

Dated 20 July 2011

**ING BANK N.V.**

**SECURITIES NOTE**

**€50,000,000,000**

**Global Issuance Programme**

**Series No: 4330**

**Issue of USD 4,384,000 2 Year Mongolian Togrog Foreign Exchange Rate &  
Mongolia Credit Linked Note due June 2013**

Issue Price: 100.9479243 per cent.

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## INTRODUCTION

This securities note (the “**Securities Note**”) has been prepared in connection with the issue by ING Bank N.V. (the “**Issuer**”) of USD 4,384,000 2 Year Mongolian Togrog Foreign Exchange Rate & Mongolia Credit Linked Note due June 2013 (the “**Notes**”) under its €50,000,000,000 Global Issuance Programme (the “**Programme**”).

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

The Issuer accepts responsibility for the information contained in this Securities Note. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case), the information contained in this Securities Note, when read together with the Registration Document and the Summary Note, is in accordance with the facts and does not omit anything likely to affect the import of such information.

On 31 March 2011, the Issuer published a base prospectus (the “**Original Base Prospectus**”) in respect of the Programme. On 11 May 2011 and 21 June 2011 respectively, the Issuer published a supplement to the Original Base Prospectus (each a “**BP Supplement**”, together the “**BP Supplements**” and together with the Original Base Prospectus, the “**Base Prospectus**”). On 11 May 2011, the Issuer published a registration document (the “**Original Registration Document**”). On 21 June 2011, the Issuer published a supplement to the Original Registration Document (the “**RD Supplement**” and together with the Original Registration Document, the “**Registration Document**”). On the date hereof, the Issuer published a summary note in respect of the issue of the Notes (the “**Summary Note**”). This Securities Note should be read and construed in conjunction with the Summary Note, Chapter 2, Part 1 and Chapter 5, Part 1 of the Base Prospectus, the Registration Document, each of the sections headed “Summary of the Programme”, “Risk Factors” (Parts 1 and 2), “Use of Proceeds”, “Dutch Taxation”, “Luxembourg Taxation”, “Subscription and Sale” and “General Information” of Chapter 1 of the Base Prospectus and the details of relevant parties to the Programme on the last five pages of the Base Prospectus (the “**List of Parties**”) (all of which are incorporated by reference in this Securities Note as described in the paragraph below, in each case where such section (except for Chapter 2, Part 1 and Chapter 5, Part 1 of the Base Prospectus) refers to the Global Issuer and to Notes (each as defined in the Base Prospectus). Copies of this Securities Note, the Base Prospectus, the Summary Note and the Registration Document may be obtained free of charge from the Issuer. Written or oral requests for such documents should be directed to the Issuer at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands, telephone number +31 (0)20 501 3477.

This Securities Note, the Registration Document and the Summary Note have each been filed with, and approved by, the *Autoriteit Financiële Markten* (the “**AFM**”) in its capacity as competent authority under the *Wet op het financieel toezicht* (Dutch Financial Supervision Act). The Original Base Prospectus was filed with the AFM and approved by it on 31 March 2011. The BP Supplements dated 11 May 2011 and 21 June 2011 respectively were filed with the AFM and approved by it. The Original Registration Document was filed with the AFM and approved by it on 11 May 2011. The RD Supplement was filed with the AFM and approved by it on 21 June 2011. The following documents, which have previously been published or are published simultaneously with the Base Prospectus and have been approved by the AFM or filed with it, and shall be deemed to be incorporated in, and to form part of, this Securities Note; this Securities Note should be read and construed in conjunction with such documents:

- (a) the following parts of the Base Prospectus:
  - (i) the List of Parties;
  - (ii) the section headed “Summary of the Programme” in Chapter 1 of the Base Prospectus;

