

# ING Shareholders' Meeting

Amsterdam, 24 April 2007  
[www.ing.com](http://www.ing.com)

**INSURANCE - BANKING - ASSET MANAGEMENT**



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Frank Koster

Director Corporate Communications

# Agenda item 1

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## Opening remarks and announcements

# 2007 Shareholders' Meeting

On the Record date, 26 March 2007, the issued capital of the company consisted of:

2,210,540,716 ordinary shares and  
63,029,411 preference A shares

No votes can be cast on 55,190,500 ordinary shares as the depositary receipts for those shares were held by the company on the Record date

Consequently, a total of 2,470,497,271 votes can be cast

# Agenda item 1

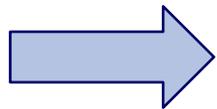
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## Opening remarks and announcements

# Agenda item 2A – discussion item

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Report of the Executive Board for 2006



***See Annual Report, pages 13 to 55***



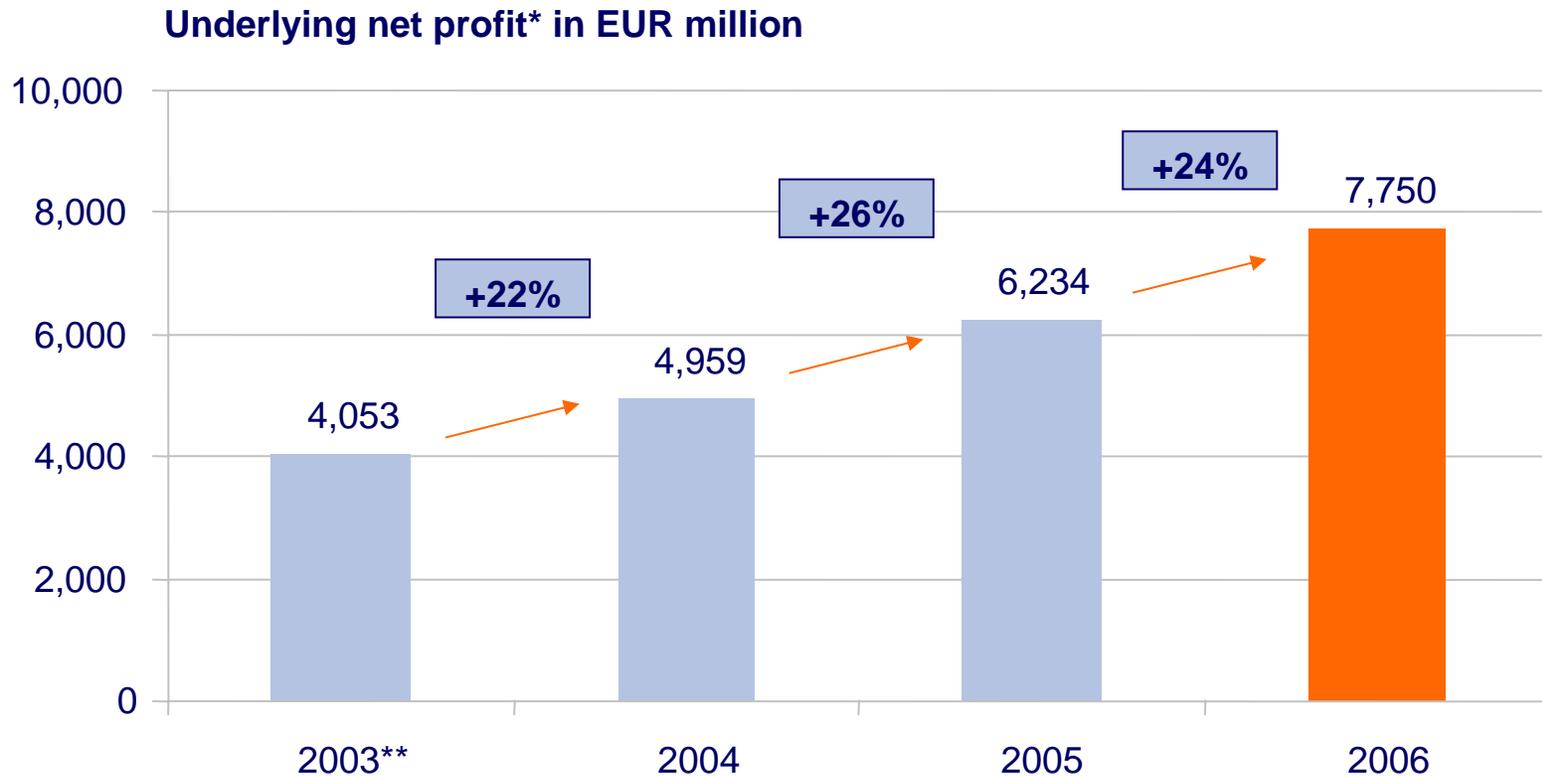
# Building on the momentum of profitable growth

ING Shareholders' Meeting, 24 April 2007

# Key points

- ING's earnings momentum demonstrates the impact of portfolio management and execution on delivering both returns and growth
- Going forward ING will focus on driving further profitable growth, while helping customers manage their financial future and developing in the wealth accumulation space
  - Focus on savings, life insurance, mutual funds, mortgages, retirement services, real estate funds, private banking and other wealth accumulation funds
- ING has built the business model to deliver robust profitable growth
  - Strong distribution capacity
  - High performance product capabilities
  - Leading brand

# All our businesses have helped our growth momentum continue over 2006...

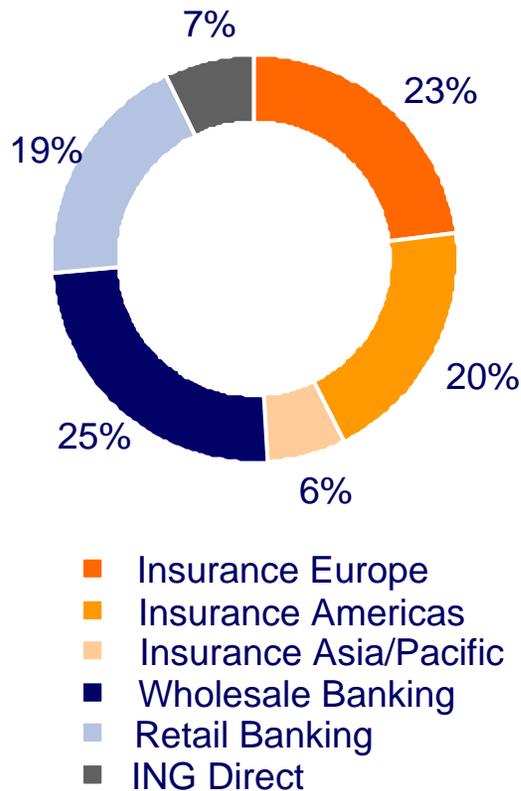


\* Underlying net profit is defined as net profit excl. divestments and special items

