Dated 15 May 2009

ING BANK N.V.

REGISTRATION DOCUMENT

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INTRODUCTION

This document constitutes a registration document ("Registration Document") for the purposes of Article 5 of Directive 2003/71/EC (the "Prospectus Directive") and has been prepared for the purpose of giving information with respect to ING Bank N.V. (the "Issuer" or the "Global Issuer") which, according to the particular nature of the Issuer and the securities which it may offer to the public within a member state ("Member State") of the European Economic Area (the "EEA") or apply to have admitted to trading on a regulated market situated or operating within such a Member State, 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.

The Issuer accepts responsibility for the information contained in this Registration Document. 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 Registration Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Registration Document was approved by the Netherlands Authority for the Financial Markets (the "AFM") for the purposes of the Prospectus Directive on 15 May 2009.

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

This Registration Document should not be considered as a recommendation by the Issuer that any recipient of this Registration Document should purchase any securities of the Issuer. Each investor contemplating purchasing any securities of the Issuer should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. This Registration Document does not constitute an offer or invitation by or on behalf of the Issuer to any person to subscribe for or to purchase any securities of the Issuer.

The delivery of this Registration Document shall not in any circumstances imply that the information contained herein concerning the Issuer is correct at any time subsequent to the date hereof. Investors should carefully review and evaluate, *inter alia*, the most recent financial disclosure of the Issuer from time to time incorporated by reference herein when deciding whether or not to purchase any securities of the Issuer.

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

Any securities to be issued by the Issuer in connection with this Registration Document 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, any such securities 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.

Any securities to be issued by the Issuer in connection with this Registration Document 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 any such securities or the accuracy or the adequacy of this Registration Document. Any representation to the contrary is a criminal offence in the United States.

TO NEW HAMPSHIRE RESIDENTS: NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENCE HAS BEEN FILED UNDER RSA 421-B OF THE NEW HAMPSHIRE REVISED STATUTES WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSONS, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

This Registration Document includes "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the United States Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact included in this Registration Document, including, without limitation, those regarding the Issuer's financial position, business strategy, plans and objectives of management for future operations, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Issuer, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Issuer's present and future business strategies and the environment in which the Issuer will operate in the future. These forward-looking statements speak only as of the date of this Registration Document or as of such earlier date at which such statements are expressed to be given. The Issuer expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any change in the Issuer's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents, which have previously been published or are published simultaneously with this Registration Document and have been approved by AFM or filed with it, shall be deemed to be incorporated in, and to form part of, this Registration Document; this Registration Document should be read and construed in conjunction with such documents:

(a) the Articles of Association (*statuten*) of the Issuer;

(b) the publicly available audited financial statements of the Issuer in respect of the years ended 31 December 2007 and 2008, including the auditors' reports in respect of such years, which are contained in the annual reports of the Issuer for the relevant periods;

(c) a press release entitled "ING to strengthen core capital by EUR 10 billion" (the "Core Capital Release") published by ING Groep N.V. on 19 October 2008;

(d) a press release entitled "ING update on results and measures to reduce risks and costs" (the "Results and Measures Release") published by ING Groep N.V. on 26 January 2009;

(e) the press release entitled "ING posts full year underlying net loss of EUR 171 million" (the "2008 Results Release") published by ING Groep N.V. on 18 February 2009;

(f) the press release entitled "ING and Dutch State finalize Illiquid Assets Back-up Facility" (the "Illiquid Assets Back-up Facility Finalization Release") published by ING Groep N.V. on 1 April 2009;

(g) the press release entitled "Update on strategy: Taking ING back to basics" (the "Strategy Update Release") published by ING Groep N.V. on 9 April 2009; and

(h) pages 1 to 35 (inclusive) of the unaudited ING Group 2009 quarterly report for the first quarter of 2009, as published by ING Groep N.V. on 13 May 2009 (the "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 2009, 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 Issuer and its consolidated group,

save that any statement contained in a document which is deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Registration Document to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise).

With respect to the Q1 Report, prospective investors should note that the Issuer's consolidated operations are not identical with the reported financial and statistical information on a segment basis for the banking business of ING Groep N.V. as described in the Q1 Report. In addition, ING Groep N.V. is not responsible for production of this Registration Document.

Any information or other documents themselves incorporated by reference, either expressly or implicitly, in the documents incorporated by reference in this Registration Document shall not form part of this Registration Document, except where such information or other documents are specifically incorporated by reference into this Registration Document.

The Issuer will provide, without charge, to each person to whom a copy of this Registration Document has been delivered in accordance with applicable law, upon the oral or written request of such person, a copy of any or all of the documents which are incorporated herein by reference. Written or oral requests for such documents should be directed to the Issuer at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands (Tel.: +31 (0)20 501 3209). In addition, this Registration

Document and all of the documents which are incorporated herein by reference will be made available on the website of the Luxembourg Stock Exchange (www.bourse.lu).

