

APS 330

Remuneration

Disclosures

**31 December 2022**

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## Introduction

The following remuneration disclosures have been prepared by ING Bank (Australia) Limited (IBAL) in accordance with the Australian Prudential Regulation Authority's (APRA) remuneration disclosure requirements under Prudential Standard APS 330 Public Disclosure (APS 330) and Board-approved policy.

The prudential disclosures require that all Authorised Deposit-taking Institutions (ADIs) meet the minimum requirements for public disclosure of qualitative and quantitative information about their remuneration practices.

The quantitative information relates to senior managers and material risk takers employed by IBAL, for the year ended 31 December 2022. The qualitative remuneration disclosures are broader in scope and cover all individuals included in the Remuneration Policy, as outlined in Prudential Standard CPS 510 Governance (CPS 510).

Senior Managers for the purpose of this disclosure include the CEO, the Executive Committee (EXCO) and Responsible Persons.

There are currently 12 active employees within this group.

- Four employees acted in an interim capacity during 2022
- Two employees ceased employment in 2022 from this group (and were replaced by permanent hires).

Material risk takers, as defined in CPS 510, are those persons for whom a significant portion of total remuneration is based on performance and whose activities, individually or collectively, may affect the financial soundness of the institution. There are no employees in IBAL outside of the senior management group who are considered material risk takers based on this definition. IBAL's material risk takers are included within the senior manager category of this disclosure.



## Qualitative disclosures

### 1) Governance

#### Remuneration Governance

The Board of IBAL has established the Remuneration and Nomination Committee (the “Committee”). The Committee is the main body which oversees remuneration for IBAL and is responsible for the sound and prudent management of IBAL’s remuneration policy and processes.

Specific details of the roles and responsibilities of the Committee are set out in the Board Remuneration and Nomination Committee Charter (“the Charter”). The Charter is reviewed and approved annually by the Board.

This Charter states that the Committee must be made up of a minimum of three members, the majority of whom must be independent directors, with an independent non-executive director as chair.

The members of the Committee as at 31 December 2022 were:

- i. John Laker (Chair of IBAL and Chair of the Remuneration and Nomination Committee)
- ii. Darryl Newton
- iii. Aris Bogdaneris

During 2022 one previous member of the Committee ceased as a member of the IBAL Board.

- i. Nancy Fox (ceased to be a member of the IBAL Board in May 2022)

The Committee met six times during the year ended 31 December 2022.

The fees paid to local members of the Committee for the 2022 year were \$416,052. Because the members of the Committee sit on other IBAL Board Committees and the Board itself, the fees quoted above include remuneration for holding those other positions. The fees quoted do not incorporate remuneration paid to Directors who are foreign executives of other entities in the ING Group; no payments were made locally to these directors by IBAL.

The Committee has available to it unfettered access to internal and external resources to provide input on specific remuneration issues. Where the Committee chooses to seek advice from external advisors the Committee can do this independently of, and without involving, management of IBAL. During 2022, IBAL engaged Ernst & Young to assist with the implementation of, and compliance with the requirements of Prudential Standard CPS511 Remuneration (effective 1 January 2023). Amendments to process and policy will be reflected in the disclosures for performance year 2023.



## Remuneration Policy and Framework

To assist with the management of IBAL's remuneration processes, the Committee has approved the IBAL Remuneration Sub-Policy (called "the Remuneration Policy"). The Remuneration Policy sets out the design and structure of remuneration processes for IBAL. The Remuneration Policy is read jointly alongside the terms and provisions laid down in the ING Remuneration Regulations Framework (IRRF), which is the standard for all remuneration policies for ING Group entities globally.

The Remuneration Policy and the IRRF:

- explains the relationship between the Policy and other IBAL policies, as well as the global ING Remuneration Regulations Framework
- outlines the general principles of remuneration for all employees, and employees in control functions (defined below), including specific detail in relation to the ratio of fixed remuneration to variable remuneration and the deferral and risk adjustments that can be applied to variable remuneration
- outlines the general principles of performance management for all employees, and employees in control functions, including the role of Human Resources in the performance management process
- outlines the roles of each of the control functions in remuneration and the performance management process
- details the maximum levels of variable remuneration applicable to employees within Australia in order to comply with the statutory caps which follow from Dutch Law
- outlines the remuneration governance structure, including describing the role of each of the corporate bodies within ING Group that are involved in the remuneration regulations
- outlines the categories of remuneration, including fixed and variable remuneration, and the components which make up each category
- outlines specific requirements in relation to certain categories of employees (e.g. control functions, Identified Staff, high earners etc)
- details the severance policy and governance model for severance payments
- outlines the circumstances under which ex-ante risk adjustments can be made (holdback and claw back) and the process to enable this, and
- outlines the European and Australian regulatory disclosure requirements.

