

ING Groep N.V.

# General Meeting 27 April 2009

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MONDAY, 27 APRIL 2009, 11.00 A.M.  
RAI Convention Centre  
Elicium building  
Europaplein 22  
1078 GZ Amsterdam  
The Netherlands

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



# Agenda and documents

## To the holders of shares and depositary receipts for shares of ING Groep N.V.

The annual General Meeting of ING Groep N.V. (the 'Company') will be held on Monday, 27 April 2009 at 11.00 a.m in the Elicium building of RAI Convention Centre, Europaplein 22, 1078 GZ Amsterdam, the Netherlands.

### Agenda

1. Opening remarks and announcements.
2. A. Report of the Executive Board for 2008 (discussion item).  
B. Report of the Supervisory Board for 2008 (discussion item).  
C. Annual Accounts for 2008 (voting item).
3. A. Profit retention and distribution policy (discussion item).  
B. Dividend for 2008 (voting item).
4. Remuneration report (discussion item).
5. Corporate governance (discussion item).
6. Corporate responsibility (discussion item).
7. A. Discharge of the Executive Board in respect of the duties performed during the year 2008 (voting item).  
B. Discharge of the Supervisory Board in respect of the duties performed during the year 2008 (voting item).
8. Composition of the Executive Board:  
A. Appointment of Jan Hommen (voting item).  
B. Appointment of Patrick Flynn (voting item).
9. Composition of the Supervisory Board:  
A. Reappointment of Godfried van der Lugt (voting item).  
B. Appointment of Tineke Bahlmann (voting item).  
C. Appointment of Jeroen van der Veer (voting item).  
D. Appointment of Lodewijk de Waal (voting item).
10. Authorisation to issue ordinary shares with or without preferential rights (voting item).
11. Authorisation to acquire ordinary shares or depositary receipts for ordinary shares in the Company's own capital (voting item).
12. Any other business and conclusion.

### AVAILABILITY OF MEETING DOCUMENTS

Before the meeting, the following meeting documents are available to shareholders, holders of depositary receipts and other entitled persons:

- the agenda with explanation and the announcements that are required by virtue of the law and the Articles of Association.
- the 2008 Annual Report, including the Annual Accounts and Other information, the reports of the Executive Board and the Supervisory Board.

The meeting documents are available on the website of the Company ([www.ing.com](http://www.ing.com)) as of 19 March 2009 (the Dutch version of the Annual Report as of 2 April 2009). Until the publication of the printed versions, the internet versions of the meeting documents will be available for inspection at the Company's head office, Amstelveenseweg 500, 1081 KL Amsterdam. Copies of these versions can be obtained free of charge at this address.

The printed version of the Annual Report in English is available as of 26 March 2009, while the Dutch version will be published in print on 8 April 2009. As of these dates the documents can be obtained free of charge at the Company's head office, as indicated above.

The 2008 ING Corporate Responsibility Performance Report will be available on the website of the Company ([www.ing.com](http://www.ing.com)) as of 7 April 2009.

The final version of the minutes of the annual General Meeting of 22 April 2008 has been available on the website of the Company ([www.ing.com](http://www.ing.com)) since 22 October 2008.

Questions about the items on the agenda of the meeting may be submitted on the website of the Company ([www.ing.com/agm](http://www.ing.com/agm)), which will be answered on the website. Through this we hope to stimulate the dialogue with our shareholders and holders of depositary receipts.

Hereafter you will find the explanation of the agenda items.

### Amsterdam, 19 March 2009

**THE EXECUTIVE BOARD**    **THE SUPERVISORY BOARD**

For information on how to attend the meeting and exercise voting rights, see page 7 and back cover.

# Explanation of the agenda items

2A

## **AGENDA ITEM 2A. REPORT OF THE EXECUTIVE BOARD FOR 2008 (DISCUSSION ITEM).**

See pages 10 to 51 of the 2008 Annual Report.

