

0001171843-25-0007286-K ING GROEP NV 2025021120250211060506060507060507 0 0001171843-25-000728 6-K 2 20250211 20250211 20250211 ING GROEP NV 0001039765 6029 000000000 P7 1231 6-K 34 001-14642 25607548 PO BOX 1800 AMSTERDAM P7 1000 BV 01131205639111 PO BOX 1800 AMSTERDAM P7 1000 BV 6-K 1 f6k_021125.htm FORM 6-K Â UNITED STATESSECURITIES AND EXCHANGE COMMISSIONWashington, D.C. 20549Form 6-KREPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934For the month of February 2025Commission File Number: 001-14642ING Groep N.V.(Translation of registrant's name into English)Bijlmerdreef 1061102 CT AmsterdamThe Netherlands(Address of principal executive office)Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.Form 20-F [Â X] Â Â Â Â Form 40-F [Â Â]Â Â On February 11, 2025, the Registrant issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference. (c) Exhibit 99.1. Press release dated February 11, 2025SIGNATURESPursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.Â Â Â Â Â ING Groep N.V.Â Â Â Â (Registrant)Â Â Â Â Date: February 11, 2025Â Â Â Â /s/ Raymond VermeulenÂ Â Â Â Raymond VermeulenÂ Head of Media Relations & Issue ManagementÂ EX-99.1 2 exh_991.htm PRESS RELEASE EdgarFiling EXHIBIT 99.1Progress on share buyback programme Progress on share buyback programme ING announced today that, as part of our â,~2.0 billion share buyback programme announced on 31 October 2024, in total 6,514,857 shares were repurchased during the week of 3 February 2025 up to and including 7 February 2025. The shares were repurchased at an average price of â,~15.77 or a total amount of â,~102,768,994.66. For detailed information on the daily repurchased shares, individual share purchase transactions and weekly reports, see the ING website atÂ www.ing.com/investorrelations. In line with the purpose of the programme to reduce the share capital of ING, the total number of shares repurchased under this programme to date is 75,018,017 ordinary shares at an average price of â,~15.20 for a total consideration of â,~1,140,037,583.40. To date approximately 57.00% of the maximum total value of the share buyback programme has been completed. Note for editors For more on ING, please visit www.ing.com. Frequent news updates can be found in the Newsroom or via X @ING_news feed. Photos of ING operations, buildings and its executives are available for download at Flickr. Press enquiries Â Investor enquiries Christoph Linke Â ING Group Investor Relations +31 20 576 5000 Â +31 20 576 6396 Christoph.Linke@ing.com Â Investor.Relations@ing.com Â Â Â ING PROFILEING is a global financial institution with a strong European base, offering banking services through its operating company ING Bank. The purpose of ING Bank is: empowering people to stay a step ahead in life and in business. ING Bankâ™s more than 60,000 employees offer retail and wholesale banking services to customers in over 100 countries. ING Group shares are listed on the exchanges of Amsterdam (INGA NA, INGA.AS), Brussels and on the New York Stock Exchange (ADRs: ING US, ING.N) .ING aims to put sustainability at the heart of what we do. Our policies and actions are assessed by independent research and ratings providers, which give updates on them annually. ING's ESG rating by MSCI was reconfirmed by MSCI as 'AA' in August 2024 for the fifth year. As of December 2023, in Sustainalyticsâ™ view, INGâ™s management of ESG material risk is â~Strongâ™. Our current ESG Risk Rating, is 17.2 (Low Risk).ING Group shares are also included in major sustainability and ESG index products of leading providers. Here are some examples: Euronext, STOXX, Morningstar and FTSE Russell. Important legal information Elements of this press release contain or may contain information about ING Groep N.V. and/ or ING Bank N.V. within the meaning of Article 7(1) to (4) of EU Regulation No 596/2014 (â~Market Abuse Regulationâ™). ING Groupâ™s annual accounts are prepared in accordance with International Financial Reporting Standards as adopted by the European Union (â~IFRS- EUâ™). In preparing the financial information in this document, except as described otherwise, the same accounting principles are applied as in the 2023 ING Group consolidated annual accounts. The Financial statements for 2024 are in progress and may be subject to adjustments from subsequent events. All figures in this document are unaudited. Small differences are possible in the tables due to rounding. Certain of the statements contained herein are not historical facts, including, without limitation, certain statements made of future expectations and other forward-looking statements that are based on managementâ™s current views and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to dii  er materially from those expressed or implied in such statements. Actual results, performance or events may dii  er materially from those in such statements due to a number of factors, including, without limitation: (1) changes in general economic conditions and customer behaviour, in particular economic conditions in INGâ™s core markets, including changes affecting currency exchange rates and the regional and global economic impact of the invasion of Russia into Ukraine and related international response measures (2) changes affecting interest rate levels (3) any default of a major market participant and related market disruption (4) changes in performance of financial markets, including in Europe and developing markets (5) fiscal uncertainty in Europe and the United States (6) discontinuation of or changes in â~benchmarkâ™ indices (7) inflation and deflation in our principal markets (8) changes in conditions in the credit and capital markets generally, including changes in borrower and counterparty creditworthiness (9) failures of banks falling under the scope of state compensation schemes (10) non-compliance with or changes in laws and regulations, including those concerning financial services, financial economic crimes and tax laws, and the interpretation