

2025

Corporate Governance Principles
Compliance Report

CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

1- Statement of Compliance with Corporate Governance Principles

In spite of the fact that the Bank's shares are not open to public, the provisions in the legislations have been complied with in maximum, being aware of the importance of corporate governance practices. In this respect, utmost attention has been paid to comply with nearly all of the principles specified in the legislation without giving rise to any conflict of interests.

SECTION I - SHAREHOLDERS

2- Shareholders Relations Department

Given that the Bank's shares are not listed, a "Shareholders Relations Department" has not been established within the Bank. Public offering transactions for Bank Bonds are carried out by Financial Institutions Syndication and Debt Capital Markets Directorate. Except for specific requests for information from investors, all information and disclosures are available on the Bank's website under the Investor Relations and Corporate Governance sections.

3- Exercise of Shareholders' Right to Information

In case of emergence or getting informed of the developments influencing the decision of the investors, they are announced via Public Disclosure Platform. There are documents including various information disclosed to the public under Relations with Investors and Corporate Governance menus on the Bank's website.

During the activity period, a number of meetings were held and all the requests for information were responded. All information requests of the shareholders are addressed except for information classified as trade secrets or undisclosed information.

In the articles of association of our Bank, there is no regulation about the request of assigning a private auditor. No request has been received by our Bank about assigning a private auditor during the term.

4- Information on General Meetings of Shareholders

Shareholders of the Bank held an Ordinary General Assembly meeting on 26.03.2025. Within scope of Turkish Commercial Code Article 416, the General Assembly was attended by all the shareholders without being called. The notification about the meeting was made to the shareholders two weeks before the meeting in written form as required by Articles of Association.

Since all the nominative shareholders of the Bank are registered in the Share Ledger, no duration was allotted for registration in the Share Ledger to ensure them to participate in the General Assembly Meeting.

In this General Assembly, the shareholders did not use their right to ask question.

There is no provision in the Articles of Association stipulating that important decisions should be taken by general assembly. In this respect, the legislation in force is implemented.

Minutes of General Assembly are announced in Turkish Trade Registry Gazette within scope of the legislations. Pursuant to the provisions of "Regulation on the Web Sites to Be Opened by Capital Companies" put in effect in May 2013, the minutes of General Assembly are also being published on the website of the Bank under the "Information Society Services" section following the General Assembly meeting. In addition, they are made available at the Bank's Head Office for review by all the shareholders.

5- Voting Rights and Minority Rights

There is no privilege applied on the voting right of the Bank's shareholders. The companies in reciprocal shareholding did not participate in the voting in general assembly. There's no minority share represented in management. The Bank does not implement cumulative voting.

6- Dividend Policy

There is no privilege granted in participation in the Bank's profit. Except for the arrangement made under Article 32 "Detection of Net Profit", Article 33 "Allocation and Distribution of Net Profit" and Article 34 "Capital Reserves" in Articles of Association of the Bank, there is no other profit distribution policy disclosed to the public. Within the scope of related legislations, decisions regarding profit distribution are taken and necessary actions are realized in parallel with this.

7- Transfer of Shares

For the transfer of shares, articles of the Turkish Commercial Code are implemented pursuant to the article 10 with the title “Transfer of Shares” of the Bank’s Articles of Association.

SECTION II - PUBLIC DISCLOSURE AND TRANSPARENCY

8- The Company Disclosure Policy

Disclosure Policy of the Bank is updated and published on the website of the Bank both in Turkish and English as is required by the legislations we are subjected to. Within the scope of disclosure policy, it is disclosed to the public by “Financial Reporting and Tax Directorate” within the knowledge and approval of the Bank’s Board of Directors and Head Office. The disclosures are reported in Corporate Governance Committee.

The main purpose of the Disclosure Policy is to ensure that required information, other than confidential business information, is disclosed to the public, investors, employees, customers, creditors and other relevant parties in a timely, accurate, complete, understandable, convenient and affordable manner, on equal footing.

All kinds of financial information, explanations and disclosures required in line with the Banking Law and the relevant regulations, Capital Markets Board (CMB) Legislation, Turkish Commercial Code, Borsa Istanbul (BIST) Legislation and other relevant legislation, are provided by also taking into consideration the generally accepted accounting principles and the Corporate Governance Policies of the CMB.

The Disclosure Policy has been established by the Bank’s Board of Directors. The Board of Directors has the right and the responsibility to disclose information to the public, and to monitor, supervise, and develop the disclosure policy. Coordination of the disclosure function is the responsibility of the Financial Control and Treasury Executive Vice Presidency and Legal Vice Presidency. The officials of the aforesaid departments fulfill these responsibilities in close coordination with the Senior Management.

Quarterly financial information of ING consolidated and unconsolidated financial statements and footnotes have been prepared and audited in accordance with Regulation on Accounting Applications for Banks and Safeguarding of Documents, Turkish Accounting Standards, Turkish Financial Reporting Standards, relating appendices and interpretations on these as published by the Banking Regulation and Supervision Agency. Moreover, before declaring the financial statements and its footnotes to public, they are approved by Head of BoD, Audit Committee, Chief Executive Officer and Executive Vice President in charge of financial reporting pursuant to relevant regulations and codes. After approval, financial statements and its footnotes, independent audit report, interim activity report are declared to public in electronic environment as a notification in Public Disclosure Platform (KAP) in line with regulations of Capital Markets Board of Türkiye (SPK) and Stock Market of Istanbul (BIST). Interim activity report, which is announced in every quarter of year, includes market positioning of the Bank, general financial performance and other important issues. The financial statements are published in the website of ING after the declaration to public in Public Disclosure Platform.

Year-end consolidated and unconsolidated financial statements are declared in Official Gazette at the end of April following year without footnotes.

The Bank’s Board of Directors has the right and the responsibility to develop and to follow up the implementation of the Disclosure Policy. The effectiveness and reliability of the public disclosure process within the scope of the Disclosure Policy are under the supervision and control of the Bank’s Board of Directors. The Bank’s Board of Directors has the right to amend the policy. The amendments are disclosed to the public and published on the internet website within one week following the amendment.

