

Dated 21 May 2010

**ING BANK N.V.**

**SUMMARY NOTE**

**€50,000,000,000**

**Global Issuance Programme**

**Series No: 3307**

**Issue of 750 units 2 Year Fund Linked Leverage Certificates due May 2012**

Issue Price: SEK 18,000 per unit.

This Summary Note (the “**Summary Note**”) replaces the summary note dated 1 April 2010 and has been prepared in connection with the issue by ING Bank N.V. (the “**Issuer**”) of 750 units of 2 Year Fund Linked Leverage Certificates due May 2012 (the “**Notes**”) under its €50,000,000,000 Global Issuance Programme (the “**Programme**”).

This Summary Note constitutes a summary note and, together with the Registration Document and the Securities Note (each as defined below), a prospectus (the “**Prospectus**”) for the purposes of Article 5 of Directive 2003/71/EC (the “**Prospectus Directive**”) for the purpose of giving information with regard to the Issuer and the Notes which, according to the particular nature of the Issuer and the Notes, is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profit and losses and prospects of the Issuer and of the rights attached to the Notes.

The Issuer accepts responsibility for the information contained in this Summary Note. 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 Summary Note, when read together with the Registration Document and the Securities Note, is in accordance with the facts and does not omit anything likely to affect such information.

On 23 February 2010, the Issuer published a base prospectus (the “**Original Base Prospectus**”) in respect of the Programme. On 18 May 2010 the Issuer published a Supplement to the Original Base Prospectus (the “**Supplement**”, and together with the Original Base Prospectus, the “**Base Prospectus**”). On 18 May 2010, the Issuer published a Registration Document (the “**Registration Document**”). On the date hereof, the Issuer published a Securities Note in respect of the issue of the Notes (the “**Securities Note**”). This Summary Note should be read and construed in conjunction with the Securities Note (which incorporates by reference certain sections of Chapter 1 of the Base Prospectus and the details of relevant parties to the Programme on the last five pages of the Base Prospectus (the “**List of Parties**”)) and the Registration Document. Chapter 1 of the Base Prospectus includes among others: (i) the section headed “Summary of the Programme” (ii) Parts 1 and 2 of the section headed “Risk Factors” (iii) the section headed “Taxation” (iv) the section headed “Subscription and Sale” and (v) the section headed “General Information” (all of which are incorporated by reference in the Securities Note as described in the paragraph below). Copies of this Summary Note, the Base Prospectus, the Securities Note and the Registration Document may be obtained free of charge by directing a written or oral request for such documents to the Issuer at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands, telephone number +31 (0)20 501 3209.

This Summary Note and the Securities Note have each been filed with, and approved by, the *Autoriteit Financiële Markten* (the “**AFM**”) in its capacity as competent authority under the *Wet op het financieel toezicht* (Dutch Financial Supervision Act). The Original Base Prospectus was filed with the AFM and approved by it on 23 February 2010. The Supplement was filed with the AFM and approved by it on 18 May 2010. The Registration Document was filed with the AFM and approved by it 18 May 2010. The following documents are deemed to be incorporated in, and to form part of, the Securities Note: (i) the List of Parties, (ii) Chapter 1 of the Base Prospectus, which includes, among others, (a) the section headed “Summary of the Programme”, (b) Parts 1 and 2 of the section headed “Risk Factors”, (c) the section headed “Taxation”, (d) the section headed “Subscription and Sale” and (e) the section headed “General Information”. Terms used but not defined herein shall have the meanings given to them in the Securities Note.

No person has been authorised to give any information or to make any representation not contained in or not consistent with this Summary Note, the Registration Document, the Securities Note or the relevant sections of Chapter 1 of the Base Prospectus and the List of Parties incorporated by reference into the Securities Note as described above and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer.

This Summary Note (i) when read alone, is not intended to provide the basis of any credit or other evaluation and (ii) should not be considered as a recommendation by the Issuer that any recipient of this Summary Note should purchase the Notes. Each investor contemplating purchasing the Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. This Summary Note does not constitute an offer or invitation by or on behalf of the Issuer to any person to subscribe for or to purchase the Notes.

Structured securities such as the Notes involve a high degree of risk and are intended for sale only to those investors capable of understanding the risk entailed in such instruments. Prospective purchasers of the Notes should ensure that they understand the nature of the Notes and the extent of their exposure to risk and that they understand the nature of the Notes as an investment in the light of their own circumstances and financial condition. Prospective purchasers of the Notes should conduct their own investigations and, in deciding whether or not to purchase Notes, should form their own views of the merits of an investment related to the Notes based upon such investigations and not in reliance upon any information given in this Summary Note, the Securities Note (which incorporates by reference certain sections of Chapter 1 of the Base Prospectus and the List of Parties), the Registration Document and the Base Prospectus. If in doubt potential investors are strongly recommended to consult with their financial advisers before making any investment decision.

