
MINUTES

Extraordinary General Meeting of ING Groep N.V. Wednesday, 25 November 2009, 2.00 p.m. Amsterdam RAI, Elicium Building, Amsterdam

(These minutes reflect the business conducted during the meeting and are a translation of the Dutch minutes, which shall prevail.)

Agenda

1. Opening remarks and announcements
2. A. Strategy (discussion item)
B. Approval of a resolution of the Executive Board regarding an important change of the identity or the character of the Company or the enterprise (voting item)
3. Authorisation to issue ordinary shares and to exclude the pre-emptive rights (voting item)
4. Closing

Present

- from the Supervisory Board: Mr P.A.F.W. Elverding (chairman), Mr J. van der Veer (vice-chairman), Ms J.P. Bahlmann, Messrs H.W. Breukink, C.D. Hoffmann, P. Hoogendoorn, P.C. Klaver, G.J.A. van der Lugt, H. Manwani, A. Mehta, J.P. Tai, K. Vuursteen and L.J. de Waal;
- from the Executive Board: Messrs J.H.M. Hommen (chairman), P.G. Flynn and J.V. Timmermans;
- 12 shareholders and 347 depositary receipt holders;
- representatives of the Central Works Council;
- the following company officials:

Mr E.F.C.B. Boyer de la Giroday	proposed vice-chairman of the Management Board of ING Bank N.V.
Mr T.J. McInerney	proposed chief operating officer of ING Verzekeringen N.V.
Mr J-W.G. Vink	Company Secretary
Ms L.G. van der Meij	Secretary (minutes)

The meeting was chaired by Mr P.A.F.W. Elverding.

1. Opening remarks and announcements

The chairman opened the meeting at 2.00 p.m. and welcomed everyone, the shareholders and depositary receipt holders of ING Groep N.V., the representatives of the Central Works Council and the members of the press. The chairman announced that Ms Spero, member of the Supervisory Board, was unable to be present. In addition to the Executive Board and the Supervisory Board, Mr Boyer de la Giroday, proposed vice-chairman of the Management Board of ING Bank N.V., and Mr McInerney, proposed chief operating officer on the Management Board of ING Verzekeringen N.V., were present on the stage. Mr Boyer de la Giroday and Mr McInerney would be able to answer questions relating specifically to the bank and the insurance operations respectively. Mr Vink, the Company Secretary and head of Legal Affairs, was also present on the stage. He would be overseeing the voting.

The meeting would be conducted in Dutch, but Messrs Flynn, Boyer de la Giroday and McNerney would be speaking in English. Everyone had a headset to follow the meeting in Dutch or English. As approved by the annual General Meeting of Shareholders on 25 April 2006, the meeting would be broadcast on the ING internet site (www.ing.com).

The chairman stated that shareholders and depositary receipt holders had been notified of the meeting in conformity with the company's Articles of Association and the law, enabling the meeting to pass legally-valid resolutions. He also stated that no shareholders or depositary receipt holders had submitted resolutions for discussion at the meeting.

He went on to announce that the issued capital of the company consisted of 2,063,147,969 ordinary shares on the Record Date. A total of 49,542,087 depositary receipts for ordinary shares were held by ING itself on the Record Date, and so no votes could be cast on them. Consequently, a total of 2,013,605,882 votes could be cast.

Later in the meeting, it was announced that 12 shareholders and 347 depositary receipt holders, holding a total of 2,062,307,758 ordinary shares on the Record Date, were present or represented at this meeting, permitting 2,012,765,671 votes to be cast. Excluding the ING Trust Office, 626,658,775 votes (31.12% of the total number of votes) could be cast on the ordinary shares in the hall or by proxy voting.

The minutes of this meeting would be taken by Ms van der Meij and the entire meeting was being recorded on tape for the purposes of preparing the minutes.

In accordance with Article 32(3) of the Articles of Association, a shareholder or holder of depositary receipts would be designated to adopt and sign the minutes of the meeting along with the chairman and the secretary. The chairman proposed to designate Mr J.M.M. Groen of The Hague, depositary receipt holder, who had already declared his willingness to perform this duty. The meeting decided accordingly by acclamation.

The chairman requested those present to put their questions as briefly and succinctly as possible.

2.A. Strategy (discussion item).

The chairman asked Mr Hommen to present a brief introduction that also covered agenda items 2.B. and 3.

Mr Hommen welcomed all the depositary receipt holders and recalled the announcement of a significant set of measures on 26 October that heralded a new era for ING. The measures arose from plans that had already been on the agenda of the Supervisory Board and the Executive Board for some years and were a direct consequence of the Back to Basics programme that had been announced earlier this year and discussed at length during the annual General Meeting in April.

The financial crisis had forced ING to ask for State assistance on two occasions. The first time to strengthen its capital and the second time to reduce the exposure in a number of portfolios.

The Executive Board and the Management Boards of the bank and the insurer had been working hard for the past six months preparing a plan that would firstly improve the organisation's results, reliability and transparency. Secondly, the Dutch State had to be repaid. A third condition was that the European Commission's requirements had to be met.

The plan being presented today met those conditions. It provided for separating the banking and insurance operations, followed by a divestment process for the insurance operations and asset management. The plan also provided for the repayment of the first half of the EUR 10 billion state support and the issue of EUR 7.5 billion in new capital, required to fund that repayment.

