

27 February 2013



ING Bank N.V.

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

SUPPLEMENT

IN ACCORDANCE WITH SECTION 16(1) OF THE GERMAN SECURITIES PROSPECTUS ACT

(*WERTPAPIERPROSPEKTGESETZ*; "**WpPG**")

TO THE FOLLOWING BASE PROSPECTUS

(THE "**BASE PROSPECTUS**"):

BASE PROSPECTUS DATED 7 FEBRUARY 2013 AS SUPPLEMENTED BY A PREVIOUS

SUPPLEMENT

RELATING TO **GERMAN CERTIFICATE PROGRAMME**

(SECOND SUPPLEMENT)

If, before this Supplement is published, investors have already agreed to purchase or subscribe for Securities issued under the Final Terms to the Base Prospectus which have been published by the date of this Supplement, such investors shall have the right to withdraw their declaration of purchase or subscription in accordance with Section 16(3) WpPG within a period of two working days from the date of publication of this Supplement, provided that the new factor, mistake or inaccuracy referred to in Section 16(1) WpPG arose before the final closing of the offer to the public and the delivery of the securities.

The withdrawal (for which no reasons need to be given) must be declared by written notice to that entity to which the relevant investor addressed the declaration of purchase or subscription. Timely dispatch of notice is sufficient to comply with the notice period.

During the validity of the Base Prospectus and as long as any Securities issued in connection with the Base Prospectus are listed on any stock exchange or offered to the public, copies of this Supplement and of the Base Prospectus, as supplemented, will be available free of charge upon request from ING Bank N.V. at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands (Tel.: +31 (0)20 501 3477) and via the Issuer's website www.ingmarkets.com (or any successor website).

The purpose of this Supplement is to update the Base Prospectus with respect to circumstances referred to in the ninth supplement dated 25 February 2013 to the Registration Document dated 11 May 2012 (notice of ING relating to changes in the board of ING Group which was published on 22 February 2013).

On the occasion of this Supplement, certain details contained in the summary regarding ING Bank N.V. (the "**Issuer**") are updated.

1. In the Base Prospectus, in the section "**SUMMARY**", in the element B.12, the paragraph with the heading "Significant or Material Adverse Change" shall be replaced as follows:

		<p><u>Significant or Material Adverse Change:</u></p> <p>At the date hereof, there has been no material adverse change in the prospects of ING Bank N.V. since 31 December 2011, except for:</p> <ul style="list-style-type: none"> (i) the completion of the sale of ING Direct USA, as announced on 17 February 2012; (ii) the settlement that was reached with US authorities, including the Office of Foreign Assets Control, as published on 12 June 2012; (iii) the agreement that was reached to sell ING Direct UK, as announced on 9 October 2012; (iv) the impact of the new pension accounting requirements under IFRS (revised IAS 19), as published on 13 February 2013 and described in the Q4 Report on page 11 under "New pension accounting requirements under IFRS"; (v) the completion of the sale of ING Direct Canada, as announced on 15 November 2012; and (vi) the agreement that was reached with the European Commission to amend ING's Restructuring Plan, as announced on 19 November 2012. <p>At the date hereof, there has been no significant change in the financial or trading position of ING Bank N.V. and its consolidated subsidiaries since 30 June 2012, except for the impact of the new pension accounting requirements under IFRS (revised IAS 19), as published on 13 February 2013 and described in the Q4 Report on page 11 under "New pension accounting requirements under IFRS".</p>
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2. In the Base Prospectus, in the section "**ZUSAMMENFASSUNG**", in the element B.12 the paragraph with the heading "Erhebliche oder Wesentliche Nachteilige Veränderung" shall be replaced as follows:

		<p><u>Erhebliche oder Wesentliche Nachteilige Veränderung:</u></p> <p>Bis zu diesem Zeitpunkt gab es keine wesentliche nachteilige Veränderung in den Aussichten der ING Bank N.V. seit dem 31. Dezember 2011, mit Ausnahme von:</p> <ul style="list-style-type: none"> (i) dem Verkaufsabschluss der ING Direct USA, wie am 17. Februar 2012 bekannt gegeben; (ii) dem Ausgleich, welcher mit den US Behörden, wie auch dem Amt zur Kontrolle ausländischer Vermögenswerte, erzielt wurde, wie am 12. Juni 2012 bekannt gegeben; (iii) der Vereinbarung, die hinsichtlich des Verkaufs der ING Direct UK erzielt wurde, wie am 9. Oktober 2012 bekannt gegeben; (iv) der Auswirkung der neuen Pensionsbilanzierungsvoraussetzungen nach IFRS (überarbeitetes IAS 19), wie sie am 13. Februar 2013 veröffentlicht und in dem Q4 Bericht auf Seite 11 unter "Neue Pensionsbilanzierungsvoraussetzungen nach IFRS" beschrieben wurden; (v) dem Verkaufsabschluss der ING Direct Canada, wie am 15 November 2012 bekannt gegeben; und (vi) der Vereinbarung, die mit der Europäischen Kommission hinsichtlich der Änderung des Restrukturierungsplans der ING erzielt wurde, wie am 19. November 2012 bekannt gegeben. <p>Bis zu diesem Zeitpunkt gab es keine wesentliche Veränderung in der Finanzlage oder Handelsposition der ING Bank N.V. und ihren konsolidierten Tochtergesellschaften seit 30. Juni 2012, mit Ausnahme von der Auswirkung der neuen Pensionsbilanzierungsvoraussetzungen nach IFRS (überarbeitetes IAS 19), wie sie am 13. Februar 2013 veröffentlicht und in dem Q4 Bericht auf Seite 11 unter "Neue Pensionsbilanzierungsvoraussetzungen nach IFRS" beschrieben wurden.</p>
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3. In the Base Prospectus, the section "**DOCUMENTS INCORPORATED BY REFERENCE**" shall be replaced as follows:

INCORPORATION BY REFERENCE

The following documents shall be incorporated in, and form part of, this Base Prospectus and may be obtained free of charge at the offices of ING Bank N.V. at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands (Tel.: +31 (0)20 501 3477), during normal business hours and any document which is incorporated herein by reference will be made available on the website of ING (www.ingmarkets.com), so long as any of the Securities are outstanding. Parts of such documents which are not incorporated by express reference are not relevant for potential investors.

Document	Page Reference	Incorporated in section of the Prospectus
1. Registration Document of the Issuer dated 11 May 2012		
Risk Factors	p. 4 to 28	Risk Factors
Description of ING Bank N.V.		
• General	p. 29	Description of the Issuer
• Incorporation and History	p. 30	Description of the Issuer
• Supervisory Board and Management Board	p. 30 to 34	Description of the Issuer
• Share Capital and Preference Shares	p. 35	Description of the Issuer
• Significant Developments	p. 35 to 45	Description of the Issuer
• Corporate Organisation	p. 45 to 50	Description of the Issuer
• Regulation and Supervision	p. 51 to 56	Description of the Issuer
• Selected Financial Information	p. 57 to 60	Description of the Issuer
• Auditors	p. 108	Description of the Issuer
• Litigation	p. 107 to 108	Description of the Issuer
2. First supplement dated 16 May 2012 to the Registration Document dated 11 May 2012		
• The first supplement dated 16 May 2012 to the Registration Document dated 11 May 2012 is	p. 1 to 4	Description of the Issuer