The delivery of this Summary Note shall not in any circumstances imply that the information contained herein concerning the Issuer or the Notes is correct at any time subsequent to the date hereof. Investors should carefully review and evaluate, *inter alia*, the most recent financial statements of the Issuer when deciding whether or not to purchase the Notes.

Other than in Sweden and Luxembourg, the Issuer does not represent that this Summary Note may be lawfully distributed, or that the Notes 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. In particular, no action has been taken by the Issuer which would permit a public offering of the Notes or distribution of this document in any jurisdiction where action for that purpose is required, other than in Sweden and Luxembourg. Accordingly, the Notes may not be offered or sold, directly or indirectly, and neither this Summary Note nor any advertisement or other offering material may be distributed or published in any jurisdiction where such offer, sale, distribution and/or publication would be prohibited.

The distribution of this Summary Note and the offer or sale of the Notes may be restricted by law in certain jurisdictions. Persons into whose possession this Summary Note or the Notes come must inform themselves about, and observe, any such restrictions. In particular, the restrictions set out in the section of Chapter 1 of the Base Prospectus (incorporated by reference into the Securities Note) headed “Subscription and Sale” on the distribution of the Base Prospectus and the offer or sale of Notes in the United States, the European Economic Area, the United Kingdom, Austria, The Netherlands, France, Italy, Australia, India, Mexico, Brazil, Chile, Switzerland, Japan, Hong Kong, Korea, Norway, People’s Republic of China and Singapore and also apply to this Summary Note and the Notes.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or with any securities regulatory authority of any state or other jurisdiction of the United States. Accordingly, the Notes may not be offered, sold, pledged or otherwise transferred within the United States or to or for the account or benefit of U.S. persons except in accordance with Regulation S under the Securities Act or pursuant to an exemption from the registration requirements of the Securities Act and any applicable state securities laws.

The Notes have not been approved or disapproved by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Notes or the accuracy or the adequacy of this Summary Note. Any representation to the contrary is a criminal offence in the United States.

In relation to any non-exempt offer of the Notes made in Sweden prior to the date of publication of this Prospectus, investors have the right to withdraw their acceptances within two working days commencing from the date of publication of this Prospectus.

Investing in the Notes involves risks. The Notes are not principal protected. Prospective investors risk losing their entire investment or part of it. See Parts 1 and 2 of the “Risk Factors” section of Chapter 1 of the Base Prospectus (incorporated by reference in the Securities Note) and the “Risk Factors” section of this Summary Note for information on the risk factors to be taken into account when considering an investment in the Notes.

**This Summary Note must be read as an introduction to the Prospectus and any decision to invest in the Notes should be based on a consideration of the Prospectus as a whole, including the documents incorporated by reference. Civil liability in respect of this Summary Note, including any translation thereof, will attach to the Issuer but only if this Summary Note is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor may, under the national legislation of the Member States of the European Economic Area, have to bear the costs of translating the Prospectus before the legal proceedings are initiated.**

## **DESCRIPTION OF THE ISSUER**

The Issuer is a subsidiary company of ING Groep N.V., also called ING Group. ING Group is the holding company for a broad spectrum of companies (together “ING”), offering banking, investments, life insurance and retirement services to about 85 million private, corporate and institutional clients in Europe, the United States, Canada, Latin America, Asia and Australia. Originating from The Netherlands, ING has a workforce of almost 109,000 people worldwide. ING Group holds all shares of ING Bank N.V., which is a non-listed 100% subsidiary of ING Group. On 26 October 2009 ING announced a new strategic direction. It will separate its banking operations and insurance operations (including investment management operations) and develop towards a mid-sized international bank, anchored in The Netherlands and Belgium, and predominantly focused on the European retail market with selected growth options elsewhere. On the same date, ING announced that all insurance operations (including investment management operations) would be divested over the following four years. ING conducts its banking operations principally through ING Bank and its insurance operations (including investment management operations) principally through ING Verzekeringen N.V. and its subsidiaries (“**ING Insurance**”).

The Issuer is represented in about 40 countries around the world through a large network of subsidiaries, offices and agencies. It offers its commercial and retail customers a full range of banking and financial services, including lending, stock-broking, insurance broking, fund management, leasing, factoring, investment banking and the provision of funds for venture capital purposes.