RISK FACTORS

Set out below are certain risk factors which could affect the future financial performance of the Issuer and its subsidiaries ("ING Bank") and thereby potentially affect the Issuer's ability to fulfil its obligations in respect of securities issued or guaranteed by it. The factors discussed below should not be regarded as a complete and comprehensive statement of all potential risks and uncertainties ING Bank's businesses face. The Issuer has described only those risks relating to its operations of which it is aware and that it considers to be material. There may be additional risks that the Issuer currently considers not to be material or of which it is not currently aware and any of these risks could have the effects set forth above. Investors should note that they bear the Issuer's solvency risk.

Because ING Bank is part of an integrated financial services group conducting business on a global basis, the financial performance of ING Bank is affected by the volatility and strength of the economic, business and capital markets environments specific to the geographic regions in which it conducts business. The ongoing turbulence and volatility of such factors have adversely affected, and may continue to adversely affect the financial condition of ING Bank

Factors such as interest rates, securities prices, credit (including liquidity) spreads, exchange rates, consumer spending, business investment, real estate and private equity valuations, government spending, inflation, the volatility and strength of the capital markets, and terrorism all impact the business and economic environment and, ultimately, the amount and profitability of business ING Bank conducts in a specific geographic region. For example, in an economic downturn, such as the one currently taking place, characterised by higher unemployment, lower family income, lower corporate earnings, higher corporate and private debt defaults, lower business investment and consumer spending, the demand for banking and related financial products is adversely affected and ING Bank's reserves and provisions are likely to increase, resulting in lower earnings. Securities prices, real estate valuations and private equity valuations may be adversely impacted, and any such losses would be realized through profit and loss and shareholders equity. In particular, a downturn in the equity markets, such as the one currently taking place, causes a reduction in commission income ING Bank earns from managing portfolios for third parties, income generated from its own proprietary portfolios and its capital base. ING Bank also offers a number of financial products that exposes it to risks associated with fluctuations in interest rates, securities prices, corporate and private default rates, the value of real estate assets, exchange rates and credit spreads.

In case one or more of the factors mentioned above adversely affects the profitability of ING Bank's business this might also result, among other things, in the following:

- the write down of tax assets impacting net results; and/or
- impairment expenses related to goodwill and other intangible assets, impacting net results.

In particular, ING Bank believes that if ongoing market volatility adversely impacts the performance of the reporting unit Retail Banking - Central Europe, compared with what was assumed in the year-end 2008 goodwill impairment test, the book value (including goodwill) of this reporting unit may exceed the related fair value, which would result in an impairment.

Shareholders' equity and net result of ING Bank in 2008 were significantly impacted by the turmoil and the extreme volatility in the worldwide financial markets. The financial markets and worldwide economies have deteriorated further in the first months of 2009 in several areas, especially the equity markets. Current levels continuing or a further negative development in financial markets and/or economies in 2009 may have a material adverse impact on, in particular, ING Bank's shareholders' equity and net result in future periods, including as a result of the potential consequences listed above.

Adverse capital and credit market conditions may impact ING Bank's ability to access liquidity and capital, as well as the cost of credit and capital

The capital and credit markets have been experiencing extreme volatility and disruption for more than eighteen months. In the second half of 2008, the volatility and disruption reached unprecedented levels. In some cases, market developments have resulted in restrictions on the availability of liquidity and credit capacity for certain issuers.

ING Bank needs liquidity in its day-to-day business activities to pay operating expenses and interest on debt; maintain securities lending activities; and replace certain maturing liabilities. The principal sources of liquidity of ING Bank are deposit funds and cash flow from investment portfolio and assets, consisting mainly of cash or assets that are readily convertible into cash. Sources of liquidity in normal markets may also include a variety of short- and long-term instruments, including repurchase agreements, commercial paper, medium- and long-term debt, junior subordinated debt securities, capital securities and shareholders' equity.

In the event that current resources do not satisfy ING Bank's needs, it may need to seek additional financing. The availability of additional financing will depend on a variety of factors such as market conditions, the general availability of credit, the volume of trading activities, the overall availability of credit to the financial services industry, its credit ratings and credit capacity, as well as the possibility that customers or lenders could develop a negative perception of its long- or short-term financial prospects. Similarly, ING Bank's access to funds may be limited if regulatory authorities or rating agencies take negative actions against it. If ING Bank's internal sources of liquidity prove to be insufficient, there is a risk that external funding sources might not be available, or available on unfavourable terms.

Disruptions, uncertainty or volatility in the capital and credit markets may also limit ING Bank's access to capital required to operate its business. Such market conditions may limit, in particular, the ability of ING Bank to raise additional capital to support business growth, or to counter-balance the consequences of losses or increased regulatory capital requirements. This could force ING Bank to, as applicable, delay raising capital, reduce or postpone interest payments on other securities, issue capital of different types or under different terms than ING Bank would otherwise, or incur a higher cost of capital than in a more stable market environment. This would have the potential to decrease both ING Bank's profitability and its financial flexibility. ING Bank's results of operations, financial condition, cash flows and regulatory capital position could be materially adversely affected by disruptions in the financial markets.