Separating the company had not been an easy decision. ING was a large, global financial group and the combination of banking and insurance operations had created advantages in the past but, mainly as a result of the financial crisis, the benefits were now much less evident and had in fact become disadvantages. The new financial reality demanded simpler products and services, greater reliability and transparency and a reduction in the company's complexity. Separation was, therefore, the most logical route. This decision was not a condemnation of choices made in the past. Today's decision stood in the light of today's situation, but was also a choice for the future.

An extraordinary General Meeting of Shareholders had been called today. It was to address very far-reaching decisions of great significance to ING, the shareholders and the depositary receipt holders. Mr Hommen's presentation would give further information on the decisions on the agenda.

Mr Hommen recalled the events of the past year, including the state support in October 2008 and January 2009, the change of chairman of the Executive Board, the launch of the Back to Basics programme and the introduction of a new management model, separating the insurance and banking operations. The European Commission's restructuring guidelines had been known since the end of July and had led to a restructuring plan that it had approved last week.

Mr Hommen then briefly explained the three phases of the Back to Basics programme announced earlier in the year. This programme aimed in the first phase to improve the financial position and reduce risk. Measures taken in the first phase had significantly strengthened the company. The balance sheet had been reduced by 16%, compared with a plan for about 10%. The EUR 1 billion target for the cost control measures had already been reached and it had been revised to EUR 1.3 billion. Headcount had been cut by about 10,000 and the leverage ratio had been reduced from over 40 to about 25. Risk had been reduced and ING's capital had been significantly strengthened.

A significant part of the second phase of the Back to Basics programme was the focus on fewer but more coherent businesses and reducing the group's complexity. Eight divestments had been made since early this year and together they would raise about EUR 3.8 billion and generate EUR 2.7 billion in capital. The company's results had also improved markedly. The third-quarter commercial results were EUR 2.4 billion and the net result after tax was EUR 500 million. The complexity of the group had been reduced with the introduction of a new management model. Separate Management Boards had been created for the bank and the

insurer on 1 June. In the final phase of the Back to Basics programme, ING would focus on possible investments in the markets it is concentrating on.

Mr Hommen then commented further on the proposed separation. The coming year would be marked by disentangling the banking and insurance activities. Two companies would be created. The retained profits of both the bank and the insurer could be used in the coming period to repay the State debt. The government was prepared to enter into discussions with ING on whether more attractive repayment terms could be applied to the second half of the state support. All possible options, from flotation to sale, would be considered for the divestment process. The interests of all stakeholders would be taken into account in this process.

The crisis meant that there was greater demand for simplicity and transparency and a greater need for efficiency and lower costs. The need for simplicity had prevailed over the bank/insurance model. Thanks to the separation, both the bank and the insurer could concentrate on improving operational performance and thus respond faster and better to the needs of customers. Shareholders would have a more transparent investment. Both the bank and the insurer had sufficient scale. The bank was among the top 15 in Europe and the insurer was in the top 10 globally.

The bank not only operated in the Benelux but also had a strong presence in Central and Eastern Europe. It was the largest direct bank in Europe. The bank had strong positions in growing markets such as Turkey, Poland and Romania and there was very strong potential for growth in North America and Asia. The bank would not lose its international character as ING had a large network and was represented in over 40 countries around the world. National and international customers, and large and small customers could all use the bank. ING Direct also had a strong worldwide position. ING Direct was a simple and transparent formula.

The disadvantage of a conglomerate was the discount on the company's value, which had been about 30% over the years. Separation would put an end to this discount. It would have required many more concessions to the European Commission to keep the bank and the insurer together, and this would also have led to more divestments in both the banking and the insurance operations. Separation was already the long-term intention, but the European Commission had brought the decision forward.

The financial sector is changing. Capital requirements are rising, as are liquidity requirements. At the same time, there is a need to offer simpler and more transparent products. A strong cost position is a necessary condition for success in the new economic climate. A strong brand and a strong balance sheet are also essential. ING Bank more than met these requirements.

Costs per customer are lowest in the Netherlands and ING Bank has the lowest costs per customer in the Netherlands. ING Direct has the lowest operating expenses to customer balances in the financial sector. ING Bank has a strong liquidity position with a loan-to-deposit ratio of 1 to 1.2. ING Bank is, therefore, in a very good position, not just in the Netherlands, but around the world. The bank has ambitious targets. It aims to be a bank that can grow by 5% per year in 2013, with a cost/income ratio of 50% and a return on equity of between 13% and 15%.

ING Verzekeringen is a market leader in life insurance and pension management. The insurance operations are an attractive mix of mature companies and strong positions in a number of growth markets. In the longer term, the insurance operations could see growth of 10% in revenue and the value of new business.

Investment management, as part of the insurance operations, has assets of over EUR 400 billion under management: some EUR 270 billion for third parties and EUR 130 billion on own account in mid-2009. The assets of third parties are divided equally between private and institutional customers. Asset management will be presented separately in quarterly and annual reports from the first quarter of 2010 so that its profitability can be monitored each quarter.

Mr Hommen emphasised that the separation of the company and subsequent divestment of the insurance operations were a significant part of the Back to Basics programme. The European Commission had also accepted Back to Basics as a restructuring programme but it had imposed certain further conditions: firstly, the sale of WestlandUtrecht and the banking activities of Nationale-Nederlanden carried out under the Interadvies name. Interadvies is a company with its own management and its own banking licence, with some 700 employees. A separate financial and legal department would be set up for Interadvies. The aim was to give the company greater autonomy during the coming year and to sell it within 22 months. It also had a portfolio of consumer loans of ING Retail Nederland.

