

Agenda

# ING Groep N.V. Annual General Meeting 2018

**Monday 23 April 2018, 14:00 CET**

Muziekgebouw aan 't IJ  
Piet Heinkade 1  
1019 BR Amsterdam  
The Netherlands

This meeting will be webcast on  
the ING Group website [www.ing.com](http://www.ing.com)

# Agenda

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

The Annual General Meeting of ING Groep N.V. ('ING Groep' or the 'Company') will be held on Monday 23 April 2018 at 14:00 CET in the 'Muziekgebouw aan 't IJ', Piet Heinkade 1, 1019 BR Amsterdam, the Netherlands.

### Availability of meeting documents

The following meeting documents are available to shareholders and others entitled to attend the meeting:

- The explanation to the agenda, including the announcements that are required by virtue of the law and the Articles of Association of the Company.
- The 2017 Annual Report, including the Annual Accounts, other information and the reports of the Executive Board and the Supervisory Board.
- Application of the Dutch Corporate Governance Code by ING Groep N.V.
- The profile of the Executive Board and Supervisory Board.

The meeting documents are available on the website of the Company ([www.ing.com/agm](http://www.ing.com/agm)). These documents are also available for inspection at the Company's head office, Bijlmerplein 888, 1102 MG Amsterdam, the Netherlands, and can be obtained free of charge at this address.

The adopted minutes of the Annual General Meeting of 8 May 2017 have been available on the website of the Company ([www.ing.com/agm](http://www.ing.com/agm)) since 8 November 2017.

Questions on the agenda items may be submitted via the website of the Company ([www.ing.com/agm](http://www.ing.com/agm)).

**Amsterdam, 8 March 2018**  
**Executive Board**

**Supervisory Board**

Shareholders who wish to vote at the meeting are requested to register at the Registration Desk before the meeting commences at 14:00 CET to allow the votes to be registered correctly. The Registration Desk closes at 14:00 CET.

For information on how to attend the meeting and exercise voting rights, see page 3.

## Agenda

### Agenda item 1

Opening remarks and announcements.

### Agenda item 2

- A Report of the Executive Board for 2017 (discussion item).
- B Sustainability (discussion item).
- C Report of the Supervisory Board for 2017 (discussion item).
- D Remuneration report (discussion item).
- E Annual Accounts for 2017 (voting item).

### Agenda item 3

- A Profit retention and distribution policy (discussion item).
- B Dividend for 2017 (voting item).

### Agenda item 4

- A ING's application of the revised Dutch Corporate Governance Code (discussion item).
- B Amendment of the Executive Board profile (discussion item).
- C Amendment of the Supervisory Board profile (discussion item).

### Agenda item 5

- A Discharge of the members and former members of the Executive Board in respect of their duties performed during the year 2017 (voting item).
- B Discharge of the members and former members of the Supervisory Board in respect of their duties performed during the year 2017 (voting item).

### Agenda item 6

Amendment to the remuneration policy for members of the Executive Board (voting item).

### Agenda item 7

Composition of the Supervisory Board: reappointment of Eric Boyer de la Giroday (voting item).

### Agenda item 8

- A Authorisation to issue ordinary shares (voting item).
- B Authorisation 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 the Company's capital (voting item).

### Agenda item 10

Any other business and conclusion.

# Record date, registration, attendance and voting procedures

## Attendance and proxies

Shareholders who wish to attend the Annual General Meeting either in person or by proxy:

- have to be a shareholder at the Record Date (**see under I**),
- have to register for the Annual General Meeting (**see under II**), and
- will receive a confirmation of registration for admission to the Annual General Meeting (**see under III**).

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

- have to be a shareholder at the Record Date (**see under I**), and
- may grant an electronic voting proxy to Ms J.J.C.A. Leemrijse, civil-law notary at Allen & Overy in Amsterdam, the Netherlands, or her substitute, with the instructions to vote at the Annual General Meeting on the shareholders' behalf (**see under IV**).

## I. Record Date

The Record Date for this Annual General Meeting is Monday, **26 March 2018**.

Every person recorded as a shareholder 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 the Company,

is entitled to attend the Annual General Meeting and to exercise the voting rights in accordance with the number of shares held at this date. This entitlement is not affected by any acquisition or disposal of shares after the Record Date. The Company does not require blocking of shares in order to attend a General Meeting. However, it cannot be excluded that an Intermediary does require blocking of shares in specific situations.

## II. Registration of shareholders

Shareholders who wish to attend the Annual General Meeting, either in person or by proxy, have to register for the meeting no earlier than the Record Date and no later than Wednesday, **18 April 2018**, 17:30 CET, via an electronic voting platform, available via [www.ing.com/agm](http://www.ing.com/agm).

Alternatively:

- shareholders whose shares are registered in the Shareholders' Register kept by the Company, may register in writing with **ING Bank Issuer Services**, location TRC 02.039, Foppingadreef 7, 1102 BD Amsterdam, the Netherlands, email: [iss.pas@ing.nl](mailto:iss.pas@ing.nl); while
- shareholders whose shares are recorded in the records of an Intermediary, may register in writing through that Intermediary with ING Bank Issuer Services at the address mentioned above. Together with this registration, the relevant Intermediary must provide ING Bank Issuer Services with a statement containing the number of shares held by the respective shareholder on the Record Date and for which number of shares registration for the Annual General Meeting is requested.

Shareholders who wish to be represented by a representative of their own choice must, together with their registration, submit a written proxy. For this purpose, proxy forms can be obtained via [www.ing.com/agm](http://www.ing.com/agm); or upon request from ING Bank Issuer Services at the address mentioned above.

## III. Admission to the Annual General Meeting

Shareholders or, if applicable, their proxies will subsequently receive a confirmation of registration, including registration number, by email or regular mail. The registration number will give shareholders and their proxies entrance to the Annual General Meeting. 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). In any case shareholders or their proxies who do not receive the registration number in time, will be requested to identify themselves by means of a valid identification document prior to the Annual General Meeting.

## IV. Proxy voting

Shareholders who will not be attending the Annual General Meeting 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 on the shareholder's behalf. To that effect, the shareholder should submit his/her voting instructions to the civil law notary via an electronic voting platform (EVO) via [www.ing.com/agm](http://www.ing.com/agm). By casting his/her vote on this website, the shareholder grants proxy to civil-law notary Ms J.J.C.A. Leemrijse or her substitute to vote on the shares at the Annual General Meeting in accordance with the instructions. Voting instructions have to be received no later than Wednesday, **18 April 2018**, 17:30 CET, or
- submit his/her 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 above (**see under II**).

After completion and signing, the proxy form should be sent to ING Bank Issuer Services at the address mentioned above where it should be received no later than Wednesday, **18 April 2018**, 17:30 CET.

## V. 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).

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