In the course of 2008, governments around the world, including the Dutch government, implemented measures providing assistance to financial institutions, in certain cases requiring (indirect) influence on or changes to governance and remuneration practices. In certain cases governments have even nationalised companies or parts thereof. The measures adopted in The Netherlands consist of both liquidity provision and capital reinforcement, and a Dutch Capital Guarantee Scheme. The liquidity and capital reinforcement measures apply for a period of one year as of 10 October 2008, while the Credit Guarantee Scheme of the Netherlands is scheduled to run through 31 December 2009. So far ING Bank has been able to benefit from these measures. Going forward, the Dutch authorities will look at each application individually. Potential future transactions with the Dutch government or any other government or actions by such government regarding ING Bank or ING generally could adversely impact the position or rights of

ING Bank's shareholder, bondholders, customers, creditors, or ING Bank's results, operations, solvency, liquidity and governance.

Because ING Bank's businesses are subject to losses from unforeseeable and/or catastrophic events, which are inherently unpredictable, ING Bank may experience an abrupt interruption of activities, which could have an adverse effect on its financial condition

Unforeseeable and/or catastrophic events can lead to an abrupt interruption of activities and ING Bank's business operations may be subject to losses resulting from such disruptions. Losses can relate to property, financial assets, trading positions, insurance and pension benefits to employees and also to key personnel. If ING Bank's business continuity plans are not able to be put into action or do not take such events into account, such events could adversely affect ING Bank's financial condition.

Because ING Bank operates in a highly regulated industry, laws, regulations and regulatory policies or the enforcement thereof that govern activities in its various business lines could have an effect on ING Bank's reputation, operations and financial condition

ING Bank is subject to detailed banking, asset management and/or other financial services laws and government regulation in the jurisdictions in which it conducts business. Regulatory agencies have broad administrative power over many aspects of the financial services business, which may include liquidity, capital adequacy and permitted investments, ethical issues, anti-money laundering, privacy, record keeping, and marketing and selling practices. Banking and other financial services laws, regulations and policies currently governing ING Bank may also change at any time in ways which have an adverse effect on ING Bank's business, and it is difficult to predict the timing or form of any future regulatory or enforcement initiatives in respect thereof. Also, bank regulators and other supervisory authorities in the EU, the US and elsewhere continue to scrutinize payment processing and other transactions under regulations governing such matters as anti-money laundering, prohibited transactions with countries subject to sanctions, and bribery or other anti-corruption measures. Regulation is becoming increasingly more extensive and complex and regulators are focusing increased scrutiny on the industries in which ING Bank operates, often requiring additional resources of ING Bank. These regulations can serve to limit ING Bank's activities, including through, as the case may be, its net capital, customer protection and market conduct requirements, and restrictions on businesses in which ING Bank can operate or invest. If ING Bank fails to address, or appears to fail to address, appropriately any of these matters, ING Bank's reputation could be harmed and it could be subject to additional legal risk, which could, in turn, increase the size and number of claims and damages asserted against ING Bank or subject it to enforcement actions, fines and penalties.

In light of current conditions in the global financial markets and the global economy, regulators have increased their focus on the regulation of the financial services industry. Most of the principal markets where ING Bank conducts its businesses have adopted, or are currently considering, major legislative and/or regulatory initiatives in response to the financial crisis. In particular, governmental and regulatory authorities in The Netherlands, the United Kingdom, the United States and elsewhere are implementing measures to increase regulatory control in their respective financial markets and financial services sectors, including in the areas of prudential rules, capital requirements, executive compensation and financial reporting, among other things. Most recently, governments in The Netherlands and abroad have intervened on an unprecedented scale, responding to stresses experienced in the global financial markets. Some of the measures adopted subject ING Bank and other institutions for which they were designed to additional restrictions, oversight or costs. ING Bank cannot predict whether or when future legislative or regulatory actions may be taken, or what impact, if any, actions taken to date or in the future could have on its business, results of operations and financial condition. Despite ING Bank's efforts to maintain effective compliance procedures and to comply with applicable laws and regulations, there are a number of risks in areas where applicable regulations may be unclear, subject to multiple interpretation or conflict with one another, where regulators revise their previous guidance or courts overturn previous rulings, or ING Bank fails to meet applicable standards. Regulators and other authorities have the power to bring administrative or judicial proceedings against ING Bank, which could result, amongst other things, in suspension or revocation of ING Bank's licenses, cease and desist orders, fines, civil penalties, criminal penalties or other disciplinary action which could materially harm ING Bank's operations and financial condition.

