ING Bank N.V.

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

ING Groenbank N.V.

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

ING Bank N.V., Sydney Branch

(Australian Business Number 32 080 178 196)

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

ING Bank (Australia) Limited

(Australian Business Number 24 000 893 292)

(Incorporated in Australia under the Corporations Act 2001 of Australia)

ING (US) Issuance LLC

(Organised under the laws of the State of Delaware)

Supplement to the Registration Documents dated 15 May 2009

This Supplement (the "Supplement") is prepared as a supplement to, and must be read in conjunction with, the Registration Documents dated 15 May 2009 issued by ING Bank N.V. (the "ING Bank N.V. Registration Document" or the "Global Issuer Registration Document"), ING Groenbank N.V. (the "ING Groenbank Registration Document"), ING Bank N.V., Sydney Branch (the "ING Sydney Branch Registration Document"), ING Bank (Australia) Limited (the "ING Australia Registration Document") and ING (US) Issuance LLC (the "U.S. Issuer Registration Document") (each a "Registration Document" and together the "Registration Documents"). This Supplement, together with the relevant Registration Document, constitutes a registration document for the purposes of Article 5 of Directive 2003/71/EC of the European Parliament and of the Council (the "Prospectus Directive"). Terms used but not defined in this Supplement have the meanings ascribed to them in the relevant Registration Document. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the relevant Registration Document by this Supplement and (b) any other statement in or incorporated by reference in the relevant Registration Document, the statements in (a) above will prevail. Each Issuer accepts responsibility for the information contained in this Supplement relating to it and ING Bank N.V. accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each Issuer and ING Bank N.V. (which have each taken all reasonable care to ensure that such is the case) the information contained in this Supplement (in the case of each Issuer, as such information relates to it) 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 Registration Documents and this Supplement and, if given or made, such information or representation must not be relied upon as having been authorised by any Issuer.

Neither the delivery of this Supplement nor any Registration Document shall in any circumstances imply that the information contained in any such Registration Document and herein concerning any Issuer is correct at any time subsequent to 15 May 2009 (in the case of the Registration Documents) or the date hereof (in the case of this Supplement).

So long as the relevant Registration Document and this Supplement are valid as described in Article 9 of the Prospectus Directive, copies of this Supplement and the relevant Registration Document, together with the other documents listed in the "General Information – Documents Available for Inspection or Collection" section of any such Registration Document and the information incorporated by reference in any such Registration Document by this Supplement, will be available free of charge from ING Bank N.V., the specified office of the Paying Agents and, if applicable for Austrian investors from ING Bank N.V., Zweigniederlassung Wien, Ungargasse 64/3/305,1030 Vienna, Austria. Written or oral requests for such documents should be directed to ING Bank N.V. at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands. In addition, this Supplement and the documents which are incorporated by reference in the ING Bank N.V. Registration Document and the ING Australia Registration Document by this Supplement will be made available on the website of the Luxembourg Stock Exchange (www.bourse.lu).

The distribution of the Registration Documents and this Supplement may be restricted by law in certain jurisdictions. Persons into whose possession any Registration Document and/or this Supplement come must inform themselves about, and observe, any such restrictions.

RECENT DEVELOPMENTS

On 12 August 2009 ING Bank N.V. published its Interim Financial Report containing its consolidated unaudited results as at, and for the six month period ended, 30 June 2009 (the "ING Bank Interim Financial Report"). A copy of the ING Bank Interim Financial Report has been filed with the AFM and the information included in the ING Bank Interim Financial Report, by virtue of this Supplement, is incorporated by reference in, and forms part of, the ING Bank N.V. Registration Document.

On 17 August 2009 ING Bank (Australia) Limited published its Interim Financial Report containing its consolidated unaudited results as at, and for the six month period ended, 30 June 2009 (the "ING Australia Interim Financial Report"). A copy of the ING Australia Interim Financial Report has been filed with the AFM and the information included in the ING Australia Interim Financial Report, by virtue of this Supplement, is incorporated by reference in, and forms part of, the ING Australia Registration Document.

On 12 August 2009 ING Groep N.V. ("ING Group") published the unaudited ING Group 2009 quarterly report for the second quarter of 2009 (the "ING Group Q2 Report"). The ING Group Q2 Report contains, among other things, ING Group's consolidated unaudited results as at, and for the three month period and the six month period ended, 30 June 2009. For information about recent developments in the banking business of ING Group, which is conducted substantially through ING Bank N.V. and its consolidated group, during this period, see pages 1 to 35 (inclusive) of the ING Group Q2 Report. A copy of the ING Group Q2 Report has been filed with the AFM and the information included on the specified pages of the ING Group Q2 Report, by virtue of this Supplement, is incorporated by reference in, and forms part of, the ING Bank N.V. Registration Document.

Please note, however, that the consolidated operations of ING Bank N.V. are not identical with the reported financial and statistical information on a segment basis for ING Group's banking business as described in the ING Group Q2 Report. In addition, ING Group is not responsible for production of the ING Bank N.V. Registration Document.

MODIFICATIONS TO THE ING BANK N.V. REGISTRATION DOCUMENT

1. The section entitled "Description of ING Bank N.V." beginning on page 13 of the ING Bank N.V. Registration Document shall be deleted and replaced in its entirety by the following:

"DESCRIPTION OF ING BANK N.V.

Profile

ING Bank N.V. ("ING Bank") is part of ING Groep N.V., also called ING Group. ING Group is the holding company of a broad spectrum of companies (together called "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 more than 111,000 people worldwide. ING Group holds all shares of ING Bank N.V., which is a non-listed 100% subsidiary of ING Group.

ING Bank 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 over 72,000 employees, ING Bank is active through three Business Lines: Retail Banking, ING Direct and Commercial Banking (formerly Wholesale Banking).

Retail Banking offers retail banking services in the mature markets of The Netherlands, Belgium and Luxembourg, and in the growth markets of Poland, Romania, Turkey, India, Thailand and China. Private Banking is offered in The Netherlands, Belgium, Luxembourg, Switzerland and various countries in Asia and Central Europe.

ING Direct operates direct retail banking activities for customers in Australia, Canada, France, Germany and Austria, Italy, Spain, the United Kingdom and the United States. The main products offered are savings accounts and mortgages, and also mutual funds and payment accounts.

Commercial Banking conducts operations for corporations and other institutions with a primary focus on The Netherlands, Belgium, Poland and Romania, where it offers a full range of products. Commercial Banking also manages ING Real Estate, a real estate investment manager.

Under the new structure which was announced on 9 April 2009, the asset-management activities which are now part of Insurance Europe, Insurance Americas and Insurance Asia/Pacific, will be centralised in due course in a separate global division under the name Investment

Management. Furthermore, ING Real Estate Investment Management, currently part of the Commercial Banking division, will also be integrated into the Investment Management division.

Incorporation and history

ING Bank N.V. was incorporated under Dutch law in The Netherlands on 12 November 1927 for an indefinite duration in the form of a public limited company as Nederlandsche Middenstandsbank N.V., also known as NMB Bank.

On 4 October 1989, NMB Bank merged with Postbank, the leading Dutch retail bank. The legal name of NMB Bank was changed into NMB Postbank Groep N.V. On 4 March 1991, NMB Postbank Groep N.V. merged with Nationale-Nederlanden N.V., the largest Dutch insurance group. On that date the newly formed holding company Internationale Nederlanden Groep N.V. honoured its offer to exchange the shares of NMB Postbank Groep N.V. and of Nationale-Nederlanden N.V. NMB Postbank Groep N.V. and Nationale-Nederlanden N.V. continued as sub-holding companies of Internationale Nederlanden Groep N.V. An operational management structure ensured a close co-operation between the banking and insurance activities, strategically as well as commercially. The sub-holding companies remained legally separate. After interim changes of names the statutory names of the above mentioned companies were changed into ING Groep N.V., ING Bank N.V. and ING Verzekeringen N.V. on 1 December 1995.

On 13 May 2009, ING announced that – in line with its April 2009 strategy announcement – it would be taking measures to simplify its governance. These measures have now been implemented. To increase the business focus of ING Group's leadership, Banking and Insurance now each have their own Management Board, consisting of the heads of the respective business lines and the Group CEO, CFO and CRO.

The registered office of ING Bank N.V. is at Bijlmerplein 888, 1102 MG Amsterdam Zuid-Oost, The Netherlands (telephone number: +31 20 501 3209). ING Bank N.V. 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 of ING Bank N.V. were last amended by notarial deed executed on 6 February 2009. According to its Articles of Association, the objects of ING Bank N.V. are to conduct the banking business in the broadest sense of the word, including insurance brokerage, to acquire, construct and operate immovable properties, and furthermore to participate in, conduct the management of, finance and furnish personal or real security for the obligations of and provide services to other enterprises and institutions of whatever kind, but in particular enterprises and institutions active in the credit business, investments and/or other financial services, as well as to perform all that which is related or may be conducive to the foregoing.

As a non-listed company, ING Bank is not bound by the Dutch Corporate Governance Code. ING Group, as the listed holding company of ING Bank is in compliance with the Dutch Corporate Governance Code.

Supervisory Board and Management Board Banking

ING Bank has a two-tier board system, consisting of a Supervisory Board and a Management Board Banking. The Supervisory Board consists of all but one independent non-executives. Piet Hoogendoorn qualifies as 'non-independent' as defined in best practice provision III.2.1 of the Dutch Corporate Governance Code. Mr. Hoogendoorn is considered to be not independent, because of his position with Deloitte Touche Tohmatsu until 1 June 2007, considering the important relationship between Deloitte Touche Thomatsu and ING. The task of the Supervisory Board is to supervise the policy of the Management Board Banking and the general course of events in the company and to assist the Management Board Banking by providing advice. The Management Board Banking is responsible for the daily management of the company.

The composition of the Supervisory Board and the Management Board Banking is as follows:

- Supervisory Board: Peter A.F.W. Elverding (chairman), J.P. (Tineke) Bahlmann, Henk W. Breukink, Claus Dieter Hoffmann, Piet Hoogendoorn, Piet C. Klaver, Godfried J.A. van der Lugt, Harish Manwani, Aman Mehta, Joan E. Spero, Jackson P. Tai, Jeroen van der Veer, Karel Vuursteen and Lodewijk J. de Waal.
- Management Board Banking: Jan H.M. Hommen (chairman), Patrick G. Flynn (CFO), J.V. (Koos) Timmermans (CRO), Eric F.C. Boyer de la Giroday, Dick H. Harryvan, and C.P.A. J. (Eli) Leenaars.

In line with the new organisational structure, the following members have stepped down from the former Executive Board ING Bank:

Tom J. McInerney;

Jacques M.G.J. de Vaucleroy; and

Hans van der Noordaa.

The business address of all members of the Supervisory Board and the Management Board Banking is: ING Bank N.V., Amstelveenseweg 500 (ING House), P.O. Box 810, 1000 AV Amsterdam, The Netherlands.

In order to avoid potential conflicts of interest, ING Bank has a policy that members of its Management Board Banking do not accept corporate directorships with listed companies outside ING.

Details of relationships that members of the Management Board Banking may have with ING Group subsidiaries as ordinary, private individuals are not reported.

Listed below are the principal activities performed by members of the Supervisory Board outside ING. None of the members of the Supervisory Board have any conflict between their duties to ING and their other principal activities as listed below.

Elverding, P.A.F.W.

Chairman of the Supervisory Board of Océ N.V., The Netherlands.

Member of the Supervisory Board of SHV Holdings N.V., The Netherlands.

Vice-chairman of the Supervisory Board of Q-Park N.V., The Netherlands.

Member of the Supervisory Board of Koninklijke Friesland Campina N.V., The Netherlands.

Chairman of the Supervisory Board of Maastricht University, The Netherlands.

Member of the Supervisory Board of the cross-border University of Limburg, The Netherlands.

Bahlmann, J.P.

Vice-chairman of the Supervisory Board of N.V. Nederlandsche Apparatenfabriek “Nedap”, The Netherlands.

Member of the Supervisory Board of Deloitte Holding B.V., The Netherlands.

Member of the Board of Maatschappelijk Verantwoord Ondernemen Nederland, The Netherlands.

Chairman of Stichting Max Havelaar, The Netherlands.

Chairman of the audit committee of De Baak Management Centre VNO-NCW, The Netherlands.

