

Program Information

ING Groep N.V.

ING Bank N.V.

PROGRAM INFORMATION

Type of Information: Program Information

Date of Filing: 29 March 2017

Company Name: ING Groep N.V. ("**ING Group**")
ING Bank N.V. ("**ING Bank**") (together with the ING Group, the "**Issuers**" and each an "**Issuer**")

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Type of Securities: Senior Bonds and Subordinated Bonds (each or collectively, the "**Bonds**")

Expected Issuance Period: 30 March 2017 to 29 March 2018

Maximim Outstanding Issuance Amount: JPY 400,000,000,000

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Notes to Investors

1. TOKYO PRO-BOND Market is a market for professional investors, etc. and bonds and other instruments listed on the market ("**Listed Bonds**") may involve a higher investment risk. Investors should act with responsibility and be aware of the listing qualification, timely disclosure requirements that apply to issuers of Listed Bonds in the TOKYO PRO-BOND Market and associated risks such as the fluctuation of market prices. Prospective investors should make an investment judgment only after having carefully considered the contents of this Program Information.
2. The regulatory framework for TOKYO PRO-BOND Market is different in certain fundamental respects from the regulatory framework applicable to existing exchange markets in Japan. Investors should be aware of the Rules and Regulations of the Tokyo Stock Exchange, which are available on its website.
3. The Tokyo Stock Exchange does not represent or warrant any part of the Program Information (including, but not limited to, whether the Program Information (a) contains a false statement on

important matters or (b) lacks a statement on: (i) important matters that should be stated or (ii) a material fact that is necessary for avoiding misunderstanding) and will not be liable to any damages for any other liabilities.

4. This Program Information shall constitute and form the Specified Securities Information (set forth in Article 27-31, Paragraph 1 of the Financial Instruments and Exchange Law of Japan (Law No.25, as amended) (the "**FIEL**")) when information in relation to matters contained in this form is included in the Program Information (pursuant to the provisions of Article 206, Paragraph 2 of the Special Regulations of Securities Listing Regulations Concerning Specified Listed Securities) as information set forth in Specified Exchange Regulations (as defined in Article 2, Paragraph 1, Item 1 of the Cabinet Office Ordinance on Providing and Publishing of Securities Information, Etc).
5. This document includes or incorporates by reference 'forward-looking statements' within the meaning of Section 27A of the United States Securities Act of 1933 (as amended, the "**Securities Act**") and Section 21E of the United States Securities Exchange Act of 1934 (as amended, the "**Exchange Act**"). All statements other than statements of historical fact included or incorporated by reference in this document, including, without limitation, those regarding an Issuer's financial position, business strategy, plans and objectives of management for future operations, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Issuer, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Issuer's present and future business strategies and the environment in which the Issuer will operate in the future. These forward-looking statements speak only as of the date of this document or as of such earlier date at which such statements are expressed to be given. The Issuer expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any change in the Issuer's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.
6. All prospective investors who intend to purchase the Bonds listed or to be listed on the TOKYO PRO-BOND Market should be aware that when they offer to purchase the Bonds, they shall be required to (i) enter into and agree the terms of a transfer restriction agreement with an Issuer and/or the person making a solicitation, or (ii) (in the case of a solicitation of an offer to acquire the Bonds to be newly issued) agree to comply with the terms of a transfer restriction. The terms of such transfer restriction agreement or transfer restriction provide that prospective investors agree not to sell, transfer or otherwise dispose of the Bonds to be held by them to any person other than the Professional Investors, Etc., except for the transfer of the Bonds to the following:
 - (a) the Issuer or the Officer (meaning directors, company auditors, executive officers or persons equivalent thereto) thereof, who holds shares or equity pertaining to voting rights exceeding 50% of all the voting rights in the Issuer which is calculated by excluding treasury shares or any non-voting rights shares (the "**Voting Rights Held by All the Shareholders, Etc.**" (*Sou Kabunushi Tou no Giketsuken*)) (as prescribed in Article 29-4, paragraph 2 of the FIEL; the same shall apply hereinafter) of the Issuer under his/her own name or another person's name (hereinafter such Officer shall be referred to as the "**Specified Officer**" (*Tokutei Yakuin*) in this Paragraph), or a juridical person (excluding the Issuer) whose shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc., are held by the Specified Officer (the "**Controlled Juridical Person, Etc.**" (*Hi-Shihai Houjin Tou*) including a juridical person (excluding the Issuer) whose shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc. are jointly held by the Specified Officer and the Controlled Juridical Person, Etc. (as prescribed in Article 11-2, paragraph 1, Item 2 (c) of the Cabinet Office Ordinance on Definitions under Article 2 of the Financial Instruments and Exchange Law (MOF Ordinance No. 14 of 1993, as amended)); or
 - (b) a company that holds shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc. of the Issuer in its own name or another person's name.

7. When (i) a solicitation of an offer to acquire the Bonds or (ii) an offer to sell or a solicitation of an offer to purchase the Bonds (collectively, "**Solicitation of the Bond Trade**") is made, the following matters shall be notified from the person who makes such Solicitation of the Bond Trade to the person to whom such Solicitation of the Bond Trade is made:
- (a) no securities registration statement (pursuant to Article 4, paragraphs 1 through 3 of the FIEL) has been filed with respect to the Solicitation of the Bond Trade;
 - (b) the Bonds fall, or will fall, under the Securities for Professional Investors (*Tokutei Touseika Muke Yukashoken*) (as defined in Article 4, paragraph 3 of the FIEL);
 - (c) any acquisition or purchase of the Bonds by such person pursuant to any Solicitation of the Bond Trade is conditional upon such person (i) entering into an agreement providing for the restriction on transfer of the Bonds as set forth in note 6 above, (x) with each of an Issuer and the person making such Solicitation of the Bond Trade (in the case of a solicitation of an offer to acquire the Bonds to be newly issued), or (y) with the person making such Solicitation of the Bond Trade (in the case of an offer to sell or a solicitation of an offer to purchase the Bonds already issued), or (ii) agreeing to comply with the restriction on transfer of the Bonds as set forth in note 6 above (in the case of a solicitation of an offer to acquire the Bonds to be newly issued);
 - (d) Article 4, paragraphs 3, 5 and 6 of the FIEL will be applicable to such certain solicitation, offers and other activities with respect to the Bonds as provided in Article 4, paragraph 2 of the FIEL;
 - (e) the Specified Securities Information, Etc. (*Tokutei Shouken Tou Jouhou*) (as defined in Article 27-33 of the FIEL) with respect to the Bonds and the Issuer Information, Etc. (*Hakkosha Tou Jouhou*) (as defined in Article 27-34 of the FIEL) with respect to the Issuer have been or will be made public by way of such information being posted on the web-site maintained by the TOKYO PRO-BOND Market (<http://www.jpx.co.jp/equities/products/tpbm/index.html> or any successor website) in accordance with Articles 210 and 217 of the Special Regulations of Securities Listing Regulations Concerning Specified Listed Securities of the Tokyo Stock Exchange; and
 - (f) the Issuer Information, Etc. will be provided directly to the Bondholders or made public pursuant to Article 27-32 of the FIEL.
8. In this document, unless otherwise specified, references to "yen" or "JPY" are to Japanese Yen.

PART I. SECURITIES INFORMATION

I. TERMS AND CONDITIONS OF PRIMARY OFFERING FOR SUBSCRIPTION TO PROFESSIONAL INVESTORS

Information other than that listed below will be included in the Specified Securities Information issued each time a primary offering for subscription of the Bonds is made to professional investors:

I-1 Bonds to be newly Issued

(1) Conditions of Bonds

The Bonds will be issued based on this program under the Conditions of the Bonds (the "**Conditions of Bonds**") substantially in the form as set forth in Annex (*Form of Conditions of Bonds*) attached hereto (save as modified in the Specified Securities Information). All 'undetermined' items in the Conditions of Bonds will be determined before subscription by the investors and set out in the Specified Securities Information to be subsequently disclosed.

The term of the Bonds to be issued under this program will not be more than 50 years.

(2) Credit ratings for the Bonds

The Issuer will obtain ratings with respect to the Bonds from Moody's Investors Service Ltd ("**Moody's**"), Standard & Poor's Credit Market Services Europe Limited ("**Standard & Poor's**") and/or Fitch Ratings. ("**Fitch**"). Such ratings will be set out in the Specified Securities Information to be subsequently disclosed.

I-2 Underwriting of Bonds and Entrustment of Bond Administration

Name of the main financial instrument firms (each a "**Dealer**", and together the "**Dealers**") that are expected to conclude a wholesale underwriting contract in connection with the Bonds:

Barclays Securities Japan Limited and any other Dealer specified in the Specified Securities Information

No commissioned companies for Bondholders are appointed in respect of the Bonds.

