

# Annex 4 to the Supervisory Board Charter: Charter of the Nomination and Corporate Governance Committee of ING Groep N.V. and ING Bank N.V.

## NCG COMMITTEE CHARTER

### Article 1. Responsibilities of the Nomination and Corporate Governance Committee

Task description NCGcom	1.1 The Nomination and Corporate Governance Committee shall assist the Supervisory Board with the performance of its duties in relation to selection, nomination, talent management and the effectiveness of the Company's governance arrangements and shall prepare the discussions within and decisions of the Supervisory Board on such matters.
Recommendations to SB	1.2 The Nomination and Corporate Governance Committee shall, among others in accordance with the Suitability Policy Framework, assist and make recommendations to the Supervisory Board regarding:
Selection criteria and appointment procedures MB and SB	a. the selection criteria, assessment and appointment procedures for Management Board and Supervisory Board members; and
Assessment MB and SB members	b. the supervision of comparable criteria and procedures for Senior Management, as set by the Management Board, <u>periodically</u> ;
Profile MB members	c. the assessment prior to, and nomination for, (re)appointment of Management Board members and Supervisory Board members, consistent with criteria established in the applicable Board Profile and any succession plan;
Profile SB members	d. the individual profile for new Management Board members, including preparing this profile;
(Re)appointment MB and SB members	e. the individual profile for new Supervisory Board members and the profile for the appointment of a new Chairperson, including preparing these profiles;
Succession planning MB members	f. the (re)appointment by the General Meeting of Management Board members and Supervisory Board members; and
	g. the succession planning for the Management Board and its members (including in a crisis scenario) and management development principles.
	1.3 The Nomination and Corporate Governance Committee shall:
Dismissal and retirement MB members	a. assist and make recommendations to the Supervisory Board regarding the dismissal and retirement of Management Board members, including early retirement in accordance with article 2 of the Supervisory Board Charter;
Assessment of succession plans for key positions and EB and SB Profile	b. <u>at least annually</u> assess and recommend any actions to be taken by the Supervisory Board regarding: (i) the leadership-development status, succession plans for key positions on the Management Board and the Supervisory Board, the Chief Compliance Officer and the General Manager CAS, among others in accordance with the Suitability Policy Framework, as well as general talent readiness of the organisation; (ii) the Executive Board Profile, the Supervisory Board Profile, including the targets for gender diversity mentioned therein and, insofar applicable, the policies to meet those targets, as well as the Supervisory Board retirement schedule; and

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- (iii) assist and make recommendations to the Supervisory Board regarding intended outside positions of Management Board and Supervisory Board members.

- 1.4 The Nomination and Corporate Governance Committee shall:
- a. ensure that the Supervisory Board at least annually assesses the structure, size, composition and performance of the Management Board and the Supervisory Board. The Nomination and Corporate Governance Committee may recommend any changes thereto to the Supervisory Board;
  - b. assess the functioning of the Management Board, the performance of individual Management Board members, the functioning of the Supervisory Board and the performance of individual Supervisory Board members, and report on this to the Supervisory Board, at least annually;
- 1.5 In performing its duties included in articles 1.2, 1.3 and 1.4 of this Charter, the Nomination and Corporate Governance Committee shall, to the extent possible and on an ongoing basis, take account of the need to ensure that the Supervisory Board's and Management Board's decision making is not dominated by any individual or small group of individuals in a manner that is detrimental to the interests of the Company as a whole.
- 1.6 The Nomination and Corporate Governance Committee shall assist and make recommendations to the Supervisory Board regarding corporate governance guidelines and best practices, especially to:
- a. ensure that the corporate governance of the Company as a whole and the policy on which it is based is fully transparent and described in the Annual Financial Report;
  - b. evaluate the corporate governance of the Company as a whole;
  - c. make proposals to the Supervisory Board and to the General Meeting for improvements in respect of the foregoing matters;
  - d. ensure that the organisational structure of the Company is clear, implemented consistently and described in the Annual Report; and
  - e. advise the Supervisory Board on any proposed changes to the Supervisory Board Charter, the Supervisory Board Committee Charters and the Management Board Charter.
- 1.7 In the performance of its tasks, the Nomination and Corporate Governance Committee will have adequate financial resources and access to whatever additional advice or support it requires in the discharge of its duties. The Nomination and Corporate Governance Committee is authorised to gather information or seek advice from the Management Board, the Company's staff departments and/or external advisors.
- 1.8 The Nomination and Corporate Governance Committee shall annually review and assess the adequacy of this Charter and the content, format and frequency of the information to be reported to them.

Composition MB and SB

Functioning MB and SB and their members

No domination of the MB's and SB's decision-making

Transparent corporate governance

Corporate governance improvement proposal

Clear organisational structure

Changes to MB, SB and Committee Charters

Resources NCGcom

Review of Charter

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## Article 2. Reporting responsibilities

- Minutes of meeting** 2.1 Minutes of meetings of the Nomination and Corporate Governance Committee shall be sent to the members of the Nomination and Corporate Governance Committee, as well as – unless this is undesired – to the Supervisory Board and the Management Board. The chairperson of the Nomination and Corporate Governance Committee shall report orally on its most recent findings in the next meeting of the Supervisory Board.
- Secretary** 2.2 The Company shall make a secretary available to the Nomination and Corporate Governance Committee, who, among other things, will take minutes of the meetings.

## Article 3. Meetings

- Meetings NCGcom at least twice per year** 3.1 The Nomination and Corporate Governance Committee shall meet at least twice per year; provided that (i) at least one meeting will be held shortly prior to the Supervisory Board meeting in which the Annual Financial Report and the agenda for the General Meeting are determined and (ii) one meeting will be devoted to policies and procedures. Meetings can also take place when the chairperson of the Nomination and Corporate Governance Committee deems it necessary or upon request of the Supervisory Board or the CEO. No resolutions may be passed if the majority of the Nomination and Corporate Governance Committee members then in office, other than those who have a conflict of interest, is not present or represented.
- Attendance MB/SB members and other officers** 3.2 The Nomination and Corporate Governance Committee shall decide who shall be invited to attend its meetings. The Nomination and Corporate Governance Committee may invite other members of the Supervisory Board to discuss specific subjects for which they are responsible, the CEO, other Management Board members, the General Counsel, the Chief HR Officer and any other staff member who can contribute to the discussion.

## Article 4. Composition

- Composition NCGcom** 4.1 The composition of the Nomination and Corporate Governance Committee shall be such that specific expertise relating to human resources (including expertise concerning the selection process and suitability requirements), management development, corporate governance and the business of the Company and its Group Companies is available, with preferably one member having a management development background, and shall otherwise be in accordance with the requirements for the composition of Committees.
- At least 3 members, independency requirements** 4.2 The Nomination and Corporate Governance Committee shall have at least three members, of which no more than one member may be non-Independent; such a member, however, may not be appointed chairperson.