



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 2014 as supplemented by the supplements dated 11 August 2014, 6 November 2014 and 12 February 2015 (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 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 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 12 May 2015, the Issuer published an updated 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 section entitled “Summary of the Programme relating to Non-Exempt PD Certificates – Section B – Issuer” beginning on page 4 of the Base Prospectus and the section entitled “Form of Final Terms – Annex – Issue Specific Summary of the Certificates – Section B – Issuer” beginning on page 161 of the Base Prospectus shall each be deleted and restated as follows:

“Section B – Issuer

Element	Title	
B.1	Legal and commercial name of the Issuer	ING Bank N.V. (the “Issuer”)
B.2	The domicile and legal form of the Issuer, the legislation under which the Issuer operates and its country of incorporation	The Issuer is a public limited company (<i>naamloze vennootschap</i>) incorporated under the laws of The Netherlands on 12 November 1927, with its corporate seat (<i>statutaire zetel</i>) in Amsterdam, The Netherlands.
B.4b	A description of any known trends affecting the Issuer and the industries in which it operates	<p>The results of operations of the Issuer are affected by demographics and by a variety of market conditions, including economic cycles, banking industry cycles and fluctuations in stock markets, interest and foreign exchange rates, political developments and client behaviour changes.</p> <p>In 2014, the development trajectories of the US and the UK on the one hand, and Europe on the other, diverged. The US economy continued to grow steadily and the Federal Reserve (Fed) was able to end part of its unconventional monetary policies, the monthly buying of securities (i.e. quantitative easing). The Fed is expected to start raising rates sometime in 2015. The UK also saw healthy economic growth with interest rate increases expected there in 2015 as well.</p> <p>Meanwhile in the eurozone, the recovery remained weak, unstable and uneven. Persistently low inflation and worries about imminent deflation prompted the European Central Bank (ECB) to take a series of unconventional measures. The main refinancing rate was lowered to 0.05 percent in 2014, while the interest rate on deposits held by banks at the ECB moved into negative territory, to -0.2 percent..</p> <p>With the European economic recovery still distinctly lacklustre, the last quarter of 2014 saw the ECB repeatedly allude to possible additional measures in 2015. Quantitative easing was subsequently announced in January 2015.</p>

Element	Title	
		<p>The operations of the Issuer are exposed to fluctuations in equity markets. The Issuer maintains an internationally diversified and mainly client-related trading portfolio. Accordingly, market downturns are likely to lead to declines in securities trading and brokerage activities which it executes for customers and therefore to a decline in related commissions and trading results. In addition to this, the Issuer also maintains equity investments in its own non-trading books. Fluctuations in equity markets may affect the value of these investments.</p> <p>The operations of the Issuer are exposed to fluctuations in interest rates. The Issuer's management of interest rate sensitivity affects its results of operations. Interest rate sensitivity refers to the relationship between changes in market interest rates on the one hand and future interest earnings and economic value of its underlying banking portfolios on the other hand. Both the composition of the Issuer's assets and liabilities and the fact that interest rate changes may affect client behaviour in a different way than assumed in the Issuer's internal models may result in a mismatch which causes the banking longer term operations' net interest income and trading results to be affected by changes in interest rates.</p> <p>The Issuer is exposed to fluctuations in exchange rates. The Issuer's management of exchange rate sensitivity affects its results of operations through the trading activities for its own account and because the Issuer prepares and publishes its consolidated financial statements in Euros. Because a substantial portion of the Issuer's income and expenses is denominated in currencies other than Euros, fluctuations in the exchange rates used to translate foreign currencies into Euros will impact its reported results of operations and cash flows from year to year. This exposure is mitigated by the fact that realised results in non-euro currencies are translated into Euros by monthly hedging.</p>
B.5	A description of the Issuer's group and the Issuer's position within the group	The Issuer is part of ING Groep N.V. (" ING Group "). ING Group is the holding company of a broad spectrum of companies (together called " ING ") offering banking services to meet the needs of a broad customer base. The Issuer is a wholly-owned, non-listed subsidiary of ING Group and currently offers retail banking services to individuals, small and medium-sized enterprises and mid-corporates in Europe, Asia and Australia and commercial banking services to customers around the world, including multinational corporations, governments, financial institutions and supranational organisations.
B.9	Profit forecast or estimate	Not Applicable. The Issuer has not made any public profit forecasts or profit estimates.
B.10	Qualifications	Not Applicable. The audit reports on the audited financial