The Issuer will appoint a fiscal agent and issuing and paying agent (collectively, the "**Fiscal Agent**") of the Issuer in connection with the Bonds. The identities of such agents will be set out in the Specified Securities Information to be subsequently disclosed. For more information regarding duties and functions of the Fiscal Agent, please refer to the Conditions of Bonds.

I-3 Use of Proceeds from New Issuance

(1) Amount of Proceeds from New Issuance

Undetermined

(2) Use of Proceeds

Unless specified otherwise in the applicable Specified Securities Information, the net proceeds from each issue of the Bonds will be applied by the Issuer for its general corporate purposes. If in respect of any particular issue of the Bonds, there is a particular identified use of proceeds, this will be stated in the applicable Specified Securities Information.

I-4 Other

(1) Taxation

Introduction

The following summary does not purport to be a comprehensive description of all Dutch, European Union ("**EU**") and Japanese tax considerations that could be relevant to holders of the Bonds. This summary is intended as general information only. Each prospective investor should consult a

professional tax adviser with respect to the tax consequences of an investment in the Bonds. This summary is based on Dutch, EU and Japanese tax legislation and published case law in force as of the date of this document. It does not take into account any developments or amendments thereof after that date, whether or not such developments or amendments have retroactive effect. For the purpose of this summary, "The Netherlands" shall mean that part of the Kingdom of The Netherlands that is in Europe.

Where this summary refers to "The Netherlands" or "Dutch" it refers only to the European part of the Kingdom of The Netherlands.

Dutch taxation

Scope

Regardless of whether or not a holder of Bonds is, or is treated as being, a resident of The Netherlands, with the exception of the section on withholding tax below, this summary does not address The Netherlands tax consequences for such a holder:

- (a) having a substantial interest (*aanmerkelijk belang*) or deemed substantial interest (*fictief aanmerkelijk belang*) in the Issuer and holders of Bonds of whom a certain related person holds a substantial interest in the Issuer. Generally speaking, a substantial interest in the Issuer arises if a person, alone or, where such person is an individual, together with his or her partner (statutory defined term), directly or indirectly, holds or is deemed to hold (i) an interest of 5 per cent. or more of the total issued capital of the Issuer or of 5 per cent. or more of the issued capital of a certain class of shares of the Issuer, (ii) rights to acquire, directly or indirectly, such interest or (iii) certain profit sharing rights in the Issuer;;
- (b) who is a private individual and who may be taxed in box 1 for the purposes of Netherlands income tax (*inkomstenbelasting*) as an entrepreneur (*ondernemer*) having an enterprise (*onderneming*) to which the Bonds are attributable, or who may otherwise be taxed in box 1 with respect to benefits derived from the Bonds;
- (c) who is a person to whom the Bonds and the income from the Bonds are attributed based on the separated private assets (*afgezonderd particulier vermogen*) provisions of The Netherlands Income Tax Act 2001 (*Wet inkomstenbelasting 2001*) and the Netherlands Gift and Inheritance Tax Act 1956 (*Successiewet 1956*);
- (d) which is a corporate entity and a taxpayer for the purposes of Netherlands corporate income tax (*vennootschapsbelasting*), having a participation (*deelname*) in the Issuer (such a participation is generally present in the case of an interest of at least 5% of the Issuer's nominal paid-in capital);
- (e) which is a corporate entity and an exempt investment institution (*vrijgestelde beleggingsinstelling*) or investment institution (*beleggingsinstelling*) for the purposes of Netherlands corporate income tax, a pension fund, or otherwise not a taxpayer or exempt for corporate income tax purposes;
- (f) which is an entity which is a resident of Aruba, Curacao or Sint Maarten having an enterprise which is carried on through a permanent establishment or a permanent representative on Bonaire, Sint Eustatius or Saba, to which permanent establishment or permanent representative the Bonds are attributable; or
- (g) which is not considered to be the beneficial owner (*uiteindelijk gerechtigde*) of the Bonds and/or the benefits derived from the Bonds.

This summary does not describe the Netherlands tax consequences for a person to whom the Bonds are attributed on the basis of the separated private assets provisions (*afgezonderd particulier*

vermogen) in the Netherlands Tax Act 2001 (*Wet inkomstenbelasting 2001*) and/or the Netherlands Gift and Inheritance Tax Act 1956 (*Successiewet 1956*).

Withholding tax

All payments made by the relevant Issuer under the Bonds may be made free of withholding or deduction for any taxes of whatsoever nature imposed, levied, withheld or assessed by The Netherlands or any political subdivision or taxing authority thereof or therein, provided that, where Bonds are issued with a maturity of more than 50 years, such Bonds do not in fact function as equity of the Issuer within the meaning of article 10, paragraph 1, under d of the Netherlands Corporate Income Tax Act 1969 (*Wet op de vennootschapsbelasting 1969*).

Income tax

Resident holders: A holder who is a private individual and a resident, or treated as being a resident of The Netherlands for the purposes of Netherlands income tax, must record the Bonds as assets that are held in box 3. Taxable income with regard to the Bonds is then determined on the basis of a deemed return on income from savings and investments (*sparen en beleggen*), rather than on the basis of income actually received or gains actually realised. This deemed return is fixed at a rate of 4% of the holder's yield basis (*rendementsgrondslag*) at the beginning of the calendar year, insofar as the yield basis exceeds a certain threshold (*heffingsvrij vermogen*). Such yield basis is determined as the fair market value of certain qualifying assets held by the holder of the Bonds, less the fair market value of certain qualifying liabilities at the beginning of the calendar year. The fair market value of the Bonds will be included as an asset in the holder's yield basis. The deemed return on income from savings and investments is taxed at a rate of 30%.

Non-resident holders: A holder who is a private individual and neither a resident, nor treated as being a resident of The Netherlands for the purposes of Netherlands income tax, will not be subject to such tax in respect of benefits derived from the Bonds, unless such holder is entitled to a share in the profits of an enterprise or a co-entitlement to the net worth of an enterprise which is effectively managed in the Netherlands, to which enterprise the Bonds are attributable.

Corporate income tax

Resident holders: A holder which is a corporate entity and for the purposes of Netherlands corporate income tax a resident, or treated as being a resident, of The Netherlands, is taxed in respect of benefits derived from the Bonds at rates of up to 25%.

Non-resident holders: A holder which is a corporate entity and for the purposes of Netherlands corporate income tax, is neither a resident, nor treated as being a resident, of The Netherlands, will not be subject to corporate income tax, unless such holder has, other than by way of securities, an interest in an enterprise which, in whole or in part, is effectively managed in The Netherlands, or if it carries on an enterprise through a permanent establishment, a deemed permanent establishment or a permanent representative in The Netherlands and to which enterprise the Bonds are attributable. If a non-resident holder is subject to Netherlands corporate income tax, it will be taxed in respect of benefits derived from the Bonds at rates of up to 25%.

Gift and inheritance tax

Resident holders: Netherlands gift tax or inheritance tax (*schenk- of erfbelasting*) will arise in respect of an acquisition (or deemed acquisition) of Bonds by way of a gift by, or on the death of, a holder of Bonds who is a resident, or treated as being a resident, of The Netherlands for the purposes of Netherlands gift and inheritance tax.

Non-resident holders: No Netherlands gift tax or inheritance tax will arise in respect of an acquisition (or deemed acquisition) of Bonds by way of a gift by, or on the death of, a holder of Bonds who is neither a resident, nor treated as being a resident, of The Netherlands for the purposes of Netherlands gift and inheritance tax.

Other taxes

No Dutch value added tax (*omzetbelasting*) will arise in respect of any payment in consideration for the issue of Bonds, with respect to any cash settlement of Bonds or with respect to the delivery of Bonds. Furthermore, no Dutch registration tax, capital tax, transfer tax or stamp duty (nor any other similar tax or duty) will be payable in the Netherlands by a holder in respect of or in connection with the subscription, issue, placement, allotment, delivery or transfer of Bonds.

Residency

A holder will not become a resident, or a deemed resident of The Netherlands for Netherlands tax purposes by reason only of holding the Bonds.

Japanese taxation

Any interest on the Bonds and gains derived from sale or redemption of the Bonds which are receivable by residents of Japan and Japanese corporations will be generally subject to Japanese taxation in accordance with existing Japanese tax laws and regulations.

