

ING Groep N.V. Annual General Meeting 2023

Agenda

for the Annual General Meeting of ING Groep N.V. (ING Group) to be held at the offices of ING Group at Bijlmerdreef 106, 1102 CT Amsterdam, the Netherlands on Monday, April 24, 2023, 2pm CEST.

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

Agenda

To the holders of American Depositary Receipts of shares of ING Groep N.V.

The Annual General Meeting (AGM) of ING Group will be held on Monday, April 24, 2023 at 2pm CEST in ING Group's corporate office, Bijlmerdreef 106, 1102 CT Amsterdam, the Netherlands. The AGM will be [webcast](#) on the ING Group website.

Availability of meeting documents

The following meeting documents are available:

- The Agenda and the Explanatory Notes to the Agenda, including the announcements that are required by virtue of the law and the Articles of Association of ING Group.
- The 2022 Annual Report, including the Financial Statements, the reports of the Executive Board and the Supervisory Board, the Remuneration Report and other information.

The meeting documents are available via www.ing.com/ads or can be viewed and/or obtained free of charge at the offices of ING Group at Bijlmerdreef 106, 1102 CT Amsterdam.

The notarial record of the AGM of April 25, 2022 is available on the ING Group website (www.ing.com/ads).

Questions on the agenda items may be submitted by sending an email to: media.relations@ing.com.

Amsterdam, March 10, 2023

Executive Board

Supervisory Board

Agenda items

Agenda item 1

Opening remarks and announcements.

Agenda item 2

- Report of the Executive Board for 2022 (discussion item).
- Report of the Supervisory Board for 2022 (discussion item).
- Remuneration Report for 2022 (advisory voting item).
- Financial Statements (annual accounts) for 2022 (voting item).

Agenda item 3

- Dividend and distribution policy (discussion item).
- Dividend for 2022 (voting item).

Agenda item 4

- Discharge of the members of the Executive Board in respect of their duties performed during the year 2022 (voting item).
- Discharge of the members of the Supervisory Board in respect of their duties performed during the year 2022 (voting item).

Agenda item 5

Reappointment of the external auditor (voting item).

Agenda item 6

Composition of the Executive Board: reappointment of Tanate Phutrakul (voting item).

Agenda item 7

Composition of the Supervisory Board:

- Appointment of Alexandra Reich (voting item).
- Appointment of Karl Guha (voting item).
- Reappointment of Herna Verhagen (voting item).
- Reappointment of Mike Rees (voting item).

Agenda item 8

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

Agenda item 9

Authorization 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).

Attending the meeting and proxy voting

Attending the meeting

Only holders of American depositary shares (ADS) who were ADS holders on the US record date Monday, **March 20, 2023** (the US Record Date), are eligible to attend the meeting and to exercise voting rights (via JPMorgan).

Any ADS holder who wishes to attend the meeting in the Netherlands should contact the JPMorgan Service Centre on +1 800 990 1135 (from the US) or +1 651 453 2128 (from outside the US) no later than Friday, **April 14, 2023**, 9 a.m. (EST). An ADS holder will be entitled to attend the meeting if that person held ADSs on the US Record Date.

Proxy voting

Registered ADS holders as of Monday, **March 20, 2023**, are asked to complete and return the distributed proxy card to the depositary by the time and date stated on it. A pre-paid envelope is supplied for this purpose.

ADS holders are requested to contact the JPMorgan Service Centre at +1 800 990 1135 (from the US) or +1 651 453 2128 (from outside the US) for further assistance.

Those ADS holders not holding via JPMorgan in nominee form are asked to contact their Custodian Bank or Broker to exercise their voting rights.

Contact

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