



**ING Bank N.V.**

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

## **Supplement to the Registration Document dated 13 May 2013**

This Supplement (the "Supplement") is prepared as a supplement to, and must be read in conjunction with, the Registration Document dated 13 May 2013 issued by ING Bank N.V. (the "Registration Document"). This Supplement, together with the Registration Document, constitutes a registration document for the purposes of Article 5 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 Registration Document. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Registration Document by this Supplement and (b) any other statement in or incorporated by reference in the Registration Document, the statements in (a) above will prevail. ING Bank N.V. accepts responsibility for the information contained in this Supplement. To the best of the knowledge of ING Bank N.V. (which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement 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 Registration Document and this Supplement and, if given or made, such information or representation must not be relied upon as having been authorised by ING Bank N.V.

Neither the delivery of this Supplement nor the Registration Document shall in any circumstances imply that the information contained in such Registration Document and herein concerning ING Bank N.V. is correct at any time subsequent to 13 May 2013 (in the case of the Registration Document) or the date hereof (in the case of this Supplement).

So long as the Registration Document and this Supplement are valid as described in Article 9 of the Prospectus Directive, copies of this Supplement and the Registration Document, together with the other documents listed in the "General Information – Documents Available for Inspection or Collection" section of the Registration Document and the information incorporated by reference in the Registration Document by this Supplement, will be available free of charge from ING Bank N.V. and the specified office of the Paying Agents. Requests for such documents should be directed to ING Bank N.V. at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands. In addition, this Supplement, the Registration Document and the documents which are incorporated by reference in the Registration Document will be made available on the website of ING ([www.ing.com/Our-Company/Investor-relations/Fixed-income-information.htm](http://www.ing.com/Our-Company/Investor-relations/Fixed-income-information.htm)).

The distribution of the Registration Document and this Supplement may be restricted by law in certain jurisdictions. Persons into whose possession the Registration Document and/or this Supplement come must inform themselves about, and observe, any such restrictions.

## RECENT DEVELOPMENTS AND INFORMATION INCORPORATED BY REFERENCE

On 7 August 2013, ING Bank N.V. published its Interim Financial Report containing its condensed consolidated unaudited results as at, and for the six month period ended, 30 June 2013 (the "ING Bank Interim Financial Report"). A copy of the ING Bank Interim Financial Report has been filed with the AFM and the information included in the ING Bank Interim Financial Report, by virtue of this Supplement, is incorporated by reference in, and forms part of, the Registration Document.

On 7 August 2013, ING Groep N.V. ("ING Group") published the unaudited ING Group 2013 quarterly report for the second quarter of 2013 (the "Q2 Report"). The Q2 Report contains, among other things, ING Group's consolidated unaudited results as at, and for the three month period and the six month period ended, 30 June 2013. For information about recent developments in the banking business of ING Group, which is conducted substantially through ING Bank N.V. and its consolidated group, during this period, see pages 13 to 28 (inclusive) of the Q2 Report. A copy of the Q2 Report has been filed with the AFM and the information included on the specified pages of the Q2 Report, by virtue of this Supplement, is incorporated by reference in, and forms part of, the Registration Document.

Please note, however, that the consolidated operations of ING Bank N.V. are not identical with the reported financial and statistical information on a segment basis for ING Group's banking business as described in the Q2 Report. In addition, ING Group is not responsible for production of the Registration Document.

## MODIFICATIONS TO THE REGISTRATION DOCUMENT

1. *The following new items (e) and (f) shall be inserted in the section entitled "Documents Incorporated by Reference" on page 3 of the Registration Document:*

- "(e) 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" and, together with the Q1 Report, the "Quarterly Reports"). 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 Issuer and its consolidated group; and
- (f) the Interim Financial Report containing the Issuer's condensed consolidated unaudited results as at, and for the six month period ended, 30 June 2013, as published by the Issuer on 7 August 2013 (the "ING Bank Interim Financial Report")."