Any interest on the Bonds and gains derived from sale or redemption of the Bonds which are receivable by non-residents of Japan or non-Japanese corporations will not be generally subject to Japanese taxation, unless such non-resident of Japan or non-Japanese corporation has a permanent establishment within Japan. Gains derived by non-residents of Japan having a permanent establishment within Japan from the sale of the Bonds within Japan on or prior to December 31, 2016, gains derived by non-Japanese corporations having a permanent establishment within Japan from the sale of the Bonds within Japan during the fiscal period commencing on or prior to March 31, 2016, any interest on the Bonds and gains derived from sale or redemption of the Bonds which are receivable on or after January 1, 2017 by non-residents of Japan and attributable to its permanent establishment within Japan and any interest on the Bonds and gains derived from sale or redemption of the Bonds which are receivable during the fiscal period commencing on or after April 1, 2016 by non-Japanese corporations and attributable to its permanent establishment within Japan will be generally subject to Japanese taxation in accordance with existing Japanese tax laws and regulations. Applicable tax treaty provisions may further restrict or eliminate these tax liabilities for such non-resident of Japan or non-Japanese corporations.

(2) Risk factors

General Risk Factors

Introduction

This Program Information identifies in a general way the information that a prospective investor should consider prior to making an investment in the Bonds. However, a prospective investor should conduct its own thorough analysis (including its own accounting, legal and tax analysis) prior to deciding whether to invest in the Bonds as any evaluation of the suitability for an investor of an investment in the Bonds depends upon a prospective investor's particular financial and other circumstances, as well as on specific terms of the Bonds. This Program Information is not, and does not purport to be, investment advice or an investment recommendation to purchase the Bonds. Each Issuer, including its branches and any group company, is acting solely in the capacity of an arm's length contractual counterparty and not as a purchaser's financial adviser or fiduciary in any

transaction unless such Issuer has agreed to do so in writing. If a prospective investor does not have experience in financial, business and investment matters sufficient to permit it to make such a determination, the investor should consult with its financial adviser prior to deciding to make an investment on the suitability of the Bonds. Investors risk losing their entire investment or part of it.

Each prospective investor of Bonds must determine, based on its own independent review and such professional advice as it deems appropriate under the circumstances, that its acquisition of the Bonds (i) is fully consistent with its (or if it is acquiring the Bonds in a fiduciary capacity, the beneficiary's) financial needs, objectives and condition, (ii) complies and is fully consistent with any investment policies, guidelines and restrictions applicable to it (whether acquiring the Bonds as principal or in a fiduciary capacity) and (iii) is a fit, proper and suitable investment for it (or, if it is acquiring the Bonds in a fiduciary capacity, for the beneficiary). In particular, investment activities of certain investors are subject to investment laws and regulations, or review or regulation by certain authorities. Each prospective investor should therefore consult its legal advisers to determine whether and to what extent (i) the Bonds are legal investments for it, (ii) the Bonds can be used as underlying securities for various types of borrowing and (iii) other restrictions apply to its purchase or pledge of any Bonds.

Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of Bonds under any applicable risk-based capital or similar rules.

The Bonds can be relatively complex financial instruments. A potential investor should not invest in such Bonds unless it has the expertise (either alone or with a financial adviser) to evaluate how the Bonds will perform under changing conditions, the resulting effects on the value of the Bonds and the impact this investment will have on the potential investor's overall investment portfolio.

Each prospective investor in Bonds should also refer to the section headed "Risk Factors" in Part II of this Program Information for a description of those factors which could affect the financial performance of the Issuer and thereby affect the Issuer's ability to fulfil their obligations in respect of Bonds issued under this program.

The Bonds may not be a suitable investment for all investors

Each potential investor in the Bonds must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- (i) have sufficient knowledge and experience to make a meaningful evaluation of the Bonds, the merits and risks of investing in the Bonds and the information contained or incorporated by reference in this document or any applicable Specified Securities Information (including any amendment or attachment thereto);
- (ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Bonds and the impact the Bonds will have on its overall investment portfolio;
- (iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Bonds, including Bonds with principal or interest payable in one or more currencies, or where the currency for principal or interest payments is different from the potential investor's currency;
- (iv) understand thoroughly the terms of the Bonds and be familiar with the behaviour of any relevant financial markets; and
- (v) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Limited liquidity of the Bonds

Even if application is made to list the Bonds on TOKYO PRO-BOND Market, there can be no assurance that a secondary market for any of the Bonds will develop, or, if a secondary market does develop, that it will provide the holders of the Bonds with liquidity or that it will continue for the

life of the Bonds. A decrease in the liquidity of an issue of Bonds may cause, in turn, an increase in the volatility associated with the price of such issue of Bonds. Any investor in the Bonds must be prepared to hold such Bonds for an indefinite period of time or until redemption of the Bonds. If any person begins making a market for the Bonds, it is under no obligation to continue to do so and may stop making a market at any time. Illiquidity may have a severely adverse effect on the market value of Bonds.

Counterparty risk exposure

The ability of the Issuer to make payments under the Bonds is subject to general credit risks, including credit risks of borrowers. Third parties that owe the Issuer money, securities or other assets may fail to pay or perform under their obligations. These parties include borrowers under loans granted, trading counterparties, counterparties under swaps and credit and other derivative contracts, agents and other financial intermediaries. These parties may default on their obligations to the Issuer due to bankruptcy, lack of liquidity, downturns in the economy or real estate values, operational failure or other reasons.

Credit ratings may not reflect all risks

Each Issuer has a senior debt rating from Standard & Poor's, Moody's and Fitch, details of which are contained elsewhere in this document.

Tranches of Bonds issued under this program may be rated or unrated and one or more independent credit rating agencies may assign additional credit ratings to the Bonds or the Issuer. Where a Tranche of Bonds is rated, such rating will not necessarily be the same as the ratings assigned to the Issuer, this program or any Bonds already issued.

The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above and other factors that may affect the value of the Bonds and the ability of an Issuer to make payments under the Bonds (including, but not limited to market conditions and funding-related and operational risks inherent to the business of each Issuer). A credit rating is not a recommendation to buy, sell or hold securities. There is no assurance that a rating will remain for any given period of time or that a rating will not be suspended, lowered or withdrawn by the relevant rating agency if, in its judgement, circumstances in the future so warrant.

In the event that a rating assigned to the Bonds or an Issuer is subsequently suspended, lowered or withdrawn for any reason, no person or entity is obliged to provide any additional support or credit enhancement with respect to the Bonds, the market value of the Bonds is likely to be adversely affected and the ability of the Issuer to make payments under the Bonds may be adversely affected.

In addition, ING Bank's assets are risk weighted. Downgrades of these assets could result in a higher risk weighting which may result in higher capital requirements and thus a need to deleverage. This may impact net earnings and the return on capital, and may have an adverse impact on the Issuer's financial position and ability to make payments under the Bonds.

Certain considerations regarding hedging

Prospective purchasers intending to purchase Bonds to hedge against the market risk associated with investing in a currency or other basis of reference which may be specified in the applicable Specified Securities Information, should recognise the complexities of utilising Bonds in this manner. For example, the value of the Bonds may not exactly correlate with the value of the currency or other basis which may be specified in the applicable Specified Securities Information. Due to fluctuating supply and demand for the Bonds, there is no assurance that their value will correlate with movements of the currency or other basis which may be specified in the applicable Specified Securities Information.

Over-issuance

As part of its issuing, market-making and/or trading arrangements, the Issuer may issue more Bonds than those which are to be subscribed or purchased by third party investors. The Issuer (or any of its affiliates) may hold such Bonds for the purpose of meeting any investor interest in the future.

Prospective investors in the Bonds should therefore not regard the issue size of any Series as indicative of the depth or liquidity of the market for such Series, or of the demand for such Series.

The return on an investment in Bonds will be affected by charges incurred by investors

An investor's total return on an investment in Bonds will be affected by the level of fees charged to the investor, including fees charged to the investor as a result of the Bonds being held in a clearing system. Such fees may include charges for opening accounts, transfers of securities, custody services and fees for payment of principal, interest or other sums due under the terms of the Bonds. Investors should carefully investigate these fees before making their investment decision.

Tax risk

This document includes general summaries of certain Dutch and Japanese tax considerations relating to an investment in the Bonds issued by the Issuer. Such summaries may not apply to a particular holder of Bonds or to a particular issue and do not cover all possible tax considerations. In addition, the tax treatment may change before the maturity, exercise or termination date of Bonds. Any potential investor should consult its own independent tax adviser for more information about the tax consequences of acquiring, owning and disposing of Bonds in its particular circumstances.

Financial Transaction Tax

The European Commission has published a proposal for a Directive for a common FTT in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the "Participating Member States"). However, Estonia has since stated that it will withdraw from the group of states willing to introduce the FTT (the "**Participating Member States**").

