

Muziekgebouw

ING Annual General Meeting

24 April 2023

BIMHUIS

Amsterdam



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# Agenda items

- 1 Opening remarks and announcements.
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  - A. Report of the Executive Board for 2022 (discussion item).
  - B. Report of the Supervisory Board for 2022 (discussion item).
  - C. Remuneration Report for 2022 (advisory voting item).
  - D. Financial Statements (annual accounts) for 2022 (voting item).
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  - A. Dividend and distribution policy (discussion item).
  - B. Dividend for 2022 (voting item).
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  - A. Discharge of the members of the Executive Board in respect of their duties performed during the year 2022 (voting item).
  - B. Discharge of the members of the Supervisory Board in respect of their duties performed during the year 2022 (voting item).
- 5 Reappointment of the external auditor (voting item).
- 6 Composition of the Executive Board: reappointment of Tanate Phutrakul (voting item).
- 7 Composition of the Supervisory Board:
  - A. Appointment of Alexandra Reich (voting item).
  - B. Appointment of Karl Guha (voting item).
  - C. Reappointment of Herna Verhagen (voting item).
  - D. Reappointment of Mike Rees (voting item).
- 8
  - A. Authorisation of the Executive Board to issue ordinary shares (voting item).
  - B. Authorisation of the Executive Board to issue ordinary shares with or without pre-emptive rights of existing shareholders (voting item).
- 9 Authorisation of the Executive Board to acquire ordinary shares in ING Group's own capital (voting 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).



Agenda item 1

Opening remarks and announcements

# ING Annual General Meeting 2023

On the record date (end of day), 27 March 2023, the issued capital of the company consisted of:



3,726,544,715 issued  
ordinary shares

No votes can be cast on  
111,173,368 ordinary  
shares as these shares  
were held by ING on the  
record date

A total of 3,615,371,347 votes can be cast

## Agenda items 2A and 2B - discussion items

### **Report of the Executive Board for 2022 and Report of the Supervisory Board for 2022**

- See pages 5-49, 65-74 and 102-185 of the 2022 Annual Report.
- See pages 54-64 of the 2022 Annual Report.

A person wearing a bright yellow raincoat and a hood stands in a forest, with their arms outstretched to the sides. The ground is wet and reflective, suggesting it has recently rained. The background is filled with lush green trees and foliage.