With almost 71,000 employees, the Issuer is active through the following business lines: Retail Banking, ING Direct (which as of 1 January 2010 is managed as part of Retail Banking) and Commercial Banking (formerly Wholesale Banking).

Retail Banking provides retail and private banking services to individuals and small and medium-sized enterprises in The Netherlands, Belgium, Luxembourg, Poland, Romania, Turkey, India, Thailand and China (through a stake in Bank of Beijing) with a multi-product, multi-channel distribution approach. In mature markets, Retail Banking focuses on wealth accumulation, savings and mortgages, with an emphasis on operational excellence, cost leadership and customer satisfaction. In developing markets, Retail Banking aims to become a prominent local player by offering simple but high quality products.

ING Direct offers direct banking services in Canada, Spain, Australia, France, the United States, Italy, Germany, the United Kingdom and the Austria. ING Direct’s focus is on offering five simple and transparent retail banking products at very low cost: savings, mortgages, payment accounts, investment products and consumer lending.

Commercial Banking primarily targets large corporations in The Netherlands, Belgium, Poland and Romania, where it offers a full range of products, from cash management to corporate finance. Commercial Banking’s international network has a more selective approach. It is building leading positions in a number of key product areas, including Structured Finance, Financial Markets, Payments and Cash Management, and Leasing. Commercial Banking also manages ING Real Estate.

ING Bank is in the process of introducing a new reporting structure reflecting two main business lines: Retail Banking and Commercial Banking, with ING Direct being included within Retail Banking. This

reporting structure has been applied in respect of the ING Group banking business disclosure included in the Q1 Report. See the section “Documents Incorporated by Reference” in the Registration Document.

The Issuer was incorporated under Dutch law in The Netherlands on 12 November 1927 for an indefinite duration in the form of a public limited company. The Issuer is registered at the Chamber of Commerce of Amsterdam under no. 33031431 and its corporate seat is in Amsterdam, The Netherlands. The articles of association were last amended by notarial deed executed on 30 December 2009.

The Issuer and its consolidated subsidiaries are involved in litigation and arbitration proceedings in The Netherlands and in a number of foreign jurisdictions, including the United States, involving claims by and against them which arise in the ordinary course of their businesses, including in connection with their activities as lenders, employers, investors and taxpayers. In certain of such proceedings, very large or indeterminate amounts are sought, including punitive and other damages. While it is not feasible to predict or to determine the ultimate outcome of all pending or threatened legal and regulatory proceedings, ING Bank N.V. is of the opinion that, save as described below, neither it nor any of its consolidated subsidiaries is aware of any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which ING Bank N.V. is aware), in the 12 months preceding the date of this document which may have or have in such period had a significant effect on the financial position or profitability of ING Bank N.V. or its consolidated subsidiaries.

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 challenged disclosures primarily relate to ING Group's investments in certain residential mortgage-backed securities.

On 28 January 2010 ING lodged an appeal with the General Court of the European Union against specific elements of the EC's decision regarding ING's restructuring plan. In its appeal, ING contests the way the EC has calculated the amount of state aid ING received and the disproportionality of the price leadership restrictions specifically and the disproportionality of restructuring requirements in general.

## DESCRIPTION OF THE NOTES

*Capitalised terms used in this section but not defined shall be deemed to be defined as such for the purposes of the Conditions set forth in the “Terms and Conditions of the Notes” section of the Securities Note.*

### GENERAL

The Notes are denominated in SEK and are expected to be issued by the Issuer on 25 May 2010 (the “**Issue Date**”). Unless redeemed early, the Notes are due to mature on 25 May 2012 (the “**Maturity Date**”). The total amount of the series will be 750 units and each Note represents 1 unit (the “**Specified Denomination**”). The issue price of the Notes is SEK 18,000 per unit. The Notes are senior notes in uncertificated and dematerialised book-entry form. The Notes will be cleared through Euroclear Sweden AB.

The Final Redemption Amount of each Note is equal to the Option Unit.

The Option Unit reflects the possible upside exposure in the Master Portfolio. The value of the Option Unit is determined on the basis of the average value of the Master Portfolio over the last 6 months of the tenor of the Notes (for a total of 7 observations) compared to the value of the Master Portfolio on the Strike Date. If the average value of the Master Portfolio across all Averaging Dates is lower than or equal to the value of the Master Portfolio on the Strike Date, the Option Unit equals zero. The Option Unit shall never be lower than zero.