During 2022, the Board reviewed and approved changes to IBAL's Remuneration Policy. The changes reflected adopting the IRRF as a standalone document, with the IBAL Remuneration Policy being updated to reflect only those local inclusions required by the Australian regulatory landscape. In 2022, there were no significant changes to the local inclusions in the IBAL Remuneration Policy. The table below outlines the key changes made to the IRRF during 2022. As the IRRF is a standalone document, it is presented in the global format with ING Group terminology. The IRRF is read jointly alongside the IBAL Remuneration Policy.



| Subject area                                | Description of changes in the IRRF                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|---------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Certification                               | The IRRF prescribes that the annual review of the local remuneration policies is conducted by local HR in close cooperation with the local Risk Function and Legal. The local Risk Function is required to validate and support the review performed and verify the certificate for any deviations being issued.                                                                                                                                                                                           |
| Gender Neutral Remuneration Policies        | <p>The revised European Banking Authority (EBA) Guidelines on sound remuneration policies set further requirements for institutions regarding gender neutrality. Following the ING Group Gender Neutral Project - Action Plan, requirements have been included in the IRRF 2022.</p> <p>The goal is that ING Group can monitor via the IRRF certification process that gender-neutral remuneration policies are applied by the local entities.</p>                                                         |
| Retention Award                             | The revised EBA Guidelines on sound remuneration policies set further requirements for institutions regarding Retention Awards. For example where in the past Retention Awards should not be linked to any performance criteria, the EBA Guidelines now require that performance criteria will be linked to the Retention Award. Those performance criteria must be based on the respective 'event'.                                                                                                       |
| Severance                                   | The revised EBA Guidelines on sound remuneration policies contain several amendments regarding severance pay that required an update of the IRRF wording. The new EBA Guidelines provide for important clarifications as to when a severance payment can be regarded Fixed Remuneration. It should be noted that for IBAL, APRA Prudential requirements apply.                                                                                                                                             |
| SFDR                                        | The EU Regulation on sustainability related disclosures in the financial services sector (SFDR) came into effect. The SFDR introduces the requirement that ING Group needs to disclose information how remuneration policies that cover ING Group's investment and insurance advice activities are consistent with the integration of sustainability risk. The IRRF is updated to include this requirement.                                                                                                |
| Ex Post Risk Adjustment, Governance Process | The holdback/clawback process has been adjusted as of Performance Year 2022. The most substantial change is that the first assessment will be performed by a <b>Cross Control Functions Committee</b> (instead of the CRO MT). This committee will also prepare the recommendation on the applicability of a holdback, clawback or in-year variable remuneration ("VR") adjustment. Furthermore, <b>only Group IDS</b> is in scope of the Group process. Non-Group IDS remain in scope of local processes. |
| Proportionality                             | The revised Dutch Act on Financial Supervision allows for a higher threshold for the statutory proportionality provision to exempt <b>Group Identified Staff ("IDS")</b> from VR requirements on deferral and pay out in instruments. Due to this revision, ING Group will be able to make full upfront cash VR awards to more Group IDS falling under the updated thresholds. The revised Dutch Act on Supervision applies from 29 December 2020.                                                         |
| Appendix B – Reward Governance              | Updated governance chart for off-cycle process related to Identified Staff roles in line with Leadership Appointment Process                                                                                                                                                                                                                                                                                                                                                                               |



## Remuneration and Risk Management

The IBAL Remuneration Policy forms part of the IBAL Risk Management Framework.

The Committee ensures that the Remuneration Policy encourages behaviour that supports IBAL's long-term financial soundness, growth and success, within a robust risk management framework.

