

**THIRD SUPPLEMENT DATED 3 FEBRUARY 2017
TO THE BASE PROSPECTUS DATED 6 JUNE 2016**



ING Bank N.V.

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

€10,000,000,000

Soft Bullet Covered Bonds Programme

guaranteed as to payments of interest and principal by

ING SB Covered Bond Company B.V.

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

This Supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 6 June 2016 as supplemented by a first supplement dated 4 August 2016 and a second supplement dated 4 November 2016 (together the "**Base Prospectus**"). The Base Prospectus has been issued by ING Bank N.V. (the "**Issuer**") in respect of a €10,000,000,000 Soft Bullet Covered Bonds Programme (the "**Programme**"). This Supplement, together with the Base Prospectus, constitutes a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC of the European Parliament and of the Council, as amended from time to time (the "**Prospectus Directive**"). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements referred to in (a) above will prevail.

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

Arranger

ING BANK N.V.

Dealer

ING BANK N.V.

Supplement to the Base Prospectus dated 3 February 2017

No person has been authorised to give any information or to make any representation not contained in or not consistent with the Base Prospectus and this Supplement, or any other information supplied in connection with the Programme, and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the SB CBC, the Trustee or any of the Dealers appointed by the Issuer.

Neither the delivery of this Supplement nor the delivery of the Base Prospectus shall in any circumstances imply that the information contained in the Base Prospectus and herein concerning the Issuer and the SB CBC is correct at any time subsequent to the date hereof, or that there has not been any adverse change, or any event reasonably likely to involve any adverse change, in the prospects or financial or trading position of the Issuer or the SB CBC since the date thereof and hereof or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date indicated in the document containing the same.

So long as the Base Prospectus and this Supplement are valid as described in Article 9 of the Prospectus Directive, copies of this Supplement and the Base Prospectus, together with the other documents listed in the "*General Information*" section of the Base Prospectus and the information incorporated by reference in the Base Prospectus by this Supplement, will be available free of charge from the Issuer and from the specified office of the Paying Agents. Requests for such documents should be directed to ING Bank N.V. at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands.

The distribution of the Base Prospectus and this Supplement and the offer or sale of Covered Bonds may be restricted by law in certain jurisdictions. Persons into whose possession the Base Prospectus, this Supplement or any Covered Bonds come must inform themselves about, and observe, any such restrictions on the distribution of the Base Prospectus, this Supplement and the offering and sale of Covered Bonds. In particular, there are selling restrictions in relation to the United States, the United Kingdom, Italy, The Netherlands, Japan and France and such other restrictions as may apply (see "*Subscription and Sale*" in the Base Prospectus).

An investor which has agreed, prior to the date of publication of this Supplement, to purchase or subscribe for Covered Bonds issued under the Programme may, in accordance with the Prospectus Directive, withdraw its acceptance within two working days commencing from the date of publication of this Supplement or such longer period as is required under applicable law.

AMENDMENTS OR ADDITIONS TO THE PROSPECTUS

On 3 February 2017, ING Bank N.V. 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 by reference into and forms part of the Base Prospectus.

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

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

On page 68 under the section entitled "D.1 Documents incorporated by reference" paragraph (A) shall be deleted and restated as follows:

- "(A) the registration document of the Issuer dated 17 May 2016 prepared in accordance with Article 5 of the Prospectus Directive and approved by the AFM (together with the supplements thereto dated 4 August 2016, 4 November 2016 and 3 February 2017, the "**Registration Document**"), including, for the purpose of clarity, the following items incorporated by reference therein:
- (i) the articles of association (*statuten*) of the Issuer;
 - (ii) the publicly available annual reports of the Issuer in respect of the years ended 31 December 2013, 2014 and 2015, including the audited financial statements and auditors' reports in respect of such years;
 - (iii) the press release entitled "ING 1Q16 underlying net result EUR 842 million", as published by ING Group on 10 May 2016 (the "**Q1 Press Release**"). The Q1 Press Release contains, among other things, the consolidated unaudited interim results of ING Group as at, and for the three-month period ended, 31 March 2016, as well as information about recent developments during this period in the banking business of ING Group, which is conducted substantially through the Issuer and its consolidated group;
 - (iv) the press release published by ING on 1 June 2016 entitled "Bill Connelly to retire; Isabel Fernandez to become Head of ING Wholesale Banking";
 - (v) the press release published by ING on 5 July 2016 entitled "ING to adopt framework for compensation of Dutch SME clients with interest rate derivatives";
 - (vi) the press release published by ING on 29 July 2016 entitled "EBA reports on outcome of 2016 EU-wide stress test";
 - (vii) the press release entitled "ING 2Q16 underlying net result EUR 1,417 million", as published by ING Group on 3 August 2016 (the "**Q2 Press Release**"). The Q2 Press Release 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 2016, as well as information about recent developments during this period in the banking business of ING Group, which is conducted substantially through the Issuer and its consolidated group;
 - (viii) the Interim Financial Report containing the Issuer's condensed consolidated unaudited results as at, and for the six-month period ended, 30 June 2016, as published by the Issuer on 3 August 2016;
 - (ix) the press release published by ING on 3 October 2016 entitled "ING strategy update: Accelerating Think Forward";

- (x) the press release entitled "ING 3Q16 underlying net result EUR 1,336 million", as published by ING Group on 3 November 2016 (the "**Q3 Press Release**"). The Q3 Press Release 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 2016, as well as information about recent developments during this period in the banking business of ING Group, which is conducted substantially through the Issuer and its consolidated group; and
- (xi) the press release entitled "ING 2016 underlying net profit EUR 4,976 million; FY 2016 dividend of EUR 0.66 per ordinary share", as published by ING Group on 2 February 2017 (the "**Q4 Press Release**" and, together with the Q1 Press Release, the Q2 Press Release and the Q3 Press Release, the "**Quarterly Press Releases**"). The Q4 Press Release contains, among other things, the consolidated unaudited interim results of ING Group as at, and for the three-month period and the twelve-month period ended, 31 December 2016, as well as information about recent developments during this period in the banking business of ING Group, which is conducted substantially through the Issuer and its consolidated group;".

2) Section 8 GENERAL INFORMATION

On page 241 under the section entitled "8 GENERAL INFORMATION" under the heading "Documents available", sub-paragraph (ii) is deleted and restated as follows:

"(ii) the Registration Document of the Issuer dated 17 May 2016, as supplemented by the first supplement thereto dated 4 August 2016, the second supplement thereto dated 4 November 2016 and the third supplement thereto dated 3 February 2017;".