The Master Portfolio is composed of a Reference Portfolio and a Deposit Portfolio. Within the Master Portfolio, notional investments may be allocated to the Reference Portfolio and/or the Deposit Portfolio. The Master Portfolio may be rebalanced on a daily basis between the Reference Portfolio and the Deposit Portfolio. Application of allocation adjustments within the Master Portfolio commences on the Strike Date. Any amounts allocated to the Deposit Portfolio do not bear any interest. Allocation to the Reference Portfolio in the Master Portfolio is dependent on the historical realized volatility of the Fund Interest Price (Realized Volatility), which is measured as the weighted standard deviation of the returns of the Fund Interest Price over the past 90 Fund Business Days. If the Realized Volatility increases, allocations within the Master Portfolio may be reallocated from the Reference Portfolio to the Deposit Portfolio up to a maximum of 100% of the Master Portfolio Value. If the Realized Volatility of the Reference Portfolio decreases, allocations within the Master Portfolio may be reallocated from the Deposit Portfolio to the Reference Portfolio up to a maximum allocation of 100% of the Master Portfolio Value. Reallocations within the Master Portfolio to the Reference Portfolio and the Deposit Portfolio combined will in each be 100% of the Master Portfolio Value.

Reallocations within the Master Portfolio will only occur if the Scaled Realized Volatility of the Master Portfolio is lower than 26% or higher than 30%. In that case the allocation to the Reference Portfolio shall be equal to the ratio of (a) 28% and (b) the Realized Volatility of the Fund Interest Price.

#### EXAMPLE 1:

If the allocation within the Master Portfolio to the Reference Portfolio is 100% (and thus the allocation to the Deposit Portfolio is 0%) at a certain Fund Business Day and the Realized Volatility is 35%, as a result the allocation to the Reference Portfolio becomes  $28\% / 35\% = 80\%$ . In that case the remaining 20% of the Master Portfolio will be allocated to the Deposit Portfolio.

#### EXAMPLE 2:

In case the Realized Volatility on a certain Fund Business Day is 21%, the allocation to the Reference Portfolio will be equal to  $28\% / 21\% = 133\%$ . However, allocations within the Master Portfolio can never be higher than 100%, the allocation to the Reference Portfolio will be 100%. Allocation to the Deposit Portfolio is 0%.

**An investment in the Notes is a notional investment in the Master Portfolio and is not a direct investment in the Fund. Due to the reallocation mechanism based on observations of the volatility of the Fund Interest Price, an investment in the Notes (and subsequently in the Master Portfolio) may generate different returns compared to a direct investment in the Fund.**

## **INTEREST**

The Notes do not bear interest.

## **RETURN AT MATURITY**

Subject to Condition 19(b) of the “Terms and Conditions of the Notes” section of the Securities Note and unless previously redeemed or purchased and cancelled as specified below, each Note will be redeemed on the Maturity Date by the Issuer at the Final Redemption Amount, which shall be an amount equal to the Option Unit.

Where:

“**Option Unit**” means the outcome of the following formula:

$$\text{SEK } 100,000 \times \text{MAX} \left[ 0; \frac{\text{MPV(End)}}{\text{MPV(Start)}} - 1 \right]$$

Where:

“**Averaging Date**” means the 6th calendar day of each month in the period from and including 6 November 2011 to and including the Expiration Date, in each case subject to adjustment in accordance with the Fund Business Day Convention and Condition 19(b) of the “Terms and Conditions of the Notes” section of the Securities Note. There are 7 Averaging Dates.

“**Expiration Date**” means 7 May 2012, in each case subject to adjustment in accordance with the Fund Business Day Convention and Condition 19(b) of the “Terms and Conditions of the Notes” section of the Securities Note.

“**Fund**” means East Capital – Russia Fund or any Replacement Fund.

“**Fund Interest**” means a unit, share, partnership interest, or other similar direct interest in the Fund that entitles the holder of such interest to a share in the net assets of that Fund (ISIN SE0000777708, Bloomberg code: EACRUSS SS <EQUITY>), or such relevant interests in any Replacement Fund as determined by the Calculation Agent in accordance with Condition 19(c) of the “Terms and Conditions of the Notes” section of the Securities Note.

“**MPV(End)**” means the arithmetic mean of the Master Portfolio Value across all Averaging Dates.

“**MPV(Start)**” means the Master Portfolio Value on the Strike Date.

“**Strike Date**” means 6 May 2010, in each case subject to adjustment in accordance with the Fund Business Day Convention and Condition 19(b) of the “Terms and Conditions of the Notes” section of the Securities Note.