2B

## **AGENDA ITEM 2B. REPORT OF THE SUPERVISORY BOARD FOR 2008 (DISCUSSION ITEM).**

See pages 52 to 54 of the 2008 Annual Report.

2C

## **AGENDA ITEM 2C. ANNUAL ACCOUNTS FOR 2008 (VOTING ITEM).**

See pages 84 to 244 of the 2008 Annual Report.

3A

## **AGENDA ITEM 3A. PROFIT RETENTION AND DISTRIBUTION POLICY (DISCUSSION ITEM).**

See page 8 of the 2008 Annual Report.

3B

## **AGENDA ITEM 3B. DIVIDEND FOR 2008 (VOTING ITEM).**

For 2008 a total dividend of EUR 0.74 per (depository receipt for an) ordinary share will be proposed to the General Meeting. Taking into account the interim dividend of EUR 0.74 paid in August 2008, as a result hereof no final dividend will be paid out for 2008. Reference is also made to pages 8 and 246 of the 2008 Annual Report.

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## **AGENDA ITEM 4. REMUNERATION REPORT (DISCUSSION ITEM).**

See pages 73 to 82 of the 2008 Annual Report.

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## **AGENDA ITEM 5. CORPORATE GOVERNANCE (DISCUSSION ITEM).**

See pages 55 to 66 of the 2008 Annual Report.

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## **AGENDA ITEM 6. CORPORATE RESPONSIBILITY (DISCUSSION ITEM).**

See pages 49 to 51 of the 2008 Annual Report.

ING will publish the 2008 ING Corporate Responsibility Performance Report which will be available on the website of the Company ([www.ing.com](http://www.ing.com)) as of 7 April 2009. This report provides detailed data and background information on ING's strategy and performance in the field of corporate responsibility.

7A

## **AGENDA ITEM 7A. DISCHARGE OF THE EXECUTIVE BOARD IN RESPECT OF THE DUTIES PERFORMED DURING THE YEAR 2008 (VOTING ITEM).**

It is proposed to discharge the members of the Executive Board in respect of their duties performed in the 2008 financial year set out in the 2008 Annual Accounts, the report of the Executive Board, the Corporate governance chapter, the chapter on section 404 of the Sarbanes-Oxley Act and the statements made in the General Meeting.

7B

## **AGENDA ITEM 7B. DISCHARGE OF THE SUPERVISORY BOARD IN RESPECT OF THE DUTIES PERFORMED DURING THE YEAR 2008 (VOTING ITEM).**

It is proposed to discharge the members of the Supervisory Board in respect of their duties performed in the 2008 financial year set out in the 2008 Annual Accounts, the report of the Supervisory Board, the Corporate governance chapter, the Remuneration report and the statements made in the General Meeting.

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## **AGENDA ITEM 8. COMPOSITION OF THE EXECUTIVE BOARD.**

**8A. Appointment of Jan Hommen (voting item).**

**8B. Appointment of Patrick Flynn (voting item).**

It is proposed to appoint Jan Hommen and Patrick Flynn as new members to the Executive Board as of the end of the General Meeting on 27 April 2009 until the end of the annual General Meeting in 2013, subject to extension or renewal.

The Supervisory Board intends to appoint Jan Hommen as chairman of the Executive Board and Patrick Flynn as chief financial officer.

With a view to the above, the Supervisory Board has made a binding proposal, in accordance with article 19, paragraph 2 of the Articles of Association, for the following positions as an Executive Board member:

1. Jan Hommen, as well as Hans van Kempen as the legally required second candidate;
2. Patrick Flynn, as well as Hugo Smid as the legally required second candidate.

The Supervisory Board advises the General Meeting to appoint Jan Hommen and Patrick Flynn as members of the Executive Board.

The proposed appointments have been approved by the Dutch central bank.

The most important elements in the contract of employment of the nominated members of the Executive Board will be published on the website of the Company ([www.ing.com](http://www.ing.com)) prior to the annual General Meeting on 27 April 2009.

