

FIRST SUPPLEMENT DATED 4 AUGUST 2017  
UNDER THE CERTIFICATES PROGRAMME



**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 15 June 2017 (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 the date of 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 – Documents Available” 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 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](http://www.ingsprinters.nl), [www.ingturbos.fr](http://www.ingturbos.fr) and [www.ingmarkets.com](http://www.ingmarkets.com).

Other than in Belgium, France, Germany, Luxembourg, 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 4 August 2017, the Issuer published supplement to its Registration Document (the “**Registration Document Supplement**”), 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 third paragraph on the cover page to the Base Prospectus shall be deleted and restated as follows:*

“The AFM has provided the competent authorities in each of Belgium, France, Germany, Luxembourg and Poland with a certificate of approval attesting that this Base Prospectus has been drawn up in accordance with the Prospectus Directive.”.

2. *Paragraph (a) of the fourth paragraph on the cover page to the Base Prospectus shall be deleted and restated as follows:*

“(a) offered to the public in Belgium, France, Germany, Luxembourg, Poland, The Netherlands or elsewhere in the European Economic Area in circumstances which require the publication of a prospectus under the Prospectus Directive, whether or not such Certificates are listed and admitted to trading on any market; or”.

3. *The first sentence of the paragraph under the heading entitled “Programme Summary” in Element A.2 of the section entitled “Summary Relating to Non-Exempt PD Certificates – Section A – Introduction and Warnings” on page 3 of the Base Prospectus shall be deleted and restated as follows:*

“Any financial intermediary is entitled, within the limitations of the selling restrictions applicable pursuant to this Base Prospectus, to use this Base Prospectus (as supplemented as the relevant time, if applicable) during the term of validity of this Base Prospectus for purposes of a public offer of Certificates in Belgium, France, Germany, Luxembourg, The Netherlands and Poland (each such financial intermediary, an “**Authorised Offeror**”).”.

4. *The first sentence of the paragraph under the heading entitled “Issue Specific Summary” in Element A.2 of the section entitled “Summary Relating to Non-Exempt PD Certificates – Section A – Introduction and Warnings” on page 3 of the Base Prospectus shall be deleted and restated as follows:*

“[Any financial intermediary is entitled, within the limitations of the selling restrictions applicable pursuant to this Base Prospectus, to use this Base Prospectus (as supplemented as the relevant time, if applicable) during the term of validity of this Base Prospectus for purposes of a public offer of Certificates in [Belgium] [France] [Germany] [Luxembourg] [The Netherlands] [Poland] (each such financial intermediary, an “**Authorised Offeror**”).”.

5. *The paragraph entitled “Significant or Material Adverse Change” in Element B.12 of the section entitled “Summary Relating to Non-Exempt PD Certificates – Section B – Issuer” on page 10 of the Base Prospectus 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 ING Bank N.V. and its consolidated subsidiaries since 30 June 2017.

At the date hereof, there has been no material adverse change in the prospects of ING Bank N.V. since 31 December 2016.”.

6. *Element C.5 of the section entitled “Summary Relating to Non-Exempt PD Certificates – Section C – Securities” on page 12 of the Base Prospectus shall be deleted and restated as follows:*

“Certain customary restrictions on offers, sale and delivery of Certificates and of the distribution of offering material in the United States, the European Economic Area, Belgium, France, Germany, Luxembourg, The Netherlands, Poland and the United Kingdom apply.”.

7. *Paragraph (a) of the section entitled “Documents Incorporated by Reference” on page 44 of the Base Prospectus shall be deleted and restated as follows:*