Secondly, an additional payment of EUR 1.3 billion had been imposed. This payment was necessary for the European Commission's approval of the Alt-A transaction with the Dutch State, but it was also a general condition. The payment would be made in due course but would be recognised as a one-off charge in the fourth quarter. It had also been agreed that ING would refrain from making acquisitions, may not be the price leader in a number of markets and must continue making payments on the hybrid products until the debt to the State had been repaid.

Another requirement of the EC was the disposal of ING Direct in America, a good company with a strong market position and in fact the online banking market leader in America. ING would continue to support the other parts of ING Direct as they offer ING good prospects for growth.

The agreed restructuring was reducing the balance sheet. ING had total assets of EUR 1,376 billion on 30 September last year. After all the divestments, this would fall to EUR 760 billion. As a result of growth of 5%, total assets would return to about EUR 1,000 billion in 2013. Mr Hommen then explained the EUR 164 billion reduction in the balance sheet and the disposals of some EUR 40 billion that had already taken place but which had not all been completed. ING would also dispose of the insurance operations with total assets of EUR 277 billion. On balance, therefore, the European Commission's additional demands, relating to WestlandUtrecht and ING Direct, amounted to EUR 105 billion.

Mr Hommen then commented on the agreement with the Dutch State. ING had been able to obtain revised terms for the repayment of half of the EUR 10 billion debt to the State provided that the repayment took place by the end of January 2010. In that case ING would only pay

interest of some EUR 260 million, plus a premium of between EUR 346 million and EUR 705 million. These payments required the rights issue that the extraordinary General Meeting was being asked to approve. The government was also prepared to discuss the repayment terms for the second part of the debt with ING.

Mr Hommen explained a number of features of the rights issue, but the price could not be set until approval had been obtained. The terms would be announced on 27 November or a day later. A prospectus would also be published giving comprehensive details of the transaction.

Mr Hommen summed up by saying that the depositary receipt holders would be asked to make a number of far-reaching decisions. The Supervisory Board and the Executive Board unanimously supported this strategic change of course. Mr Hommen strongly recommended the meeting to vote in favour of these decisions. They were needed to create the best possible futures for both the insurer and the bank.

The chairman gave the meeting the opportunity to ask questions and explained that questions could relate to the strategy and the rights issue.

Mr Beijersbergen (VEB - Dutch Investors' Association) said that he was speaking on behalf of a large number of private investors who between them held 1.5 million depositary receipts for shares at this meeting. The VEB believed that separation was indeed preferable to maintaining the bank/insurance model. The European Commission had approved the plans for further restructuring. ING's risk profile was indeed being sharply reduced and investors welcomed this. ING seemed to be becoming a sort of European Postbank. One issue was the overall exposure to real estate of the bank remaining after the separation.

There had been much criticism of the supervisory authorities in the Netherlands and the financial sector, but risk management at ING had also fallen short in recent years. The Supervisory Board should have realised that the risks were out of proportion to equity of EUR 37 billion and total assets over EUR 1,300 billion. Staff at other banks had sounded the alarm and some had even resigned. The Nederlandsche Bank (the Dutch central bank) had issued various warning signals to banks. The question was whether it had ever commented to ING on the extremely tight funding at group level and whether ING had its own ideas on the way risk management had operated internally and whether this had been adjusted. Did ING believe that the Nederlandsche Bank's supervision of the banking industry should change and if so how? Finally, the key question on the separation. Today's decision on the sale of various very vital business units was one thing, the terms of the sale were another. The decision on a sale required the approval of the General Meeting of Shareholders under section 107a; VEB believed that an agreement to sell or float any vital business unit should be put to another shareholders' meeting. Mr Beijersbergen asked Mr Hommen to confirm that a new shareholders' meeting would be held for the divestment of the insurance arm, ING Direct USA, the Dutch spin-off bank and ING Investment Management.

Mr Hommen responded that ING as a European Postbank was too limited. ING would become a bank with the emphasis on Europe, but ING was also large in eastern Europe, in Poland and Romania. ING had a strong position in Turkey and positions in India, Thailand and China. The commercial branch network covered the whole world. ING Direct operated in

the USA, Australia, Canada and almost every country in western Europe except the Netherlands and Belgium. ING-DiBa was the third largest bank in Germany. ING Direct was strong in Italy, France and Spain. Consequently, ING would continue to be a large international player. ING would keep growing in the next few years. Initially, this would be organic growth, but other growth options would be available once the state support had been repaid. ING calculated the market value of real state each quarter with differences being recognised through profit and loss. Today's market prices were not the highest and so it would not be sensible to sell the real estate at the moment.

It was not up to ING to comment on the supervisory authorities; that was for politicians and the supervisory sector itself. Supervision had certainly been intensified. It was always possible in retrospect to say that risk management should have been better. ING had always been praised by analysts and other experts for its risk management. Nevertheless, several measures had been taken that had strengthened risk management. Mr Timmermans gave details of some of them. Balance sheet growth had been reduced energetically compared with 2007. There was also specific attention to the Alt-A portfolio. In America, arrears on mortgages had increased more than expected and steps had been taken. Measures had also been taken on the insurance side if products had been too generous towards distributors. There had, therefore, been adjustment to the new reality.