The implementation of the Disclosure Policy is under the responsibility of the Bank’s Senior Management.

9- The Company Website and Its Content

There are disclosures for the public, especially for the investors under the menus “Relations with Investors” and “Corporate Governance” on the website of the Bank. Bank disclosures are provided in Turkish.

ING’s Website (www.ing.com.tr) is frequently used for informing the public and for disclosure. The website of the Bank includes the information and data required by the legislations. It is paid attention to keep the website up-to-date.

10- Annual Reports

The Bank’s Annual Reports cover the information specified in the Corporate Governance Principles, as well as those that are required to be disclosed as per the applicable legislation. Year-end activity reports provide

information about the Bank's position in the market, its overall financial performance and other material subjects.

Annual Report is prepared pursuant to the Regulation of "Principles and Procedures Concerning the Preparation of and Publishing Annual Reports by the Bank" which is published by Banking Regulation and Supervision Agency (BRSA) and approved by BoD and independent audit company. Annual Report is declared to public via our web site (www.ing.com) in duration determined by legal regulations.

SECTION III - STAKEHOLDERS

11- Informing Stakeholders

Stakeholders are informed by the Bank on the issues relating to themselves via general assembly meeting minutes, material circumstances disclosures, press releases, meetings, electronic mail and/or website. There is a corporate intranet for informing the employees.

12- Participation of the Stakeholders in the Management

The employees are always encouraged to participate in the management and their suggestions for improving the business are taken in consideration and rewarded. Customers of the Bank communicate their requests and complaints via branches, website (www.ing.com.tr), Customer Contact Center (0850 222 0 600) and social media.

Within the internal policies & procedures of the Bank approved by the Bank's Board of Directors includes the definition of how the requests, recommendations and complaints of the employees and third parties should be assessed. It is aimed to encourage the change and improvement as well as increasing motivation by assessing and rewarding them.

For all the recommendations found to be appropriate, a working plan is drawn by the relevant units and necessary system developments are carried out. The bank personnel are regularly informed about the recommendations studied and put in effect.

13- Human Resources Policy

ING's Human Resources management is structured around three core focus areas in order to support the Bank's strategic priorities. At the heart of this approach lies the systematic and holistic support of employees throughout every stage of the talent lifecycle. The talent lifecycle is addressed as an integrated process aligned with the Orange Behaviors, encompassing the attraction, development, and sustainable management of human capital that will move both ING and its employees one step forward.

Designed with the objective of developing future ING leaders, the International Talent Program (ITP) attracted strong interest in 2025 from final-year students at Türkiye's leading universities. Through the program, high-potential young talents are identified at an early stage and supported in their development with an international perspective. Program participants complete an intensive two-year journey combining theoretical and on-the-job learning, including four rotations both domestically and internationally, as well as short-term international assignments (STA), aligned with their chosen career path.

The second key focus of Human Resources management is strengthening the organizational climate in a way that supports employee happiness, productivity, and creativity. The initiatives implemented in this area have been observed to positively impact both financial results and employee engagement and climate survey outcomes.

ING Group regularly monitors organizational climate and employee engagement on a global scale through the Organizational Health Index (OHI) and the Employee Experience Index (EXI) surveys. These surveys aim to measure organizational health, assess the level of alignment around shared objectives, and identify capability areas that support long-term success. In addition to core organizational capabilities such as leadership, innovation, and learning, indicators related to relationships with customers and external stakeholders are also analyzed.

Throughout 2025, two OHI Pulse Surveys and EXI surveys were conducted. The insights obtained contributed to clarifying key development areas critical to the implementation of ING's "Think Forward" strategy and served as a guide for the formulation of action plans. Results demonstrating strong performance among ING Group

countries—particularly in innovation and learning, as well as working environment dimensions—indicate that the targeted organizational culture is becoming increasingly embedded.

To ensure the sustainable development of the organizational climate, a Continuous Listening Program has been implemented, enabling regular evaluation of employee feedback and rapid action-taking. Within the scope of the program, meetings were held throughout 2025 with senior management and regional management across all business lines, during which survey results were shared and awareness-raising initiatives were conducted.

Another important focus of Human Resources management is diversity and inclusion. In this context, the Diversity and Inclusion Manifesto published in 2020 introduced the “=ING” approach, emphasizing equality in opportunities, careers, and working relationships beyond all differences.

Innovative practices aimed at strengthening employee experience are also considered an integral part of ING’s HR approach. In 2022, the FlexMe benefits model was launched, enabling employees to tailor their benefits according to their personal needs. In the same year, the HR Call Center (iKON) was replaced with Chatbot and Live Chat applications to provide faster and more accessible HR support. The Chatbot responds to employee inquiries 24/7, while Live Chat offers real-time support during working hours when needed.

In addition, alongside all ING-specific leave entitlements, the Flexi Leave model introduced in 2022 allows employees without leave balance to benefit from flexible leave options.

Through sustainable and pioneering initiatives focused on culture and working environment, ING aims to strengthen employee engagement, foster the feeling of “Glad to be a part of ING,” and position itself among the most loved organizations.

Talent and Development

ING supports its employees with continuous learning and development opportunities from their very first day at the Bank. Professional and personal development programs designed to enhance the knowledge and skills required in current roles or role transitions are delivered through a diversified mix of classroom-based, online, and digital learning methods.

Placing continuous learning and development at the center of its strategy, ING has established the Growth Studio learning hub at its Headquarters as part of this cultural transformation. Going beyond traditional training approaches, Growth Studio offers a dynamic learning environment that nurtures curiosity, encourages experimentation, and focuses on co-creation.

In 2025, more than 2,100 ING employees participated in training programs, with an average of three days of classroom/online training per employee. In line with the continuous learning and digitalization strategy, a significant portion of training activities was delivered digitally; employees received an average of 19 hours of classroom/online training and 18 hours of e-learning, totaling 37 hours of training per employee.

Providing time- and location-independent access to learning, the transition of classroom trainings to virtual platforms and the remote delivery of post-training reinforcement activities have continued to enhance the effectiveness of technology-based learning systems.

