

Articles of Association

ING-DiBa AG

- as amended for the Shareholders Meeting on 1
April 2026 -

I. General Provisions

§ 1: Company name, registered office

- (1) The Company is organised under the name:

ING-DiBa AG.
- (2) The Company's registered office is in Frankfurt/Main.

§ 2: Purpose of the Company

- (1) The purpose of the Company is
 - (a) to engage in banking transactions and provide financial services of any kind, including particularly the *Pfandbrief* covered bond business, in line with Sec. 1 paragraphs (1) and (1a) of the German Banking Act (KWG) – not including investment transactions, functioning as central counterparty and operation of a multilateral trading system – and to conduct any kind of related commercial transactions with persons and companies from any industry, and to engage in any kind of insurance brokerage, and
 - (b) to coordinate the business policies of the Company's corporate holdings regarding fundamental issues, and to otherwise act commercially to promote the business interests of the Company's corporate holdings.
- (2) The Company is authorised to conduct any transactions which further the Company's business purposes. In particular, the Company may form other firms, acquire holdings and establish domestic and international branch offices.
- (3) The Company may take over management of its corporate holdings and impose limitations on the management of its corporate holdings.

§ 3: Financial year and disclosures

- (1) The Company's financial year is the calendar year.

- (2) The Company publishes disclosures exclusively electronically via the German Federal Gazette (*Bundesanzeiger*, the official national electronic information service).

II. Share capital and shares

§ 4: Share capital

- (1) The Company's share capital totals EUR 100,000,000.
- (2) The share capital consists of 100,000,000 no-par shares.

§ 5: Shares

- (1) The no-par shares are registered and can only be retitled with the Company's consent. The Company grants consent by shareholder resolution.
- (2) The Management Board determines the form of share certificates, dividend coupons and renewal certificates, subject to Supervisory Board approval. Individual shares may be held in the form of aggregate certificates for multiple shares. Shareholders' right to demand the issuance of certificates for their shares is excluded.

III. Management Board

§ 6: Number and appointment of Management Board members

The Management Board shall be constituted of two or more members. The Supervisory Board shall otherwise determine the number of Management Board members. The Supervisory Board may appoint a chairman and a deputy chairman of the Management Board. Deputies may be appointed for Management Board members.

§ 7: Management and representation of the Company

- (1) The Management Board members collectively manage the Company's business.
- (2) The Company can be represented either by two Management Board members or by one Management Board member acting jointly with an authorised signatory of the Company (*Prokurist*).
- (3) Deputy Management Board members have identical power of representation as regular Management Board members.
- (4) The Supervisory Board establishes Rules of Procedure for the Management Board, governing in particular internal assignment of responsibilities and transactions which are subject to Supervisory Board approval.
- (5) Management Board members are individually exempted from the multiple representation restrictions per Sec. 181 of German Civil Code (BGB). Authorised signatories of the Company (*Prokuristen*) can be exempted from the multiple representation restrictions per Sec. 181 German Civil Code. Sec. 112 of the German Stock Corporation Act (*AktG*) remains unaffected.

IV. Supervisory Board

§ 8: Number of members, term of office, substitute members

- (1) The Supervisory Board shall be constituted of twelve members. The Supervisory Board members are to be elected and appointed in accordance with statutory law provisions.
- (2) Supervisory Board members are elected for a term of office expiring at the conclusion of the Annual General Meeting (AGM) at which member actions are endorsed for the fourth financial year following commencement of their respective term of office. The financial year in which the term of office commences is not included in the calculation. A shorter term of office may be determined by AGM resolution for members appointed by AGM resolution.
- (3) The term of office of a Supervisory Board member appointed to replace a departing member shall be the remainder of the regular term of office of the departing member. If elections are held to replace a departed member at the next AGM or the AGM thereafter following departure, the term of office of a substitute member for the departed member shall expire at the conclusion of that AGM. Otherwise the substitute's term of office shall expire at the end of the remaining term of the departed member.
- (4) Supervisory Board members may resign with or without an important reason, observing a one-month notice period. Notice shall be given by written declaration to the chairman of the Supervisory or Management Board. This period may be shortened by mutual agreement.

§ 9: Constituent meeting; chair regulation

- (1) Following the Annual General Meeting at which the Supervisory Board members appointable by shareholders are newly elected, a Supervisory Board meeting is to be held without specific convocation notice required.

At this meeting or by written resolution under the chairmanship of the oldest Supervisory Board member, the Supervisory Board elects a Supervisory Board chair and deputy chair from among its members to hold those functions for the duration of their respective term of office, in accordance with statutory law provisions. If the Supervisory Board chair or deputy chair resigns prior to the lapse of his/her term of office, the Supervisory Board shall immediately call an election for a substitute.

- (2) Rights and obligations of the Supervisory Board chair shall only accrue to the Supervisory Board deputy chair by statutory law and by virtue of these Articles of Association if the chair is unable to observe these, except in case of a second vote as provided under the German Labour Co-Governance Act (*MitbestG*) or these Articles of Association.
- (3) The Supervisory Board may appoint a second deputy chair of the Supervisory Board.