**Annual General Meeting**

**Report of the Executive Board for 2022**

**Steven van Rijswijk, CEO of ING**

24 April 2023





Energy crisis



Geopolitics



Inflation



Interest rates

# Making the difference: by focusing on two overarching strategic priorities



Giving our customers

a superior experience



Putting sustainability

at the heart

of what we do

Superior

customer experience

### Net Promoter Score (NPS)



#### NPS Retail Banking

**#1** in 5 out of 10 markets

average for 2022

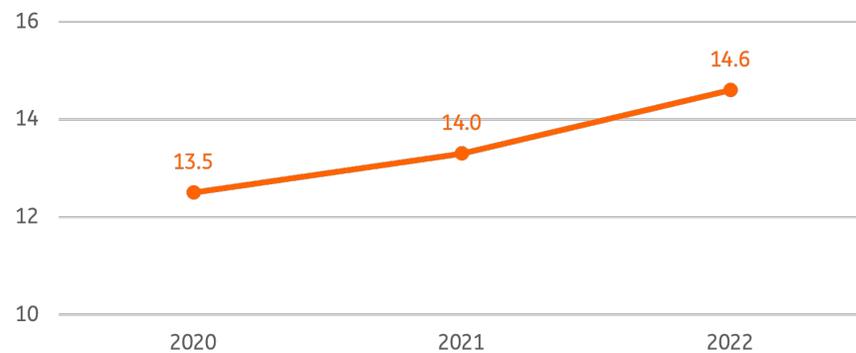


#### NPS Wholesale Banking

**67** (+8 vs 2021)

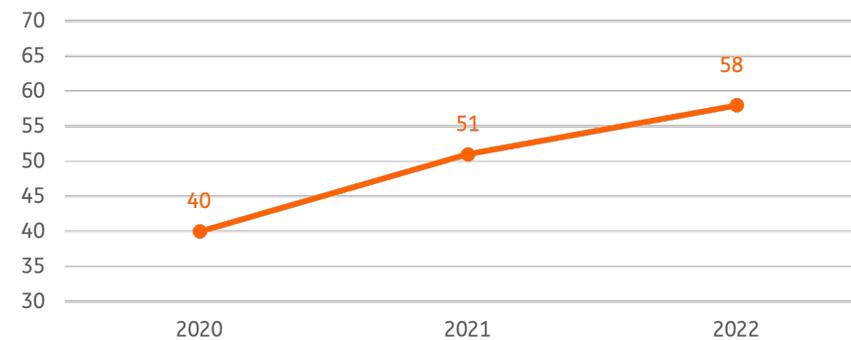
#### Primary customers (mln)

France and Austria excluded



#### Mobile-only customers (%)

In % of total active customers



Sustainability

at the heart



We supported

**491** (up ~20%)

sustainable deals in 2022



Volume of sustainable finance mobilised

**€101 bln**

Target by 2025: €125 bln annually



In 2022, we set intermediate 2030  
targets for all

**9 Terra sectors**

# To put these two priorities into practice, these are the things we'll focus on





Our strategy

Enablers

Seamless digital experience

Scalable Tech & Operations

Safe & secure bank

Our people

2022

2025 targets

52% of workload on (private) cloud

>70%

60% of customer online traffic using Touchpoint

>90%

48% adoption of shared engineering platform

>90%

64% Digi index score<sup>1)</sup>

>75%

12% inbound call reduction (versus 2021)

>30%

49% of KYC workforce in hubs

~60%

32% of operations workforce in hubs

~50%

29% women in senior management

>30%

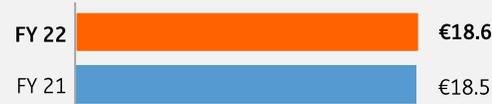
# General financial highlights 2022

 **€3,674 mln**  
net result in 2022

## Results

We performed well and grew our income in what was an extraordinary year.

### Income (in €bln)

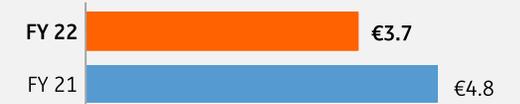


**7.2%** RoE

**14.5%** CET1 ratio

**+2%** fee income YoY

### Net result (in €bln)

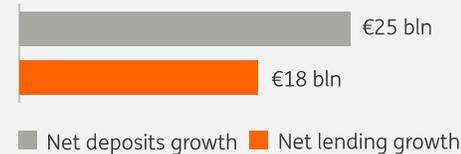


 **+585,000**  
primary customers in 2022

## Customers

We offer a superior customer experience that's relevant, easy, personal and instant

### Net core lending and deposits growth in 2022



NPS score

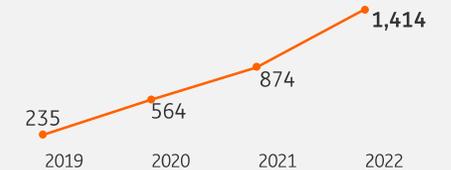
**#1 in 5**

out of 10

Retail markets

### Mobile payments

(mobile card transactions, in mln)



 **491** sustainability deals supported by ING in 2022

## Society

We aim to put sustainability at the heart of what we do.

We also made further progress on our sustainability goals during 2022. Wholesale Banking continues to be a sustainability pioneer in helping clients transition to a more sustainable way of doing business, achieving a volume of €101 billion in sustainable finance mobilised in 2022. This puts us well on our way towards our goal of €125 billion annually by 2025.