Mr Hommen then referred to the Standard & Poor's report ranking the 45 largest banks in the world, published the previous day in The Financial Times. ING was in second place, after HSBC. The de Larosière report had called for much more direct supervision of all banks. The Basel Committee was considering new capital requirements. The leverage ratio would also be monitored much more closely.

Mr Hommen pointed out that the insurance activities were not being sold in the first place to repay the debt. While the bank and the insurance operations were together, the profits could be used to reduce the State debt. If more was needed, there was always the option of an IPO or sale of business units. ING would return to the depositary receipt holders depending on the size and significance of a transaction.

Mr Beijersbergen asked Mr Hommen to state whether this would be done for the four business units, pursuant to section 107a of Book 2 of the Netherlands Civil Code. Mr Vink replied that section 107a set a clear criterion for when approval of shareholders was required, and this was a transaction involving a third of the group's total assets, measured at the time the decision is taken. Sale of a business unit would only be submitted for approval by the shareholders if this threshold was reached. Mr Beijersbergen concluded that it was clear that the sales proceeds of any or all of these business units would never exceed one third of the total assets at group level.

The chairman pointed out that the law imposed this obligation specifically to ensure that a decision to sell could not be made without the permission of the shareholders if an enterprise's identity would change as a result of such a sale. In this case, a strategy had been announced which significantly changed the identity of the company by separating the insurer from the bank. Permission was now being sought for this without there being a specific disposal. The Executive Board needed to be given a degree of flexibility to carry out this decision but if the

disposals concerned met the legal criteria, they would be submitted to the shareholders for approval.

Mr Gerritse asked if ING had also examined alternatives to the rights issue, for example, subordinated bonds. Mr Hommen explained that a subordinated bond would not qualify as core Tier 1 capital. The State had provided ING with capital that was regarded as core Tier-1 capital.

Mr Anink addressed the proposed sale of ING Direct USA. ING Direct USA was a successful business with a good formula that should in fact be retained. The European Commission had nevertheless set this condition. It was not clear how, despite the excellent marketing concept in America, the investments had been so bad. What measures had been taken with regard to management and how far did the management here but also in America hold itself responsible? If the Alt-A guarantees were cancelled along with repayment of the state support, negotiations could be held on retaining ING Direct USA within ING.

Mr Hommen agreed that ING Direct USA was a sound concept. Unfortunately, there had been investments, mainly in the Alt-A portfolio, which in retrospect had been poor. At the beginning of this year, it had been agreed with the government that the State, which does not use IFRS accounting, would take on 80% of this portfolio and the risk on it and ING would continue to carry 20% of the portfolio and the risk. This arrangement could hinder the sale of ING Direct. New IFRS accounting standards were currently under development that might alter the writing down of this type of asset. If these rules were to change, it could open the way to ING taking these assets back onto its books.

With respect to the investments of ING Direct USA, Mr Timmermans noted that ING Direct USA had attracted savings much faster than they could be lent as mortgages in the market. The difference between the two had been invested aiming more at a *secure* return than the *highest* return. Arrears in America had then risen extraordinarily, creating problems in the Alt-A portfolio. The surplus of savings was currently being invested as safely as possible, for example, in American treasury bonds, American government-guaranteed instruments or securities sponsored by the American FDIC. As ING Direct USA is what is known as a thrift institute, the surplus savings could unfortunately not leave America to be used for other dollar financing at the bank, such as trade or commodity financing. Mr Hommen added that support had not been requested from the American government as that possibility was not available.

Mr Anink wondered why the investments had not been in American government paper two years ago and whether people had been held responsible for these poor decisions. Perhaps the same management had also failed in negotiations on support from the American government. Mr Hommen pointed out that all the investments had originally been given a triple-A rating. Subsequently, they had fallen in value. This was not an excuse, but it showed that it had been very difficult to make the right decisions. Only American banks had received American government support. That was not the fault of the management but down to the American government. People had indeed faced measures: a number of people had gone and some had seen significant cuts in salary and bonuses.

Mr Douma noted that he represented the Pensioenfonds Metaal en Techniek, Pensioenfonds Metalektro (PME) and 10 other pension funds and was also speaking on behalf of certain members of Eumedion: the Stichting Pensioenfonds voor de Grafische Bedrijven (PGB), Stichting Spoorwegpensioenfonds, Stichting Pensioenfonds Openbaar Vervoer (SPOV) and the Stichting Fonds Voorheffing Pensioenen (FVP), between them holding some three million shares. Mr Douma pointed out that if recent history were to be ignored, the current plans could just as easily have been demanded by a hedge fund. In that case, the whole country would have been up in arms and everyone would have said that it was an unjustifiable attack on an icon of Dutch business. The depositary receipt holders were now being asked to vote in favour of a change in strategy but in fact this meant not only that permission would be given for the change in strategy and the separation of bank and insurer, but also for a package of measures imposed by the European Commission, including the sale of a number of business units. Mr Douma wondered what initiatives ING had taken towards the European Commission to obtain a less intrusive package of measures.

Mr Douma's second question concerned ING Direct USA. He did not fully understand why a banking unit had to be sold while the riskiest part – the Alt-A portfolio – did not have to be included in the sale. Furthermore, the sale of ING Direct USA had nothing to do with European competition rules which the European Commission supervised. According to Mr Douma, the European Commission's requirement that ING could not be a price leader was very odd given that the Commission in fact aimed to promote competition. ING was also being put "on hold" for several years, and this was not a particularly attractive prospect for the shareholders. Mr Douma asked for more vision to be given to the future of ING, so that the shareholders could again see prospects for the company.