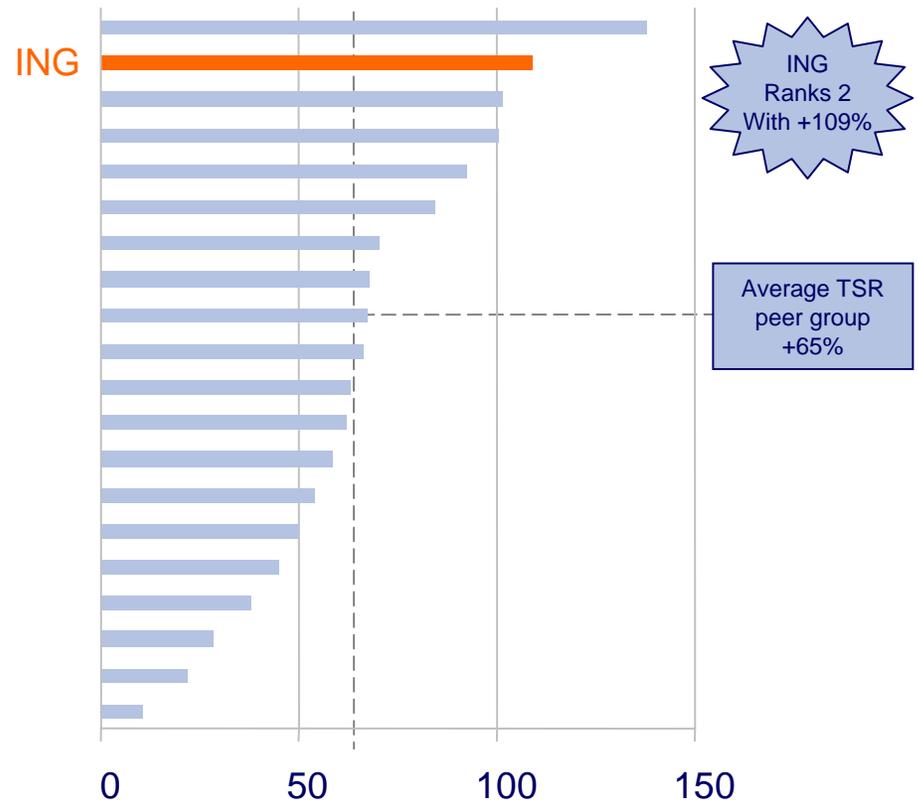
\*\* Dutch GAAP

# ...which highlights ING's solid earnings capacity

Contribution of business lines in FY 2006\*

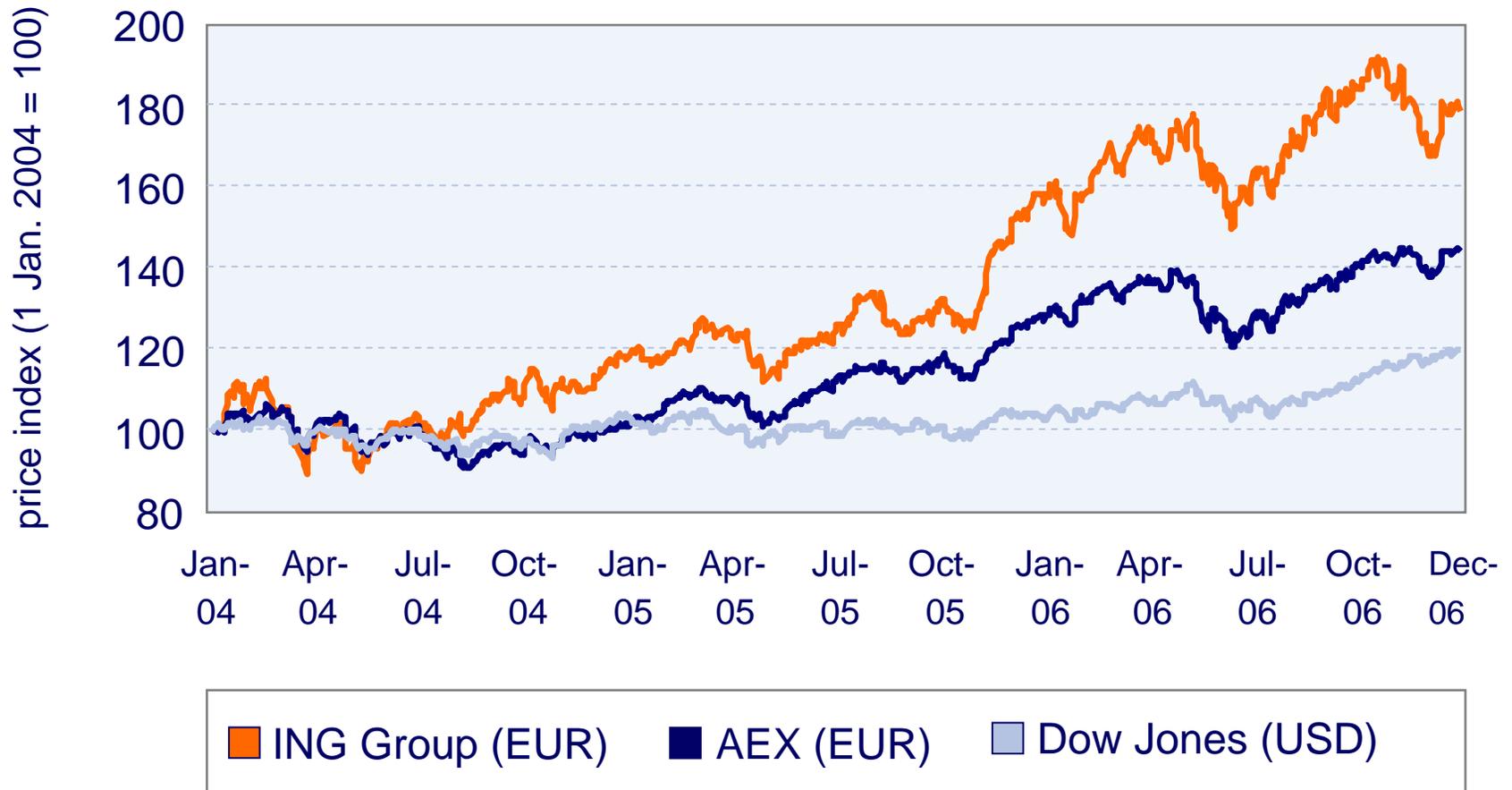


TSR 1 January 2004 – 31 December 2006

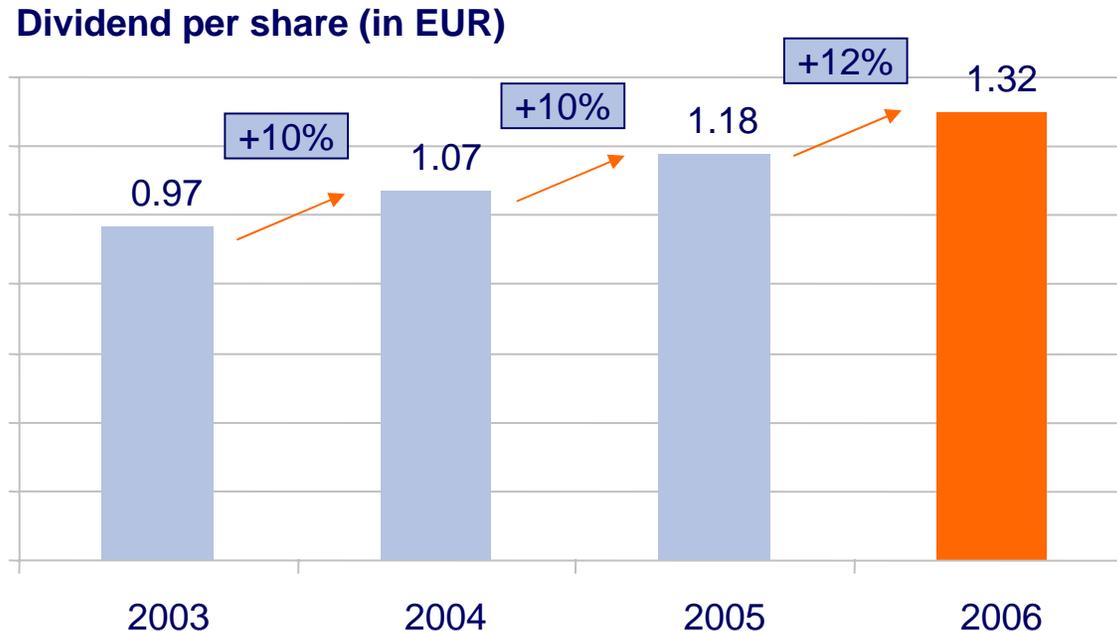


\* Underlying pre-tax profit. Excludes component 'Other' in Banking and Insurance

# Share price development ING Group 2004 to end 2006



# Dividend increase reflects strong performance and confidence in the future



- Total dividend 2006 proposed EUR 1.32 per share, up 12%
- Final dividend 2006 proposed EUR 0.73, fully in cash

# Results driven by very strong core business performance and management focus

## Economic environment

- Whole industry benefited from a generally favourable economic environment, including reduced loan loss provisions in 2005-6, which supported underlying net profit growth
- ... but the yield curve environment has been unfavourable

