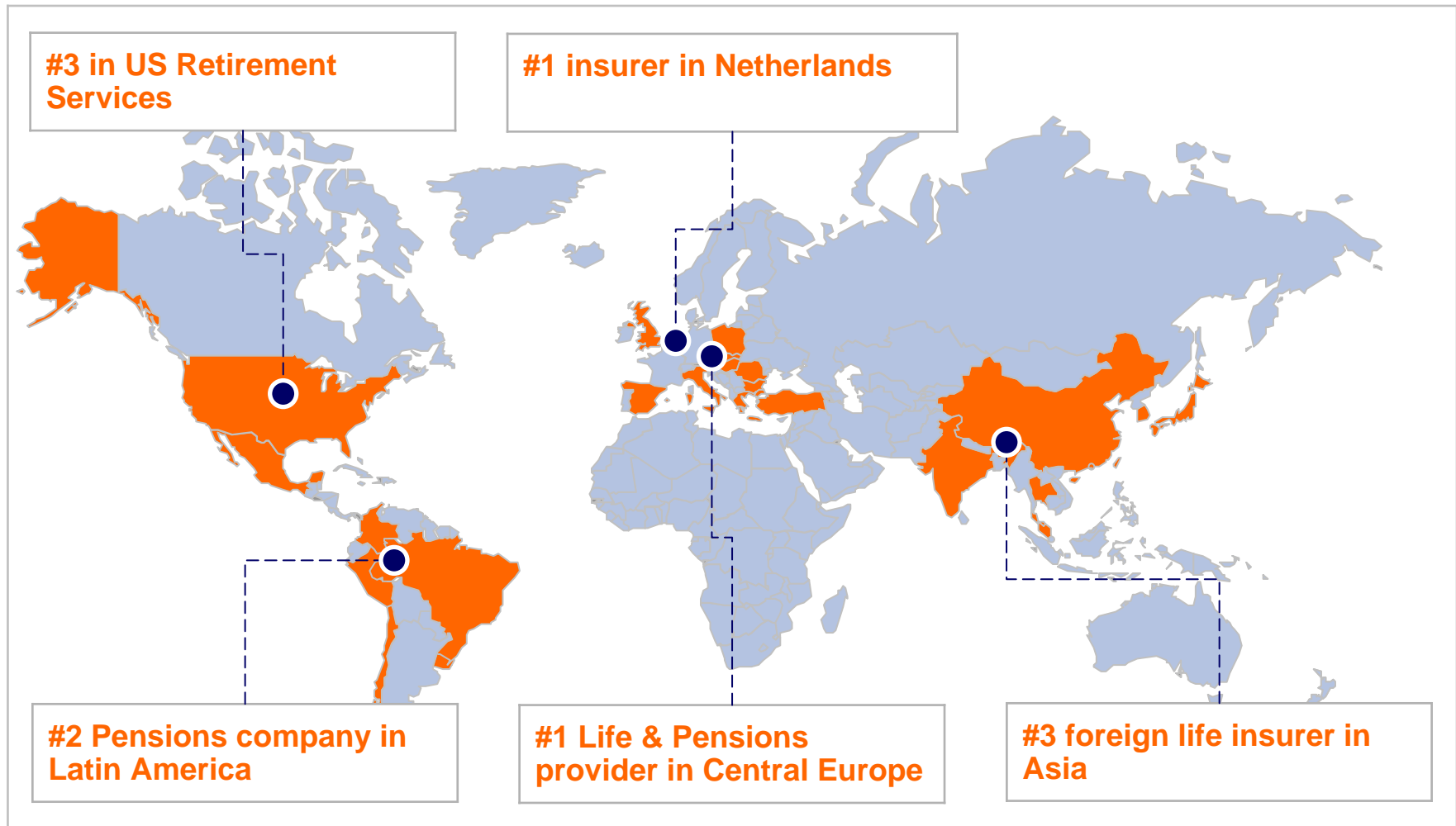
## RoE of 13 - 15% despite higher capital



\* Excluding ABS/Real Estate impairments and fair value changes  
real estate 2004-2007 based on Basel I RWA

\*\* Based on core tier-1 target of 7.5%, 2004-07 based on IFRS capital

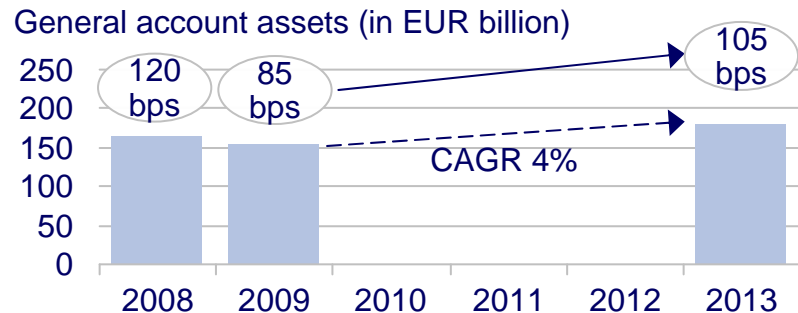
# ING Insurance has an attractive mix of mature businesses and strong positions in growth markets