To accelerate onboarding processes for new hires, face-to-face orientation programs were conducted, covering topics such as Corporate Culture, Strategy, Customer Experience, and HR Approach.

ING offers Management Development Programs tailor-made for leadership levels. Within the scope of the RISE Development Program, managers participated in three-module leadership development journey totaling 40 hours and contributed their leadership development.

In line with its data-driven strategy, the 9th cohort of the Data Science Certification Program conducted in collaboration with Özyeğin University was successfully completed by 25 employees. Certified participants are eligible to continue their academic development through master’s or doctoral programs at Özyeğin University. Additionally, 24 employees graduated from the Data Analyst Program delivered in 2025.

Approximately 1,600 employees participated in the Learn Up webinar series in 2025, which is open to all employees and focuses on personal development and leadership, featuring expert speakers across a broad range of topics from artificial intelligence to psychology.

Furthermore, the LevelUp Development Catalogue was launched, offering 49 face-to-face group trainings under 10 thematic areas in İstanbul, Ankara, İzmir, and Kahramanmaraş. To support academic development,

discount agreements were established with various universities for postgraduate (master's and doctoral) programs.

As part of ING's Recruitment 1-2-3 model, interview skills training developed by the Talent and Development Management Team continued to be delivered in 2025 for all hiring managers.

Performance Management

ING believes that having measurable goals and uniting around a shared culture of success to achieve these goals supports profitability and sustainable growth.

Designed as a real-time development and progress journey, the Step Up performance approach encourages every ING employee to reflect, unlock their potential, and enhance self-awareness and competencies through a strong feedback culture.

Accordingly, ING's performance management system enables the evaluation of all employees based on business objectives and Orange Behaviors. Performance outcomes serve as data inputs for career development, talent programs, training planning, and compensation and benefits practices.

In alignment with the scope of ING's operations, strategic objectives, and risk management framework, a written Compensation Policy is in place to prevent excessive risk-taking and contribute to effective risk management. The policy is designed to be competitive, fair, and consistent, aligning employee contributions with the Bank's overall performance. It applies to all employees, including the Board, the CEO, the Executive Committee, and senior management.

The effectiveness of the Compensation Policy is reviewed at least once a year by the Remuneration Committee, consisting of two non-executive Board members. The Committee evaluates compensation practices within the framework of risk management principles and submits its recommendations to the Board in an annual report, focusing on transparency, performance measurement, and prevention of excessive risk-taking.

The Board ensures that compensation for Board members, senior management, and relevant personnel aligns with ING's ethical values, internal balance, and strategic objectives. Compensation for committee members considers their level of responsibility.

ING's compensation structure consists of fixed and variable components. Where the Board approves bonus payments, variable compensation is paid based on performance criteria defined for the relevant performance period. Job definitions, objectives, and performance-based incentive criteria are determined by senior management and communicated to employees.

Compensation for employees working in internal control, audit, and risk management functions is based solely on their functional performance, independent of the performance of the units they oversee or audit.

Both financial and non-financial criteria are used to link variable compensation to performance, including capital return, profitability, efficiency, and customer satisfaction indicators.

For identified staff, performance evaluation considers both individual objectives and the corporate performance of ING and ING N.V., which may vary on an individual basis. Variable compensation practices are governed by principles of integrity, loyalty, and mutual trust. In cases where actions or omissions result in financial or reputational damage or regulatory breaches, variable compensation may be reclaimed, deferred, or cancelled.

Payment principles for variable compensation of identified staff are determined in accordance with the "Guidelines on Sound Remuneration Practices in Banks." Accordingly, at least 40% of variable compensation is deferred for a minimum of four years, and at least 50% is paid in non-cash instruments (ING N.V. shares).

Branch employees are evaluated under the "Success Showcase" scorecard based on quarterly targets set by business lines, with earned bonuses paid at the end of each quarter.

Under the guidelines, senior executives and employees whose roles have a significant impact on the Bank's risk profile are classified as identified staff. As of the end of 2025, the number of identified staff at ING was 22.

The share of performance-based variable compensation payments within total personnel expenses amounted to 12.90%, including senior management.

Career Management

ING adopts the principle of primarily meeting its experienced talent needs from within the organization by supporting the development and career progression of existing employees and strengthening corporate culture.

ING adopts a holistic approach to evaluating employees' performance, strengths, development areas, tendencies, and career expectations, and prioritizes offering roles where these attributes can be utilized most effectively. Employees are guided in structuring their careers, supported through cross-functional mobility opportunities, and enabled to meet the Bank's talent needs through internal resources within a success-oriented system.

The Career Opportunities Program is a initiative designed to offer suitable career opportunities to ING employees. Launched in 2013 to announce open positions, particularly at Headquarters, the program ensures that all vacancies are transparently shared with employees and encourages internal applications. As of 2025, all positions continue to be announced through this process without exception.

This structure enables employees' skills to be utilized across different areas of ING, while rotations support the acquisition of new competencies. Career opportunities are published on the ING intranet, and all open positions—including manager and director roles—are announced via the Career Opportunities platform. Fair assessment processes ensure equal opportunities for all employees and access to diverse career alternatives aligned with their knowledge, skills, and competencies.

In addition, all career opportunities and development tools (Individual Development Plan, Assessment and Development Tools, Career Development Conversations, Local STA, Double Major etc.) were introduced collectively during Career Week, first held in October 2021.

Held for the fifth time in 2025, Career Week was enriched with inspiring sessions focusing on new trends, evolving human resources practices, and the competency areas of the future, featuring both internal and external speakers and guests. These events contributed to providing our employees with comprehensive information as well as opportunities to explore and experience different career paths.

The Local STA Program allows employees to work in a different department for a defined period.

The Double Major Program enables employees to work in a different department one or two days per week, allowing them to experience alternative roles and career paths.

