

# ING Groep N.V. Annual General Meeting 2025

## **Agenda**

for the Annual General Meeting of ING Groep N.V. to be held at Muziekgebouw aan 't IJ, Piet Heinkade 1, 1019 BR Amsterdam, the Netherlands on Tuesday, 22 April 2025, 2:00pm CEST.

This meeting can be followed live via video webcast at [www.ing.com/agm](http://www.ing.com/agm).

# Agenda

## To the shareholders of ING Groep N.V.

The Annual General Meeting (AGM) of ING Groep N.V. (ING Group) will be held on Tuesday, 22 April 2025 at 2:00pm CEST. Shareholders or their proxyholders can attend the AGM in person at Muziekgebouw aan 't IJ, Piet Heinkade 1, 1019 BR Amsterdam, the Netherlands.

The AGM can also be followed live via video webcast at [www.ing.com/agm](http://www.ing.com/agm).

### Availability of meeting documents

The following meeting documents are available:

- 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 ING Group.
- The 2024 Annual Report, including the Financial Statements, the reports of the Executive Board (including the Sustainability Statement) and the Supervisory Board, the Remuneration Report and other information.

The meeting documents are available via [www.ing.com/agm](http://www.ing.com/agm) or can be viewed and/or obtained free of charge at the offices of ING Group at Bijlmerdreef 106, 1102 CT Amsterdam.

Questions on the agenda items may be submitted by sending an email to: [media.relations@ing.com](mailto:media.relations@ing.com).

The notarial record of the AGM of 22 April 2024 is available via [www.ing.com/agm](http://www.ing.com/agm).

**Amsterdam, 7 March 2025**

**Executive Board**

**Supervisory Board**

## Agenda items

### Agenda item 1

Opening remarks and announcements.

### Agenda item 2

- Report of the Executive Board (including the Sustainability Statement) for 2024 (discussion item).
- Report of the Supervisory Board for 2024 (discussion item).
- Remuneration Report for 2024 (advisory voting item).
- Financial Statements (annual accounts) for 2024 (voting item).

### Agenda item 3

- Dividend and distribution policy (discussion item).
- Dividend for 2024 (voting item).

### Agenda item 4

- Discharge of the members of the Executive Board in respect of their duties performed during the year 2024 (voting item).
- Discharge of the members of the Supervisory Board in respect of their duties performed during the year 2024 (voting item).

### Agenda item 5

Appointment of the external auditor to provide assurance on the Sustainability Statement (voting item).

### Agenda item 6

Composition of the Executive Board:

- Reappointment of Steven van Rijswijk (voting item).
- Reappointment of Ljiljana Čortan (voting item).

### Agenda item 7

Composition of the Supervisory Board:

- Reappointment of Margarete Haase (voting item).
- Reappointment of Lodewijk Hijmans van den Bergh (voting item).
- Appointment of Petri Hofsté (voting item).
- Appointment of Stuart Graham (voting item).

### Agenda item 8

- Authorisation of the Executive Board to issue ordinary shares (voting item).
- Authorisation of the Executive Board to issue ordinary shares with or without pre-emptive rights of existing shareholders (voting item).

### Agenda item 9

Authorisation of the Executive Board to acquire ordinary shares in ING Group's own capital (voting item).

### Agenda item 10

Reduction of the issued share capital by cancelling ordinary shares acquired by ING Group pursuant to the authority under agenda item 9 (voting item).

# Additional meeting information

## Record date, registration, voting and questions

### Record date

The right of shareholders to attend and/or vote at the AGM is determined on the basis of the shares held by them on the record date (Record Date), which is Tuesday, **25 March 2025**.

Every person recorded as a shareholder of ING Group on the Record Date after the closing of the books according to either:

- the records of an Intermediary as defined in the Securities (Bank Giro Transactions) Act (*Wet giraal effectenverkeer*); or
  - the shareholders' register kept by ING Group,
- is entitled to attend the AGM and/or to exercise voting rights in respect of the AGM in accordance with the number of shares held on this date upon registration as described below. This entitlement is not affected by any acquisition or disposal of shares after the Record Date. ING Group does not require blocking of shares for a shareholder to exercise its rights in respect of an AGM. However, it cannot be ruled out that an Intermediary will require blocking of shares in specific situations.