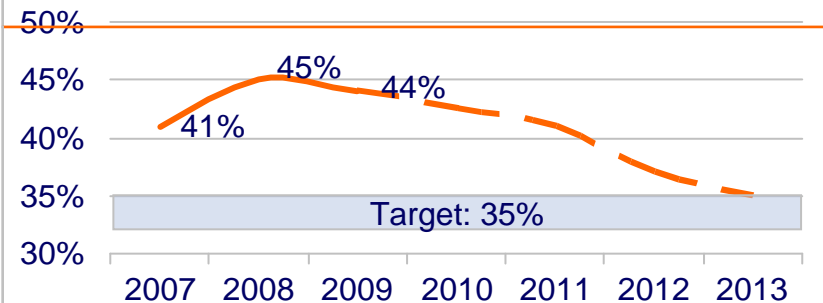
Source: Datastream, Company websites

# ING Insurance aims to improve margins, growth and efficiency to increase RoE

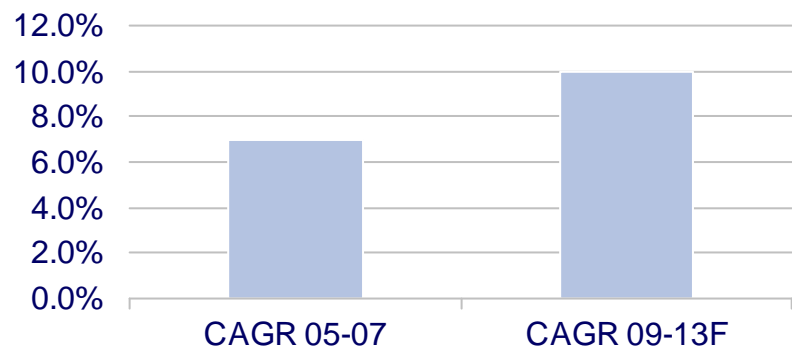
## Increase investment margins by 20 bps on 4% general account growth



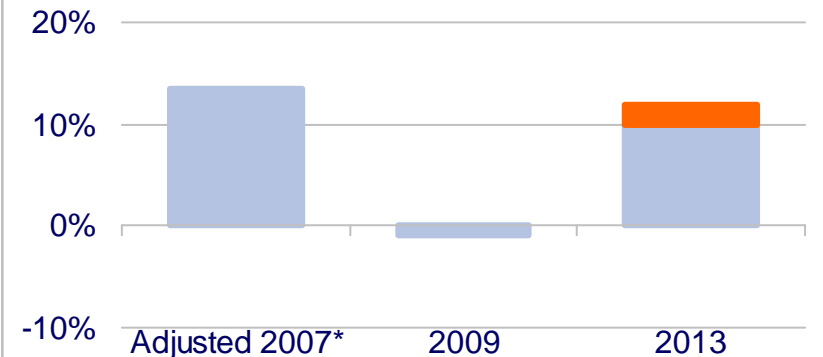
## Reduce Admin expense/Operating income to 35%



## Ambition to grow sales by 10% p.a.



## RoE of >10% in near/mid-term



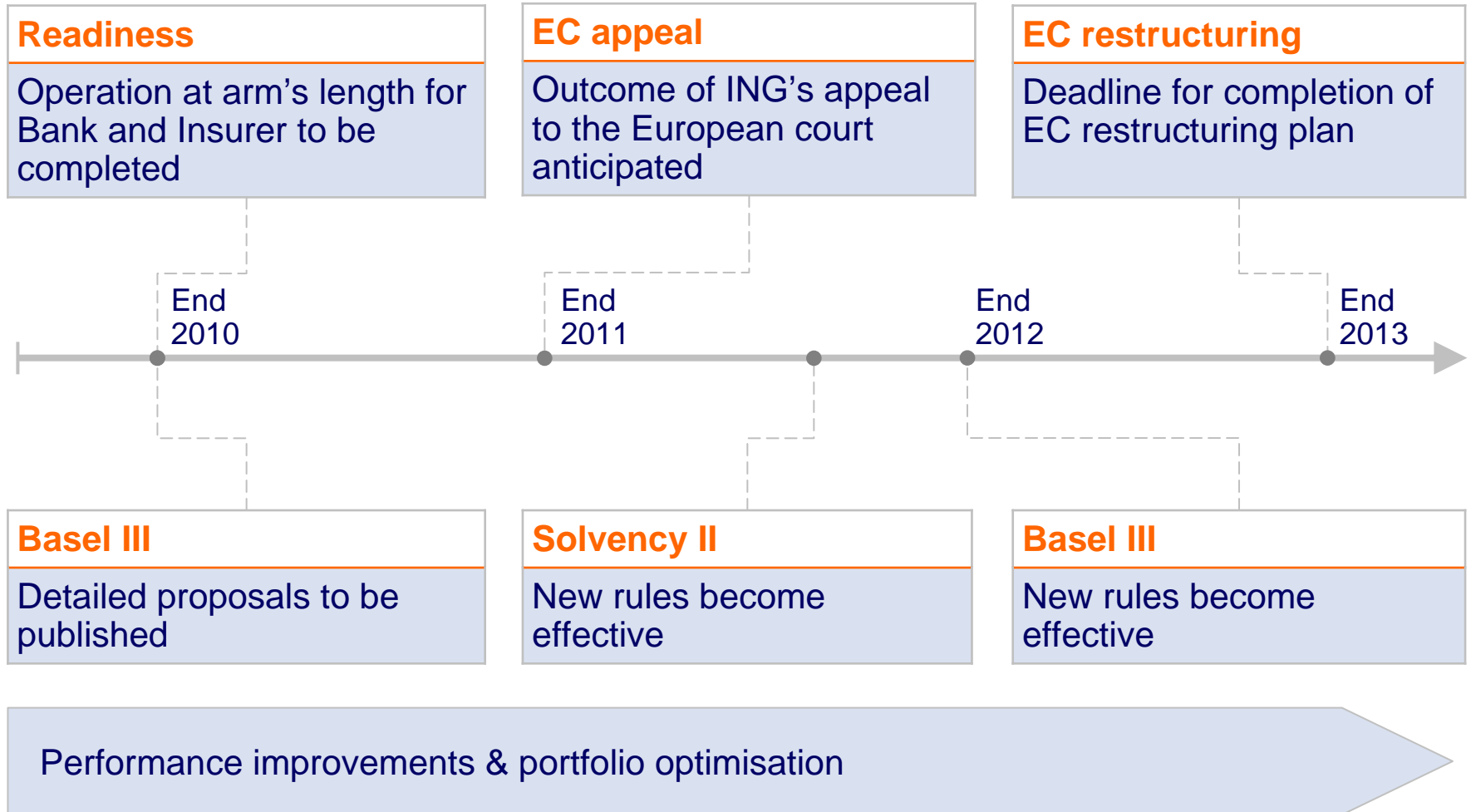
\* Excludes realised gain on sale of Numico and ABN AMRO stakes