“(a) the registration document of the Issuer dated 16 May 2017 prepared in accordance with Article 5 of the Prospectus Directive and approved by the AFM (together with the supplement thereto dated 4 August 2017, 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 report of the Issuer in respect of the year ended 31 December 2016 including the audited financial statements and auditors’ report in respect of such year;
- (iii) the publicly available audited financial statements of the Issuer in respect of the years ended 31 December 2015 and 2014 (in each case, together with the auditors’ reports thereon and explanatory notes thereto);
- (iv) the press release published by ING Group on 25 April 2017 entitled “ING to participate in Bank of Beijing share offering”;
- (vi) the press release published by ING Group on 10 May 2017 entitled “ING 1Q17 net result EUR 1,143 million” (the “**Q1 Press Release**”). The Q1 Press Release contains, among other things, the consolidated unaudited interim results of ING Group as at, and for the three month period ended, 31 March 2017, 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;
- (vii) the press release published by ING Group on 2 August 2017 entitled “ING posts 2Q17 net result of EUR 1,371 million” (the “**Q2 Press Release**”). The Q2 Press Release contains, among other things, the consolidated unaudited interim results of ING Group as at, and for the three month period and six month period ended, 30 June 2017, 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
- (viii) the interim financial report containing the Issuer’s condensed consolidated unaudited results as at, and for the six month period ended, 30 June 2017, as published by the Issuer on 2 August 2017.”.

8. *The penultimate paragraph in the section entitled “Documents Incorporated by Reference” on page 44 of the Base Prospectus shall be deleted and restated as follows:*

“With respect to the Q1 Press Release and Q2 Press Release (together, the “**Quarterly Press Releases**”), prospective investors should note that the Issuer’s consolidated operations, while materially the same, are not identical with the reported financial and statistical information on a segment basis for the banking business of ING Group as described in the Quarterly Press Releases, because the financial and statistical information reported by ING Group also contains certain financial items incurred solely at the level of ING Group (on a standalone basis) which are therefore not included in the consolidated operations of the Issuer (being a wholly-owned subsidiary of ING Group). Despite the incorporation by reference of one or more press releases published by it, ING Group is not responsible for the preparation of this Base Prospectus.”.

9. *The first sentence of the final paragraph on page 47 of the Base Prospectus in the section entitled “Overview of the Programme – Part 1: Introduction – Important Information” shall be deleted and restated as follows:*

“Other than in Belgium, France, Germany, Luxembourg, Poland and The Netherlands, the Issuer does not represent that this Base Prospectus may be lawfully distributed, or that Certificates may be lawfully offered, 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.”.

10. *The first sentence of the third paragraph on page 48 of the Base Prospectus in the section entitled “Overview of the Programme – Part 1: Introduction – Important Information” shall be deleted and restated as follows:*

“This Base Prospectus has been prepared on a basis that permits offers that are not made within an exemption from the requirement to publish a prospectus under Article 3.2 of the Prospectus Directive in Belgium, France, Germany, Luxembourg, The Netherlands and Poland (together the “**Public Offer Jurisdictions**”).”.

11. *The first paragraph of the section entitled “Consent to use of this Base Prospectus” on page 59 of the Base Prospectus shall be deleted and restated as follows:*

“Any financial intermediary is entitled, within the limitations of the selling restrictions applicable pursuant to this Base Prospectus, to use this Base Prospectus (as supplemented as the relevant time, if applicable) during the term of validity of this Base Prospectus for purposes of a public offer of Certificates in Belgium, France, Germany, Luxembourg, The Netherlands and Poland (each such financial intermediary, an “**Authorised Offeror**”). The Issuer accepts responsibility for the content of this Base Prospectus in relation to any person who purchases any Certificates in a public offer in Belgium, France, Germany, Luxembourg, The Netherlands and Poland made by an Authorised Offeror in the circumstances described herein.”.

12. *Paragraph (iii) entitled “Non-Exempt Offer” of the section entitled “Form of Final Terms of the Certificates – Part B – Other Information – 9 Distribution” on page 168 of the Base Prospectus shall be deleted in its entirety and replaced as follows:*

“(iii) Non-exempt offer:

[Not Applicable] [An offer of Certificates may be made by the Issuer [and the Dealers] and the Authorised Offerors other than pursuant to Article 3(2) of the Prospectus Directive in [Belgium, France, Luxembourg, The Netherlands and Poland] (the “**Public Offer Jurisdiction[s]**”) [during the period from

[specify date] until [specify date] (the “Offer Period”).]”.