The Remuneration Policy sets out the following principles, ensuring that performance management and remuneration:

- i. support a pay for performance culture
- ii. support a focus on the long-term interests of IBAL and balance the interests of its stakeholders, including employees, customers and shareholders
- iii. are aligned with the business strategy, corporate culture and values
- iv. are designed to avoid conflicts of interest
- v. are aligned with IBAL's overall risk appetite, support a strong focus on risk control and protection of a sound capital base, promote robust and effective risk management, taking into account all risks including reputational risks and risks resulting from the mis-selling of products, and do not promote risk-taking behaviour that is outside the risk tolerance of IBAL
- vi. treat employees fairly across the globe
- vii. are gender neutral: female and male workers will be equally remunerated for equal work or work of equal value
- viii. support the development of employees
- ix. ensure that monetary and/or non-monetary forms of remuneration do not introduce incentives whereby relevant persons favour their own interests, or IBAL's interests, to the detriment of others, and
- x. ensure that the interests of shareholders and other stakeholders are not impaired in the short, medium and long-term.

To ensure that it continues to attract, retain and motivate talented employees in a competitive market, IBAL gives effect to these principles in a way that ensures that all employees are treated equally whilst maintaining fair pay, strongly linked to performance:

- We pay at market
  - We target the market median for remuneration
- We pay for performance
  - Payouts are linked to individual, company and group targets.
  - Variable remuneration has a clear link to responsible customer outcomes
  - Excellent performance and underperformance are taken into consideration
- How we do things is important
  - Reward behaviours based on our values
  - The responsibility to our customers is fundamental to the way we reward performance
- We ensure fairness and equality
  - We apply a fair, objective and consistent approach
  - We ensure equal pay for employees performing similar roles



## 2) Remuneration Structure

Remuneration arrangements for all employees consist of the following components:

- i. Fixed remuneration
- ii. Variable remuneration (short-term incentive “STI” and long-term Incentives “LTI”)

| Component of Remuneration          | Structure                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Fixed remuneration</b>          | <p>Fixed remuneration is comprised of base salary, superannuation, Salary Continuance Insurance premium and any employee salary sacrificed benefits.</p> <p>An employee's fixed remuneration reflects the size and complexity of their current position, their level of experience and skills in relation to the role, and the employee's individual performance.</p> <p>Fixed remuneration is typically reviewed annually, in March, as part of the annual remuneration review process. This review takes into account the employee's individual performance against individual job objectives, behaviours in line with ING's Orange Code, “stretch ambitions” that are set and agreed at the start of the relevant performance year, and market relativity.</p> <p>The Orange Code details IBAL's behaviours and values that all employees must uphold. ING's Orange Code behaviours are important to the way IBAL does business; hence, employees who do not meet the values and behaviours as outlined in the Orange Code are not eligible to receive an increase to their fixed remuneration.</p> <p>Superannuation contributions are paid according to statutory requirements.</p> <p>Salary Continuance Insurance is offered to all employees and the cost is subsidised by IBAL. Employees may choose to opt-out.</p> |
| <b>Variable remuneration (STI)</b> | <p>Every permanent employee is eligible to participate in a variable remuneration plan relevant to their role.</p> <p>Variable remuneration is used as a tool to reward employees for their performance during the relevant year.</p> <p>Any potential variable remuneration payment is dependent upon:</p> <ol style="list-style-type: none"> <li>i. strong individual performance;</li> <li>ii. the performance of IBAL (measured through financial and non-financial targets); and</li> <li>iii. the performance of ING Group.</li> </ol> <p>For Identified Staff (those whose professional activities have a material impact on ING's risk profile), variable remuneration is paid in both upfront and deferred components.</p> <p>For other employees, variable remuneration is delivered in cash, subject to statutory superannuation requirements and applicable tax.</p> <p>The IBAL remuneration exceptions committee and then the CEO will review all remuneration proposals for employees receiving an “improvement required” as part of the exceptions process. The remuneration exceptions committee is composed of HR, Risk, Audit and Legal executives and conducts an independent review. Performance outcomes are discussed in more detail in Section 3.</p>                                                 |
| <b>Variable remuneration (LTI)</b> | <p>LTI is awarded in two forms:</p> <ol style="list-style-type: none"> <li>i. Deferred shares for any employee with an STI award that exceeds a threshold (currently EUR 200,000). Deferred variable remuneration vests over three years. Any amount above the threshold is subject to deferrals. For Identified Staff, at least 40% of variable remuneration is deferred for up to three years (this excludes Identified Staff who are Accountable Persons);</li> <li>ii. For Accountable Persons, at least 40% of variable remuneration is deferred for four years.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |





### Risk and Financial Control Personnel

Risk and Financial Control personnel are classified within ING Group as control function employees. Control functions include all employees within Risk, Legal, Finance, Internal Audit and Human Resources.