The proposed FTT has very broad scope and could, if introduced in, apply to certain dealings in the Bonds (including secondary market transactions) in certain circumstances. The issuance and subscription of Bonds should, however, be exempt.

Under current proposals the FTT could apply in certain circumstances to persons both within and outside the Participating Member States. Generally, it would apply to certain dealings in the Bonds where at least one party is a financial institution, and at least one party is established in a Participating Member State. A financial institution may be, or be deemed to be, "established" in a Participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a Participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a Participating Member State.

However, the FTT proposal remains subject to negotiation between the Participating Member States and the scope of any such tax is uncertain. Additional EU Member States may decide to participate.

Prospective holders of the Bonds are advised to seek their own professional advice in relation to the FTT.

Risk of difference in insolvency law

In the event that an Issuer becomes insolvent, insolvency proceedings will be generally governed by the insolvency laws of that Issuer's place of incorporation, which in each case is the Netherlands. The insolvency laws of the Issuer's place of incorporation may be different from the insolvency laws of an investor's home jurisdiction and the treatment and ranking of holders of Bonds issued by that Issuer and that Issuer's other creditors and shareholders under the insolvency laws of that Issuer's place of incorporation may be different from the treatment and ranking of holders of those Bonds and that Issuer's other creditors and shareholders if that Issuer was subject to the insolvency laws of the investor's home jurisdiction.

Redemption risk in respect of certain Series of Subordinated Bonds

If Regulatory Call is specified in the applicable Conditions of Bonds, if the relevant Subordinated Bonds are excluded from Tier 2 capital of the Issuer for the purposes of the capital adequacy rules applicable to the Issuer at the relevant time (other than the capital adequacy rules as in force on the issue date of the relevant Bonds), the Issuer may redeem the relevant Bonds at the amount specified

in the applicable Conditions of Bonds, subject to the prior permission of the competent authority, provided that at the relevant time such permission is required (but without any requirement for the consent or approval of the Subordinated Bondholders) and upon giving not less than 15 nor more than 30 days' irrevocable notice. Also see "Issues of Subordinated Bonds" below.

Changes in law

The conditions of the Bonds and the ratings which may be assigned to them are based on the law of The Netherlands in effect as at the date of this document. No assurance can be given as to the impact of any possible judicial decision or change to Netherlands law or administrative practice after the date of this document. Such changes in law may include, but are not limited to, the introduction of a variety of statutory resolution and loss-absorption tools which may affect the rights of holders of securities issued by the Issuer, including the Bonds. Such tools may include the ability to write off sums otherwise payable on such securities at a time when the Issuer is no longer considered viable by its regulator or upon the occurrence of another trigger.

Bail-in

As more fully described in the section entitled "Risk Factors" in Part II of this document, including without limitation under the heading "Bank Recovery and Resolution Regimes", Bonds that may be issued under this programme may become subject to actions that can be taken or measures that can be applied by competent authorities if a bank or insurer experiences serious financial problems or if the stability of the financial system is in serious and immediate danger as a result of the situation of a Dutch financial institution.

In certain circumstance, competent authorities have the power to, inter alia, transfer liabilities of an entity to third parties or to a bridge bank and expropriate securities issued by failing financial institutions. Holders of debt securities of a bank subject to resolution could also be affected by issuer substitution or replacement, transfer of debt, expropriation, modification of terms and/or suspension or termination of listings. In addition, in certain circumstances, competent authorities also have the power to convert relevant capital instruments or eligible liabilities into shares and cancel all or a portion of the principal amount of, or interest on, certain unsecured liabilities (which could include certain securities that have been or will be issued by ING) of a failing financial institution and/or to convert certain debt claims (which could include certain securities that have been or will be issued by ING) into another security, including ordinary shares. None of these actions would be expected to constitute an event of default under those securities entitling holders to seek repayment. Other powers of the competent authorities may be to amend the maturity date and/or any interest payment date of debt instruments or other eligible liabilities of the relevant financial institution and/or impose a temporary suspension of payments. None of these actions would be expected to constitute an event of default under those debt instruments or other eligible liabilities entitling holders to seek repayment. Each prospective investor in Bonds should refer to the section headed "Risk Factors" in Part II of this document, including without limitation under the heading "Bank Recovery and Resolution Regimes".

On 23 November 2016, the European Commission published legislative proposals to amend and supplement certain provisions of, *inter alia*, the Capital Requirements Directive (CRD), the Capital Requirements Regulation (CRR), the Bank Recovery and Resolution Directive (BRRD) and the Single Resolution Mechanism Regulation (the SRM Regulation). The proposals are wide-ranging and may have significant effects on the Issuer (including with regard to the total loss absorbing capacity - TLAC - or the minimum requirement own funds and eligible liabilities - MREL - it must maintain) and for the Bonds (including with regard to their redeemability, their ranking in insolvency and their being at risk of being bailed-in). The proposals also contemplate that member states adopt legislation to create a new class of so-called non-preferred senior debt. Such debt would be bail-inable during resolution only after capital instruments but before other senior liabilities. It is uncertain whether the proposals will come into effect, and if so, whether that will be in their current form.

In addition to the risks identified in "Risk Factors — General Risk Factors" above and elsewhere in this document, potential investors in Bonds should consider the following:

Fixed Rate Bonds

The Issuer may issue Fixed Rate Bonds. Such Bonds will bear interest at a fixed Rate of Interest, which remains constant during the life of the Bonds. Any investors holding these Bonds will be subject to the risk that any subsequent increases in market interest rates may adversely affect the real return on the Bonds (and the value of the Bonds).

Floating Rate Bonds

The Issuer may issue Floating Rate Bonds. Such Bonds will bear interest at a floating Rate of Interest, which will be subject to market fluctuations in interest rates. In addition, the floating Rate of Interest at any time may be lower than the rates on other Bonds.

Issues of Subordinated Bonds

The Issuers may issue Bonds under the Programme which are subordinated to the extent described in Condition 3 of the Conditions of the Bonds (such Bonds, "Subordinated Bonds"). By virtue of such subordination, payments to a holder of Subordinated Bonds will, in the events described in the relevant Conditions, only be made after, and any set-off by a holder of Subordinated Bonds shall be excluded until, all obligations of the relevant Issuer resulting from higher ranking claims with respect to the repayment of borrowed money (including deposits) and other unsubordinated claims have been satisfied. A holder of Subordinated Bonds may therefore recover less than the holders of deposit liabilities or the holders of other unsubordinated liabilities of the relevant Issuer. Furthermore, the Conditions do not limit the amount of the liabilities ranking senior to any Subordinated Bonds which may be incurred or assumed by the relevant Issuer from time to time, whether before or after the issue date of the relevant Subordinated Bonds. Although Subordinated Bonds may pay a higher rate of interest than comparable Bonds which are not subordinated, there is a real risk that an investor in Subordinated Bonds will lose all or some of his investment should the relevant Issuer become insolvent.

In addition, the rights of the holders of Subordinated Bonds are limited in certain respects. In particular, early redemption of Subordinated Bonds that are included for capital adequacy purposes in Tier 2 may only be effected after the permission of the competent authority.

No currency indemnity

Pursuant to the terms of the Bonds the Issuer will pa

y principal and interest on the Bonds in Japanese Yen. However, in the event of a judgment or order being rendered by any court for the payment of the principal of or interest on the Bonds, and such judgment or order being expressed in a currency other than Japanese Yen, any amount received or recovered in such currency by any holders of Bonds in respect of such judgment or order shall constitute a full discharge to the Issuer and the Issuer will not undertake to pay to such holders of Bonds the amount necessary to make up any deficiency arising or resulting from any variation in rates of exchange between (a) the date as of which any amount expressed in Japanese Yen is (or is to be treated as) converted into such currency for the purposes of any such judgment or order, and (b) the date or dates of discharge of such judgment or order (or part thereof).

Exchange rates and exchange controls

The Issuer will pay principal and interest on the Bonds in the Specified Currency. This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the "Investor's Currency") other than the Specified

Currency. These include the risk that exchange rates may significantly change (including changes due to devaluation of the Specified Currency or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the Specified Currency would decrease (1) the Investor's Currency-equivalent yield on the Bonds, (2) the Investor's Currency equivalent value of the principal payable on the Bonds and (3) the Investor's Currency equivalent market value of the Bonds.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate and/or restrict the convertibility or transferability of currencies within and/or outside of a particular jurisdiction which in turn could adversely affect the ability of an Issuer to make payments in respect of the Bonds. As a result, investors may receive less interest or principal than expected, or receive it later than expected or not at all.