With regard to the proposal to appoint Patrick Flynn as a member of the Executive Board, the General Meeting is hereby informed that upon appointment, he will be entitled to a conditional share award of no more than 100,000 ordinary shares or depository receipts thereof with an aggregate value not exceeding EUR 1,300,000, of which 30,000 shares or depository receipts thereof will vest at the annual General Meeting to be held in 2010, 30,000 shares or depository receipts thereof will vest at the annual General Meeting to be held in 2011 and 40,000 shares or depository receipts thereof will vest at the annual General Meeting to be held in 2012. The Supervisory Board is of the opinion that this award is justified considering the current compensation of Patrick Flynn.

At the annual General Meeting in 2010 Dick Harryvan, Tom McInerney, Hans van der Noordaa and Jacques de Vaucleroy will be eligible for reappointment.

## Explanation of the agenda items (continued)

### Information on the nominated members for the Executive Board

Jan Hommen was born on 29 April 1943 in Den Bosch, the Netherlands and has the Dutch nationality. He has been a member of the Supervisory Board since 2005. His current term of appointment will end at the end of the General Meeting on 27 April 2009. In view of his proposed appointment to the Executive Board, he will not be eligible for reappointment as a Supervisory Board member and will step down from his current positions as a non-executive chairman of Reed Elsevier Group plc and Reed Elsevier PLC and as chairman of the Supervisory Board of Reed Elsevier N.V. and as a member of the Supervisory Board of TNT N.V. and Koninklijke FrieslandCampina N.V. Jan Hommen is former vice-chairman and chief financial officer of Koninklijke Philips Electronics N.V.

Patrick Flynn was born on 27 December 1960 in Dublin, Ireland and has the Irish nationality. Since 2007, he has been chief financial officer Insurance of HSBC Insurance Holding Ltd. Prior to this, he served as chief financial officer for HSBC South America as of 2002. After joining HSBC Bank in 1989, he held a number of roles in auditing, treasury, and finance and control. In 1995, he became senior manager of HSBC Group Financing. In 1998, he joined HSBC Group Treasury Finance as senior finance manager before becoming head of International Financial Control in 1999.

Hans van Kempen and Hugo Smid are former employees of the Company.

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### AGENDA ITEM 9. COMPOSITION OF THE SUPERVISORY BOARD.

9A. Reappointment of Godfried van der Lugt (voting item).

9B. Appointment of Tineke Bahlmann (voting item).

9C. Appointment of Jeroen van der Veer (voting item).

9D. Appointment of Lodewijk de Waal (voting item).

The current term of appointment of Jan Hommen and Godfried van der Lugt will expire at the end of the General Meeting on 27 April 2009. Godfried van der Lugt is eligible for reappointment. In view of his proposed appointment to the Executive Board, Jan Hommen is not eligible for reappointment. Moreover, Eric Bourdais de Charbonnière and Wim Kok will retire from the Supervisory Board, reaching or having reached the age of 70.

It is proposed to appoint Tineke Bahlmann and Lodewijk de Waal as new members to the Supervisory Board as of the end of the General Meeting of 27 April 2009 and to appoint Jeroen van der Veer as a new member to the Supervisory Board as of 1 July 2009. Tineke Bahlmann and Lodewijk de Waal were recommended for appointment by the Dutch State as a consequence of the transaction between the Company and the Dutch State which became effective on 12 November 2008. The Supervisory Board adopted these recommendations.

With a view to the above, the Supervisory Board has made a binding proposal, in accordance with article 25, paragraph 2 of the Articles of Association, for the following positions as a Supervisory Board member:

1. Godfried van der Lugt, as well as Gerrit Broekers as the legally required second candidate;
2. Tineke Bahlmann, as well as Ton Kuijlaars as the legally required second candidate;
3. Jeroen van der Veer, as well as Jan Kuijper as the legally required second candidate;
4. Lodewijk de Waal, as well as Peter Kuys as the legally required second candidate.