The chairman thanked Mr Douma for his questions and pointed out that it would not be easy for Mr Hommen to explain the views of the European Commission. Mr Hommen agreed that these were difficult issues. He believed that the separation strategy was quite clear. As ING had submitted this strategy as a plan to the European Commission, ING had been able to prevent the disposal of business units or creation of structures that were wholly unacceptable to ING. The European Commission's measures had not been welcome but ING believed that it was sufficiently creative, efficient and operationally skilled to continue doing good business despite them. ING's cost level was the lowest in Europe and the lowest in the Netherlands. ING Direct had the best service level in relation to its costs. ING, therefore, had the cost structure to continue competing and remain efficient within the restrictions.

The Dutch government had also been in a difficult position. The European Commission had not announced its general requirements for State-supported banks until 22 July and so the agreements between ING and the government of November 2008 and January 2009 had been reached without knowing the Commission's conditions. The extent of the restrictions and demands only became clear during the discussions with the European Commission. It would have been better if ING had known the Commission's conditions sooner rather than later.

Among the guidelines announced by the European Commission in July were that it was entitled to assess whether a company was viable in the future. The Commission had given this a specific interpretation. The same applied to the "burden sharing" concept under which if a company had an advantage through state support, that advantage had to be counteracted in the

relevant market. ING had negotiated long to retain ING Direct but it had not fully succeeded. If ING had not accepted the demands, the European Commission would have started proceedings lasting six months to a year, probably involving a new Commissioner. A subsequent exit procedure through the European Court would have taken years. ING did not want to take that risk since a company could not continue if it had to stand still for five years. Finally, no decisions had yet been taken on whether ING Direct in America would be sold with or without the Alt-A portfolio. This would be looked at.

Mr Douma could understand that ING had made this decision but still thought it was remarkable that a joint attempt by ING and the Dutch government to in any event avoid the forced sale of ING Direct USA had not been successful. Finally, Mr Douma expressed the hope that ING would be able to pay off the remaining debt quickly. The chairman agreed with that.

Further to the earlier answer that a loan could not be entered into as it would not generate Tier 1 capital, Mr Tiemstra argued the 8% Perpetual issued in 2008 did qualify as Tier 1. In early 2009 there had been considerable uncertainty among many holders of this loan in respect of interest payment following the downgrading by the Kasassociatie. The uncertainty in the market had then been even greater and several people had sadly sold at very low prices. Mr Tiemstra asked for comments on this and the interest payments on the 2008 Perpetual this year and next.

Mr Hommen explained that there was a difference between core Tier 1 and Tier 1. A subordinated loan was not core Tier 1. Nowadays, core Tier 1 was the characteristic that distinguished the financial strength of institutions. Mr Timmermans added that payment of interest on Tier 1 securities had also been an opening bid in the discussions with the European Commission. ING could now carry on paying this interest without the permission of the European Commission.

Mr Feijen contended that the market was always right. ING's share price said enough. ING's assets had clearly been invested badly as a result of poor risk assessment. The consequences were unclear. The potential for recovery, especially in ING's share price, would be destroyed by this proposal. If the measures for ING were compared with those for other banks, it looked as if ING had not fought hard enough. It had perhaps been riskier to go ahead with this proposal than to wait for a new European Commissioner and the chance to reach a better agreement. The current proposal was not good for ING. In the best case, ING would be small enough to be taken over and this might drive up the share price. ING should choose between separation or a rights issue but not do both. There was a penalty for early repayment of the state support and so it should not be done.

Mr Hommen replied that he did not agree with Mr Feijen. ING had put all its cards on the table and clearly explained what had happened. Mr Feijen may not like the result but it was the best that ING could achieve. BNP had also received state support, but the French had given every bank state support and so no-one in France had been disadvantaged. They had also kept below the European Commission's limit for state support. Half of the state support (EUR 5 billion) would be repaid by the rights issue. Under the original agreement, the repayment would have been EUR 7.5 billion but ING had arranged for it to be reduced to

EUR 5 billion plus a premium of EUR 347 million and the accrued interest. The repayment penalty had been reduced from 50% to only 13%; a gain of some EUR 2.2 billion.

Mr Heinemann asked what percentage of the issued capital the rights issue represented. The stock market was currently extremely poor and there was a good chance that this huge issue would fail. Perhaps the issue could be postponed, along with the repayment. He also noted that competitors were responsible for the problems at ING and that the EUR 1.3 billion extra premium for the Alt-A transaction seemed to be a sort of fine. Mr Heinemann also referred to Mr Timmermans' comment that the surplus assets in the United States would be invested in American securities on which the rating agencies had given a positive recommendation. They had done the same for the sub-prime and Alt-A loans, with disastrous consequences. Why rely on this type of rating agency?

Mr Hommen replied that the EUR 7.5 billion rights issue was about a third of the outstanding capital, based on ING's market value of some EUR 20 billion. The European Commission required the EUR 1.3 billion to be paid within a given period if the Alt-A guarantee was still outstanding. When the Alt-A guarantee lapsed, the payment obligation would also cease. The EUR 1.3 billion would be recorded as a loss charged against ING's capital in the fourth quarter. For this reason, this amount was part of the rights issue. The additional premium of EUR 1.3 billion to be paid meant, however, that about EUR 25 billion less lending capacity would be available. Mr Hommen was confident that the issue would succeed. There had been extensive discussions with investors in recent weeks and the feedback had been very positive. Mr Timmermans explained that in the US ING was required to invest 52% of its assets in mortgage-related products and the best available in the American market would be sought for this without building up excessive concentrations in that portfolio. ING did not have to use the rating agencies for this.