In line with the ING Remuneration Regulations Framework, to ensure that the independence of control functions is not compromised, the variable remuneration of employees in these functions is predominantly based on function-specific objectives which include qualitative criteria, but is not based on the financial performance of the business directly monitored by these functions.

## 3) Performance and Reward

Variable remuneration payments under IBAL's variable remuneration plans are linked to several performance measures: the performance of ING Group, the performance of IBAL (through financial and non-financial measures) and strong individual performance. Each of these is outlined below.

| Component                     | Input into variable performance plan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|-------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>IBAL Group performance</b> | Each year ING Group determines the size of the variable remuneration pool, which funds variable remuneration outcomes within IBAL. This pool is based on ING Group performance (measured through a scorecard approach) and the performance of IBAL. ING Group approves the total variable remuneration pool available to IBAL.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>IBAL performance</b>       | <p>IBAL performance is assessed against both financial and non-financial measures which support IBAL's short-term performance and long-term strategy. The measures are weighted and scored to give an overall company performance score.</p> <p>Financial measures include return on equity, operational expenditure, and profit. Non-financial measures include employee engagement, Net Promoter Score and non-financial risk measures.</p> <p>Specific risk measures include financial risks (credit risk, market risk, liquidity risk and business risk), as well as non-financial risks (operational risk and legal and compliance risk). The risk management framework details how assessment of risk performance is determined based on quantifiable and qualitative assessments.</p> <p>Performance against these measures impacts the assessment of IBAL's performance for the relevant year.</p> <p>Company performance affects the size of any potential variable remuneration pool. The variable remuneration pool is subject to IBAL Board approval on the advice of the IBAL Remuneration and Nomination Committee.</p> <p>An increase in IBAL's performance relative to target results in a larger variable remuneration pool (subject to ING Group approval).</p> |



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**Individual  
Performance**

Performance management is a core business process to align individual performance objectives with the long-term strategy of the business of ING and to ensure a sustainable and successful business for all its stakeholders. ING operates a performance management process linked to remuneration to prevent rewarding for failure and to support ING's long-term interests.

The principles that underlie performance management within ING reflect and further elaborate on the performance management principles in the ING Remuneration Regulations Framework and are included below.

The performance management framework for all employees includes the following three components:

- job/objective – the core of the job, objectives related to day to day activities and projects
- Orange Code – alignment to ING's behaviours
- stretch ambitions: individual “stretch” targets focused on organisational priorities that make the biggest difference that all employees will define (and management validates), in line with job expectations and Orange Code behaviours.

Objectives and stretch ambitions are set at the start of the performance year and validated to ensure individual objectives align with IBA's strategy. All employees are required to complete a performance review against these objectives and ambitions, and Orange Code behaviours.

For all employees, objectives must be based on at least 50% non-financial objectives.

An employee's level of individual performance directly affects their potential variable remuneration outcome. Higher levels of individual performance result in higher levels of variable remuneration.

Employees are rated on each component of performance, receiving one of three outcomes:

Improvement Required, Well Done or Excellent.

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## Risk Adjustment

Risk adjustments occur both pre and post determination of company and individual performance. These are outlined below.

In addition, as one of the non-financial measures used to determine the performance of IBAL during the performance year, non-financial risk measures directly impact the scorecard for IBAL's performance. This has an effect on the size of any potential variable remuneration pool, as well as individual variable remuneration outcomes.

Any award of variable remuneration must be designed to encourage behaviour that supports:

- i. IBAL's long-term financial soundness; and
- ii. the risk management framework of IBAL.

