



Policy
Control Standard

Conflicts of Interest Policy

Organisational Conduct Related Integrity Risk

Properly manage Conflicts of Interest and safeguard Confidential and Inside Information

20th of January 2020

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Reading guide

The Conflicts of Interest Policy (hereafter 'Col Policy') describes the requirements and mandatory principles aimed at identifying, assessing, managing and mitigating or preventing **Conflicts of Interest** and ensuring that **Confidential** and **Inside Information** are properly dealt with. Further, this Col Policy describes the control objectives to mitigate the inherent critical and high risks related to **Conflicts of Interest**; and misuse of **Confidential** and **Inside Information**.

- chapter 1, Introduction
- chapter 2, Principles
- chapter 3, Requirements
- chapter 4, Risk Assessment & Control Objectives
- chapter 5, Roles & Responsibilities
- chapter 6, Reference to other documents
- Appendix A, Legal Framework
- Appendix B, Defined terms

The target audience for this document are:

- ING businesses (or business entities), businesses under ING's management control (including ING Groep N.V.); and
- all ING **Employees**.

The definitions of the bold and light blue coloured terminology can be found in Appendix B.

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1. Introduction

Trust in the honest and efficient functioning of financial and capital markets is very important to maintain the integrity of markets and attracting investors. Efficient and transparent markets are a key contributor to the economy of many countries. Maintaining the trust of stakeholders is essential for ING. Key behaviours related to the above include:

- Protecting **Confidential Information** and **Inside Information** from misuse;
- Proper management of governance;
- Establishing physical, technical and/or functional **Information Barriers** to control **Confidential Information**, **Inside Information** and to manage **Conflicts of Interest** while delivering financial services; and
- Identifying, assessing, managing and mitigating or preventing the risks of **Conflicts of Interest**.

This Col Policy set the standards for these behaviours as they are closely interlinked and must be managed together to avoid gaps.



1.1 Objective

This Col Policy aims to identify, assess, manage and mitigate or prevent actual and potential conflicts between ING customers and between the interests of ING and the private interests of ING **Employees**, including members of ING's **Senior Management** which could adversely influence the performance of their duties and responsibilities. This document also details ING's policy in relation to **Confidential Information** and **Information Barriers**.

1.2 Scope

Compliance with the Col Policy applies to all majority owned ING businesses (or business entities), businesses under ING's management control (including ING Groep N.V.) and their **Employees**.

Requirements relating to **Conflicts of Interest** as stated in the Markets in Financial Instruments Directive II (MiFID II) are not included in the Col Policy but are set out in the *ING Investor Protection and Markets Policy* and the *Investor Protection and Markets Minimum Standard*.

1.3 Local regulations

In jurisdictions where local legislation is more stringent, local legislation and/or legal requirements prevail. Any conflict between local legislation and/or legal requirements and this standard need to be presented to Regulatory Compliance and Conduct before taking any further action on it.

1.4 Waivers and deviations

The waiver or deviation procedure applies as included in Appendix D of the ICF Binding Principles. All approved waivers and deviations must be subsequently registered in iRisk.

1.5 Implementation and embedding of the policy

Policy requirements and control objectives must be translated by Global and/or Local Process Leads into key controls that must be implemented locally and require mandatory testing. In addition, all requirements of this policy must be considered in all related control standards. All **Conflicts of Interest** related processes, control standards, procedures and work instructions must be subject to a regular review to ensure they reflect the necessary controls to adequately manage the risks as stated in this policy.

2. Principles

Properly manage Conflicts of Interest and safeguard Confidential and Inside Information

For ING to comply in good faith with relevant topic related laws and regulations, all majority owned ING businesses (or business units) and businesses under ING's management control and all **Employees** must adhere to the following Principles at all times:

- Appropriate steps are taken to identify, assess, manage, register and mitigate or prevent (potential) **Conflicts of Interest**.
- **Employees** challenge and escalate issues of concern to **Senior Management** or Compliance in order to appropriately identify, assess, manage, register and mitigate **Conflicts of interest**.
- **Confidential** and **Inside Information** must be identified and safeguarded and only be used to enable an ING **Employee** to perform the proper functions of his or her employment.
- **Confidential** and **Inside Information** must not be disclosed to others, except where the disclosure is made on a **Need-to-Know** basis and the recipient of the information is under an obligation of confidentiality and is adequately informed thereof.
- **Employees** must not take an **Outside Position** (paid or unpaid), enter into business on their own account, or act as an agent for third parties, without first notifying and obtaining written approval from **Senior Management** and Compliance.
- **Employees** need to avoid, wherever possible, situations giving rise to **Conflicts of Interest** due to any of the following:
 - Personal financial interest.
 - **Closest family members** or personal relationships.
 - Different roles and responsibilities at ING.
- **(Permanent) Insiders** are subject to restrictions on their personal account dealings that accurately reflect their access to **Inside Information**.

3. Requirements

A **Conflict of Interest** is a set of circumstances that creates a risk that an individual's ability to apply judgement or act in the best interest of customer and/or company is, or could be, impaired or influenced by a secondary interest.

It can occur in any situation where an **Employee** of ING can exploit his /her role for personal or other benefit. Benefits range from economic interests, memberships, activities with other employers, consultancy activities, intellectual property rights, interests of close family members and any other activities or situations which might create a **Conflict of Interest**.