Member of the Board of Trustees of Canisius-Wilhelmina Ziekenhuis (hospital), The Netherlands.

Member of the Board of Toneelgroep Amsterdam, The Netherlands.

Breukink, H.W.

Non-executive/vice-chairman of VastNed Offices/Industrial (real estate fund), The Netherlands.

Non-executive director of F&C hedge funds, Ireland.

Non-executive director of Heembouw Holding B.V., The Netherlands.

Chairman of the Supervisory Board of Modulus VastGoed Ontwikkelingen, The Netherlands.

Member of the Supervisory Board of Omring (health care institution), Hoorn, The Netherlands.

Member of the Supervisory Board of HaagWonen (housing corporation), The Netherlands.

Associated as coach with TEC (Top Executive Coaching), The Netherlands.

Hoffmann, C.D.

Managing partner of H+H Senior Advisors, Stuttgart, Germany.

Chairman of the Supervisory Board of EnBW AG, Germany.

Member of the Supervisory Board of de Boer Structures Holding B.V, The Netherlands.

Chairman of the Charlottenklinik Foundation (hospital), Germany.

Chairman of the Board of Trustees (Vereinigung der Freunde) of Stuttgart University, Germany.

Hoogendoorn, P.

Former chairman of the Board of Directors of Deloitte Touche Tohmatsu and CEO of Deloitte in The Netherlands.

Former chairman of Royal NIVRA (Netherlands Institute of Chartered Accountants), The Netherlands.

Klaver, P.C.

Chairman of the Supervisory Board of TNT N.V., The Netherlands.

Chairman of the Supervisory Board of Dekker Hout Groep B.V., The Netherlands.

Chairman of the Supervisory Board of Jaarbeurs Holding B.V., The Netherlands.

Chairman of the Supervisory Board of Credit Yard Group BV, The Netherlands.

Member of the Supervisory Board of SHV Holdings N.V., The Netherlands.

Member of the Supervisory Board of Dura Vermeer Groep N.V., The Netherlands.

Member of the African Parks Foundation, The Netherlands.

Chairman of the Utrecht School of the Arts, The Netherlands.

Lugt, G.J.A. van der

Chairman of the Supervisory Board of Stadsherstel Amsterdam NV, The Netherlands.

Chairman of the Advisory Board of Kasteel De Haar, The Netherlands.

Chairman of the Advisory Board of R.C. Oude Armenkantoor, The Netherlands.

Member of the Investment Advisory Committee of Stichting Instituut GAK, The Netherlands.

Manwani, H.

President Unilever Asia, Africa, Central & Eastern Europe.

Non-executive chairman of Hindustan Unilever Ltd.

Member of the Executive Board of Indian School of Business.

Mehta, A.

Non-executive director of Tata Consultancy Services.

Non-executive director of Jet Airways Ltd.

Non-executive director of PCCW Ltd.

Non-executive director of Vedanta Resources Plc.

Non-executive director of Wockhardt Ltd.

Non-executive director of Godrej Consumer Products Ltd.

Non-executive director of Cairn India Ltd.

Non-executive director of Max Healthcare Institute Ltd.

Non-executive director of Emaar MGF Land Ltd.

Member of the governing board of Indian School of Business.

Member of the governing board of Centre for International Economic Relations.

Member of the International Advisory Council of INSEAD.

Spero, J.E.

Non-executive director of IBM Corporation.

President of Doris Duke Charitable Foundation.

Member of the International Advisory Board of Toyota Motor Corporation.

Trustee of Columbia University, Council on Foreign Relations.

Trustee of Wisconsin Alumni Research Foundation.

Tai, J.P.

Non-executive director of MasterCard Incorporated.

Non-executive director of CapitaLand.

Chairman of the Board of Directors of Brookstone, Inc.

Member of the Bloomberg Asia Pacific Advisory Board.

Member of the Harvard Business School Asia Pacific Advisory Board.

Trustee of Rensselaer Polytechnic Institute.

Veer, J. van der

Vice-chairman and senior independent director of Unilever N.V., The Netherlands.

Non-executive director of Royal Dutch Shell plc, The Netherlands/United Kingdom.

Non-executive director of Royal Philips Electronics, The Netherlands.

Chairman of the Energy and Climate Change Working Group of the European Round Table of Industrialists.

Vice-chairman of a NATO Expert Group to work on NATO's new strategic concept.

Vuursteen, K.

Vice-chairman of the Supervisory Board of Akzo Nobel N.V., The Netherlands.

Chairman of the Supervisory Board of TomTom N.V., The Netherlands.

Member of the Supervisory Board of Henkel KGaA., Germany.

Member of the Board of Directors of Heineken Holding N.V., The Netherlands.

Member of the Advisory Board of CVC Capital Partners.

Chairman of World Wild Life Fund Netherlands, The Netherlands...

Chairman of the Concertgebouw Fund Foundation, The Netherlands.

Member of the Supervisory Board of Nyenrode Foundation, The Netherlands.

Waal, **L.J. de**

Member of the Supervisory Board of PGGM N.V., The Netherlands.

Member of the Advisory Board of Zorgverzekeraars Nederland, The Netherlands.

Chairman of the Supervisory Council of SNV, The Netherlands.

Member of the Advisory Board of Stichting Nationaal Fonds Kunstbezit, The Netherlands.

There are no potential conflicts of interest between any duties owed by the members of the Supervisory Board or the Management Board Banking to the Issuer and any private interests or other duties which such persons may have.

Supervisory Board committees

On 31 December 2008, the Supervisory Board had three committees: the Audit Committee, the Remuneration and Nomination Committee and the Corporate Governance Committee. On 1 January 2009, the Remuneration and Nomination Committee was split into a separate Remuneration Committee and a separate Nomination Committee. Furthermore, a fifth committee, the Risk Committee was established. The organisation, powers and modus operandi of the Supervisory Board are detailed in the Supervisory Board Charter. Separate charters have been drawn up for the Audit Committee, the Remuneration Committee, the Nomination Committee and the Corporate Governance Committee. These charters are available on the ING website (www.ing.com). A short description of the duties for the Committees follows below.

The Audit Committee assists the Supervisory Board in monitoring the integrity of the financial statements of ING Groep N.V., ING Verzekeringen N.V. and ING Bank N.V., in monitoring the compliance with legal and regulatory requirements, and in monitoring the independence and performance of ING's internal and external auditors. The current members of the Audit Committee are Jackson Tai (chairman), Tineke Bahlmann, Henk Breukink, Piet Hoogendoorn, Godfried van der Lugt and Jeroen van der Veer.

The Risk Committee assists the Supervisory Board in monitoring the risk profile of the company as well as the structure and operation of the internal risk management and control systems.

The Remuneration Committee, among other things, advises the Supervisory Board on the compensation packages of the members of the Management Board Banking and on stock-based compensation programmes for top senior management, including the Management Board Banking.

The Nomination Committee, among other things, advises the Supervisory Board on the composition of the Supervisory Board and Management Board Banking.

The Corporate Governance Committee assists the Supervisory Board in monitoring and evaluating the corporate governance of ING as a whole and the reporting on this in the Annual Report and to the General Meeting, and advises the Supervisory Board on improvements.

FIVE YEAR KEY CONSOLIDATED FIGURES ING BANK N.V. (4)

(amounts in millions of euros)	**2008**	2007	2006	2005	2004
Balance sheet(1)					
Total assets	**1,034,689**	994,113	894,985	834,035	620,035
Total equity	**24,121**	27,195	22,502	21,813	15,402
Deposits and funds borrowed(2)	**774,220**	751,159	685,078	661,683	517,504
Loans and advances	**598,328**	526,323	437,774	403,059	298,643
Results(3)					
Total income	**12,177**	14,592	14,190	13,819	12,663
Operating expenses	**10,364**	10,013	9,063	8,855	8,796
Additions to the provision for loan losses	**1,280**	125	103	88	465
Result before taxation	**533**	4,454	5,024	4,876	3,402
Taxation	**–170**	753	1,211	876	898
Net result (before minority interests)	**703**	3,701	3,813	4,000	2,504
Attributable to Shareholders of the parent	**772**	3,589	3,753	3,950	2,482
Ratios (in %)					
BIS ratio	**12.78**	10.32	11.02	10.86	11.07
Tier-1 ratio	**9.32**	7.39	7.63	7.32	7.30

(1) As at 31 December.
(2) Figures including Banks and Debt securities.
(3) For the year ended 31 December.
(4) These figures have been derived from the audited annual accounts of ING Bank N.V. in respect of the financial years ended 31 December 2004 to 2008, respectively.

CHANGES IN ACCOUNTING POLICIES

ING Bank has applied IFRS-EU since 2004. However, as permitted by IFRS 1, ING Bank implemented IAS 32, IAS 39 and IFRS 4 as of 1 January 2005. Accordingly, comparative information for 2004 with respect to financial instruments is prepared under ING Bank's previous accounting policies (Dutch GAAP).

SHARE CAPITAL AND PREFERENCE SHARES

The authorised share capital of ING Bank N.V. amounts to EUR 1,808 million, consisting of 1,600 million ordinary shares with a nominal value of EUR 1.13 each and 50 preference shares, with a nominal value of EUR 1.13 each. The issued and paid-up capital amounted to EUR 525 million, consisting of 465 million ordinary shares and 7 preference shares as at 31 December 2008.

MAIN DEVELOPMENTS IN 2008 (AS OF 19 OCTOBER)

On 19 October 2008 ING Groep N.V. (ING) published a press release titled "ING to strengthen core capital by EUR 10 billion" (the Core Capital Release), which press release is incorporated by reference herein - see the section “Documents Incorporated by Reference” in this Registration Document. The Core Capital Release contained, amongst other things, details of ING's agreement with the Dutch government regarding the issue to the Dutch State of non-voting core Tier-1 securities for a total consideration of EUR 10 billion. ING also announced that it, given the exceptional circumstances, had decided to pass over the final dividend for 2008, leaving the total 2008 dividend at EUR 0.74 per share, which had already been paid as an interim dividend.

ING announced on 22 October 2008 that Lodewijk de Waal and Peter Elverding had been nominated by the Dutch government for the Supervisory Board of ING Group. ING announced on 19 October that it had reached an agreement with the Dutch government to strengthen its capital position. Under the terms of the agreement the Dutch state obtained the right to nominate two members for the ING Group Supervisory Board, to be appointed at the annual General Meeting (AGM) in 2009. They are to be represented on the Audit Committee, Corporate Governance Committee and Remuneration and Nomination Committee of the Supervisory Board and are to have approval rights for decisions concerning equity issuance or buyback, strategic transactions with a value equalling more than one quarter of ING's share capital and reserves and proposals to shareholders regarding the remuneration policy.

On 23 October 2008, ING announced that John Hele, chief financial officer, would leave ING as of 31 March 2009. John Hele remained a member of the Executive Board and chief financial officer of ING Group until the end of March 2009 in order to complete the annual accounts and filings for the financial year 2008.

MAIN DEVELOPMENTS IN 2009

On 26 January 2009, ING announced that in light of the extraordinary developments over the previous few months and given his personal condition, Michel Tilmant would step down from the Executive Board as of 26 January 2009. Michel Tilmant will be an advisor to the company until his retirement from ING on 1 August 2009. The Supervisory Board appointed Jan Hommen -who was chairman of the Supervisory Board - as chairman of the Executive Board of ING Group, subject to his appointment as a member of the Executive Board by the annual General Meeting (AGM). This appointment was confirmed by the AGM on 27 April 2009. Prior to the AGM, Jan Hommen was closely involved in the day-to-day operations of ING and worked alongside the Executive Board in anticipation of his official appointment as chairman of the Executive Board. As of 26 January 2009, Eric Boyer, a member of the Executive Board since 2004, was appointed acting-CEO until Jan Hommen could formally take over after the AGM. The Supervisory Board has appointed Peter Elverding as successor to Jan Hommen as chairman of the Supervisory Board, which appointment is now effective following the AGM in April 2009. In light of this appointment, the Dutch State has nominated another member for the Supervisory Board.

On 26 January 2009, ING Groep N.V. issued a press release entitled “ING update on results and measures to reduce risks and costs” (the Results and Measures Release) with preliminary and unaudited figures on the 2008 results and measures to reduce risk and costs, which press release is incorporated by reference herein - see the section “Documents Incorporated by Reference” in this Registration Document.