13. A new paragraph shall be inserted after the first paragraph of the section entitled “Taxation” on page 173 of the Base Prospectus as follows:

## **“BELGIAN TAXATION**

### **General**

*The following summary describes the principal Belgian tax considerations with respect to the holding of the Certificates.*

*This information is of a general nature and does not purport to be a comprehensive description of all Belgian tax considerations that may be relevant to a decision to acquire, to hold or to dispose of the Certificates. In some cases, different rules can be applicable. Furthermore, the tax rules can be amended in the future, possibly implemented with retroactive effect, and the interpretation of the tax rules may change.*

*This summary is based on Belgian tax legislation, treaties, rules, and administrative interpretations with respect to Belgian income taxes and similar documentation, in force as of 4 August 2017, without prejudice to any amendments introduced at a later date, even if implemented with retroactive effect.*

*Each prospective holder of Certificates should consult a professional adviser with respect to the tax consequences of an investment in the Certificates, taking into account the influence of each regional, local or national law.*

### **Taxes on income and capital gains**

#### ***Resident individual private investors***

Individuals who are Belgian residents for tax purposes, i.e. individuals subject to the Belgian individual income tax (“*Personenbelasting*”/“*Impôt des personnes physiques*”), and who hold the Certificates as a private investment are subject to the following income tax treatment in Belgium with respect to the Certificates. Other tax rules apply to Belgian resident individuals holding the Certificates not as a private investment but in the framework of their professional activity or when the transactions with respect to the Certificates fall outside the scope of the normal management of their own private estate.

Under Belgian tax law, “interest” income includes: (i) periodic interest income, (ii) any amount paid by the Issuer in excess of the issue price (whether or not on the maturity date), and (iii) if the Certificates qualify as “fixed income securities” (in the meaning of article 2, §1, 8° Belgian Income Tax Code), in the case of a realisation of the Certificates prior to repurchase or redemption by the Issuer, the income equal to the pro rata of accrued interest corresponding to the detention period. Fixed income securities include securities where there is a causal link between the amount of interest income and the detention period of the securities, on the basis of which it is possible to calculate the amount of pro rata interest income at the moment of the sale of the securities during their lifetime. Furthermore, on 25 January 2013, the Belgian tax authorities issued a circular letter on the tax treatment of income from structured products the return of which is linked to an underlying value (share basket, index, etc.). According to the circular letter, such structured products qualify as fixed

income securities if their terms and conditions include one or more of the following features: (a) a (conditional) minimum return; (b) capital protection; (c) a periodic coupon payment; or (d) determination of income during the lifetime of the securities using a “ratchet” system.

Payments of interest on the Certificates made through a paying agent or other financial intermediary in Belgium will in principle be subject to a 30% withholding tax in Belgium (calculated on the interest received after deduction of any non-Belgian withholding taxes). The Belgian withholding tax constitutes the final income tax for Belgian resident individuals. This means that they do not have to declare the interest obtained on the Certificates in their personal income tax return, provided withholding tax was levied on these interest payments. They may nevertheless elect to declare interest in respect of the Certificates in their personal income tax return if that would be more beneficial from a tax perspective.

If no Belgian withholding tax has been withheld, the interest (after deduction of any non-Belgian withholding tax) must be declared in the personal income tax return.

Interest income which is declared in the annual personal income tax return will in principle be taxed at a flat rate of 30% (or at the progressive personal tax rate taking into account the taxpayer’s other declared income, whichever is more beneficial). If the interest payment is declared, any Belgian withholding tax retained may be credited and any excess will be refundable.

Capital gains realised upon the sale of the Certificates, are in principle tax exempt, except if the capital gains are realised outside the scope of the normal management of one’s private estate or except to the extent that the capital gains qualify as interest (as defined above). Capital losses are in principle not tax deductible.

### **Tax treatment of resident corporations**

Corporations that are Belgian residents for tax purposes, i.e. corporations subject to Belgian corporate income tax (“*Vennootschapsbelasting*”/“*Impôt des sociétés*”) are subject to the following income tax treatment in Belgium with respect to the Certificates.

Interest derived by Belgian resident investors on the Certificates and capital gains realised on the Certificates will be subject to Belgian corporate income tax at the ordinary rate of 33.99%. Capital losses on the Certificates are in principle tax deductible.

Payments of interest (as defined in the section “Resident individual private investors”) on the Certificates made through a paying agent or other financial intermediary in Belgium will in principle be subject to a 30% withholding tax in Belgium (calculated on the interest received after deduction of any non-Belgian withholding taxes). However, the interest on the Certificates (except Zero Coupon Certificates and other Certificates which provide for the capitalisation of interest) can under certain circumstances be exempt from withholding tax, provided a special certificate is delivered. The Belgian withholding tax that has been levied is creditable and refundable in accordance with the applicable legal provisions.