Types of **Conflict of Interest** are:

Actual Conflict of interest	A direct conflict between current duties or interests
Potential Conflict of interest	Likely future conflicts
Perceived Conflict of interest	Not involving an actual conflict but only the perception of a conflict

The Col Policy reflects the requirements that are applicable to ING in relation to **Confidential Information, Information Barriers** and managing **Conflicts of Interest**. This chapter gives insight into the requirements regarding **Conflicts of Interest** and how ING identifies, assesses, manages and mitigates or prevents perceived, potential and actual **Conflicts of Interest** that may arise on organisational conduct and **Conflicts of Interest** on personal conduct. The detailed requirements in this chapter are a more granular representation of the European laws, regulations and guidelines listed which are listed in appendix A.

3.1 Requirements regarding Conflicts of Interest organisational conduct

This paragraph lists the requirements regarding **Conflicts of Interest** on organisational conduct and how ING manages **Conflicts of Interest** that may arise on an organisational level.

3.1.1 Governance

1) **Senior Management** is responsible for establishing, approving and overseeing the implementation and maintenance of effective policies to identify, assess, manage and mitigate or prevent **Conflicts of Interest** on an organisational level, e.g. as a result of:

- The various roles and activities of ING.
- The various business lines within ING.
- The different institutions within ING.
- External stakeholders.

The following scenarios are examples (non-limitative) of **Conflict of interest** regarding to organisational conduct:

- A transaction or arrangement agreed between ING and a material shareholder or between ING Group entities due to the shared interests between the parties.
 - Conflicts between ING's interests and third parties, not being customers, like: vendors, consultants and/or professional advisors.
 - Conflicts between ING's interests and **Senior Managements** interests (among others outside positions).
 - Conflicts that arise from the nature of the activities of different departments (e.g. financing, credit risk management, corporate investments, ECM, DCM, M&A, corporate finance, advisory, research, **Benchmark** (FM)).
 - Conflicts that arise from poor organisational arrangements (e.g. lack of **Information Barriers**).
 - Conflicts between the interest of two or more customers.
 - Conflicts between the interest of a customer and the interest of ING other than in their normal course of doing business.
 - Internal organisational conflicts that arise from the nature of the activities of different departments (e.g. corporate finance, advisory, research, **Benchmark** (FM)).
- 2) ING entities whose shares are admitted to trading on a regulated market situated or operating within a Member State must have a procedure for a process that prevents **Related Parties** from taking advantage of their position and provide adequate protection for the interests of ING and its stakeholders.

Internal governance board member

ING must have specific guidance for ING's Supervisory Board Member and Management Board Members relating to **Conflicts of Interest**. The specific guidance must set out the obligations of these bodies relating to the management of **Conflicts of Interests**. These charters must also give specific guidance to safeguard Supervisory Board Members and Management Board Members aim to fulfil the best interests of ING and to safeguard ING's independence of mind of Supervisory Board Member and Management Board Members.

3.1.2 Identification and assessment of Conflict of Interest

- 3) To manage and mitigate or prevent **Conflicts of Interest**, ING **Employees** must be able to identify and deal with a **Conflict of Interest**. Each department must:
- Identify and assess potential **Conflicts of Interest** that may arise in the provision of financial services and related activities (e.g. outsourcing arrangement).
- This will be assessed, but are not limited to:
- During the integrated risk assessment process.
 - During the new product approval process.

3.1.3 Management, mitigation or prevention of Conflict of Interest

- 4) ING must take, within our organisational and administrative arrangements, adequate measures to prevent **Conflict of Interest** from adversely affecting the interests of our customers. Where a **Conflict of interest** cannot be managed such that the interests of the customer will not be adversely affected, ING may need to disclose the nature and / or source of the **Conflict of interest** to the customer before proceeding to undertake business for that customer. This must be done in consultation with Compliance. If no adequate measures are available, a **Conflict of Interest** must be resolved by declining to act (e.g. not entering into a business relation).
- 5) ING takes measures to manage or where appropriate mitigate or prevent **Conflict of Interest** must be documented and include:
 - an appropriate segregation of duties;
 - establishing **Information Barriers**; and
 - establishing adequate procedures, including proper registration, for transactions with **Related Parties**.

Segregation of Functions and Business units

ING must segregate business units and separate internal function within ING to maintain their independence and aim to avoid any potential **Conflict of interest**. Within ING, the business must be divided into various businesses (e.g. products, customers, Financial Markets) with distinct management structures and appropriate controls over the flow of information from one to another via **Information Barriers**.

ING must use **Information Barriers** as a tool to support ING in safeguarding **Inside Information**, to prevent market abuse, and to prevent and/or mitigate and/or manage **Conflicts of Interest**.

Information Barriers must allow ING departments to continue to make independent decisions based on public market information about listed companies, and not be compromised by activities of other ING departments for the same companies.

An information barrier must be a set of systems, controls, rules, policies, procedures and/or physical arrangements, designed to separate the business activities of a particular area or division. In general, **Information Barriers** separate areas that have access to **Inside** and **Confidential Information** ('Private Areas') from those who do not have such access ('Public Areas'). Where **Information Barriers** are in place, ING **Employees** working within a Private Area and any other person having access to that Private Area, are prohibited from communicating any **Inside Information** to **Employees** or any other person outside the Private Area without the prior written approval Compliance.