§ 10: Quorum, majority requirements

- (1) The Supervisory Board is quorate if its members were sent notice of meeting convocation to their respective last known address and at least half of the mandatory Supervisory Board total membership participates in resolution voting. Abstaining from voting counts as participating in resolution voting.
- (2) Supervisory Board resolutions require a majority of votes cast except as otherwise provided by law. Abstentions do not count in determining a voting outcome. In the event of a tie vote, another round of voting on the same item shall be conducted upon request by any Supervisory Board member. If voting is again tied in that round, the Supervisory Board chair's vote shall count twice, subject to applicable German Labour Co-Governance provisions.

§ 11: Committees

- (1) The Supervisory Board may form and delegate duties and powers to committees comprising its members in addition to the legally required committees, including central powers of the Supervisory Board. The Supervisory Board can change, expand and limit the duties and powers of committees, as permitted by law. The Supervisory Board has the right to form a joint committee from other committees, as permitted by law.
- (2) All committees shall be formed in the constitutive Supervisory Board meeting held immediately after election of the Supervisory Board chair and deputy chair (§ 2) for a period until elapse of the Supervisory Board's term, except as otherwise provided under

mandatorily applicable laws, these Articles of Association or the Rules of Procedure for the Supervisory Board and its committees.

- (3) The Supervisory Board meeting rules shall apply *mutatis mutandis* to committee proceedings and resolution voting, except as otherwise provided under mandatorily applicable laws, these Articles of Association or the Rules of Procedure for the Supervisory Board and its committees.

§ 12: Representation

Declarations of intent by the Supervisory Board and its committees are made by the chair of the Supervisory Board or of the respective committee unless the chair is unable to do so, in which case the deputy chair shall make such declarations. The same applies to accepting declarations of intent.

§ 13: Rules of procedure; amendments to the Articles of Association

- (1) The Supervisory Board may establish rules of procedure in conformance with applicable laws and the provisions of these Articles of Association.
- (2) The Supervisory Board is only empowered to adopt revisions of the structure and wording of the Articles of Association, not amendments of substance.

§ 14: Remuneration

- (1) In addition to reimbursement of expenses, Supervisory Board members receive a fixed fee of EUR 60,000 payable after the end of the financial year.
- (2) The Supervisory Board chair receives EUR 110,000, and the deputy chair and additional deputy appointed as per § 9 paragraph 3 each receive EUR 85,000 as remuneration.
- (3) Members of the Audit Committee and of the Risk and Credit Committee (the "Risk Committee") additionally receive a fixed annual fee of EUR 16,000 each payable after the end of the financial year. The Audit Committee chair and the Risk Committee chair receive a fixed annual fee of EUR 35,000, each payable after the end of the financial year.
- (4) Members of the Nomination Committee as well as the Mediation and Compensation Control Committee (the "Compensation Control Committee") and members of any additional committee formed pursuant to Sec. 11 para. 1 above additionally receive a fixed annual fee of EUR 14,000 payable after the end of the financial year. The chairs of these committees receive a fixed annual fee of EUR 30,000, each payable after the end of the financial year.
- (5) In addition to the remuneration as per paragraphs 1 - 4 above, Supervisory Board members receive an attendance fee of EUR 650 each for every attended meeting of the full Supervisory Board or of a committee.

- (6) The Company may take out D & O liability insurance covering Supervisory Board members.
- (7) Supervisory Board members receive reimbursement for all reasonable expenses including any VAT payable on remuneration.

V. Advisory Board

§ 15: Duties and membership

Advisory boards may be formed, the duties and membership of and remuneration for which shall be determined by the Management Board in agreement with the Supervisory Board chair.

VI. Annual General Meeting

§ 16: Convocation

Annual General Meetings are convened by the Management Board or the Supervisory Board.

§ 17: Participation and voting rights

Only shareholders recorded in the Company's register of shareholders may participate in the Annual General Meeting and exercise their voting rights.

§ 18: Chairmanship

- (1) The Supervisory Board chair shall preside over the Annual General Meeting as chair, or the deputy chair if the former is unable to fulfil that office. If neither the Supervisory Board chair nor deputy chair are able to preside as AGM chair, the AGM chair shall be elected by AGM resolution.
- (2) The meeting chair conducts the proceedings, determining the sequence of addressing agenda items, the mode of voting and other voting specifics.

§ 19: Adoption of resolutions

Except as required otherwise by mandatorily applicable law, resolutions may be adopted at the Annual General Meeting by a simple majority of votes cast.

If a majority of share capital is legally required in addition to a voting majority, a simple majority of share capital represented in the resolution voting shall apply.

§ 20: Preparation of annual financial statements and management report; Supervisory Board report

The Management Board must prepare the annual financial statements and management report for the financial year ended and submit these to the Company's auditor within the first three months of the financial year following. Upon receipt of the auditor's report, the annual financial statements, management report, auditor's report and the accounting profit appropriation proposal shall be submitted to the Supervisory Board for review without delay.

§ 21: Appropriation of profits

- (1) The Annual General meeting resolves on the appropriation of accounting profits.
- (2) In the event of a share offering, profit participation for the new shares may be determined in derogation from Sec. 60 paragraph 2 sentence 3 German Stock Corporation Act (*AktG*).