On 30 January 2009, ING Bank announced that it had successfully placed 3-year USD denominated government guaranteed senior unsecured bonds. The issue of USD 6 billion was made under the Credit Guarantee Scheme of The Netherlands and is part of ING Group’s regular medium-term funding operations. The issue follows the announcement of 26 January 2009 that under the terms of the Illiquid Assets Back-up Facility agreement with the Dutch State, ING will pro-actively issue EUR 10 billion in government guaranteed bonds. ING priced USD 5 billion of fixed rate bonds at 80 basis points over mid-swaps and USD 1 billion of floating rate bonds at 80 basis points over 3-month Libor. ING placed the issue among central banks, agencies and fund managers across Europe, the US, the Middle East and Asia.

On 10 February 2009, ING Bank and Postbank jointly announced that the merger of Postbank and ING Bank was formally concluded on that day.

On 20 February 2009, ING Bank announced that it had placed a 5-year EUR 4 billion government guaranteed senior unsecured bond issue. The issue of EUR 4 billion was made under the Credit Guarantee Scheme of the Dutch State and was part of ING Bank’s regular medium-term funding operations. The issue followed the announcement of 26 January 2009 that under the terms of the Illiquid Assets Back-up Facility agreement with the Dutch State, ING would pro-actively issue EUR 10 billion in government guaranteed bonds.

On 23 February 2009, ING announced that the Supervisory Board intended to nominate Patrick Flynn (1960, Irish) for appointment to the Executive Board at the annual General Meeting of Shareholders of 27 April 2009. Upon appointment, Patrick Flynn will become the new chief financial officer of ING. Subject to approval by the Dutch central bank (DNB), Patrick Flynn will succeed John Hele who, as announced in October 2008, would leave ING and relocate to the United States for family reasons. Until the end of March, John Hele completed the annual accounts and filings for the financial year 2008 and worked with Patrick Flynn on the transition of duties.

On 12 March 2009, ING Bank announced that it had placed a 5-year USD denominated government guaranteed senior unsecured bond issue. The issue of USD 2 billion was made under the Credit Guarantee Scheme of the State of The Netherlands and is part of ING Bank's regular medium-term funding operations. The issue followed the announcement of 26 January 2009 that under the terms of the Illiquid Assets Back-up Facility agreement with the Dutch State, ING would pro-actively issue EUR 10 billion in government guaranteed bonds. For further information see the Results and Measures Release which is incorporated by reference herein. Since then, ING announced on 30 January and 20 February the issuance of government guaranteed bonds for a total amount equal to EUR 8.7 billion.

On 19 March 2009, ING Group announced the appointment of two new members to the Supervisory Board: Mrs. Tineke Bahlmann and Mr. Jeroen van der Veer. At the annual General Meeting of 27 April 2009, Mrs. Bahlmann was appointed effective as of that date and Mr. van der Veer was appointed effective as of 1 July 2009. The appointments have been approved by the Dutch Central Bank (DNB). Tineke Bahlmann was recommended for nomination by the Dutch government. As a State nominee, Tineke Bahlmann has replaced Peter Elverding who succeeded Jan Hommen as chairman of the Supervisory Board. Eric Bourdais de Charbonnière and Wim Kok retired from the Supervisory Board after the 2009 AGM.

On 1 April 2009, ING Group announced that it had finalised the transaction with the Dutch government on an Illiquid Assets Back-up Facility as announced on 26 January 2009. The transaction was booked and closed in the first quarter and has a limited impact on the profit and loss account for the quarter. For further information see the Illiquid Assets Back-up Facility Finalization Release which is incorporated by reference herein.

On 2 April 2009, ING Group announced that it had published the 2008 Annual Report for ING Bank.

In a press release published on 9 April 2009, ING Group announced a strategic update: Taking ING back to basics, which press release is incorporated by reference herein - see the section "Documents Incorporated by Reference" in this Registration Document. To reduce complexity, ING announced that it will operate the banking and insurance operations separately under the ING Group umbrella. It further announced that measures to reduce cost, risk and leverage were on track.

On 27 April 2009, ING announced that the annual General Meeting (AGM) of ING Groep N.V. approved the appointment of Jan Hommen and Patrick Flynn as new Executive Board members. The AGM also appointed Tineke Bahlmann, Jeroen van der Veer and Lodewijk de Waal to the Supervisory Board. The required approvals were obtained from DNB, the Dutch central bank, at an earlier stage. In addition, Godfried van der Lugt was reappointed to the Supervisory Board.

On 13 May 2009, ING announced that in line with its April 2009 strategy announcement, ING is taking measures to simplify its governance. To increase the business focus of ING Group's leadership, Banking and Insurance will each have its own Management Board consisting of the ING Group CEO, CFO and CRO and the heads of the respective business lines currently serving on ING Group's Executive Board. Strategic, operational and business decisions that do not affect ING Group's direction or regulatory and government issues will be taken by the Banking or Insurance Management Board. Within the Insurance Board, Jacques de Vaucleroy will be responsible for Global Asset Management. Hans van der Noordaa will take up responsibility for Insurance Europe in addition to his current responsibility for Insurance Asia/Pacific.

In addition, on 13 May 2009, ING Group announced, among other things, a decline in market values of available-for-sale debt securities and balance sheet reductions in respect of ING Bank N.V. for the first three months of 2009, as disclosed in the Q1 Report of 13 May 2009 which is incorporated by reference herein - see the section "Documents Incorporated by Reference" in this Registration Document.

RESULTS 2008

OVERVIEW

ING Bank N.V., together with ING Verzekeringen N.V., is part of ING Groep N.V. The business lines for the banking activities are Retail Banking, ING Direct and Wholesale Banking (currently referred to as "Commercial Banking").

ING manages its banking activities on an underlying result basis. Underlying result before taxation is defined as result before taxation excluding the impact of divestments and special items. A reconciliation of net result to underlying result can be found in Note 41 'Primary reporting format – Business segments' of the published Annual Report 2008 of ING Bank N.V.

FINANCIAL DEVELOPMENT IN 2008

Despite the unprecedented impact of the financial crisis and challenging commercial environment, ING's banking businesses reported commercial growth across all three business lines. Total result before tax declined 88.0% to EUR 533 million, driven by impairments and fair value changes due to the extreme market volatility and sharp decline in asset prices combined with higher risk costs. Underlying result before tax (excluding the impact of divestments and special items) declined by 83.0% to EUR 834 million. Retail Banking and Wholesale Banking remained profitable, while ING Direct reported a loss of EUR 1,891 million due to impairments on pressurised assets. Risk costs increased significantly due to worsening economic conditions.

Underlying income decreased 16.6% to EUR 11,286 million. The interest result, however, rose 24.6%, driven by higher margins at ING Direct and Wholesale Banking, the inclusion of ING Bank Turkey (formerly Oyak Bank) and an increase in volumes. Loans and advances to customers increased by EUR 72.0 billion, or 13.7%, to EUR 598.3 billion. Customer deposits and other funds on deposits increased by EUR 9.5 billion, or 1.8%, to EUR 537.7 billion. The total interest margin rose to 1.09% from 0.94% in 2007. Commission income decreased 1.1%, driven by lower asset management fees and lower income from the securities business. Underlying Investment income (including net gains/losses on disposals of group companies) fell from EUR 891 million in 2007 to EUR –2,224 million in 2008, mainly due to impairments on bonds and equities, and negative revaluations on real estate. Underlying other income dropped 87.3% as a result of negative trading income and losses from associates.

Underlying operating expenses increased 5.2% to EUR 10,063 million mainly at Retail Banking due to the inclusion of ING Bank Turkey, and at ING Direct. The underlying cost/income ratio increased to 82.6% from 65.5% in 2007 driven by the sharp decline in income. The underlying net addition to the provision for loan losses increased to EUR 1,280 million from EUR 125 million in 2007. Risk costs in 2008 were 48 basis points of average credit-risk-weighted assets, as gross additions to loan loss provisions of 62 basis points were offset by 14 basis points in releases.

The underlying risk-adjusted return on capital (RAROC) after tax fell to 2.6% from 22.3% in 2007, reflecting the impact of the market turmoil and a 31.6% increase in Economic Capital.

WHOLESALE BANKING

Wholesale Banking achieved a solid commercial performance in what was an extremely challenging year for the industry. Income remained fairly resilient, with good income growth in many businesses. However, overall results were negatively affected by the global financial crisis, especially in the second half of 2008 due to the unprecedented market turmoil.

Wholesale Banking’s underlying result before tax declined 70.4% to EUR 609 million, driven by impairments, negative fair value changes and higher risk costs. Underlying result before tax from Financial Markets increased 18.3% to EUR 355 million thanks to the strong performance in the first half of the year. The results of General Lending & PCM and Structured Finance declined by 39.9% and 18.2% respectively, entirely because of higher risk costs. Leasing & Factoring profit declined 22.2% to EUR 119 million. ING Real Estate recorded a loss before tax of EUR 297 million due mainly to negative revaluations caused by declining property values.. Total underlying income fell 14.5% to EUR 4,107 million driven by ING Real Estate and Other Wholesale Products, while income from General Lending & PCM and Structured Finance increased by 24.5% and 30.2% respectively. Underlying operating expenses remained under control, rising 0.6% to EUR 2,902 million. The underlying cost/income ratio increased to 70.7% from 60.1% in 2007. Risk costs increased significantly to EUR 596 million compared with a net release of EUR 142 million in 2007. The underlying risk-adjusted return on capital (RAROC) after tax declined to 4.9% from 19.8% in 2007.

Important role within ING Group

Wholesale Banking plays a fundamentally important role within ING Group. The essence of ING Group's business is to collect customer deposits and redeploy them as investments. Wholesale Banking complements ING Group's business model in three ways: as a contributor of capital, as an important generator of assets, and as a source of skills and expertise. The business line generates capital that can be redeployed efficiently to high-growth businesses. It also generates high-quality assets into which ING can invest retail deposits, and provides ING Group with many relevant skills in financial markets, risk and specialist finance, as well as access to the financial markets.

Focused strategy

Wholesale Banking in 2008 launched a - 'Fitter, Focused, Further' strategy for 2008-2010, with the aim of becoming a leader in several key markets and products. The strategy includes becoming the market leader in the Benelux, a top-5 wholesale bank in Central Europe, and a global or regional leader in a number of key product areas, including Structured Finance, Financial Markets, PCM and Leasing.

Volume growth in General Lending & PCM

General Lending is used as an entry product across all regions to attract customers and to cross-sell other high-value products. Volumes increased in General Lending over the course of the year as the turbulent market circumstances offered the possibility to pursue selective asset growth, at higher margins and fee levels. General Lending results were particularly strong in The Netherlands and in Central Europe.

Strong demand for Structured Finance

In 2008, Structured Finance held up well due to strong demand from customers in a market where credit was reduced significantly. Both margins and the relative market position of Structured Finance continue to improve. ING continued to support clients' funding needs during 2008. The scarcity of available financing further increased margins, especially benefiting Structured Finance in the US, but also in Western Europe and Asia.

Growth in Leasing & Factoring

Leasing & Factoring saw increases in portfolio size and income levels throughout 2008. ING also continued to seek out opportunities to cross-sell services to corporate clients. Leasing growth was driven by higher volumes in Belgium, Italy, The Netherlands, Poland, Hungary and Russia. Volumes in Factoring grew in all markets, with ING strengthening its leadership position in The Netherlands and Poland.

Strong Financial Markets operational performance

Financial Markets had an exceptionally strong first half and continued to show robust operational performance during the rest of 2008. Nevertheless, credit related markdowns and impairments in the second half negatively impacted 2008's overall performance. The client and product businesses held up well, in line with the aim to diversify away from proprietary risk businesses, including proprietary trading. Financial Markets continues to seek cross-selling opportunities across product areas and client groups, including a new strategy to target emerging markets, home markets, strategic clients and global clients.

ING Real Estate

As a result of the financial market crisis, 2008 was a tough year for ING Real Estate. While maintaining the size of its total portfolio (including assets under management) at EUR 106 billion, it incurred a loss before tax of EUR 297 million. This was largely a result of the impact of EUR 712 million of unrealised fair value losses on its investment portfolio, from a total exposure of approximately EUR 5 billion. The fair value losses were somewhat compensated by EUR 49 million of positive revaluations in ING Real Estate's development activities. Excluding the revaluation changes, profit before tax was slightly lower than the previous year at EUR 366 million.