No gross-up

All payments made by the Issuers in respect of the Bonds shall be made subject to any tax, duty, withholding or other payment which may be required to be made, paid, withheld or deducted. Holders of Bonds will not be entitled to receive grossed-up amounts to compensate for any such tax, duty, withholding or other payment and no event of default shall occur as a result of any such withholding or deduction. As a result, investors may receive less interest than expected and the return on their Bonds could be significantly adversely affected. In addition, each of the Issuers shall have the right to redeem Bonds issued by them if, (i) on the occasion of the next payment due in respect of such Bonds, the relevant Issuer would be required to withhold or account for tax in respect of such Bonds or (ii) in the case of Subordinated Bonds that are Tier 2 Bonds, there is a change in the treatment of the Bonds as debt for Dutch tax purposes and certain other conditions are met.

Interest rate risks

An investment in fixed rate Bonds involves the risk that subsequent changes in market interest rates may adversely affect the value of the fixed rate Bonds.

Legal investment considerations may restrict certain investments

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (1) Bonds are legal investments for it, (2) Bonds can be used as collateral for various types of borrowing and (3) other restrictions apply to its purchase or pledge of any Bonds. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of Bonds under any applicable risk-based capital or similar rules.

Modification

The conditions of the Bonds contain provisions for calling meetings of the Bondholders to consider matters affecting their interests generally, including modifying the date of maturity of the Bonds or any date for payment of interest thereof, reducing or cancelling the amount of principal or the rate of interest payable in respect of the Bonds or altering the currency of payment of the Bonds or coupon, and to obtain resolutions in writing on matters relating to the Bonds from the Bondholders without calling a meeting. These provisions permit defined majorities to bind all Holders including Bondholders who did not attend and vote at the relevant meeting and Bondholders who voted in a manner contrary to the majority or, as the case may be, who did sign a resolution in writing.

ING Group is a holding company with no operations and relies on its operating subsidiaries to provide it with dividend payments and other funds to meet its financial obligations and to pay out dividends

ING Group is a holding company with no material, direct business operations. Its principal assets are the equity interests it directly or indirectly holds in its operating subsidiaries, principally held in

or through ING Bank. As a result, it is dependent on dividends and other payments from its subsidiaries to generate the funds necessary to meet its financial obligations, including the payments of dividends and payment of principal and interest on the Bonds that it issues. The ability of its subsidiaries to make such distributions and other payments depends on their earnings and may be subject to statutory, legal, regulatory or contractual limitations. As an equity investor in its subsidiaries, its right to receive assets upon their liquidation or reorganisation will be effectively subordinated to the claims of creditors of its subsidiaries. To the extent that it is recognised as a creditor of such subsidiaries, its claims may still be subordinated to any security interest in, or other lien on, their assets and to any of their debt or other obligations that are senior to its claims.

Enforceability of Japanese Judgments in The Netherlands

The Netherlands and Japan do not currently have a treaty providing for enforcement of judgments rendered in connection with civil and commercial matters. As a result, a judgment rendered by a Japanese court against the Issuer in an action instituted in the manner contemplated by the relevant instrument based on the Bonds will not be recognised and enforced by the courts of The Netherlands. In order to obtain a judgment that is enforceable against the Issuer, it will be necessary to relitigate the matter before the competent court of The Netherlands and to submit the judgment rendered by the foreign court in the course of such proceedings, in which case the Netherlands courts may give such effect to the foreign judgment as it deems appropriate.

Waiver of set-off under certain Senior Bonds

If so specified in the Conditions of the Bonds, no holder of Senior Bonds or relative Coupons (if applicable) shall be entitled to exercise any right of set-off, netting or counterclaim in respect of any amounts owed by the Issuer under or in connection with the Senior Bonds or relative Coupons.

Events of Default and Limited Remedies

The Events of Default, being events upon which the relevant Bondholder may declare the relevant Bond to be forthwith due and payable, are limited as set out in the Conditions of the Bonds. The Events of Default that apply in respect of Senior Bonds issued by ING Groep N.V. and those that apply in respect of Subordinated Bonds are also more limited than those that apply in respect of Senior Bonds issued by ING Bank N.V. The remedies available to holders upon non-payment are more limited for certain types of Bonds. In the case of Senior Bonds issued by ING Groep N.V. and Subordinated Bonds, if default is made for more than 30 days in the payment of interest in respect of the relevant Bonds, the sole remedy available to the relevant Bondholder shall be to institute proceedings against the Issuer to demand specific performance (nakoming eisen) but the relevant Bondholder shall have no acceleration right or other remedies. Nothing shall however prevent holders instituting proceedings for the bankruptcy of the Issuer (to the extent permitted by law), proving in any bankruptcy of the Issuer and/or claiming in any liquidation of the Issuer, exercising rights under Condition 3 in respect of any payment obligations of the Issuer arising from the relevant Bonds or Coupons or, if default is made in the payment of principal in respect of the relevant Bonds when due, instituting proceedings against the Issuer to demand specific performance (nakoming eisen).

Condition to redemption of certain types of Bonds

Subordinated Bonds that are included for capital adequacy purposes in Tier 2 and/or, in the case of Senior Bonds issued by ING Groep N.V. only, Bonds that are included in the Issuer's and/or the Regulatory Group's minimum requirements for (A) own funds and eligible liabilities and/or (B) loss absorbing capacity instruments may only be redeemed after the Issuer has obtained permission of the competent authority and/or resolution authority, as appropriate, provided that at the relevant time and in the relevant circumstances such permission is required, and subject to applicable law and regulation.

(3) Selling Restrictions

Detailed below is a description of certain restrictions on offers and sales of the Bonds. Because of the following restrictions, prospective investors are advised to consult legal counsel prior to making any offer, resale or other transfer of the Bonds.

United States

The Bonds have not been and will not be registered under the Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from the registration requirements of the Securities Act. Terms used in this paragraph have the meanings assigned to them by Regulation S under the Securities Act.

Each Dealer has represented and agreed that it will not offer, sell or, in the case of bearer Bonds, deliver Bonds of any Series (i) as part of its distribution at any time or (ii) otherwise until 40 days after the completion of the distribution of an identifiable tranche of which Bonds are a part, as determined by the relevant Dealer or, in the case of an identifiable tranche of Bonds sold on a syndicated basis, the relevant lead manager, within the United States or to, or for the account or benefit of, U.S. persons. Each Dealer has further agreed that it will have sent to each dealer to which it sells Bonds during the distribution compliance period (other than resales pursuant to Rule 144A) a confirmation or other notice setting forth the restrictions on offers and sales of the Bonds within the United States or to, or for the account or benefit of, U.S. persons. Until 40 days after the commencement of the offering of any identifiable tranche of Bonds, an offer or sale of Bonds within the United States by any dealer whether or not participating in the offering may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A. Terms used in this paragraph have the meanings given to them by Regulation S of the Securities Act.

European Economic Area

In relation to each Relevant Member State, each Dealer has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "Relevant Implementation Date") it has not made and will not make an offer of Bonds which are the subject of the offering contemplated by this Base Prospectus as completed by the final terms in relation thereto to the public in that Relevant Member State except that it may, with effect from and including the Relevant Implementation Date, make an offer of such Bonds to the public in that Relevant Member State:

- (a) at any time to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (b) at any time to fewer than 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer;
- (c) at any time if the denomination per Bond being offered amounts to at least €100,000 (or equivalent); or
- (d) at any time in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Bonds referred to in (a) to (d) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression an "offer of Bonds to the public" in relation to any Bonds in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Bonds to be offered so as to enable an investor to decide to purchase or subscribe the Bonds, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Member State, the expression "Prospectus Directive" means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU) and includes any relevant implementing measure in each Relevant Member State.

The Netherlands

Each Dealer has represented and agreed and each further Dealer appointed under the Program Information will be required to represent and agree, that it will not make an offer of Bonds, that are not to be admitted to trading on a regulated market within the EEA which are outside the scope of the approval of this Base Prospectus, as completed by the Final Terms relating thereto, to the public in The Netherlands in reliance on Article 3(2) of the Prospectus Directive, unless (i) such offer is made exclusively to persons or entities which are qualified investors as defined in the Dutch Financial Supervision Act or (ii) standard exemption wording and a logo are disclosed as required by Article 5:20(5) of the Dutch Financial Supervision Act, provided that no such offer of Bonds shall require the relevant Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

Zero coupon notes in definitive form and other Bonds in definitive bearer form on which interest does not become due and payable during their term but only at maturity (savings certificates or *spaarbewijzen* as defined in the Dutch Savings Certificates Act or *Wet inzake spaarbewijzen*, the "SCA") may only be transferred and accepted, directly or indirectly, within, from or into The Netherlands through the mediation of either the Issuer or a member of Euronext Amsterdam N.V. with due observance of the provisions of the SCA and its implementing regulations (which include registration requirements). No such mediation is required, however, in respect of (i) the initial issue of such Bonds to the first holders thereof, (ii) the transfer and acceptance by individuals who do not act in the conduct of a profession or business, and (iii) the issue and trading of such Bonds if they are physically issued outside The Netherlands and are not distributed in The Netherlands in the course of primary trading or immediately thereafter.

