

11 August 2014



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 3 FEBRUARY 2014 AS SUPPLEMENTED BY PREVIOUS

SUPPLEMENTS

RELATING TO **GERMAN CERTIFICATE PROGRAMME**

(THIRD 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:

(i) to update the Base Prospectus with respect to the first supplement dated 11 August 2014 to the registration document of ING Bank N.V. (the "**Issuer**") dated 9 May 2014 which was approved by the AFM on 11 August 2014;

(ii) to update the Base Prospectus with respect to the unaudited ING Groep N.V. ("**ING Group**") 2014 quarterly report for the second quarter of 2014 ended 30 June 2014 (the "**Q2 Report**") which was published on 6 August 2014; and

(iii) to update the Base Prospectus with respect to the Interim Financial Report of the Issuer containing its condensed consolidated unaudited results as at, and for the six month period ended, 30 June 2014 (the "**Interim Financial Report**") which was published on 6 August 2014.

1. In the Base Prospectus, in the section "**SUMMARY**", the last paragraph of the Element B.12 shall be replaced as follows:

		<p><u>Significant or Material Adverse Change</u></p> <p>At the date hereof, there has been no significant change in the financial position of the Issuer and its consolidated subsidiaries since 30 June 2014.</p> <p>At the date hereof, there has been no material adverse change in the prospects of the Issuer since 31 December 2013, except for:</p> <p>(i) a dividend of EUR 1.225 billion paid by the Issuer to ING Group.</p>
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2. In the Base Prospectus, in the section "**ZUSAMMENFASSUNG**"; the last paragraph of the Element B.12 shall be replaced as follows:

		<p><u>Erhebliche oder Wesentliche Nachteilige Veränderung:</u></p> <p>Bis zum Datum dieses Basisprospekts gab es keine wesentliche Veränderung in der Finanzlage der Emittentin und ihren konsolidierten Tochtergesellschaften seit dem 30. Juni 2014.</p> <p>Bis zum Datum dieses Basisprospekts gab es keine wesentlichen nachteiligen Veränderungen in den Aussichten der Emittentin seit dem 31. Dezember 2013, mit Ausnahme von:</p> <p>(i) einer von der Emittentin an die ING-Gruppe gezahlten Dividende in Höhe von EUR 1,225 Milliarden.</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 9 May 2014		
Introduction	p. 1	Description of the Issuer
Risk Factors	p. 4 to 32	Risk Factors
Description of ING Bank N.V.		
• General	p. 33 to 34	Description of the Issuer
• Incorporation and History	p. 34	Description of the Issuer
• Supervisory Board and Management Board	p. 35 to 38	Description of the Issuer
• Share Capital and Preference Shares	p. 39	Description of the Issuer
• Significant Developments	p. 40 to 46	Description of the Issuer
• ING Bank Strategy	p. 46 to 47	Description of the Issuer
• Corporate Organisation	p. 47 to 50	Description of the Issuer
• Regulation and Supervision	p. 50 to 55	Description of the Issuer
• Selected Financial Information	p. 56 to 58	Description of the Issuer
• Operating and Financial Review and Prospects	p. 59 to 80	Description of the Issuer
• Ratings	p. 102	Description of the Issuer

•	Litigation	p. 102 to 105	Description of the Issuer
•	Auditors	p. 105	Description of the Issuer
•	Market Information	p. 105	Description of the Issuer
2. First supplement dated 11 August 2014 to the Registration Document dated 9 May 2014			
•	The first supplement dated 11 August 2014 to the Registration Document dated 9 May 214 is incorporated in its entirety.	p. 1 to 5	Description of the Issuer
3. The Annual Report 2012 of ING Bank N.V. (the "2012 Issuer Annual Report") containing the non-consolidated and the consolidated financial statements of ING Bank N.V. at 31 December 2012			
•	Consolidated balance sheet	p. 18	Description of the Issuer
•	Consolidated profit and loss account	p. 19	Description of the Issuer
•	Consolidated statement of comprehensive income	p. 20	Description of the Issuer
•	Consolidated statement of cash flows	p. 21	Description of the Issuer
•	Consolidated statement of changes equity	p. 22	Description of the Issuer
•	Notes to the consolidated annual accounts	p. 41 to 113	Description of the Issuer
•	Independent auditor's report	p. 188	Description of the Issuer
4. The Annual Report 2013 of ING Bank N.V. (the "2013 Issuer Annual Report") containing the non-consolidated and the consolidated financial statements of ING Bank N.V. at 31 December 2013			
•	Consolidated balance sheet	p. 18	Description of the Issuer
•	Consolidated profit and loss account	p. 19	Description of the Issuer
•	Consolidated statement of comprehensive income	p. 20	Description of the Issuer
•	Consolidated statement of cash flows	p. 21	Description of the Issuer
•	Consolidated statement of changes equity	p. 22	Description of the Issuer

•	Notes to the consolidated annual accounts	p. 24 to 127	Description of the Issuer
•	Independent auditor's report	p. 222	Description of the Issuer
5.	Unaudited ING Group Quarterly Report for the first quarter ended 31 March 2014 (the "Q1 Report")		
•	The unaudited ING Group Quarterly Report for the first quarter ended 31 March 2014	p. 15-30	Description of the Issuer
•	First paragraph under the heading ING Bank	p. 12	Description of the Issuer
6.	Unaudited ING Group Quarterly Report for the second quarter ended 30 June 2014 (the "Q2 Report")		
•	The unaudited ING Group Quarterly Report for the second quarter ended 30 June 2014	p. 11 and 15 to 31	Description of the Issuer
7.	Interim Financial Report containing ING Bank N.V. condensed consolidated unaudited results as at, and for the six month period ended 30 June 2014		
•	The Interim Financial Report containing ING Bank N.V. condensed consolidated unaudited results as at, and for the six month period ended 30 June 2014 is incorporated in its entirety.	p. 1 to 44	Description of the Issuer

The abovementioned Registration Document of the Issuer was approved by the Netherlands Authority for the Financial Markets ("**AFM**") and is dated 9 May 2014, the abovementioned first supplement to the Registration Document of the Issuer was approved by AFM* and is dated 11 August 2014. The 2012 Issuer Annual Report, the 2013 Issuer Annual Report, the unaudited ING Group Quarterly Report for the first quarter ended 31 March 2014, the unaudited ING Group Quarterly Report for the second quarter ended 30 June 2014 and the Interim Financial Report containing ING's condensed consolidated unaudited results as at, and for the six month period ended, 30 June 2014 have been deposited with the AFM in connection with the registration document of ING Bank N.V. dated 9 May 2014, 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 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.com). Requests for such documents should be directed to the Issuer at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands, during normal business hours.

- (a) the Articles of Association of the Issuer;
- (b) a copy of the 2013 Issuer Annual Report containing the non-consolidated and the consolidated financial statements of ING Bank N.V. at 31 December 2013;
- (c) a copy of the 2012 Issuer Annual Report containing the non-consolidated and the consolidated financial statements of ING Bank N.V. at 31 December 2012;
- (d) a copy of the unaudited ING Group 2014 Quarterly Report for the first quarter ended 31 March 2014;
- (e) a copy of the unaudited ING Group 2014 Quarterly Report for the second quarter ended 30 June 2014;
- (f) 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 2014;
- (g) a copy of the Registration Document of ING Bank N.V. dated 9 May 2014; and
- (h) a copy of the first supplement dated 11 August 2014 to the Registration Document dated 9 May 2014.

5. In the Base Prospectus, the paragraph with the heading "**SIGNIFICANT OR MATERIAL ADVERSE CHANGE**" in the section "**GENERAL INFORMATION**" shall be replaced as follows:

SIGNIFICANT OR MATERIAL ADVERSE CHANGE

At the date hereof, there has been no significant change in the financial position of the Issuer and its consolidated subsidiaries since 30 June 2014.

At the date hereof, there has been no material adverse change in the prospects of the Issuer, since 31 December 2013, except for:

- (i) a dividend of EUR 1.225 billion paid by the Issuer to ING Group, as disclosed on page 26 of the Interim Financial Report of the Issuer.

SIGNATURE PAGE

Amsterdam, 11 August 2014

ING Bank N.V.

By:

signed: Ron Faessen

(Ron Faessen)

By:

signed: Diederik Van Impe

(Diederik Van Impe)