Looking forward

ING continues to secure important mandates and transactions. It is managing expenses carefully, in part to compensate for higher risk costs and impairments, and has adjusted its strategic focus to key markets and product areas where it already has a competitive advantage. Wholesale Banking is an essential part of ING Group, and has a clearly defined focus and ambition to be a full-service Benelux bank and a specialist products provider globally.

RETAIL BANKING

The retail banking market became increasingly challenging in 2008. Against this backdrop, Retail Banking remained a steady performer with a high return on capital. Further progress was made in improving the customer experience, efficiency and reducing costs in the Benelux and the preparing of new service models. In Central Europe and Asia, ING continued to grow its activities.

Underlying result before tax declined 29.6% to EUR 1,691 million in 2008, mainly due to an increase in underlying expenses and risk costs, while income declined slightly. Total result before tax declined 31.7% to EUR 1,420 million, as 2008 included EUR 271 million of charges recognised as special items related to the implementation of the Retail Netherlands Strategy. Total underlying income declined slightly, by 0.8%, to EUR 7,399 million. Underlying operating expenses increased 9.3% to EUR 5,307 million, predominantly in Central Europe due to the inclusion of ING Bank Turkey and investments in distribution channels and advertising campaigns. The underlying risk-adjusted return on capital (RAROC) after tax from Retail Banking decreased to 21.7% in 2008 from 37.0% in 2007.

New service models in the Benelux

In this increasingly competitive environment, ING is consolidating its branch networks in the Benelux and moving them towards the 'internet-first model' with its focus on low-cost, easy transactions and strong branding.

In 2007, ING announced a substantial investment in its retail banking direct channels and branch network in The Netherlands by combining the successful direct banking model of Postbank with the professional advice capabilities of ING Bank. Preparations were finalised to combine ING Bank and Postbank in the first quarter of 2009. All post offices, Postbank service shops, ATMs and branch interiors have been rebranded. As of January 2009, all branches started working according to ING's new 'bankshop' formula. The new bank will improve services and maintain a strong focus on cost-effective execution. It serves more than 8 million retail clients and 600,000 business customers. Improvements in operating efficiencies and an expected reduction of 2,500 full-time equivalents will significantly reduce operating costs.

ING Belgium continued the roll-out of a new service and distribution model in which traditional branches are being transformed into outlets with self-service cash functions and online banking access. In Belgium, ING attracted substantial inflows and new clients by introducing a range of online savings products for different target groups.

Mortgage production in The Netherlands fell significantly, as demand for mortgage financing dropped sharply. ING's focus is to keep volumes and market share stable without sacrificing margins.

Continued volume growth in Central Europe and Asia

Retail Banking is well positioned in Poland, Romania, Turkey and the important Asian markets of India and China. In 2008, ING invested in its distribution network with a focus on Poland, Romania, Turkey and India. Towards the end of the year, Retail Banking adapted its growth plans given the overall economic climate. ING remains committed to growth in emerging markets but will slow down the expansion. Given the current environment, ING will put more emphasis on cost reduction and de-risking in all markets.

In addition to full-service branches, ING Bank Turkey opened 15 express branches, which are cost-efficient with fewer staff and efficient operations.

In India, ING Bank has a 43.8% stake in ING Vysya Bank, which has opened new branches and ATMs.

In Thailand, ING Bank has a 25.2% stake in TMB Bank, a universal banking platform with a nationwide network.

In China, ING Bank holds a 16.1% stake in the Bank of Beijing. Bank of Beijing continued its expansion within and outside its home city.

Expansion of mid corporate clients

Mid Corporate Clients expanded in its home markets of The Netherlands and Belgium, as well as in Poland, Romania and Turkey.

Private Banking

ING Private Banking suffered from the ongoing market turmoil. Assets under management remained stable during the first nine months of 2008 but due to market events assets under management decreased by 9%. The crisis motivated many investors to move their assets into more conservative products, like deposits and savings. Provisioning in Asia was quite high given the exceptional market circumstances in 2008.

Looking forward

Given the current market upheaval ING's priorities are more than ever to be customer-oriented and to exceed customer expectations. Next to that, maintaining liquidity, increasing margins, controlling costs and managing risk are key. Across all regions steps have been taken to respond to the challenging conditions while remaining open to new opportunities.

ING DIRECT

ING Direct continued to show positive commercial results, despite an increasingly competitive marketplace and against the backdrop of the continuing crisis in the financial sector. Results were heavily impacted by fair value impairments on its investment portfolio due to the financial crisis. Client retail balances production was up EUR 24.4 billion to EUR 322.7 billion at year-end.

Although commercial performance remained positive, ING Direct posted an underlying loss before tax of EUR 1,125 million compared with a profit of EUR 530 million in 2007. Rising delinquencies, falls in house prices and a revision to the ultimate loss outlook led to an estimated credit loss of EUR 384 million, primarily on ING Direct's Alt-A RMBS portfolio. This triggered a EUR

1,891 million impairment through the profit and loss account as IFRS requires a write-down to market value at reporting date. The Illiquid Assets Back-up Facility arrangement in early 2009 with the Dutch State has reduced the uncertainty of the impact of any future losses on 80% of the Alt-A RMBS portfolio. Total underlying income declined by 60% in 2008 to EUR 878 million as a result of impairments, primarily on the Alt-A RMBS portfolio in the US. The total interest margin widened to 0.94% in 2008 from 0.75% in 2007 following rate reductions by central banks across the globe. Underlying operating expenses increased 7.6% to EUR 1,719 million due to higher expenses related in part to retention and win-back campaigns, as well as the inclusion of Interhyp from August 2008. The underlying risk-adjusted return on capital (RAROC) after tax fell to –18.2% from 14.3% in 2007 due to the impairments of the investment portfolio.

Leading direct bank

ING Direct is a direct banking business which is an important part of ING Bank's international retail strategy. It sells a limited number of simple banking products at very low cost to retail customers in nine major developed countries. ING Direct's vision is to become the world's most preferred consumer bank by being our customers' primary bank. ING Direct will therefore continue to put customers first and gradually expand its product offering while maintaining outstanding customer satisfaction levels.

Growth strategy

ING Direct is focusing on different sources of future growth. First, it aims at continued growth in customer numbers and savings deposits in countries where it is already present. Another source of growth is via an expansion of the product range. ING Direct aims to address the five major consumer needs: savings, mortgages, payment accounts, investment products and consumer lending. These products will only be introduced in a country if it is economically viable.

In 2008, ING Direct continued to invest in building the business and expanding its product offering, with investment costs amounting to EUR 331 million.

Developing the major product categories

Savings: ING Direct refined its savings products in all countries in which it is present to win new customers and new funds from existing customers in a more competitive market. Overall, production of funds entrusted was EUR 6.7 billion, mainly driven by strong growth in the United States. Including the impact of negative currency effects, total funds entrusted balances declined by EUR 0.5 billion to EUR 191.0 billion at year-end.

Mortgages: The own-originated mortgages portfolio grew by EUR 17.2 billion (up 18.6% from 2007), bringing the total residential mortgages portfolio to EUR 113.7 billion at year-end. ING Direct sharply monitors the quality of the new mortgage portfolio and has tightened its underwriting criteria accordingly.

Payment accounts: The performance of payment accounts was encouraging in 2008: 431,000 new accounts were opened in Spain, the United States, Germany and Italy, bringing the total to 1.3 million accounts over 2008. Payment accounts were launched in Italy in October and 8,000 accounts had been opened by year-end.

Investment products: Despite the ongoing financial crisis, ING Direct reported substantial net inflows of customers and funds in investment products, primarily in the US and Germany. Total balances of off-balance funds, however, declined by EUR 3.6 billion to EUR 15.1 billion as a result of lower asset prices.

Looking forward

Given the current priorities of preserving ING's capital position and the worsening economy, ING Direct will reduce expenses by about EUR 150 million in 2009, through lower operating and marketing expenses, and a head count reduction of around 600 FTEs.

In 2009, ING Direct will continue to gradually expand the product range.

RISK MANAGEMENT

Risk management in 2008

Taking measured risks is part of ING Bank's business. As a financial services company active in banking and investments, ING Bank is naturally exposed to a variety of risks. To ensure measured risk-taking ING Bank has integrated risk management in its daily business activities and strategic planning. Risk Management assists with the formulation of risk appetite, strategies, policies and limits and provides a review, oversight and support function throughout the Bank on risk-related issues. The main financial risks ING Bank is exposed to are credit risk (including transfer risk), market risk (including interest rate, equity, real estate, and foreign exchange risks), and liquidity risk. In addition, ING Bank is exposed to non-financial risks, e.g. operational and compliance risks. The way ING Bank manages these risks on a day-to-day basis is described in this risk management section.

Despite the fact that the ongoing crisis claims most of the management attention on a daily basis throughout risk management organisation, ING continued its long-term investments in risk management, including investments in people, governance, processes, measurement tools and systems. The Non-Financial Risk Dashboard, which was introduced internally and piloted in 2007 was implemented and presented to the Executive Board and the Audit Committee for the first time in November 2008.

Market developments 2008

Although the whole of 2008 was characterised by significant turmoil, it was in the second half of the year, after the default of Lehman Brothers, Washington Mutual and three Icelandic banks, that volatility in financial markets intensified. Throughout the world the prices of most major asset classes fell sharply. Equity markets came down significantly: year on year the S&P 500 declined 38% and the Dutch Amsterdam Exchange Index (AEX) declined 52%. Real estate prices were also under pressure. At 31 December 2008 the most prominent real estate index in the United States, the S&P Case-Shiller Index, was 18.6% lower than at the end of 2007. Moreover, credit spreads in the financial and corporate sector widened materially, both in the US and in Europe. The second half of 2008 showed a steep increase in corporate credit spreads which was for a major part driven by the auto and industrial sectors. Both short and long term interest rates dropped in Europe and more profoundly in the United States.

In response to these movements governments all over the world stepped in with rescue plans to buy pressurised assets, deposit guarantee programmes, capital injections or full nationalisations. In October 2008 ING Group and the Dutch state announced that an agreement had been reached on a EUR 10 billion capital injection from the Dutch state.

Risk mitigation

To counter the implications of the financial crisis ING decided to take several measures over the course of the year to reduce risk:

- *Deleveraging*

ING is working to reduce the bank's balance sheet by 10% by decreasing the non-lending part by 25%. ING intends to reduce the available for sale portfolio over time as proceeds from maturing securities will be used to fund ING-originated loans. Reducing trading activities, deposits at other banks and reverse-repos are expected to make up most of the remaining reduction. At the same time, lending activities will be maintained with focus on the Corporate and Retail business.

- *Reduction of credit risk*

In January 2009, ING Group entered into an Illiquid Assets Back-up Facility term sheet with the Dutch State covering ING's Alt-A residential mortgage backed securities (RMBS) portfolio. Through this agreement, which was closed in the first quarter of 2009, the Dutch State became the economic owner of 80% of the Alt-A RMBS portfolio. This transaction was concluded at 90% of the par value with respect to the 80% portion of the portfolio of which the Dutch State became the economic owner. Par value of the portfolio is approximately EUR 26 billion. Following the deteriorated economic outlook in the third and fourth quarter market prices for these securities had become depressed as liquidity dried up, which had an impact on ING's results and equity far in excess of estimated credit losses. The transaction with the Dutch State is expected to significantly reduce the uncertainty regarding the impact on ING of any future losses in the portfolio. As a condition to the Facility ING will commit to support the growth of the Dutch lending business for an amount of EUR 25 billion at market-conforming conditions. The Dutch State also acquired certain consent rights with respect to the sale or transfer of the 20% proportion of the Alt-A RMBS portfolio that is retained by ING.

- *Reduction of equity exposure - (available-for-sale)*

ING Bank's direct public equity exposure was reduced from EUR 3.6 billion at the end of 2007 to EUR 1.9 billion at year-end 2008. The reduction in exposure was due to negative revaluations, and sales.