and application thereof (11) geopolitical risks, political instabilities and policies and actions of governmental and regulatory authorities, including in connection with the invasion of Russia into Ukraine and the related international response measures (12) legal and regulatory risks in certain countries with less developed legal and regulatory frameworks (13) prudential supervision and regulations, including in relation to stress tests and regulatory restrictions on dividends and distributions (also among members of the group) (14) INGâ™s ability to meet minimum capital and other prudential regulatory requirements (15) changes in regulation of US commodities and derivatives businesses of ING and its customers (16) application of bank recovery and resolution regimes, including write down and conversion powers in relation to our securities (17) outcome of current and future litigation, enforcement proceedings, investigations or other regulatory actions, including claims by customers or stakeholders who feel misled or treated unfairly, and other conduct issues (18) changes in tax laws and regulations and risks of non-compliance or investigation in connection with tax laws, including FATCA (19) operational and IT risks, such as system disruptions or failures, breaches of security, cyber-attacks, human error, changes in operational practices or inadequate controls including in respect of third parties with which we do business and including any risks as a result of incomplete, inaccurate, or otherwise flawed outputs from the algorithms and data sets utilized in artificial intelligence (20) risks and challenges related to cybercrime including the ei  ects of cyberattacks and changes in legislation and regulation related to cybersecurity and data privacy, including such risks and challenges as a consequence of the use of emerging technologies, such as advanced forms of artificial intelligence and quantum

computing (21) changes in general competitive factors, including ability to increase or maintain market share (22) inability to protect our intellectual property and infringement claims by third parties (23) inability of counterparties to meet financial obligations or ability to enforce rights against such counterparties (24) changes in credit ratings (25) business, operational, regulatory, reputation, transition and other risks and challenges in connection with climate change and ESG-related matters, including data gathering and reporting (26) inability to attract and retain key personnel (27) future liabilities under defined benefit retirement plans (28) failure to manage business risks, including in connection with use of models, use of derivatives, or maintaining appropriate policies and guidelines (29) changes in capital and credit markets, including interbank funding, as well as customer deposits, which provide the liquidity and capital required to fund our operations, and (30) the other risks and uncertainties detailed in the most recent annual report of ING Groep N.V. (including the Risk Factors contained therein) and INGâ€™s more recent disclosures, including press releases, which are available on www.ING.com. This document may contain ESG-related material that has been prepared by ING on the basis of publicly available information, internally developed data and other third-party sources believed to be reliable. ING has not sought to independently verify information obtained from public and third-party sources and makes no representations or warranties as to accuracy, completeness, reasonableness or reliability of such information. Materiality, as used in the context of ESG, is distinct from, and should not be confused with, such term as defined in the Market Abuse Regulation or as defined for Securities and Exchange Commission (â€˜SECâ€™) reporting purposes. Any issues identified as material for purposes of ESG in this document are therefore not necessarily material as defined in the Market Abuse Regulation or for SEC reporting purposes. In addition, there is currently no single, globally recognized set of accepted definitions in assessing whether activities are â€œgreenâ€ or â€œsustainable.â€ Without limiting any of the statements contained herein, we make no representation or warranty as to whether any of our securities constitutes a green or sustainable security or conforms to present or future investor expectations or objectives for green or sustainable investing. For information on characteristics of a security, use of proceeds, a description of applicable project(s) and/or any other relevant information, please reference the offering documents for such security. This document may contain inactive textual addresses to internet websites operated by us and third parties. Reference to such websites is made for information purposes only, and information found at such websites is not incorporated by reference into this document. ING does not make any representation or warranty with respect to the accuracy or completeness of, or take any responsibility for, any information found at any websites operated by third parties. ING specifically disclaims any liability with respect to any information found at websites operated by third parties. ING cannot guarantee that websites operated by third parties remain available following the publication of this document, or that any information found at such websites will not change following the filing of this document. Many of those factors are beyond INGâ€™s control. Any forward-looking statements made by or on behalf of ING speak only as of the date they are made, and ING assumes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information or for any other reason. This document does not constitute an offer to sell, or a solicitation of an offer to purchase, any securities in the United States or any other jurisdiction. Attachment Progress on share buyback programme (https://ml-eu.globenewswire.com/Resource/Download/1e5addc9-ae0d-4c19-88fe-27bbb8eda24f)