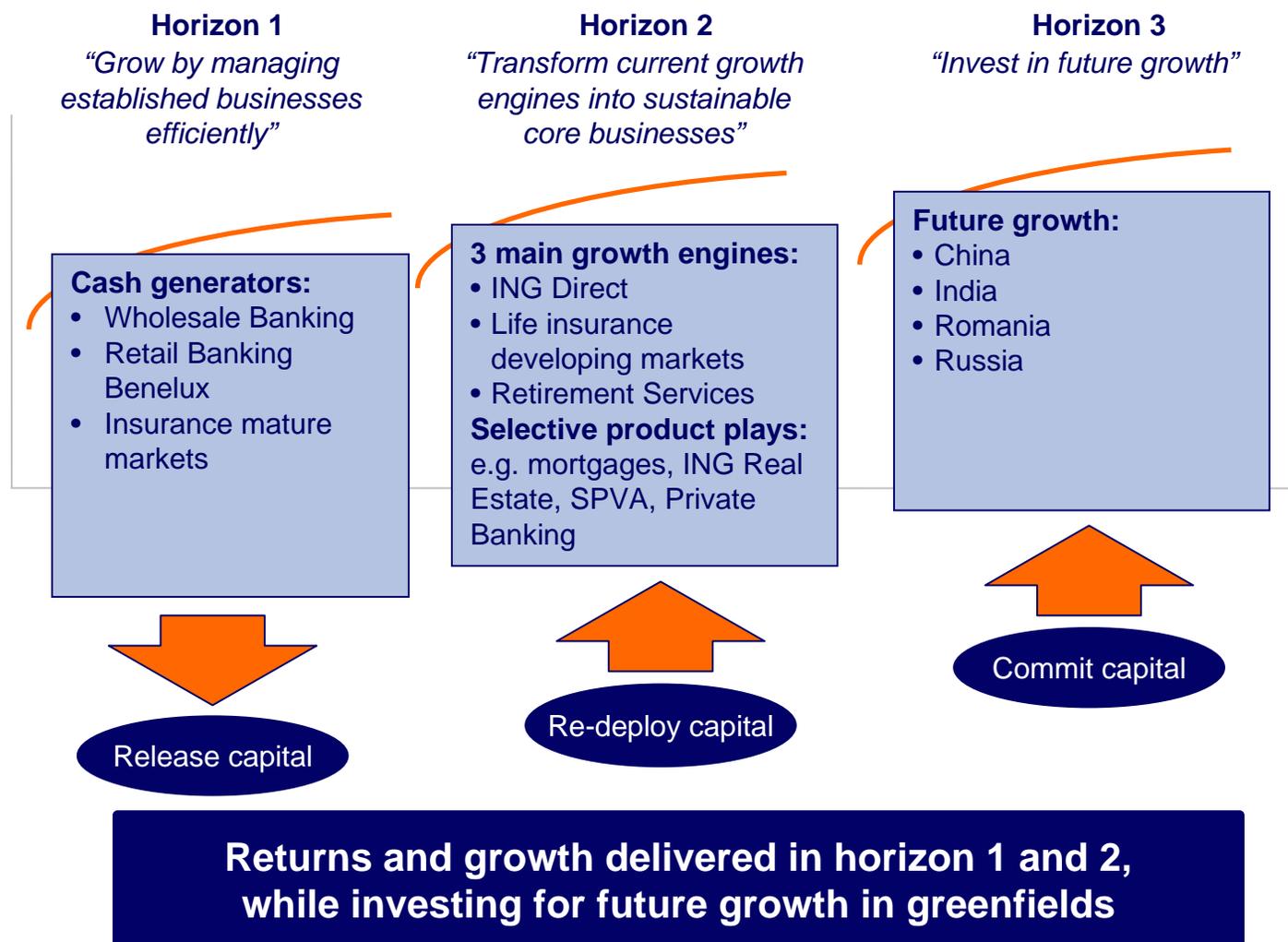
## Core business performance

- Bulk of underlying net profit growth mainly driven by core business growth independent from the cycle
- Combination of portfolio rebalancing, capital allocation, sales growth, operational improvement and risk management

## Management focus

- Portfolio management - Balanced across horizons
- Talent management - Built winning performance culture
- KPI discipline - Introduced managing for value
- Execution focus - Concentrated on delivery

# Portfolio management – Balanced strategy to deliver both returns and growth across three horizons



# Shift to high return businesses driving returns

## % of economic capital invested in business with a return:

Below cost of capital  
(mainly Greenfields):

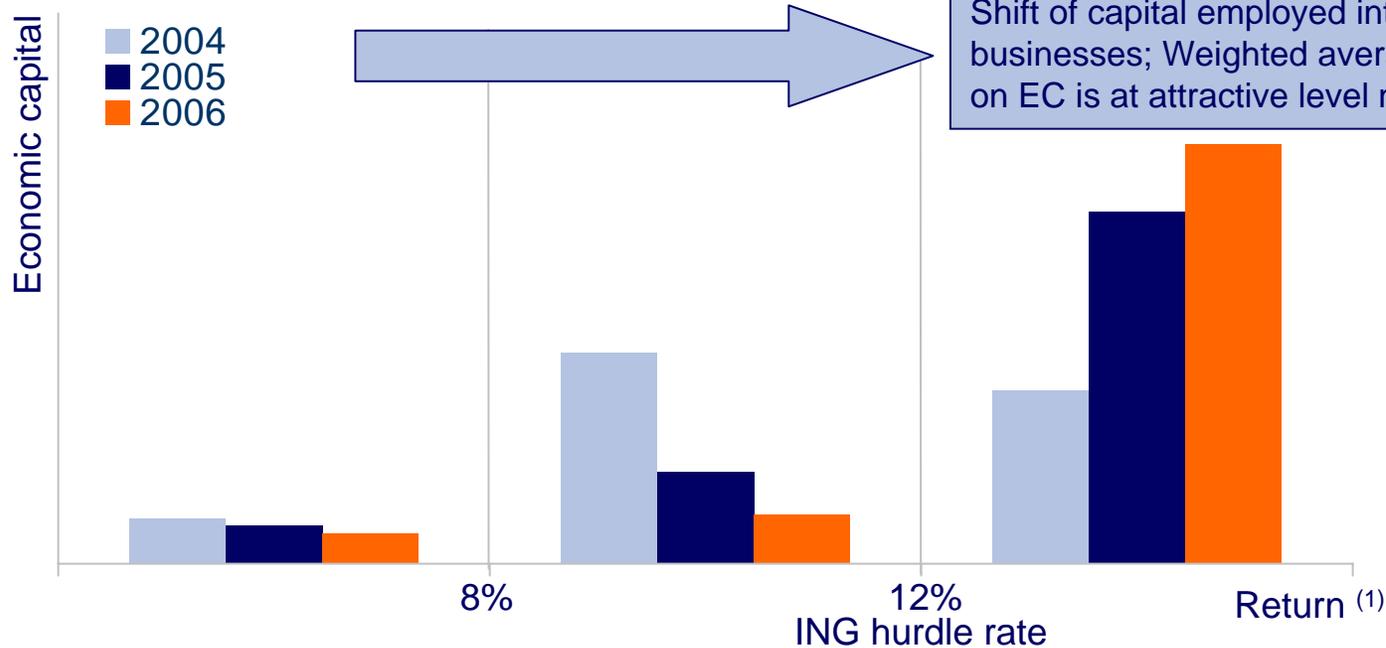
- 11% of EC in 2004
- 8% of EC in 2005
- 6% of EC in 2006

Above cost of capital but  
below ING hurdle rate:

- 49% of EC in 2004
- 19% of EC in 2005
- 10% of EC in 2006

Above ING hurdle rate:

- 40% of EC in 2004
- 73% of EC in 2005
- 84% of EC in 2006



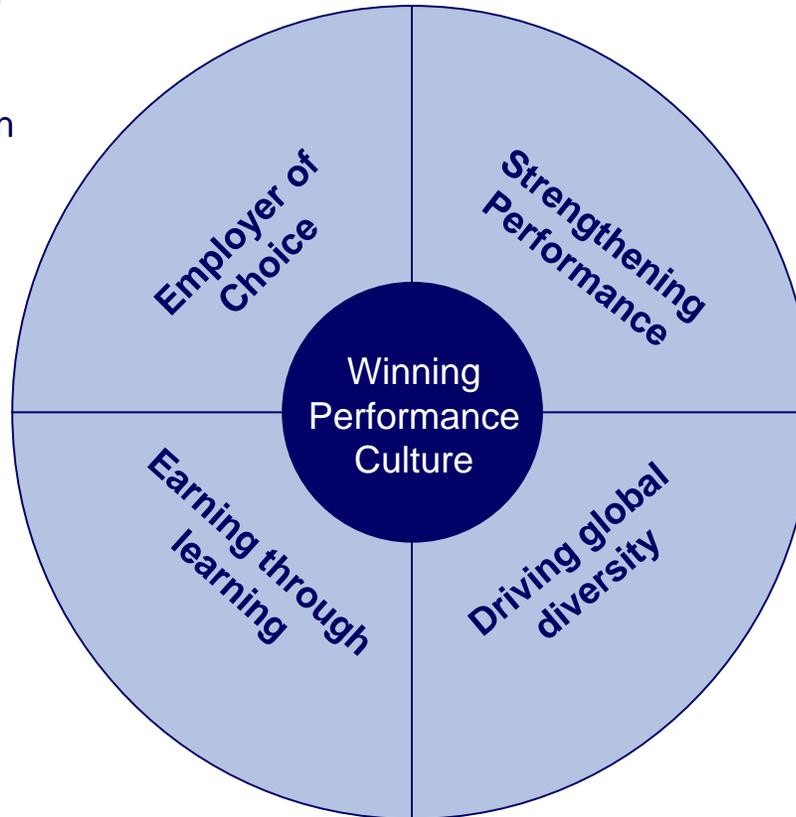
Shift of capital employed into high return businesses; Weighted average return on EC is at attractive level now