Japan

The Bonds have not been and will not be registered under Article 4, paragraph 1 of the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948, as amended, the "FIEL") in reliance upon the exemption from the registration requirements since the offering constitutes the private placement to professional investors only under Article 2, paragraph 3, Item 2 (b) of the FIEL. Accordingly, Bonds will be initially offered to Professional Investors (*Tokutei Tousehika*) (as defined in Article 2, paragraph 31 and subject to Articles 34-2 to 34-4 of the FIEL) only. Secondly, the Bonds shall not be sold, transferred or otherwise disposed to any person other than Professional Investors, Etc. (*Tokutei Tousehika tou*), as defined in Article 2, paragraph 3, Item 2 (b) (2) of the FIEL, except for the transfer of the Bonds to the following:

- (a) the Issuer or the Officer (meaning directors, company auditors, executive officers or persons equivalent thereto) thereof, who holds shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc. (*Sou Kabunushi Tou no Giketsuken*) (as prescribed in Article 29-4, paragraph 2 of the FIEL; the same shall apply hereinafter) of the Issuer under his/her own name or another person's name (hereinafter such Officer shall be referred to as the "Specified Officer" (*Tokutei Yakuin*) in this Paragraph), or to a juridical person (excluding the Issuer) whose shares or equity pertaining to voting rights exceeding 50% of all the voting rights which is calculated by excluding treasury shares or any non-voting rights shares are held by the Specified Officer (the "Controlled Juridical Person, Etc." (*Hi-Shihai Houjin Tou*) including a juridical person (excluding the Issuer) whose shares or equity pertaining to voting rights exceeding 50% of all the voting rights which is calculated by excluding treasury shares or any non-voting rights shares are jointly held by the Specified Officer and the Controlled Juridical Person, Etc. (as prescribed in Article 11-2, paragraph 1, Item 2 (c) of the Cabinet Office Ordinance on Definitions under Article 2 of the Financial Instruments and Exchange Law (MOF Ordinance No. 14 of 1993, as amended)); or
- (b) a company that holds shares or equity pertaining to voting rights exceeding 50 % of the Voting Rights Held by All the Shareholders, Etc. of the Issuer in its own name or another person's name.

II. TERMS AND CONDITIONS OF SECONDARY DISTRIBUTION TO PROFESSIONAL INVESTORS

Not Applicable.

III. OTHER MATTERS

Credit Ratings for the Program

In respect of the Program under which the Bonds are to be issued by the Issuer, the Issuer has received the following ratings. The credit rating firm has not been registered under Article 66-27 of the FIEL.

ING Group

Senior Bonds: (P)A1 from Moody's Investors Service Ltd. as of 27 March 2017
A+ from Fitch Ratings

Subordinated Bonds: (P)Baa2 from Moody's Investors Service Ltd. as of 27 March 2017

ING Bank

Senior Bonds: (P)Baa1 from Moody's Investors Service Ltd. as of 27 March 2017
A+ from Fitch Ratings

Subordinated Bonds: (P)Baa2 from Moody's Investors Service Ltd. as of 27 March 2017

A credit rating is not a recommendation to buy, sell or hold securities. There is no assurance that a rating will remain for any given period of time or that a rating will not be suspended, lowered or withdrawn by the relevant rating agency if, in its judgement, circumstances in the future so warrant. The Issuer has from time to time been subject to its ratings being lowered.

Any of the above credit rating firms has not been registered under Article 66-27 of the FIEL.

Unregistered credit rating firms are not subject to any supervision of the Financial Services Agency of Japan or regulations applicable to credit rating firms, including obligations to disclose information, nor obligated to publicize information regarding such matters as listed in Article 313, Paragraph 3, Item 3 of the Ordinance of the Cabinet Office Concerning Financial Instruments Business, etc. (the "**Cabinet Office Ordinance**").

For Fitch and Moody's, Fitch Ratings Japan Limited (registration number: Commissioner of Financial Services Agency (*kakuzuke*) No. 7) and Moody's Japan K.K. (registration number: Commissioner of Financial Services Agency (*kakuzuke*) No.2) are registered as Credit Rating Firms within their respective groups, respectively; and Fitch and Moody's are specified affiliated corporations (as defined in Article 116-3, Paragraph 2 of the Cabinet Office Ordinance) of the respective Credit Rating Firms above. Assumptions, significance and limits applicable to the above credit ratings by Fitch and Moody's are disclosed respectively in the item entitled "Assumptions, Significance and Limitations of Credit Ratings" posted under "Outline of Rating Policies, etc." in the section entitled "Regulatory Affairs" in the column entitled "About Fitch" on the Internet website of Fitch Ratings Japan Limited (<http://www.fitchratings.co.jp>), and in the item entitled "Basis, meaning and limits of credit ratings" posted under "Description of Unregistered Credit Rating" in the item entitled "Use of Rating of Unregistered Rating Agency", which appears within the Internet website of Moody's Japan K.K. (displayed on the page of "Credit Rating Businesses" on the Moody's Japanese website (https://www.moody's.com/pages/default_ja.aspx)).

PART II. CORPORATE INFORMATION

I OUTLINE OF COMPANY

DOCUMENTS INCORPORATED BY REFERENCE

The following documents, which have previously been published or are published simultaneously with this Program Information and have been approved by the AFM or filed with it, shall be deemed to be incorporated in, and to form part of, this Program Information; this Program Information should be read and construed in conjunction with such documents:

ING Group

In respect of Bonds issued by ING Group, this Program Information should be read and construed in conjunction with the following documents:

- (a) the Articles of Association (*statuten*) of ING Group; and
- (b) the publicly available annual reports of ING Group in respect of the years ended 31 December 2014, 2015 and 2016, including, among other things, the audited consolidated financial statements and auditors' reports in respect of such years.

ING Bank

In respect of Bonds issued by ING Bank, this Program Information should be read and construed in conjunction with the following documents:

- (a) the Articles of Association (*statuten*) of ING Bank; and
- (b) the publicly available annual reports of ING Bank in respect of the years ended 31 December 2014, 2015 and 2016, including the audited financial statements and auditors' reports in respect of such years.

Any statement contained in a document which is deemed to be incorporated by reference into this Program Information shall be deemed to be modified or superseded for the purpose of this Program Information to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise).

Any information or other documents themselves incorporated by reference, either expressly or implicitly, in the documents incorporated by reference in this Program Information shall not form part of this Program Information, except where such information or other documents are specifically incorporated by reference into this Program Information.

The Issuer will provide, without charge, to each person to whom a copy of this Program Information has been delivered in accordance with applicable law, upon the oral or written request of such person, a copy of any or all of the documents which are incorporated herein by reference. Requests for such documents should be directed to the Issuer (in case where the Issuer is ING Group, c/o ING Bank N.V.) at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands. In addition, this Program Information and any document which is incorporated herein by reference 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> (for this Registration Document), <https://www.ing.com/Investor-relations/Annual-Reports.htm> (for the annual reports) and <https://www.ing.com/over-ons/corporate-governance/juridische-structuur-en-toezichthouders/statuten.htm> (for the Articles of Association)).

RISK FACTORS

Set out below are certain risk factors which could affect the future financial performance of ING Group and its subsidiaries ("ING" or the "Group") and thereby potentially affect the Issuer's ability to fulfil its obligations in respect of securities issued or guaranteed by it. The factors discussed below should not be regarded as a complete and comprehensive statement of all potential risks and uncertainties ING's businesses face. The Issuer has described only those risks relating to its operations of which it is aware and that it considers to be material. There may be additional risks that the Issuer currently considers not to be material or of which it is not currently aware and any of these risks could have the effects set forth above. Investors should note that they bear the Issuer's solvency risk. The term Issuer, for the purpose of this section (but not others), also refers, where the context so permits, to any group company of ING Group.

