

**FIRST SUPPLEMENT DATED 5 AUGUST 2019
TO THE BASE PROSPECTUS DATED 6 MAY 2019**



ING Bank N.V.

(incorporated with limited liability under the laws of The Netherlands with its corporate seat in Amsterdam)

€30,000,000,000

Hard and Soft Bullet Covered Bonds Programme

guaranteed as to payments of interest and principal by

ING Covered Bond Company B.V.

(incorporated with limited liability under the laws of The Netherlands with its corporate seat in Amsterdam)

This Supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 6 May 2019 (the "**Base Prospectus**"). The Base Prospectus has been issued by ING Bank N.V. (the "**Issuer**") in respect of a €30,000,000,000 Hard and Soft Bullet Covered Bonds 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 from time to time (the "**Prospectus Directive**"). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement. 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 into the Base Prospectus, the statements referred to 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.

Arranger

ING BANK N.V.

Dealer

ING BANK N.V.

Supplement to the Base Prospectus dated 6 May 2019

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, the CBC, the Trustee or any of the Dealers appointed by the Issuer.

Neither the delivery of this Supplement nor the delivery of the Base Prospectus shall in any circumstances imply that the information contained in the Base Prospectus and herein concerning the Issuer and the CBC is correct at any time subsequent to the date hereof, or that there has not been any adverse change, or any event reasonably likely to involve any adverse change, in the prospects or financial or trading position of the Issuer or the CBC since the date thereof and hereof 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 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 Paying Agents. Requests for such documents should be directed to ING Bank N.V. at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands. In addition, this Supplement, the Base Prospectus and the documents which are incorporated by reference in the Base Prospectus by this Supplement will be made available on the website of ING Bank N.V. (<https://www.ing.com/Investor-relations/Fixed-income-information/Debt-securities-ING-Bank-N.V./Hard-and-Soft-Bullet-Covered-Bonds.htm> (for this Supplement, the Base Prospectus and the Registration Document), <https://www.ing.com/Investor-relations/Annual-Reports.htm> (for the annual reports), <https://www.ing.com/Investor-relations/Results-Interim-Accounts/Quarterly-Results.htm> (for the quarterly press releases) and <https://www.ing.com/About-us/Corporate-Governance/Legal-structure-and-Regulators.htm> (for the Articles of Association)).

Other than in Luxembourg and The Netherlands, the Issuer, the Arranger and any Dealer 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 and the offer or sale of Covered Bonds may be restricted by law in certain jurisdictions. Persons into whose possession the Base Prospectus, this Supplement or any Covered Bonds come must inform themselves about, and observe, any such restrictions on the distribution of the Base Prospectus, this Supplement and the offering and sale of Covered Bonds. In particular, there are selling restrictions in relation to the United States, the United Kingdom, Italy, The Netherlands, Japan and France and such other restrictions as may apply (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 Covered Bonds issued under the Base Prospectus before publication of this Supplement have the right, exercisable up to and including 7 August 2019 (being the second working day after the date of publication of this Supplement), to withdraw their acceptances.

AMENDMENTS OR ADDITIONS TO THE PROSPECTUS

On 1 August 2019, the Issuer published its Interim Financial Report containing its condensed consolidated unaudited results as at, and for the six month period ended, 30 June 2019 (the "**Interim Financial Report**"). A copy of the Interim Financial Report has been filed with the AFM and the information included in the Interim Financial Report, by virtue of this Supplement, is incorporated by reference in, and form part of, the Base Prospectus.

On 1 August 2019, ING Group published a press release entitled "ING posts 2Q2019 net result of €1,438 million" (the "**Q2 Press Release**"). The Q2 Press Release contains, among other things, the consolidated unaudited results of ING Group as at, and for the three month period and six month period ended, 30 June 2019. The Q2 Press Release contains information about recent developments in the banking business of ING Group, which is conducted substantially through the Issuer and its consolidated group, during this period. A copy of the Q2 Press Release has been filed with the AFM and, by virtue of this Supplement, is incorporated by reference in, and forms part of, the Base Prospectus.

Please note, however, that the consolidated operations of the Issuer, 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 Q2 Press Release, 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).