(1) Return defined as RAROC for Banking, vRoEC for Life and RoEC for non-Life

# Talent Management – Significant progress in building winning performance culture

- #1 employer of choice in The Netherlands
- ING Direct rated as top-tier attractive employer in US, Germany and UK
- Annual employee satisfaction survey and follow-up

- ING Business School instills corporate values
- Action learning to business-based projects with bottom-line impact

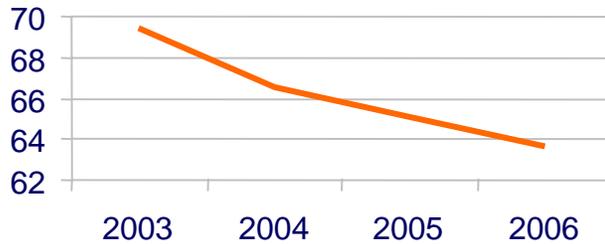


- Bench strengthening of top-200
- Enhanced annual performance evaluation based on leadership capabilities as well as business results
- Leadership Council and Management Council are well established

- Diversity Award 2006 by Dutch Confederation of Industry
- Voted among 'best places to work for Hispanics in the US'
- Top score in Corporate Equality Index 2006 from US Human Rights Campaign

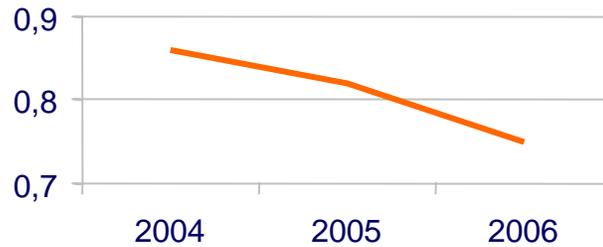
# KPI discipline – Costs under control and efficiency is improving across all businesses

**Underlying cost/income ratio Banking (%)**



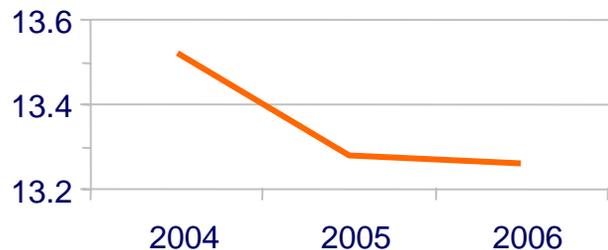
Banking cost/income ratio improved to 63.6%

**Expenses as % of AuM**



Expenses to AUM improved to 0.75%

**Expenses as % of premium income**

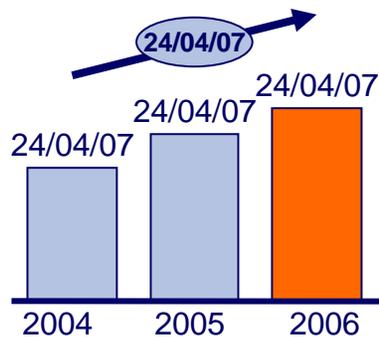


Expenses to life premium income improved to 13.26%

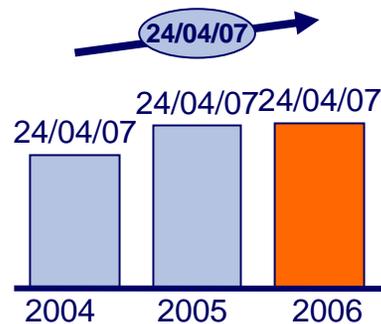
# Execution Focus – Delivery of growth in Insurance

## Underlying profit before tax in EUR million

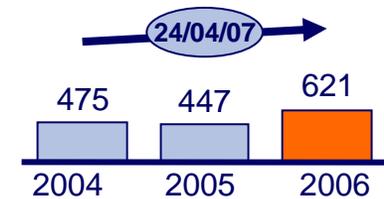
### Insurance Europe



### Insurance Americas



### Insurance Asia Pacific



#### Key positions

- Leading life insurer in NL
- Market leader in life & pensions combined in CE

#### Key positions

- Leading insurance and wealth manager in US
- #1 P&C insurer in Canada
- Top 5 insurance and pensions in Mexico

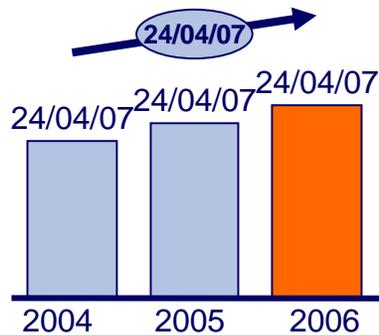
#### Key positions

- #2 foreign life insurer in Asia
- #3 retail asset manager in Asia excluding Japan

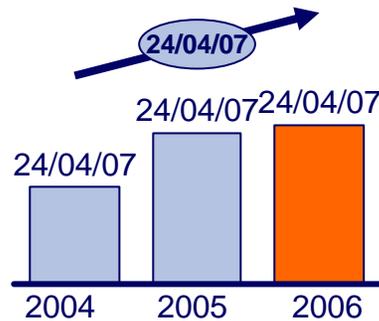
# Execution Focus – Delivery of growth in Banking

## Underlying profit before tax in EUR million

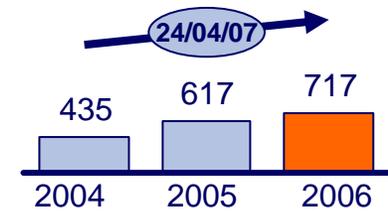
### Wholesale Banking



### Retail Banking



### ING Direct



#### Key positions

- #1 global real estate manager
- #2 Wholesale Bank in NL, B, #1 in Benelux
- Top 5 in European PCM

#### Key positions

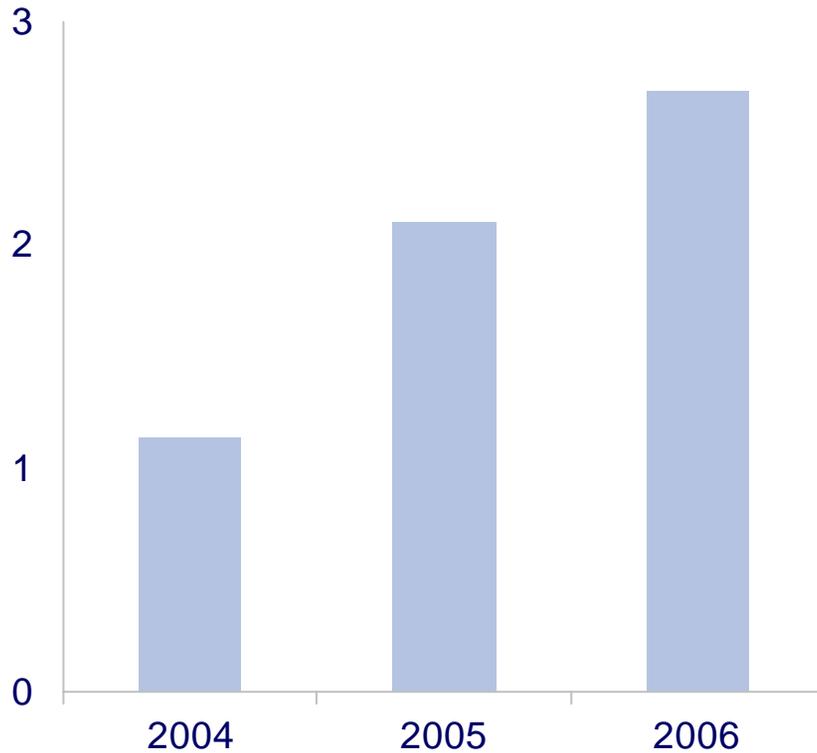
- Top-3 bank in the Netherlands
- #4 retail bank in Belgium
- #4 bank in Poland