### **Tax treatment of Organisations for Financing Pensions**

Belgian pension fund entities that have the form of an Organisation for Financing Pensions (“**OFP**”) are subject to Belgian corporate income tax (“*Vennootschapsbelasting*”/“*Impôt des sociétés*”). OFPs are subject to the following tax treatment in Belgium with respect to the Certificates.

Interest derived on the Certificates and capital gains realised on the Certificates will not be subject to Belgian corporate income tax in the hands of OFPs. Capital losses on the Certificates are not tax deductible. Any Belgian withholding tax that has been levied on interest payments on the Certificates is creditable and refundable in accordance with the applicable legal provisions.

### ***Other resident legal entities***

Legal entities that are Belgian residents for tax purposes, i.e. that are subject to Belgian tax on legal entities ("*Rechtspersonenbelasting*" / "*Impôt des personnes morales*"), are subject to the following withholding tax treatment in Belgium with respect to the Certificates.

Payments of interest (as defined above in the section "Resident individual private investors") on the Certificates made through a paying agent or other financial intermediary in Belgium will in principle be subject to a 30% withholding tax in Belgium and no further tax on legal entities will be due on the interest. However, if no Belgian withholding tax has been withheld, the legal entity itself is required to declare and pay the Belgian 30% withholding tax to the Belgian treasury.

Capital gains realised on the sale of the Certificates are in principle tax exempt, unless and to the extent that they qualify as interest (as defined above). Capital losses on the Certificates are in principle not tax deductible.

### ***Tax treatment of Belgian non-residents***

The interest income on the Certificates paid to a Belgian non-resident outside of Belgium, i.e. without the intervention of a professional intermediary in Belgium, is not subject to Belgian withholding tax.

Interest income on the Certificates paid through a Belgian professional intermediary is in principle subject to a 30% Belgian withholding tax, unless the holder of Certificates is resident in a country with which Belgium has concluded a double taxation agreement which is in effect and delivers the required affidavit.

Non-resident holders that have not allocated the Certificates to business activities in Belgium can also obtain an exemption of Belgian withholding tax on interest if the interest is paid through a Belgian credit institution, a Belgian stock market company or a Belgian clearing or settlement institution and provided that the non-resident (i) is the legal owner or usufructory of the Certificates, (ii) has not allocated the Certificates to business activities in Belgium and (iii) delivers an affidavit confirming his non-resident status and the fulfilment of conditions (i) and (ii).

If the holder of a Certificate is a Belgian branch of a foreign company to which the Certificates are attributable, the rules applicable to Belgian corporations (see above) will apply. Non-resident holders of Certificates who do not allocate the Certificates to a professional activity in Belgium are not subject to Belgian income tax, save, as the case may be, in the form of withholding tax.

### **Stock exchange tax and tax on repurchase transactions**

A stock exchange tax ("*Taks op de beursverrichtingen*" / "*Taxe sur les opérations de bourse*") will be levied on the purchase and sale in Belgium of the Certificates on the secondary market through a professional intermediary established in Belgium or if the order is transmitted directly or indirectly to a financial intermediary established outside of Belgium by



either a physical person with normal residence in Belgium or by a legal person on behalf of a seat or establishment located in Belgium. The tax is generally due at a rate of 0.09% for transactions in debt instruments for purposes of the stock exchange tax and at a rate of 0.27% for transactions in other securities which are not capitalisation shares, with a maximum amount per transaction and per party of €1,300 for debt instruments and €1,600 for other securities which are not capitalisation shares. A separate tax is due from each of the seller and the purchaser, both collected by the professional intermediary.

A tax on repurchase transactions ("*Taks op de reporten*" / "*taxe sur les reports*") at the rate of 0.085% subject to a maximum of €1,300 or €1,600 per party and per transaction, will be due from each party to any such transaction entered into or settled in Belgium in which a professional intermediary for stock transactions acts for either party.

However, the tax on stock exchange transactions and the tax on repurchase transactions referred to above will not be payable by exempt persons acting for their own account, including non-residents (subject to certain formalities) and certain Belgian institutional investors, as defined in Articles 126-1.2 and 139 of the Code of various duties and taxes ("*Wetboek diverse rechten en taksen*" / "*Code des droits et taxes divers*").