Furthermore, the risk factor entitled "The Issuer operates in highly regulated industries. Changes in laws and/or regulations governing financial services or financial institutions, the application of such laws and/or regulations or non-compliance with such laws and/or regulations governing the Issuer's business may reduce its profitability." as included in the registration document of ING Bank, is being updated to reflect the substantial amendments to the Capital Requirements Regulation (CRR), the Capital Requirements Directive IV (CRD IV), the Bank Recovery and Resolution Directive and the Single Resolution Mechanism Regulation as published in the Official Journal on 7 June 2019 (commonly referred to as the "Banking Package").

With effect from the date of this Supplement, the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below. References to page numbers are to the pages of the Base Prospectus.

1) Chapter D. DOCUMENTS INCORPORATED BY REFERENCE; DEFINITIONS & INTERPRETATION

On page 73 under the section entitled "D.1 Documents incorporated by reference" there shall be inserted the following paragraphs (D), (E) and (F), the former paragraphs (D) up to and including (F) shall be renumbered as (G) up to and including (I):

- "(D) the press release published by ING Group on 11 July 2019 entitled "Roland Boekhout will leave ING to join Commerzbank";
- (E) the Interim Financial Report containing the Issuer's condensed consolidated unaudited results as at, and for the six month period ended, 30 June 2019, as published by the Issuer on 1 August 2019;
- (F) the press release published by ING Group on 1 August 2019 entitled "ING posts 2Q2019 net result of €1,438 million" (the "**Q2 Press Release**" and together with the Q1 Press Release the "**Quarterly Press Releases**"). The Q2 Press Release contains, among other things, the consolidated unaudited interim results of ING Group as at, and for the three months period and the six month period ended 30 June 2019, 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;".

2) Chapter D. DOCUMENTS INCORPORATED BY REFERENCE; DEFINITIONS & INTERPRETATION

On page 73 under the section entitled "D.1 Documents incorporated by reference" paragraph (D) (renumbered as (G)) shall be deleted and restated as follows:

- "(G) (i) the articles of association (*statuten*) of the CBC; and
- (ii) the publicly available audited financial statements of the CBC in respect of the periods ended 31 December 2017 and 31 December 2018, including the independent auditor's reports in respect of such periods;".

3) Paragraph (a) of the section entitled "D.1 Documents Incorporated by Reference - Amendments to the Registration Document of the Issuer" on page 73 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 2019.

At the date hereof, there has been no material adverse change in the prospects of ING Bank N.V. since 31 December 2018."

4) The following new paragraph shall be inserted immediately following the paragraph entitled "Criminal investigations" in paragraph (b) of the section entitled "D.1 Documents Incorporated by Reference - Amendments to the Registration Document of the Issuer" beginning on page 74 of the Base Prospectus:

"Findings regarding AML processes: As previously disclosed, after its September 2018 settlement with Dutch authorities concerning Anti-Money Laundering matters, and in the context of significantly increased attention on the prevention of financial economic crime, ING has experienced heightened scrutiny by authorities in various countries. The interactions with such regulatory and judicial authorities have included, and can be expected to continue to include, onsite visits, information requests, investigations and other enquiries. Such interactions, as well as ING's internal assessments in connection with its global enhancement programme, have in some cases resulted in satisfactory outcomes, and also have resulted in, and may continue to result in, findings, or other conclusions which may require appropriate remedial actions by ING, or may have other consequences. ING intends to continue to work in close cooperation with authorities as it seeks to improve its management of non-financial risks in terms of policies, tooling, monitoring, governance, knowledge and behaviour.

Also as previously disclosed in March 2019, ING was informed by the Banca d'Italia of their report containing their conclusions regarding shortcomings in AML processes at ING's Italian branch, which was prepared based on an inspection conducted from October 2018 until January 2019. ING is also in discussion with Italian judicial authorities concerning these conclusions and related investigation. In line with the enhancement programme announced in 2018, ING is taking steps intended to improve processes and management of compliance risks as required by the Banca d'Italia. In consultation and in agreement with the Banca d'Italia, ING Italy has agreed that it will refrain from taking on new customers during further discussions on the enhancement

plans with the Banca d'Italia. ING will continue to fully serve existing clients in Italy and is working hard to address the shortcomings and resolve the issues identified.