2. *The following outside activity performed by J. van der Veer, chairman of the Supervisory Board of ING Bank N.V. shall be deleted in the section entitled "Description of ING Bank N.V. – Supervisory Board and Managing Board Banking" on page 34 of the Registration Document*

"Non-executive director of Royal Dutch Shell plc, The Netherlands/United Kingdom (until the end of the Royal Dutch Shell plc 2013 Annual General Meeting in May 2013)."

3. *The following new outside activity performed by J. van der Veer, chairman of the Supervisory Board of ING Bank N.V. shall be inserted in the section entitled "Description of ING Bank N.V. – Supervisory Board and Management Board Banking" on page 34 of the Registration Document:*

"Chairman of the Supervisory Board of the Technical University of Delft, The Netherlands."

4. *The following two outside activities performed by H.W. Breukink, member of the Supervisory Board of ING Bank N.V., shall be deleted in the section entitled "Description of ING Bank N.V. – Supervisory Board and Management Board Banking" on page 35 of the Registration Document:*

"Chairman of the Supervisory Council of Omring (health care institution), Hoorn, The Netherlands.  
Member of the Supervisory Board of HaagWonen (housing corporation), The Netherlands."

5. *The following outside activity performed by C.W. Gorter, member of the Supervisory Board of ING Bank N.V., shall be deleted in the section entitled "Description of ING Bank N.V. – Supervisory Board and Management Board Banking" on page 35 of the Registration Document:*

"Member of the Advisory Council Seeder de Boer, The Netherlands."

6. *The following three new outside activities performed by C.W. Gorter, member of the Supervisory Board of ING Bank N.V., shall be inserted in the section entitled "Description of ING Bank N.V. – Supervisory Board and Management Board Banking" on page 35 of the Registration Document:*

"Member of the Supervisory Council of OLVG-SLAZ, The Netherlands.

Member Executive Board Schouwburg Velsen, The Netherlands.

Member Governance Committee Risk and Compliance NBA, The Netherlands."

7. *The following outside activity performed by J.H. Holsboer, member of the Supervisory Board of ING Bank N.V., shall be deleted in the section entitled "Description of ING Bank N.V. – Supervisory Board and Management Board Banking" on page 36 of the Registration Document:*

“Chairman of the Executive Board of Panorama Mesdag B.V., The Netherlands.”.

8. *The following two new outside activities performed by J.Ch.L. Kuiper, member of the Supervisory Board of ING Bank N.V., shall be inserted in the section entitled “Description of ING Bank N.V. – Supervisory Board and Management Board Banking” on page 36 of the Registration Document:*

“Member of the Advisory Board of Boelens de Gruyter, The Netherlands.

Member of the Advisory Board of Boron, The Netherlands.”.

9. *The following outside activity performed by Y.C.M.T. van Rooy, member of the Supervisory Board of ING Bank N.V., shall be deleted in the section entitled “Description of ING Bank N.V. – Supervisory Board and Management Board Banking” on page 36 of the Registration Document:*

“Chairman of Nederlandse Vereniging van Ziekenhuizen (Dutch association of hospitals), The Netherlands.”.

10. *The following five new outside activities performed by Y.C.M.T. van Rooy, member of the Supervisory Board of ING Bank N.V., shall be inserted in the section entitled “Description of ING Bank N.V. – Supervisory Board and Management Board Banking” on page 36 of the Registration Document:*

“Ambassador Utrecht University Fund, The Netherlands.

Member Curatorial National Monument Kamp Vught, The Netherlands.

Director Hollandse Maatschappij voor Wetenschappen, The Netherlands.

Member of the board of Vrede van Utrecht (on behalf of University Utrecht).

Member of Commission Public Interest PWC, The Netherlands.”.