Information Barriers are not intended to suggest that **Confidential Information** and/or **Inside Information** can circulate freely within a Private Area. When dealing with **Confidential** and/or **Inside Information**, the **Need-to-Know** principle must at all times be followed and adhered to. Known or suspected breaches/violations of an information barrier must be reported directly to Compliance.

Possible measures for the physical and/or administrative separation of business activities and areas may include, but are not limited to:

- Separate office space with access limited by security pass for private side areas.
- Separate management, personnel, organisational teams and reporting lines.
- Physical or functional separation of IT, data and information systems including for example:
 - Telephone, photocopiers and printers.
 - Customer and financial information, employee records.
 - Hard and soft copy copies.
 - IT servers and databases.
- Information security procedures and controls e.g. passwords, screen savers and user access rights to databases and systems.
- Maintenance of insider lists.
- Restricted distribution of committee proposals.
- **Control Room** clearance and personal account dealing controls.
- Policies and procedures including, but not limited to, this Col Policy.

In establishing and maintaining **Information Barriers**, special attention must be paid to:

- Tracking and monitoring the effective implementation of the **Information Barriers**.
- Education and awareness.
- Arrangements for cross border services and activities. For example: because of possible differences in laws/regulations: the obligations of both jurisdictions must be met. Always obtain advice from the Legal Department in such circumstances.
- Arrangements for cross business activities such as cross-selling, marketing.
- Avoid the perception of breaching **Information Barriers**.

Treeing

ING must create separate **Information Barriers** within a Private area, to manage **Conflicts of Interest**. When a conflict has been identified and the flow of information on a deal has to be restricted, the creation of one or more “information trees” may be required (depending on the circumstances).

- 6) Where outsourcing creates material **Conflicts of Interest**, ING (Group) needs to take appropriate measures to manage those **Conflicts of Interest** (e.g. outsourced services must be set at arm’s length, the service provider must be viable on a stand-alone basis).
- 7) ING should have provisions to identify, mitigate and prevent situations that can trigger:
 - **Insider** dealing and market manipulation; and
 - unlawful disclosure of **Confidential** and **Inside information**.

Confidential Information and Inside Information

Confidential information includes all information not in the public domain received or created by a firm, obtained in the day to day business that cannot freely be made public and should be treated as private. Some **Confidential Information** is also **Inside Information** and subject to prohibitions related to Market Abuse laws. Please refer to the ING Market

Abuse Policy for further guidance on **Inside Information** and prohibitions on dealing on the basis of such information.

ING **Employees** must safeguard **Confidential Information** whether obtained from within or outside ING. All such information must only be used for its intended legitimate purpose and must not generally be used for any personal **Employee** benefit or ING's general benefit. **Confidential Information** can only be circulated in accordance with these principles and on a strict **Need-to-Know** basis. When **Confidential Information** is handed over, the provider (**Employee** or any other person) has the obligation to clearly inform the recipient (**Employee** or any other person) about the nature of the information and the possible existence of any signed confidentiality agreement or non-disclosure agreement (to the extent allowed by that agreement). Breaches of confidentiality can be serious. If in doubt, ask **Senior Management** or Compliance.

Although largely a matter of common sense and care, please note:

- ING maintains **Information Barriers** including controlled access and physical separation of certain business units, to assist in maintaining customer confidentiality. Access to business areas must be carefully controlled and customer visits conducted wherever possible in designated meeting rooms.
- ING **Employees** must only pass or share **Confidential Information** on a **Need-to-Know** basis.
- ING **Employees** must only share **Confidential Information** (if strictly necessary in the normal course of business) (1) with third parties who are themselves either bound by a confidentiality agreement, or (2) the customer has given approval, provided the **Confidential Information** does not entail **Inside Information**.
- ING **Employees** do not discuss confidential matters in public areas such as lifts, corridors, public transport, taxis/hire cars, hotel lobbies, restaurants or in social media (e.g. Team WhatsApp). ING **Employees** must store and deliver confidential documents safely and in a secure manner at all times and discarded, or draft documents must be properly destroyed. Where appropriate ING **Employees** use code names to prevent customer identification.
- ING **Employees** keep circulation lists for sensitive documents or information to a minimum and, if appropriate, check with recipients before and after transmission of such documents.
- The internet and social media groups are considered public network.
- ING **Employees** do not publicly disclose any credit rating information prepared by the Rating Advisory Team without obtaining prior approval from appropriate **Senior Management** and the Ratings Advisory team.
- Consultants and contractors engaged by ING must sign a confidentiality agreement.
- ING **Employees** leaving ING's employment must not take any **Confidential Information**, documents or records relating to ING or its customers' affairs with them.
- ING **Employees** must contact Compliance straight away if they become aware that there may have been a leak of **Confidential Information** even if they believe the source was not within ING.

All requirements and obligations regarding **Confidential Information** also apply to **Inside Information**. These requirements apply even if the **Employees** do not

acquire the **Inside Information** through their association with ING, or if the source of the information is not associated with the issuer whose securities are involved or if the source of information is not directly or indirectly related to one or more derivatives on commodities.