- (iii) Parts 1 and 2 of the section headed “Risk Factors” in Chapter 1 of the Base Prospectus;
- (iv) the section headed “Use of Proceeds” in Chapter 1 of the Base Prospectus;
- (v) the section headed “Taxation” in Chapter 1 of the Base Prospectus;
- (vi) the section headed “Subscription and Sale” in Chapter 1 of the Base Prospectus;
- (vii) the section headed “General Information” in Chapter 1 of the Base Prospectus;
- (viii) Chapter 2, Part 1 of the Base Prospectus;
- (ix) Chapter 5, Part 1 of the Base Prospectus;
- (b) the Articles of Association (*statuten*) of the Global Issuer;
- (c) the publicly available annual reports of the Global Issuer in respect of the years ended 31 December 2008, 2009 and 2010, including the audited financial statements and auditors’ reports in respect of such years;
- (d) pages 13 to 28 (inclusive) of the unaudited ING Group 2011 quarterly report for the first quarter of 2011, as published by ING Groep N.V. on 5 May 2011 (the “**ING Group Q1 Report**”). The Q1 Report contains, among other things, the consolidated unaudited interim results of ING Groep N.V. as at, and for the three month period ended, 31 March 2011, as well as information about recent developments during this period in the banking business of ING Groep N.V., which is conducted substantially through the Global Issuer and its consolidated group;
- (e) the press release published by ING Groep N.V. on 7 March 2011 entitled “ING to repurchase EUR 2 bn core Tier 1 securities from Dutch State on 13 May (the “**Early Repurchase Press Release**”);
- (f) the press release published by ING Groep N.V. on 13 May 2011 entitled “ING pays EUR 3 billion to Dutch State for second tranche of core Tier 1 securities, including a 50% premium” (the “**Completed Repurchase Press Release**”); and
- (g) the press release published by ING Groep N.V. on 16 June 2011 entitled “ING to sell ING Direct USA to Capital One”(the “**ING Direct USA Press Release**”).

In each case where and to the extent such document refers to Global Issuer and to Notes (as defined in the Base Prospectus) Terms used but not defined herein shall have the meanings given to them in the Base Prospectus. References in the Base Prospectus to “Final Terms” shall be deemed to be references to the Terms and Conditions of the Notes as set out in full in this Securities Note.

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

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

Structured securities such as the Notes involve a high degree of risk and are intended for sale only to those investors capable of understanding the risk entailed in such instruments. Prospective purchasers of the Notes should ensure that they understand the nature of the Notes and the extent of their exposure to risk, and that they understand the nature of the Notes as an investment in the light of their own circumstances and financial condition. Prospective purchasers of the Notes should conduct their own investigations and, in deciding whether or not to purchase Notes, should form their own views of the merits of an investment related to the Notes based upon such investigations and not in reliance upon any information given in this Securities Note, the Summary

Note, the Registration Document or the Base Prospectus. If in doubt potential investors are strongly recommended to consult with their financial advisers before making any investment decision.

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

Other than in Luxembourg, the Issuer does not represent that this Securities Note may be lawfully distributed, or that the Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer which would permit a public offering of the Notes or distribution of this document in any jurisdiction where action for that purpose is required, other than Luxembourg. Accordingly, the Notes may not be offered or sold, directly or indirectly, and neither this Securities Note nor any advertisement or other offering material may be distributed or published in any jurisdiction where such offer, sale, distribution and/or publication would be prohibited.

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

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

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

## **RISK FACTORS**

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

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

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

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

### **Connection of the Reference Entity to emerging markets**

The Reference Entity is connected to an emerging market country and may therefore be subject to significant fluctuations attributable to, among other things, nationalisation, expropriation or taxation, currency devaluation, foreign exchange control, political, social or diplomatic instability or governmental restrictions. The capital markets in such emerging market country may have substantially less volume, and are generally less liquid and more volatile, than those in more developed markets. Disclosure and regulatory requirements in such emerging market could be less stringent than in other markets with a low level of monitoring and limited and uneven enforcement of existing regulations. The occurrence of any of the foregoing may have a significant adverse effect on the value of the Notes. Prospective investors risk losing their entire investment or part of it.

### **Withholding Tax Rate**

The interest payable on the Notes, if any, is subject to the applicable Withholding Tax Rate (as defined in paragraph 31 of Part A of the Terms and Conditions of the Notes as set out below). The Withholding Tax Rate as at the Issue Date is 0%. The Withholding Tax Rate is subject to change as determined by the Calculation Agent in its sole and absolute discretion and acting in a commercially reasonable manner. Any change in the Withholding Tax Rate may affect the value of and the return on the Notes. Prospective investors risk losing their entire investment or part of it.