ING announced steps in September 2018 to enhance its management of compliance risks and embed stronger awareness across the whole organisation. This programme started in 2017 and includes enhancing KYC files and working on various structural improvements in compliance policies, tooling, monitoring, governance, knowledge and behaviour."

- 5) 5) The paragraph entitled "Tax cases" in paragraph (b) of the section entitled "D.1 Documents Incorporated by Reference - Amendments to the Registration Document of the Issuer" beginning on page 74 of the Base Prospectus shall be deleted and restated as follows:

"Tax cases: Because of the geographic spread of its business, the Issuer may be subject to tax audits, investigations and procedures in numerous jurisdictions at any point in time. Although the Issuer believes that it has adequately provided for all its tax positions, the ultimate resolution of these audits, investigations and procedures may result in liabilities which are different from the amounts recognised. ING has also identified issues in connection with its U.S. tax information reporting and withholding obligations in respect of prior periods. ING has agreed with the US Internal Revenue Service ("IRS") to resolve these issues by paying the tax owed. ING will make the payment out of the provision it had already recognised."

- 6) The paragraph entitled "SIBOR – SOR litigation" in paragraph (b) of the section entitled "D.1 Documents Incorporated by Reference - Amendments to the Registration Document of the Issuer" beginning on page 74 of the Base Prospectus shall be deleted and restated as follows:

"SIBOR – SOR litigation: In July 2016, investors in derivatives tied to the Singapore Interbank Offer Rate ("SIBOR") filed a U.S. class action complaint in the New York District Court alleging that several banks, including ING, conspired to rig the prices of derivatives tied to SIBOR and the Singapore Swap Offer Rate ("SOR"). The lawsuit refers to investigations by the Monetary Authority of Singapore ("MAS") and other regulators, including the U.S. Commodity Futures Trading Commission ("CFTC"), in relation to rigging prices of SIBOR- and SOR based derivatives. In October 2018, the New York District Court issued a decision dismissing all claims against ING and ING Capital Markets LLC, but leaving ING Bank, together with several other banks, in the case, and directing plaintiffs to file an amended complaint consistent with the Court's rulings. On 25 October 2018, plaintiffs filed such amended complaint, which asserts claims against a number of defendants but none against ING Bank (or any other ING entity), effectively dismissing ING Bank from the case. In December 2018, plaintiffs sought permission from the Court to file a further amended complaint that names ING Bank as a defendant. On 26 July 2019, the New York District Court ruled that the defendants' motion to dismiss was granted, effectively dismissing all remaining claims against ING Bank. Plaintiffs may file an appeal against this judgment, such appeal must be filed prior to 26 August 2019."

- 7) The paragraph entitled "Interest rate derivatives claims" in paragraph (b) of the section entitled "D.1 Documents Incorporated by Reference - Amendments to the Registration Document of the Issuer" beginning on page 75 of the Base Prospectus shall be deleted and restated as follows:

"Interest rate derivatives claims: ING is involved in several legal proceedings in the Netherlands with respect to interest rate derivatives that were sold to clients in connection with floating interest rate loans in order to hedge the interest rate risk of the loans. These proceedings are based on several legal grounds, depending on the facts

and circumstances of each specific case, inter alia alleged breach of duty of care, insufficient information provided to the clients on the product and its risks and other elements related to the interest rate derivatives that were sold to clients. In some cases, the court has ruled in favour of the claimants and awarded damages, annulled the interest rate derivative or ordered repayment of certain amounts to the claimants. The total amounts that need to be repaid or compensated in some cases still need to be determined. ING may decide to appeal against adverse rulings. Although the outcome of the pending litigation and similar cases that may be brought in the future is uncertain, it is possible that the courts may ultimately rule in favour of the claimants in some or all of such cases. Where appropriate a provision has been taken. The aggregate financial impact of the current and future litigation could become material.