#### Key positions

- #1 global leading direct bank with 17.5m customers

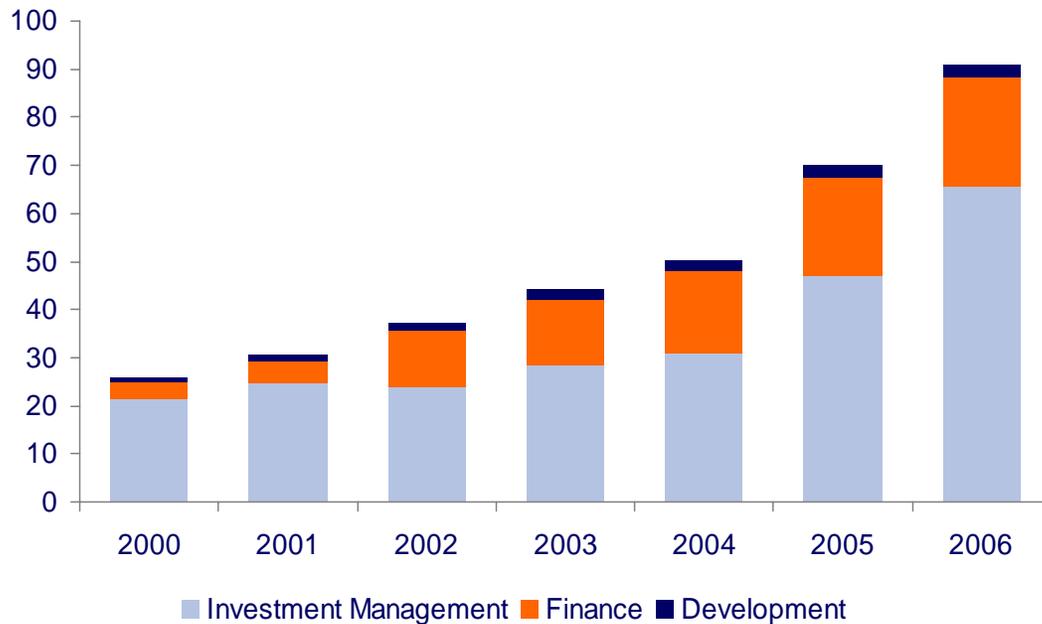
# Postbank: Simplifying processes and meeting customer needs

Millions of visitors to Mijn Postbank.NL



# ING Real Estate: World's largest real estate investment manager

## Assets under management (EUR bn)



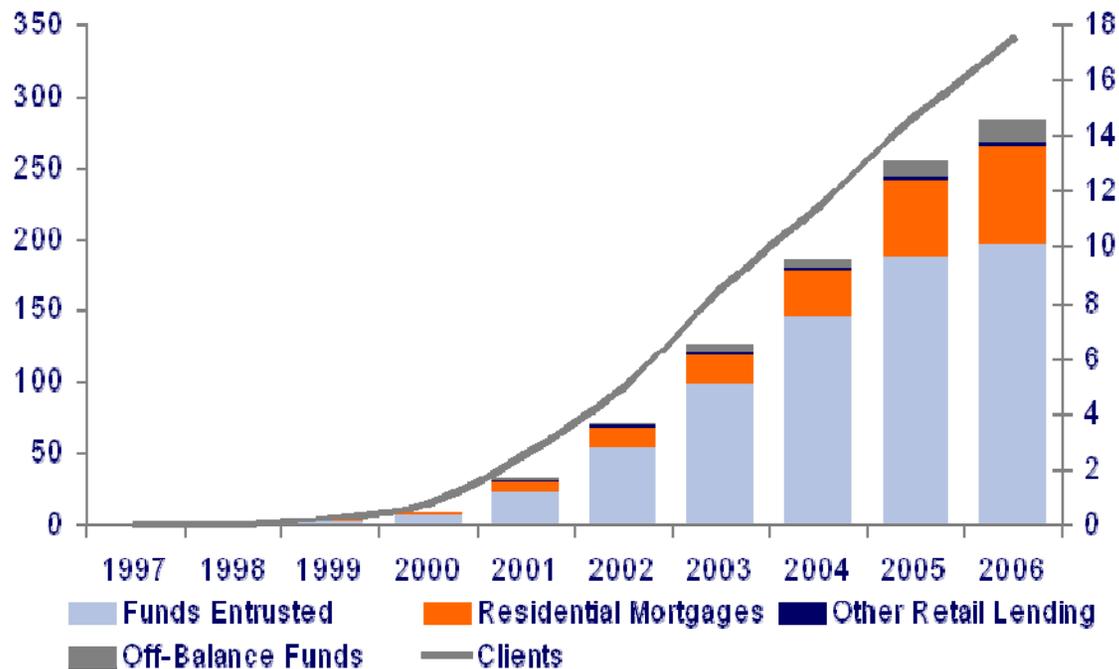
Shopping centre Mosea Forum  
In Maastricht, Netherlands

# ING Direct: The world's leading direct bank



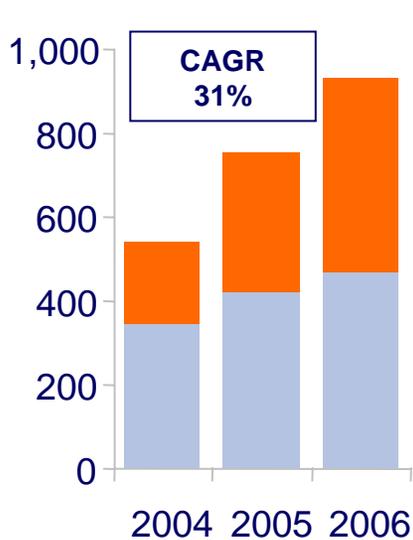
Australia    Austria    United Kingdom  
 France        Italy        Canada  
 Germany      Spain      United States

**Total Client Retail Balance  
(EUR bn)**

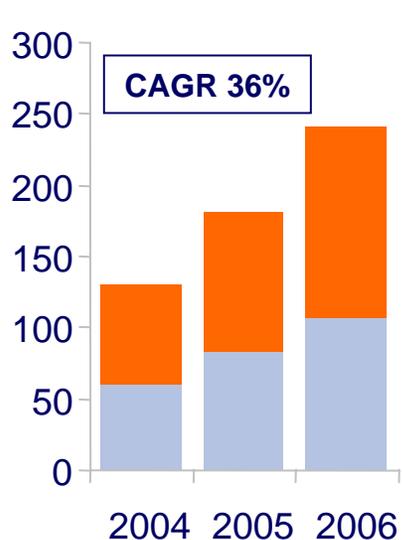


# U.S. Wealth Management: Huge opportunities in the world's largest wealth market

**Pre-tax Profit**  
(USD millions)



**Value of New Business\***  
(USD millions)



■ US Annuities  
■ US Retirement Services

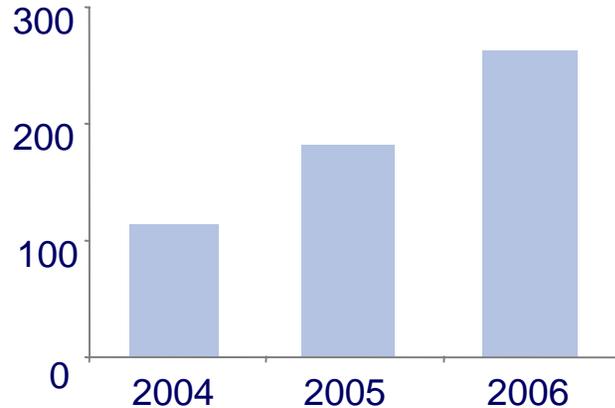
\* Excludes impact of change in discount rate



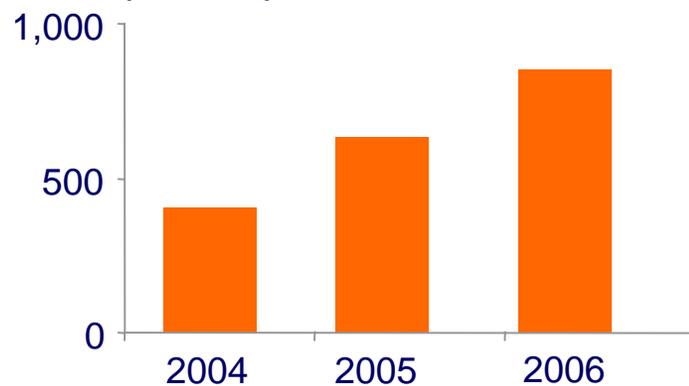
The City of San Jose in California, where ING won deal to manage city employees retirement plan

