

THIRD SUPPLEMENT DATED 3 FEBRUARY 2017
TO THE REGISTRATION DOCUMENT DATED 27 JUNE 2016



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 27 June 2016

This Supplement (the “**Supplement**”) is prepared as a supplement to, and must be read in conjunction with, the Registration Document dated 27 June 2016, as supplemented by the supplements dated 4 August 2016 and 4 November 2016, 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 February 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 17 May 2016, prepared in accordance with Article 5 of the Prospectus Directive and approved by the AFM (together with the supplements thereto dated 4 August 2016, 4 November 2016 and 3 February 2017, the “**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 reports of ING Bank N.V. (including the Issuer) in respect of the years ended 31 December 2013, 2014 and 2015, including the audited financial statements and auditors' reports in respect of such years;
- (iii) the press release published by ING Groep N.V. (“**ING Group**”) on 10 May 2016 entitled “ING 1Q16 underlying net result EUR 842 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 2016, 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;
- (iv) the press release published by ING Group on 1 June 2016 entitled “Bill Connelly to retire; Isabel Fernandez to become Head of ING Wholesale Banking”;
- (v) the press release published by ING Group on 5 July 2016 entitled “ING to adopt framework for compensation of Dutch SME clients with interest rate derivatives”;
- (vi) the press release published by ING Group on 29 July 2016 entitled “EBA reports on outcome of 2016 EU-wide stress test”;
- (vii) the press release published by ING Group on 3 August 2016 entitled “ING 2Q16 underlying net result EUR 1,417 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 2016, 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;
- (viii) 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 2016, as published by ING Bank N.V. (including the Issuer) on 3 August 2016;

- (ix) the press release published by ING Group on 3 October 2016 entitled “ING strategy update: Accelerating Think Forward”;
- (x) the press release published by ING Group on 3 November 2016 entitled “ING 3Q16 underlying net result EUR 1,336 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 2016, 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; and
- (xi) the press release published by ING Group on 2 February 2017 entitled “ING 2016 underlying net profit EUR 4,976 million; FY 2016 dividend of EUR 0.66 per ordinary share” (the “**Q4 Press Release**”). The Q4 Press Release contains, among other things, the consolidated unaudited interim results of ING Group as at, and for the three month period and twelve month period ended, 31 December 2016, as well as information about recent developments during this period in the banking business of ING Group, which is conducted substantially through ING Bank N.V. (including the Issuer) and its consolidated group.”.

2. The penultimate paragraph in 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, the Q3 Press Release and the Q4 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. ING Group is not responsible for the preparation of this Registration Document.”.

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