Ongoing turbulence and volatility in the financial markets have adversely affected ING Bank, and may continue to do so. ING Bank currently does not expect these conditions to improve in the short term

ING Bank's financial performance is materially impacted by conditions in the global capital markets and the economy generally. The upheaval experienced in the global capital markets that started in the second half of 2007 continued and substantially increased throughout 2008 and continues in 2009. The crisis in the mortgage market in the United States, triggered by a serious deterioration of credit quality, led to a revaluation of credit risks. These conditions have resulted in greater volatility, widening of credit spreads and overall shortage of liquidity and tightening of financial markets throughout the world. In addition, prices for many types of asset-backed securities (ABS) and other structured products have significantly deteriorated. These concerns have since expanded to include a broad range of fixed income securities, including those rated investment grade, the international credit and interbank money markets generally, and a wide range of financial institutions and markets, asset classes, such as public and private equity, and real estate sectors. As a result, the market for fixed income instruments has experienced decreased liquidity, increased price volatility, credit downgrade events, and increased probability of default. Securities that are less liquid are more difficult to value and may be hard to dispose of. International equity markets have also been experiencing heightened volatility and turmoil, with issuers, including ING Bank, that have exposure to the real estate, mortgage, private equity and credit markets particularly affected. These events and the continuing market upheavals, including extreme levels of volatility, have had and may continue to have an adverse effect on ING Bank's financial performance, in part because it has a large investment portfolio and extensive real estate activities around the world. In addition, the confidence of customers in financial institutions is being tested. Reduced confidence could have an adverse effect on ING Bank's financial condition, including, in particular, through a withdrawal of deposits.

As a result of the ongoing and unprecedented volatility in the global financial markets in 2007 and 2008, ING Bank, has incurred negative revaluations on its investment portfolio, which have impacted its earnings and shareholders' equity. Furthermore, ING Bank has incurred impairments and other losses, which have impacted its profit and loss accounts.

Such impacts have arisen primarily as a result of valuation issues arising in connection with ING Bank's investments in real estate and private equity, exposures to US mortgage-related structured investment products, including sub-prime and Alt-A Residential and Commercial Mortgage-Backed Securities (CMBS and RMBS), Collateralized Debt Obligations (CDOs) and Collateralized Loan Obligations (CLOs), monoline insurer guarantees, Structured Investment Vehicles (SIVs) and other investments. In many cases, the markets for such investments and instruments have become highly illiquid, and issues relating to counterparty credit ratings and other factors have exacerbated pricing and valuation uncertainties. Valuation of such investments and instruments is a complex process involving the consideration of market transactions, pricing models, management judgment 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 ING Bank continues to monitor its exposures in this area, in light of the ongoing market environment and the resulting uncertainties concerning valuations, there can be no assurances that ING Bank will not experience further negative impacts to its shareholders' equity or profit and loss accounts from such assets in future periods.

Because ING Bank operates in highly competitive markets, including in its home market, it may not be able to increase or maintain its market share, which may have an adverse effect on its financial performance

There is substantial competition in The Netherlands and the other countries in which ING Bank does business for the types of commercial banking, investment banking, asset management and other products and services ING Bank provides. Customer loyalty and retention can be influenced by a number of factors, including relative service levels, the prices and attributes of products and services, and actions taken by competitors. If ING Bank is not able to match or compete with the products and services offered by its competitors, it could adversely impact its ability to maintain or further increase its market share, which would adversely affect ING Bank's financial condition. Such competition is most pronounced in ING Bank's more mature markets of The Netherlands, Belgium, other parts of Western, Northern and Southern Europe, the United States, Canada and Australia. In recent years, however, competition in emerging markets, such as Latin America, Asia and Central and Eastern Europe, has also increased as large banking industry participants from more developed countries have sought to establish themselves in markets which are perceived to offer higher growth potential, and as local institutions have become more sophisticated and competitive and have sought alliances, mergers or strategic relationships with ING Bank's competitors. In particular, The Netherlands and the United States are ING Bank's largest markets for its banking operations. ING Bank's main competitors in the banking sector in The Netherlands are ABN AMRO Bank/Fortis and Rabobank. Increasing competition in these or any of ING Bank's other markets may significantly impact ING Bank's financial performance if ING Bank is unable to match the products and services offered by its competitors. Over time, certain sectors of the financial services industry have become more concentrated, as institutions involved in a broad range of financial services have been acquired by or merged into other firms or have declared bankruptcy. In 2008, this trend accelerated considerably, as several major financial institutions consolidated, were forced to merge or received substantial government assistance. These developments could result in ING Bank's competitors gaining greater access to capital and liquidity, expanding their ranges of products and services, or gaining geographic diversity. In particular, ING Bank may experience pricing pressures as a result of these factors in the event that some of its competitors seek to increase market share by reducing prices.