### **Interest Rate**

The interest payable on the Notes is the lower of (i) the Interest Amount and (ii) the Actual Interest Amount (as defined in paragraph 31 of Part A of the Terms and Conditions of the Notes as set out below). The Actual Interest Amount may affect the amount(s) of interest payable on the Notes. The Actual Interest Amount may be higher than the Interest Amount, in which case a holder of the Notes receives a rate of interest that is equal to the Interest Amount. The Actual Interest Amount may be less than the Interest Amount (and may even be zero, in which case no interest is payable on the Notes). Prospective investors risk losing their entire investment or part of it.

### **Hedging Disruption**

Upon the occurrence of Hedging Disruption Event (as defined in paragraph 31 of Part A of the Terms and Conditions of the Notes as set out below), the Issuer may make any adjustment or adjustments to the settlement

of, payments under or any term or condition of the Notes as the Calculation Agent determines appropriate (including, without limitation, to the Final Redemption Amount, Early Redemption Amount and/or the amount(s) of interest payable (if any) and/or any payment dates) to account for the occurrence of such Hedging Disruption Event. The occurrence of a Hedging Disruption Event may affect the value of and the return on the Notes. Prospective investors risk losing their entire investment or part of it.

#### **Foreign Exchange Rate**

The Notes are subject to the FX Provisions (as defined in paragraph 39 of Part A of the Terms and Conditions of the Notes, as set out below). If the Issuer determines, in its sole discretion, that any payment due on the Notes cannot, or cannot reasonably, be made following an FX Convertibility Event and/or FX Transferability Event, then such payment may be postponed until the next Payment Day on which such payment can, in the sole discretion of the Issuer, reasonably be made. If the Issuer determines, in its sole discretion, that any payment due on the Notes cannot, or cannot reasonably, be made following an FX Convertibility Event and/or FX Transferability Event for a period of five years from the date on which payment was originally due to be made but for the FX Convertibility Event and/or the FX Transferability Event, as the case may be, then the Issuer shall be entitled to all amounts in any account opened by it pursuant to Condition 20(c) of the General Conditions, including accrued interest, if any, and no additional amounts shall be payable to the relevant Noteholder. The occurrence of a FX Convertibility Event and/or FX Transferability Event may affect the value of and the return on the Notes. Prospective investors risk losing their entire investment or part of it.

#### **No gross-up**

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

## TERMS AND CONDITIONS OF THE NOTES

*The Notes will be issued on the terms and conditions set out in Chapter 2, Part 1 and Chapter 5, Part 1 of the Base Prospectus as completed, amended and supplemented by the terms and conditions set out in Parts A and B below.*

### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in Chapter 2, Part 1 and Chapter 5, Part 1 of the Base Prospectus (incorporated by reference into this Securities Note). Investors in the Notes should read Chapter 2, Part 1 and Chapter 5, Part 1 of the Base Prospectus, as well as Parts A and B below, to understand the terms and conditions on which the Notes have been issued. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Securities Notes (which incorporates by reference, among others, Chapter 2, Part 1 and Chapter 5, Part 1 of the Base Prospectus), the Registration Document (which incorporates by reference Chapter 1 of the Base Prospectus and the List of Parties) and the Summary Note.

### GENERAL DESCRIPTION OF THE NOTES

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|-----|---|--|
| 1.  | Issuer:   | ING Bank N.V.  |
| 2.  | Series Number:  | 4330   |
| 3.  | Specified Currency or Currencies:                         | USD  |
| 4.  | Aggregate Nominal Amount:                                 | USD 4,384,000  |
| 5.  | Issue Price:  | 100.9479243 per cent. of the Aggregate Nominal Amount.   |
| 6.  | Offer price, offer period and application process:        | Not Applicable   |
| 7.  | Details of minimum and maximum amount of application:     | Not Applicable   |
| 8.  | (i) Specified Denominations:                              | USD 100,000 and integral multiples of USD 1,000 in excess thereof up to and including USD 199,000. No Notes in definitive form will be issued with a denomination above USD 199,000. |
|     | (ii) Calculation Amount:                                  | USD 1,000  |
| 9.  | (i) Issue Date:   | 15 June 2011   |
|     | (ii) Interest Commencement Date:                          | 8 June 2011  |
| 10. | Maturity Date:  | 7 June 2013  |
| 11. | Interest Basis:   | Fixed Rate<br>(further particulars specified in paragraph 17 below)  |
| 12. | Redemption/Payment Basis:                                 | As specified in paragraph 23 below.  |
| 13. | Change of Interest Basis or Redemption/<br>Payment Basis: | Not Applicable   |
| 14. | Put/Call Options:   | Not Applicable   |
| 15. | Status of the Notes:                                      | Senior   |
| 16. | Method of distribution:                                   | Non-syndicated   |