Document	Page Reference	Incorporated in section of the Prospectus
incorporated in its entirety.		
3. Second supplement dated 18 June 2012 to the Registration Document dated 11 May 2012		
<ul style="list-style-type: none"> The second supplement dated 18 June 2012 to the Registration Document dated 11 May 2012 is incorporated in its entirety. 	p. 1 to 3	Description of the Issuer
4. Third supplement dated 10 August 2012 to the Registration Document dated 11 May 2012		
<ul style="list-style-type: none"> The third supplement dated 10 August 2012 to the Registration Document dated 11 May 2012 is incorporated in its entirety. 	p. 1 to 9	Description of the Issuer
5. Fourth supplement dated 4 September 2012 to the Registration Document dated 11 May 2012		
<ul style="list-style-type: none"> The fourth supplement dated 4 September 2012 to the Registration Document dated 11 May 2012 is incorporated in its entirety. 	p. 1 to 3	Description of the Issuer
6. Fifth supplement dated 11 October 2012 to the Registration Document dated 11 May 2012		
<ul style="list-style-type: none"> The fifth supplement dated 11 October 2012 to the Registration Document dated 11 May 2012 is incorporated in its entirety. 	p. 1 to 3	Description of the Issuer
7. Sixth supplement dated 13 November 2012 to the Registration Document dated 11 May 2012		
<ul style="list-style-type: none"> The sixth supplement dated 13 November 2012 to the Registration Document dated 11 May 2012 is incorporated in its entirety. 	p. 1 to 7	Description of the Issuer
8. Seventh supplement dated 22 November 2012 to the Registration Document dated 11 May 2012		
<ul style="list-style-type: none"> The seventh supplement dated 22 November 2012 to the Registration Document dated 11 May 2012 is incorporated in its entirety. 	p. 1 to 4	Description of the Issuer
9. Eighth supplement dated 19 February 2013 to the Registration Document dated 11 May 2012		
<ul style="list-style-type: none"> The eighth supplement dated 19 February 2013 to the Registration Document dated 11 May 2012 is incorporated in its entirety. 	p. 1 to 5	Description of the Issuer
10. Ninth supplement dated 25 February 2013 to the Registration Document dated 11 May 2012		

Document	Page Reference	Incorporated in section of the Prospectus
<ul style="list-style-type: none"> The ninth supplement dated 25 February 2013 to the Registration Document dated 11 May 2012 is incorporated in its entirety. 	p. 1 to 2	Description of the Issuer
11. The Annual Report 2010 of ING Bank N.V. (the "2010 Issuer Annual Report") containing the non-consolidated and the consolidated financial statements of ING Bank N.V. at 31 December 2010		
<ul style="list-style-type: none"> Consolidated balance sheet 	p. 14	Description of the Issuer
<ul style="list-style-type: none"> Consolidated profit and loss account 	p. 15	Description of the Issuer
<ul style="list-style-type: none"> Consolidated statement of comprehensive income 	p. 16	Description of the Issuer
<ul style="list-style-type: none"> Consolidated statement of cash flows 	p. 17	Description of the Issuer
<ul style="list-style-type: none"> Consolidated statement of changes equity 	p. 18 to 19	Description of the Issuer
<ul style="list-style-type: none"> Notes to the consolidated annual accounts 	p. 35 to 100	Description of the Issuer
<ul style="list-style-type: none"> Independent auditor's report 	p. 150	Description of the Issuer
12. The Annual Report 2011 of ING Bank N.V. (the "2011 Issuer Annual Report") containing the non-consolidated and the consolidated financial statements of ING Bank N.V. at 31 December 2011		
<ul style="list-style-type: none"> Consolidated balance sheet 	p. 90	Description of the Issuer
<ul style="list-style-type: none"> Consolidated profit and loss account 	p. 91 to 92	Description of the Issuer
<ul style="list-style-type: none"> Consolidated statement of comprehensive income 	p. 93	Description of the Issuer
<ul style="list-style-type: none"> Consolidated statement of cash flows 	p. 94 to 95	Description of the Issuer
<ul style="list-style-type: none"> Consolidated statement of changes equity 	p. 96 to 97	Description of the Issuer
<ul style="list-style-type: none"> Notes to the consolidated annual accounts 	p. 117 to 212	Description of the Issuer
<ul style="list-style-type: none"> Independent auditor's report 	p. 296	Description of the Issuer
13. Unaudited ING Group Quarterly Report for the first quarter ended 31 March 2012		