ING's talent practices encourage employees to take ownership of their development journeys. At the core of this approach is the Individual Development Plan (IDP), a key tool supporting employees in defining their development needs and goals. The IDP consists of three main components:

- Plan for Now: Identifying development actions to enhance effectiveness in the current role.
- Plan for Next: Defining development actions to prepare for the next role at ING or to broaden the current role.
- Plan for Beyond: Supporting preparation for potential future roles or career alternatives, either within or outside ING.

Social Benefits

As part of ING Group's global alignment and agile transformation journey, efforts related to the "ING Agile Working Model" were initiated in early 2020 for Product and Channel Development teams.

The primary objective of the agile working model is to respond more rapidly to changing customer needs, move beyond traditional banking practices, and accelerate innovation by bringing new services and business models to market more quickly.

Teams involved in the transformation were expected to operate as self-organizing units with high decision-making authority, faster execution, and more transparent communication.

As the first private bank in the sector to offer remote and flexible working models, ING further expanded its practices in 2020 by introducing four new working models. These include fully remote work, one week per month remote work, and three- or four-day workweek options. Designed with the philosophy of "First you are yourself, then you are an ING employee," these models came into effect on January 1, 2021.

Flexible working models are implemented as follows:

Flexi365:

Under this model, covering all suitable positions permitted by job nature and regulations, employees living in cities without ING offices may work remotely five days a week, subject to approved applications.

Flexi Week:

Designed for Maslak Headquarters employees, this model consists of three weeks working from the office and one week remotely. Regardless of their assigned model, all ING employees may work from any location during the third week of each month.

Three-Day Flexi and Four-Day Flexi:

Employees in eligible roles may work three or four days per week, subject to regulatory constraints and approved applications.

14 - Ethical Rules and Social Responsibility

ING Group prioritizes environmental sensitivity and human rights in all ING countries and in the business relationships established. In financial decisions and transactions mediated, ING policies created with the awareness of responsibility towards the society must be complied as well as national and international laws and regulations.

The Environmental and Social Risk Policies have been established to guide our activities in line with ING's social, ethical, and environmental vision, and they have become an integral part of our credit risk management framework. As part of this approach, we consistently conduct in-depth assessments of all potential social and environmental impacts of our activities — including issues such as deforestation, air pollution, child labor, and controversial weapons.

The policies are continuously improved and updated through cooperation with our employees, customers, shareholders and organizations specialized in the issues such as human rights, climate change, etc.

ING Group is among the international banks having acknowledged Equator Principles voluntarily in June 2003 which are agreed upon to be applied in financing of projects costing 10 million USD or more, based on environmental and social responsibility policies of International Finance Corporation (IFC). In project finance, these standards are taken in consideration for social responsibility and environmental risk management.

ING Group signed United Nations Global Compact in 2006. ING is rated as Low Risk by Sustainalytics in June 2025 and as AAA by MSCI in October 2025 for its compliance with global responsibility standards. ING is in the top 13% of the 206 global banks rated by MSCI.

The rating underscores ING's leading role in workforce management and sound corporate governance, as well as our strengths in human capital development and financing environmental impact.

ING ranked 8th best out of 25 banks reviewed as part of ShareAction's "In Debt to the Planet 2025" report, which assessed the environmental and social strategies and policies of European and UK banks. ING was positively highlighted for setting all its sectoral decarbonisation targets using 1.5C-aligned climate scenarios.

In March 2025, the Science Based Targets initiative (SBTi) has validated ING's climate targets to reduce greenhouse gas emissions in own operations and in client portfolio. In client portfolio, the SBTi validated the fossil fuel, power generation, cement, steel, automotive, aviation, and commercial real estate sector targets.

In line with the Terra approach it has announced, ING Group created a roadmap to steer the priority sectors under the approach, towards climate adaptation and creates climate scorecards for these sectors. In this context, ING Group considers social responsibility and environmental risks in its project finance decisions, and acts in accordance with Equator Principles.

ING Group also published its first Climate Report in 2021, presenting all elements of its climate action approach. Published annually, the report summarizes the impact of ING Group's financing on climate change. In 2024, the report was published under the title Climate Progress Report, including the progress the institution has made in line with its Terra Approach, which aims to align its loan portfolio with global climate goals. The most recent Climate Report was published in September 2025.

ING Group, having joined the United Nations Net-Zero Banking Alliance, has renewed its climate goals, stating that it aims to keep the increase in global temperatures below 1.5 degrees Celsius instead of 2 degrees Celsius and to achieve net-zero carbon emissions by 2050, and continues its efforts in this regard without slowing down. ING believes that financial health plays an important role in creating a sustainable world, and ING is committed to being an institution that fulfils its responsibility to the society in which it operates. ING informs the public about finance and banking-related topics through the “Money Matters” video series, offering content produced in plain language and broadcast on its YouTube channel. Each episode of Orange Questions, which is the Financial Literacy video series covered under Money Matters, provides answers to questions about finance, banking and the economy as explained by an expert from ING.

As a requirement of its mission as a savings bank, ING has been determining the saving tendencies, changes and saving potential of the urban population through the Research on Türkiye’s Saving Tendencies carried out since October 2011. The results generated in the research have been respected and considered a resource by academicians, journalists and governmental bodies. The research was also granted the “Best Communication Research” award in the category of “Communication Research” at the International Public Relations Association (IPRA) 2013 Golden Globe Awards. The research won the bronze award, ranking third among 225 projects in the “Communication Program of the Year or Public Relations Campaign” category at the International Stevie Awards, which are accepted as one of the most prestigious awards of the international business world.

In order to provide richer, more comprehensive and in-depth content, the Research on Türkiye’s Saving Tendencies Research was renewed in 2024 in cooperation with NielsenIQ and has been republished as of 2025. The renewed research, updated in terms of both methodology and content, also provides data on broader financial approaches, including financial satisfaction, financial decisions, budget tracking and indebtedness levels.

