# Vote Instruction Form/Proxy

#### Dear shareholder

If you are not able to attend the annual General Meeting of ING Groep N.V. on 8 May 2017 ('Meeting'), but nonetheless wish to participate in the decision-making process, please use this vote instruction form (on page 2). This form enables you to issue vote instructions to the civil law notary –or his deputyas mentioned in the agenda of the Meeting in the capacity of vote collection point.

This form is not to be used by holders of American depositary shares. Holders of American depositary shares who wish to vote should contact their bank or securities' custodian.

Please note that the following terms and conditions apply:

- 1. Your vote instructions will be taken into account only if this form has been completed in full, duly signed and received in good order at ING Bank N.V. Issuer Services, location TRC 02.039, Foppingadreef 7, Antwoordnummer 9141, 1000 WT Amsterdam, the Netherlands or fax +31 20 5636959 no later than 3 May 2017, 17:30 CET, and a. if you are a shareholder: a statement by your bank or financial institution of the number of shares held by you at the Record Date 10 April 2017, after closing of the books, should be included with the vote instruction form; and b. if you act (e.g. as an asset manager, trustee, proxy or otherwise) in the name of a shareholder: next to the statement mentioned under 1.a, a document certifying your authority to do so should be included with the vote instruction form.
- 2. The vote instruction form is to be completed by pen only and is to be unequivocal with respect to your instructions (in case of deletions and corrections, please use a new form). Proxies and vote instructions which do not comply with these requirements will be disregarded.
- 3. If you submit more than one vote instruction form with respect to the same securities (whether on paper or in electronic form), only the vote instruction form with the most recent date of completion which meets the requirements under 1 and 2 will be taken into account. If no order can be established, all such proxies or vote instructions will be disregarded.
- 4. Vote instructions will relate to all shares held by you as per the Record Date; it is not possible to vote for a part of your holding otherwise than for the remainder.
- 5. If you (e.g. as an asset manager, trustee or otherwise) act in the name of more than one shareholder, you are required to submit for each party (including yourself) a separate vote instruction form.
- 6. If you are a shareholder, by signing the vote instruction form you confirm that as per the Record date you have the voting rights attached to the shares held by you as per that date.
- 7. ING Groep N.V. will not charge you any cost when you use this vote instruction form.
- 8. If you have questions regarding the vote instruction form, please contact us on www.ing.com/agm or call us at +31 20 5636799.

### **Explanation:**

By signing this form you grant a proxy to the civil law notary -or his deputy- as mentioned in the agenda of the Meeting in the capacity of vote collection point. This means that the civil law notary will entrust that your vote instructions are executed on your behalf and in accordance with your instruction during the Meeting. The number of votes per voting item is equal to the number of shares you hold on the Record Date.

## Vote Instruction Form/Proxy

This vote instruction form needs to be completed, signed, dated and returned to:

ING Bank N.V. Issuer Services, location TRC 02.039 Foppingadreef 7 Antwoordnummer 9141 1000 WT Amsterdam

Proposal		In favor	Against	Abstention
2E 3B 4A	Annual Accounts for 2016 Dividend for 2016 Discharge of the members of the Executive Board in respect of			
4B	their duties performed during the year 2016 Discharge of the members and former member of the Supervisory			
5B	Board in respect of their duties performed during the year 2016 Variable remuneration cap for selected global staff			
6 6A	Composition of the Executive Board: Reappointment of Ralph Hamers			
6B	Appointment of Stefan van Rijswijk	Ħ	Ħ	Ħ
6C 7	Appointment of Koos Timmermans Composition of the Supervisory Board:		ш	
7A 7B 7C 7D 7E 7F 8A 8B	Reappointment of Hermann-Josef Lamberti Reappointment of Robert Reibestein Reappointment of Jeroen van der Veer Appointment of Jan Peter Balkenende Appointment of Margarete Haase Appointment of Hans Wijers Authorisation to issue ordinary shares Authorisation to issue ordinary shares, with or without pre-			
9	emptive rights of existing shareholders  Authorisation of the Executive Board to acquire ordinary shares in the Company's capital			

For the content of the proposals reference is made to the agenda with explanation and the announcements that are required by virtue of law and the Articles of Association of ING Groep N.V., with a clerical error in agenda items 8A and 8B, which was corrected on 29 March 2017.

### **Signing**

Depot number: Name bank: Number of shares Your name: Address: Postal code:

Date and signature: