

This document constitutes a supplement to the Base Prospectus dated 2 February 2012, as supplemented from time to time, pursuant to section 16 paragraph 1 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*).

Supplement No. 3

to the Base Prospectus dated 2 February 2012

ING Bank N.V.

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

Euro 10,000,000,000 Retail Structured Securities Programme

(Programme for the issuance of Notes, Certificates and Warrants)



22 June 2012

This supplement no. 3 (the "**Supplement**") is to be read and construed in conjunction with the Base Prospectus listed above (the "**Prospectus**") and in connection with any issue of Securities, with the relevant Final Terms and/or Terms and Conditions. Therefore, with respect to issues under the Prospectus references in the Final Terms and/or Terms and Conditions to the Prospectus are to be read as references to the relevant Prospectus as amended and supplemented.

ING Bank N.V. having its registered office at Bijlmerplein 888, 1102 MG Amsterdam Zuid-Oost, The Netherlands, accepts responsibility for the information contained in this Supplement ING Bank N.V. declares that the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and that no material information has been omitted.

Investors who have already agreed to purchase or subscribe for the Securities before the supplement is published shall have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances, pursuant to section 16 paragraph 3 of the German Securities Prospectus Act, provided that performance (*Erfüllung*) has not yet occurred.

ING Bank N.V., Bijlmerplein 888, 1102 MG Amsterdam Zuid-Oost, The Netherlands, fax no.: +31 20 501 3114, has been appointed as recipient for the revocation notices according to Section 16 Paragraph 3 in connection with section 8 paragraph 1 sentence 4 of the German Securities Prospectus Act.

This Supplement and the Prospectus are available during usual business hours on any weekday (except Saturdays and public holidays) at the office of NG Bank N.V., Bijlmerplein 888, 1102 MG Amsterdam Zuid-Oost, The Netherlands.

ING Bank N.V. announces the following changes with regard to the Prospectus:

1. The section "**Description of ING Bank N.V.**" on page 413 of the Prospectus shall be deleted and replaced with the following section:

"Description of ING Bank N.V.

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 18 June 2012 and 16 May 2012, which together with the consolidated financial information for the financial years 2010 and 2011 and the interim financial statements as at 31 March 2012, as published by ING Group N.V. on 9 May 2012, are incorporated by reference into this Base Prospectus."

2. In the section "**Part I: General Information**" the paragraph "**Availability of Documents**", on page 415 of the Prospectus shall be deleted and replaced with the following paragraph:

"Availability of Documents

So long as any of the Securities are outstanding copies of the following documents will be available, during usual business hours on any weekday (Saturdays and public holidays excepted), at the office of the Fiscal Agent specified in the Address List on the last page of this Base Prospectus:

- (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 ING Group Quarterly Report for the three months ended 31 March 2012;
- (f) a copy of the Registration Document of ING Bank N.V. dated 11 May 2012;
- (g) a copy of the first supplement dated 16 May 2012 to the Registration Document dated 11 May 2012; and
- (h) a copy of the second supplement dated 18 June 2012 to the Registration Document dated 11 May 2012.

Copies of this Base Prospectus and the latest annual consolidated accounts of ING Bank N.V. and information which refers to sources such as Bloomberg may also be obtained free of charge at the offices of ING Bank N.V., at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands (Tel.: +31 (0)20 564 9111), during normal business hours, so long as any of the Securities are outstanding."

3. In the section "**Part I: General Information**" the paragraph "**Incorporation by Reference**", on page 416 -417 of the Prospectus shall be deleted and replaced with the following paragraph:

"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)20 564 9111), during normal business hours and any document which is incorporated herein by reference will be made available on the website of ING (www.ing.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 on page of the Prospectus
1. Registration Document of the Issuer dated 11 May 2012		
Risk Factors	p. 4 to 28	47
Description of ING Bank N.V.		
- General	p. 29	413
- Incorporation and History	p. 30	413
- Supervisory Board and Management Board	p. 30 to 34	413
- Share Capital and Preference Shares	p. 35	413
- Significant Developments	p. 35 to 45	413
- Corporate Organisation	p. 45 to 50	413
- Regulation and Supervision	p. 51 to 56	413
- Selected Financial Information	p. 57 to 60	413
- Auditors	p. 110	413
- Litigation	p. 107 to 108	413
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 incorporated in its entirety.	p. 1 to 4	413
3. Second supplement dated 18 June 2012 to the Registration Document dated 11 May 2012		
- The second supplement dated 18 June 2012 to the Registration Document dated 11 May 2012 is incorporated in its entirety.	p. 1 to 3	413
4. 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		
- Consolidated balance sheet	p. 14	413
- Consolidated profit and loss account	p. 15	413
- Consolidated statement of comprehensive income	p. 16	413
- Consolidated statement of cash flows	p. 17	413
- Consolidated statement of changes equity	p. 18 to 19	413
- Notes to the consolidated annual accounts	p. 35 to 100	413
- Independent auditor's report	p. 150	413
5. 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		
- Consolidated balance sheet	p. 90	413
- Consolidated profit and loss account	p. 91 to 92	413
- Consolidated statement of comprehensive income	p. 93	413
- Consolidated statement of cash flows	p. 94 to 95	413
- Consolidated statement of changes equity	p. 96 to 97	413
- Notes to the consolidated annual accounts	p. 117 to 212	413
- Independent Auditor's report	p. 296	413
6. Unaudited ING Group Quarterly Report as at 31 March 2012		
- The unaudited ING Group Quarterly Report as at 31 March 2012 is incorporated in its entirety.	p. 1-48	413

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 and the abovementioned second supplement to the Registration Document of the Issuer was approved by AFM* and is dated 18 June 2012. The 2010 Issuer Annual Report, the 2011 Issuer Annual Report and the unaudited ING Group Quarterly Report as at 31 March 2012 have been deposited with the AFM in connection with the approval of the registration document of ING Bank N.V. dated 11 May 2012.

*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."

ING Bank N.V.
Bijlmerplein 888
1102 MG Amsterdam Zuid-Oost
The Netherlands

Signed on behalf of the Issuer according to §§5(3), 16 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*) in connection with the application for approval of this Supplement:

ING Bank N.V.

By:

P.A. Stekelenburg

By:

D.N.M. van Impe