



ING Groep N.V.

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

Supplement to the Registration Document dated 31 March 2017

This Supplement (the “Supplement”) is prepared as a supplement to, and must be read in conjunction with, the Registration Document dated 31 March 2017 as supplemented by the supplements dated 16 May 2017 and 4 August 2017 issued by ING Groep N.V. (the “Registration Document”). This Supplement, together with the Registration Document, constitutes a registration document for the purposes of Article 5 of Directive 2003/71/EC of the European Parliament and of the Council, as amended, to the extent that such amendments have been implemented in the relevant Member State of the European Economic Area (the “Prospectus Directive”). Terms used but not defined in this Supplement have the meanings ascribed to them in the Registration Document. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Registration Document by this Supplement and (b) any other statement in or incorporated by reference in the Registration Document, the statements in (a) above will prevail. ING Groep N.V. accepts responsibility for the information contained in this Supplement. To the best of the knowledge of ING Groep N.V. (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 ING Groep N.V.

Neither the delivery of this Supplement nor the Registration Document shall in any circumstances imply that the information contained in such Registration Document and herein concerning ING Groep N.V. is correct at any time subsequent to 4 August 2017 (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 Groep N.V. and the specified office of the Paying Agents. Requests for such documents should be directed to ING Groep N.V. c/o ING Bank N.V. at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands. In addition, this Supplement, the Registration Document and the documents which are incorporated by reference in the Registration Document will be made available on the website of ING (<https://www.ing.com/Investor-relations/Fixed-income-information/Debt-securities-ING-Groep-N.V./Senior-bonds.htm>).

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

RECENT DEVELOPMENTS AND INFORMATION INCORPORATED BY REFERENCE

On 2 November 2017, ING Group published a press release 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 results of ING Groep N.V. as at, and for the three month period and the nine month period ended, 30 September 2017. A copy of the Q3 Press Release has been 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. The following new items (h), (i), (j) and (k) shall be inserted in the section entitled “Documents Incorporated by Reference” on page 4 of the Registration Document:

- “(h) the press release published by ING Group on 1 August 2017 entitled “ING to redeem USD 522 million Additional Tier 1 instrument”;
- “(i) the press release published by ING Group on 11 September 2017 entitled “ING announces change in Supervisory Board”;
- “(j) the press release published by ING Group on 13 September 2017 entitled “ING to redeem USD 500 million 6.2% Perpetual Debt Securities”; and
- “(k) 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 the Issuer as at, and for the three month and the nine month period ended, 30 September 2017.”.

2. *The section entitled “Description of ING Groep N.V. – Supervisory Board and Executive Board” beginning on page 37 of the Registration Document shall be amended as follows:*

All references to A. (Ann) Sherry shall be deleted.

3. *The section entitled “General Information – Significant or Material Adverse Change” on page 121 of the Registration Document shall be deleted and restated as follows:*

“Significant or Material Adverse Change

At the date hereof, there has been no significant change in the financial or trading position of ING Groep N.V. and its consolidated subsidiaries since 30 September 2017.

At the date hereof, there has been no material adverse change in the prospects of ING Groep N.V. since 31 December 2016.”

4. *The fourth paragraph of the section entitled “General Information – Litigation” beginning on page 121 of the Registration Document shall be deleted and restated as follows:*

“In July 2016, investors in derivatives tied to the Singapore Interbank Offer Rate (“SIBOR”) filed a U.S. class action complaint in the New York District Court alleging that several banks, including ING, conspired to rig the prices of derivatives tied to SIBOR and the Singapore Swap Offer Rate (“SOR”). The lawsuit refers to investigations by the Monetary Authority of Singapore (“MAS”) and other regulators, including the U.S. Commodity Futures Trading Commission (“CFTC”), in relation to rigging prices of SIBOR- and SOR-based derivatives. In April 2017, the New York District Court issued an oral ruling dismissing all claims. In September 2017, plaintiffs filed an amended complaint. Currently, it is not possible to provide an estimate of the (potential) financial effect of this claim.”