Impact of financial crisis

Impact on pressurised asset classes

As a result of the deteriorating market conditions throughout 2008 ING Bank incurred negative revaluations on its investment portfolio, which impacted shareholders' equity. Furthermore, ING Bank incurred impairments, fair value changes and trading losses, which impacted its profit and loss account (P&L).

The table below shows the exposures and negative revaluations and losses taken on US sub-prime and US Alt-A residential mortgage backed securities (RMBS), Collateralised Debt Obligations (CDOs) and Collateralised Loan Obligations (CLOs) during 2008.

US Subprime RMBS, US Alt-A RMBS, CDOs/CLOs exposures, revaluations and losses

(amounts in millions of euros)	31 December 2008	------------ Change in 2008 ------------			31 December 2007	
	Market Value	Revaluation through Equity (pre-tax)	Writedown through P&L (pretax)	Other changes	Market value	Revaluation through Equity (pre-tax)
US Subprime RMBS	**104**	**–78**	**–81**	**3**	260	–53
US Alt-A RMBS	**16,726**	**–5,444**	**–1,823**	**290**	23,703	–826
CDOs/CLOs	**50**	**–26**	**–122**	**–1,126**	1,324	–67
Total	**16,880**	**–5,548**	**–2,026**	**–833**	25,287	–946

- ING Bank's total EUR 104 million exposure to US sub-prime assets relates to non originated loans acquired as investments in RMBS and represents some 0.01% of total ING Bank assets. At 31 December 2008 approximately 45% of ING Bank's US sub-prime portfolio was rated AA or higher. ING Bank does not originate sub-prime mortgages. The vast majority of the total mortgage backed securities (MBS) are (residential) mortgages that are not classified as sub-prime.
- ING Bank's total US Alt-A RMBS exposure at 31 December 2008 was EUR 16.7 billion. About 62% of this portfolio was AAA rated. ING's available-for-sale Alt-A investments are measured at fair value in the balance sheet. The substantial amount of negative pre-tax revaluation and impairments on this portfolio are mainly caused by the illiquid market.
- Net investments in CDOs/CLOs at 31 December 2008 were approximately 0.005% of total ING Bank assets. The vast majority of the CDOs/CLOs has investment grade corporate credit as underlying assets, only EUR 0.6 million has US subprime mortgages underlying. Other changes includes purchases and sales of CDOs/CLOs, as well as foreign currency effects.

EUR 16.5 billion of the EUR 16.9 billion exposure on US Subprime RMBS, US Alt-A RMBS and CDOs/CLOs is booked at fair value. An analysis of the method applied in determining the fair values of financial assets and liabilities, is provided in Note 29 'Fair value of Financial Assets and Liabilities' of the published Annual Report 2008 of ING Bank N.V. At 31 December 2008 the fair value of US Subprime RMBS, US Alt-A RMBS and CDOs/CLOs was as follows:

Fair value of US subprime RMBS, US Alt-A RMBS and CDOs/CLOs

2008 (in millions of euros)	Reference to published price quotations in active markets	Valuation technique supported by market inputs	Valuation technique not supported by market inputs	Total
US Subprime RMBS		**26**	**78**	**104**
US Alt-A RMBS		**234**	**16,133**	**16,367**
CDOs/CLOs	**–93**	**109**	**34**	**50**
Total	**–93**	**369**	**16,245**	**16,521**

Fair value of US subprime RMBS, US Alt-A RMBS and CDOs/CLOs

2007 **(in millions of euros)**	Reference to published price quotations in active markets	Valuation technique supported by market inputs	Valuation technique not supported by market inputs	Total
US Subprime RMBS	107	153		260
US Alt-A RMBS	19,547	4,156		23,703
CDOs/CLOs	28	1,279	17	1,324
Total	19,682	5,588	17	25,287

An amount of EUR 20 billion of mortgage backed securities in the United States was reclassified from Reference to published price quotations in active markets to Valuation technique not supported by market inputs in the third quarter of 2008. Reference is made to Note 29 'Fair value of financial assets and liabilities' of the published Annual Report 2008 of ING Bank N.V.

Impact on Real Estate

By the end of 2008 ING Bank's total exposure to real estate was EUR 8.9 billion of which EUR 4.9 billion was subject to revaluation through the profit and loss account. In 2008, ING recorded EUR 732 million pre-tax negative revaluations and impairments. ING's real estate portfolio has high occupancy rates and is diversified over sectors and regions but is clearly affected by the negative real estate markets throughout the world.

Impact on Equity securities - (available-for-sale)

Direct equity exposure at 31 December 2008 in this caption was EUR 1.9 billion (public). During 2008 ING booked EUR 258 million of pre-tax impairments on this direct public equity exposure. ING generally decides to impair a listed equity security based on two broad guidelines: when the fair value of the security is below 75% of the cost price or when the market price of the security is below the cost price for longer than six months.

Impact on other asset classes

Negative impact on results 2008 (pre-tax) from debt securities other than mentioned above amounted to EUR 63 million.

Impact on counterparty risk

In the third quarter a number of financial institutions were no longer expected to fulfil their obligations. ING incurred EUR 192 million pre-tax losses (excluding loan losses) on Lehman Brothers, Washington Mutual and the Icelandic banks. The loss included impairments of debt securities, trading losses and derivative positions, including the costs to replace derivatives on which the banks were counterparty.

Impact on Liquidity profile

Due to the financial crisis liquidity became scarce and central banks around the world provided funding to prevent the interbank market from drying up. ING's liquidity position remained within internally set limits. ING Bank has a favourable funding profile as the majority of the funding stems from client deposits. For further information on the steps ING has taken to reinforce its liquidity position, see the discussion under "Main Developments 2008" and "Main Developments 2009" in this Registration Document.

Ongoing volatility in the financial markets

The impacts have arisen primarily as a result of the deterioration of the US housing market which caused real estate prices to decline. This caused valuation issues in connection with ING Bank's exposure to US mortgage-related structured investment products, including sub-prime and Alt-A RMBS, CDOs and CLOs. In many cases, the markets for such instruments have become highly illiquid, and issues relating to counterparty credit ratings and other factors have exacerbated pricing and valuation uncertainties. Valuation of such instruments is a complex process involving the consideration of market transactions, pricing models, management judgement and other factors, and is also impacted by external factors such as underlying mortgage default rates, interest rates, rating agency actions and property valuations. While we continue to monitor our exposures in this area, in the light of the ongoing market environment and the resulting uncertainties concerning valuations, there can be no assurances that we will not experience further negative impacts on our shareholders' equity or profit and loss accounts from such assets in future periods.

The financial crisis has demonstrated the importance of having a robust risk management organisation in place. Although ING's risk management organisation and liquidity profile have helped it to limit the impact and manage the company through the turmoil, ING will continue to further strengthen its risk management organisation. The lessons learned in this crisis will contribute to this continuous process.

Introduction

To ensure measured risk taking throughout the organisation, ING Bank operates through a comprehensive risk management framework. This ensures the identification, measurement and control of risks at all levels of the organisation so that ING Bank's financial strength is safeguarded.

The mission of ING Bank's risk management function is to build a sustainable competitive advantage by fully integrating risk management into daily business activities and strategic planning. This mission is fully embedded in ING Bank's business processes.

The following principles support this objective:

– Products and portfolios are structured, underwritten, priced, approved and managed appropriately and compliance with internal and external rules and guidelines is monitored;

– ING Bank's risk profile is transparent, 'no surprises', and consistent with delegated authorities;

– Delegated authorities are consistent with the overall strategy and risk appetite;

– Transparent communication to internal and external stakeholders on risk management and value creation.

Risk governance

ING's risk management framework is based on a 'three lines of defence' concept which ensures that risk is managed in line with the risk appetite as defined by the Executive Board and is cascaded throughout ING Group (including ING Bank). This concept provides a clear allocation of responsibilities for the ownership and management of risk, to avoid overlaps and/or gaps in risk governance. Business line management and the regional and local managers have primary responsibility for the day-to-day management of risk and form the first line of defence. The risk management function, both at corporate and regional/local level, belongs to the second line of defence and has the primary responsibility to align risk taking with strategic planning, such as in limit setting. Risk managers in the business lines have a functional reporting line to the Corporate Risk General Managers described below. The internal audit function provides an ongoing independent (i.e. outside of the risk organisation) and objective assessment of the effectiveness of internal controls, including financial and operational risk management and forms the third line of defence.

Economic Capital

One of the main risk management tools for ING Bank is Economic Capital which is used to determine the amount of capital that a transaction or business unit requires to support the economic risks it faces. ING Bank implemented Economic Capital for internal use in 1998. Since 1999 ING Bank has been disclosing Economic Capital information externally. The tables below provide ING Bank's Economic Capital by risk type and business line. Figures shown reflect all diversification effects within ING Bank, including risk reduction between the risk categories. Diversification effects that arise as a result of combining ING Bank and ING Insurance activities are not taken into account. Business risk is included in the other risks category to cover unexpected losses that may arise as a result of changes in volumes, margins and costs.

Economic Capital is defined as the amount of capital that a transaction or business unit requires in order to support the economic risks it originates. In general Economic Capital is measured as the unexpected loss above the expected loss at a given confidence level. Specific measurement by risk type is described in greater detail in the separate risk type sections; i.e. credit and transfer and operational risk as well as market and business risk bank.

This Economic Capital definition is in line with the net market value (or surplus) definition. The process of Economic Capital modelling enables ING Bank to allocate Economic Capital to the business units and support risk-adjusted performance measurement (RAROC). By comparing Economic Capital figures with ING's available financial resources, adequate capital buffers can be ensured.

The following table provides the Economic Capital break down by risk category including diversification benefits proportionally allocated to the risk types:

Economic Capital (Bank diversified only) by risk category

(amounts in millions of euros)	**2008**	2007
Credit risk (including Transfer risk)	**8,686**	7,503
Market risk	**10,349**	7,407
Other risks *	**3,372**	3,017
Total banking operations	**22,407**	17,927

* Other risks includes operational risk as well as business risk.

Credit risk

Credit risk is the risk of loss from default by debtors (including bond issuers) or trading counterparties. Credit risks are split into five principal risk categories: a) lending (including guarantees and letters of credit); b) investments; c) pre-settlement (derivatives, securities financing and foreign exchange trades); d) money markets and e) settlement. Corporate Credit Risk Management (CCRM) is responsible for the measurement and management of credit risk incurred by all ING Bank entities, including country-related risks. CCRM is organised along the three business lines of ING Bank (e.g. Retail Banking, Wholesale Banking and ING Direct) and ING Insurance. The CCRM General Manager is functionally responsible for the global network of credit risk staff, while the heads of the credit risk management functions for the business lines report directly to him.

ING Bank's credit policy is to maintain an internationally diversified loan and bond portfolio, while avoiding large risk concentrations. The emphasis is on managing business developments within the business lines by means of top-down concentration limits for countries, individual borrowers and borrower groups. The aim within the banking sector is to expand relationship-banking activities, while maintaining stringent internal risk/return guidelines and controls.

Economic Capital for credit risk and for transfer risk is the portion of Economic Capital held to withstand unexpected losses inherent in the credit portfolios related to (unexpected) changes in the underlying creditworthiness of debtors or the recovery value of underlying collateral (if any). Credit risk and transfer risk capital are calculated on all portfolios which contain credit or transfer risk, including investment portfolios. The same methodology is used for both the banking and the insurance operations.

Economic Capital for credit risk and for transfer risk are calculated using internally developed models with a 99.95% confidence level and a time horizon of one year, which represents ING's desired credit rating.

ING Bank's credit exposure is mainly related to traditional lending to individuals and businesses followed by investments in bonds and other securitised assets. Loans to individuals are mainly mortgage loans secured by residential property. Loans (including guarantees issued) to businesses are often collateralised, but can be unsecured based on internal analysis of the borrowers' creditworthiness. Bonds in the investment portfolio are generally unsecured. Securitised assets such as Mortgage Backed Securities (MBS) and Asset Backed Securities (ABS) are secured by the pro rata portion of the underlying diversified pool of assets (commercial or residential mortgages, car loans and other assets) held by the issuer of the security. The last major area of credit risk involves pre-settlement credit exposures which arise from trading activities, including derivatives, repurchase transactions and securities lending/borrowing and foreign exchange transactions.