Because ING Bank does business with many counterparties, the inability of these counterparties to meet their financial obligations could have an adverse effect on ING Bank's financial condition

Third-parties that owe ING Bank money, securities or other assets may not pay or perform under their obligations. These parties include issuers whose securities ING Bank holds, borrowers under loans originated, customers, trading counterparties, counterparties under swaps, credit default and other derivative contracts, clearing agents, exchanges, clearing house and other financial intermediaries. Defaults by one or more of these parties on their obligations to ING Bank due to bankruptcy, lack of liquidity, downturns in the economy or real estate values, operational failure, etc., or even rumours about potential defaults by one or more of these parties or regarding the financial services industry generally, could lead to losses for ING Bank, and defaults by other institutions. In addition, with respect to secured transactions, ING Bank's credit risk may be exacerbated when the collateral held by it cannot be realized, or is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure due to it. ING Bank may also have exposure to a number of financial institutions in the form of unsecured debt instruments, derivative transactions and equity investments. There is no assurance that losses on, or impairments to the carrying value of these assets would not materially and adversely affect ING Bank's business or financial condition.

Because ING Bank uses assumptions to model client behaviour for the purpose of its market risk calculations, the difference between the realisation and the assumptions may have an adverse impact on the risk figures and future financial performances

ING Bank uses assumptions in order to model client behaviour for the risk calculations in its banking books. Assumptions are used to determine the price sensitivity of savings and current accounts and to estimate the embedded optional risk in the mortgage and investment portfolios. The realisation or use of different assumptions to determine the client behaviour could have a material adverse effect on the calculated risk figures and ultimately future financial performance.

Because ING Bank also operates in markets with less developed judiciary and dispute resolution systems, in the event of disputes in these markets, the quality and the effectiveness of such systems could have an adverse effect on ING Bank's operations and financial performance

In the less developed markets in which ING Bank operates, judiciary and dispute resolution systems may be less developed. As a result, in case of a breach of contract ING Bank may have difficulties in making and enforcing claims against contractual counterparties and, if claims are made against ING Bank, it might encounter difficulties in mounting a defence against such allegations. If ING Bank becomes party to legal proceedings in a market with an insufficiently developed judiciary system, it could have an adverse effect on ING Bank's operations and financial performance.

Because ING Bank is comprised of financial services companies and continually developing new financial products, it might be faced with claims that could have an adverse effect on ING Bank's operations and financial performance if clients' expectations are not met

When new financial products are brought to the market, communication and marketing aims to present a balanced view of the product (however there is a focus on potential advantages for the customers). Whilst ING Bank engages in due diligence processes when developing products, if the products do not generate the expected profit, or result in a loss, or otherwise do not meet expectations, customers may file claims against ING Bank. Such claims could have an adverse effect on ING Bank's operations and financial performance.

ING Bank's businesses may be negatively affected by a sustained increase in inflation

A sustained increase in the inflation rate in ING Bank's principal markets would have multiple impacts on ING Bank and may negatively affect ING Bank's business, solvency position and financial performance. For example, a sustained increase in the inflation rate may result in an increase in market interest rates which may (i) decrease the value of certain fixed income securities it holds in its investment portfolios resulting in reduced levels of unrealized capital gains available to it which could negatively impact its solvency position and financial performance and (ii) require ING Bank, as an issuer of securities, to pay higher interest rates on debt securities it issues in the financial markets from time to time to finance its operations which would increase ING Bank's interest expenses and adversely affect ING Bank's financial performance. A significant and sustained increase in inflation has historically also been associated with decreased prices for equity securities and sluggish performance of equity markets generally. A sustained decline in equity markets may (i) result in impairment charges to equity securities that it holds in its investment portfolios and reduced levels of unrealised capital gains available to it which would adversely affect its financial performance and negatively impact its solvency position, (ii) negatively impact performance, future sales and surrenders of its unit-linked products where underlying investments are often allocated to equity funds, and (iii) negatively impact the ability of its asset management operations to retain and attract assets under management, as well as the value of assets they do manage, which may negatively impact their financial performance.

Operational risks are inherent in ING Bank's businesses

ING Bank's businesses depend on the ability to process a large number of transactions efficiently and accurately. Losses can result from inadequate personnel, inadequate or failed internal control processes and systems, or from external events that interrupt normal business operations. ING Bank also faces the risk that the design of its controls and procedures prove to be inadequate or are circumvented. ING Bank has suffered losses from operational risk in the past and there can be no assurance that it will not suffer material losses from operational risk in the future.

ING Bank's businesses may be negatively affected by adverse publicity, regulatory actions or litigation with respect to it, other well-known companies or the financial services industry in general

Adverse publicity and damage to ING Bank's reputation arising from its failure or perceived failure to comply with legal and regulatory requirements, financial reporting irregularities involving other large and well known companies, increasing regulatory and law enforcement scrutiny of "know your customer" anti-money laundering, prohibited transactions with countries subject to sanctions, and bribery or other anti-corruption measures and anti-terrorist-financing procedures and their effectiveness, regulatory investigations of the mutual fund, banking industry, and litigation that arises from the failure or perceived failure by ING Bank to comply with legal, regulatory and compliance requirements, could result in adverse publicity and reputation harm, lead to increased regulatory supervision, affect ING Bank's ability to attract and retain customers, maintain access to the capital markets, result in cease and desist orders, suits, enforcement actions, fines and civil and criminal penalties, other disciplinary action or have other material adverse effects on ING Bank in ways that are not predictable.