Variable remuneration must also be aligned with prudent risk-taking. In determining the amount for each employee, management has discretion to adjust the amount to reflect the:

- i. outcomes of business activities;
- ii. risks related to the business activities taking account, where relevant, of the cost of the associated capital; and
- iii. time necessary for the outcomes of those business activities to be reliably measured.

### a) Ex-ante risk adjustment takes place at three levels.

The first level is at the time of determining the variable remuneration pool. In determining the overall size of this pool, ex-ante measures are applied to reduce the pool for current year and prior year increases in the risk profile, as well as for any known future potential risk profile changes, which are reflected in the use of the return on equity (RoE). An ex-ante risk adjustment can be made by the ING Group Management Board Banking with the approval of the ING Group Supervisory Board, taking into account the advice of the ING Group RemCo and the input of Risk and Finance. The risk adjustment takes into account the liquidity required and the cost of capital, as relevant to the specific Business Lines, in order to ensure that the total variable remuneration pool does not limit ING's ability to maintain an adequate capital base.

The second risk-adjustment measure lies in the performance assessment. IBAL applies an extensive assessment of the performance of employees before variable remuneration is proposed and awarded. Every manager carefully assesses the performance delivered by its individual team members on the basis of pre-agreed performance targets. In addition to that, the manager has the discretionary power to adjust a variable remuneration proposal downwards in case of perceived inappropriate risk taking. In that way, variable remuneration is aligned with additional risks that have been identified throughout the performance year.

Thirdly, ING applies risk requirements on an individual level for Identified Staff (including persons identified as Senior Managers in APS 330), who are considered risk takers or who work in the Operations department. These requirements are financial and non-financial criteria to ensure a focus on the long-term sustainability of ING and have been designed to further strengthen the relationship between minimum standards in the area of risk management and individual remuneration. Examples of such requirements are credit risk requirements, balance sheet risk requirements, market risk requirements, acquisitions and divestments requirements and global capital markets requirements.

In principle, every Identified Staff in a risk taker role or working in the Operations department will receive two to three risk requirements each year. The combination of these requirements depends on the business line and functional role of the Identified Staff member.

The ING risk function determines the appropriate risk requirements of the Identified Staff during the planning phase. The requirements are evaluated by the ING risk function at end of the year, resulting in a proposal to apply risk modifiers where appropriate on an individual basis. The ING risk function, in coordination with the IBAL Chief Risk Officer (CRO), performs an assessment of each individual's performance against the risk modifiers. Outcomes of this review are then applied to the final award of variable remuneration to individual employees.

The IBAL CRO's assessment of each individual's performance against the risk modifiers is also presented to the IBAL Remuneration and Nomination Committee. Following final sign off from ING Group, the Committee will ensure that the risk modifiers are applied in the final award of variable remuneration to individual employees.



## b) Ex-post Risk Adjustments - Deferral and Clawback

All employees who participate in a variable remuneration plan are subject to a form of deferral should they meet set criteria. The table below provides a summary of the various deferral arrangements applicable to different employee groups across IBAL.

| Employee Group                                                                                                | Deferral Arrangement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|---------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Identified Staff</b><br>(CEO, direct reports to the CEO, Executive Committee and Identified Staff in Risk) | <p>All variable remuneration is subject to an upfront component and a deferred component awarded as</p> <ul style="list-style-type: none"> <li>i. Upfront cash</li> <li>ii. Upfront Shares</li> <li>iii. Deferred cash (vests over three to five years)</li> <li>iv. Deferred shares (vests over three to five years)</li> </ul> <p>At least 40% of variable remuneration is deferred (in either cash or equity as above).</p> <p>For Accountable Persons, the deferral time period is 4 years.</p> |
| <b>All other employees</b>                                                                                    | <p>All other employees are subject to deferral of variable remuneration (STI) if their variable remuneration (STI) exceeds a given threshold. Deferred variable remuneration vests over three years. The current threshold is EUR200,000, with any amount above this subject to deferrals.</p>                                                                                                                                                                                                      |

At the end of each deferral period, the Board of IBAL, on the advice of the IBAL Remuneration and Nomination Committee, has the right to reduce or hold back the component of deferred variable remuneration. The Board has the right to apply hold back up to 100% of the awarded and unvested deferred variable remuneration from any current (or ex-) employee. The same applies to claw back for up to 100% of the paid and/or vested variable remuneration.