# Analysing all options for divestment of Insurance





# Timing considerations for separation

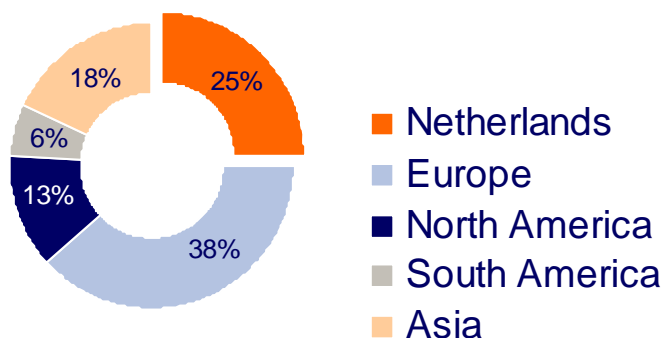


# Repayment of State & Appeal EC decision

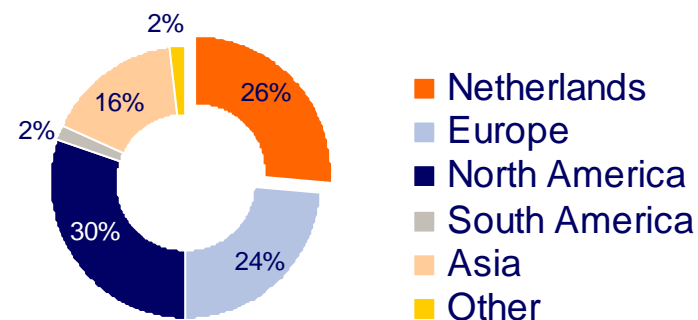
- ING repurchased EUR 5 billion of the Core Tier-1 Securities from the State at year-end 2009, with an annualised return on investment for the State of 15%
- The European Commission's interpretation – that a reduction of the 50% exit premium constituted *additional* state aid – has created a disincentive for ING to repay the remaining support early
- ING and the Dutch State are appealing this interpretation to the European Court in Luxembourg
- The fast-track procedure was not granted by the Court. ING's full appeal – including the issue on price-leadership ban and the overall proportionality of the restructuring measures – will now be considered with priority by the Court

# ING plays an important role in the Dutch economy

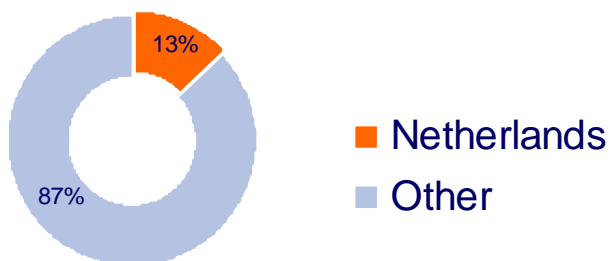
## Employees, FTEs 2009



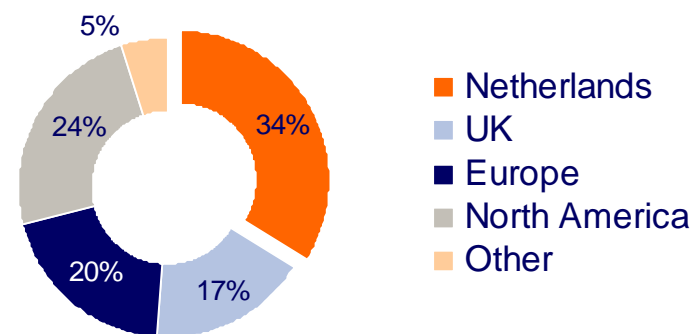
## Total income, 2009



## Customers, 2009







## Share ownership, 2009



New lending commitments to businesses and consumers totalled EUR 26.2 billion in 2009