### Registration

Registration is open from the Record Date until **Wednesday, 16 April 2025**, 5:30pm CEST. Shareholders with access to 'Evote by ING' can register by logging on to the platform and choosing one of the following options:

1. Attend in person;
2. Appoint a proxy; or
3. Vote in advance.

Shareholders whose shares are registered in the Shareholders' Register kept by ING Group may register in writing with ING Bank Issuer Services by email: [agm.pas@ing.com](mailto:agm.pas@ing.com).

Legal entities may register in writing through their Intermediary.

Shareholders will receive a confirmation of registration by email upon correct and timely registration.

### Attending and voting in person

The registration number will grant shareholders or their proxies entrance to the AGM. Attendees (i) must register at the registration desk which opens one hour before the start of the AGM, and (ii) must be able to identify themselves by showing a valid identification document (e.g. valid passport or driving license).

Attendees can cast votes live during the AGM.

### Voting in advance

Shareholders can vote in advance via the electronic platform '[Evote by ING](#)' by choosing the option 'Vote in advance', thereby granting an electronic voting proxy to civil-law notary Ms J.J.C.A. Leemrijse or her substitute with

the instructions to vote live at the AGM. By providing the voting instructions, the shareholder grants a proxy to civil-law notary Ms J.J.C.A. Leemrijse or her substitute to vote on the shares at the AGM in accordance with the instructions. Voting instructions have to be received no later than Wednesday, **16 April 2025**, 5:30pm CEST. Voting instructions can also be submitted by means of a proxy form, which can be either downloaded online via [www.ing.com/agm](http://www.ing.com/agm) or obtained upon request from ING Bank Issuer Services at [agm.pas@ing.com](mailto:agm.pas@ing.com). After completion and signing, the proxy form should be sent to ING Bank Issuer Services at [agm.pas@ing.com](mailto:agm.pas@ing.com), where it should be received no later than Wednesday, **16 April 2025**, 5:30pm CEST.

### Webcast

The AGM can also be followed live via video webcast at [www.ing.com/agm](http://www.ing.com/agm). It is not possible to vote virtually during the AGM.

### Questions before and during the AGM

Registered shareholders can:

- submit questions in writing up to 72 hours prior to the start of the AGM by sending an email to [media.relations@ing.com](mailto:media.relations@ing.com);
- ask questions live at the AGM (if the shareholder or its proxy attends the meeting in person); and/or
- submit questions during the AGM through the chat function in '[Evote by ING](#)' by logging on to the electronic platform and by clicking on the 'attend online' button under 'My Registrations'.

### Holders of American depositary receipts

Holders of American depositary receipts are referred to the information on [www.ing.com/ads](http://www.ing.com/ads).

### Miscellaneous

#### Security

For the safety of all attendees, a security check will be in place before entering the meeting space. Attendees are asked to leave their coats and bags in the cloakroom or lockers at the venue before entering the meeting area. A routine search may be performed. It is not permitted to take liquids into the venue. Any items deemed to be inappropriate will be removed and stored until the end of the event. The use of electrical devices and cameras will not be permitted during the meeting. Attendees that do not adhere to these rules may be asked to leave or may be removed from the meeting.

#### Meeting order

Based on past experiences, activist groups may disrupt the AGM. ING aims to ensure safety and order, with the chairman of the Supervisory Board taking strict measures. Disruptive attendees may be asked to leave or may be removed from the meeting.

#### Photography and personal data

ING reserves the right to record the proceedings at the AGM, for use in future events, publications, social media or press-related activities connected to the event. Recording may be in the form of photography, video-recordings or audio-recordings. By attending the event you consent to being photographed and/or audio-video recorded at the

event, and grant the organisers the perpetual right to use your likeness, image, photo and voice, without financial compensation, for possible use in conjunction with related ING future events, publications, social media or press-related activities. A copy of ING Group's privacy statement can be found [here](#).

**Directions**

Directions to Muziekgebouw aan 't IJ can be found [here](#).

**Refreshments**

Drinks and small items of food will be served before the AGM.

## Contact

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## Website

[www.ing.com](http://www.ing.com)