# Continued attractive shareholder return

## Distribution over 2022



In 2022 the resilient net profit amounted to €4,038 mln



In line with our distribution policy we intend to distribute 50% of resilient net profit



An interim dividend of €0.17 per share was paid in cash in August 2022



We propose a final cash dividend of €0.389 per share, bringing the total distribution over 2022 to €0.559 per share

### Additional distributions

- We intend to converge our CET1 ratio to our target level of ~12.5% by 2025 in roughly equal steps
- In line with this plan, the following additional distributions have been conducted in 2022:
  - On 25 February 2022, we completed a €1.7 bln share buyback programme that started on 5 October 2021
  - On 14 July 2022, we completed a €1.25 bln programme, which consisted of a €0.232 cash dividend payment on 18 May 2022 and a €380 mln share buyback programme that started on 12 May 2022
  - On 28 December 2022, we completed a €1.5 bln programme, which consisted of a €1.2 bln share buyback programme that started on 3 November 2022 and a €0.082 per share cash dividend payment on 16 January 2023

Looking

ahead



## Wrap up

- Confident in our ability to perform well in a challenging environment
- We have :
  - A strong capital position
  - A growing customer base
  - A diversified income stream
  - Strong funding structure
- We will continue to invest in a superior customer experience
- And facilitate the transition to a low-carbon economy



**do your thing**

# Agenda item 2C – advisory voting item

## Remuneration Report for 2022

- See pages 76 – 99 of the 2022 Annual Report.

A group of four people are gathered around a table in a meeting. In the foreground, a man with a beard and a blue beanie is smiling broadly, looking towards the camera. He is wearing a dark blue sweater and has a tattoo on his left arm. To his left, another man with a beard is also smiling. In the background, a woman with blonde hair is partially visible on the left, and another woman with dark hair is on the right. The table is cluttered with two laptops, two black coffee mugs, and some papers. The setting appears to be a modern office or meeting room with large windows in the background.

Items 2A-2C

Questions & Answers

# ING Annual General Meeting 2023

Present or represented are:



5,174 shareholders

Holding on the record date (27 March 2023):

**2,497,890,239**

ordinary shares representing

**69.09%** of the share capital entitled to vote.

**2,495,723,505** shares,

being **99.91%** of the represented capital are represented by the civil-law notary.

# Agenda item 2C – advisory voting item

## Remuneration report for 2022

	votes	%
in favour	2,318,148,458	92.96
against	175,683,066	7.04
abstentions	4,043,334	

## Agenda item 2D – voting item

### **Financial Statements (Annual Accounts) for 2022**

- See pages 186-309 of the 2022 Annual Report.

# Audit 2022 Financial Statements ING Groep N.V.

**Presentation for the Annual General Meeting**

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24 April 2023

# Our audit

## Our focus of today

### 01. Our reports



#### Financial statements

- Auditor's report on consolidated and parent company financial statements (IFRS-EU)
- Our opinion: unqualified

#### Non-Financial information

- Unqualified assurance opinion (reasonable assurance) on 3 specific topics
- Unqualified assurance conclusion (limited assurance) on Non-Financial information

#### Form 20F (US)

- Auditor's report on consolidated financial statements (IFRS-IASB)
- Our opinion: unqualified
- Internal control over financial reporting
- Our opinion: effective internal control over financial reporting as of 31 December 2022

### 05. Key audit matters



- Assessment of expected credit losses on loans and advances to customers and loans and advances to banks
- Risk of inappropriate access or changes to IT systems

### 04. Scope and approach



- Group audit – 41 components, 17 countries
- Involvement of specialists in areas of complexity and judgement
- Coverage appropriate and in line with prior year

### 02. Materiality



#### Materiality of EUR 250 million

- 4.5% of 2022 profit before taxation
- Misstatements in excess of EUR 12.5 million are reported to the Supervisory Board