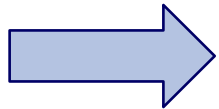
# We are on track to deliver on our priorities to shape our future

Separation		<ul style="list-style-type: none"><li>• On track to be ready for separation in 2010</li><li>• Minimise separation costs and maximise structural cost improvements</li><li>• Maintain engaged employees and focus on customers</li></ul>
Performance Improvement		<ul style="list-style-type: none"><li>• Plans in place to structurally improve the Bank and Insurer</li><li>• Bank has head start with good progress</li><li>• Continue with portfolio management initiated under Back to Basics to increase returns</li></ul>
Divestment Process		<ul style="list-style-type: none"><li>• We are analysing all options for Insurance to optimise value for shareholders</li><li>• The base case is 1 or 2 IPOs</li></ul>
Repay State		<ul style="list-style-type: none"><li>• Currently no incentive for early repayment until appeal of EC decision is addressed</li><li>• Meanwhile, focus is on an orderly separation of Banking and Insurance as well as performance improvement</li></ul>

# Agenda item 2A – discussion item

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Report of the Executive Board for 2009

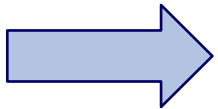


***See pages 10 to 51 of the 2009 Annual Report***

# Agenda item 2B – discussion item

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Report of the Supervisory Board for 2009



***See pages 52 to 55 of the 2009 Annual Report***

# 2010 General Meeting

Present or represented are:

- 7 shareholders
- 287 holders of depositary receipts

holding on the Record date (29 March 2010):

- 3,830,279,349 ordinary shares

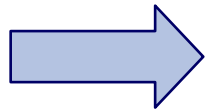
permitting 3,759,430,489 votes to be cast

- ING Trust Office excluded, 1,554,531,018 votes (41.34% of the total number of votes), will be cast in the meeting and by means of proxy voting

# Agenda item 2C – voting item

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Annual Accounts for 2009



***See pages 90 to 264 of the 2009 Annual Report***



# Agenda item 2C – voting item

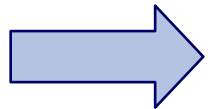
## Annual Accounts for 2009

	Number	%
<b>In favour</b>	<b>3,755,106,681</b>	<b>99.917</b>
<b>Against</b>	<b>909,935</b>	<b>0.024</b>
<b>Abstentions</b>	<b>2,214,258</b>	<b>0.059</b>
Excluding ING Trust Office		
In favour	1,550,207,210	99.799
Against	909,935	0.059
Abstentions	2,214,258	0.143

# Agenda item 3 – discussion item

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Profit retention and distribution policy

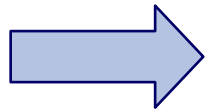


***See pages 8 and 266 of the 2009 Annual Report***

# Agenda item 4A – discussion item

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## Remuneration report

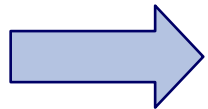


***See pages 76 to 87 of the 2009 Annual Report***

# Agenda item 4B – voting item

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Remuneration policy



***See pages 77 and 78 of the 2009 Annual Report***



# Remuneration policy

BANKING - INVESTMENTS - LIFE INSURANCE - RETIREMENT SERVICES



# New remuneration policy

## Context

- Part of agreement with Dutch State
- Views are changing globally
- New (international) guidelines
- Covers Executive Board

# Code Banken is basis for policy

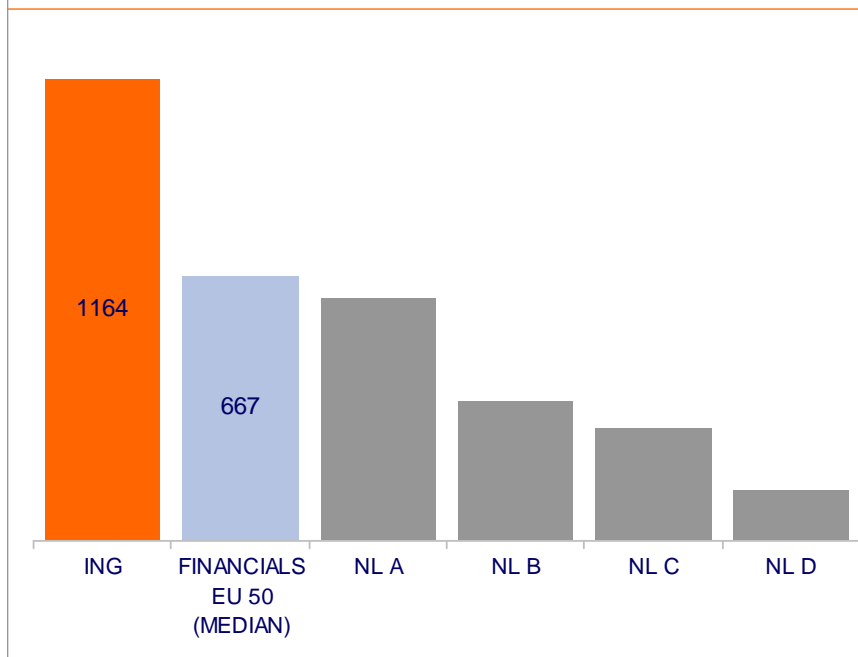
## Principles

- Variable max 100% of fixed pay
- Slightly below median of international peer group
- Long-term value creation
- Also non-financial, sustainable performance indicators
- 'No profit - no bonus'
- 'Claw back'
- Discretionary power of Supervisory Board

