

# 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, 24 April 2023, 2pm CEST.

This meeting will be webcast online via [www.ing.com/agm](http://www.ing.com/agm).

# Agenda

## To the shareholders of ING Groep N.V.

The Annual General Meeting (AGM) of ING Group will be held on Monday, 24 April 2023 at 2pm CEST. Shareholders can attend the AGM either in person at ING Group's corporate office, Bijlmerdreef 106, 1102 CT Amsterdam, the Netherlands or remotely online.

Registered shareholders may attend the AGM remotely by logging on to the electronic platform '[Evote by ING](#)'. The AGM will also 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/agm](http://www.ing.com/agm) 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 25 April 2022 is available on the ING Group website ([www.ing.com/agm](http://www.ing.com/agm)).

### Amsterdam, 10 March 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

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

#### Agenda item 9

Authorisation 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).

# Logistics for attending and voting

## A. Attending and voting

Shareholders who wish to attend and vote at the AGM either in person or by proxy:

- Need to be a shareholder on the record date (**see under I**);
- Need to register for the AGM (**see under II**); and
- Will receive a confirmation of registration (**see under III**).

Registered shareholders may ask questions in advance or during the AGM (**see under IV**).

## Voting in advance and attending remotely

Shareholders who wish to participate in the AGM remotely can do so via the electronic platform 'Evote by ING' by choosing the option 'Vote in advance' (**see under V. sub a. for the procedure**). By granting an electronic voting proxy with instructions to vote, shareholders will receive remote access to the meeting (with the possibility to ask questions during the AGM through the chat function). It will not be possible to vote live electronically during the AGM for those attending remotely.

Legal entities may vote in advance by sending their voting instructions to their intermediary or by submitting a proxy form (**see under V. sub b. for the procedure**).

## I. Record date

The record date for the AGM is Monday, **27 March 2023** (the Record Date).

Every person recorded as a shareholder of ING Group on the Record Date after the closing of the books according to either:

- The records of an intermediary as defined in the Securities (Bank Giro Transactions) Act (*Wet giraal effectenverkeer*) (Intermediary); or
- The shareholders' register kept by ING Group, is entitled to exercise voting rights in respect of the AGM in accordance with the number of shares held on this date. This entitlement is not affected by any acquisition or disposal of shares after the Record Date. ING Group does not require blocking of shares for a shareholder to exercise its rights in respect of an AGM. However, it cannot be ruled out that an Intermediary will require blocking of shares in specific situations.

## II. Registration for attendance

Shareholders must register for the meeting no earlier than the Record Date and no later than Tuesday, **18 April 2023**, 5:30pm CEST, by logging on to the electronic platform '[Evote by ING](#)' and choosing one of the following options:

- 'Attend in person';
- 'Appoint a proxy'; or
- 'Vote in advance' (choose this option for attending the AGM remotely).

Shareholders whose shares are registered in the Shareholders' Register kept by ING Group may register in writing with **ING Bank Issuer Services**: location TRC 02.039, Antwoordnummer 9141, 1000 WT Amsterdam, the Netherlands or by email: [agm.pas@ing.com](mailto:agm.pas@ing.com).

Legal entities may register in writing through their Intermediary.

## III. Confirmation of registration

Shareholders or their proxies will receive a confirmation of registration by email. For shareholders attending the AGM either in person or by proxy, the registration number will grant shareholders or their proxies entrance to the AGM. Persons who wish to attend the meeting must be able to identify themselves by showing a valid identification document (e.g. valid passport or driving license).

## IV. Questions

Registered shareholders can:

- Submit questions in writing up to 72 hours prior to the start of the AGM by sending an email to: [media.relations@ing.com](mailto:media.relations@ing.com); and/or
- Submit questions during the AGM through the chat function in 'Evote by ING' by logging on to the electronic platform 'Evote by ING' and by clicking on the 'attend online' button under 'My Registrations'.

## V. Proxy voting procedure

Shareholders who will not be attending the AGM in person or by proxy, but nonetheless wish to participate in the decision-making process may:

- Grant an electronic voting proxy to civil-law notary Ms J.J.C.A. Leemrijse or her substitute with the instructions to vote at the AGM. To that effect, the shareholder should submit the voting instructions to the civil-law notary on the electronic platform 'Evote by ING' available via [www.ing.com/agm](http://www.ing.com/agm). By providing the voting instructions, the shareholder grants a proxy to civil-law notary Ms J.J.C.A. Leemrijse or her substitute to vote on the shares at the AGM in accordance with the instructions. Voting instructions have to be received no later than Tuesday, **18 April 2023**, 5:30pm CEST; or
- Submit the voting instructions by means of a proxy form, which can be either downloaded online via [www.ing.com/agm](http://www.ing.com/agm), or obtained upon request from ING Bank Issuer Services, at the address mentioned under II. After completion and signing, the proxy form should be sent to ING Bank Issuer Services at the address mentioned under II, where it should be received no later than Tuesday, **18 April 2023**, 5:30pm CEST.

## VI. Holders of American depositary receipts

Holders of American depositary receipts should refer to the information on [www.ing.com/ads](http://www.ing.com/ads).

### B. Other logistics

#### Refreshments

Tea and coffee will be served before the AGM.

#### How to get there

Get directions to ING Group's corporate office at [www.ing.com/agm](http://www.ing.com/agm).

#### Security

For the safety of our shareholders, a security check will be in place before entering the meeting space. Attendees are asked to leave their coats and bags in the cloakroom or lockers at the venue before entering the meeting space. When choosing to take a bag into the meeting space, a routine bag search will be undertaken. It is not permitted to take liquids into the venue. Any other items deemed to be inappropriate will be removed and stored until the end of the event. The use of electrical equipment and cameras will not be permitted during the meeting.

#### Meeting order

Various activist groups have announced their intention to attend the AGM, which may cause disturbances during the meeting. ING will try to ensure the meeting takes place in a safe and orderly manner. The chairman of the Supervisory Board will take strict measures to protect the meeting order. Attendees who disturb the meeting will be asked to leave and may be removed from the meeting.

#### Photography and personal data

ING reserves the right to record the proceedings at the AGM, for possible use in future events, publications (digital and otherwise), social media or press-related activities connected to the event. Recording may be in the form of (still) photography, video-recordings or audio-recordings. By attending the event you consent to being photographed and/or audio-video recorded at the event, and grant the organisers the perpetual right to use your likeness, image, photo and voice (collectively, "image"), without financial compensation, for possible use in conjunction with related ING future events, publications (digital and otherwise), social media or press-related activities. A copy of ING Group's Privacy Statement can be found on the ING Group website: [www.ing.com/Privacy-Statement.htm](http://www.ing.com/Privacy-Statement.htm).

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## Website

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