RISKS RELATED TO FINANCIAL CONDITIONS, MARKET ENVIRONMENT AND GENERAL ECONOMIC TRENDS

Because the Issuer is a financial services company conducting business on a global basis, its revenues and earnings are affected by the volatility and strength of the economic, business, liquidity, funding and capital markets environments specific to the geographic regions in which it conducts business. The on-going turbulence and volatility of such factors have adversely affected, and may continue to adversely affect, the profitability, solvency and liquidity of the Issuer's business.

Factors such as interest rates, securities prices, credit spreads, liquidity spreads, exchange rates, consumer spending, changes in client behaviour, business investment, real estate values and private equity valuations, government spending, inflation or deflation, the volatility and strength of the capital markets, political events and trends, and terrorism all impact the business and economic environment and, ultimately, the Issuer's solvency, liquidity and the amount and profitability of business the Issuer conducts in a specific geographic region. The Issuer is particularly exposed to financial, economic, market and political conditions in the Benelux countries, from which we derive a significant portion of our revenues. In an economic downturn characterised by higher unemployment, lower family income, lower corporate earnings, higher corporate and private debt defaults, lower business investments and lower consumer spending, the demand for banking products is usually adversely affected and the Issuer's reserves and provisions typically would increase, resulting in overall lower earnings. Securities prices, real estate values and private equity valuations may also be adversely impacted, and any such losses would be realised through profit and loss and shareholders' equity. The Issuer also offers a number of financial products that expose it to risks associated with fluctuations in interest rates, securities prices, corporate and private default rates, the value of real estate assets, exchange rates and credit spreads. See also "Interest rate volatility and other interest rate changes may adversely affect the Issuer's profitability", "Continued risk of resurgence of turbulence and on-going volatility in the financial markets and the economy generally have adversely affected, and may continue to adversely affect, the Issuer's business, financial condition and results of operations", and "Market conditions observed over the past few years may increase the risk of loans being impaired. The Issuer is exposed to declining property values on the collateral supporting residential and commercial real estate lending" below.

In case one or more of the factors mentioned above adversely affects the profitability of the Issuer's business this might also result, among other things, in the following:

- reserve and provisions inadequacies, which could ultimately be realised through profit and loss and shareholders' equity;
- the write-down of tax assets impacting net results and/or equity;
- impairment expenses related to goodwill and other intangible assets, impacting net results;
- movements in risk-weighted assets for the determination of required capital;

- changes in credit valuation adjustments and debt valuation adjustments; and/or
- additional costs related to maintenance of higher liquidity buffers and/or collateral placements.

Shareholders' equity and the Issuer's net result may be significantly impacted by turmoil and volatility in the worldwide financial markets. Negative developments in financial markets and/or economies and changes in the regulatory environment in which the Issuer operates have, in the past had, and may in the future have a material adverse impact on shareholders' equity and net result, including as a result of the potential consequences listed above. See "Continued risk of resurgence of turbulence and on-going volatility in the financial markets and the economy generally have adversely affected, and may continue to adversely affect, the Issuer and its business, financial condition and results of operations" and "The Issuer operates in highly regulated industries. Changes in laws and/or regulations governing financial services or financial institutions or the application of such laws and/or regulations governing its business may reduce its profitability" below.

Adverse capital and credit market conditions as well as changes in regulations may impact the Issuer's ability to access liquidity and capital, as well as the cost of liquidity, credit and capital.

Adverse capital market conditions have in the past affected, and may in the future affect the cost of borrowed funds and the Issuer's ability to borrow on a secured and unsecured basis, thereby impacting the Issuer's ability to support and/or grow its businesses. Furthermore, although interest rates are at or near historically low levels, since the recent financial crisis, the Issuer has experienced increased funding costs due in part to the withdrawal of perceived government support of such institutions in the event of future financial crises. In addition, liquidity in the financial markets has also been negatively impacted as market participants and market practices and structures adjust to new regulations.

The Issuer needs liquidity to pay its operating expenses, interest on its debt and dividends on its capital stock, maintain its securities lending activities, and replace certain maturing liabilities. Without sufficient liquidity, the Issuer will be forced to curtail its operations and its business will suffer. The principal sources of the Issuer's funding include a variety of short- and long-term instruments, including deposit fund, repurchase agreements, commercial paper, medium- and long-term debt, subordinated debt securities, capital securities and shareholders' equity.

In the event that the Issuer's current resources do not satisfy its needs, the Issuer may need to seek additional financing. The availability of additional financing will depend on a variety of factors such as market conditions, the general availability of credit, the volume of trading activities, the overall availability of credit to the financial services industry, the Issuer's credit ratings and credit capacity, as well as the possibility that customers or lenders could develop a negative perception of its long- or short-term financial prospects. Similarly, the Issuer's access to funds may be limited if regulatory authorities or rating agencies take negative actions against it. If the Issuer's internal sources of liquidity prove to be insufficient, there is a risk that it may not be able to successfully obtain additional financing on favourable terms, or at all. Any actions the Issuer might take to access financing may, in turn, cause rating agencies to re-evaluate its ratings.

Disruptions, uncertainty or volatility in the capital and credit markets, may also limit the Issuer's access to capital. Such market conditions may in the future limit the Issuer's ability to raise additional capital to support business growth, or to counter-balance the consequences of losses or increased regulatory capital and rating agency capital requirements. This could force the Issuer to (i) delay raising capital, (ii) reduce, cancel or postpone payment of dividends on its shares, (iii) reduce, cancel or postpone interest payments on other securities, (iv) issue capital of different types or under different terms than the Issuer would otherwise, or (v) incur a higher cost of capital than in a more stable market environment. This would have the potential to decrease both the Issuer's profitability and its financial flexibility. The Issuer's results of operations, financial condition, cash flows, regulatory capital and rating agency capital position could be materially adversely affected by disruptions in the financial markets.

In the course of 2008 and 2009, governments around the world, including the Dutch government, implemented unprecedented measures to provide assistance to financial institutions, in certain cases requiring (indirect) influence on or changes to governance and remuneration practices. In certain cases, governments nationalised companies or parts thereof. The measures adopted in The Netherlands included emergency funding and capital reinforcement, and a Dutch Credit Guarantee Scheme, both of which have expired. The Issuer's completed Restructuring Plan and the divestments in connection with that plan altered the size and structure of the Group and involved significant costs, which required changes in the Issuer's operations, funding and liquidity. Any potential future transactions with the Dutch State or any other government, if any actions by such government regarding the Issuer could adversely impact the position or rights of bondholders, customers or creditors and the Issuer's results, operations, solvency, liquidity and governance.

The Issuer is subject to the jurisdiction of a variety of banking regulatory bodies, some of which have proposed regulatory changes in recent years that, if implemented, would hinder its ability to manage its liquidity in a centralised manner. As a holding company, ING Group is dependent for liquidity on payments from its subsidiaries, which are subject to restrictions, as described in "As a holding company, ING Group is dependent for liquidity on payments from its subsidiaries many of which are subject to regulatory and other restrictions.". Furthermore, regulatory liquidity requirements in certain jurisdictions in which the Issuer operates are generally becoming more stringent, including those forming part of the "Basel III" requirements discussed further below under "The Issuer operates in highly regulated industries. Changes in laws and/or regulations governing financial services or financial institutions or the application of such laws and/or regulations governing its business may reduce its profitability", undermining the Issuer's efforts to maintain this centralised management of its liquidity. These developments may cause trapped pools of liquidity and capital, resulting in inefficiencies in the cost of managing the Issuer's liquidity and solvency, and hinder its efforts to integrate its balance sheet.

The default of a major market participant could disrupt the markets.

Within the financial services industry, the severe distress or default of any one institution (including sovereigns and central counterparties ("CCPs")) could lead to defaults by, or the severe distress of, other market participants. Such distress of, or default by, an influential financial institution could disrupt markets or clearance and settlement systems and lead to a chain of defaults by other financial institutions because the commercial and financial soundness of many financial institutions may be closely related as a result of credit, trading, clearing or other relationships. Even the perceived lack of creditworthiness of a sovereign or financial institution (or a default by any such entity) may lead to market-wide liquidity problems and losses or defaults by the Issuer or by other institutions. This risk is sometimes referred to as "systemic risk" and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges with whom the Issuer interacts on a daily basis and financial instruments of sovereigns in which the Issuer invests. Systemic risk could have a material adverse effect on the Issuer's ability to raise new funding and on the Issuer's business, financial condition, results of operations, liquidity, solvency position and/or prospects. In addition, such distress or failure could impact future product sales as a potential result of reduced confidence in the financial services industry.

The Issuer operates in highly regulated industries. Changes in laws and/or regulations governing financial services or financial institutions or the application of such laws and/or regulations governing its business may reduce its profitability.