ING Bank's agreements with the Dutch State impose certain restrictions regarding the compensation of certain senior management positions

For so long as the Dutch State holds at least 25% of the Core Tier-I Securities issued by ING Groep N.V. on 12 November 2008 or for so long as the Illiquid Assets Back-up Facility between ING Groep N.V. and the Dutch State agreed upon in the terms sheet of 26 January 2009 is in place, or so long as any of the government guaranteed senior unsecured bonds issued by ING Bank N.V. under the Credit Guarantee Scheme of the Netherlands are outstanding, whichever expires last, ING Bank N.V. is required to institute certain restrictions on the compensation of the members of its Executive Board and senior management, including incentives or performance-based compensation. These restrictions could hinder or prevent ING Bank from attracting or retaining the most qualified management with the talent and experience to manage its business effectively. In connection with these transactions, the Dutch State was granted the right to nominate two candidates for appointment to the Supervisory Board of ING Bank N.V. The Dutch State's nominees have veto rights over certain material transactions.

The issuance of the Core Tier-I Securities to the Dutch State by ING Groep N.V. has increased the cumulative change of ownership for United States tax purposes to approximately 42% as per 12 November 2008. Future increases of capital or other ownership changes may bring ING over the 50% threshold, in which case limitations to the

future use of tax loss carry forwards as well as certain so-called built-in-losses may adversely affect net result and equity of ING Bank

Section 382 of the United States Internal Revenue Code contains a so-called loss limitation rule, the general purpose of which is to prevent trafficking in tax losses (i.e. it is an anti-abuse rule). The rule is triggered when the ownership of a company changes by more than 50% (measured by value) on a cumulative basis in any three year period. If triggered, restrictions may be imposed on the future use of realised tax losses as well as certain losses that are built into the assets of the company at the time of the ownership change and that are realised within the next five years. The issuance of EUR 10 billion of securities by ING Groep N.V. to the Dutch State on 12 November 2008 brought ING's (cumulative) change of ownership as per that date to approximately 42%. As a result, future increases in capital or other changes of ownership may adversely affect the net result or equity of ING Bank, unless relief from the loss limitation rules is obtained, which may or may not be possible.

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. Following these temporary approval decisions, the Commission will further assess these transactions to come to a definitive conclusion. ING Groep N.V. has been requested to submit a restructuring plan to the Commission in the context of these proceedings. The Commission may request changes and/or amendments and may impose obligations and/or conditions in order to grant a final approval. The requests made by the Commission and obligations and/or commitments imposed by the Commission could adversely impact the position or rights of ING Bank's shareholder, bondholders, other security holders, customers, creditors, or ING Bank's results, operations, solvency, liquidity and governance.

DESCRIPTION OF ING BANK N.V.

Profile

ING Bank N.V. 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 almost 115,000 people worldwide. ING Group holds all shares of ING Bank N.V., which is a non-listed 100% subsidiary of ING Group.

ING Bank N.V. (ING Bank) is represented in more than 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 almost 74,000 employees, ING Bank N.V. (ING Bank) is active through three Business Lines: Retail Banking, ING Direct and Wholesale Banking.

Retail Banking offers retail banking services in the mature markets of The Netherlands and Belgium, and in the growth markets of Poland, Romania, Turkey, Ukraine, India, Thailand and China. Private Banking is offered in The Netherlands, Belgium, Luxembourg, Switzerland and various countries in Asia, Latin America and Central and Eastern 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 increasingly also mutual funds and payment accounts.

Wholesale 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. Wholesale Banking also manages ING Real Estate, a large real estate investment manager.

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 has 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.

ING Bank N.V. is registered at the Chamber of Commerce of Amsterdam under no. 33031431. The articles of association were last amended by notarial deed executed on 6 February 2009. According to its articles of association, the objects of the company 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.

The address and telephone number of the registered office of ING Bank N.V. is: Bijlmerplein 888, 1102 MG Amsterdam Zuid-Oost, The Netherlands (telephone: +31 20 501 3209).

Supervisory Board and Executive Board

ING Bank has a two tier board system, consisting of a Supervisory Board and an Executive Board. 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 Executive Board and the general course of events in the company and to assist the Executive Board by providing advice. The Executive Board is responsible for the daily management of the company.

The composition of the Executive Board and the Supervisory Board of ING Bank N.V. 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, Karel Vuursteen and Lodewijk J. de Waal. Jeroen van der Veer was appointed to the Supervisory Board effective as of 1 July 2009.
- Executive Board: Jan H.M. Hommen (chairman), Eric F. Boyer de la Giroday, Patrick G. Flynn (CFO), Dick H. Harryvan, C.P.A., (Eli) Leenaars, Tom J. McInerney, Hans van der Noordaa, J.V. (Koos) Timmermans (CRO) and Jacques M. de Vaucleroy.

