SECOND SUPPLEMENT DATED 3 NOVEMBER 2017
TO THE REGISTRATION DOCUMENT DATED 26 JUNE 2017

ING Bank N.V., Sydney Branch

(Australian Business Number 32 080 178 196)

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

Supplement to the Registration Document dated 26 June 2017

This Supplement (the "**Supplement**") is prepared as a supplement to, and must be read in conjunction with, the Registration Document dated 26 June 2017, as supplemented by the supplement dated 4 August 2017, issued by ING Bank N.V., Sydney Branch (the "**Registration Document**"). This Supplement, together with the Registration Document, constitutes a registration document for the purposes of Article 5.4 of Directive 2003/71/EC of the European Parliament and of the Council, as amended, to the extent that such amendments have been implemented in the relevant Member State of the European Economic Area (the "**Prospectus Directive**"). Terms used but not defined in this Supplement have the meanings ascribed to them in the Registration Document. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Registration Document by this Supplement and (b) any other statement in or incorporated by reference in the Registration Document, the statements in (a) above will prevail. ING Bank N.V., Sydney Branch (the "**Issuer**" or "**ING Sydney Branch**") accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

INTRODUCTION

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

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

So long as the Registration Document and this Supplement are valid as described in Article 9 of the Prospectus Directive, copies of this Supplement and the Registration Document, together with the other documents listed in the "General Information – Documents Available for Inspection or Collection" section of the Registration Document and the information incorporated by reference in the Registration Document by this Supplement, will be available free of charge from ING Bank N.V. at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands or ING Bank N.V., Sydney Branch at 140 Sussex Street, Sydney, NSW 2000, Australia. In addition, this Supplement, the Registration Document and the documents which are incorporated by reference in the Registration Document by this Supplement will be made available on the following website: *https://www.ingmarkets.com* under the section "Downloads".

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

RECENT DEVELOPMENTS AND INFORMATION INCORPORATED BY REFERENCE

On 3 November 2017, ING Bank N.V. (including the Issuer) published a supplement to its registration document, a copy of which has been approved by and filed with the AFM and, by virtue of this Supplement, is incorporated by reference in, and forms part of, the Registration Document.

MODIFICATIONS TO THE REGISTRATION DOCUMENT

1. Item (b) of the section entitled "Documents Incorporated by Reference" on page 4 of the Registration Document shall be deleted and restated as follows:

"(b) the registration document of ING Bank N.V. (including the Issuer) dated 16 May 2017, prepared in accordance with Article 5 of the Prospectus Directive and approved by the AFM (together with the supplements thereto dated 4 August 2017 and 3 November 2017, the "**ING Bank N.V. Registration Document**"), including, for the purpose of clarity, the following items incorporated by reference therein:

(i) the Articles of Association (*statuten*) of ING Bank N.V. (including the Issuer);

(ii) the publicly available annual report of ING Bank N.V. (including the Issuer) in respect of the year ended 31 December 2016, including the audited financial statements and auditors' report in respect of such year;

(iii) the publicly available audited consolidated financial statements of ING Bank N.V. (including the Issuer) in respect of the years ended 31 December 2015 and 2014 (in each case, together with the auditors' reports thereon and explanatory notes thereto);

(iv) the press release published by ING Groep N.V. ("**ING Group**") on 25 April 2017 entitled "ING to participate in Bank of Beijing share offering";

(v) the press release published by ING Group on 10 May 2017 entitled "ING 1Q17 net result EUR 1,143 million" (the "**Q1 Press Release**"). The Q1 Press Release contains, among other things, the consolidated unaudited interim results of ING Group as at, and for the three month period ended, 31 March 2017, as well as information about recent developments during this period in the banking business of ING Group, which is conducted substantially through ING Bank N.V. (including the Issuer) and its consolidated group;

(vi) the press release published by ING Group on 2 August 2017 entitled "ING posts 2Q17 net result of EUR 1,371 million" (the "**Q2 Press Release**"). The Q2 Press Release contains, among other things, the consolidated unaudited interim results of ING Group as at, and for the three month period and six month period ended, 30 June 2017, as well as information about recent developments during this period in the banking business of ING Group, which is conducted substantially through ING Bank N.V. (including the Issuer) and its consolidated group;

(vii) the interim financial report containing ING Bank N.V.'s (including the Issuer's) condensed consolidated unaudited results as at, and for the six month period ended, 30 June 2017, as published by ING Bank N.V. (including the Issuer) on 2 August 2017;

(viii) the press release published by ING Group on 11 September 2017 entitled "ING announces change in Supervisory Board"; and

(ix) the press release published by ING Group on 2 November 2017 entitled "ING posts 3Q17 net result of EUR 1,376 million" (the "**Q3 Press Release**"). The Q3 Press Release contains, among other things, the consolidated unaudited interim results of ING Group as at, and for the three month period and nine month period ended, 30 September 2017, as well as information about recent developments during this period in the banking business of ING Group, which is conducted substantially through ING Bank N.V. (including the Issuer) and its consolidated group.".

2. The penultimate paragraph in the section entitled "Documents Incorporated by Reference" on page 4 of the Registration Document shall be deleted and restated as follows:

"With respect to the Q1 Press Release, the Q2 Press Release and the Q3 Press Release (together, the "**Quarterly Press Releases**"), prospective investors should note that ING Bank N.V.'s (including the Issuer's) consolidated operations, while materially the same, are not identical with the reported financial and statistical information on a segment basis for the banking business of ING Group as described in the Quarterly Press Releases, because the financial and statistical information reported by ING Group also contains certain financial items incurred solely at the level of ING Group (on a standalone basis) which are therefore not included in the consolidated operations of the Issuer (being a wholly-owned subsidiary of ING Group). Despite the incorporation by reference of one or more press releases published by it, ING Group is not responsible for the preparation of this Registration Document.".

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