ING employees, dedicating part of their corporate time to solving social problems within the framework of ING’s focus areas, particularly climate and financial health, meet on the Orange Hearts platform to share their time, expertise or financial resources in social responsibility initiatives. ING members who want to volunteer within the scope of Orange Hearts can apply to announced projects or propose their own project proposals. In this direction, within the scope of Orange Hearts in 2025, ING volunteers carried out audiobook recording activities in cooperation with Boğaziçi University’s Technology and Education Laboratory for the Visually Impaired (GETEM) to support visually impaired individuals’ access to information resources. Nature and coastal clean-up activities were organized in cooperation with Mind Your Waste Foundation (Çöpüne Sahip Çık), and shelter visits were conducted in collaboration with Kurtaran Ev. In addition, within the scope of the 2025 Istanbul Marathon, cooperation was established with the Turkish Foundation for Combating Soil Erosion, for Reforestation and the Protection of Natural Habitats (TEMA) to support donation campaigns aimed at protecting green areas and raising awareness. As a result of these efforts, ING ranked first among institutions raising donations on behalf of TEMA. Furthermore, in cooperation with the Needs Map Platform (İhtiyaç Haritası), donation activities were carried out to provide winter clothing and toys to children in Orange Schools. Within the scope of Orange Hearts, ING employees continue to take part in numerous initiatives throughout the year and voluntarily contribute to development in areas such as gender equality, financial literacy, environment and digital literacy.

On the other hand, in line with its support for women’s empowerment, ING Türkiye maintains the ING Türkiye – TEV Equal Future Fund, a scholarship fund established in 2019 in cooperation with the Turkish Education Foundation (TEV). Within the scope of the fund, support is provided every year to female students studying engineering. ING also supports Koç University’s Anatolian Scholars Program and Bilkent University’s Scholarship Program for Girls. In addition, ING served as the name sponsor of the Women’s Basketball Super League for three consecutive years starting from 2022, combining its support for basketball sports since 2014 with its mission of empowering women. Aiming to contribute to the empowerment of women in business life, ING is a member of the YenidenBiz Association, which works to ensure that women who take a break from working life return to work and the Women in Technology Association, which works to increase women’s employment in the technology sector.

Targeting to be Türkiye’s most popular digital bank, ING added further momentum to its social investments along this line through the Digital Teachers Project it launched in 2020 in cooperation with Habitat Association

and Middle East Technical University (METU). The project aims to familiarize teachers with the digitalizing world, equip them with digital literacy skills that they can use in face-to-face and distance education formats, enable them to transfer these skills to primary and secondary school students, and contribute to ensuring equal digital competencies among teachers from different regions. In the project, which consists of two phases, both synchronous and asynchronous trainings are provided by METU academics.

The Digital Teachers Project, reaching a total of 10,000 teachers and indirectly more than 25,000 students by 2025, has received numerous national and international awards. Since its inception in the third quarter of 2020, the Digital Teachers Project has claimed the gold prize in the “Outstanding Community Initiative” and “Outstanding Educational Service” categories at the Global Business Excellence Awards and the gold prize in the “Social Responsibility” category at the PSM Awards 2020. Other awards garnered by the Digital Teachers Project include Silver Sardis in the Social Responsibility, Positive Social Impact category at the Sardis 2021 Awards; a Gold Stevie in the Communications or PR Campaign of the Year in Corporate Social Responsibility category at the Stevie International Business Awards 2021; and the gold prize in the Social Contribution Development Program category at the TEGEP Learning and Development Awards 2021. The project was also recognized as the category champion in the “Capacity Building” category at the WSIS Awards, where stakeholders of the World Summit on the Information Society evaluate projects and activities that leverage the power of information and communication technologies to advance sustainable development. The Digital Teachers Project entered a content and structural renewal phase in the second quarter of 2025 to better address the evolving requirements of the age.

ING continued to support the redevelopment of Kahramanmaraş, which was affected by the earthquakes of February 6, 2023, through the social investments it continued to implement in 2025. Within the scope of the Orange Support to Business Life Project carried out in cooperation with ING Türkiye and Habitat Association, a common workspace called Kahramanmaraş Orange Office continued its operations. Entrepreneurs, entrepreneur candidates and students affected by the earthquake and who did not have a work office benefited from the co-working space located in the ING Türkiye Kahramanmaraş Operation and Call Center building. In this office, training and capacity-building programs for business life and entrepreneurship were also carried out by Habitat Association. To support women entrepreneurship in the region, ING Türkiye continued the Orange Support for Women Entrepreneurs Project in cooperation with KAGİDER.

ING places equal opportunity in education at the center of its social investments for the sustainable development of the country and a more equal future. In this context, the ING Türkiye – TEV Kindergarten, constructed in Kahramanmaraş in cooperation with the Turkish Education Foundation (TEV), was opened in February 2025. Established to contribute to the redevelopment of the region, the kindergarten has an approximate capacity of 100 students. In addition, under the Orange Schools initiative in Ağrı, Kahramanmaraş and Hatay, ING provides support to certain public schools.

SECTION IV - BOARD OF DIRECTORS

15- The Structure and Composition of Board of Directors

ING Bank A.Ş. Board of Directors

John T. Mc Carthy	Chairman
A. Canan Edibođlu	Vice Chairwoman of the Board of Directors
Alper İhsan Gökğöz	Chief Executive Officer and Board Member
M. Semra Kuran	Board Member and Chairwoman of the Audit Committee
M. Aşkın Dolaştır	Board Member and Audit Committee Member
Karst Jan Wolters	Board Member

There is no executive Board Member other than Alper İhsan Gökğöz who is both Chief Executive Officer and a Natural Board Member and John T. Mc Carthy who is Chairman of the Board of Director.

Since our Bank is not one of the corporations defined in the Corporate Governance Communiqué Serial II No: 17.1 of CMB, it is not subject to liabilities required for independent board members.

Board Members are assigned with other duties outside the Bank. Related banking law and BRSA regulations are complied with in such assignments. In addition, the restrictions on the board members imposed by Article 396 of Turkish Commercial Code are removed with the decision of shareholders in the ordinary general assembly held every year.

16- Principles of Activity of the Board of Directors

Performing the activities with the aim of reaching strategic targets of the Bank in line with our Mission, Vision and Values.