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- |  |  |
|--|--|
| 17. <b>Fixed Rate Note Provisions:</b>   | Applicable   |
| (i) Rate of Interest:  | 7.46 per cent. per annum.  |
| (ii) Interest Payment Date(s):   | No later than the later of two Business Days immediately following (i) the Interest Date of Receipt and (ii) the Interest Calculation Date.  |
| (iii) Fixed Coupon Amount(s):  | For each Fixed Interest Period (as defined below), the Fixed Coupon Amount per Calculation Amount will be an amount equal to the lower of (I) the Interest Amount and (II) Actual Interest Amount, with the resultant figure being rounded to the nearest sub-unit of the Specified Currency, half of any such sub-unit being rounded downwards. |
| (iv) Broken Amount(s):   | Not Applicable   |
| (v) Day Count Fraction:  | Actual/365 (Fixed), as defined in Condition 4(b) of the General Conditions.  |
| (vi) Determination Date(s):  | Not Applicable   |
| (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: | Not Applicable   |
| 18. <b>Floating Rate Note Provisions:</b>  | Not Applicable   |
| 19. <b>Zero Coupon Note Provisions:</b>  | Not Applicable   |
| 20. <b>Dual Currency Interest Note Provisions:</b>                                     | Not Applicable   |

## PROVISIONS RELATING TO REDEMPTION

- |  |   |
|--|---|
| 21. Issuer Call:   | Not Applicable  |
| 22. Noteholder Put:  | Not Applicable  |
| 23. Final Redemption Amount of each Note:  | An amount that is the lower of (I) Standard Final Redemption Amount and (II) Actual Final Redemption Amount.  |
| 24. Other:   |   |
| (i) Early Redemption Amount of each Note payable on redemption for taxation reasons or on Issuer event of default and/or the method of calculating the same (if required or if different from that set out in Condition 6(f) of the General Conditions): | The Early Redemption Amount per Note in the event of an early redemption of the Notes pursuant to Condition 6(b), Condition 6(m) or Condition 9 of the General Conditions shall be an amount (expressed per Calculation Amount), in the Specified Currency equal to the Fair Market Value as set out in Condition 6(f)(iv) of the General Conditions, converted from MNT into USD on the basis of the Primary FX Rate |

on the date on which the Early Redemption Amount is determined, payable not later than the third Business Day following the date on which the Early Redemption Amount is determined.

- |  |                                       |
|--|---------------------------------------|
| (ii) Notice period (if other than as set out in the General Conditions): | As set out in the General Conditions. |
| (iii) Other (Condition 6(m) of the General Conditions):                  | Not Applicable                        |

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |   |  |
|---|--|
| 25. Form of Notes:<br><br>New Global Note:  | Bearer Notes:<br><br>No<br><br>Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Note only on the occurrence of an Exchange Event, subject to mandatory provisions of applicable laws and regulations. |
| 26. Additional Financial Centre(s) or other special provisions relating to Payment Days:  | London and Ulan Bataar.  |
| 27. Talons for future Coupons or Receipts to be attached to Definitive Bearer Notes (and dates on which such Talons mature):  | No   |
| 28. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and, if different from those specified in the Temporary Global Note, consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable   |
| 29. Details relating to Instalment Notes:   | Not Applicable   |
| 30. Redenomination:   | Redenomination not applicable.   |
| 31. Other final terms:  | <b>HEDGING DISRUPTION EVENT</b>  |

Upon the occurrence of Hedging Disruption Event, the Issuer may make any adjustment or adjustments to the settlement of or payments under the Notes or to any term or condition of the Notes as the Calculation determines appropriate (including, without limitation, to the Final Redemption Amount, Early Redemption Amount and/or the amount(s) of interest payable (if any) and/or any payment dates) to account for the occurrence of such Hedging Disruption Event. Notice of any determination made pursuant to this paragraph and of any adjustment to the terms and conditions of the Notes shall be given by the Issuer to Noteholders in accordance with Condition 13 of the General

Conditions.

