



**ING Americas Issuance B.V.**

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

**Supplement to the Registration Document dated 13 May 2013**

This Supplement (the "Supplement") is prepared as a supplement to, and must be read in conjunction with, the Registration Document dated 13 May 2013 as supplemented by the supplements dated 28 June 2013 and 9 August 2013 issued by ING Americas Issuance B.V. (the "Registration Document"). This Supplement, together with the 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, as amended, to the extent that such amendments have been implemented in the relevant Member State of the European Economic Area (the "Prospectus Directive"). Terms used but not defined in this Supplement have the meanings ascribed to them in the 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 Registration Document by this Supplement and (b) any other statement in or incorporated by reference in the Registration Document, the statements in (a) above will prevail. ING Bank N.V. (the "Guarantor") and ING Americas Issuance B.V. (the "Issuer") accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Guarantor and the Issuer (which have each taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

## INTRODUCTION

No person has been authorised to give any information or to make any representation not contained in or not consistent with the Registration Document and this Supplement and, if given or made, such information or representation must not be relied upon as having been authorised by the Guarantor or the Issuer.

Neither the delivery of this Supplement nor the Registration Document shall in any circumstances imply that the information contained in such Registration Document and herein concerning the Issuer is correct at any time subsequent to 9 August 2013 (in the case of the Registration Document) or the date hereof (in the case of this Supplement).

So long as the Registration Document and this Supplement are valid as described in Article 9 of the Prospectus Directive, copies of this Supplement and the Registration Document, together with the other documents listed in the “General Information – Documents Available for Inspection or Collection” section of the Registration Document and the information incorporated by reference in the Registration Document by this Supplement, will be available free of charge from the Guarantor and the specified office of the Paying Agents. Requests for such documents should be directed to ING Americas Issuance B.V. c/o ING Bank N.V. at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands. In addition, this Supplement, the Registration Document and the documents which are incorporated by reference in the Registration Document, including by this Supplement, will be made available on the following website: <https://www.ingmarkets.com> under the section “Downloads”.

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

## RECENT DEVELOPMENTS AND INFORMATION INCORPORATED BY REFERENCE

On 6 November 2013, the Guarantor published a supplement to its registration document, a copy of which has been approved by and filed with the AFM and, by virtue of this Supplement, is incorporated into and forms part of the Registration Document.

## MODIFICATIONS TO THE REGISTRATION DOCUMENT

1. *The following new item (c) shall be inserted in the section entitled “Documents Incorporated by Reference” beginning on page 4 of the Registration Document:*

“(c) the publicly available unaudited and unreviewed interim accounts of the Issuer for the six month period ended 30 June 2013, which are contained in the interim financial report that period; and”.

2. *Item (d) in the section entitled “Documents Incorporated by Reference” beginning on page 4 of the Registration Document shall be deleted and restated as follows:*

“(d) the registration document of the Guarantor dated 13 May 2013 prepared in accordance with Article 5 of the Prospectus Directive and approved by the AFM (together with the supplements thereto dated 9 August 2013 and 6 November 2013, the “ING Bank N.V. Registration Document”) including, for the purpose of clarity, the following items incorporated by reference therein:

(i) the Articles of Association (*statuten*) of the Guarantor;

- (ii) the publicly available annual reports of the Guarantor in respect of the years ended 31 December 2010, 2011 and 2012, including the audited financial statements and independent auditors' reports in respect of such years;
- (iii) the press release published by ING on 19 November 2012 entitled "ING reaches agreement on amended EC Restructuring Plan";
- (iv) pages 11 and 13 to 28 (inclusive) of the unaudited ING Group 2013 quarterly report for the first quarter of 2013, as published by ING Groep N.V. ("ING Group") on 8 May 2013 (the "Q1 Report"). The Q1 Report contains, among other things, the consolidated unaudited interim results of ING Group as at, and for the three month period ended, 31 March 2013, as well as information about recent developments during this period in the banking business of ING Group, which is conducted substantially through the Guarantor and its consolidated group;
- (v) pages 13 to 28 (inclusive) of the unaudited ING Group 2013 quarterly report for the second quarter of 2013, as published by ING Group on 7 August 2013 (the "Q2 Report"). The Q2 Report contains, among other things, the consolidated unaudited interim results of ING Group as at, and for the three month period and the six month period ended, 30 June 2013, as well as information about recent developments during this period in the banking business of ING Group, which is conducted substantially through the Guarantor and its consolidated group;
- (vi) the Interim Financial Report containing the Guarantor's condensed consolidated unaudited results as at, and for the six month period ended, 30 June 2013, as published by the Guarantor on 7 August 2013;
- (vii) the press release published by ING on 1 November 2013 entitled "ING and Dutch State reach agreement on unwinding of Illiquid Assets Back-up Facility";
- (viii) the press release published by ING on 6 November 2013 entitled "ING announces liability management actions"; and
- (ix) pages 12 and 16 to 32 (inclusive) of the unaudited ING Group 2013 quarterly report for the third quarter of 2013, as published by ING Group on 6 November 2013 (the "Q3 Report" and, together with the Q1 Report and the Q2 Report, the "Quarterly Reports"). The Q3 Report contains, among other things, the consolidated unaudited interim results of ING Group as at, and for the three month period and the nine month period ended, 30 September 2013, as well as information about recent developments during this period in the banking business of ING Group, which is conducted substantially through the Guarantor and its consolidated group."