Permissible communications

Public information is allowed to be discussed across the information barrier. For example: public news, general economic and market conditions, or general ING and business development matters. Although permissible, ING **Employees** must always be mindful of how this communication can or will be used and perceived by outside parties. When communicating public information, ING **Employees** must avoid disclosing **Confidential Information**.

Insider lists

Where **Confidential Information** is also **Inside Information** ING has an obligation to maintain a list of **Employees** who have access to the **inside information** known as an insider list. An insider list must be created for each relationship/transaction where any **Employee** is given access to **inside information** concerning that issuer. In short, information is classified as **Inside Information** when:

- It is precise.
- It has not been made public.
- It relates, directly or indirectly to one or more issuers or Financial Instruments.
- If made public, it is likely to have a significant effect on the price of those instruments or related derivatives.

A detailed description of the term **Inside Information** is included in Appendix B (Defined terms).

The insider list, controlled by the internal **Control Room**, must be completed accurately with all information including but not limited to; date and time of each individual having access to **Inside Information**, date and time each individual ceased to have access to **Inside Information**, professional telephone numbers, company address. For more information on insider lists please refer to the ING Market Abuse Policy.

3.2 Requirements regarding Conflicts of Interest personal conduct

This paragraph lists the requirements regarding **Conflicts of Interest** on personal conduct and how ING manages **Conflicts of Interest** that may arise between the interest of ING or the customer and the private interest of **Employees, Senior Management** included.

The scenarios mentioned below are examples (non-limitative) of **Conflict of interest** in which ING or **Employees** of ING may encounter or find themselves in. These scenarios can create a conflict between their own personal interest and their professional responsibility as an **Employee** of ING.

- Economic interests:
 - Personal account dealing and investments.
 - ING and/or **Employee** is likely to make a financial gain, or avoid a financial loss, at the expense of the customer other than in their normal course of doing business;
 - ING and/or **Employee** has an interest in the outcome of a service provided to the customer or of a transaction carried out on behalf of the customer, which is distinct from the customer's interest in that outcome.
 - ING and/or **Employee** has a financial or other incentive to favour the interest of another customer or group of customers over the interests of the customer.
 - ING and/or **Employee** receives or will receive from a person other than the customer an inducement in relation to a service provided to the customer, in the form of monies, goods or services, other than the standard commission or fee for that service.
 - Economic interests (e.g. shares, other ownership rights and memberships, financial holdings and other economic interests in commercial customers, intellectual property rights, loans granted by ING to a company owned by **Employees**, membership in a body or ownership of a body or entity with conflicting interests).
- Political interest:
 - Political influence or political relationships (e.g. an **Employee** may have a position in a city council or another outside position within a political party with whom ING has a conflicting interest).
- Family loyalty:
 - An **Employee** favours its family members via e.g. intentional leaking **Confidential Information**.
- Personal or professional relationships with relevant external stakeholders e.g.:
 - An **Employee** may favour or misuse his or her position to grant e.g. consultancies or other service providers positions within ING.
 - An **Employee** accepts gifts offered by suppliers
 - conflicts between ING interests and third parties, not being customers, like: vendors, consultants and/or professional advisors.

- Previous employment within the recent past:
 - **Employee** may have a **Conflict of interest** due to **Inside Information and or Confidential Information** regarding his or her former employer.
- Other employment:
 - An **Employee** may hold an outside position in an organisation which has a conflicting interest with ING.
 - ING and/or **Employee** carries on the same business as the customer.
 - Other employment and previous employment within the recent past (five years).

3.2.1 Governance

- 8) **Senior Management** is responsible for establishing, approving and overseeing the implementation and maintenance of effective policies to identify, assess, manage and mitigate or prevent conflicts between the interests of the institution and the private interests of **Employees**, including members of **Senior Management**, which could adversely influence the performance of their duties and responsibilities.
- 9) ING must set out procedures, measures and responsibilities for the identification and prevention of **Conflict of Interest**, for the assessment of their materiality and for taking mitigating measures.
- 10) Such procedures, measures, requirements, and responsibilities must include:
 - a. entrusting conflicting activities or transactions to different persons;
 - b. preventing **Employees** who are also active outside ING (e.g. outside positions) from having inappropriate influence within ING regarding those other activities;
 - c. establishing the responsibility of **Senior Management** members to abstain from voting on any matter where a member has or may have a **Conflict of Interest** or where the member's objectivity or ability to properly fulfil duties to ING may be otherwise compromised;
 - d. establishing adequate procedures for transactions with **Related Parties** (ING may consider, inter alia, requiring transactions to be conducted at arm's length, requiring that all relevant internal control procedures fully apply to such transactions, requiring binding consultative advice from independent **Senior Management** members, requiring the approval by shareholders of the most relevant transactions and limiting exposure to such transactions); and
 - e. preventing **Senior Management** members from holding directorships in competing organizations, unless they are within organizations that belong to the same organizational protection scheme, credit organizations permanently affiliated to a central body, or organizations within the scope of prudential consolidation.

3.2.2 Identification and assessment of Conflicts of Interest

- 11) ING must aim to identify **Conflicts of Interest** of **Employees**, including the interests of their **Closest Family Members**.