#### **ADDITIONAL DEFINITIONS**

- (i) **“Fixed Interest Period”** means the period from (and including) an Interest Payment Calculation Date (or in case of the first Fixed Interest Period, the Interest Commencement Date) to (but excluding) the next (or first) Interest Payment Calculation Date.
- (ii) **“Interest Payment Calculation Date(s)”** means 7 June 2012 and Maturity Date;
- (iii) **“MNT”** means the lawful currency of Mongolia;
- (iv) **“Hedging Disruption Event”** means any event (as determined by the Calculation Agent in its sole and absolute discretion) that results in the Issuer and/or any of its affiliates being unable, after using commercially reasonable efforts, to (A) hold, acquire, re-establish, substitute, maintain, unwind or dispose of any Hedging Arrangement, or (B) realise, recover or remit the proceeds of any Hedging Arrangement;
- (v) **“Standard Final Redemption Amount”** means, expressed per Calculation Amount, an amount, calculated in accordance with the following formula:  
$$(\text{Calculation Amount} \times \text{Initial FX Rate}) / \text{Primary FX Rate};$$
- (vi) **“Actual Final Redemption Amount”** means an amount, calculated in accordance with the following formula:  
$$[\text{Actual Redemption Calculation Amount} / \text{Primary FX Rate}];$$
- (vii) **“Actual Redemption Calculation Amount”** means, expressed per Calculation Amount, the amount of principal actually received by notional holder in the Netherlands of a notional amount of the Reference Obligation in an amount equal to the Aggregate Nominal Amount of the Notes outstanding, converted into MNT at the Initial FX Rate;
- (viii) **“Actual Interest Calculation Amount”** means, in respect of the relevant Fixed Interest Period and expressed per Calculation Amount, the amount of interest actually received by as notional holder in the Netherlands of a notional amount of the Reference Obligation in an

amount equal to the Aggregate Nominal Amount of the Notes outstanding, converted into MNT at the Initial FX Rate;

- (ix) “**Actual Interest Amount**” means, in respect of the relevant Fixed Interest Period, an amount to be calculated in accordance with the following formula:

$$[\text{Actual Interest Calculation Amount} \times (100\% - \text{Withholding Tax Rate})] / \text{Primary FX Rate};$$

- (x) “**Initial FX Rate**” means MNT 1,240.01 per USD 1.00;

- (xi) “**Interest Amount**” means, expressed per Calculation Amount, an amount to be calculated in accordance with the following formula:

$$[\text{Calculation Amount} \times \text{Rate of Interest} \times \text{Day Count Fraction} \times \text{Initial FX Rate} \times (100\% - \text{Withholding Tax Rate})] / \text{Primary FX Rate};$$

- (xii) “**Withholding Tax Rate**” means, expressed as a percentage, the rate of applicable withholding tax in relation to be made to any payments made by or on behalf of the Reference Entity to a notional holder in the Netherlands of a notional amount of the Reference Obligation in an amount equal to the Aggregate Nominal Amount of the Notes outstanding, converted into MNT at the Initial FX Rate, expressed as a percentage, which as at the Issue Date is 0%. The Withholding Tax Rate is subject to change as determined by the Calculation Agent in its sole and absolute discretion and acting in a commercially reasonable manner. In the event of any change in the applicable Withholding Tax Rate or any practice or treatment thereof during the period from (and including) the Issue Date to (and including) the Final Payment Date, the Calculation Agent shall in its sole and absolute discretion have the right to determine the Withholding Tax Rate as it deems appropriate to account for the effects of such change of Withholding Tax Rate in relation to the Notes;

- (xiii) “**Interest Date of Receipt**” means a Date of Receipt in respect of each payment of interest under the Reference Obligation, which is expected to occur on the Maturity Date; and

- (xiv) “**Date of Receipt**” means the day on which any amount in respect of interest and/or principal in relation to the Reference Obligation is received by a notional holder in the Netherlands of a

notional amount of the Reference Obligation in an amount equal to the Aggregate Nominal Amount of the Notes outstanding converted into MNT at the Initial FX Rate.