As requested by the AFM, ING has reviewed a significant part of the files of clients who bought interest rate derivatives. In December 2015, the AFM concluded that Dutch banks may have to re-assess certain client files, potentially including certain derivative contracts that were terminated prior to April 2014 or other client files. As advised by the AFM, the Minister of Finance appointed a Committee of independent experts (the "Committee") which has established a uniform recovery framework for Dutch SME clients with interest rate derivatives. ING has adopted this recovery framework and has reassessed individual files against this framework. ING has taken an additional provision for the financial consequences of the recovery framework. In 2017, ING has informed the majority of the relevant clients whether they are in scope of the recovery framework, and thus eligible for compensation, or not. Because implementation by ING of the uniform recovery framework encountered delay, ING has previously offered advance payments to customers out of the existing provision. As of December 2018, all customers in scope of the uniform recovery framework have received an offer of compensation from ING (including offers of no compensation). As of 1 July 2019, the required process under the uniform recovery framework had been completed for approximately 99% of all customers in scope."

- 8) The paragraph entitled "Findings regarding AML processes in ING Italy" in paragraph (b) of the section entitled "D.1 Documents Incorporated by Reference - Amendments to the Registration Document of the Issuer" beginning on page 76 of the Base Prospectus shall be deleted.
- 9) The following new paragraph (c) shall be added to the section entitled "D.1 Documents Incorporated by Reference - Amendments to the Registration Document of the Issuer" beginning on page 76 of the Base Prospectus:

"(c) The following new paragraph shall be inserted at the end of the risk factor entitled "The Issuer operates in highly regulated industries. Changes in laws and/or regulations governing financial services or financial institutions, the application of such laws and/or regulations or non-compliance with such laws and/or regulations governing the Issuer's business may reduce its profitability." in the section entitled "Risk Factors" beginning on page 6 of the ING Bank Registration Document:

"The Banking Package amendments to the CRD IV Directive, CRR, BRRD and SRM Regulation

In November 2016, the European Commission released a package of proposals to amend the CRD IV Directive and the CRR (such proposals in their final forms, the "CRD Reform Package") as well as to amend the BRRD and the SRM Regulation (such proposals to amend the BRRD and the SRM in their final form, together with the CRD Reform Package, the "Banking Package"). The final text of the Banking Package was approved by the European Council in May 2019, and the Banking Package was published in the Official Journal on 7 June 2019 and entered into force on 27 June 2019. The Banking Package aims to implement a number of new Basel standards and

to transpose the FSB's TLAC term sheet into European law. The Banking Package will impact the capital requirements for currently reported exposures (e.g. a revised standards approach to credit risk weights and output floor), as well as lead to new capital requirements, covering multiple areas including the Pillar 2 framework, the leverage ratio (including a 50% extra buffer for G-SIIs under new Article 92(1a) of the CRR), mandatory restrictions on distributions, permission for reducing own funds and eligible liabilities, macroprudential tools, a new category of 'non-preferred' senior debt, MREL and the integration of the TLAC standard into EU legislation. It is expected that various Level 2 delegated and implementing acts will be made supplementing the Banking Package. Amendments to the CRR will become directly applicable to the Issuer and the Group, while amendments to the CRD IV Directive and the BRRD will need to be transposed into Dutch law within 18 months before taking effect. Until the legislative process relating to the complete Banking Package has been finalized and been implemented under Dutch law, it is uncertain how the Banking Package will affect the Issuer or holders of the Securities, including the ability of the Issuer to make payments on the Securities (because such payments are subject to the Maximum Distributable Amount).

Under the Banking Package, the restrictions imposed by the Maximum Distributable Amount will now encompass the minimum Leverage Ratio requirement and the MREL requirement. The Banking Package introduces restrictions on distributions in the case of failure to meet the Leverage Ratio requirement (including any applicable buffer), thus introducing a new Leverage Ratio Maximum Distributable Amount ("L-MDA"), which will become applicable as of 1 January 2022 unless sooner implemented in Dutch law. The Banking Package also clarifies the stacking order between the combined buffer requirement and the MREL requirement and gives the relevant resolution authority the power to prohibit an entity from distributing more than the Maximum Distributable Amount for the Minimum Requirement of own funds and Eligible Liabilities ("MREL") (calculated in accordance with the proposed Article 16a(4) of the BRRD, the "M-MDA", which will be applicable when this BRRD provision has been implemented in Dutch law and become applicable) where the combined buffer requirement and the MREL requirement are not met and which may apply to the Issuer or the Group in the future. The Banking Package provides a nine month grace period whereby the relevant resolution authority assesses on a monthly basis whether to exercise its powers under this provision, before the terms of CRD IV compel such resolution authority to exercise its power to prohibit distributions (subject to certain limited exceptions, to be verified on a monthly basis)."

