

THIRD SUPPLEMENT DATED 14 FEBRUARY 2014
UNDER THE €40,000,000,000 GLOBAL ISSUANCE PROGRAMME TO THE BASE
PROSPECTUS FOR THE ISSUANCE OF MEDIUM TERM NOTES AND INFLATION LINKED
NOTES



ING Bank N.V.

(Incorporated in The Netherlands with its statutory seat in Amsterdam)

ING Bank N.V., Sydney Branch

(Australian Business Number 32 080 178 196)

(Incorporated in The Netherlands with its statutory seat in Amsterdam)

ING Americas Issuance B.V.

(Incorporated in The Netherlands with its statutory seat in Amsterdam)

€40,000,000,000 Global Issuance Programme

This Supplement (the “**Supplement**”) is prepared as a supplement to, and must be read in conjunction with, the Base Prospectus for the Issuance of Medium Term Notes and Inflation Linked Notes dated 28 June 2013 as supplemented by the supplements dated 9 August 2013 and 6 November 2013 (the “**Base Prospectus**”). The Base Prospectus has been issued by ING Bank N.V. (the “**Global Issuer**”), ING Americas Issuance B.V. (the “**Americas Issuer**”) and ING Bank N.V., Sydney Branch (the “**Australian Issuer**”) in respect of a €40,000,000,000 Global Issuance Programme (the “**Programme**”). This Supplement, together with the Base Prospectus, constitutes a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC of the European Parliament and of the Council, as amended, to the extent that such amendments have been implemented in the relevant Member State of the European Economic Area (the “**Prospectus Directive**”). Terms used but not defined in this Supplement have the meanings ascribed to them in the Base Prospectus. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail. Each Issuer accepts responsibility for the information contained in this Supplement relating to it and the Global Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each Issuer and the Global Issuer (which have each taken all reasonable care to ensure that such is the case) the information contained in this Supplement (in the case of each Issuer, as such information relates to it) is in accordance with the facts and does not omit anything likely to affect the import of such information.

INTRODUCTION

No person has been authorised to give any information or to make any representation not contained in or not consistent with the Base Prospectus and this Supplement, or any other information supplied in connection with the Programme and, if given or made, such information or representation must not be relied upon as having been authorised by any Issuer, the Arranger or any Dealer appointed by any Issuer.

Neither the delivery of this Supplement nor the Base Prospectus shall in any circumstances imply that the information contained in the Base Prospectus and herein concerning any of the Issuers is correct at any time subsequent to the date of the most recently approved supplement relating to the Base Prospectus (in the case of the Base Prospectus) or the date hereof (in the case of this Supplement) or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date indicated in the document containing the same.

So long as the Base Prospectus and this Supplement are valid as described in Article 9 of the Prospectus Directive, copies of this Supplement and the Base Prospectus, together with the other documents listed in the “General Information” section of the Base Prospectus and the information incorporated by reference in the Base Prospectus by this Supplement, will be available free of charge from ING Bank N.V. at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands, or in respect of the Americas Issuer, ING Americas Issuance B.V. c/o ING Bank N.V. at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands or c/o ING Financial Holdings Corporation, 1325 Avenue of the Americas, New York, NY 10019, United States. In addition, this Supplement, the Base Prospectus and the documents which are incorporated by reference in the Base Prospectus by this Supplement will be made available on the following website: <https://www.ingmarkets.com> under the section “Downloads”.

Other than in Austria, Belgium, Finland, France, Germany, Italy, Luxembourg, The Netherlands, Norway, Portugal, Spain and Sweden, with respect to issues by the Global Issuer and the Australian Issuer, and (ii) The Netherlands and Luxembourg, with respect to issues by the Americas Issuer, the Issuers, the Arranger and any Dealer do not represent that the Base Prospectus and this Supplement may be lawfully distributed in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering.

The distribution of the Base Prospectus and this Supplement may be restricted by law in certain jurisdictions. Persons into whose possession the Base Prospectus and this Supplement come must inform themselves about, and observe, any such restrictions (see “Subscription and Sale” in the Base Prospectus).