- 12) ING must take into consideration that **Conflict of Interest** may arise not only from present but also from past personal or professional relationships.
- 13) ING must take into consideration that being a shareholder of an entity or having private accounts or loans with or using other services of an entity must not lead to a situation where **Employees** are considered to have a **Conflict of interest** if **Employees** stay within an appropriate threshold. The appropriate threshold must be decided by **Senior Management** and/or Compliance.

3.2.3 Management, mitigation or prevention of Conflicts of Interest

- 14) **Conflict of Interest** that may result from past relationships, ING **Employees** must promptly report such **Conflicts of Interest** to **Senior Management** and Compliance, on the basis that these may still have an impact on **Employees'** behaviour and participation in decision-making.
- 15) Where **Conflicts of Interest** arise, ING must assess their materiality and decide on and implement appropriate mitigating measures.

Decline to act

There may be occasions when the conflict between two interests is so acute that it is impossible to disregard it or reliance on any of the above measures may not be adequate. Such conflicts can only be resolved by declining one or both transactions. This decision must be made by the business in conjunction with Compliance.

- 16) ING must differentiate between **Conflicts of Interest** that persist and need to be managed permanently and **Conflicts of Interest** that occur unexpectedly with regard to a single event (e.g. a transaction, the selection of service provider, etc.) and can usually be managed with a one-off measure. In all circumstances, the interest of ING customers must be central to the decisions taken.
- 17) If a **Conflict of Interest** of **Employees** is identified, ING must:
 - document the decision taken, in particular if the **Conflict of Interest** and the related risks have been accepted, and
 - if it has been accepted, how this **Conflict of Interest** has been satisfactorily mitigated or remedied.

3.3 Requirements regarding the reporting and disclosing Conflicts of Interest

- 18) **Senior Management** must set out a processes for reporting and communication of the Col Policy.
- 19) **Employees** must be aware to identify and have the duty to promptly disclose internally any matter that may result, or has already resulted, in a **Conflict of Interest**.

Separation of personal relationship and business interests

ING **Employees** must separate (past) personal relationships, interests and activities from ING's interest and/or business.

ING **Employees** must undergo screening prior to employment to reduce **Conflicts of Interests** from previous employment within recent past or other employment (e.g. hired external **Employees** carrying out work on a contracting part-time basis for ING and another bank). ING **Employees** have the obligation to disclose any **Conflicts of Interest** arising from previous employment or a **Conflicts of Interest** during employment at ING.

ING screening of previous employment must look back at the previous employers within a five-year timeframe.

ING **Employees** must disclose **Conflict of Interest** and provide all the relevant information including information concerning **Closest Family Members** during employment.

Outside positions

ING **Employees** are not permitted to maintain external directorships (executive and non-executive), partnerships or become a significant shareholder in any public or private company without the prior approval of their **Senior Management** and Compliance. Requests for approval must be directed to Compliance.

- 20) Actual or potential **Conflicts of Interest** that have been disclosed to the responsible function within ING must be appropriately assessed and managed.

Disclosing

Employees must disclose any event that may be a potential or actual **Conflicts of interest** to their **Senior Management** or via the whistleblowing procedures.

Documentation

If the event is identified as a **Conflict of interest**, ING must document the decision taken regarding the **Conflict of interest** (e.g. if the **Conflict of interest** is accepted, ING must document how the **Conflict of interest** has been mitigated or remedied within ING).

All actual and potential **Conflicts of Interest** at **Senior Management** level, individually and collectively, must be adequately documented, communicated to the next higher-level **Senior Management**, and discussed, decided on and duly managed by the next higher-level **Senior Management**.

The Supervisory Board is responsible for the decision-making on dealing with **Conflicts of Interest** regarding Management Board members, Supervisory Board members and majority shareholders in relation to ING.

- 21) Actual or potential **Conflict of Interest** that have been disclosed to the responsible function within ING must be appropriately assessed and managed in ING's Global **Conflicts of Interest** Register.

INGs Global Conflicts of Interest Register

ING must maintain a register that records the actual and potential **Conflicts of Interest** that have arisen or may arise as well as a high-level description of the mitigating measures and the products or services that may be impacted. The **Conflicts of Interests** register must be reviewed and updated at least annually. The **Conflicts of Interest** Register is controlled by the Internal **Control Room**.

4. Risk Assessment & Control Objectives

The following table provides an overview of inherent high and critical risks from an overall ING Bank perspective and the related control objectives.

Risk	Control objective	Requirement nrs.
<p>Risk of financial loss, regulatory sanction and/or reputational damage due to violations of (local) laws and regulations caused by one or more of the following:</p>		
<p>1* Employees are not aware of the requirements related to Conflicts of Interest, Confidential and Inside Information.</p>	<p>A Requirements relating to Conflicts of Interest, Confidential and Inside Information are known and understood and acted upon by Employees.</p>	<p>5, 19</p>
<p>2** Conflicts of Interest are not identified, assessed, managed and mitigated or prevented.</p>	<p>B Conflicts of Interest on Organisational Conduct are identified.</p>	<p>1, 2, 3, 7</p>
	<p>C Conflicts of Interest on Organisational Conduct are assessed, managed and mitigated or prevented.</p>	<p>4, 5, 6, 7, 18, 19, 20, 21</p>
	<p>D Conflicts of Interest on Personal Conduct are identified.</p>	<p>8, 9, 10, 11, 12, 13</p>
	<p>E Conflicts of Interest on Personal Conduct are assessed, managed and mitigated or prevented.</p>	<p>8, 14, 15, 16, 17, 18, 19, 20, 21</p>
<p>3*** Confidential and Inside Information are not identified and safeguarded.</p>	<p>F Confidential and Inside Information are identified and safeguarded.</p>	<p>5, 7</p>