## **DISTRIBUTION**

- |  |   |
|--|---|
| 32. If syndicated, names of Managers:  | Not Applicable  |
| 33. If non-syndicated, name of relevant Dealer:                                | Applicable. The Notes are being issued (in)directly by the Issuer to investors and may from time to time be sold via one or more Dealer(s). |
| 34. Total commission and concession:   | Not Applicable  |
| 35. Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: | TEFRA D rules are applicable.   |
| 36. Additional selling restrictions:   | <b>MONGOLIA</b>   |

**Each Dealer has represented, warranted and agreed, or will be required to represent, warrant and agree, that it will not, directly or indirectly, offer or sell the Notes in Mongolia except as permitted by the laws of Mongolia, including but not limited to the Securities Law of Mongolia of 13 October 1994, as amended.**

- |   |                |
|---|----------------|
| 37. (i) Simultaneous offer:   | Not Applicable |
| (ii) Non-exempt offer:  | Not Applicable |
| 38. Process for notification to applicants of amount allotted and indication whether dealing may begin before notification is made: | Not Applicable |

## **39. FX, BENCHMARK, FX CONVERTIBILITY EVENT, FX TRANSFERABILITY EVENT AND TAX EVENT PROVISIONS**

- |                                   |   |
|-----------------------------------|---|
| (i) FX Provisions:                | Applicable  |
| — Scheduled Valuation Date:       | (i) the Maturity Date, (ii) the date upon which the Recovery Amount is determined, (iii) the Final Payment Date, (iv) any other date determined by the Calculation Agent in its sole and absolute discretion on which any amount under the Notes is to be paid.   |
| — Primary FX Rate:                | The Mongolian Togrog exchange rate, expressed as the number of MNT per USD, as determined by the Calculation Agent in its sole and absolute discretion acting in good faith and a commercially reasonable manner and in accordance with any then current market practice, as at the day that is two Business Days prior to the Date of Receipt or the Scheduled Valuation Date (as applicable). |
| — Fallback FX Rate:               | Not Applicable  |
| — Maximum Period of Postponement: | 2 Business Days   |

—	Unscheduled Holiday Jurisdiction:	Mongolia
—	Relevant FX Amount payment date:	In accordance with Condition 20 of the General Conditions.
—	Relevant Currency:	MNT
(ii)	<b>Benchmark Provisions:</b>	Not Applicable
(iii)	<b>FX Convertibility Event Provisions:</b>	Applicable
—	Relevant Currency:	MNT
—	Relevant Jurisdiction:	Mongolia
—	Other:	Not Applicable
(iv)	<b>FX Transferability Event Provisions:</b>	Applicable
—	Relevant Currency:	MNT
—	Relevant Jurisdiction:	Mongolia
—	Other:	Not Applicable
(v)	<b>Tax Event Provisions:</b>	Applicable
—	Relevant Currency:	MNT
—	Relevant Jurisdiction:	Mongolia
—	Any changes to Condition 20(d):	Not Applicable

#### **CREDIT LINKED PROVISIONS**

40.	Type of Notes:	Single Name Credit Linked Notes
41.	Settlement Basis:	Cash or Physical Settlement, at the sole and absolute discretion of the Issuer.
42.	Observation Start Date:	Trade Date
43.	Scheduled Observation End Date:	As defined in Condition 15 of the Credit Linked Conditions.
44.	Final Payment Date:	As defined in Condition 15 of the Credit Linked Conditions.
45.	Alternative Interest Cessation Date:	Applicable
46.	Reference Entities:	Mongolia
47.	Related Nominal Amount:	Not Applicable
48.	Reference Obligation(s):	<i>Obligation issuer:</i> Ministry of Finance of Mongolia <i>Form:</i> Government bond <i>Issue date:</i> 8 June 2011 <i>Maturity:</i> 7 June 2013 <i>Coupon:</i> 7.46% per annum <i>Coupon payment dates:</i> 7 June in 2012 and 2013 <i>Obligation nominal amount:</i> MNT 5,436,200,000
49.	Adjustment Events:	Applicable. Regulatory Change Event Tax Event (as defined in Condition 15 of the Credit Linked Conditions).
50.	Credit Events:	Repudiation/Moratorium

## Failure to Pay

Grace Period Extension: Applicable

Payment Requirement: USD 500,000 or its equivalent in the relevant Obligation Currency as of the occurrence of the relevant Failure to Pay, provided that the Payment Requirement shall be deemed to be USD 1,000 or its equivalent in the relevant Obligation Currency with respect to any Failure to Pay on the Reference Obligation.