As indicated in the risk factor relating to the 'Proposed Financial Transactions Tax', a number of EU Member States including Belgium are contemplating introducing a common FTT. If the proposal were adopted in its current form, it would require the abolition of existing Belgian taxes on financial transactions."

14. A new paragraph shall be inserted before the section entitled "POLISH TAXATION" of the section entitled "Taxation" on page 179 of the Base Prospectus as follows:

#### **"LUXEMBOURG TAXATION**

*Certificateholders who are either tax residents of the Grand-Duchy of Luxembourg or have a permanent establishment, a permanent representative or a fixed base of business in the Grand-Duchy of Luxembourg with which the holding of the Certificates would be connected will be hereafter referred to as the "Certificateholders".*

Certificateholders do not become residents of the Grand-Duchy of Luxembourg by merely subscribing, acquiring or holding Certificates unless their holding is connected with a permanent establishment, a permanent representative or a fixed base of business they have in the Grand-Duchy of Luxembourg.

The statements herein regarding taxation on the Certificates in Luxembourg are based on the laws in force in the Grand Duchy of Luxembourg as of 4 August 2017, which are subject to changes in its content or its interpretation. The following summary does not purport to be a comprehensive description of all the tax considerations which may be relevant to a decision to purchase, own or dispose of the Certificates. Each prospective holder or beneficial owner of Certificates should consult its tax advisor as to the Luxembourg tax consequences of the ownership and disposition of the Certificates.

#### **Withholding tax**

Under Luxembourg tax law currently in effect, with the possible exception of interest paid to individual Certificateholders under the Relibi Law (as defined below), as well as interest payments on certain profit participating instruments, there is no Luxembourg withholding tax on payments of interest (including accrued but unpaid interest) or repayments of principal.

## ***Luxembourg taxation on interest payments made to individual Luxembourg residents (“Relibi”)***

In accordance with the Luxembourg law of 23 December 2005 introducing final withholding tax on certain interest deriving from savings income, as amended (“**Relibi Law**”), interest payments made by Luxembourg paying agents to Luxembourg individual residents are subject to a 20% withholding tax (the “**20% Withholding Tax**” or “**Relibi**”). The responsibility for withholding such tax will be assumed by the Luxembourg paying agent.

In case the individual does not hold the Certificates as part of his private wealth, but as part of a commercial (or independent) undertaking, the interest is fully taxable. The current top income tax rate is at 45.78 % (i.e. maximum 42% plus a solidarity surcharge of currently up to 9% on the 42%). The 20% Withholding Tax withheld would in that case not be treated as final tax but can be credited against the Luxembourg personal income tax liability.

### **Taxation of the Certificateholders**

#### ***General***

Certificateholders who are residents of Luxembourg will not be liable to any Luxembourg income tax upon repayment of principal of the Certificates.

A Certificateholder who is a resident of Luxembourg for tax purposes or who has a permanent establishment or a fixed place of business in Luxembourg, to which the Certificates are attributable, is subject to Luxembourg income tax in respect of the interest received or accrued on, or any other income derived from, the Certificates.

Specific exemptions may be available for certain tax payers benefiting from a particular status.

#### ***Luxembourg resident individuals***

Pursuant to the Relibi Law, Luxembourg resident individuals acting in the course of their private wealth can opt to self-declare and pay a 20% withholding tax (the “**Self-assessed 20% Withholding Tax**”) on interest payments made by certain non-Luxembourg paying agents (within the meaning of the Relibi Law), including paying agents located in an EU Member State other than Luxembourg, or a State of the European Economic Area. The 20% Withholding Tax (see the above section “Withholding tax”) or the Self-assessed 20% Withholding Tax, represent the final tax liability on interest received for the Luxembourg resident individuals receiving the interest payments in the course of their private wealth and can be refunded in consideration of foreign withholding tax, based on double tax treaties concluded by Luxembourg. Individual Luxembourg resident Certificateholders receiving interest, if any, as business income must include interest income in their taxable basis. In that event, the 20% Withholding Tax levied will be credited against their final income tax liability.

