

## Voya Financial Announces Outcome of Secondary Common Stock Offering by ING Group

### ING Group to Exit its Stake in Voya Financial

NEW YORK, March 4, 2015 /PRNewswire/ -- Voya Financial, Inc. (NYSE: VOYA) announced today that ING Group has agreed to sell approximately 32.0 million shares of Voya Financial common stock at a price of \$44.20 per share to the underwriters in its previously announced underwritten public offering. Voya Financial will not be issuing or selling common stock, and will not receive any proceeds from the offering.

In connection with the public offering, Voya Financial has also agreed to repurchase from ING Group an additional approximately 13.6 million shares of its common stock for an aggregate purchase price of \$600 million (the "direct share repurchase"). The per-share price to be paid by Voya Financial is \$44.12.

In total, ING Group is selling 45.6 million shares of Voya Financial common stock, and will thereby fully exit its approximately 19% stake in Voya Financial common stock immediately following the closing of the transactions. ING Group will continue to hold warrants that are exercisable for 26,050,846 shares of Voya Financial common stock at an exercise price of \$48.75, in each case subject to adjustments.

Following the completion of the direct share repurchase, Voya Financial will have approximately \$161 million remaining under its current share repurchase authorization.

Citigroup and BofA Merrill Lynch are acting as joint book-running managers and underwriters for the offering. Closing of the public offering and of the direct share repurchase are expected to occur on March 9, 2015, subject to a number of closing conditions.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by contacting Citigroup, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, Telephone: 800-831-9146; or BofA Merrill Lynch, 222 Broadway, New York, NY 10038, Attention: Prospectus Department, Email: [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com).

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## About Voya Financial

Voya Financial, Inc. (NYSE: VOYA), is composed of premier retirement, investment and insurance companies serving the financial needs of approximately 13 million individual and institutional customers in the United States. The company's vision is to be America's Retirement Company™ and its guiding principle is centered on solving the most daunting financial challenge facing Americans today — retirement readiness. Working directly with clients and through a broad group of financial intermediaries, independent producers, affiliated advisors and dedicated sales specialists, Voya provides a comprehensive portfolio of asset accumulation, asset protection and asset distribution products and services. With a dedicated workforce of approximately 6,500 employees, Voya is grounded in a clear mission to make a secure financial future possible — one person, one family, one institution at a time.

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