17- Number, Structure and Independency of Committees Established by the Board of Directors

Information about Credit Committee, Audit Committee, Risk Committee, Corporate Governance Committee and Compensation Committee are as follows:

Credit Committee:

Names of Board Members who are members of Credit Committee at the same time:

John T. M.C. Carthy, Chairman (Chairman of the Board of Directors)

A. Canan Edibođlu, Member (Vice Chairwoman of the Board of Directors)

Alper İhsan Gökğöz, Member (Chief Executive Officer and Board Member)

Karst Jan Wolters, Member (Board Member)

Audit Committee:

Names of Board Members who are members of Audit Committee at the same time:

M. Semra Kuran, Chairwoman (Board Member)

M. Aşkın Dolaştır, Member (Board Member)

Risk Committee:

Names of Board Members who are members of Risk Committee at the same time:

Karst Jan Wolters, Chairman (Board Member)

A. Canan Ediboğlu, Member (Vice Chairwoman of the Board of Directors)

M. Semra Kuran, Member (Board Member)

M. Aşkın Dolaştır, Member (Board Member)

Corporate Governance Committee:

Names of Board Members who are members of Corporate Governance Committee at the same time:

A. Canan Ediboğlu, Chairwoman (Vice Chairwoman of the Board of Directors)

John T. Mc Carthy, Member (Chairman of the Board of Directors)

Compensation Committee:

Names of Board Members who are members of Compensation Committee at the same time:

John T. Mc Carthy, Chairman (Chairman of the Board of Directors)

A. Canan Ediboğlu, Member (Vice Chairwoman of the Board of Directors)

18- Internal Control and Risk Management Mechanism

18.1. Internal Audit

Internal Audit Department (IAD) reports to the Audit Committee; and aims to provide independent and objective assurance and advisory services to the Senior Management for the quality and effectiveness of the internal control, risk management and governance systems and process and information systems practices in the Bank and its subsidiaries. As per the “Regulation on Internal Systems and Internal Capital Adequacy Assessment Process of Banks” and in accordance with “Regulation on Information Systems and Electronic Banking Services of Banks”, auditing activities, including information systems, are being performed with a risk-based approach systematically and based on documentation.

IAD supports the Bank and subsidiaries to accomplish their mission and strategic business objectives through a systematic, documented risk-based audit approach to examine, evaluate and improve the effectiveness of (framework of) governance, control, and risk management processes of the Bank and subsidiaries. Moreover, IAD performs controls and investigations on the fraud, cheat or forgery acts committed by the personnel or third parties against the Bank.

IAD carries out its activities; in accordance with the principles of the Bank and IIA’s “International Standards for the Professional Practice of Internal Auditing”, the IIA’s “Core Principles for the Professional Practice of Internal Auditing” and the IIA’s “Code of Ethics” as well as other professional standards setting authorities. IAD deploys competent staff that adheres to these Code of Ethics and Standards.

18.2. Financial Risk Management

In addition to periodic regulatory and internal reporting activities, Financial Risk Management collaborates with relevant business lines for the current operations of the Bank and conducts independent analysis. Financial Risk Management acts as a guide in identification, monitoring, measurement and management of financial risks, and takes the necessary actions through Board of Directors, Risk Committee, Asset & Liabilities Committee (ALCO), Local Parameter Committee (LPC), ICAAP Committee, GenAI Risk Committee (GenAIRCO) and Credit Risk and Provisioning Committee.

Financial Risk Management closely monitors both local and global risk management regulations and plays an important role in raising awareness within the Bank through relevant Committees.

18.2.1. Market Risk Management Directorate

All the necessary assessments are performed to monitor, measure and manage both market and liquidity risks to which the Bank is exposed to. In terms of market risk, the risk profile of the balance sheet and the product mandate are managed within the following framework. Within the scope of the compliance of market risk with Basel regulations and other international standards, banking book and trading book have been segregated, as well as the risk appetite and various limits that were approved by the Board of Directors to measure and monitor the risks arising from these books separately.

In this context, the ILAAP standards related to liquidity risk were adopted and the liquidity stress test, contingency capital and funding plan, intraday liquidity management, risk appetite limits and Fund Transfer Pricing (FTP) have been implemented. In addition to liquidity risk limits determined under both normal and stressed conditions, limits have also been allocated for the banking books against interest rate shocks under interest rate risk framework and FX position limits in terms of foreign exchange risk. On the other hand, for the trading books limits, limits in terms of interest rate and foreign exchange risks, VaR limits as well as sensitivity-based limits and position limits are defined. These limits are monitored regularly and limit utilizations are reported to the senior management and Board of Directors. Besides, within the scope of market and liquidity risks, the related products and services are reviewed and the risks are analyzed in details. Moreover, as part of Bank's risk management strategy the risk appetite statement is approved by the BoD and regularly reviewed according to the changing economic environment and the Bank's targets. Furthermore, regulatory capital requirement for the market risk is calculated based on Standardized Method

18.2.2. Credit Risk Control, Risk, Capital and Reporting Unit

Credit risk is defined as the probability of loss to which the Bank may be exposed as a result of the counterparty's failure to fulfill its obligation in whole or in part, in accordance with the contract signed with the Bank. Credit risk management aims to identify, measure, report, monitor, control, and ensure compliance with risk profiles on a consolidated and non-consolidated basis by means of policies, procedures and limits determined to monitor, control and, when necessary, change the risk-return structure and, accordingly, the nature and level of activities related to credit facility.

Changing and updated national and international standards (BRSA, ECB and Basel Committee standards) and regulations are followed in order to closely monitor and measure the Bank's credit risk and to conduct its activities prudently.

Necessary studies and preparations are carried out for taking measures in compliance with the regulations. The Bank's risk measurement models and methods are regularly monitored, reviewed, analyzed and reported. The Bank's credit principles are based on risk security, liquidity and risk/return balance. In order to maintain this balance, the Bank's new credit-related products and services are evaluated and the risks arising from the new product/service are assessed.