* Risk identifier in iRisk is: POL_COI_RSK_001

** Risk identifier in iRisk is: POL_COI_RSK_002

*** Risk identifier in iRisk is: POL_COI_RSK_003

5. Roles & Responsibilities

5.1 Employees

Employees are responsible for:

- complying with this Col Policy;
- having a good understanding of how the principles of this Col Policy relate to their function and responsibilities;
- being vigilant, challenging questionable behaviour and reporting any (appearance of) violation of this Col Policy to their manager, or to the ING Whistle blower Reporting Officer or via the External Whistleblowing Line;
- ensuring that **Conflicts of Interest** are properly documented in the **Conflicts of Interest** register; and
- seeking advice from their management and/or Compliance Officer when in doubt about the content of this Col Policy.

5.2 Senior Management (1LOD)

In addition to the responsibilities of **Employees**, **Senior Management** is responsible for:

- setting, approving and overseeing the implementation of this Col Policy;
- monitoring, periodically review and address any weaknesses identified regarding the implementation of processes, strategies and policies related to the Col Policy;
- fostering an open environment for **Employees** to discuss possible dilemmas and/or violations of this Col Policy;
- setting the appropriate tone at the top and ensuring that all managers in their ING Bank business unit do the same;
- ensuring that procedures are implemented to prevent any **Employee** or ING Bank business unit from the inappropriate use of **Confidential** and/or **Inside Information**, including the foreseeable appearance thereof;
- initiating requests for waivers and/or deviations where needed; and
- performing key control testing to comply with the Col Policy.

5.3 Compliance Officers (2LOD)

In addition to the responsibilities of **Employees**, Compliance Officers are responsible for:

- providing advice to **Senior Management** on the implementation and embedding of this Col Policy;
- providing advice to **Employees** on the interpretation of this Col Policy;
- assessing and (dis)approving the validity of the **Permanent Insider** status as determined by **Senior Management** as well as the monitoring of the **Permanent Insider** status;
- advice **Senior Management** about waiver and/or deviation requests; and
- second line monitoring on implementation and conduct of **Employees** as required by this Col Policy.

6. References to other documents

This policy shall be applied in conjunction with other ING policies, procedures and codes. These policies and/or procedures help to manage **Conflict of Interest** on an operational and organisational level.

Anti-Bribery and Corruption Policy

This policy sets the mandatory principles, control objectives, controls, roles and responsibilities in order to comply with applicable regulations and ING's zero tolerance towards bribery and corruption. **Employees** need to be aware that the occurrence of bribery and/or corruption can result in a **Conflict of Interest** that needs to be registered.

Employment Screening Minimum Standard

ING expects high integrity from all **Employees**. Employment screening creates the opportunity for an integrity and/or suitability check prior to and during employment and therefore reduces security and reputation risks, **Conflict of Interest** as well as helping ING to live the Orange Code. Employment screening must take place according to this Minimum Standard.

Global Data Protection Policy for Client, Supplier and Business Partner Data

This policy aims to provide a clear statement on the protection of customers, suppliers and business partners data in order to provide for an adequate level of protection for all customers, suppliers and business partners data processed within ING globally. **Employees** need to be aware that any loss of **Confidential** or **Inside Information** may lead to a **Conflict of Interest**.

Global Data Protection Policy for Employee Data

All **Employees** are expected to handle information with care. In particular, the security and confidentiality of all proprietary information and data processing, including **Employees'** personal information, must be safeguarded in accordance with applicable laws and regulations. This policy explains what the protection of personal data is about. **Employees** need to be aware that any loss of **Confidential** or **Inside Information** may lead to a **Conflict of Interest**.

Global Record Retention Minimum Standard

Record retention concerns the selection, categorisation, storage, retrieval and timely destruction of records. The objective of this Minimum Standard is to provide ING **Employees** with the mandatory principles, control objectives, controls, roles and responsibilities for ING to be in control and comply with applicable Record Retention laws and regulations.

Global Markets Research Procedure

This procedure provides the basic framework for appropriate and effective control of the origination, preparation, review and distribution of equity research and global markets research within ING Bank.

Investor Protection and Markets Policy and Minimum Standard

The principle of investor protection encompasses several protection mechanisms and requirements for firms like ING Bank to act in the best interest of clients, aiming for the protection of the individual investor and market transparency as well as the stability of the financial system. The Investor Protection and Markets Policy and Minimum Standard incorporates the MiFiD II requirements.

Charter of the Management Board of ING Groep N.V. and ING Bank N.V.

The charter describes the governance roles and responsibilities of the Management Board of ING Bank.