11. *The following outside activity performed by L.A.C.P. Vandewalle, member of the Supervisory Board of ING Bank N.V., shall be deleted in the section entitled “Description of ING Bank N.V. – Supervisory Board and Management Board Banking” on page 37 of the Registration Document:*

“Chairman of the Supervisory Board of Domo Real Estate, Waasmunster, Belgium.”.

12. *The first paragraph of the section entitled “Description of ING Bank N.V. – Supervisory Board Committees” beginning on page 37 of the Registration Document shall be deleted and restated as follows:*

“The Supervisory Board has five standing committees: the Audit Committee, the Risk Committee, the Remuneration Committee, the Nomination Committee and the Corporate Governance Committee.”.

13. *The following new paragraph shall be inserted at the end of the section entitled “Description of ING Bank N.V. – Supervisory Board Committees” beginning on page 37 of the Registration Document:*

“The Corporate Governance Committee assists the Supervisory Board in monitoring and evaluating the corporate governance of ING as a whole and the reporting thereon in the Annual Report and to the General Meeting, and advises the Supervisory Board on improvements.”.

14. *The last sentence of fourth paragraph of the section entitled “Description of ING Bank N.V. – Significant Developments in 2012 and 2013 – Important changes in regulation and supervision –*

*Bank structural reform” on page 42 of the Registration Document shall be deleted and restated as follows:*

“The Wijffels Committee presented its report on 28 June 2013. This report included 11 recommendations that are intended to make banks and the banking system more stable, sustainable and better able to service the real economy. The impact of the Wijffels Committee’s recommendations on ING’s business model is currently unclear.”.

*15. The section entitled “General Information – Significant or Material Adverse Change” on page 109 of the Registration Document shall be deleted and restated as follows:*

**“Significant or Material Adverse Change**

At the date hereof, there has been no significant change in the financial position of the Issuer and its consolidated subsidiaries since 30 June 2013.

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

- (i) the dividends totalling EUR 1.8 billion paid by the Issuer to ING Group, as disclosed on page 6 and page 41 of the ING Bank Interim Financial Report.”.

*16. The third paragraph of the section entitled “General Information – Litigation” beginning on page 109 of the Registration Document shall be deleted and restated as follows:*

“Purported class litigation has been filed in the United States District Court for the Southern District of New York alleging violations of the federal securities laws with respect to disclosures made in connection with the 2007 and 2008 offerings of ING’s Perpetual Hybrid Capital Securities. The District Court has dismissed all claims and the plaintiffs have appealed to the U.S. Court of Appeals. At this moment it is not practicable to provide an estimate of the (potential) financial effect.”.

*17. The tenth paragraph of the section entitled “General Information – Litigation” beginning on page 109 of the Registration Document shall be deleted and restated as follows:*

“In April 2012, the Dutch ING Pension Fund (*Stichting Pensioenfonds ING*) formally announced to institute arbitration against ING’s decision not to provide funding for indexing pensions insured with the Dutch ING Pension Fund per 1 January 2012. Arbitrators awarded 40% of this claim. As a result ING Group had to pay EUR 68 million plus interest to the pension fund. Based on the IFRS accounting method for pension obligations, this outcome did not have a significant impact on equity and result.”.

*18. The following new paragraph shall be inserted following the tenth paragraph of the section entitled “General Information – Litigation” beginning on page 109 of the Registration Document:*

“In April 2013, the Dutch ING Pension Fund formally announced to institute arbitration against ING’s decision not to provide funding for indexing pensions insured with the Dutch ING Pension Fund per 1 January 2013. In April 2013, the Dutch ING Pension Fund also formally announced to institute arbitration to adjudicate a dispute with ING concerning the adjusted mortality tables used in the calculation of premiums and provisions. It is not feasible to predict the ultimate outcome of these legal proceedings. The ultimate outcome of these proceedings may result in liabilities and provisions for such liabilities which are different from the amounts recognised. At this moment it is not practicable to provide an estimate of the (potential) financial effect of such proceedings.”.