



ING Bank N.V.

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

Certificates Programme

This Supplement (the "**Supplement**") is prepared as a supplement to, and must be read in conjunction with, the Base Prospectus dated 27 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 "**Issuer**") in respect of a Certificates 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. The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (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 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 the Issuer or the Arranger.

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 the Issuer is correct at any time subsequent to 6 November 2013 (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 Chapter 1 of the Base Prospectus and the information incorporated by reference in the Base Prospectus by this Supplement, will be available free of charge from the Issuer and from the specified office of the Certificates Agents. Requests for such documents should be directed to the Issuer at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands. 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 websites: www.ingsprinters.nl, www.ingturbos.fr and www.ingmarkets.com.

Other than in France, The Netherlands and Poland, the Issuer and the Arranger 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 Certificates 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 Issuer published a supplement to its Registration Document, a copy of which has been approved by and filed with the AFM and, by virtue of this Supplement, is incorporated by reference in, and forms 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 Certificates” on page 6 of the Base Prospectus and of the section entitled “Form of Final Terms – Annex – Issue Specific Summary of the Certificates” beginning on page 159 of 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 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 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 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 containing the Issuer's condensed consolidated unaudited results as at, and for the six month period ended, 30 June 2013; and
- (ii) the dividends totalling EUR 1.125 billion paid by the Issuer to ING Group, as disclosed on page 12 of the unaudited ING Group 2013 quarterly report for the third quarter of 2013.”.

2. *Paragraph (a) of the section entitled “Documents Incorporated by Reference” beginning on page 34 of the Base Prospectus shall be deleted and restated as follows:*

“the registration document of the 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 “**Registration Document**”) including, for the purpose of clarity, the following items incorporated by reference therein:

- (i) the Articles of Association (*statuten*) of the Issuer;
- (ii) the publicly available annual reports of the 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”; and
- (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 Issuer and its consolidated group;

- (vi) the ING Bank Condensed Consolidated 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;
- (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 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 Issuer and its consolidated group."

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