For the banking operations, ING uses various market pricing and measurement techniques to determine the amount of credit risk on pre-settlement activities. These techniques estimate ING's potential future exposure on individual and portfolios of trades. Master agreements and collateral agreements are frequently entered into to reduce these credit risks.

Risk classes are defined based upon the quality of the exposures in terms of creditworthiness, varying from investment grade to problem grade expressed in S&P equivalents.

Risk classes ING Bank portfolio by business line, as % of total outstandings [(1)]

		2008	2007
1	(AAA)	**12.6%**	12.8%
2-4	(AA)	**14.5%**	18.6%
5-7	(A)	**12.5%**	11.8%
8-10	(BBB)	**26.2%**	24.7%
11-13	(BB)	**26.6%**	25.8%
14-16	(B)	**4.8%**	4.3%
17-22	(CCC & Problem Grade)	**2.8%**	2.0%
		100.0%	100.0%

(1) Based on credit risk measurement contained in lending, pre-settlement, money market and investment activities.

The ratings reflect probabilities of default and do not take collateral into consideration.

Largest economic exposures: ING Bank lending portfolio, by country [1,2]

(amounts in billions of euros)	**2008**	2007
Netherlands	**229.1**	211.4
United States	**99.1**	87.3
Belgium	**79.3**	73.3
Germany	**74.2**	64.4
Spain	**55.7**	51.3
United Kingdom	**29.5**	36.8
France	**28.3**	21.7
Italy	**28.0**	25.3
Australia	**27.3**	30.4
Canada	**18.8**	17.5
Poland	**11.8**	9.5
Turkey	**9.4**	8.9

(1) Only covers total exposures in excess of EUR 9 billion, including intercompany exposure with ING Insurance.

(2) Country is based on the country of residence of the obligor.

Market risk

Market risk is the risk that movements in market variables, such as interest rates, equity prices, foreign exchange rates and real estate prices, negatively impact the bank's earnings, market value or liquidity position. Market risk either arises through positions in trading books or through the banking book positions. The trading positions are held for the purpose of benefiting from short-term price movements, while the banking book positions are intended to be held in the long-term (or until maturity) or for the purpose of hedging other banking book positions.

CMRM uses the Value-at-Risk (VaR) methodology as its primary risk measure. The VaR for market risk quantifies, with a one-sided confidence level of 99%, the maximum overnight loss that could occur due to changes in risk factors (e.g. interest rates, foreign exchange rates, equity prices, credit spreads, implied volatilities) if positions remain unchanged for a time period of one day. The impact of historical market movements on today's portfolio is estimated, based on equally weighted observed market movements of the previous year. ING uses VaR with a 1-day horizon for internal risk measurement, control and backtesting, and VaR with a 10-day horizon for determining regulatory capital. ING's VaR model has been approved by the Dutch Central Bank to be used for the regulatory capital calculation of its most important trading activities.

Consolidated trading VaR: ING Wholesale Banking

(amounts in millions of euros)	Minimum		Maximum		Average		Year-end	
	2008	2007	**2008**	2007	**2008**	2007	**2008**	2007
Foreign exchange	**4**	2	**9**	7	**5**	4	**7**	4
Equities	**5**	5	**13**	13	**8**	9	**7**	6
Interest rates	**33**	22	**58**	43	**45**	27	**43**	43
Diversification [1]					**–5**	–6	**–3**	–5
Total VaR					**53**	34	**54**	48

(1) The total VaR for the columns Minimum and Maximum can not be calculated by taking the sum of the individual components since the observations for both the individual markets as well as total VaR may occur on different dates.

Note: the above captions are consistent with those used for internal risk management purposes and do not relate to financial statement captions.

Non-trading risk- interest rate risk

In the following sections, the risk figures for interest rate risk in the banking books are presented. ING Bank uses several risk measures to manage interest rate risk both from an earnings and a value perspective. Earnings-at-Risk (EaR) is used to provide the earnings perspective and the Net Present Value (NPV)-at-Risk and Basis Point Value (BPV) figures provide the value perspective.

Earnings at Risk (EaR)

EaR measures the impact on (pre tax) IFRS earnings resulting from changes of market rates over a time period of one year. Changes in balance sheet dynamics and management interventions are not incorporated in these calculations. The EaR figures in the table below are determined on the basis of an instantaneous upward 1% parallel shock in market rates. This shock is assumed to take place at the beginning of the year and the market rates are assumed to remain stable for the remainder of the year. For the Asset and Liability Management (ALM) books EaR measures the potential loss of earnings due to the structural mismatch in interest rate positions. The calculations for the ALM books capture the EaR resulting from the current positions. For the commercial banking books the EaR captures the interest rate risks resulting from savings, current accounts and the main mortgage portfolios. The impact of new business is included in the EaR calculations for the savings and demand deposits portfolios, as it is most relevant for these portfolios. The EaR of the Corporate Line, i.e. the investment of ING Bank's own funds, reflects the interest risk profile of the investments only. This is in line with the accounting based definition of (pre tax) EaR.

Earnings at Risk (1% instantaneous upward shock to interest rates)

(amounts in millions of euros)	**2008**	2007
By Business Line		
ING Wholesale Banking	**–91**	–87
ING Retail Banking	**–102**	–121
ING Direct	**5**	–5
ING Bank Corporate Line	**46**	26
ING Bank Total	**–142**	–187
By Currency		
Euro	**–220**	–125
US dollar	**80**	9
Pound sterling	**5**	–13
Other	**–7**	–58
Total	**–142**	–187

Net Present Value (NPV)

The Net Present Value (NPV) at Risk figures represent the full value impact (i.e. including convexity) to the banking books resulting from changing interest rates. This full value impact cannot be linked directly to the balance sheet or profit and loss account as the fair value movements in banking books are generally not reported through the profit and loss account or through equity. The largest part, namely the value mutations of the amortised cost balances, is neither recognised in the balance sheet nor directly in the profit and loss account. These mutations would be expected to materialise over time in e.g. the profit and loss account, if interest rates develop according to forward rates throughout the remaining maturity of the portfolio. The NPV at Risk figures in the table below are determined on the basis of an instantaneous upward 1% parallel shock of market rates in line with the EaR calculations. For the ALM books the NPV at Risk figures again capture the potential change of value due to the structural mismatch in interest rate positions. For the commercial banking books the NPV-at-Risk calculations capture the convexity resulting from the optionality in the main mortgage portfolios, e.g. the option for clients to prepay in case of moving house. In these calculations it is assumed that savings and other demand deposits of Retail and Wholesale Banking are perfectly represented via the replicating methods and therefore are fully hedged. The NPV at Risk of the Corporate Line again only reflects the interest risk profile of the investments of the bank's own funds.

NPV-at-risk (1% instantaneous upward shock to interest rates)

(amounts in millions of euros)	**2008**	2007
By Business Line		
ING Wholesale Banking	**–674**	–442
ING Retail Banking	**–100**	–222
ING Direct	**–232**	–234
ING Bank Corporate Line	**–1,388**	–892
ING Bank Total	**–2,394**	–1,790
By Currency		
Euro	**–2,105**	–1,498
US dollar	**–238**	–439
Pound sterling	**–40**	74
Other	**–11**	73
Total	**–2,394**	–1,790

Basis Point Values (BPV)

The Basis Point Value (BPV) figures below represent the value impact to the banking books resulting from a change in interest rates of 1 basis point. The BPV figures represent the directional position under a small upward shift in interest rates and do not capture the convexity resulting from the optionality in mortgages under larger interest rate movements.

BPV's per currency

(amounts in thousands of euros)	**2008**	2007
By Currency		
Euro	**–19,176**	–15,165
US dollar	**337**	–2,055
Pound sterling	**–582**	778
Other	**–373**	706
Total	**–19,794**	–15,736

Equity price risk in the banking books

Equity price risk arises from the possibility that equity security prices will fluctuate, affecting the value of equity securities and other instruments whose price reacts similarly to a particular security, a defined basket of securities, or a securities index. ING Bank maintains a strategic portfolio with substantial equity exposure in its banking books. This equity exposure mainly consists of the investments in associates of EUR 1,813 million (2007: EUR 2,010 million) and equity securities held in the available-for-sale portfolio of EUR 1,863 million (2007: EUR 3,627 million). The value of equity securities held in the available-for-sale portfolio is directly linked to equity security prices with increases/decreases being recognised (except in the case of impairment) in the revaluation reserve. During the year ended 31 December 2008 the revaluation reserve relating to equity securities held in the available-for-sale portfolio fluctuated between a month-end low amount of EUR 776 million (2007: EUR 518 million) and a high amount of EUR 1,969 million (2007: EUR 2,580 million). Investments in associates are measured in accordance with the equity method of accounting and the balance sheet value is therefore not directly linked to equity security prices.

Liquidity risk

Liquidity risk is the risk that ING Bank or one of its subsidiaries cannot meet its financial liabilities when they come due, at reasonable cost and in a timely manner. Liquidity risk can materialise both through trading and non-trading positions. Within ING Bank the liquidity risk framework has been determined by Asset and Liability Committee (ALCO) Bank, which bears the overall responsibility for liquidity risk. The liquidity risk framework is further cascaded down the organisation under the responsibility of the regional and local ALCOs. The main objective of ING's liquidity risk framework is to maintain sufficient liquidity in order to ensure safe and sound operations. For this purpose liquidity risk is considered from three different angles namely from a structural, tactical and a contingency point of view.

Structural liquidity risk

Structural liquidity risk is the risk that the structural, long term balance sheet can not be financed timely or at a reasonable cost. In this view of liquidity risk the total on and off balance sheet positions are considered from a structural asset and liability management perspective.

Tactical liquidity risk

From a tactical, short-term perspective the liquidity risk resulting from the short term cash and collateral positions is managed. ALCO Bank has delegated day-to-day liquidity management to Financial Markets Amsterdam, which is responsible for managing the overall liquidity risk position of ING Bank, while regional and local Financial Markets departments are responsible for managing liquidity in their respective regions and locations.

Contingency liquidity risk

Contingency liquidity risk relates to the organisation and planning for liquidity management in times of stress. Within ING a specific crisis team is responsible for the liquidity management in times of crisis. This crisis team consists of the CRO, the CFO, the Executive Board member responsible for Wholesale Banking, the Directors of CMRM and Capital Management and all the main treasurers of both ING Bank and ING Insurance. Within ING it is policy to have adequate and up-to-date contingency funding plans in place throughout the organisation. The main objective of ING's contingency funding plans is to enable senior management to act effectively and efficiently at times of crisis. The contingency funding plans are established for addressing temporary and long-term liquidity disruptions caused by a general event in the market or an ING specific event. These plans ensure that all roles and responsibilities are clearly defined and all necessary management information is in place. The contingency funding plans are regularly tested both on consolidated and local level in order to be best prepared for potential liquidity risk issues.

NON-FINANCIAL RISKS

Operational Risk

Operational risk is the risk of direct or indirect loss resulting from inadequate or failed internal processes, people and systems or from external events. It includes the related risk of reputation loss, as well as legal risk whereas strategic risks are not included. Effective operational risk management leads to more stable business processes (including IT systems) and lower operational risk costs.

ING recognises the following operational risk areas:

- *Control risk* is the risk of loss due to non-adherence to business policies or guidelines. Control risks can lead to losses incurred due to non-compliance with controls established in connection with items such as governance procedures, new product approval procedures, and/or project management methods. Control risk can stem from improper or insufficient monitoring of entities or activities.

- The risk of a loss caused by unauthorised employee activities, including -but not limited to- unauthorised approvals or overstepping of authority are considered *unauthorised activity risk*.
- *Processing risk* deals with the risk of losses due to failed transaction processing or process management. These events are normally not intentional and usually involve documenting or completing current business transactions.
- *Employment practice risk* is the risk of loss due to actions which are consistent with employment, health or safety laws, or agreements, from payment of personal injury claims or from diversity /discrimination events. Managing this risk means: meeting health and workplace regulations; preventing discrimination and harassment; and in case this does happen, taking adequate counter measures.
- *Personal and physical security risk* is the risk of criminal and environmental threats that might endanger the security of ING personnel (within and outside ING locations, while travelling or being expatriated) and ING assets or might have an impact on the ING organisation.
- *Information (Technology) risk* is the risk of loss due to inadequate information security, resulting in a loss of information confidentiality and/or integrity and/or availability. Aspects of information (technology) risks are user access controls, platform security controls, change management controls, sourcing controls, security monitoring controls and fundamental information security controls.
- *Continuity risk* is the risk of events (e.g. natural disasters, power outages, terrorism) leading to a situation that threatens the continuation of business (including people and assets).
- *Internal and external fraud risk* is the risk of loss due to deliberate abuse of procedures, systems, assets, products and/or services of ING by those who intend to deceitfully or unlawfully benefit themselves or others.