# South Korea: Strong growth in existing business and investing in new initiatives

Underlying profit before tax  
(EUR mln)



Annual premium equivalent  
(EUR mln)



# New growth markets

## Romania

Over 300,000 new retail banking customers since 2004

## India

40% rise number tied agents in 2006 to more than 26,000

## China

Bancassurance growth opportunities through Bank of Beijing

# Going forward, ING's focus is on helping customers manage their financial future

## Customer-centricity

Getting older

Becoming richer

Expecting 24/7 distribution

Demanding simplicity and reliability

## ING Mission

“Setting the standard in helping our customers manage their financial future”

Risk of living too long *and* not saving enough  
⇒ **Risk of outliving savings**

# We have built up the business capabilities for accelerated growth in this space

## Strong distribution reach

- Broad customer base in over 50 countries
- Full distribution range from direct to tied agents
- Entrepreneurship: ING Direct, Self'Bank, agents

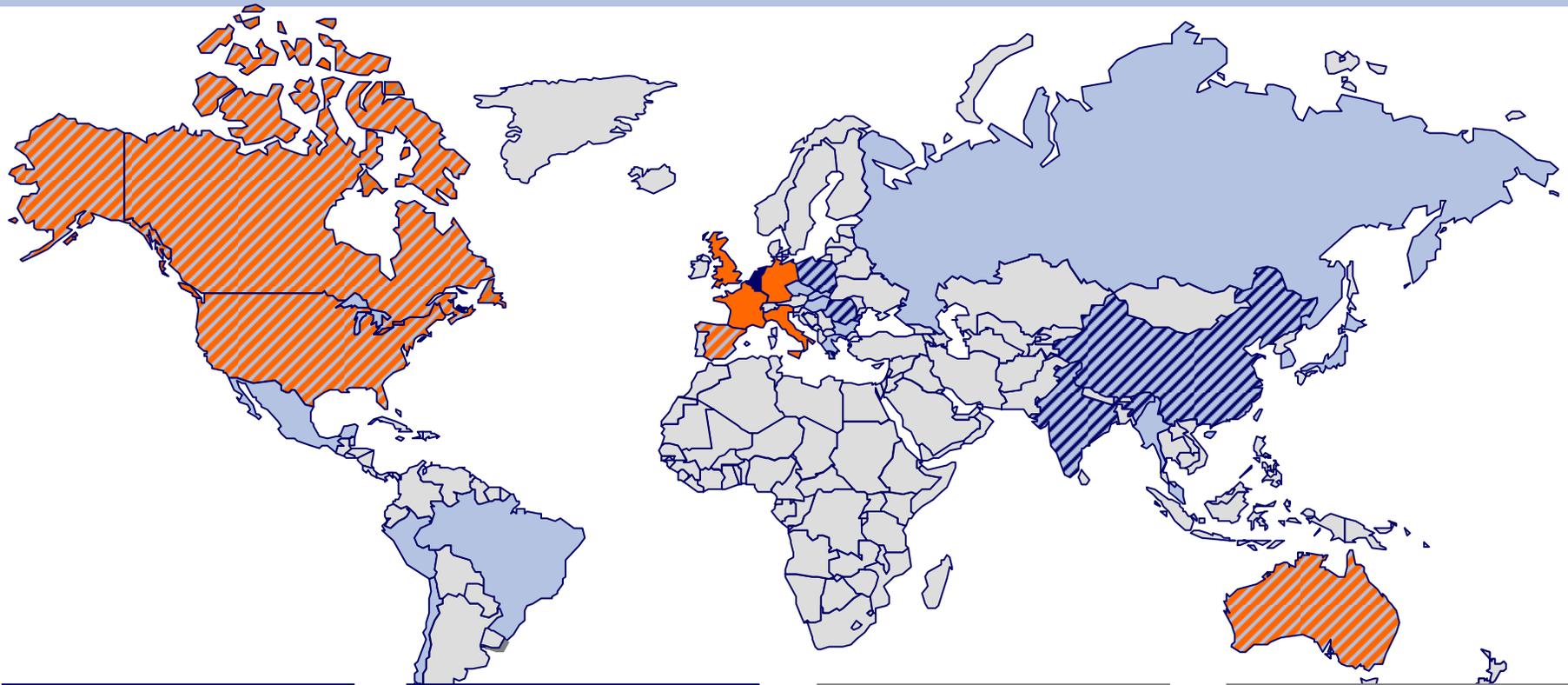
## High performance product capabilities

- Leading offering in savings, investments, mortgages, asset management and life insurance
- Product risk skills: protection, guarantee, credit

## Leading brand

- 1 of 9 financial services brands in global top 100
- Marketing excellence driving customer acquisition and product design

# Strong Distribution Reach – Ranging from direct to tied agents and third party channels



## Multi-channel

15 million customers  
4,100 branches

## Direct

17.5 million customers

## Agents

11 million customers  
68,000 tied agents  
9,000 ING Advisor  
Network agents (US)

## 3<sup>rd</sup> party channel

200,000 brokers in US  
and Europe  
Selected partners in CE  
and Asia  
Institutional consultants

# High Performance Product Capabilities – Leading product offering, supported by risk capability

Wealth accumulation	<ul style="list-style-type: none"><li>• Savings – e.g., Orange savings account</li><li>• Fixed and variable annuities – e.g., SPVA</li><li>• Pensions</li></ul>
Investment Management	<ul style="list-style-type: none"><li>• Mutual funds</li><li>• Fixed income institutional</li><li>• Real Estate</li></ul>
Asset generation	<ul style="list-style-type: none"><li>• Mortgages</li><li>• Specialised finance – e.g., Project finance, acquisition finance</li><li>• Leasing</li></ul>
Product risk skills	<ul style="list-style-type: none"><li>• Guarantees</li><li>• Protection (longevity, mortality, disability)</li><li>• Credit</li></ul>

- On balance sheet and off balance sheet
- Own channels and third party channels
- Third party products were helpful

# Leading Brand – One of nine financial services brands in the global top 100



- ING businesses around the world increasingly under the single ING brand
- Formula 1 sponsorship with global reach exceeding 850 million live viewers
- Roll-out of common ING branded products: Orange Account, SPVA
- Website ranked 8th in the world, 1st among financial services by FT/Bowen Craggs

Sources: Interbrand brand ranking, 2006



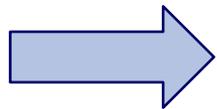
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- Going forward ING will focus on driving further profitable growth, while helping customers manage their financial future and developing in the wealth accumulation space
  - Focus on savings, life insurance, mutual funds, mortgages, retirement services, real estate funds, private banking and other wealth accumulation funds
- ING has built the business model to deliver robust profitable growth
  - Strong distribution capacity
  - High performance product capabilities
  - Leading brand

# Agenda item 2A – discussion item

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Report of the Executive Board for 2006

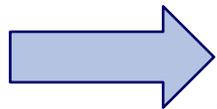


***See Annual Report, pages 13 to 55***

# Agenda item 2B – discussion item

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Report of the Supervisory Board for 2006



***See Annual Report, pages 56 to 58***

# 2007 Shareholders' Meeting

Present or represented are:

- 8 shareholders
- 441 holders of depositary receipts

holding on the Record date (26 March 2007):

- 2,209,960,933 ordinary shares
- 63,027,041 preference A shares

together permitting 2,469,905,638 votes to be cast

- ING Trust Office excluded, 791,500,393 votes (36,73% of total number of votes), will be cast in the meeting and by means of proxy voting

# Agenda item 2C – voting item

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Annual Accounts for 2006



***See Annual Report, pages 88 to 217***

# Agenda item 2C

## Annual Accounts for 2006

<b>In favour</b>	<b>2,432,067,552</b>
<b>Against</b>	<b>613,874</b>
<b>Abstentions</b>	<b>37,224,212</b>
Excluding ING Trust Office	
In favour	1,040,272,797
Against	613,874
Abstentions	37,224,212

# Agenda item 3A – discussion item

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## Profit retention and distribution policy

- No change in policy



***See Annual Report, page 8***

# Agenda item 3B – voting item

## Dividend for 2006

- Total dividend 2006: EUR 1.32 per (depository receipt for an) ordinary share (2005: EUR 1.18)
- Interim dividend 2006: EUR 0.59
- Final dividend: EUR 0.73, fully in cash
- ING share quotation ex final dividend 2006: 26 April 2007
- Payment date (Euronext): 3 May 2007