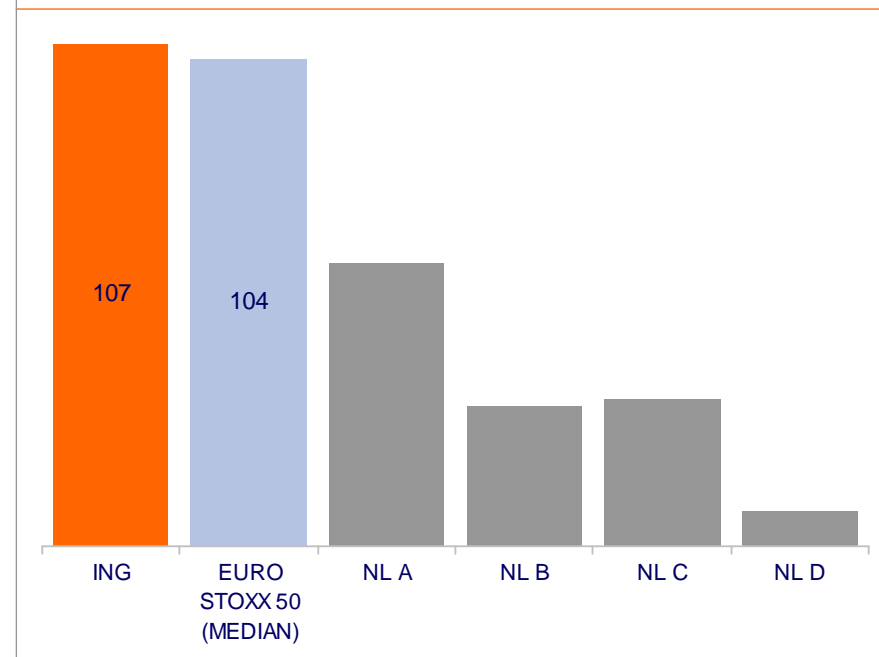
# ING is more comparable to a pan-European benchmark than to other Dutch financials

- ING has a presence in over 40 countries - 75% of the workforce and 60% of senior management is non-Dutch