### 03. Risk Assessment



#### Audit response to:

- Significant risks: expected credit losses and management override of controls
- Fraud and non-compliance with laws and regulations
- Going concern
- Climate-related risks





**Thank you  
for your attention**



Item 2D

Questions & Answers

# Agenda item 2D - voting item

Financial Statements (Annual Accounts) for 2022

HERSTEMMING

	votes	%
in favour	2,483,057,723	99.80
against	4,945,050	0.20
abstentions	9,776,672	

# Agenda item 3A and 3B

## **3. A Dividend and distribution policy – discussion item**

- See pages 293 - 295 of the 2022 Annual Report.

## **3. B Dividend for 2022 – voting item**

- See the proposal in the explanatory notes to the agenda.

Item 3A and 3B

Questions & Answers



# Agenda item 3B - voting item

## Dividend for 2022

	votes	%
in favour	2,493,410,312	99.95
against	1,228,123	0.05
abstentions	1,188,364	

## Agenda item 4A & 4B - voting items

**Discharge of the members of the Executive Board in respect of their duties performed during the year 2022**

- See the proposal in the explanatory notes to the agenda.

**Discharge of the members of the Supervisory Board in respect of their duties performed during the year 2022**

- See the proposal in the explanatory notes to the agenda.

A person wearing a blue knit hat and glasses is holding a large, unfolded map in a snowy landscape. The sun is setting in the background, creating a warm glow. The map is held in front of their face, and they are looking directly at the camera. The map shows a grid and various geographical features. The person is wearing a blue knit hat and glasses. The background is a snowy landscape with trees and a sunset sky.

Items 4A - 4B

Questions & Answers

## Agenda item 4A - voting item

Discharge of the members of the Executive Board in respect of their duties performed during the year 2022

	votes	%
in favour	2,403,986,110	97.10
against	71,703,684	2.90
abstentions	20,135,754	

## Agenda item 4B - voting item

Discharge of the members of the Supervisory Board in respect of their duties performed during the year 2022

	votes	%
in favour	2,403,830,372	97.10
against	71,767,948	2.90
abstentions	20,227,228	

# Agenda item 5 – voting item

## Reappointment of the external auditor

- See the explanatory notes to the agenda.



Item 5

Questions & Answers

# Agenda item 5 - voting item

## Reappointment of the external auditor

	votes	%
in favour	2,494,401,608	99.98
against	581,514	0.02
abstentions	2,876,733	

## Agenda item 6, 7 A, B, C & D - voting items

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

- See the proposal in the explanatory notes to the agenda.

### **7 A Composition of the Supervisory Board: appointment of Alexandra Reich (voting item).**

- See the proposal in the explanatory notes to the agenda.

### **7. B Composition of the Supervisory Board: appointment of Karl Guha (voting item).**

- See the proposal in the explanatory notes to the agenda.

### **7. C Composition of the Supervisory Board: reappointment of Herna Verhagen (voting item).**

- See the proposal in the explanatory notes to the agenda.

### **7. D Composition of the Supervisory Board: reappointment of Mike Rees (voting item)**

- See the proposal in the explanatory notes to the agenda.



## Alexandra Reich

**Alexandra Reich brings more than 20 years experience as a senior leader in the telecom sector. She has a strong technological background and extensive experience leading large digital transformations in large scale international organisations.**