In accordance with Article 16 of the Prospectus Directive, investors who have agreed to purchase or subscribe for securities issued under the Base Prospectus before publication of this Supplement have the right, exercisable within two working days commencing on the working day after the date of publication of this Supplement, to withdraw their acceptances.

RECENT DEVELOPMENTS AND INFORMATION INCORPORATED BY REFERENCE

On 14 February 2014, the Global Issuer published a supplement to its Registration Document (the “**Global Issuer Registration Document Supplement**”), the Australian Issuer published a supplement to its Registration Document (the “**Australian Issuer Registration Document Supplement**”) and the Americas Issuer published a supplement to its Registration Document (the “**Americas Issuer Registration Document Supplement**”). Copies of the Global Issuer Registration Document Supplement, the Australian Issuer Registration Document Supplement and the Americas Issuer Registration Document Supplement have been approved by and filed with the AFM and, by virtue of this Supplement, are incorporated by reference in, and form part of, the Base Prospectus.

MODIFICATIONS TO THE BASE PROSPECTUS

1. The last paragraph of Element B.12 of the section entitled “Summary of the Programme relating to Non-Exempt PD Notes” and the form of issue specific summaries as included in the Base Prospectus shall be deleted and restated as follows:

“At the date hereof, there has been no significant change in the financial position of the Global Issuer (including the Australian Issuer) and its consolidated subsidiaries since 30 June 2013, except for:

- (i) the agreement in principle to transfer all future funding and indexation obligations under ING's current closed Defined Benefit (DB) Pension Plan in The Netherlands to the Dutch ING Pension Fund, as described on page 8 and page 9 of the unaudited ING Group 2013 quarterly report for the fourth quarter of 2013; and
- (ii) the dividends totalling EUR 1.125 billion paid by the Global Issuer (including the Australian Issuer) to ING Group, as disclosed on page 12 of the unaudited ING Group 2013 quarterly report for the third quarter of 2013.

At the date hereof, there has been no material adverse change in the prospects of the Global Issuer (including the Australian Issuer) since 31 December 2012, except for:

- (i) the dividends totalling EUR 1.8 billion paid by the Global Issuer (including the Australian Issuer) to ING Group, as disclosed on page 6 and page 41 of the ING Bank Interim Financial Report containing the condensed consolidated unaudited results of the Global Issuer (including the Australian Issuer) as at, and for the six month period ended, 30 June 2013; and
- (ii) the dividends totalling EUR 1.125 billion paid by the Global Issuer (including the Australian Issuer) to ING Group, as disclosed on page 12 of the unaudited ING Group 2013 quarterly report for the third quarter of 2013.”.

2. The section entitled “Documents Incorporated by Reference – The Global Issuer” on page 52 of the Base Prospectus shall be deleted and restated as follows:

“In respect of Notes issued by the Global Issuer, this Base Prospectus should be read and construed in conjunction with the registration document of the Global Issuer dated 13 May 2013, prepared in accordance with Article 5 of the Prospectus Directive and approved by the AFM (together with the supplements thereto dated 9 August 2013, 6 November 2013 and 14 February 2014, the “**Global Issuer Registration Document**” or the “**ING Bank N.V. Registration**

Document”), including, for the purpose of clarity, the following items incorporated by reference therein:

- (i) the Articles of Association (*statuten*) of the Global Issuer;
- (ii) the publicly available annual reports of the Global Issuer in respect of the years ended 31 December 2010, 2011 and 2012, including the audited financial statements and auditors’ reports in respect of such years;
- (iii) the press release published by ING on 19 November 2012 entitled “ING reaches agreement on amended EC Restructuring Plan”;
- (iv) pages 11 and 13 to 28 (inclusive) of the unaudited ING Group 2013 quarterly report for the first quarter of 2013, as published by ING Group on 8 May 2013 (the “**Q1 Report**”). The Q1 Report contains, among other things, the consolidated unaudited interim results of ING Group as at, and for the three month period ended, 31 March 2013, as well as information about recent developments during this period in the banking business of ING Group, which is conducted substantially through the Issuer and its consolidated group;
- (v) pages 13 to 28 (inclusive) of the unaudited ING Group 2013 quarterly report for the second quarter of 2013, as published by ING Group on 7 August 2013 (the “**Q2 Report**”). The Q2 Report contains, among other things, the consolidated unaudited interim results of ING Group as at, and for the three month period and the six month period ended, 30 June 2013, as well as information about recent developments during this period in the banking business of ING Group, which is conducted substantially through the Global Issuer and its consolidated group;
- (vi) the ING Bank Condensed Interim Financial Report containing the Global Issuer’s condensed consolidated unaudited results as at, and for the six month period ended, 30 June 2013, as published by the Global Issuer on 7 August 2013;
- (vii) the press release published by ING on 1 November 2013 entitled “ING and Dutch State reach agreement on unwinding of Illiquid Assets Back-up Facility”;
- (viii) the press release published by ING on 6 November 2013 entitled “ING announces liability management actions”;
- (ix) pages 12 and 16 to 32 (inclusive) of the unaudited ING Group 2013 quarterly report for the third quarter of 2013, as published by ING Group on 6 November 2013 (the “**Q3 Report**”). The Q3 Report contains, among other things, the consolidated unaudited interim results of ING Group as at, and for the three month period and the nine month period ended, 30 September 2013, as well as information about recent developments during this period in the banking business of ING Group, which is conducted substantially through the Global Issuer and its consolidated group;
- (x) the press release published by ING on 15 November 2013 entitled “ING successfully completes exchange offers”;
- (xi) the press release published by ING on 16 December 2013 entitled “ING Bank reports outcome EU-wide Transparency Exercise 2013”;
- (xii) the press release published by ING on 17 December 2013 entitled “ING and Dutch State complete agreement for unwinding of IABF”;

- (xiii) the press release published by ING on 9 January 2014 entitled “ING reaches agreement in principle to make Defined Benefits Pension Fund financially independent”; and
- (xiv) pages 8, 9 and 15 to 32 (inclusive) of the unaudited ING Group 2013 quarterly report for the fourth quarter of 2013, as published by ING Group on 12 February 2014 (the “**Q4 Report**” and, together with the Q1 Report, the Q2 Report and the Q3 Report, the “**Quarterly Reports**”). The Q4 Report contains, among other things, the consolidated unaudited interim results of ING Group as at, and for the three month period and the twelve month period ended, 31 December 2013, as well as information about recent developments during this period in the banking business of ING Group, which is conducted substantially through the Global Issuer and its consolidated group.”.

3. *The section entitled “Documents Incorporated by Reference – ING Sydney Branch” on page 52 of the Base Prospectus shall be deleted and restated as follows:*

“In respect of Notes issued by the Australian Issuer, this Base Prospectus should be read and construed in conjunction with the registration document of the Australian Issuer dated 13 May 2013, which has been prepared in accordance with Article 5 of the Prospectus Directive and approved by the AFM (together with the supplements thereto dated 9 August 2013, 6 November 2013 and 14 February 2014, the “**Australian Issuer Registration Document**”), including, for the purpose of clarity, the Global Issuer Registration Document.”.

4. *The section entitled “Documents Incorporated by Reference – The Americas Issuer” beginning on page 52 of the Base Prospectus shall be deleted and restated as follows:*

“In respect of Notes issued by the Americas Issuer, this Base Prospectus should be read and construed in conjunction with the registration document of the Americas Issuer dated 13 May 2013 prepared in accordance with Article 5 of the Prospectus Directive and approved by the AFM (together with the supplements thereto dated 28 June 2013, 9 August 2013, 6 November 2013 and 14 February 2014, the “**Americas Issuer Registration Document**” and, together with the Global Issuer Registration Document and the Australian Issuer Registration Document, each a “**Registration Document**” and together the “**Registration Documents**”), including, in respect of the Americas Issuer Registration Document, for the purpose of clarity, the following items incorporated by reference therein:

- (i) the Articles of Association (*statuten*) of the Americas Issuer;
- (ii) the publicly available audited financial statements of the Americas Issuer in respect of the years ended 31 December 2011 and 2012, including the independent auditors’ reports in respect of such years, which are contained in the financial reports of the Americas Issuer for the relevant periods;
- (iii) the publicly available unaudited and unreviewed interim accounts of the Americas Issuer for the six month period ended 30 June 2013, which are contained in the interim financial report that period; and
- (iv) the Global Issuer Registration Document.”.

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