Element	Title																																																				
	in the Auditors' report	statements of the Issuer for the years ended 31 December 2013 and 31 December 2014 are unqualified.																																																			
B.12	Selected historical key financial information / Significant or material adverse change	<p>Key Consolidated Figures ING Bank N.V.⁽¹⁾</p> <p>(EUR millions)</p> <table border="1"> <thead> <tr> <th></th> <th>2014</th> <th>2013</th> </tr> </thead> <tbody> <tr> <td colspan="3">Balance sheet⁽²⁾</td> </tr> <tr> <td>Total assets</td> <td>828,602</td> <td>787,566</td> </tr> <tr> <td>Total equity</td> <td>38,686</td> <td>33,760</td> </tr> <tr> <td>Deposits and funds borrowed⁽³⁾</td> <td>640,243</td> <td>624,274</td> </tr> <tr> <td>Loans and advances</td> <td>518,119</td> <td>508,329</td> </tr> <tr> <td colspan="3">Results⁽⁴⁾</td> </tr> <tr> <td>Total income</td> <td>15,674</td> <td>15,327</td> </tr> <tr> <td>Operating expenses</td> <td>10,225</td> <td>8,805</td> </tr> <tr> <td>Additions to loan loss provisions</td> <td>1,594</td> <td>2,289</td> </tr> <tr> <td>Result before tax</td> <td>3,855</td> <td>4,233</td> </tr> <tr> <td>Taxation</td> <td>1,032</td> <td>1,080</td> </tr> <tr> <td>Net result (before minority interests)</td> <td>2,823</td> <td>3,153</td> </tr> <tr> <td>Attributable to Shareholders of the parent</td> <td>2,744</td> <td>3,063</td> </tr> <tr> <td colspan="3">Ratios (in %)</td> </tr> <tr> <td>BIS ratio⁽⁵⁾</td> <td>15.52</td> <td>16.46</td> </tr> <tr> <td>Tier-1 ratio⁽⁶⁾</td> <td>12.51</td> <td>13.53</td> </tr> </tbody> </table> <p>Notes:</p> <p>(1) These figures have been derived from the audited annual accounts of ING Bank N.V. in respect of the financial years ended 31 December 2014 and 2013, respectively, provided that certain figures in respect of the financial year ended 31 December 2013 have been restated to reflect changes in accounting policies in 2014. See for further details page 26 of the Annual Report ING Bank N.V.</p> <p>(2) At 31 December.</p> <p>(3) Figures including Banks and Debt securities.</p> <p>(4) For the year ended 31 December.</p> <p>(5) BIS ratio = BIS capital as a percentage of Risk Weighted Assets. Note: As of 2014, these Risk Weighted Assets are based on Basel III, until year-end 2013 on Basel II.</p> <p>(6) Tier-1 ratio = Available Tier-1 capital as a percentage of Risk Weighted Assets. Note: As of 2014, these Risk Weighted Assets are based on Basel III, until year-end 2013 on Basel II.</p>		2014	2013	Balance sheet⁽²⁾			Total assets	828,602	787,566	Total equity	38,686	33,760	Deposits and funds borrowed ⁽³⁾	640,243	624,274	Loans and advances	518,119	508,329	Results⁽⁴⁾			Total income	15,674	15,327	Operating expenses	10,225	8,805	Additions to loan loss provisions	1,594	2,289	Result before tax	3,855	4,233	Taxation	1,032	1,080	Net result (before minority interests)	2,823	3,153	Attributable to Shareholders of the parent	2,744	3,063	Ratios (in %)			BIS ratio ⁽⁵⁾	15.52	16.46	Tier-1 ratio ⁽⁶⁾	12.51	13.53
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		<p>Significant or Material Adverse Change</p> <p>At the date hereof, there has been no significant change in the financial position of ING Bank N.V. and its consolidated subsidiaries since 31 December 2014.</p> <p>At the date hereof, there has been no material adverse change in the prospects of ING Bank N.V. since 31 December 2014.</p>
B.13	Recent material events particular to the Issuer's solvency	Not Applicable. There are no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.
B.14	Dependence upon other group entities	<p>The description of the group and the position of the Issuer within the group is given under B.5 above.</p> <p>Not Applicable. The Issuer is not dependent upon other entities within ING Group.</p>
B.15	A description of the Issuer's principal activities	The Issuer currently offers retail banking services to individuals, small and medium-sized enterprises and mid-corporates in Europe, Asia and Australia and commercial banking services to customers around the world, including multinational corporations, governments, financial institutions and supranational organisations.
B.16	Extent to which the Issuer is directly or indirectly owned or controlled	The Issuer is a wholly-owned, non-listed subsidiary of ING Groep N.V.
B.17	Credit ratings assigned to the Issuer or its debt securities	<p>The Issuer has a senior debt rating from Standard & Poor's Credit Market Services Europe Limited ("Standard & Poor's"), Moody's Investors Services Ltd. ("Moody's") and Fitch France S.A.S. ("Fitch"), details of which are contained in the Registration Document. Standard & Poor's, Moody's and Fitch are established in the European Union and are registered under Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended from time to time (the "CRA Regulation").</p> <p>Tranches of Certificates to be issued under the Programme may be rated or unrated. Where a Tranche of Certificates is to be rated, such rating will not necessarily be the same as the rating assigned to the Issuer, the Programme or Certificates already issued under the Programme.</p> <p>A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or</p>