**Total assets** (EUR bn)

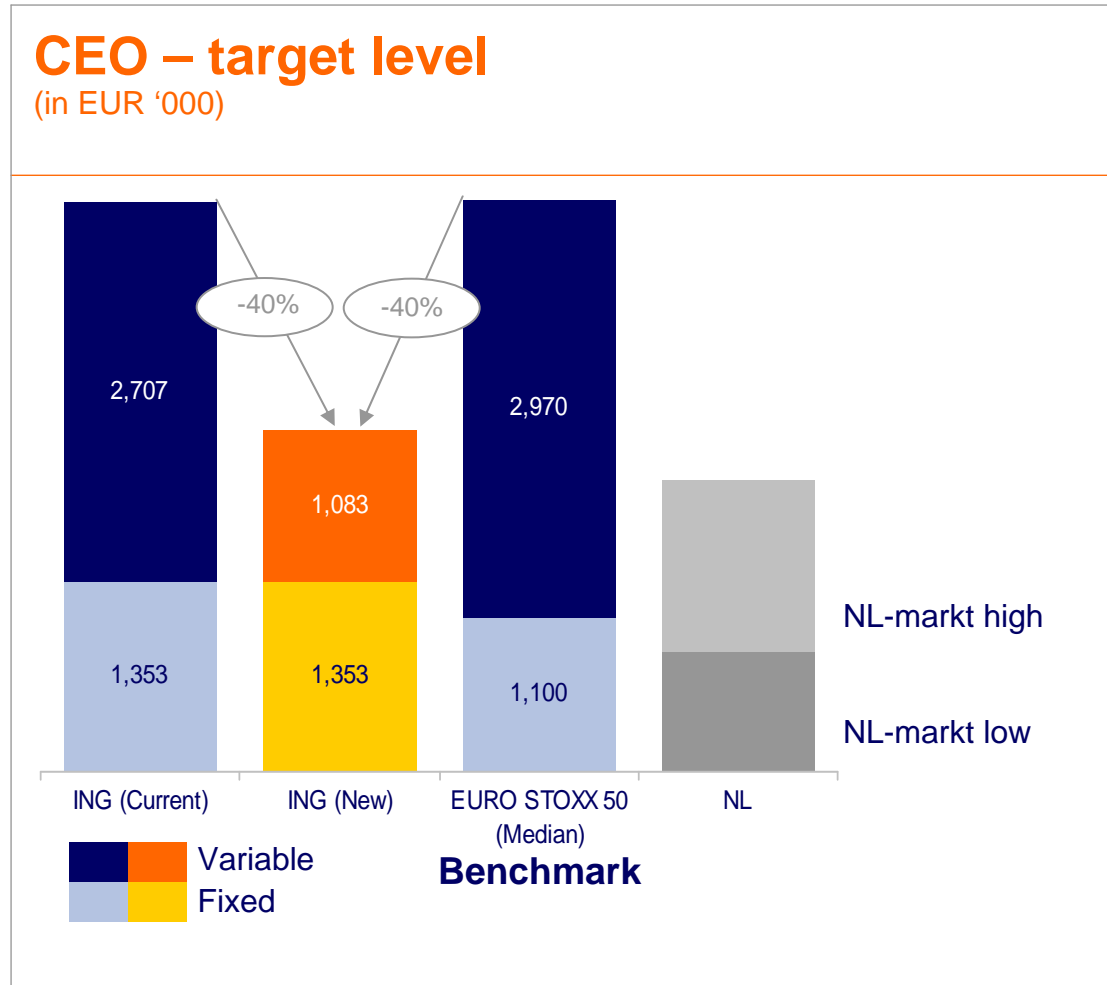


**Number of employees** ('000)





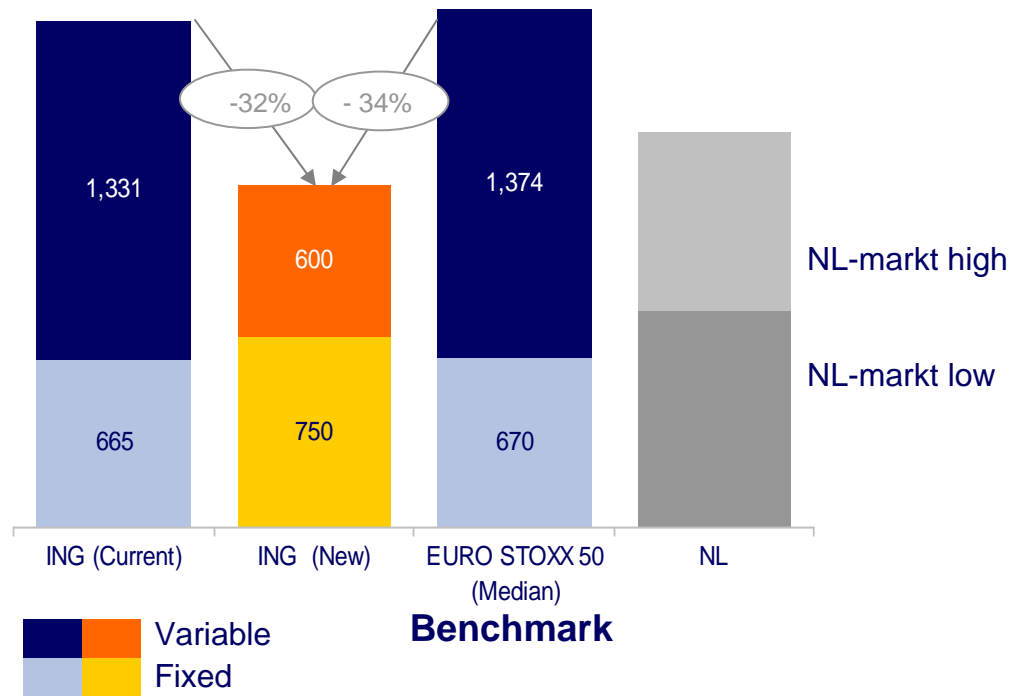
# New levels are more than 30% lower and well below median of international peers



# New levels are more than 30% lower and well below median of international peers

## Board member – target level

(in EUR '000)



# CEO total remuneration will be 40-56% lower

## Remuneration Chief Executive Officer

(EUR 000)	New policy	Current policy	Change %
<b>Base salary</b>	<b>1,353</b>	1,353	0%
<b>Variable remuneration - at target</b>	<b>1,083</b>	2,707	-60%
<b>Variable remuneration - at max</b>	<b>1,353</b>	4,737	-71%
<b>Total remuneration - at target</b>	<b>2,436</b>	4,061	-40%
<b>Total remuneration - at max</b>	<b>2,707</b>	6,091	-56%
<b>Type of variable compensation</b>	<b>50% cash + 50% shares</b>	50% cash + 50% shares / options	
<b>Discretionary adjustment of variable remuneration</b>	<b>Yes</b>	No	
<b>Claw-back possible</b>	<b>Yes</b>	No	
<b>Maximum severance payment</b>	<b>1 yr base salary</b>	1 yr base salary*	

\*: Current CEO is contractually not entitled to a severance payment

# New policy meets various guidelines

Issue	Guideline				
	Code Banken	DNB/ AFM	IIF	FSF	FSA
More balanced pay mix	✓	✓	na	✓	✓
Focus on long-term	✓	✓	✓	✓	✓
Total pay below median of international peer group	✓	na	na	na	na
Include non-financial performance criteria	✓	na	✓	na	✓
Adjust performance measures for risk	✓	✓	✓	na	✓
Claw-back provisions	✓	✓	na	✓	na
Test of reasonableness	✓	✓	na	na	✓

✓ = in accordance with guideline

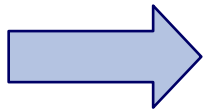
na = not applicable/not specified in this guideline

# Agenda item 4B – voting item

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## Remuneration policy

It is proposed to adopt the new remuneration policy for the Executive Board as described on pages 77 and 78 of the 2009 Annual Report