- 10) Under the section entitled "D.1 Documents incorporated by reference" the first paragraph of page 77 shall be deleted and restated as follows:

"With respect to 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). ING Group is not responsible for the preparation of this Base Prospectus or the Registration Document."

- 11) Under the section entitled "D.1 Documents incorporated by reference" the second paragraph of page 77 shall be deleted and restated as follows:

"The Issuer will provide, without charge, to each person to whom a copy of this Base Prospectus has been delivered in accordance with applicable law, upon the request of

such person, a copy of any document which is incorporated herein by reference. Requests for any such document should be directed to the Issuer at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands. In addition, this Base Prospectus and any document which is incorporated herein by reference will be made available on the website of ING Bank N.V. (<https://www.ing.com/Investor-relations/Fixed-income-information/Debt-securities-ING-Bank-N.V./Hard-and-Soft-Bullet-Covered-Bonds.htm> (for this Supplement, the Base Prospectus and the Registration Document), <https://www.ing.com/Investor-relations/Annual-Reports.htm> (for the annual reports), <https://www.ing.com/Investor-relations/Results-Interim-Accounts/Quarterly-Results.htm> (for the Quarterly Press Releases (as defined herein)) and <https://www.ing.com/About-us/Corporate-Governance/Legal-structure-and-Regulators.htm> (for the Articles of Association)).".

- 12) On page 174 the section entitled "Capitalisation and indebtedness" shall be deleted and restated as follows:

"The audited capitalisation, indebtedness and assets of the CBC as at the date indicated below are as follows:

	As at 31 December 2018
	<i>(in €)</i>
ASSETS	
Current assets	
Receivable from the Shareholder	20,000
Issue facility advance	-
Accounts receivable	34,423
Cash and cash equivalents	99,911
Total assets	<u>154,334</u>
SHAREHOLDER'S EQUITY AND LIABILITIES	
Shareholder's equity	
Share capital	20,000
Retained earnings.....	(12,000)
Result financial year	12,000
Current liabilities	
Issue facility advance.....	77,685
Loan given AIC account payable.....	2,898
Accrued expenses and other liabilities	53,738
Corporate income tax payable.....	13
Total liabilities	<u>154,334</u>

There has been no significant change in the financial or trading position of the CBC and no material adverse change in the prospects of the CBC since 31 December 2018."

- 13) Condition 4(b)(viii)(F) (*Survival of Original Reference Rate*) shall be deleted and restated as follows:

"Without prejudice to the obligations of the Issuer under Condition 4(b)(viii) (A), (B), (C) and (D), the Original Reference Rate and the fallback provisions provided for in Condition 4(b)(ii)(B) will continue to apply unless and until the Calculation Agent has been notified of the Successor Rate or the Alternative Rate (as the case may be), and any Adjustment Spread and Benchmark Amendments, in accordance with Condition 4(b)(viii)(E).".

14) Section 8 GENERAL INFORMATION

On page 252 under the section entitled "8 GENERAL INFORMATION" under the heading "Documents available", sub-paragraph (iii) is deleted and restated as follows:

"(iii) the independent auditor's reports dated 26 June 2018 and 2 July 2019 relating to the CBC, referred to in the Base Prospectus;"

15) Section 8 GENERAL INFORMATION

Under the section entitled "8 GENERAL INFORMATION" under the heading "No significant or material adverse change" the last paragraph of page 253 shall be deleted and restated as follows:

"There has been no significant change in the financial or trading position of the CBC and no material adverse change in the prospects of the CBC since 31 December 2018. Section D.1 (*Documents incorporated by reference*) contains the statement of the Issuer addressing any significant change in its financial or trading position and any material adverse change in its prospects."