

ING FUND

Société d'investissement à capital variable

Société anonyme

Registered office: 5, allée Scheffer L-2520 Luxembourg, Grand Duchy of Luxembourg

R.C.S. Luxembourg: B 191 547

(the “**Company**”)

CONVENING NOTICE TO AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Since the quorum required by the Luxembourg law on commercial companies dated 10 August 1915, as amended, was not reached at the previous extraordinary general meeting of the Company held on 29 September 2023 at 11.00 a.m. (the “**First Meeting**”), notice is hereby given that a second extraordinary general meeting of the shareholders of the Company will be held before the notary Maître Cosita DELVAUX, at the premises of ING Solutions Investment Management S.A., acting as the Company’s management company and having its registered office at 26, Place de la Gare, L-1616 Luxembourg (the “**Management Company**”), on **23 October 2023 at 3.00 p.m.** Luxembourg time (the “**Second Meeting**”) to consider and resolve upon the following agenda so as to update with effect as of 1st December 2023 the articles of incorporation of the Company (the “**Articles**”) as follows:

1. Amendment of articles 2, 5, 6, 10, 22, 24, 30 (being the new article 29), 32 (being the new article 31) of the Articles with regards to the references to and/or the contents of any applicable laws, including but not limited to the Luxembourg law of 10 August 1915 on commercial companies, the law of 17 December 2010 on undertakings for collective investments and/or any applicable CSSF regulations.
2. Amendment of articles 4, 5, 6, 9, 10 and 28 (being the new article 27) of the Articles to reflect some non-substantial modifications.
3. Amendment of articles 6, 8, 9, 10, 13, 14, 20 and 22 in order to replace, where applicable, the adjective “*his*” with the adjectives “*his/her*”.
4. Amendment of articles 7, 8, 11 and 17 in order to replace, where applicable, the term “*sales document*” with the term “*prospectus*”.
5. Amendment of article 7 in order to adjust, amongst others, the last sentence of the last paragraph of this article in order to provide that the costs resulting from a contribution in kind are supported by the shareholder who has requested such contribution in kind.
6. Amendment of articles 8, 10, 14, 15, 23, 30 (being the new article 29) and 32 (being the new article 31) in order to replace, where applicable, the term “*articles of association*” or “*articles of incorporation*” with the term “*Articles*”.
7. Amendment of article 8 in order to adjust, amongst others, the last sentence of the second to last paragraph of this article in order to provide that the costs resulting from a redemption in kind are supported by the shareholder who has requested such redemption in kind.
8. Amendment of article 11 of the Articles in order to further describe, amongst others, the possibility to adopt swing-pricing mechanism or any other anti-dilution mechanisms when the board of directors is of the view that the Company, or its sub-funds, may suffer dilution of the net asset value due to subscription, conversion or redemption.

9. Amendment of article 12 of the Articles in order to include, amongst others, additional scenarios where the board of directors of the Company may temporarily suspend the calculation of the net asset value per share of one or several sub-funds and/or the issue, redemption and conversion of shares.
10. Amendment of article 18 of the Articles in order to reflect the terms of articles 41, 43, 44, 45, 46, 48, 49 and 50 of the law of 17 December 2010 on undertakings for collective investments.
11. Removal of article 27 of the Articles and adjustment the numbering of the following articles of the Articles accordingly
12. Removal the titles “*Transitory Measures*”, “*Subscription – Payment*”, “*Estimate of costs*”; “*Resolutions of the Shareholder*” and “*Declaration*” no more applicable to the Articles.

A draft version of the Articles containing the above proposed modifications is available upon request at the Management Company.

The agenda of the Second Meeting is the same as the one of the First Meeting during which the required quorum was not reached.

The Second Meeting will validly deliberate on the above agenda regardless of the proportion of the issued share capital of the Company present or represented (no quorum required). The related resolutions will be validly adopted if approved by at least two-thirds of the votes cast by shareholders of the Company at the Second Meeting. Each share is entitled to one vote. Votes cast shall not include votes attaching to shares in respect of which the Shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote.

Shareholders are advised that the rights of Shareholders to attend the Second Meeting and to exercise a voting right are determined according to their shares held at the fifth calendar day prior the Second Meeting at midnight (Luxembourg time).

If you are unable to attend the Second Meeting in person, you may be represented at the Second Meeting by means of the proxy made in the view of the First Meeting, remaining valid for the Second Meeting, or by means of a proxy available at the registered office of the Company and on the website www.ing-isim.lu, returned by email (email address : lb-domicile@caceis.com) at least 48 hours before the Meeting, followed by the original by regular email, to the attention of Domicile Department, Caceis BLB, 5, Allée Scheffer, L-2520 Luxembourg.

Luxembourg, 6 October 2023

On behalf of the Board of Directors of
ING Fund