## Restructuring

Restructuring Maturity Limitation and Fully Transferable Obligation: Not Applicable

Modified Restructuring Maturity Limitation and Conditionally Transferable Obligation: Not Applicable

Default Requirement: USD 1,000,000 or its equivalent in the relevant Obligation Currency as of the occurrence of the relevant Credit Event, provided that the Default Requirement shall be deemed to be USD 1,000 or its equivalent in the relevant Obligation Currency in respect of any Credit Event in respect of the Reference Obligation.

Multiple Holder Obligation: Not Applicable

## Obligation Acceleration

51. Termination Events:

Sovereign Risk Event

FX Convertibility Event

FX Transferability Event

52. Trade Date:

8 June 2011

53. Conditions to Settlement:

Credit Event Notice

54. Relevant Currency:

MNT

55. Relevant Jurisdiction:

Mongolia

56. Cash Settlement Date:

Not later than the third Business Day following the date on which the Cash Settlement Amount is determined.

57. Cash Settlement Amount:

An amount equal to the Note's pro rata share of the Recovery Amount, converted from MNT into USD on the basis of the Primary FX Rate on the date of receipt by the Issuer of the full proceeds of the sale, the transfer or the disposal, as applicable, of the Valuation Obligation(s).

58. Valuation Method:

Not Applicable

59. Final Price:

Not Applicable

60. Quotations:

Not Applicable

61. Quotation Amount:

Not Applicable

62. Valuation Date:	Not Applicable
63. Valuation Time:	Not Applicable
64. Auction Cash Settlement Amount:	Not Applicable
65. Auction Cash Settlement Date:	Not Applicable
66. Hedge Unwind Adjustment:	Applicable
67. Physical Settlement Date:	As defined in Condition 15 of the Credit Linked Conditions.
68. Partial Cash Settlement Date:	As defined in Condition 15 of the Credit Linked Conditions.
69. Market Value:	Not Applicable
70. Obligation Category:	Bonds
71. Obligation Characteristics:	None
72. All Guarantees:	Not Applicable
73. Deliverable Obligation Category:	Reference Obligation Only.
74. Deliverable Obligation Characteristics:	None
75. Business Day(s):	A day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in London, New York and Ulan Bataar.
76. Fixed Number of Reference Entities:	Not Applicable
77. Credit Event Backstop Date:	Shall have the meaning given to it in Chapter 5, Part 1
78. Succession Event Backstop Date:	Shall have the meaning given to it in Chapter 5, Part 1
79. Event Determination Date:	Event Determination Date Version A

## LISTING AND ADMISSION TO TRADING APPLICATION

This Securities Note, together with the Summary Note and the Registration Document, comprises the prospectus required to list and have admitted to trading on the Luxembourg Stock Exchange the issue of Notes pursuant to the €50,000,000,000 Global Issuance Programme of ING Bank N.V., ING Bank N.V., Sydney Branch, ING Groenbank N.V., ING Bank (Australia) Limited, ING Bank of Canada, ING (US) Issuance LLC and ING Americas Issuance B.V.

Signed on behalf of the Issuer:

By: .....  
*Duly authorised*

By: .....  
*Duly authorised*

## **PART B – OTHER INFORMATION**

### **1. LISTING**

- |       |   |   |
|-------|---|---|
| (i)   | Listing:  | Luxembourg Stock Exchange   |
| (ii)  | Admission to trading:                                       | Application will be made for the Notes to be admitted to trading on the Luxembourg Stock Exchange with effect from the second Business Day following the date hereof or as soon as possible thereafter. |
| (iii) | Estimate of total expenses related to admission to trading: | EUR 1,500   |

### **2. RATINGS**

Ratings:	The Notes will not be rated.
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### **3. NOTIFICATION**

The Netherlands Authority for Financial Markets has provided the Commission de Surveillance du Secteur Financier (the “CSSF”) (Luxembourg) with a certificate of approval attesting that the Registration Document, Securities Note and Summary Note have been drawn up in accordance with the Prospectus Directive.