The ING Group sets specific criteria for the application of Hold back or Claw back being:

| Ex post risk adjustment criteria                                                                                                                                                                                                                                                                                                                                          | Examples – not exhaustive                                                                                                                                                                                    | Character of the adjustment                                                                                         | Mechanisms at ING's disposal                                                                                                                       |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Criterion 1.</b><br>The employee failed to meet appropriate standards of fitness or propriety                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                              | <b>Mandatory</b><br>Once ING has concluded which <b>criterion</b> applies ING will apply an individual VR reduction | 1) In-year VR reduction: applied to non-deferred VR;<br>(2) Holdback: applied to deferred VR; and/or<br>(3) Clawback: applied to vested or paid VR |
| <b>Sub Criterion 1.a.</b><br>Engaging in conduct or acts considered fraud or other types of criminal activities                                                                                                                                                                                                                                                           | Involvement in criminal activities or abuse of office such as:<br>(i) insider dealing, bribery, money laundering, corruption;<br>(ii) theft of company funds/property;<br>(iii) defrauding customer/clients. |                                                                                                                     |                                                                                                                                                    |
| <b>Sub Criterion 1.b.</b><br>Serious misbehaviour or error by an employee, including a serious breach of:<br>(i) fundamental principles set out in the Dutch banker's oath and its foreign counterparts,<br>(ii) internal codes of conduct or other internal rules, especially those concerning risk, or<br>(iii) their employment contract, relevant laws or regulations | Misbehaviour might include:<br>(i) Being guilty of discrimination, bullying, sexual or other harassment;<br>(ii) Engaging in competing activities;<br>(iii) Involvement in data privacy breaches;            |                                                                                                                     |                                                                                                                                                    |



|                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                        |                                                                                                                                                     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Criterion 2.</b><br>The employee participated in or was responsible for conduct which resulted in significant losses to ING or any of the legal entities in its group                                            | Such conduct, where it resulted in significant losses, might include:<br>(i) Failure of risk management or breach of risk management policies;<br>(ii) Conduct which caused the company to be subject to regulatory, tax or other fines/penalties;<br>(iii) Conduct which caused the company to be subject to a lawsuit.                                                                                                     | <b>Mandatory</b><br>Once ING has concluded which <b>criterion</b> applies ING will apply an individual VR reduction    | (1) In-year VR reduction: applied to non-deferred VR;<br>(2) Holdback: applied to deferred VR; and/or<br>(3) Clawback: applied to vested or paid VR |
| <b>Sub Criterion 2.a.</b><br>In the event of specific conduct that leads to the material re-statement of ING annual accounts and/or significant (reputational) harm to ING or any of its subsidiaries or affiliates | Involvement in:<br>(i) inflating profit; or<br>(ii) disguising losses in company accounts, whether by material errors or otherwise.                                                                                                                                                                                                                                                                                          |                                                                                                                        |                                                                                                                                                     |
| <b>Criterion 3.</b><br>Payment of the VR award would be unacceptable according to the principles of reasonableness and fairness                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>Discretionary</b><br>Once ING has concluded which <b>criterion</b> applies ING can apply an individual VR reduction | (1) In-year VR reduction: applied to non-deferred VR; and/or<br>(2) Holdback: applied to deferred VR                                                |
| <b>Sub Criterion 3.a.</b><br>Whether the Institution and/or the business unit subsequently suffers a significant downturn in its financial performance (e.g. specific business indicators)                          | (i) Where significant unplanned provisions are required to be made against capital as a result of proprietary trading losses on capital markets in contravention of internal policies and procedures;<br>(ii) Where due to material non-compliance (for example, over stated profits or under stated losses) financial statements are required to be re-stated and in consequence provisions made against the balance sheet. |                                                                                                                        |                                                                                                                                                     |
| <b>Sub Criterion 3.b.</b><br>Whether the Institution and/or the business unit in which the employee works suffers a significant failure of risk management                                                          | This might include situations in the Institution or the business unit where:<br>(i) fraudulent or other criminal activities have been discovered;<br>(ii) corporate negligence or a breach of the law has occurred.                                                                                                                                                                                                          |                                                                                                                        |                                                                                                                                                     |
| <b>Sub Criterion 3.c.</b><br>Significant increases in the Institution's or business unit's economic or regulatory capital base                                                                                      | This covers any new regulatory requirements to increase ING's capital base or the situation the ING has reasons to unilaterally decide to significantly increase its capital base even in the absence of new regulatory requirements being introduced.                                                                                                                                                                       |                                                                                                                        |                                                                                                                                                     |
| <b>Sub Criterion 3.d.</b><br>Any regulatory sanctions where the conduct of the employee contributed to the sanction                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                        |                                                                                                                                                     |
| <b>Sub Criterion 3.e.</b><br>The VR award was made on the basis of incorrect information relating to the achievement of the targets underlying the VR award or circumstances that the VR award depended upon        | Please refer to the examples listed at <b>criterion 4.</b>                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                        |                                                                                                                                                     |



