

Agenda

ING Groep N.V. Annual General Meeting 2019

Tuesday, April 23, 2019, 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

Agenda

To the holders of American depository receipts of shares of ING Groep N.V.

The Annual General Meeting of ING Groep N.V. ('ING Groep' or the 'Company') will be held on Tuesday, April 23, 2019 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 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 the Company.
- The 2018 Annual Report, including the Annual Accounts, other information and the reports of the Executive Board and the Supervisory Board.

The meeting documents are available on the website of the Company (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 April 23, 2018 have been available on the website of the Company (www.ing.com/agm) since October 23, 2018.

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

Amsterdam, March 12, 2019

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 items

Agenda item 1

Opening remarks and announcements.

Agenda item 2

- A Report of the Executive Board for 2018 (discussion item).
- B Sustainability (discussion item).
- C Report of the Supervisory Board for 2018 (discussion item).
- D Remuneration report (discussion item).
- E Annual Accounts for 2018 (voting item).

Agenda item 3

- A Profit retention and distribution policy (discussion item).
- B Dividend for 2018 (voting item).

Agenda item 4

- A Discharge of the members and former members of the Executive Board in respect of their duties performed during the year 2018 (voting item).
- B Discharge of the members and former members of the Supervisory Board in respect of their duties performed during the year 2018 (voting item).

Agenda item 5

Reappointment of the external auditor (voting item).

Agenda item 6

Composition of the Executive Board: appointment of Tanate Phutrakul (voting item).

Agenda item 7

Composition of the Supervisory Board:

- A Reappointment of Mariana Gheorghe (voting item).
- B Appointment of Mike Rees (voting item).
- C Appointment of Herna Verhagen (voting item).

Agenda item 8

- A Authorization to issue ordinary shares (voting item).
- B Authorization to issue ordinary shares, with or without pre-emptive rights of existing shareholders (voting item).

Agenda item 9

Authorization of the Executive Board to acquire ordinary shares in the Company's capital (voting item).

Attending the meeting and voting

Only holders of American depositary shares (ADS) who were ADS holders on the US Record date Wednesday, **March 20, 2019**, are eligible to attend the meeting and to exercise voting rights (via JPMorgan).

Any ADS holder who wishes to attend the meeting in the Netherlands should contact the JPMorgan Service Centre on +1 800 990 1135 (from the US) or +1 651 453 2128 (from outside the US) no later than Friday, **April 12, 2019**, 12 p.m. (EST). An ADS holder will be entitled to attend the meeting if he or she held ADSs on the US Record date (Wednesday, March 20, 2019).

Proxy voting

Registered ADS holders as of Wednesday, **March 20, 2019**, are asked to complete and return the distributed proxy card to the depositary by the time and date stated on it. A pre-paid envelope is supplied for this purpose.

ADS holders are requested to contact the JPMorgan Service Centre at +1 800 990 1135 (from the US) or +1 651 453 2128 (from outside the US) for further assistance.

Those ADS holders not holding via JPMorgan in nominee form are asked to contact their Custodian Bank or Broker to exercise their voting rights.

ING Groep N.V.

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