Document	Page Reference	Incorporated in section of the Prospectus
<ul style="list-style-type: none"> The unaudited ING Group Quarterly Report for the first quarter ended 31 March 2012 is incorporated in its entirety. 	p. 1 to 48	Description of the Issuer
14. Unaudited ING Group Quarterly Report for the second quarter ended 30 June 2012		
<ul style="list-style-type: none"> The unaudited ING Group Quarterly Report for the second quarter ended 30 June 2012 	p. 13 to 28	Description of the Issuer
15. Interim Financial Report containing ING Bank N.V. condensed consolidated unaudited results as at, and for the six month period ended 30 June 2012		
<ul style="list-style-type: none"> The Interim Financial Report containing ING Bank N.V. condensed consolidated unaudited results as at, and for the six month period ended 30 June 2012 is incorporated in its entirety. 	p. 1 to 35	Description of the Issuer
16. Unaudited ING Group Quarterly Report for the third quarter ended 30 September 2012 (the "Q3 Report")		
<ul style="list-style-type: none"> New pension accounting requirements under IFRS 	p. 11	Description of the Issuer
<ul style="list-style-type: none"> The unaudited ING Group Quarterly Report for the third quarter ended 30 September 2012 	p. 13-28	Description of the Issuer
17. Unaudited ING Group Quarterly Report for the fourth quarter ended 31 December 2012 (the "Q4 Report")		
<ul style="list-style-type: none"> New pension accounting requirements under IFRS 	p. 11	Description of the Issuer
<ul style="list-style-type: none"> The unaudited ING Group Quarterly Report for the fourth quarter ended 31 December 2012 	p. 13-28	Description of the Issuer

The abovementioned Registration Document of the Issuer was approved by AFM* and is dated 11 May 2012, the abovementioned first supplement to the Registration Document of the Issuer was approved by AFM* and is dated 16 May 2012, the abovementioned second supplement to the Registration Document of the Issuer was approved by AFM* and is dated 18 June 2012, the abovementioned third supplement to the Registration Document of the Issuer was approved by AFM* and is dated 10 August 2012, the abovementioned fourth supplement to the Registration Document of the Issuer was approved by AFM* and is dated 4 September 2012, the abovementioned fifth supplement to the Registration Document of the Issuer was approved by AFM* and is dated 11 October 2012, the abovementioned sixth supplement to the Registration Document of the Issuer was approved by AFM* and is dated 13 November 2012, the abovementioned seventh supplement to the Registration Document of the Issuer was approved by AFM* and is dated 22 November 2012, the abovementioned eighth supplement to the Registration Document of the Issuer was approved by AFM* and is dated 19 February 2013 and the abovementioned ninth supplement to the Registration Document of the Issuer was approved by AFM* and is dated 25 February 2013. The 2010 Issuer Annual Report, the 2011 Issuer Annual Report and the unaudited ING Group Quarterly Report for the first quarter ended 31 March 2012, the unaudited ING Group Quarterly Report for the second quarter

ended 30 June 2012, the Interim Financial Report containing ING's condensed consolidated unaudited results as at, and for the six month period ended, 30 June 2012, the unaudited ING Group Quarterly Report for the third quarter ended 30 September 2012 and the unaudited ING Group Quarterly Report for the fourth quarter ended 31 December 2012 have been deposited with the AFM in connection with the registration document of ING Bank N.V. dated 11 May 2012, as supplemented.

*Approval by the AFM means the positive decision on the Issuer's request regarding the examination of the Prospectus' completeness, including the coherence and comprehensibility of the provided information.

4. In the Base Prospectus, the first two paragraphs of the section "**DESCRIPTION OF THE ISSUER**" shall be replaced as follows:

DESCRIPTION OF THE ISSUER

The commercial name of the Issuer is ING Bank.