Mr Hazewinkel (ING Trust Office) thought that Mr Hommen had provided good insight into the negotiating dilemmas. There were three specific questions remaining for a better understanding of the transformation process and the negotiations with the European Commission. The first was whether alternatives had been considered, such as a reverse transaction in which the bank or some of the banking activities could be sold or floated by means of an IPO on the market. The second question was the interest on the Tier-1 securities. This 8.25% coupon was only payable if a dividend was paid in any year. Was it correct that the interest was nevertheless being paid even though there was no indication that a dividend would be paid? The third question related to what was now being referred to as "a notable disadvantage of the combined bank/insurer", the double leverage. In the past, the combination had been described as efficient use of capital. It was not clear how this efficient use of capital had suddenly turned into the disadvantage of double leverage.

Mr Hommen responded that the relationship between the bank and the insurer was being examined in detail. An IPO process had to be properly prepared but in the meantime the two companies had to continue operating as well as possible. Many improvement processes had already been implemented at the bank. This phase had only just started in the insurance operations and would take about six months. It was also expected that the banking and insurance operations could then achieve very good results, which would be to the benefit of the business and could be used to repay the debt to the State. Eventually, repayment to the

State would be completed and it would be possible to make an IPO for the entire insurer or perhaps its business units, or to break up the company and issue shares to the shareholders, or, for example, to see whether parts of the company could be sold. This process had to be undertaken very carefully so that no value was lost during the process. Consideration also had been given to doing this for the bank, but the bank's flexibility was completely different from that of the insurer. The legal and tax issues were also different. Consequently, it had been decided to dispose of the insurer rather than the bank.

The interest only had to be paid if a dividend was paid. The government had, however, insisted that the debt could only be repaid at a lower price before the end of January if the interest accrued to date was also paid. This was in fact a part of the premium that the government had required.

Mr Timmermans addressed the question of double leverage. It could be argued that a bank and an insurer would not incur losses at the same time and that this was a kind of diversification. Consequently, it had always been assumed that ING had double leverage. On the other hand, the double leverage reinforced the adverse effects if both the bank and the insurance markets were poor, as in 2002 and 2008. Views on the double leverage effect changed with changes in markets. This led to ING wanting to be rid of it.

Mr Wokke said that a share issue had been announced but, unlike the ING Trust Office, the depositary receipt holders had not in fact had any influence over the policy and asked for a response. He was also surprised that Mr Tilmant had joined the board of BNP Paribas without accounting for policy at ING in recent years. Mr Wokke continued by noting that a newspaper article had been published in July showing ING had been in first place in the Netherlands in investing in controversial weapons, including landmines. The chairman responded that the ING Trust Office was independent. After leaving, Mr Tilmant had been free to do as he wished. Mr Timmermans added that ING did not finance landmines and that the newspaper had been wrong.

Mr Stevense (Stichting Rechtsbescherming Beleggers) asked for further comments on the issue of double leverage. He also asked for greater clarity on the valuations under IFRS and US GAAP. Perhaps ING Direct USA need not be sold after all. Mr Stevense also asked what types of acquisition ING envisaged in a few years and for further details of the treasury activities at ING as there was the impression that they were falling short in several areas.

Mr Hommen explained that, in the recent past, when all kinds of values had fallen sharply, with liquidity disappearing so that markets ceased to function, both the bank and the insurance operations had been pulled down whereas in the past they had counterbalanced each other. The danger of double leverage was that it reinforced a downward movement.

If ING were to make an IPO and apply for it to be listed in America, the financial reports would also have to be prepared using US GAAP and that took time. If a company cannot grow, it stands still and ING did not want that. Until the State debt was repaid, growth would be organic at about 5%. It was still too early to know which acquisitions would be considered later. WestlandUtrecht had always been able to use the treasury department of the bank but would now set up its own treasury department and attract its own funds from the market.

Mr Stevense returned to the excessive debt and wondered how ING had found itself in this position. Mr Hommen replied that debt was drawn from ING Group and passed on to the bank and the insurance company as equity and so there was debt at holding company level. This operated agreeably when everything was going well, but if things went badly, it operated adversely. And so ING was discontinuing it.

Mr Beijersbergen (VEB) explained the voting of the VEB. The VEB approved of the proposed separation and the plans as they currently existed. There was every confidence that the bank could succeed in the future. There was, however, no explicit guarantee that a sale of any of the four essential business units would be submitted to a meeting at that time. The VEB would, therefore, abstain on this point. Mr Beijersbergen added that this was also the perfect time to look again at the depositary receipts. It had been said in the past that the depositary receipts would be abandoned if there was turnout of more than 35% on three occasions. That had been put “on hold”, but it would be good to return to this in April next year. If Nationale-Nederlanden were floated on the stock exchange as a spin-off or in an IPO, it should be with ordinary shares and not depositary receipts. The VEB would vote in favour of item 3. Mr Beijersbergen asked if the wording “Authorisation to issue ordinary shares and to exclude the pre-emptive rights” meant that blocks of shares in ING might also be issued to parties who only had a small holding, or none, at the same price at which the rights holders could purchase.