In determining whether to apply Hold back and/or Claw back, the following (non-exclusive) factors will be considered:

- the specifics of the event;
- the magnitude of the loss, economic or reputational damage;
- the direct or indirect involvement of the individual in the action or transaction; and/or
- the length of time that has passed since the action or transaction and other factors such as changes in law or the economy.

Hold back and/or claw back can also be applied to the variable remuneration of employees not directly involved in the event or behaviour that triggers hold back and/or claw back. This could, for example, be the case in view of their managerial responsibilities, accountabilities, failure to keep oversight and/or lack of sufficient controls.

Hold back can be applied until the deferred awards have vested. Claw back can be applied indefinitely, subject to the applicable statute of limitation.

The Remuneration Policy outlines the process and governance structure in place to assess whether any incidents or behaviours have occurred that may be considered for potential application of hold back/claw back.



## Quantitative Disclosures

### 1) Senior Manager Remuneration for the year ended 31 December 2022

| Employee Group                | Senior Manager | Material Risk Taker |
|-------------------------------|----------------|---------------------|
| <b>Fixed Remuneration</b>     |                |                     |
| Cash-based (not deferred)     | 4,824,429      | -                   |
| <b>Variable Remuneration</b>  |                |                     |
| Cash-based (not deferred)     | 515,809        | -                   |
| Deferred Cash (deferred)      | 381,845        | -                   |
| Upfront Shares (not deferred) | 515,809        | -                   |
| Deferred Shares (deferred)    | 381,845        | -                   |
| Performance shares (deferred) | -              | -                   |

#### Notes

- All figures quoted are in Australian Dollars.
- During 2022, 10 of the 13 employees classified as Senior Managers in March 2022 received variable remuneration.
- One sign-on/buy-out bonus was granted in 2022.
- There were no guaranteed bonuses paid to Senior Managers during 2022.
- There are no termination payments included in the table.
- Cash-based fixed remuneration includes base salary, superannuation and salary continuance insurance premium.
- IBAL's material risk takers are included in the Senior Manager category of this disclosure. As stated in the introduction to the qualitative disclosures, there are no employees outside of the senior management group who are considered material risk takers.
- Upfront shares, deferred shares and performance shares valued at face value at date of grant.

### 2) Summary of deferred and outstanding elements

| Employee Group                                                | Senior Manager   | Material Risk Taker |
|---------------------------------------------------------------|------------------|---------------------|
| <b>Outstanding Remuneration as at 31 Dec 2022</b>             |                  |                     |
| Cash based                                                    | 516,962          | -                   |
| Share-linked instruments                                      | 513,125          | -                   |
| <b>Total outstanding remuneration (deferred)</b>              | <b>1,030,087</b> | -                   |
| <br>Total amount of deferred remuneration vesting during 2022 | <br>545,621      | <br>-               |
| <br>Reduction during 2022 due to explicit adjustments         | <br>             | <br>                |
| Reduction during 2022 due to implicit adjustments             |                  |                     |

#### Notes

- All figures quoted are in Australian Dollars.
- Deferred and outstanding elements payable to employees.
- IBAL's material risk takers are included in the Senior Manager category of this disclosure. As stated in the introduction to the qualitative disclosures, there are no employees outside of the senior management group who are considered material risk takers.
- Deferred shares and performance shares valued at face value (converted to AUD) as at 31 December 2022.
- All deferred remuneration is subject to ex post explicit and implicit adjustments.