The description of the Issuer for the purpose of this Base Prospectus is set out in the Registration Document of ING Bank N.V., dated 11 May 2012, as supplemented by supplements dated 25 February 2013, 19 February 2013, 22 November 2012, 13 November 2012, 11 October 2012, 4 September 2012, 10 August 2012, 18 June 2012 and 16 May 2012, which together with the consolidated financial information for the financial years 2010 and 2011, the consolidated interim financial statements as at 31 March 2012, as published by ING Group N.V. on 9 May 2012, the consolidated interim financial statements as at 30 June 2012, as published by ING Group N.V. on 8 August 2012, the Interim Financial Report containing ING Bank N.V. condensed consolidated unaudited results as at, and for the six month period ended, 30 June 2012, as published by ING Bank N.V. on 8 August 2012, the consolidated interim financial statements as at 30 September 2012, as published by ING Group N.V. on 7 November 2012 and the consolidated interim financial statements as at 31 December 2012, as published by ING Group N.V. on 13 February 2013 are incorporated by reference into this Base Prospectus to the extent as set out in Section "Documents Incorporated by Reference" under the heading "Incorporation by Reference".

5. In the Base Prospectus, the paragraph with the heading "**DOCUMENTS AVAILABLE**" in the section "**GENERAL INFORMATION**" shall be replaced as follows:

DOCUMENTS AVAILABLE

So long as this Base Prospectus 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 may be downloaded from the internet page of the Issuer (www.ingmarkets.de). Requests for such documents should be directed to the Issuer at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands (Telephone +31 501 3477), during normal business hours.

- (a) the Agency Agreement which includes the Forms of Global Note (as amended and supplemented from time to time);
- (b) the Articles of Association of the Issuer;
- (c) a copy of the 2010 Issuer Annual Report containing the non-consolidated and consolidated financial statements of ING Bank N.V. at 31 December 2010;
- (d) a copy of the 2011 Issuer Annual Report containing the non-consolidated and the consolidated financial statements of ING Bank N.V. at 31 December 2011;
- (e) a copy of the unaudited ING Group 2012 Quarterly Report for the first quarter ended 31 March 2012;
- (f) a copy of the unaudited ING Group Quarterly Report for the second quarter ended 30 June 2012;
- (g) a copy of the Interim Financial Report containing ING's condensed consolidated unaudited results as at, and for the six month period ended, 30 June 2012;
- (h) a copy of the unaudited ING Group 2012 Quarterly Report for the third quarter ended 30 September 2012;
- (i) a copy of the unaudited ING Group 2012 Quarterly Report for the fourth quarter ended 31 December 2012;
- (j) a copy of the Registration Document of ING Bank N.V. dated 11 May 2012;
- (k) a copy of the first supplement dated 16 May 2012 to the Registration Document dated 11 May 2012;
- (l) a copy of the second supplement dated 18 June 2012 to the Registration Document dated 11 May 2012;
- (m) a copy of the third supplement dated 10 August 2012 to the Registration Document dated 11 May 2012;
- (n) a copy of the fourth supplement dated 4 September 2012 to the Registration Document dated 11 May 2012;
- (o) a copy to the fifth supplement dated 11 October 2012 to the Registration Document dated 11 May 2012;
- (p) a copy to the sixth supplement dated 13 November 2012 to the Registration Document dated 11 May 2012;

- (q) a copy to the seventh supplement dated 22 November 2012 to the Registration Document dated 11 May 2012;
- (r) a copy to the eighth supplement dated 19 February 2013 to the Registration Document dated 11 May 2012; and
- (s) a copy to the ninth supplement dated 25 February 2013 to the Registration Document dated 11 May 2012.

SIGNATURE PAGE

Amsterdam, 27 February 2013

ING Bank N.V.

By:

signed: Peter Stekelenburg

(Peter Stekelenburg)

By:

signed: Diederik Van Impe

(Diederik Van Impe)