Element	Title	
		withdrawal at any time by the assigning rating agency.”.

2. Element D.2 of the section entitled “Summary of the Programme relating to Non-Exempt PD Certificates – Section D – Risks” beginning on page 11 of the Base Prospectus and of the section entitled “Form of Final Terms – Annex – Issue Specific Summary of the Certificates – Section D – Risks” beginning on page 168 of the Base Prospectus shall each be deleted and restated as follows:

“Element	Title	
D.2	Key information on key risks that are specific to the Issuer or its industry	<p>Because the Issuer is part of a financial services company conducting business on a global basis, the revenues and earnings of the Issuer are affected by the volatility and strength of the economic, business and capital markets environments specific to the geographic regions in which it conducts business. The ongoing turbulence and volatility of such factors have adversely affected, and may continue to adversely affect the profitability and solvency of the Issuer. The Issuer has identified a number of specific factors which could adversely affect its business and ability to make payments due under the Certificates. These factors include:</p> <ul style="list-style-type: none"> • adverse capital and credit market conditions • the default of a major market participant • changes in financial services laws and/or regulations • continued risk of resurgence of turbulence and on-going volatility in the financial markets and the economy generally • inability to increase or maintain market share • inability of counterparties to meet their financial obligations • market conditions and increased risk of loan impairments • interest rate volatility and other interest rate changes • failures of banks falling under the scope of state compensation schemes • inflation and deflation • inability to manage risks successfully through derivatives • inability to retain key personnel • inability to protect intellectual property and possibility to be subject to infringement claims • deficiencies in assumptions used to model client behaviour for market risk calculations • liabilities incurred in respect of defined benefit retirement plans • inadequacy of risk management policies and guidelines • regulatory risks

“Element	Title	
		<ul style="list-style-type: none"> • claims from customers feeling misled or treated unfairly • ratings downgrades or potential downgrades • operational risks such as systems disruptions or failures, breaches of security, cyber attacks, human error, changes in operational practices or inadequate controls • adverse publicity, claims and allegations, litigation and regulatory investigations and sanctions • implementation of ING’s Restructuring Plan • EC imposed limitations on ING • competitive and other disadvantages resulting from the Restructuring Plan • failure to achieve intended reductions in costs, risk and leverage under Restructuring Plan

3. Paragraph (a) of the section entitled “Documents Incorporated by Reference” beginning on page 36 of the Base Prospectus shall be deleted and restated as follows:

“the registration document of the Issuer dated 12 May 2015 prepared in accordance with Article 5 of the Prospectus Directive and approved by the AFM (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 2012, 2013 and 2014, including the audited financial statements and auditors’ reports in respect of such years; and
- (iii) pages 5 to 25 (inclusive) of the press release by ING Group on 7 May 2015 (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 2015, 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.”.

5. The penultimate paragraph in section entitled “Documents Incorporated by Reference” beginning on page 36 of the Base Prospectus shall be deleted and restated as follows:

“With respect to the Q1 Press Release, prospective investors should note that the Global 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 Q1 Press Release. ING Group is not responsible for the preparation of this Base Prospectus.”.

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