Efforts continue to adapt to the changing and evolving local and global credit risk management mindset within the Bank, to establish and develop new infrastructures and to support effective risk management with qualitative and quantitative studies. In this context, the main responsibilities of the Credit Risk Control Unit can

be summarized as; development and monitoring of IRB and IFRS 9, Macroeconomic Impact and Expected Credit Loss (ECL) models and execution of IFRS 9 ECL calculations on a monthly basis.

The ICAAP is coordinated within the Bank, and the necessary work is carried out to prepare the ICAAP report. Furthermore, sensitivity analyses and enterprise-wide stress tests for the material risks are conducted, and necessary work is carried out in order to make sure the level of capital is sufficient to counterbalance the losses due to these risks. The department coordinates and manages Risk Appetite Framework, Country and Concentration Risk Policies.

Changes and updates of national and international standards (BRSA, ECB and Basel Committee Standards etc.) and regulations are followed in order to ensure integration between bank-specific risk types and capital management. Local and international developments in sustainability, environmental, social, governance ("ESG") and climate risk regulation are monitored and contributed to Bank's risk approach in these fields.

18.2.4. Model Risk Management Department

Model Risk Management Department (MoRM) validates both regulatory and non-regulatory models which are developed and used within ING in line with the Validation Policy. The roles and responsibilities of the MoRM are summarized as below:

- To conduct an independent review of the models to ensure that the developed models are reliable, aligned with their intended use, regulations and internal policies and procedures.
- To ensure that validation activities are performed in accordance with the validation cycle.
- To provide a better understanding of the limitations and potential shortcomings of the models.
- To prepare and update the policy and implementation principles needed in the validation process.
- To review new service and products of the Bank to assess whether they are a model or not (PARP).
- To monitor model validation findings.
- To set model risk appetite.
- To evaluate GenAI use case risks.

18.3. Compliance Risk Management and Internal Control Executive Vice Presidency

Compliance Risk Management and Internal Control Executive Vice Presidency, through compliance controls, is responsible for ensuring that all activities and new transactions and products that the Bank carries out and plans to carry out comply with the Banking Law (the Law) and other relevant legislation, internal policies and rules and banking practices. The Internal Control conducts its activities in accordance with the control inventory established by considering the nature of all activities carried out by the Bank and the opinions of senior management through the Risk Committee which reports directly to the Board of Directors.

Compliance Risk Management and Internal Control Executive Vice Presidency ensures that the Bank's personnel are informed as soon as possible about the Law and other relevant legislation, Ethical Principles, Orange Code, ING Code of Conduct and changes in the Bank's internal policies and obligations.

18.3.1. Internal Control Department

Internal Control consists of the Head Office and Branches Internal Control Department and the Process Internal Control Departments.

Internal Control Department;

- Controls according to the prepared working guidelines whether all the transactions of the Bank are carried out in compliance with the laws, legislations and all related regulations, Board decisions and directives and instructions from Head Office, within appropriate and determined limits.
- Controls whether balance sheet and statutory reports are in compliance with existing laws, regulations, notifications, circulars and prospectuses.
- Ensures that measures are taken against the risks that may arise.
- Carries out necessary activities for ensuring that the controls on Bank's activities are standardized and realized according to certain rules.

- Acts as a consultant about the risks regarding the activity fields and projects to be realized in various units of the Bank, when necessary.

The principle is that before basic internal control activities are realized in a risk-based manner also in the branches to cover the activities of all the units centrally and the risks related to the activities occur, preventive checkpoints should be formed, thereby mitigating and managing the risks. Besides central controls, internal controls are carried out in all the branches of our Bank and transactions are checked. In addition to branch control activities, periodic controls are also carried out for major Head Office departments / processes.

Internal control staff in the branches does not perform any executive activities as those in the Head Office. In realizing internal control activities, related working guidelines are complied with. Working guidelines include the legal regulations, changes in the products and services kept up-to-date to ensure that they are reflected on control activities instantly. In parallel with the changes to occur in the regulations, new checkpoints are added and obsolete ones are removed.

18.3.2. Compliance Risk Management

With the broadest definition, compliance risk covers all possible reputation and trust reducing risks that the ING corporate identity can be exposed to. This risk states the deficiencies that may be experienced in compliance with banking laws and other relevant legislation, the ING policies and standards, the ING Ethical Principles and the Orange Code, the banking sector's corporate governance principles and the principles of combating with the laundering of crime incomes and the prevention of terrorism financing and relevant regulations of all activities that the Bank has realized or plans to realize, new transactions and products, employee behaviors, customer identity detection and acceptances, work flows; or the legal or regulatory sanction risk, financial risk or reputation risk that may be incurred due to the cases that may be perceived as such.

In order to protect ING's reputation and to manage Compliance Risks effectively, all employees are required to work in adherence and compliance with these regulations and principles.

The Compliance Risk Management Group (reporting to the Risk Committee) provides advisory services, provide support in terms of Compliance risks in business processes within the scope of sustainability, perform monitoring activities, and conducts trainings and awareness activities for increasing the compliance risk awareness of ING employees in line with the ING Compliance Risk Management Framework. In order to effectively manage the Compliance Risks of ING and its subsidiaries, Compliance Risk Management performs risk-based monitoring activities and periodic reporting.

To be in line with the MASAK Regulation on the Program for Compliance, ING Bank A.S. and its subsidiaries, the registered offices of which are situated in Türkiye, constitute the ING Türkiye Financial Group. ING Türkiye Financial Group consists of the following companies:

- i. ING Bank A.S. (Parent Financial Institution)
- ii. ING Yatırım Menkul Degerler A.Ş.
- iii. ING Finansal Kiralama A.Ş.

Financial Crime Compliance Directorate (FCC Department), within Compliance Risk Management and Internal Control Executive Vice Presidency, operates under the oversight of the Board of Directors to ensure the Bank's compliance with national and international regulations on anti-money laundering and counter-terrorist financing through a risk-based approach. In this context, full implementation of the obligations introduced by Law No. 5549 on Prevention of Laundering Proceeds of Crime, Law No. 6415 on Prevention of Financing of Terrorism, and Law No. 7262 on Prevention of Financing the Proliferation of Weapons of Mass Destruction, as well as related secondary regulations, is ensured. Furthermore, in addition to local authorities, FCC Department applies the necessary policies and procedures to comply with international sanction regimes forced by United Nations Security Council, the Netherlands, the United Kingdom, OFAC, and the European Union.