Luxembourg individual Certificateholders are not subject to taxation on capital gains upon the disposal of the Certificates, unless the disposal of the Certificates precedes the acquisition of the Certificates or the Certificates are disposed of within six months of the date of acquisition of these Certificates. Upon the sale, redemption or exchange of the Certificates, accrued but unpaid interest if any will be subject to the 20% Withholding Tax, or to the Self-assessed 20% Withholding Tax if the Luxembourg resident individuals opt for the Self-assessed 20% Withholding Tax on interest payments made by certain non-Luxembourg paying agents (as explained above). Individual Luxembourg resident Certificateholders

receiving the interest as business income must include the portion of the price corresponding to this interest in their taxable income, the 20% Withholding Tax levied will be credited against their final income tax liability.

### ***Luxembourg resident companies***

Luxembourg resident companies (*sociétés de capitaux*) Certificateholders or foreign entities of the same type which have a permanent establishment or a permanent representative in Luxembourg with which the holding of the Certificates is connected, must include in their taxable income any interest (including accrued but unpaid interest) and the difference between the sale or redemption price (including accrued but unpaid interest) and the lower of the cost or book value of the Certificates sold or redeemed.

### ***Luxembourg resident companies benefiting from a special tax regime***

Luxembourg resident companies Certificateholders which are companies benefiting from a special tax regime such as (i) family wealth management companies subject to the Luxembourg law of 11 May 2007 on family estate management companies, as amended; (ii) undertakings for collective investment subject to the Luxembourg law of 17 December 2010 (replacing the law of 20 December 2002) as amended; (iii) specialised investment funds subject to the Luxembourg law of 13 February 2007, as amended; or (iv) a company regulated by the Luxembourg law of 23 July 2016 on reserved alternative investment funds, not investing in risk capital, are tax exempt entities in Luxembourg, and are thus not subject to any Luxembourg tax (i.e. corporate income tax, municipal business tax and net wealth tax) other than the annual subscription tax generally calculated on their (paid up) share capital (and share premium) or net asset value (subject to certain exemptions).

### **Net wealth tax**

An individual holder of the Certificates, whether he/she is resident of Luxembourg or not, is not subject to Luxembourg net wealth tax on such Certificates.

A resident corporate holder of Certificates or non-resident corporate holder of Certificates that maintains a permanent establishment, permanent representative or a fixed place of business in Luxembourg to which such Certificates are attributable, is subject to Luxembourg net wealth tax on such Certificates, except if such holder is governed by (i) the Luxembourg law of 11 May 2007 on family estate management companies, as amended; (ii) the Luxembourg law of 17 December 2010 on undertakings for collective investment (replacing the law of 20 December 2002), as amended; (iii) the Luxembourg law of 13 February 2007 on specialised investment funds, as amended; (iv) the Luxembourg law of 22 March 2004 on securitisation, as amended; (v) the Luxembourg law of 15 June 2004 on venture capital vehicles; or (vi) it is a company that is subject to the law of 23 July 2016 on reserved alternative investment funds.

However, further to the Luxembourg law of 18 December 2015 on net wealth tax aspects, as amended, (i) securitisation companies governed by the Luxembourg law of 22 March 2004, as amended; (ii) risk capital companies governed by the Luxembourg law of 15 June 2004 relating to the investment company in risk capital, as amended; (iii) professional pension institutions in the form of variable capital companies (*sociétés d'épargne-pension à capital variable* - SEPCAVs) or associations (*associations d'épargne-pension* - ASSEPs) governed by Luxembourg the law of 13 July 2005 on institutions for occupational retirement provision in the form of pension savings companies with variable capital and pension savings associations, as amended; and (iv) reserved alternative investment funds under the form of corporations which invest in risk capital, subject to the Luxembourg law of 23 July 2016 on

reserved alternative investment funds, should fall within the scope of the minimum net wealth tax, which may vary depending on the total amount and type of assets held. Such minimum net wealth tax may either amount to EUR 4,815 or range between EUR 535 and EUR 32,100.

### **Other Taxes**

There is no Luxembourg registration tax, stamp duty or any other similar tax or duty payable in Luxembourg by Certificateholders as a consequence of the issuance of the Certificates, nor will any of these taxes be payable as a consequence of a subsequent transfer of the Certificates, redemption of the Certificates.”.

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