***See Annual Report, pages 7 and 219***

# Agenda item 3B

## Dividend for 2006

<b>In favour</b>	<b>2,467,511,333</b>
<b>Against</b>	<b>93,118</b>
<b>Abstentions</b>	<b>2,301,187</b>
Excluding ING Trust Office	
In favour	1,075,716,578
Against	93,118
Abstentions	2,301,187

# BREAK

*ING Shareholders' Meeting, 24 April 2007*

# Agenda item 4A – discussion item

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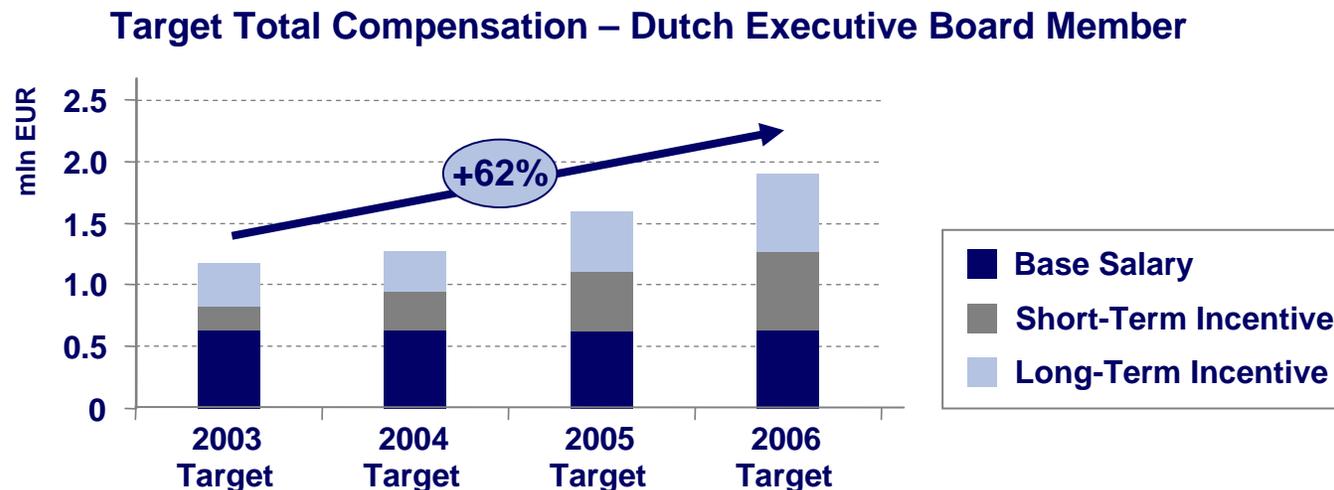
## Remuneration report



***See Annual Report, pages 74 to 86***

# Development in Target EB Compensation 2003 - 2006

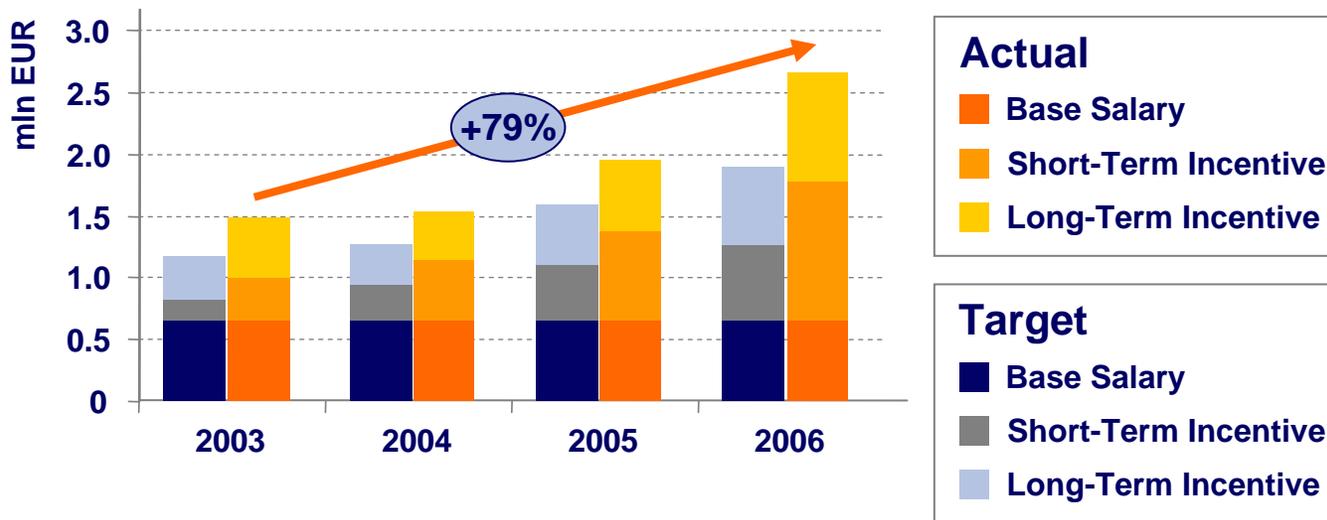
- Key elements of the approved EB Remuneration policy
  - To gradually converge to the European/Dutch median benchmark over a three year period by increasing target short-term and long-term incentives
  - Ensure variable remuneration payouts will more directly reflect performance
  - Over time, target total remuneration to be divided equally between each component (i.e. 1/3 base salary, 1/3 short-term incentive, 1/3 long-term incentive)



# Development in Actual EB Compensation 2003 - 2006

- Actual Compensation has been higher than target due to strong performance
  - Actual compensation based upon financial and non-financial performance objectives that are determined annually by the Supervisory Board.
  - Actual results of financial objectives are reviewed by the ING external auditor.
  - Actual payouts reflect the policy as approved by the Shareholders' meeting in 2004 and supported by strong financial performance from 2003 to 2006

**Total Compensation, Actual versus Target – Dutch Executive Board Member**



# New Defined Contribution EB Pension Plan

- At the 25 April 2006 Shareholders' Meeting, it was agreed to amend the Executive Board remuneration policy with respect to pensions.
- As intended, the Executive Board pension plan is now a defined contribution plan, which was implemented for 2006.
- The pension plan was revised as a result of regulatory changes and to align with the primary objective of the ING remuneration policy to enable the company to recruit and to retain qualified and expert managers.
- The new defined contribution plan maintains a comparable level of benefit and cost as the previous defined benefit pension plan.
- The new pension plan applies to all Executive Board members with the exception of:
  - Tom McInerney, who participates in the US pension plan;
  - Cees Maas, who was born before 1950, thus continues to participate in the previous Executive Board defined benefit pension plan.

# Agenda item 4A – discussion item

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## Remuneration report



***See Annual Report, pages 74 to 86***

# Agenda item 4B – voting item

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Maximum number of stock options, performance shares and conditional shares to be granted to members of the Executive Board for 2006

- 485,058 stock options
- 202,960 maximum number of performance shares
- 37,633 conditional shares granted to Tom McInerney



***See Annual Report, pages 76 and 77***

# Agenda item 4B

Maximum number of stock options, performance shares and conditional shares to be granted to members of the Executive Board for 2006

<b>In favour</b>	<b>2,421,890,011</b>
<b>Against</b>	<b>21,286,718</b>
<b>Abstentions</b>	<b>26,728,909</b>
Excluding ING Trust Office	
In favour	1,030,095,256
Against	21,286,718
Abstentions	26,728,909

# Agenda item 5A – discussion item

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Corporate governance



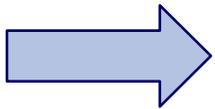
***See Annual Report, pages 59 to 68***

# Agenda item 5B – voting item

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## Amendments to the Articles of Association

- Convocation of shareholders' meetings
- Participation in shareholders' meetings and in voting



***See Annual Report, page 59***

# Agenda item 5B

## Amendments to the Articles of Association

<b>In favour</b>	<b>2,463,813,599</b>
<b>Against</b>	<b>572,682</b>
<b>Abstentions</b>	<b>5,519,357</b>
Excluding ING Trust Office	
In favour	1,072,018,844
Against	572,682
Abstentions	5,519,357

# Agenda item 6 – discussion item

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## Corporate Responsibility

- ING Human Rights Statement
- ING to become carbon neutral
- Launch of revised Equator Principles
- ING Chances for Children raises targets



***See Annual Report, pages 53 to 55***

# Agenda item 7A – voting item

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Discharge of the Executive Board in respect of the duties performed during the year 2006