The business address of all members of the Supervisory Board and the Executive Board 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 Executive Board do not accept corporate directorships with listed companies outside ING. The only exception is the membership of Jacques de Vaucleroy on the Board of Directors of the Delhaize Group in Belgium. Mr. de Vaucleroy held this position prior to his appointment to the Executive Board of ING Bank. Mr. de Vaucleroy observes a strict "chinese wall" between his position at ING Bank and his position at the Delhaize Group. As a result, and given the different fields of business of each company, ING Bank believes that there is no potential conflict of interests.

Details of relationships that members of the Executive Board may have with ING Group subsidiaries as ordinary, private individuals are not reported, with the exception of information on any loans that may have been granted to them. In all these cases, the company complies with the best-practice provisions of the Dutch Corporate Governance Code.

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.

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

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

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.

(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.

CHANGES IN ACCOUNTING POLICIES

ING Bank has applied IFRS-EU since 2004. However, as permitted by IFRS 1, ING Group 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).

MAIN DEVELOPMENTS IN 2008

On 5 March 2008, ING announced that it would make a substantial investment in its retail banking branch network in The Netherlands to further raise ING's potential for future growth. The investment is in line with the strategy in The Netherlands to combine Postbank and ING Bank under one single brand. In conjunction, both ING and TNT have agreed to gradually unwind their joint venture Postkantoren B.V. over the next five years.

On 19 May 2008, ING Direct N.V. announced its plan to launch a public tender offer for Interhyp AG, Germany's largest independent residential mortgage distributor, at EUR 64 per share, valuing the company at EUR 416 million. The founders and co-CEOs Robert Haselsteiner and Marcus Wolsdorf have irrevocably committed to tender their approximate 32% stake of Interhyp.

On 14 July 2008, ING Direct N.V. announced that it had received regulatory approval from the Dutch Central Bank for the public takeover bid for Interhyp AG. On 30 July 2008, ING Direct N.V. announced that 89.55% of Interhyp shares had been tendered in its public takeover offer, giving it a controlling stake in the company, and that an additional acceptance period for the remainder of the Interhyp shares outside its control would be commenced.

ING Direct N.V. announced on 18 August 2008 that its public takeover offer for Interhyp, Germany's largest independent residential mortgage distributor, had closed. 91.21% of Interhyp shares were tendered in total, giving ING Direct the desired controlling stake in the company.

ING Direct N.V. announced on 13 October 2008 that it had obtained an additional 208,294 shares in Germany's largest independent residential mortgage distributor, Interhyp AG, at EUR 64 per share. ING Direct's stake in Interhyp has increased from 91.21% as of 18 August 2008 to 96.95% as of 13 October 2008.

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, who were appointed at the annual General Meeting (AGM) in 2009. They are represented on the Audit Committee, Corporate Governance Committee and Remuneration and Nomination Committee of the Supervisory Board and 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 has appointed Jan Hommen -

who was chairman of the Supervisory Board - as chairman 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. 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. Patrick Flynn has now become the new chief financial officer of ING.

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 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. 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 will replace Peter Elverding who succeeded Jan Hommen as chairman of the Supervisory Board. Eric Bourdais de Charbonniére 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. These organisational changes will become effective as of 1 June 2009, pending approval of De Nederlandsche Bank (DNB).

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.

FINANCIAL RESULTS 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 riskadjusted 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-valueproducts. 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

	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'. 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	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	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'.

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.

Corporate Compliance

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.

Operational Risks

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.

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

CONSOLIDATED BALANCE SHEET OF ING BANK N.V.*
Before appropriation of result

(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	**133,385**	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	**-83,292**		-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.

GENERAL INFORMATION

Documents Available for Inspection or Collection

So long as this Registration Document is valid as described in Article 9 of the Prospectus Directive, copies of the following documents will, when published, be available free of charge from the Issuer and from the specified office of the Paying Agents, Warrant Agents and Certificate Agents and, if applicable for Austrian investors from ING Bank N.V., Zweigniederlassung Wien, Ungargasse 64/3/305,1030 Wien. Written or oral requests for such documents should be directed to the Issuer at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands (Tel.: +31 (0)20 501 3209) or at the address of the Vienna ING branch indicated above.

(i) the English translation of the Articles of Association of the Issuer;

(ii) the annual reports of the Issuer (in English) in respect of the financial years ended 31 December 2007 and 31 December 2008, including the auditors' reports in respect of such financial years;

(iii) the most recently available annual report of the Issuer and its consolidated subsidiaries and the most recently available published interim financial statements of the Issuer (in English and if any);

(iv) a copy of the Registration Document; and

(v) any future supplements to the Registration Document and any other documents incorporated herein or therein by reference.