Tineke Bahlmann, Jeroen van der Veer and Lodewijk de Waal have confirmed to be independent as defined in the Dutch Corporate Governance Code, which is in line with international standards. Following their appointments, the Supervisory Board will consist of no more than one member who is not independent.

The Supervisory Board advises the General Meeting to reappoint Godfried van der Lugt and to appoint Tineke Bahlmann, Jeroen van der Veer and Lodewijk de Waal as members of the Supervisory Board.

The proposed appointments have been approved by the Dutch central bank.

Peter Elverding will succeed Jan Hommen as chairman of the Supervisory Board.

At the annual General Meeting in 2010, Piet Klaver and Karel Vuursteen will be eligible for reappointment. Godfried van der Lugt is scheduled to retire from the Supervisory Board reaching the age of 70 in 2010.

### Information on the nominated members for the Supervisory Board

#### Name:

**Godfried van der Lugt**, born on 16 March 1940 in The Hague, the Netherlands, Dutch nationality.

#### Most important previous position:

Chairman of the Executive Board of the Company (retired in May 2000).

#### Directorships:

None.

#### Most important other position:

Chairman of the Supervisory Board of Stadsherstel Amsterdam NV.

#### Reason for the proposed reappointment:

His experience and knowledge of the Dutch and international financial services industry and the way he performed his duty as a member of the Supervisory Board in this present term of appointment.

**First appointment to the Supervisory Board of the Company:** April 2001.

#### Shares held in the Company:

Godfried van der Lugt holds no (depository receipts for) shares in the share capital of the Company.

**Name:**

**Tineke Bahlmann**, born on 26 April 1950 in Rotterdam, the Netherlands, Dutch nationality.

**Current positions:**

- Professor of Business Economics, University of Utrecht
- Member of Commissariaat voor de Media (chairman as of 1 April 2009)

**Directorships:**

- Vice-chairman of the Supervisory Board of N.V. Nederlandsche Apparatenfabriek "Nedap"
- Member of the Supervisory Board of Triodos Bank N.V.
- Member of the Supervisory Board of Deloitte Holding B.V.

**Most important previous positions:**

- Director Strategy Rabobank Groep
- Director and professor Centre for Organisational Learning and Change, Nijenrode Business University

**Most important other (previous) positions:**

- Member of the Board of Maatschappelijk Verantwoord Ondernemen Nederland
- Member of the Board of De Baak
- Member of the Board of SIOO
- Member of the Board of Trustees of Canisius-Wilhelmina Ziekenhuis
- Member of the Board of Toneelgroep Amsterdam
- Consultant GITP

**Reason for the proposed appointment:**

Tineke Bahlmann was recommended for appointment by the Dutch State and fits into the Supervisory Board profile. Her proposed appointment is based on her knowledge of and experience with business administration and business economics. This experience was gained in the banking sector. The proposed appointment is also based on her expertise in the field of corporate social responsibility.

**Shares held in the Company:**

Tineke Bahlmann holds no (depository receipts for) shares in the share capital of the Company.

**Name:**

**Jeroen van der Veer**, born on 27 oktober 1947 in Utrecht, the Netherlands, Dutch nationality.

**Current position:**

Chief executive officer of Royal Dutch Shell plc (until July 2009).

**Directorships:**

Non-executive director and member of the Nomination Committee and Remuneration Committee of Unilever N.V.

**Most important other positions:**

- Chairman of the European Round Table Energy and Climate Change Working Group
- Vice-chairman of the World Business Council of Sustainable Development (until 2007)
- World President of the Society of Chemical Industry (until 2004)

**Reason for the proposed appointment:**

His broad experience in managing a large international listed company and his knowledge of international trade and industry.

**Shares held in the Company:**

Jeroen van der Veer holds 41,200 (depository receipts for) shares in the share capital of the Company.

**Name:**

**Lodewijk de Waal**, born on 4 November 1950 in Rotterdam, the Netherlands, Dutch nationality.

**Current position:**

General manager of Humanitas.