18.4. Non Financial Risk Management Directorate

The seven operational risk categories defined in Basel-II Report as of June 2006, have been enriched by ING as “nonfinancial risk” under the following ten categories; Compliance Risks, Control Risks, Unauthorized Activity Risks, Processing Risks, Employment Practices Risks, Personal and Physical Security Risks, Business Continuity Risks, Internal and External Fraud Risks and Information Technology Risks.

Non-Financial Risk Management Directorate’s duties are to provide the necessary support for management of these risk categories except Compliance Risk by the business lines and other functions in ING and ING Subsidiaries as well as providing guidance on implementation of ING Policy and Standards, ensuring information flow via various reports, coordinating relevant corporate governance meetings calculating Operational Risk Economic and Regulatory Capital and organizing training programs on operational risk management and related subjects.

Additionally,

- Proposing to Risk Committee and ING Senior Management on drafting policies & procedures on non-financial risk management and revisions according to changing conditions
- Determining the non-financial risk appetite
- Monitoring the operational risk that the Bank is exposed to within the framework of risk appetite, determining risk points and standardizing, measuring, monitoring and reporting,
- Setting limits related to non-financial risks, monitoring them and reporting any breaches,
- Generating periodic reports using operational risk loss database for analysis of process & operational risk loss data
- Evaluating operational risks and ensuring that all the possible risks have been evaluated for any new product or service in accordance with Regulation on Internal Systems of Banks,
- Participating in risk assessments, providing questioning and consulting, and monitoring remedial actions taken,
- Advisory on risk assessments and contingency plans for sourcing in the scope of BRSA’s Sourcing Regulation and Information Systems and Electronic Banking Services Regulation,
- Reporting and monitoring of events subject to non-financial risk management,
- Coordinating analysis on non-financial risk events, monitoring appropriate risk remediation actions are taken by 1st line of defence to ensure incidents exceeding ING’s risk appetite do not re-occur,
- Second line monitoring in SOX and key control testing,
- Advising, monitoring and annually reviewing Key Risk Indicators (KRIs) in the identification processes and ensuring that action is taken for those that signal amber/red,
- Performing scenario analyses related to non-financial risks,
- ING Risk Tracking System iRisk data entry and controls, risk reporting and ensuring data quality in the system,
- To carry out the processes, coordination and management of the Non-Financial Risk Committee (NFRC),
- Preparation of the Non-Financial Risks Dashboard (NFRD) at the end of each quarter and reporting to the Non-Financial Risk Committee, Risk Committee and the Board of Directors,
- Ensuring that a monitoring plan is created each year, showing the planned reviews to be carried out during the year, and approved by the Non-Financial Risk Committee,
- Assessment of the design and effectiveness of information systems controls
- Notifying the relevant units and senior management in order to remediate the deficiencies identified as a result of the controls and to take action,
- To examine the sample selected by the Data Management Department every month regarding the trace records related to external services to determine whether unauthorized or unintended inquiries have been made,
- As a member of the Information Sharing Committee, to assess whether the measures to be taken within the scope of technical and administrative measures are met by the relevant parties,
- Monitoring and questioning the work carried out in line with the relevant standards within the scope of Physical and Personal Security risks,
- Providing guidance to ensure that data deemed appropriate for sharing is transferred in accordance with the bank’s information and data security standards.

- Consultancy, advice during classification of information assets with business impact assessment within the Bank and during detailed risk assessment of these assets in order to comply with the ING policies, procedures, best practices, related Turkish Regulations and applicable International Regulations
- Controlling data sharing with ING N.V. and its subsidiaries within the framework of the Regulation on Sharing Confidential Information and our Bank's Procedure for Sharing Confidential Information.
- Providing opinions and consulting regarding Data Management risks; identifying and monitoring risk mitigation actions.
- Assessing technological risks within the scope of Artificial Intelligence studies as a member of the Artificial Intelligence Committee, providing opinions and consulting.
- Providing opinions and consulting regarding the bank's Information Technology and Security risks as a member of the Information Security Committee.
- Assessing technological risks, providing opinions and consulting as a member of the Technology Steering and Technology Strategy Committees.
- Assessing technological risks related to ING's robot infrastructure as an approver of Robot Requests within the scope of information risks, providing opinions and consulting.
- Questioning Fraud Reporting Categories and fraud controls in different control frameworks,
- Questioning the Anti-Fraud Plan prepared annually and following up on actions.

19- The Strategic Goals of the Company Our vision

Creating long term values for all our stakeholders while offering the most appropriate solutions to our customers to assist them to manage their finance the best way in the future.

Our mission

Becoming the preferred bank for our customers with an understanding of operational excellence and international service quality, and for our employees with our ethical and spiritual values of highest level.

Our values

Everybody needs a bank that is reliable, excellent in services, acting smartly, decisive, sensitive, and accessible. As a bank carrying these values, we will make our customers gain strength. We will introduce a brand new understanding of banking in Türkiye.

Vision/Mission/Values of the Bank have been determined and publicized on our website. As is mentioned above, the strategic objectives studied on and presented via managers and various committees participated by them are assessed and resolved in Board of Directors. Annual budget, investment issues and amounts, branching, working policies in various areas, etc. are among the subjects within this scope. Additionally, the issues about reaching or deviating from the objectives or updating them in accordance with changed conditions are submitted to the Board of Directors in preset intervals.

20- Financial Rights

In the last Ordinary General Assembly realized by the Shareholders on 26.03.2025; it was deemed appropriate not to pay attendance fee to the Board Members, and to ensure that Board of Directors take decision on determining the compensation to be paid not exceeding maximum net TL 600,000.-monthly according to the job sharing to be made in Board of Directors, in consideration of 6th principle of the Regulations on the Corporate Governance Principles of the Banks released by BRSA.