<i>Market Abuse Policy</i>	The Market Abuse Policy provides the principles and controls aimed at preventing market abuse, which includes: insider dealing, market manipulation and the unlawful disclosure of Inside Information .
<i>NFR Framework Policy & Minimum Standard</i>	The NFR Framework outlines ING's approach for managing non-financial risk and the risk areas in scope. Related procedures include the NFR Risk Identification & Assessment Procedure and the NFR Key Control Testing & Monitoring Procedure.
<i>Permanent Insiders Procedure</i>	This Procedure outlines the requirements and obligations for ING Bank on Permanent Insiders and supports the effective management of appointment, amendment and removal of the Permanent Insiders status to Employee .
<i>Personal and Physical Security Risk Policy</i>	Personal & physical Security is about ensuring a coherent balance between organisation, detection, protection and response. A clean desk plan and checks are controls in this policy.
<i>Procurement Policy</i>	This policy provides the principles, control objectives and roles and responsibilities that need to be adhered to when ING Employees procure goods and services or manage procurement processes or activities (e.g. Supplier Qualification Process) on behalf of ING.
<i>Product Approval and Review Policy and Minimum Standard</i>	The Product Approval and Review Policy and Minimum Standard aims at ensuring adequate governance and risk management in the development of new and existing products.
<i>ING Remuneration Regulations Framework</i>	This framework sets out the remuneration principles and provisions that apply to Employees . The Remuneration Regulations Framework supports the sustainable attraction, motivation and retention of talented staff. The ING reward programmes are responsible, mitigate risk and comply with the applicable Remuneration Regulations. They support us in reaching the desired performance culture.
<i>ING Senior Staff on Outside Positions with non-affiliates instruction</i>	These compliance instructions are mandatory and clarifies the process Senior Management need follow when considering accepting outside positions.
<i>Procedure for compliance with local Dutch Statutory provisions implementing the Shareholders Rights Directive II with respect to material transactions (to be approved)</i>	The main objective of this procedure is to provide for a process that prevents Related Parties from taking advantage of their position and provide adequate protection for the interests of ING and its stakeholders. In short, this procedure aims to ensure ING Groep and its subsidiaries (worldwide) comply with local Dutch statutory provisions implementing the Shareholder Rights Directive II with respect to Material Transactions.
<i>Sourcing Policy and Sourcing Policy Guideline</i>	The Sourcing Policy outlines the inherent critical and high risks that can materialise during all phases of the sourcing life-cycle and the control objectives to effectively mitigate these risks. With this policy the foundation is laid for a standardised approach within ING in order to create global efficiencies leading to compliant, consistent and high-quality sourcing capabilities and provides direction with respect to outsourcing or intra-group sourcing.
<i>Special Investigation Policy</i>	The Special Investigation Policy specifies how the investigation of (suspected) misconduct by an Employee is to be initiated, conducted and resolved. Furthermore, this policy specifies which incidents are to be investigated under responsibility of the ING Corporate Security and Investigation department.

<i>Charter of the Supervisory Board of ING Groep N.V. and ING Bank N.V.</i>	The charter describes the governance roles and responsibilities of the Supervisory Board of ING Bank.
<i>Whistleblower Policy</i>	The Whistleblower Policy specifies the rights, including protection from retaliation, for an Employee who reports a concern in good faith, provides information, causes information to be provided or otherwise assists in an investigation and respects the confidentiality of the matter.
<i>Wholesale Banking Personal Account Dealing Minimum Standard</i>	The Wholesale Banking Personal Account Dealing Minimum Standard provides specific mandatory guidance for Wholesale Banking Employees on the requirements and limitations on their personal account dealing transactions, also reflecting to access and knowledge of Confidential Information, Inside Information and/or Conflicts of Interest .

Appendix A Legal Framework

The Col Policy reflects the requirements that are applicable to ING in relation to **Confidential Information, Information Barriers** and managing **Conflicts of Interest**. The detailed requirements in chapter 3 are a more granular representation of the European laws, regulations and guidelines listed below.

Directive and (delegated) Regulations

- Directive (EU) 2013/36 (CRD IV).
- Directive (EU) 2017/828 (Shareholders Right Directive II).
- Regulation (EU) 596/2014 (Market Abuse Regulation).
- Directive (EU) 2016/97 (Insurances Distribution Directive).
- Regulation (EU) 2017/2359 (IDD Information and Business conduct).

EBA Guidelines

- EBA Guidelines on internal governance under Directive 2013/36/EU (EBA/GL/2017/11).
- EBA Guidelines on outsourcing arrangements (EBA/GL/2019/02).
- EBA Guidelines on sound remuneration policies (EBA/GL/2015/22).

Other

- Dutch Corporate Governance Code.

Local rules from supervisory authorities are not part of the requirements. In cases where local laws or guidance set stricter rules than those set out in the Col policy, the stricter rules must prevail. Any conflict between local legislation and this document needs to be presented to Regulatory Compliance & Conduct before any further action can be taken.

Appendix B Defined terms

Benchmark

Any prices, estimates, rates, indices or values made available to the public or published that is:

- Made available to users, whether free of charge or for payment;
- Calculated periodically, entirely or partially by the application of a formula or another method of calculation to, or an assessment of, the value of one or more underlying Interests;
- Used for reference for purposes that include one or more of the following:
 - determining the interest payable, or other sums due, under loan agreements or under other financial contracts or instruments;
 - determining the price at which a financial instrument may be bought or sold or traded or redeemed, or the value of a financial instrument; and/or
 - measuring the performance of a financial instrument.