Ratings

The Issuer has a senior debt rating from Standard & Poor's Rating Services, a division of The McGraw-Hill Companies, Inc. ("Standard & Poor's"), of AA-, a senior debt rating from Moody's Investors Service Limited ("Moody's") of Aa3 and a senior debt rating from Fitch Ratings Ltd. ("Fitch") of AA-.

A credit rating is not a recommendation to buy, sell or hold securities. There is no assurance that a rating will remain for any given period of time or that a rating will not be suspended, lowered or withdrawn by the relevant rating agency if, in its judgement, circumstances in the future so warrant. Over the course of the past year, the Issuer has from time to time been subject to its ratings being lowered.

Significant or Material Adverse Change

At the date hereof, other than in respect of:

(i) the finalization of the illiquid assets back-up facility covering part of ING Bank's mortgage backed securities portfolio as agreed with the State of the Netherlands and announced in the Illiquid Assets Back-up Facility Finalization Release of 1 April 2009;

(ii) the assets reclassification as at 12 January 2009 as announced in the 2008 Results Release of 18 February 2009;

(iii) 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

(iv) a decline in market values of available-for-sale debt securities and balance sheet reductions as disclosed in the Q1 Report of 13 May 2009, 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.

Litigation

ING Bank N.V. and its consolidated subsidiaries are involved in lawsuits and arbitration cases in The Netherlands and in a number of other countries relating to claims by or against these companies arising in the course of ordinary activities, and also from acquisitions, including their activities as lenders, employers, investors and taxpayers. Several of these cases involve claims for either very large or indefinite amounts. Although it is not feasible to predict or to determine the outcome of all current or impending legal proceedings, ING Bank N.V. is of the opinion that neither it nor any of its consolidated subsidiaries is or has been involved in, or is or has been affected by, any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which ING Bank N.V. is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past, significant effects on the financial position or profitability of ING Bank N.V. or its consolidated subsidiaries.

Auditors

The financial statements of the Issuer for the financial year ended 31 December 2007 have been audited by KPMG Accountants N.V. KPMG Accountants N.V. is a member of the Koninklijk Nederlands Instituut van Registeraccountants (*NIVRA*). KPMG Accountants N.V. has issued an unqualified auditors' report on these financial statements dated 17 March 2008.

The auditors' report in respect of the financial year ended 31 December 2007 incorporated by reference herein is included in the form and content in which it appears with the consent of KPMG Accountants N.V., who have authorised the contents of this auditors' report.

The financial statements of the Issuer for the financial year ended 31 December 2008 have been audited by Ernst &Young Accountants LLP. The auditors of Ernst & Young Accountants LLP are members of the Koninklijk Nederlands Instituut van Registeraccountants (*NIVRA*), which is a member of International Federation of Accountants (IFAC).

The auditors' report in respect of the financial year ended 31 December 2008 incorporated by reference herein and the following auditors' report are included in the form and context in which they appear with the consent of Ernst & Young Accountants LLP, who have authorised the contents of these auditors' reports.

Auditors' Report

To the Executive Board of ING Bank N.V.

Auditor's Report

Introduction

We have audited whether the consolidated balance sheet as at 31 December 2008 and the consolidated profit and loss account for the year then ended of ING Bank N.V., Amsterdam, as included in this Registration Document on page 38, page 39 and page 40, have been derived consistently from the audited annual accounts of ING Bank N.V. for the year ended 31 December 2008. In our auditors' report dated 16 March 2009 we expressed an unqualified opinion on these annual accounts. Management of the company is responsible for the preparation of the consolidated balance sheet and the consolidated profit and loss account in accordance with the accounting policies as applied in the 2008 annual accounts of ING Bank N.V. Our responsibility is to express an opinion on the consolidated balance sheet and the consolidated profit and loss account.

Scope

We conducted our audit in accordance with Dutch law. This law requires that we plan and perform the audit to obtain reasonable assurance that the consolidated balance sheet and the consolidated profit and loss account have been derived consistently from the annual accounts. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion the consolidated balance sheet and the consolidated profit and loss account have been derived consistently, in all material respects, from the 2008 annual accounts.

Emphasis of matter

For a better understanding of the company's financial position and results and the scope of our audit, we emphasize that the consolidated balance sheet and the consolidated profit and loss account should be read in conjunction with the annual accounts, from which the consolidated balance sheet and the consolidated profit and loss account were derived and our unqualified auditors' report thereon dated 16 March 2009. Our opinion is not qualified in respect of this matter.

Amsterdam, 15 May 2009

Ernst & Young Accountants LLP

Signed by C.B. Boogaart

THE ISSUER

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The Netherlands

INDEPENDENT PUBLIC ACCOUNTANTS

To the Issuer in respect of 2007

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Burgemeester Rijnnderslaan 20
1185 MC Amstelveen
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To the Issuer in respect of 2008

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