The chairman thanked Mr Beijersbergen for his explanation of VEB’s voting and added that ING would in any event return to depositary receipts during the shareholders’ meeting next year. Mr Vink explained the wording further. The statutory right of pre-emption was in fact being set aside, but in its place there was the right of shareholders and depositary receipt holders to make use of rights that would be issued to them.

Mr Velsinga asked if it would be possible to issue shares instead of depositary receipts. The chairman replied that it was not technically possible to issue shares as, at the moment, they were not listed on the stock exchange.

Mr Springveld wondered about the combined effect of the state support, the Alt-A guarantee and ING Direct USA on the future of ING. Mr Hommen replied that ING would now be repaying EUR 5 billion of the state support. The government was prepared to discuss the terms for repaying the second EUR 5 billion with ING. Once it had been repaid, ING would again have many more opportunities. Alt-A was in fact a structure in which the State had accepted 80% of the risks, both upward and downward risks. The sale of ING Direct USA was not necessarily linked to the Alt-A guarantee. There may be opportunities to end the Alt-A guarantee or the new accounting rules could create new opportunities. That could have a positive effect on the sale of ING Direct USA. Mr Springveld asked if the Alt-A guarantee counted as state support. Mr Hommen replied that the Commission regarded the Alt-A-transaction as state support.

Mr van de Bos asked for the net asset value of ING after the third quarter of 2009 and after the separation into a banking part and insurance part. He also asked for the arrears on the Alt-A portfolios and on the other mortgage portfolios in America. Mr van de Bos wondered how

large ING's consumer loans arm was and why WestlandUtrecht was being removed from ING, as it could be included in ING Hypotheken. It would also be cheaper to subcontract the consumer credit arm directly to third parties via 'service providing'. Mr van de Bos expressed concern about the future prospects for ING Real Estate and asked why ING had recently taken a 10.25% holding in BAM and a similar interest in Randstad.

Mr Timmermans said that ING Group had a net asset value of EUR 26.5 billion, excluding the core Tier 1 securities. EUR 579 million had been written off the Alt-A-bonds in the third quarter, with estimated loan losses of EUR 241 million. The arrears on the Alt-A portfolio were about 24%. ING also had prime mortgages in the portfolio and a provision had been formed on this in the third quarter as part of the total loan loss provisions which had, however, fallen in the third quarter from EUR 850 million to EUR 662 million.

Mr Hommen added that hiving off Interadvies, thus WestlandUtrecht and a part of Nationale-Nederlanden, and consumer credit was a requirement of the European Commission that could not be changed. That costs would be incurred was unfortunately true, but was all part of this. The consumer loans portfolio was about EUR 2 billion. The participating interests in BAM and Randstad had been taken by the asset managers at ING, who operate completely independently. Only the end results were assessed by the Executive Board.

Mr Fehrenbach explained that today he was speaking for his clients, including the Stichting Pensioenfonds Zorg en Welzijn. He believed that it was right today, above all, to look forward while the depositary receipt holders retained the right to reflect later on how things had gone. Today, permission was being asked for the announced change in strategy that would significantly change ING's nature. Further to this, it was sensible to examine ING's structure carefully and so his request was for plans for this to be presented to the 2010 General Meeting. Once the plans had unfolded, the change in structure should be put to a vote of the depositary receipt holders. All the more because ING has three directors at holding company level while there were 13 supervisory directors, including two from the government. Once at least half of the state support had been repaid, there was every reason to re-examine this structure, not least given the earlier comments with regard to the trust office.

Mr Hommen responded that this would certainly be discussed, as structure followed strategy. Perhaps at the next shareholders' meeting.

Mr Tiemstra said that there had been two large transactions with the State. The first was what the government called "support", despite it being on very poor terms. The second was a voluntary agreement between the government and ING. Following this, the price of ING shares and depositary receipts had risen until the negotiations with the European Commission had started and Ms Kroes had fined ING EUR 1.3 billion. Mr Tiemstra wondered if ING had objected sufficiently strongly against this fine and why ING had not taken the matter to court. Furthermore, Ms Kroes's position in the Commission would end in a few weeks and someone more sympathetic to ING might be appointed.

Mr Hommen confirmed that the payment of EUR 1.3 billion had not been ING's idea and ING had resisted it strongly. But the consequence would have been ING being denied permission for the Alt-A transaction with the State and that could have meant undoing the

transaction and ING having to record a one-off accounting loss of some EUR 12 to 13 billion. That was an even worse option. At one time, Ms Kroes had indeed had a better position than ING in the discussions and Dutch Finance minister Mr Bos had not objected to the payment. Mr Tiemstra concluded that the entire separation and everything to do with it was the work of Ms Kroes. Mr Hommen retorted that the separation was supported by ING. If ING had appealed to the European Court against the EUR 1.3 billion payment, it would have taken at least three years before ING had a verdict, and the payment would have had to have been made in the meantime.

Mr Desmet said that a unanimous decision had been taken by the Executive Board and the Supervisory Board, which had two government members. At the same time, the share price had fallen again, by some 40%, so what was the benefit to the shareholders? Mr Desmet said that he would have liked to have heard from the directors that, as ING was again calling for funds from the shareholders, which is at least a dilution of almost 35%, this would be reflected in the salary and remuneration structure of the people at the table. He wondered if the Supervisory Board had considered this and if so, why this had not been announced.