***See pages 77 and 78 of the 2009 Annual Report***

# Agenda item 4B – voting item

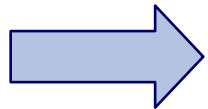
## Remuneration policy

	Number	%
<b>In favour</b>	<b>3,711,003,552</b>	<b>98.716</b>
<b>Against</b>	<b>23,226,939</b>	<b>0.618</b>
<b>Abstentions</b>	<b>25,044,024</b>	<b>0.666</b>
Excluding ING Trust Office		
In favour	1,506,104,081	96.895
Against	23,226,939	1.494
Abstentions	25,044,024	1.611

# Agenda item 5 – discussion item

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Corporate governance



***See pages 56 to 68 of the 2009 Annual Report***

# Agenda item 5A – discussion item

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## Executive Board Profile



# Executive Board Profile

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- Seperate Management Boards have been established for ING Bank and ING Verzekeringen
- Executive Board of ING Group only 3 members: CEO, CFO and CRO
- Profile Executive Board amended to clarify expertise requirements: Management Board expertise taken into account at Executive Board level (2.4)
- No other amendments

# Agenda item 5B – discussion item

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## Supervisory Board Profile

# Supervisory Board Profile

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- Profile amended to include specific diversity objective as recommended by revised Code
- Third female Supervisory Board member as soon as possible, but no later than June 2013 (2.4)
- No further amendments

# Agenda item 5C – voting item

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ING's implementation of the revised Dutch  
Corporate Governance Code

# ING's implementation of the revised Dutch Corporate Governance Code

ING Group generally applies the revised Code, e.g.:

- Executive remuneration: see discussion at agenda item 4b
- Specific diversity objective in Supervisory Board profile: see discussion at agenda item 5b
- Supervisory Board to oversee corporate social responsibility and to approve relevant CSR aspects
- ING Group reaction to recommendations addressed to shareholders (IV.4.4 – IV.4.6) revised in response to investor's comments: shareholders are to decide whether they apply or explain

ING only seeks approval on the implementation of the best practices of the Code. Shareholders' approval does not imply agreement with continuation of depositary receipt structure

# Agenda item 5C – voting item

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## ING's implementation of the revised Dutch Corporate Governance Code

It is proposed to approve ING's implementation of the revised Dutch Corporate Governance Code as described in the document entitled 'ING's implementation of the Dutch Corporate Governance Code'

# Agenda item 5C – voting item

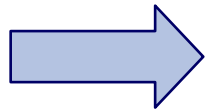
## ING's implementation of the revised Dutch Corporate Governance Code

	Number	%
<b>In favour</b>	<b>2,648,356,099</b>	<b>70.452</b>
<b>Against</b>	<b>1,102,876,365</b>	<b>29.339</b>
<b>Abstentions</b>	<b>7,859,508</b>	<b>0.209</b>
Excluding ING Trust Office		
In favour	443,456,628	28.533
Against	1,102,876,365	70.961
Abstentions	7,859,508	0.506

# Agenda item 5D – discussion item

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Position ING Trust Office



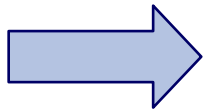
***See pages 57 and 58 of the 2009 Annual Report***



# Agenda item 6 – discussion item

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Corporate responsibility



***See pages 18 to 20 of the 2009 Annual Report***



# Corporate Responsibility

27 April 2010

# Corporate Responsibility



## Our vision on corporate responsibility

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### **To be a responsible financial services provider and a good corporate citizen**

- We provide high quality products and services that meet the needs of our customers. It also means we do not want to use our money for illegal, harmful or unethical purposes
- We want to contribute to positive change in society. We therefore focus on developing sustainable products and services and on our community development programmes on (financial) education and the environment

# Corporate Responsibility Performance 2009

## Progress in 2009:

- Refreshed ING Business Principles
- Extended scope of Defence Policy
- Intensified stakeholder engagement programme
- Developed sustainable products
- Second global ING employee volunteering day
- Leader in sustainability rankings
- Sustainability report is rated A+ by GRI



**100%**  
Carbon neutral  
since 2007



**10%**  
Reduction of carbon  
dioxide emissions in  
2009



**€2,524m**  
Sustainable assets  
under management



**12,8%**  
Women in the ING  
Management Council



**71%**  
ING employees proud  
to work for ING



**107,575**  
Children access to  
primary education via  
ING Chances for  
Children programme

# Corporate Responsibility Objectives 2010

## Priorities for 2010 and beyond

- Ensure that CR is an integral part of our corporate strategy
- Global implementation and employee awareness of our Business Principles
- Further intensify our stakeholder engagement activities
- Build on success of our global employee volunteering day
- Further increase the amount of women in the top 200 senior management
- Become a Sector Leader in financial services in the Dow Jones Sustainability Index



# Agenda item 7A – voting item

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Discharge of the members of the Executive Board in respect of the duties performed during the year 2009, set out in:

- 2009 Annual Accounts
- Report of the Executive Board
- Corporate governance chapter
- Chapter on Section 404 Sarbanes-Oxley Act
- Statements made in the General Meeting

# Agenda item 7A – voting item

Discharge of the members of the Executive Board in respect of the duties performed during the year 2009

	Number	%
<b>In favour</b>	<b>3,700,898,219</b>	<b>98.471</b>
<b>Against</b>	<b>30,298,835</b>	<b>0.806</b>
<b>Abstentions</b>	<b>27,174,411</b>	<b>0.723</b>
Excluding ING Trust Office		
In favour	1,495,998,748	96.300
Against	30,298,835	1.950
Abstentions	27,174,411	1.749