Compliance Risk

Compliance risk is defined as the risk of damage to ING's integrity as a result of failure (or perceived failure) to comply with relevant laws, regulations, internal policies and procedures or ethical standards. In addition to reputational damage, failure to effectively manage Compliance Risk can expose financial institutions to fines, civil and criminal penalties, payment of damages, court orders and suspension or revocation of licenses. A failure (or perceived failure) can adversely impact customers, staff and shareholders of ING.

ING believes that fully embedded Compliance Risk Management preserves the trust its customers, shareholders and staff have in ING and is important for the way ING does business. Managing Compliance Risk is fundamental to driving value. The pursuit of long term business sustainability requires proper conduct of business activities in accordance with the high ethical standards of ING's Business Principles. These principles not only reflect laws and regulations, but are also based on ING's core values: integrity, entrepreneurship, professionalism, responsiveness and teamwork.

Clear and accessible policies and procedures are required to be implemented in ING business processes in all Business Lines. An infrastructure is in place to enable management to track current and emerging Compliance Risk issues, to communicate these to internal and external stakeholders, and to drive continuous improvement. ING understands that good Compliance Risk Management involves understanding and delivering on the expectations of customers and other stakeholders, thereby improving the quality of key relationships based on honesty, integrity and fairness.

For more information about Risk management see “Risk management” section in the ING Bank Annual Report 2008.

SECOND QUARTER RESULTS AS PUBLISHED ON 12 AUGUST 2009 (UNAUDITED)

Income

Total income decreased by 9.9%, or EUR 773 million, to EUR 7,025 million from EUR 7,798 million for the six months ended 30 June 2008, mainly due to a strong decrease in investment income and other income, partly offset by a strong growth in interest result.

The net interest result for the six months ended 30 June 2009 increased by EUR 1,028 million, or 19.3%, to EUR 6,349 million, from EUR 5,321 million for the six months ended 30 June 2008, attributable to Commercial Banking (EUR 646 million), ING Direct (EUR 343 million), Retail Banking (EUR 35 million) and Corporate Line (EUR 4 million). The total interest margin in the six months ended 30 June 2009 was 1.26%, an increase of 21 basis points compared with the six months ended 30 June 2008, mainly due to de-leveraging of the balance sheet (estimated effect 10 basis points), higher interest margins at ING Direct (effect 4 basis points) and higher margins in Commercial Banking.

Commission income for the six months ended 30 June 2009 decreased by EUR 198 million, or 13.5%, to EUR 1,274 million, from EUR 1,472 million for the six months ended 30 June 2008. The decrease was primarily due to EUR 167 million lower management fees (on the back of lower asset values, especially in Retail Banking and ING Real Estate), EUR 15 million lower funds transfer commission and EUR 34 million lower other commission income, only partly compensated by EUR 25 million higher securities business commission.

Investment and Other income decreased by EUR 1,603 million to a negative EUR 598 million for the six months ended 30 June 2009, from EUR 1,005 million for the six months ended 30 June 2008. The decrease reflects EUR 583 million of impairments, primarily on debt securities, and EUR 370 million of negative fair value changes on direct real estate investments in the first six months of 2009. In the first six months of 2008 impairments were EUR 136 million and fair value changes on direct real estate investments amounted to negative EUR 221 million. EUR 79 million lower realised gains on sale of equity securities and EUR 38 million lower dividend income were more than compensated by EUR 183 million higher realised gains on sale of bonds. The decline in Other income was mainly caused by EUR 760 million lower valuation results from non-trading derivatives, for which hedge accounting is not applied, and EUR 257 million higher losses from associates (mainly at ING Real Estate due to the downward valuation of listed funds).

Expenses

Operating expenses for the six months ended 30 June 2009 increased by EUR 123 million, or 2.4%, to EUR 5,175 million, from EUR 5,052 million for the six months ended 30 June 2008. The increase is fully caused by the special items (in the first six months of 2009 EUR 488 million and in the first six months of 2008 EUR 163 million), mainly provisions and costs related to the Retail Netherlands strategy and the restructuring as part of the Bank initiative to reduce operating expenses by EUR 650 million in 2009. Excluding the special items, operating expenses declined by EUR 202 million or 4.1%. The positive impact of the cost-containment initiatives was partly offset by EUR 76 million of impairments on real estate development projects and a EUR 84 million increase of deposit insurance premiums paid by ING Direct. The cost/income ratio deteriorated to 73.7% from 64.8% in the first six months of 2008 driven by the sharp decline in investment and other income

.

Addition to the provision for loan losses

The provision for loan losses reflected an addition of EUR 1,625 million for the six months ended 30 June 2009, compared with an addition of EUR 331 million for the first half of 2008, representing an increase of EUR 1,294 million, of which EUR 612 million was attributable to Commercial Banking, EUR 438 million to Retail Banking and EUR 244 million to ING Direct.

Result before tax and net result

The result before tax for the six months ended 30 June 2009 decreased by EUR 2,190 million, or 90.7%, to EUR 225 million, from EUR 2,415 million for the six months ended 30 June 2008. The effective tax rate decreased from 26.0% (EUR 628 million) for the six months ended 30 June 2008, to 8.4% (EUR 19 million) for the six months ended 30 June 2009. Net result decreased by EUR 1,505 million, or 82.7%, to EUR 315 million.

Underlying result before tax and net result

ING manages its banking activities on an underlying result basis. Underlying result before taxation is defined as result before taxation excluding the impact of divestments and special items. A reconciliation of net result to underlying result can be found in Note 9 “Segment reporting” of the interim accounts of the period ended 30 June 2009, which are incorporated by reference herein.

The underlying result before tax, which excludes the effects of divestments and special items, decreased by EUR 1,968 million, or 76.3%, from EUR 2,579 million in the first six months of 2008 to EUR 611 million in the first six months of 2009. Underlying net result decreased by EUR 1,363 million, or 70.2%, from EUR 1,941 million to EUR 578 million.

Total assets

Total assets decreased by EUR 123 billion, or 11.9%, to EUR 912 billion at 30 June 2009, from EUR 1,035 billion at 31 December 2008, primarily the consequence of ING Group’s target to reduce the bank balance sheet total at the end of 2009 by 10% from the end of September 2008.

The decrease is largely attributable to the change in product features for current accounts that allows netting in the balance sheet under IFRS (effect approximately EUR 80 billion, mainly at loans and advances to customers) and the reducing of financial assets at fair value by EUR 42 billion, of which EUR 23 billion trading derivatives and EUR 18 billion in securities borrowing and reverse repos. The composition of the balance sheet was effected by a reclassification at ING Direct from investments to loans and advances (EUR 17 billion) and to amounts due from banks (EUR 6 billion). As a consequence of the Illiquid Assets Back-up Facility EUR 14 billion of Alt-A RMBS was derecognised from investments and replaced by a receivable of EUR 20 billion from the Dutch government, under loans and advances, as part of the agreement.

Loans and advances to customers

The decrease of loans and advances to customers by EUR 37 billion is distorted by the changed netting of current accounts (effect EUR –76 billion), the reclassification from investments at ING Direct (effect EUR +17 billion) and the Illiquid Assets Back-up Facility (effect EUR +20 billion). Excluding the netting effect, the reclassification and the IABF, loans and advances increased by EUR 2 billion. The EUR 13 billion growth in residential mortgages was largely offset by the decrease by EUR 10 billion in corporate lending, of which EUR 3 billion in the Netherlands.

Total liabilities

Total liabilities decreased by EUR 128 billion, or 12.7%, in the first six months of 2009 to EUR 883 billion from EUR 1,011 billion at 31 December 2008, also primarily the consequence of ING Group's target to reduce the balance sheet total by 10%. The decrease is largely attributable to the changed netting of current accounts (effect approximately EUR 80 billion) and the reducing of financial liabilities at fair value by EUR 37 billion, of which EUR 24 billion trading derivatives and EUR 9 billion in securities lending and repos. The strong decrease of amounts due to banks (EUR –48 billion) was partly offset by an increase of debt securities in issue by EUR 27 billion.

Customer deposits and other funds on deposit

The decrease of customer deposits and other funds on deposits by EUR 66 billion is largely attributable to the changed netting of current accounts. Excluding the netting effect, customer deposits grew by EUR 10 billion. Lower corporate deposits, especially in the Netherlands, were more than offset by the strong increase in savings by EUR 18 billion, especially at ING Direct (EUR 11 billion), ING Belgium (EUR 5 billion) and ING Retail Netherlands (EUR 2 billion).

Liquidity

Throughout the credit and liquidity crisis, ING Bank has maintained its liquidity position within its conservative internal targets. ING Bank's loan-to-deposit ratio was 1.11 at 30 June 2009, excluding the reclassified securities. ING Bank continues to benefit from its diversified funding profile and stable liquidity position.

Key capital and leverage ratios

ING Bank's Tier 1 and core Tier 1 capital remained robust in the first half of 2009. Total Tier 1 capital increased by EUR 0.4 billion, mainly due to the year to date net profit in the Bank. ING Bank's Tier 1 ratio increased from 9.3% at year-end 2008 to 9.4% at the end of June 2009. The core Tier 1 ratio remained stable on 7.3%, while the BIS capital ratio declined from 12.8% at the end of December 2008 to 12.5% at the end of June 2009.

Risk management

ING Bank is taking de-risking measures to preserve shareholders' equity and limit earnings volatility. Key measure in place is the Illiquid Assets Back-up Facility with the Dutch State on the Alt-A RMBS portfolio.

ING Bank's exposure to Asset Backed Securities (ABS) declined to EUR 41.1 billion at 30 June 2009 from EUR 55.4 billion at the end of December 2008. ABS in the available for sale (AFS) investment portfolio declined from EUR 42.3 billion at the end of December 2008 to EUR 14.6

billion at the end of June. Pre-tax impairments on ABS were EUR 557 million in the first six months 2009, of which EUR 411 million in the Alt-A RMBS portfolio.

ING Bank's Alt-A RMBS portfolio declined from EUR 16.7 billion at the end of December 2008 to EUR 2.8 billion at the end of June 2009, driven by the Illiquid Assets Back-up Facility with the Dutch State. EUR 330 million of the EUR 411 million impairments on Alt-A RMBS was on newly impaired RMBS. These new impairments were triggered by an estimated credit loss of EUR 63 million. Re-impairments on previously impaired bonds were limited to EUR 81 million as market prices for Alt-A RMBS were relatively stable in the first six months of 2009.

ING Bank's subprime RMBS book amounted to EUR 49 million at the end of the second quarter. ING Bank took EUR 107 million pre-tax impairments on subprime RMBS in the first six months.

ING Bank's CDO/CLO portfolio was EUR 693 million at the end of June 2009. The CDOs in ING Bank's portfolio generally reference to investment-grade corporate credit.

Two CLO positions within ING Commercial Banking had credit protection via credit default swaps with a monoline insurer. The CLO positions have a nominal value of EUR 560 million. Negative movements in their fair value were fully offset by positive movements on the credit default swaps up until the end of the first quarter of 2009. In the second quarter, the credit rating of the monoliner was downgraded significantly. As a result, the two CLO positions were no longer credit protected, causing a EUR 58 million write-down on the credit default swaps through the P&L.

The commercial mortgage backed securities (CMBS) portfolio had a market value of EUR 2.6 billion at the end of June 2009. There are no impairments on ING Bank's CMBS portfolio to date.

ING Bank's direct real estate exposure at 30 June 2009 was EUR 8.5 billion, of which EUR 4.1 billion is subject to revaluation through the P&L. In the first six months of 2009 ING Bank took a EUR 676 million pre-tax negative revaluation through the P&L on this portfolio.

Risk-weighted assets (RWA) increased by EUR 1.7 billion to EUR 345.1 billion in the first six months of 2009. Credit rating migration generated EUR 22 billion of RWA in the first six months, mainly in the loan book and due to downgrades of securities. The adverse impact of credit rating migration was partially offset by balance sheet reduction, a lower average Value-at-Risk in the trading book, the Illiquid Assets Back-up Facility and FX impacts.