**Directorships:**

Member of the Supervisory Board and chairman of the Remuneration Committee of PGGM N.V.

**Most important previous positions:**

- Chairman of trade union FNV
- Member of the executive committee of the International Confederation of Free Trade Unions
- Member of the executive committee of the European Trade Union Confederation

**Most important other positions:**

- Member of the Advisory Board of Zorgverzekeraars Nederland
- Chairman of the Supervisory Council of SNV
- Member Advisory Board of Stichting Nationaal Fonds Kunstbezit
- Vice-chairman of the Supervisory Board and chairman of the Selection and Remuneration Committee of Nederlandse Financierings-Maatschappij voor Ontwikkelingslanden N.V. (until 2008)
- Vice-chairman of the Social and Economic Council of the Netherlands (until 2005)
- Member of the Bankraad of the Dutch central bank (until 2005)

**Reason for the proposed appointment:**

Lodewijk de Waal was recommended for appointment by the Dutch State and fits into the Supervisory Board profile. His proposed appointment is based on his knowledge of and experience with socio-economic and labour relations from a Dutch and an international perspective.

**Shares held in the Company:**

Lodewijk de Waal holds no (depository receipts for) shares in the share capital of the Company.

Gerrit Broekers, Ton Kuijlaars, Jan Kuijper and Peter Kuys are former employees of the Company.

## Explanation of the agenda items (continued)

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### AGENDA ITEM 10. AUTHORISATION TO ISSUE ORDINARY SHARES WITH OR WITHOUT PREFERENTIAL RIGHTS (VOTING ITEM).

It is proposed that the Executive Board be appointed as the corporate body that will be authorised, upon approval of the Supervisory Board, to make a resolution to issue ordinary shares, to grant the right to take up such shares and to restrict or exclude preferential rights of shareholders. This authority applies to the period ending on 27 October 2010 (subject to extension by the General Meeting):

- (I) for a total of 200,000,000 ordinary shares, plus
- (II) for a total of 200,000,000 ordinary shares, only if these shares are issued in connection with the take-over of a business or a company.

This authorisation supersedes the authorisation granted by the General Meeting of 22 April 2008.

#### Explanation:

Authorisation of the Executive Board to make a resolution to issue new shares is being sought in order to allow the Company to respond to developments in the financial markets promptly. In the event that the Company wishes to issue new shares, conditions in the financial markets may have changed during the time needed for convening a General Meeting. As a result hereof the Company may not be in a position to take advantage of optimal market conditions. Therefore, it is preferable to appoint the Executive Board as the corporate body authorised to exercise the abovementioned powers, upon approval of the Supervisory Board, which can respond more rapidly to market developments.

The number of ordinary shares that could be issued is equal to 10% of the issued share capital, plus an additional 10% in case of a take-over of a business or a company.

The authorisation to make a resolution to issue ordinary shares referred to under (I) above, to grant the right to take up these shares and to restrict or exclude preferential rights of shareholders with respect to these shares, will be used for the settlement of granted performance shares and conditional shares to members of the Executive Board and employees to the extent that these cannot be settled from the depositary receipts for ordinary shares which were repurchased by the Company for that purpose.

At this moment, the issue of ordinary shares for other purposes is not being envisaged.

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### AGENDA ITEM 11. AUTHORISATION TO ACQUIRE ORDINARY SHARES OR DEPOSITARY RECEIPTS FOR ORDINARY SHARES IN THE COMPANY'S OWN CAPITAL (VOTING ITEM).

It is proposed that the Executive Board be authorised for a period ending on 27 October 2010, to acquire in the name of the Company fully paid-up ordinary shares in the share capital of the Company or depositary receipts for such shares. This authorisation is subject to such a maximum that the Company shall not hold more than:

- (I) 10% of the issued share capital, plus
- (II) 10% of the issued share capital as a result of a major capital restructuring.