“**Master Portfolio Value**” means on the Strike Date, SEK 75,000,000, and subsequently shall be equal to the sum of the value of the Reference Portfolio and the Deposit Portfolio.

## **REDEMPTION BEFORE THE MATURITY DATE**

The Notes may be redeemed before the Maturity Date in the following circumstances:



- (i) an event of default by the Issuer;
- (ii) if 90 per cent. or more in nominal amount of the Notes issued have already been redeemed (at the discretion of the Issuer); and
- (iii) If the Calculation Agent determines that that an Early Redemption Event, as specified in Condition 5(c) of the “Terms and Conditions of the Notes” section of the Securities Note, has occurred.

If the Notes are to be redeemed in the circumstances described in (i), (ii) or (iii) above, the Issuer shall redeem each Note at an amount (in SEK) equal to the fair market value of a Note determined by the Calculation Agent in its sole and absolute discretion.

## **OTHER TERMS**

The Notes include other terms relevant to investors, including the following:

- certain dates for payment of principal on the Notes and determination of the Fund Interest Price and the Master Portfolio Value to which payments on the Notes are linked may be delayed if, among other things a Disrupted Day (as defined in the “Terms and Conditions of the Notes” section of the Securities Note) occurs.
- the Issuer may amend the terms of the Notes (including amounts payable under them) if an Substitution Event (as defined in the “Terms and Conditions of the Notes” section of the Securities Note) or any other event or events occur which the Calculation Agent determines necessitate(s) an adjustment or adjustments to the Final Redemption Amount, the Early Redemption Amount and/or any other relevant Term of the Notes.

## **COSTS**

The costs associated with the issue of the Notes (for marketing, legal work, administration, and distribution of the Notes) are reflected in the pricing of the Notes and will not be separately charged to investors.

## **RISK FACTORS**

Investing in the Notes involves risks. The Notes are not principal protected. Prospective investors risk losing their entire investment or part of it. See Parts 1 and 2 of the “Risk factors” section of Chapter 1 of the Base Prospectus, and the risk factors below for information on the risk factors to be taken into account when considering an investment in the Notes. If in doubt, potential investors are strongly recommended to consult with their financial advisers before making any investment decision.

### **The Notes may not be a suitable investment for all investors**

A prospective investor should conduct its own thorough analysis (including its own accounting, legal and tax analysis) prior to deciding whether to invest in the Notes. Any evaluation of the suitability for an investor of an investment in the Notes depends upon a prospective investor’s particular financial and other circumstances, as well as on the specific terms of the Notes. If a prospective investor does not have experience in financial, business and investment matters sufficient to permit it to make such a determination, the investor should consult with its financial adviser prior to deciding to make an investment as to the suitability of the Notes.

The Notes are complex financial instruments. A potential investor should not invest in the Notes unless it has the expertise (either alone or with a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of the Notes and the impact this investment will have on the potential investor’s overall investment portfolio. Prospective investors risk losing their entire investment or part of it.

### **The return on the Notes is linked to the performance of the underlying Fund**

The return on the Notes is linked to the performance of the underlying Fund. The levels of the Fund Interest Price may go down as well as up throughout the life of the Notes. Fluctuations in the levels of the Fund Interest Prices will affect the value of the Notes.

Accordingly, before investing in the Notes, prospective investors should carefully consider the performance of the Fund. Results of Fund achieved in the past are no guarantee of future performances. Prospective investors risk losing their entire investment or part of it.

### **No gross-up**

All payments made by the Issuer in respect of the Notes shall be made subject to any tax, duty, withholding or other payment which may be required to be made, paid, withheld or deducted. Noteholders will not be entitled to receive grossed-up amounts to compensate for any such tax, duty, withholding or other payment.

### **Postponement of redemption of the Notes**

Redemption of the Notes on the Maturity Date or the Early Redemption Date (as applicable) is subject to a holder of Fund Interests receiving the proceeds of redemption of such Fund Interests deemed to have submitted for redemption. Should such redemption of Fund Interests and/or the receipt of proceeds of redemption of Fund Interests be postponed, redemption of the Notes and subsequent payment of the Final Redemption Amount or the Early Redemption Amount (as applicable) will be postponed accordingly. In case such redemption of Fund Interests or the receipt of the proceeds of redemption of such Fund Interests be postponed for a period of 2 years or more following the Maturity Date or the Early Redemption Date (as applicable), the Notes shall be redeemed at zero or such other amount as the Issuer determines in its sole and absolute discretion.