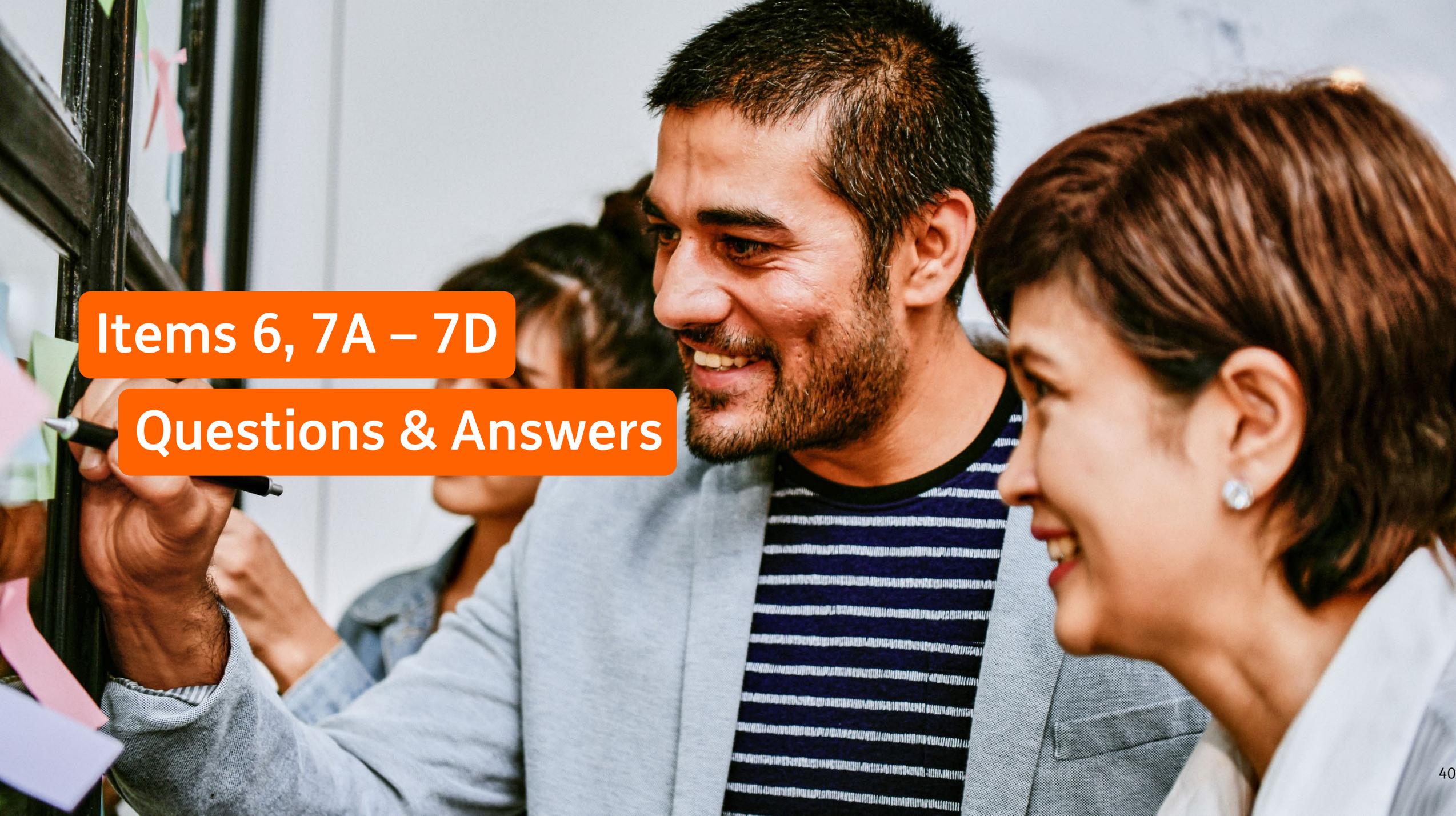
“ In the Telecom industry as well as in Financial Services we have to cope with very similar challenges and need to keep pushing constant improvements in order to stay relevant for our customers. ING has always been the benchmark regarding their customer centricity and truly understands that technology is the biggest lever for differentiation. I am looking forward to working with great colleagues and bringing my executive experience and professional background to ING as a member of its Supervisory Board. ”



## Karl Guha

**Karl Guha is a Banker by profession. In his long and distinguished career, he has served in the Netherlands and internationally including the US, UK, Australia and Italy, amongst others. We believe that he will make a valuable contribution to the Supervisory Board and to ING.**