### **4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER**

Save as discussed in “Subscription and Sale”, where such section refers to “Global Issuer” and “Notes” (both as defined in the Base Prospectus), in Chapter 1 of the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### **5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

Reasons for the offer:	See “Use of Proceeds” wording in Chapter 1 of the Base Prospectus.
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### **6. YIELD**

Indication of yield:	7.38995 per cent. per annum.  As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price and assuming (i) on each Interest Payment Date an amount of interest equal to the Interest Amount is paid, (ii) the Primary FX Rate is equal to the Initial FX Rate, (iii) the Withholding Tax Rate is 0%, (iv) the Notes are redeemed at par on the Final Payment Date and (v) no Termination Event (including any Credit Event), Early Redemption Event or Adjustment Event occurs prior to redemption of the Notes.  It is not an indication of future yield.
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## 7. DETAILS OF THE UNDERLYING REFERENCE VALUE

The return on the Notes is linked to the credit risk and the financial obligations of the Reference Entity. Fluctuations in the credit spreads of the Reference Entity will affect the value of and return on the Notes.

Details of the past and further performance of the underlying Reference Entity, its financial obligations and their volatility and related data showing past economic development and credit assessment of the underlying Reference Entity can be obtained from financial information providers such as Bloomberg ([www.bloomberg.com](http://www.bloomberg.com)), financial reports from credit rating agencies such as Fitch, Inc ([www.fitchratings.com](http://www.fitchratings.com)), Standard & Poor's Financial Services LLC (a subsidiary of The McGraw-Hill Companies, Inc) ([www.standardandpoors.com](http://www.standardandpoors.com)) or Moody's Investors Services ([www.moodys.com](http://www.moodys.com)) and the website of the Reference Entity: <http://www.mof.gov.mn/welcome?lan=en> (or any successor website).

An increase of the credit spread and/or an increase of the likelihood of a Termination Event (whether a Credit Event or otherwise) occurring during the Observation Period may have a significant negative effect on the value of and the return on the Notes.

The return on the Notes is exposed to the development of the Mongolian Togrog/United States Dollar exchange rate. The Mongolian Togrog/United States Dollar exchange rate may go down as well as up throughout the life of the Notes. Fluctuations in the Mongolian Togrog/United States Dollar exchange rate will affect the value of the Notes. Details of the past and further performance of the Mongolian Togrog/United States Dollar exchange rate can be obtained from Bloomberg Screen Page MNT <CURRENCY>.

A negative development of the Mongolian Togrog/United States Dollar exchange rate (meaning that an increased number of Mongolian Togrog is required to purchase one (1) United States Dollar) may have a significant negative effect on the amount payable under the Notes.

## 8. POST-ISSUANCE INFORMATION

The Issuer does not intend to provide post issuance information in relation to the Notes.

## 9. OPERATIONAL INFORMATION

- |   |   |
|---|---|
| (i) Intended to be held in a manner which would allow Eurosystem eligibility: | No  |
| (ii) ISIN CODE:   | XS0638417906  |
| (iii) Common Code:  | 063841790   |
| (iv) Other relevant code:   | Not Applicable  |
| (v) Clearing system(s):   | Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme.                  |
| (vi) Delivery:  | Delivery against payment.   |
| (vii) Names and addresses of additional Paying Agent(s) (if any):             | Not Applicable  |
| (viii) Name and address of Calculation Agent (if other than the Issuer):      | ING Bank N.V., London Branch<br>60 London Wall<br>London EC2M 5TQ<br>United Kingdom |
| (ix) Name and address of Finnish Registrar/Swedish Registrar/Norwegian        |   |

Registrar:	Not Applicable
(x) Name and address of Finnish Issuing Agent/Swedish Issuing Agent/Norwegian Issuing Agent:	Not Applicable