The chairman responded that the remuneration policy would be discussed at the shareholders' meeting next April and the changed situation in the world, partly as a result of the crisis, would, of course, be reflected. There would be every opportunity to speak on this matter at that time. Mr Hommen added that the Executive Board had not had a salary increase, bonus or long-term remuneration this year or last. The ING Executive Board's salaries members had not risen since 2008. Mr Hommen warned that a situation in which people did not want to work for ING must not arise. This was also important for the shareholders. On the other hand, ING did not want to pay too much and also subscribed to the Banking Code which states that bonuses may not exceed 100% of the salary. Mr Desmet highlighted that Mr Hommen had only responded to a question from the floor and had not presented this information on his own initiative. Furthermore, he fundamentally disagreed that good staff might not be attracted if very high salaries, such as those paid at Citibank or Goldman Sachs, were not offered.

Mr van der Veen noted that the authorities had been very seriously incompetent and that it seemed best today to vote in favour with thanks to all employees and customers of ING for their confidence.

Mr Heinemann pointed out that not so long ago Amsterdam was to have been a financial centre. Today the opposite was the case: the banks had to become smaller. How could this be reconciled? Secondly, he thought that there had to be better investments than American debt securities. There were investments which were perhaps slightly riskier, but so was the American dollar and the American financial world was currently in a very uncertain position.

Mr Hommen emphasised that it was not ING's intention to become smaller. The bank and the insurer were large enough to exist independently of each other and together. They both had the opportunity to grow. The company wanted to become simpler, less complex, more efficient and focused. Not smaller but better! On the investments in America, Mr Timmermans explained that ING Direct USA was a savings bank with demand deposits and so the investments had to be such that savers could withdraw their money at any time. The investments also had to meet the requirements for savings banks and these did not allow

investment in commodities and equities. Mr Heinemann asked whether another currency, such as the Swiss franc, was an option. Mr Timmermans replied that in the US, thrift institutes were not permitted to run currency risks.

Mr Vermaesen noted that ING was paying 22% on the repayment of EUR 5 billion and asked if the listing on the American stock exchange would end when ING Direct USA was sold. He also wondered why it was so important for products to become simpler. Mr Vermaesen also wanted to know the effect of the changed accounting rules on ING's balance sheet.

Mr Hommen said that it was important that consumers understood the products. ING would certainly consider whether listing in America was necessary in the future. On the accounting rules, Mr Timmermans noted that ING may not agree with them but had to comply. A lesson from this crisis was that not only the actual losses on assets were relevant, but also the accounting consequences on this type of asset. Proposals had been made to change the accounting rules but the politicians and the European Commission still had to decide.

The chairman summarised that there had been a critical but constructive discussion on two very significant matters that particularly affected the shareholders, both in the change of ING's identity and on a large rights issue. The chairman moved to the vote.

2B. Approval of a resolution of the Executive Board regarding an important change of the identity or the character of the Company or the enterprise (voting item).

There being no further questions, the chairman put the proposal to approve a resolution of the Executive Board regarding an important change of the identity or the character of the company or the enterprise to the vote. Following the electronic voting, the chairman announced that the proposal had been carried by 1,997,980,327 votes in favour, 4,280,032 votes against and 10,455,528 abstentions. Had the votes of the ING Trust Office for which no voting instructions had been received from depositary receipt holders been ignored, the proposal would have been carried by 611,873,431 votes in favour, 4,280,032 votes against and 10,455,528 abstentions.

3. Authorisation to issue ordinary shares and to exclude the pre-emptive rights (voting item).

The chairman noted that this proposal concerned the rights issue. Having established that there were no further questions, he moved the proposal to appoint the Executive Board as the corporate body authorised, upon approval of the Supervisory Board, to adopt a resolution to issue, within the limits set by the authorised share capital, such number of ordinary shares as will be needed to raise an amount of up to seven billion five hundred million euros (EUR 7,500,000,000) and to exclude applicable pre-emptive rights.

The maximum number of ordinary shares that can be issued pursuant to this authorisation shall be equal to the total number of unissued ordinary shares forming part of the authorised share capital as it currently exists, taking into account any authorisations already in force. Pursuant to this authorisation, ordinary shares may be issued without pre-emptive rights of existing shareholders. However, holders of existing ordinary shares, other than Stichting ING

Aandelen (ING Trust Office), and holders of existing bearer depositary receipts will be granted similar rights to subscribe for depositary receipts for ordinary shares exercisable subject to applicable securities laws and regulations. This authorisation applies to the period ending on 27 October 2010 and does not supersede the authorisation granted by the General Meeting of 27 April 2009. The latter authorisation shall therefore continue in full effect, insofar unused.

Following the electronic voting, the chairman announced that the proposal had been carried by 1,983,905,442 votes in favour, 5,800,663 votes against and 23,009,683 abstentions. Had the votes of the ING Trust Office for which no voting instructions had been received from depositary receipt holders been ignored, the proposal would have been carried by 597,798,546 votes in favour, 5,800,663 votes against and 23,009,683 abstentions.

4. Closing

The chairman closed the extraordinary General Meeting at 4.30 p.m. after thanking everyone for their contributions.

Amsterdam,

Amsterdam,

The Hague,

P.A.F.W. Elverding
chairman

L.G. van der Meij
secretary

J.M.M. Groen
depositary receipt holder