The authorisation applies for each manner of acquisition of ownership for which the law requires an authorisation like the present one. The purchase price shall not be less than one eurocent and not higher than the highest price at which the depositary receipts for the Company's ordinary shares are traded on the Euronext Amsterdam by NYSE Euronext on the date on which the purchase contract is concluded or on the preceding day of stock-market trading.

This authorisation supersedes the authorisation granted by the General Meeting of 22 April 2008.

#### Explanation:

This authorisation serves to enable the Company to repurchase ordinary shares (or depositary receipts thereof). The authorisation is subject to a maximum of 10% of the issued share capital plus an additional 10% in case of a major capital restructuring. As required by law, the authorisation states both the maximum price and the minimum price. The maximum price is the highest market price on the Euronext Amsterdam by NYSE Euronext on the date of the transaction or on the preceding day of stock-market trading.

The authorisation referred to under (I) above will be used for the execution of the hedging programme for the stock options granted to ING personnel. Shares repurchased for this purpose may be resold.

At this moment, share repurchase transactions for other purposes are not being envisaged.

# Attending the meeting and exercising voting rights

## Shareholders registered in the shareholders' register

### A. YOU WISH TO ATTEND THE MEETING IN PERSON.

1. By the Record date, you have to be recorded in the shareholders' register (see I).
2. You have to be registered on time to attend the meeting (see II).

### B. YOU WISH TO BE REPRESENTED IN THE MEETING BY A PROXY.

1. By the Record date, you have to be recorded in the shareholders' register (see I).
2. You have to be registered for the meeting on time (see II).
3. Upon registration, you have to submit a written power of attorney (see II).

### C. YOU WISH TO PARTICIPATE IN THE DECISION-MAKING PROCESS WITHOUT ATTENDING THE MEETING.

1. By the Record date, you have to be recorded in the shareholders' register (see I).
2. You have to return the voting-instruction form in due time before the meeting (see IV).

## Holders of depositary receipts

### A. YOU WISH TO ATTEND THE MEETING IN PERSON.

1. By the Record date, you have to be included in the records of one of the institutions affiliated with Euroclear Nederland as a holder of depositary receipts (see I).
2. You have to be registered on time to attend the meeting (see II).

### B. YOU WISH TO BE REPRESENTED IN THE MEETING BY A PROXY.

1. By the Record date, you have to be included in the records of one of the institutions affiliated with Euroclear Nederland as a holder of depositary receipts (see I).
2. You have to be registered for the meeting on time (see II).
3. Upon registration, you have to submit a written power of attorney (see II).

### C. YOU WISH TO PARTICIPATE IN THE DECISION-MAKING PROCESS WITHOUT ATTENDING THE MEETING.

1. By the Record date, you have to be included in the records of one of the institutions affiliated with Euroclear Nederland as a holder of depositary receipts (see I).
2. You have to subscribe to the Shareholder Communication Channel<sup>(1)</sup> or use the voting-instruction form as available on [www.ing.com](http://www.ing.com) (see IV).
3. You have to return the voting-instruction form in due time before the meeting (see IV).

<sup>(1)</sup> Holders of depositary receipts who have not yet subscribed to the Shareholder Communication Channel are advised to contact their bank or securities institution in the Netherlands directly or to subscribe via [www.communicatiekanaal.nl](http://www.communicatiekanaal.nl).

## I. Record date

The Record date is the determining factor to attend the General Meeting and to exercise voting rights during that meeting. In accordance with article 31, paragraph 3 of the Articles of Association, it is determined that shareholders and holders of depositary receipts who were shareholder or holder of depositary receipts on 30 March 2009 after the closing of the books, have the right to attend the meeting and to exercise their voting rights in accordance with the number of shares or depositary receipts for shares they hold at that specific date.

The majority of the institutions affiliated with Euroclear Nederland have agreed that in connection with this meeting, depositary receipts for shares will not be blocked. In addition, they have agreed to communicate this to their clients.