# Agenda item 7B – voting item

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Discharge of the members of the Supervisory Board in respect of the duties performed during the year 2009, set out in:

- 2009 Annual Accounts
- Report of the Supervisory Board
- Corporate governance chapter
- Remuneration report
- Statements made in the General Meeting



# Agenda item 7B – voting item

Discharge of the members of the Supervisory Board in respect of the duties performed during the year 2009

	Number	%
<b>In favour</b>	<b>3,700,819,667</b>	<b>98.566</b>
<b>Against</b>	<b>37,042,937</b>	<b>0.987</b>
<b>Abstentions</b>	<b>16,792,411</b>	<b>0.447</b>

Excluding  
ING Trust Office

In favour	1,495,920,196	96.526
Against	37,042,937	2.390
Abstentions	16,792,411	1.084

# Agenda item 8 – voting item

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## Composition of the Supervisory Board:

Reappointment of  
Piet Klaver



# Agenda item 8 – voting item

## Composition of the Supervisory Board: Reappointment of Piet Klaver

	Number	%
<b>In favour</b>	<b>3,745,353,458</b>	<b>99.654</b>
<b>Against</b>	<b>4,110,972</b>	<b>0.109</b>
<b>Abstentions</b>	<b>8,908,518</b>	<b>0.237</b>
Excluding ING Trust Office		
In favour	1,540,453,987	99.162
Against	4,110,972	0.265
Abstentions	8,908,518	0.573

# Agenda item 9A – voting item

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Authorisation to issue ordinary shares with or without pre-emptive rights

- For a maximum of 380,000,000 ordinary shares
- Duration 18 months
- Number of ordinary shares that could be issued is equal to 10% of the issued share capital

# Agenda item 9A – voting item

Authorisation to issue ordinary shares with or without pre-emptive rights

	Number	%
<b>In favour</b>	<b>3,640,417,314</b>	<b>96.863</b>
<b>Against</b>	<b>115,897,414</b>	<b>3.084</b>
<b>Abstentions</b>	<b>1,996,286</b>	<b>0.053</b>
Excluding ING Trust Office		
In favour	1,435,517,843	92.411
Against	115,897,414	7.461
Abstentions	1,996,286	0.129

# Agenda item 9B – voting item

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Authorisation to issue ordinary shares with or without pre-emptive rights in connection with a takeover of a business or a company

- For a maximum of 288,000,000 ordinary shares
- Duration 18 months
- Number of ordinary shares that could be issued is equal to 7.5% of the issued share capital
- Authorisation may be used in addition to the authorisation pursuant to agenda item 9A in case of a takeover of a business or a company

# Agenda item 9B – voting item

Authorisation to issue ordinary shares with or without pre-emptive rights in connection with a takeover of a business or a company

	Number	%
<b>In favour</b>	<b>3,640,996,222</b>	<b>96.879</b>
<b>Against</b>	<b>114,355,377</b>	<b>3.043</b>
<b>Abstentions</b>	<b>2,943,370</b>	<b>0.078</b>

Excluding  
ING Trust Office

In favour	1,436,096,751	92.449
Against	114,355,377	7.362
Abstentions	2,943,370	0.189

# Agenda item 10A – voting item

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## Authorisation to acquire ordinary shares or depositary receipts for ordinary shares in the Company's own capital

- To a maximum of 10% of the issued share capital
- Price not less than one eurocent and not higher than the highest price at which the depositary receipts for shares are traded
- Duration 18 months
- The authorisation will be used for the execution of the hedging programme for stock options granted to ING personnel and for trading and investment purposes in ordinary conduct of ING's banking and insurance operations



# Agenda item 10A – voting item

Authorisation to acquire ordinary shares or depositary receipts for ordinary shares in the Company's own capital

	Number	%
<b>In favour</b>	<b>3,733,516,670</b>	<b>99.341</b>
<b>Against</b>	<b>15,390,909</b>	<b>0.410</b>
<b>Abstentions</b>	<b>9,384,302</b>	<b>0.250</b>
Excluding ING Trust Office		
In favour	1,528,617,199	98.405
Against	15,390,909	0.991
Abstentions	9,384,302	0.604

# Agenda item 10B – voting item

Authorisation to acquire ordinary shares or depositary receipts for ordinary shares in the Company's own capital in connection with a major capital restructuring

- To a maximum of 20% of the issued share capital (maximum of 10% under the authorisation of agenda item 10A, plus an additional 10%)
- Price not less than one eurocent and not higher than the highest price at which the depositary receipts for shares are traded
- Duration 18 months
- The authorisation serves to enable the Company to repurchase shares in connection with a major capital restructuring

# Agenda item 10B – voting item

Authorisation to acquire ordinary shares or depositary receipts for ordinary shares in the Company's own capital in connection with a major capital restructuring

	Number	%
<b>In favour</b>	<b>3,733,565,152</b>	<b>99.342</b>
<b>Against</b>	<b>15,210,191</b>	<b>0.405</b>
<b>Abstentions</b>	<b>9,514,241</b>	<b>0.253</b>

Excluding  
ING Trust Office

In favour	1,528,665,681	98.408
Against	15,210,191	0.979
Abstentions	9,514,241	0.612

# Agenda item 11

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Any other business and conclusion