Confidential Information

Non-public information relating to ING Bank, its customers, suppliers or third parties that is subject to confidentiality (either by agreement or otherwise), which includes, but is not limited to: trading information; financial information; business operations; (internal or external) business processes and methods; data, including market share data; personnel; sales; business plans/business intentions; profits, losses or expenditures; projections; computer software; other information of commercial value.

Conflicts of Interest

A **Conflict of Interest** is a situation when an **Employee** or ING has a conflicting interest which can influence the motivation or decision of that **Employee** or ING to act in the best interest of its customers or ING. It can occur in any situation where an **Employee** of ING Group can exploit his /her role for personal or other benefit.

Other benefits can be for example economic interests, memberships, activities with other employers, consultancy activities, intellectual property rights, interests of close family members and any other activities or situations which might create an actual or potential or perceived **Conflict of Interest**.

Control Room

The Compliance **Control Room**, centrally responsible for assisting the 1st Line of Defence in the supervision of controls pertaining to **Confidential** and **Inside Information**, **Conflicts of Interest** management and market abuse prevention. The **Control Room** assist ING Bank in managing watch lists, restricted lists, in performing conflict checks and in facilitating **Employees** barrier crossings (crossing of the **Information Barrier**) when necessary and appropriate.

Employee

Any natural person working for or on behalf of ING, on contract or temporary, including **Senior Management** and members of the Executive Board, Management Board Banking and the Supervisory Board, persons on secondment and persons hired as external **Employees**.

Closest Family members

Closest Family members are defined as those family members who may be expected to influence, or be influenced by, an **Employee** and include:

- that person's children and spouse or domestic partner;
- children of that person's spouse or domestic partner (e.g. foster children); and
- dependents of that person or that person's spouse or domestic partner.

Information Barriers

The system of policies, procedures and physical, operational and system arrangements used to manage **Confidential** and **Inside Information** and **Conflicts of Interest**. In addition, the system is aimed at preventing (the appearance of) the unlawful or inadvertent disclosure of **Confidential** and **Inside Information**, as well as the use thereof. **Information Barriers** separate areas that have access to **Confidential** and **Inside Information** from those who do not have such access.

Inside Information

(Confidential) information that:

- is of a precise nature;
- has not been made public;
- relates, directly or indirectly to one or more issuers or to one or more financial instruments; and
- if it were made public, would likely to have a significant effect on the price of those instruments or on the price of related derivatives of financial instruments (this is the case if the information would be likely to be used by a reasonable investor as part of the basis of his investment decision).

In relation to emission allowances or auctioned products based thereon, the above-mentioned definition of **Inside Information** applies mutatis mutandis.

In relation to commodity derivatives (and spot commodity contracts), the above mentioned definition of **Inside Information** applies mutatis mutandis with the addition: where this is information which is reasonably expected to be disclosed or is required to be disclosed in accordance with legal or regulatory provisions at the European Union or national level, market rules, contract, practice or custom, on the relevant commodity derivatives markets or spot markets.

For persons charged with the execution of orders concerning financial instruments **Inside Information** also means information:

- conveyed by a customer and relating to the customer's pending orders in financial instruments;
- which is precise;
- relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and
- if it were made public, would be likely to have a significant effect on the prices of those financial instruments, the price of related spot commodity contracts, or on the price of related derivative financial instruments.

Insider

Individuals who have access to (potential) **Inside Information**:

- by virtue of their function; or
- because they are designated as such.

Individuals can be designated as **Insider** by:

- the Chief Compliance Officer; or
- **(Senior) Management**.

Need-to-Know

The principle that communication of **Confidential** and **Inside Information** must not take place unless required for the proper discharge of the **Employee's** function and for a legitimate business purpose and not contrary to the terms of any confidentiality agreement or non-disclosure agreement unless disclosure is required by law or court process.

Permanent Insider

An **Employee** who has been designated by **Senior Management** as **Permanent Insider**, because of the nature of its function that requires to have access to **Inside Information** from one or more departments (private areas) that are separated by **Information Barriers**. **Permanent Insiders** are subject to restrictions on personal account dealings that accurately reflect their enhanced access to **Inside Information**.

Related Parties

1) A person or a close member of that person's family is related to a reporting entity if that person:

- Has control or joint control over the reporting entity;
- Has significant influence over the reporting entity; or
- Is a member of the key management staff of the reporting entity or of a parent of the reporting entity.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

2) An entity is related to a reporting entity if any of the following applies:

- The entity and the reporting entity are member of the same group.
- One entity is an associate or joint venture of the other entity (or a group).
- Both entities are joint ventures of the same third party.
- One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- The entity is a post-employment defined benefit plan for the benefit or **Employees** of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.
- The entity is controlled or jointly controlled by a person identified in (1).
- A person identified in (1) has significant influence over the entity or is a member of the key management of the entity (or of a parent of the entity).
- The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

Senior Management

Appointed persons, who are individually or jointly responsible for the decision-making, general operation and administration of legal entities, business lines, business units, and management bodies or similar.

Treeing

Creating separate **Information Barriers** used to manage **Conflicts of Interest**.