## II. Registration

Not later than 20 April 2009, *shareholders* have to register for the meeting in writing with ING Bank N.V. (Paying Agency Services, location BV 05.01, Van Heenvlietlaan 220, 1083 CN Amsterdam, e-mail: [iss.pas.hbk@ing.nl](mailto:iss.pas.hbk@ing.nl), fax: +31 20 7979607).

Not later than 20 April 2009, *holders of depositary receipts* have to submit, or request their custodian to submit a statement to

ING Bank N.V. (Paying Agency Services, location BV 05.01, Van Heenvlietlaan 220, 1083 CN Amsterdam, e-mail: [iss.pas.hbk@ing.nl](mailto:iss.pas.hbk@ing.nl), fax: +31 20 7979607). This statement should include the number of depositary receipts for shares they hold at the Record date.

*Shareholders and holders of depositary receipts* who wish to be represented by a proxy in the meeting have to submit a written power of attorney at the time of registration.

## III. Voting rights in the meeting

*Shareholders* are entitled to exercise their voting rights in accordance with their shareholding according to the shareholders' register at the Record date.

*Holders of depositary receipts* who attend the meeting in person are entitled to cast a vote in their capacity as proxy of Stichting ING Aandelen (ING Trust Office) for a number of shares that is equivalent to the number of depositary receipts they hold on the Record date.

(For **IV.** please turn over)

**With a view to correct registration of the votes to be cast in the meeting, shareholders and holders of depositary receipts who wish to exercise their voting rights in the meeting are requested to arrive at the registration desk before the start of the meeting. The registration desk will be open until 11.00 a.m.**

#### **IV. Written voting instructions/voting instructions via the internet**

For *shareholders* who do not attend the meeting, but nonetheless wish to participate in the decision-making process, a voting-instruction form will be available on the ING website ([www.ing.com](http://www.ing.com)). Alternatively, they may request a voting-instruction form at ING Bank N.V. (Paying Agency Services, location BV 05.01, Van Heenvlietlaan 220, 1083 CN Amsterdam, e-mail: [iss.pas.hbk@ing.nl](mailto:iss.pas.hbk@ing.nl), fax: +31 20 7979607). This form shall be received at the return address not later than 20 April 2009.

*Holders of depositary receipts* who participate in the Shareholder Communication Channel will receive a voting-instruction form. This form can be used if they do not attend the meeting, but do wish to participate in the decision-making process. This form shall be received at the return address not later than the date stated on it. Alternatively, holders of depositary receipts who participate in the Shareholder Communication Channel may submit their voting instructions in a computer-readable format, using the internet. They will receive the instructions to that effect together with the voting-instruction form.

*Holders of depositary receipts* who do not participate in the Shareholder Communication Channel may use the voting-instruction form available on the ING website ([www.ing.com](http://www.ing.com)). This form shall, together with a statement by an institution affiliated with Euroclear Nederland of the number of depositary receipts for shares they hold at the Record date, be received at the return address not later than 20 April 2009.

#### **HOW TO REACH THE RAI CONVENTION CENTRE**

RAI Convention Centre  
Elicium building  
Europaplein 22  
1078 GZ Amsterdam  
The Netherlands

#### **By public transport**

From Amsterdam Central Station you can take tram 4 (tram stop Europaplein).

The RAI Convention Centre can also be reached by metro lines 50 and 51 which stop at the Amsterdam RAI railway station.

The RAI Convention Centre is within 7 minutes walking distance from the Amsterdam RAI railway station.

#### **By car**

When approaching Amsterdam, traffic signs on the A1, A2 and A4 will lead you to the RAI Convention Centre. The RAI Convention Centre is located directly along the ring road around Amsterdam (A10-Zuid), exit S109. To park please follow the signs P1/P2/P3. You will then be directed to the Elicium building.



The trademark of the Forest Stewardship Council (FSC) indicates that the wood used to make this convocation comes from a forest that is well-managed according to strict environmental, social and economic standards.

#### **ING Groep N.V.**

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