Looking ahead

We have made strides to reduce risk, stabilise the capital base and simplify our organisation in the first half. The merger of ING's Dutch retail banking operations is well on track. In line with our Back to Basics strategy, we have also agreed to sell several non-core or sub-scale businesses in our efforts to streamline the Group and sharpen our strategic focus. We are currently reviewing additional strategic options to facilitate our continued transformation and realise our ambition to repay the Dutch State. The process will also support ING's efforts to meet the restructuring requirements set out by the European Commission for financial institutions that received state aid in the context of the financial crisis. In the meantime, we continue to focus on providing first-rate service to our customers and providing them with simpler and more transparent products.

SECOND QUARTER CONSOLIDATED BALANCE SHEET OF ING BANK N.V.*

(amounts in millions of euros)	**30 June 2009**	31 December 2008

Assets		
Cash and balances with central banks	**17,222**	18,169
Amounts due from banks	**51,355**	48,447
Financial assets at fair value through profit and loss	**133,313**	175,022
Investments	**105,893**	148,805
Loans and advances to customers	**561,249**	598,328
Investments in associates	**1,559**	1,813
Real estate investments	**2,709**	2,884
Property and equipment	**5,777**	5,686
Intangible assets	**2,441**	2,415
Other assets	**30,454**	33,120
Total assets	**911,972**	1,034,689
Equity		
Shareholders' equity (parent)	**27,653**	22,889
Minority interests	**1,150**	1,232
Total equity	**28,803**	24,121
Liabilities		
Subordinated loans	**20,929**	21,657
Debt securities in issue	**111,265**	84,272
Amounts due to banks	**104,135**	152,265
Customer deposits and other funds on deposit	**471,368**	537,683
Financial liabilities at fair value through profit and loss	**146,350**	183,670
Other liabilities	**29,122**	31,021
Total liabilities	**883,169**	1,010,568
Total equity and liabilities	**911,972**	1,034,689

* These figures have been derived from the unaudited six-month figures in respect of the second quarter of the financial year ended 30 June 2009.

SECOND QUARTER CONSOLIDATED PROFIT AND LOSS ACCOUNT OF ING BANK N.V. *

	1 January to 30 June	6 month period 1 January to 30 June
amounts in millions of euros	**2009**	2008
Interest income banking operations	**44,737**	46,721
Interest expense banking operations	**38,388**	41,400
Interest result banking operations	**6,349**	5,321
Investment income	**-652**	-102
Commission income	**1,274**	1,472
Other income	**54**	1,107
Total income	**7,025**	7,798
Addition to loan loss provision	**1,625**	331
Intangible amortisation and other impairments	**99**	23
Staff expenses	**2,794**	3,015
Other operating expenses	**2,282**	2,014
Total expenses	**6,800**	5,383
Result before tax	**225**	2,415
Taxation	**19**	628
Net result (before minority interests)	**206**	1,787
Attributable to:		
Shareholders of the parent	**315**	1,820
Minority interests	**-109**	-33
	206	1,787

* These figures have been derived from the unaudited six-month figures in respect of the second quarter of the financial year ended 30 June 2009.

CONSOLIDATED BALANCE SHEET OF ING BANK N.V.*

(amounts in millions of euros)	**31 December 2008**	31 December 2007
Assets		
Cash and balances with central banks	**18,169**	9,829
Amounts due from banks	**48,447**	48,875
Financial assets at fair value through profit and loss:		
- trading assets	**159,843**	192,215
- non-trading derivatives	**10,631**	6,784
- designated as at fair value through profit and loss	**4,548**	9,146
Investments:		
- available-for-sale	**133,365**	143,632
- held-to-maturity	**15,440**	16,753
Loans and advances to customers	**598,328**	526,323
Investments in associates	**1,813**	2,010
Real estate investments	**2,884**	3,527
Property and equipment	**5,686**	5,330
Intangible assets	**2,415**	1,883
Other assets	**33,120**	27,806
Total assets	**1,034,689**	994,113
Equity		
Shareholders' equity (parent)	**22,889**	25,511
Minority interests	**1,232**	1,684
Total equity	**24,121**	27,195
Liabilities		
Subordinated loans	**21,657**	18,786
Debt securities is issue	**84,272**	55,990
Amounts due to banks	**152,265**	166,972
Customer deposits and other funds on deposit	**537,683**	528,197
Financial liabilities at fair value through profit and loss:		
- trading liabilities	**152,611**	148,887
- non-trading derivatives	**17,050**	5,569
- designated as at fair value through profit and loss	**14,009**	13,882
Other liabilities	**31,021**	28,635
Total liabilities	**1,010,568**	966,918
Total liabilities and equity	**1,034,689**	994,113

BREAKDOWN OF SHAREHOLDERS' EQUITY OF ING BANK N.V.*

(amounts in millions of euros)	**31 December 2008**	31 December 2007
Share capital	**525**	525
Share premium	**16,392**	9,192
Revaluation reserve	**-3,857**	2,105
Currency translation reserve	**-475**	-18
Other reserves	**10,304**	13,707
Shareholders' equity (parent)	**22,889**	25,511

*These figures have been derived from the audited annual accounts of ING Bank N.V. in respect of the financial year ended 31 December 2008.

CONSOLIDATED PROFIT AND LOSS ACCOUNT OF ING BANK N.V.*

(amounts in millions of euros)	**2008**	2007
Interest income	**97,578**	76,765
Interest expense	**-86,292**	-67,730

Interest result		**11,286**		9,035
Investment income		**-2,386**		809
Net gains/losses on disposal of group companies		**162**		138
Gross commission income	**3,994**		4,166	
Commission expense	**-1,099**		-1,240	
Commission income		**2,895**		2,926
Valuation results on non-trading derivatives		**343**		126
Net trading income		**-405**		740
Share of profit from associates		**-210**		238
Other income		**492**		580
Total income		**12,177**		14,592
Addition to loan loss provisions		**1,280**		**125**
Intangible amortisation and other impairments		**154**		**-5**
Staff expenses		**5,988**		**5,421**
Other operating expenses		**4,222**		**4,597**
Total expenses		**11,644**		**10,138**
Result before tax		**533**		**4,454**
Taxation		**-170**		**753**
Net result (before minority interests)		**703**		**3,701**
Attributable to:				
Shareholders of the parent		**772**		**3,589**
Minority interests		**-69**		**112**
		703		**3,701**

*These figures have been derived from the audited annual accounts of ING Bank N.V. in respect of the financial year ended 31 December 2008."

2. The section entitled "General Information – Significant or Material Adverse Change" beginning on page 41 of the ING Bank N.V. Registration Document shall be deleted and replaced in its entirety by the following:

"Significant or Material Adverse Change

At the date hereof, other than in respect of:

(i) the outcome of discussions regarding final approval of the Illiquid Asset Back-up Facility with the Dutch State and a restructuring plan that needs to be drafted according to guidelines published by the European Commission on 22 July 2009, following the temporarily approved ING Core Tier 1 securities issuance to and the Illiquid Assets Back-up Facility with the Dutch State, which outcome cannot be predicted, but could lead to significant changes for ING Group going forward;

(ii) the net result for the period, a decline in market values of available-for-sale debt securities and real estate and balance sheet reductions as disclosed in the ING Group Q1 Report of 13 May 2009 and the ING Group Q2 Report of 12 August 2009;

(iii) the assets reclassifications as disclosed in the ING Bank Interim accounts for the period ended 30 June 2009; and

(iv) the risk and leverage reductions and over time divestments of EUR 6 to 8 billion as announced in the Strategy Update Release of 9 April 2009 and the review of additional strategic options to facilitate ING Group's transformation and to realize ING Group's ambition to repay the Dutch State,

there has been no significant change in the financial or trading position of ING Bank N.V. and its consolidated subsidiaries and no material adverse change in the prospects of ING Bank N.V. since 31 December 2008."

3. The final paragraph entitled "The European Commission ("Commission") may impose conditions and/or obligations in the context of applying the EC State aid rules to the transactions entered into by the Dutch State and ING" beginning on page 12 of the ING Bank N.V. Registration Document shall be deleted and replaced in its entirety by the following:

"***The European Commission ("Commission") may impose conditions and/or obligations in the context of applying the EC State aid rules to the transactions entered into by the Dutch State and ING***

The Commission has temporarily approved the Core Tier 1 Securities transaction and the Illiquid Assets Back-up Facility entered into by ING Groep N.V. and the Dutch State. Final approval requires ING Groep N.V. to submit a restructuring plan in accordance with guidelines published by the Commission on 22 July 2009 for financial institutions that received aid in the context of the financial crisis. ING Groep N.V. is currently reviewing strategic options to facilitate its continued transformation and realise its ambition to repay the Dutch State. The process will also support ING Groep N.V.'s efforts to meet the restructuring requirements set out in the guidelines published by the European Commission. The state aid process is formally one between the Dutch Ministry of Finance and the Commission, and ING Groep N.V. is working constructively with both parties to come to a resolution in the interest of all stakeholders. In-depth discussions will soon commence, the outcome of which can not be predicted, but which could lead to significant changes for ING (including ING Bank) going forward."

4. All references in the ING Bank N.V. Registration Document to the senior debt rating of ING Bank N.V. from Fitch to "a rating of AA-" are deleted and replaced by "a rating of A+".

MODIFICATIONS TO THE ING GROENBANK REGISTRATION DOCUMENT

Paragraph (b) of the section entitled "Documents Incorporated by Reference" on page 3 of the ING Groenbank Registration Document shall be deleted and replaced in its entirety by the following.

"(b) the sections entitled "Documents Incorporated by Reference", "Risk Factors", "Description of ING Bank N.V." and "General Information" and the details of relevant parties on the last page, as contained in the registration document of the Guarantor dated 15 May 2009, as supplemented by the Supplement dated 19 August 2009, prepared in accordance with Article 5 of the Prospectus Directive and approved by the AFM (the "ING Bank N.V. Registration Document"), and including any information specifically incorporated by reference therein,"

MODIFICATIONS TO THE ING SYDNEY BRANCH REGISTRATION DOCUMENT

Paragraph (b) of the section entitled "Documents Incorporated by Reference" on page 3 of the ING Sydney Branch Registration Document shall be deleted and replaced in its entirety by the following.

"(b) the sections entitled "Documents Incorporated by Reference", "Risk Factors", "Description of ING Bank N.V." and "General Information" and the details of relevant parties on the last page, as contained in the registration document of the Guarantor dated 15 May 2009, as supplemented by the Supplement dated 19 August 2009, prepared in accordance with Article 5 of the Prospectus Directive and approved by the AFM (the "ING Bank N.V. Registration Document"), and including any information specifically incorporated by reference therein,"

MODIFICATIONS TO THE ING BANK (AUSTRALIA) LIMITED REGISTRATION DOCUMENT

Paragraph (c) of the section entitled "Documents Incorporated by Reference" on page 3 of the ING Australia Registration Document shall be deleted and replaced in its entirety by the following.

"(c) the sections entitled "Documents Incorporated by Reference", "Risk Factors", "Description of ING Bank N.V." and "General Information" and the details of relevant parties on the last page, as contained in the registration document of the Guarantor dated 15 May 2009, as supplemented by the Supplement dated 19 August 2009, prepared in accordance with Article 5 of the Prospectus Directive and approved by the AFM (the "ING Bank N.V. Registration Document"), and including any information specifically incorporated by reference therein,"

MODIFICATIONS TO THE ING (US) ISSUANCE LLC REGISTRATION DOCUMENT

Paragraph (b) of the section entitled "Documents Incorporated by Reference" on page 3 of the ING Groenbank Registration Document shall be deleted and replaced in its entirety by the following.

"(b) the sections entitled "Documents Incorporated by Reference", "Risk Factors", "Description of ING Bank N.V." and "General Information" and the details of relevant parties on the last page, as contained in the registration document of the Guarantor dated 15 May 2009, as supplemented by the Supplement dated 19 August 2009, prepared in accordance with Article 5 of the Prospectus

Directive and approved by the AFM (the "ING Bank N.V. Registration Document"), and including any information specifically incorporated by reference therein,".

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