“ It is a privilege to be able to serve. I am going to approach it with a profound sense of gratitude (dankbaarheid) and a commitment to serve all stakeholders to the best of my capabilities. My commitment is underpinned by what I believe ING stands for - people orientation, entrepreneurship, creativity and hard work and commitment to serve clients across various geographies profitably and sustainably. I admire ING’s innate understanding of technology, to serve as a powerful tool to improve one’s performance. People and the Planet are key elements in ING’s strategy and define how I look at my assignment. In the end, I believe that we must strive for a better and fairer world. ”



Items 6, 7A – 7D

Questions & Answers

## Agenda item 6 - voting item

### Composition of the Executive Board: reappointment of Tanate Phutrakul

	votes	%
in favour	2,486,461,243	99.93
against	1,850,283	0.07
abstentions	9,547,528	

# Agenda item 7A - voting item

## Composition of the Supervisory Board: appointment of Alexandra Reich

	votes	%
in favour	2,479,058,697	99.61
against	9,792,469	0.39
abstentions	9,007,888	

# Agenda item 7B - voting item

## Composition of the Supervisory Board: appointment of Karl Guha

	votes	%
in favour	2,413,208,207	96.96
against	75,673,989	3.04
abstentions	8,976,858	

# Agenda item 7C - voting item

## Composition of the Supervisory Board: reappointment of Herna Verhagen

	votes	%
in favour	1,714,910,797	68.71
against	781,101,063	31.29
abstentions	1,847,193	

# Agenda item 7D - voting item

## Composition of the Supervisory Board: reappointment of Mike Rees

	votes	%
in favour	2,405,956,914	96.39
against	90,030,701	3.61
abstentions	1,871,439	

# Agenda item 8A, 8B, 9 & 10 - voting items

## **8. A Authorisation of the Executive Board to issue ordinary shares.**

- See the proposal in the explanatory notes to the agenda.

## **8. B Authorisation of the Executive Board to issue ordinary shares with or without preemptive rights of existing shareholders.**

- See the proposal in the explanatory notes to the agenda.

## **9. Authorisation of the Executive Board to acquire ordinary shares in ING Group's own capital.**

- See the proposal in the explanatory notes to the agenda.

## **10. Reduction of the issued share capital by cancelling ordinary shares acquired by ING Group pursuant to the authority under agenda item 9**

- See the proposal in the explanatory notes to the agenda.

## Agenda item 8A - voting item

### Authorisation of the Executive Board to issue ordinary shares

	votes	%
in favour	2,360,426,261	94.58
against	135,303,885	5.42
abstentions	2,125,508	

## Agenda item 8B - voting item

Authorisation of the Executive Board to issue ordinary shares with or without preemptive rights of existing shareholders

	votes	%
in favour	2,435,294,207	97.55
against	61,178,689	2.45
abstentions	1,385,838	

## Agenda item 9 - voting item

Authorisation of the Executive Board to acquire ordinary shares in ING Group's own capital

	votes	%
in favour	2,486,240,143	99.59
against	10,190,819	0.41
abstentions	1,427,752	

## Agenda item 10 - voting item

Reduction of the issued share capital by cancelling ordinary shares acquired by ING Group pursuant to the authority under agenda item 9

	votes	%
in favour	2,490,436,751	99.76
against	6,090,775	0.24
abstentions	1,331,207	

A woman with curly hair, wearing a black t-shirt and light blue jeans, is standing and presenting to a group of people. She is holding a pink sticky note. The background shows a modern office lounge area with a sign that says "LOUNGE ZONE" and "Work & connect with your community". There are several colorful sticky notes on the wall behind her, including one that says "Hard work GO-BYWORD", another that says "Invest", and one that says "RAVAİL".

Items 8A, 8B, 9 & 10

Questions & Answers

Thank you





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