5. *The sixth paragraph of the section entitled “General Information – Litigation” beginning on page 121 of the Registration Document shall be deleted and restated as follows:*

“In January 2011, the Dutch Association of Stockholders (*Vereniging van Effectenbezitters*, ‘VEB’) issued a writ alleging that investors were misled by the prospectus that was issued with respect to the September 2007 rights issue of Fortis N.V. (now Ageas N.V.) against Ageas N.V., the underwriters of such rights issue, including ING Bank, and former directors of Fortis N.V. According to the VEB the prospectus shows substantive incorrect and misleading information. The VEB stated that the impact and the risks of the sub-prime crisis for Fortis and Fortis’ liquidity position were reflected incorrectly in the prospectus. The VEB requested a declaratory decision stating that the summoned parties acted wrongfully and are therefore responsible for the damages suffered by the investors in Fortis. In March 2016, Ageas, VEB and certain other claimants announced that the claim in relation to Fortis has been settled. Ageas has agreed to pay €1.2 billion to investors as compensation, provided that the Amsterdam Court of Appeal declares the settlement to be binding. According to the settlement documentation, as filed by Ageas with the Court of Appeal in May 2016, the settlement agreement contains a third-party clause by which the banks will also be released from the claims made by VEB and certain other claimants, if the settlement becomes unconditional. In June 2017, the Amsterdam Court of Appeal has given an interim ruling that the proposed settlement agreement between Ageas and the VEB cannot be declared binding upon all investors in its current form. Ageas and the VEB are requested to make amendments to the settlement agreement on certain specific items mentioned in the interim ruling.”

6. *The seventh paragraph of the section entitled “General Information – Litigation” beginning on page 121 of the Registration Document shall be deleted and restated as follows:*

“A number of retired employees of ING Belgium have initiated legal proceedings against ASCEL (a non-profit organisation established by ING Belgium that provided medical insurance coverage to current and retired employees till the beginning of 2015 via a subdivision of ASCEL: FMC) and ING Belgium following the decision to externalise this medical insurance coverage which resulted in an increase of premium. Following a summary proceedings in which the initial claim of the retired employees was rejected, proceedings at the Court of first instance have been initiated aiming to either uphold the former insurance coverage or reimburse the increase of premium. In a decision of September 2016, the Court has considered that FMC has validly been closed but that, as the medical coverage qualifies as an insurance contract not linked with the professional activity of the claimants, ING could not unilaterally terminate the agreement between FMC and the pensioners. In October 2017 ING reached an agreement with the claimants to settle this case. This settlement will however only become final if approved by at least 80% of all the retired employees involved. A provision has been taken.”

7. The eleventh paragraph of the section entitled “General Information – Litigation” beginning on page 121 of the Registration Document shall be deleted and restated as follows:

“ING received complaints and is involved in litigation with natural persons (*natuurlijke personen*) in The Netherlands regarding increases in interest surcharges with respect to several credit products, including but not limited to residential property (*eigenwoningfinanciering*). ING is reviewing the relevant product portfolio. Although the review is still ongoing, a provision has been taken for certain of these complaints.”

8. The twelfth paragraph of the section entitled “General Information – Litigation” beginning on page 121 of the Registration Document shall be deleted and restated as follows:

“In June 2017, a Belgian criminal Court ruled that ING Luxembourg assisted third parties in 2000 to commit a tax fraud in the context of the purchase of the shares of a cash company. The Court condemned ING Luxembourg among others to a penal fine of EUR 120,000 (suspended for half of the total amount). The court also condemned ING Luxembourg jointly and severally with other parties, to pay EUR 31.48 million (to be increased with the legal interests) to the bankruptcy trustee of the cash company. ING decided to appeal against this judgment. Although the outcome of the pending litigation (and similar cash company financing cases that have been or may be brought in the future) is uncertain, a provision has been recorded.”

9. The following new paragraph shall be added at the end of the section entitled “General Information - Litigation” beginning on page 121 of the Registration Document:

“ING Spain has received claims and is involved in procedures with customers regarding reimbursement of expenses associated to the formalization of mortgages. In court proceedings in first instance the expense clause of the mortgage contract has been declared null and all or part of the expenses were ordered to be reimbursed by the bank. The courts in first instance have applied in their rulings different criteria regarding the reimbursement of expenses. ING Spain has filed an appeal against a number of these court decisions. The outcome of the pending litigation and similar cases that may be brought in the future is uncertain. A provision has been taken. However, the aggregate financial impact of the current and future litigation could change and will, amongst others, depend on an expected future ruling by the Spanish Supreme Court regarding the expenses that should be reimbursed by the banks.”