# Agenda item 7A

## Discharge of the Executive Board in respect of the duties performed during the year 2006

<b>In favour</b>	<b>2,453,868,547</b>
<b>Against</b>	<b>7,209,591</b>
<b>Abstentions</b>	<b>8,827,500</b>
Excluding ING Trust Office	
In favour	1,062,073,792
Against	7,209,591
Abstentions	8,827,500

# Agenda item 7B – voting item

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Discharge of the Supervisory Board in respect of the duties performed during the year 2006

# Agenda item 7B

## Discharge of the Supervisory Board in respect of the duties performed during the year 2006

<b>In favour</b>	<b>2,453,295,948</b>
<b>Against</b>	<b>7,788,515</b>
<b>Abstentions</b>	<b>8,821,175</b>
Excluding ING Trust Office	
In favour	1,061,501,193
Against	7,788,515
Abstentions	8,821,175

# Agenda item 8 – discussion item

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## Proposed change of audit structure

- Switch from two audit firms to one single audit firm
- Ernst & Young and KPMG invited to tender
- Appointment proposal in the 2008 Shareholders' meeting

# Agenda item 9A – voting item

## Composition of the Executive Board:

### Appointment of John Hele



# Agenda item 9A

## Composition of the Executive Board: Appointment of John Hele

<b>In favour</b>	<b>2,456,488,874</b>
<b>Against</b>	<b>1,808,992</b>
<b>Abstentions</b>	<b>11,607,772</b>
Excluding ING Trust Office	
In favour	1,064,694,119
Against	1,808,992
Abstentions	11,607,772

# Agenda item 9B – voting item

## Composition of the Executive Board:

### Appointment of Koos Timmermans



# Agenda item 9B – voting item

## Composition of the Executive Board: Appointment of Koos Timmermans

<b>In favour</b>	<b>2,456,377,039</b>
<b>Against</b>	<b>1,783,054</b>
<b>Abstentions</b>	<b>11,745,545</b>
Excluding ING Trust Office	
In favour	1,064,582,284
Against	1,783,054
Abstentions	11,745,545

# Agenda item 10A – voting item

## Composition of the Supervisory Board:

Reappointment of  
Claus Dieter Hoffmann



# Agenda item 10A

## Composition of the Supervisory Board: Reappointment of Claus Dieter Hoffmann

<b>In favour</b>	<b>2,454,027,669</b>
<b>Against</b>	<b>4,355,649</b>
<b>Abstentions</b>	<b>11,522,320</b>
Excluding ING Trust Office	
In favour	1,062,232,914
Against	4,355,649
Abstentions	11,522,320

# Agenda item 10B – voting item

## Composition of the Supervisory Board:

Reappointment of  
Wim Kok



# Agenda item 10B

## Composition of the Supervisory Board: Reappointment of Wim Kok

<b>In favour</b>	<b>2,451,021,380</b>
<b>Against</b>	<b>7,403,578</b>
<b>Abstentions</b>	<b>11,480,680</b>
Excluding ING Trust Office	
In favour	1,059,226,625
Against	7,403,578
Abstentions	11,480,680

# Agenda item 10C – voting item

Composition of the Supervisory Board:

Appointment of Henk Breukink



# Agenda item 10C

## Composition of the Supervisory Board: Appointment of Henk Breukink

<b>In favour</b>	<b>2,457,182,889</b>
<b>Against</b>	<b>1,052,775</b>
<b>Abstentions</b>	<b>11,669,974</b>
Excluding ING Trust Office	
In favour	1,065,388,134
Against	1,052,775
Abstentions	11,669,974

# Agenda item 10D – voting item

Composition of the Supervisory Board:

Appointment of Peter Elverding



# Agenda item 10D

## Composition of the Supervisory Board: Appointment of Peter Elverding

<b>In favour</b>	<b>2,457,249,941</b>
<b>Against</b>	<b>1,079,243</b>
<b>Abstentions</b>	<b>11,576,454</b>
Excluding ING Trust Office	
In favour	1,065,455,186
Against	1,079,243
Abstentions	11,576,454

# Agenda item 10E – voting item

Composition of the Supervisory Board:

Appointment of Piet Hoogendoorn



# Agenda item 10E

## Composition of the Supervisory Board: Appointment of Piet Hoogendoorn

<b>In favour</b>	<b>2,431,033,790</b>
<b>Against</b>	<b>12,780,071</b>
<b>Abstentions</b>	<b>26,091,777</b>
Excluding ING Trust Office	
In favour	1,039,239,035
Against	12,780,071
Abstentions	26,091,777

# Agenda item 11A – voting item

## Authorisation to issue ordinary shares with or without preferential rights

- for a total of 220,000,000 ordinary shares, plus
- for a total of 220,000,000 ordinary shares, only if these shares are issued in connection with the take-over of a business or company
- Duration 18 months

# Agenda item 11A

## Authorisation to issue ordinary shares with or without preferential rights

<b>In favour</b>	<b>2,296,383,578</b>
<b>Against</b>	<b>168,141,229</b>
<b>Abstentions</b>	<b>5,380,831</b>
Excluding ING Trust Office	
In favour	904,578,823
Against	168,141,229
Abstentions	5,380,831

# Agenda item 11B – voting item

## Authorisation to issue preference B shares with or without preferential rights

- for a total of 10,000,000 preference B shares
- Issue price at least equal to prevailing stock price per (depository receipt for an) ordinary share (no dilution of voting rights)
- Only for conversion ING Perpetuals III
- Duration 18 months

# Agenda item 11B

## Authorisation to issue preference B shares with or without preferential rights

<b>In favour</b>	<b>2,389,762,796</b>
<b>Against</b>	<b>75,949,477</b>
<b>Abstentions</b>	<b>4,193,365</b>
Excluding ING Trust Office	
In favour	997,958,041
Against	75,949,477
Abstentions	4,193,365

# Agenda item 12A – voting item

Authorisation to acquire ordinary shares or depositary receipts for ordinary shares in the company's own capital

- Subject to maximum set by the law and by the Articles of Association
- Price not lower than one eurocent and not higher than highest prevailing price per ordinary share
- Duration 18 months

Underlying reason:

To execute the hedging programme for granted stock options

# Agenda item 12A

Authorisation to acquire ordinary shares or depositary receipts for ordinary shares in the company's own capital

<b>In favour</b>	<b>2,466,551,178</b>
<b>Against</b>	<b>707,502</b>
<b>Abstentions</b>	<b>2,646,958</b>
Excluding ING Trust Office	
In favour	1,074,746,423
Against	707,502
Abstentions	2,646,958

# Agenda item 12B – voting item

Authorisation to acquire preference A shares or depositary receipts for preference A shares in the company's own capital

- Subject to maximum set by the law and by the Articles of Association
- Purchase price not lower than one eurocent and not higher than 130% of the amount that is paid on such a share, or 130% of the highest prevailing share price
- Duration 18 months

Underlying reason:

To enable ING to repurchase preference A shares

# Agenda item 12B

Authorisation to acquire preference A shares or depositary receipts for preference A shares in the company's own capital

<b>In favour</b>	<b>2,414,504,897</b>
<b>Against</b>	<b>52,407,407</b>
<b>Abstentions</b>	<b>2,993,334</b>
Excluding ING Trust Office	
In favour	1,022,700,142
Against	52,407,407
Abstentions	2,993,334

# Agenda item 13 – voting item

Cancellation of (depository receipts for) preference A shares which are held by ING Groep N.V.

- Cancel all such preference A shares
  1. as the company may own on 24 April 2007 or may acquire subsequently in the period until 24 October 2008, or
  2. for which the company owns the depository receipts on 24 April 2007 or may acquire subsequently in the period until 24 October 2008
- On roll-over basis; duration 18 months

Underlying reason:

To prevent ING from owning more than the allowed 10% of its issued share capital

# Agenda item 13

Cancellation of (depository receipts for) preference A shares which are held by ING Groep N.V.

<b>In favour</b>	<b>2,466,238,263</b>
<b>Against</b>	<b>523,226</b>
<b>Abstentions</b>	<b>3,144,149</b>
Excluding ING Trust Office	
In favour	1,074,433,508
Against	523,226
Abstentions	3,144,149

# Agenda item 14

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Any other business and conclusion

# ING Shareholders' Meeting

Amsterdam, 24 April 2007  
[www.ing.com](http://www.ing.com)

**INSURANCE - BANKING - ASSET MANAGEMENT**