The Issuer is subject to detailed banking laws and government regulation in the jurisdictions in which it conducts business. Regulatory agencies and supervisors have broad administrative power over many aspects of its business, which may include liquidity, capital adequacy, permitted investments, ethical issues, money laundering, anti-terrorism measures, privacy, record keeping, product and sale suitability, marketing and sales practices remuneration policies, personal conduct and the Issuer's own internal governance practices.

Also, regulators and other supervisory authorities in the European Union ("EU"), the United States ("U.S.") and elsewhere continue to scrutinise payment processing and other transactions and activities of the financial services industry through laws and regulations governing such matters as money laundering, anti-terrorism financing, tax evasion, prohibited transactions with countries subject to sanctions, and bribery or other anti-corruption measures.

The Issuer's revenues and profitability and those of its competitors have been and will continue to be impacted by requirements relating to capital, additional loss-absorbing capacity, leverage, minimum liquidity and long-term funding levels, requirements related to resolution and recovery planning, derivatives clearing and margin rules and levels of regulatory oversight, as well as limitations on which and, if permitted, how certain business activities may be carried out by financial institutions.

Following the start of the financial crisis, regulators around the world have increased their focus on the regulation of the financial services industry. Most of the principal markets where the Issuer conducts its business have adopted, or are currently in the implementation phase of, major legislative and/or regulatory initiatives in response to the financial crisis. Governmental and regulatory authorities in The Netherlands, Germany, Belgium, the United Kingdom, the EU, the U.S. and elsewhere have implemented, or are in the process of implementing, measures to increase regulatory control in their respective financial markets and financial services sectors, including, among others, in the areas of prudential rules, liquidity and capital requirements, executive compensation, crisis and contingency management, bank taxes and financial reporting. Additionally, governmental and regulatory authorities in The Netherlands, in the EU and the U.S. as well as in a multitude of jurisdictions where the Issuer conducts its business continue to consider new mechanisms to limit the occurrence and/or severity of future economic crises (including proposals to restrict the size of financial institutions operating in their jurisdictions and/or the scope of operations of such institutions).

Furthermore, the Issuer is subject to different tax regulations in each of the jurisdictions where it conducts business. Changes in tax laws (including case law) could increase the Issuer's taxes and its effective tax rates and could materially impact its tax receivables and liabilities as well as deferred tax assets and deferred tax liabilities, which could have a material adverse effect on its business, results of operations and financial condition. One such change relates to the current debate in the U.S. over corporate tax reform for multinational corporations and corporate tax rates. Changes in tax laws could also make certain ING products less attractive, which could have adverse consequences for the Issuer's businesses and results.

In addition, the International Accounting Standards Board ("IASB") issued in July 2014 a new accounting standard for financial instruments also known as IFRS 9 'Financial Instruments'. IFRS 9, which was endorsed by the EU in November 2016, will replace IAS 39, the accounting standard heavily criticised in the wake of the financial crisis, for annual periods beginning on or after 1 January 2018, with early adoption permitted. Such changes could also have a material impact on the Issuer's reported results and financial condition, as well as on how it manages its business, internal controls and disclosure.

Compliance with applicable laws and regulations is resources-intensive, and changes in laws and regulations may materially increase costs. The Issuer expects the scope and extent of regulation in the jurisdictions in which it conducts its business, as well as regulatory oversight and supervision, to generally continue to increase. However, the Issuer cannot predict whether or when future legislative or regulatory actions may be taken, or what impact, if any, actions taken to date or in the future could have on its business, results of operations and financial condition. Regulation is becoming increasingly more extensive and complex and the industries in which the Issuer operates are increasingly coming under the scrutiny of regulators, and affected companies, including ING, are required to meet the demands, which often necessitate additional resources. These regulations can limit the Issuer's activities, among others, through stricter net capital, customer protection and market conduct requirements and restrictions on the businesses in which it can operate or invest.

Despite the Issuer's efforts to maintain effective compliance procedures and to comply with applicable laws and regulations, there are a number of risks in areas where applicable regulations may be unclear, subject to multiple interpretations or are under development, or where regulations may conflict with one another, or where regulators revise their previous guidance or courts overturn previous rulings, which could result in the Issuer's failure to meet applicable standards. Regulators and other authorities have the power to bring administrative or judicial proceedings against the Issuer, which could result, among other things, in suspension or revocation of the Issuer's licences, cease and desist orders, fines, civil penalties, criminal penalties or other disciplinary action, which could materially harm its results of operations and financial condition. If the Issuer fails to address, or appears to fail to address, any of these matters appropriately, its reputation could be harmed and it could be subject to additional legal risk, which could, in turn, increase the size and number of claims and damages brought against it or subject it to enforcement actions, fines and penalties.

Basel III, CRD IV and CRD V

In December 2010, the Basel Committee on Banking Supervision ("BCBS") announced higher global minimum capital standards for banks and introduced a new global liquidity standard and a new leverage ratio. The BCBS's package of reforms, collectively referred to as the "Basel III" rules, among other requirements, increased the amount of common equity required to be held by subject banking institutions, prescribe the amount of liquid assets and the long-term funding a subject banking institution must hold at any given moment, and limit leverage. Banks will be required to hold a "capital conservation buffer" to withstand future periods of stress such that the total common equity Tier 1 ratio, when fully phased in on 1 January 2019, will rise to 7%. Basel III also introduced a "countercyclical buffer" as an extension of the capital conservation buffer, which would allow national regulators to require banks to hold more capital during periods of high credit growth (to strengthen capital reserves and moderate the debt markets). Further, Basel III has strengthened the definition of capital that will have the effect of disqualifying many hybrid securities, including those issued by the Issuer, from inclusion in regulatory capital, as well as the higher capital requirements for trading, derivative and securitisation activities as part of a number of reforms to the Basel II framework. In addition, the BCBS and the Financial Stability Board ("FSB") published measures in October 2011 that would have the effect of requiring higher loss absorbency capacity, liquidity surcharges, exposure limits and special resolution regimes for, and instituting more intensive and effective supervision of, "systemically important financial institutions" ("SIFIs") and so-called "Global" SIFIs ("G-SIFIs"), in addition to the Basel III requirements otherwise applicable to most financial institutions. In particular in November 2015, the FSB published the final Total Loss-Absorbing Capacity ("TLAC") standard for G-SIFIs, which aims for G-SIFIs to have sufficient loss-absorbing and recapitalisation capacity available in resolution. The implementation of these measures began in 2012, and full implementation is targeted for 2019, with the TLAC requirements to apply from 2019. The Issuer has been designated by the BCBS and the FSB as one of the global systemically important banks ("G-SIBs"), forming part of the G-SIFIs, since 2011, and by the Dutch Central Bank (De Nederlandsche Bank N.V., "DNB") and the Dutch Ministry of Finance as a domestic SIFI since November 2011. The Basel III proposals and their potential impact are monitored via semi-annual monitoring exercises in which the Issuer participates. As a result of such monitoring exercises and ongoing discussions within the regulatory environment, revisions have been made to the original Basel III proposals as was the case with the revised Liquidity Coverage Ratio in January 2013 and the revised Net Stable Funding Ratio and Leverage Ratio in January 2014. In January 2017, the BCBS announced that it expected to complete finalisation of all revisions to the BASEL III framework, including the calibration of an aggregate capital floors framework and a leverage ratio minimum requirement, in 'the near future'. There is a high degree of uncertainty as to whether any further amendments to the 2010 framework and standards will be made by the BCBS in the coming years, and how any such amendments would be implemented subsequently in the EU and in The Netherlands.

For European banks, the Basel III requirements were implemented through the Capital Requirements Regulation ("CRD IV Regulation") and Capital Requirements Directive IV ("CRD IV Directive" and together with the CRD IV Regulation, the "CRR"), which were adopted by the EC in June 2013 following approval by the European Parliament in April 2013. The CRD IV Regulation entered into force on 28 June 2013 and the CRD IV Directive on 17 July 2013, and all banks and investment firms in the EU (as opposed to the scope of the Basel III requirements, which apply to "internationally active banks") were required to apply the new rules from 1 January 2014 in phases, with full implementation by 1 January 2019. The full impact of these rules, and any additional requirements for SIFIs or G-SIFIs if and as applicable to ING, will depend on how the CRD IV Directive is transposed into national laws in each Member State, including the extent to which national regulators and supervisors set more stringent limits and additional capital requirements or surcharges. In the Netherlands, the CRR has been implemented through amendments to the Financial Supervision Act. In the next phase for regulatory requirements for banks' risk and capital management, the regulators are focusing on the required capital calculations across banks. Since the start of the financial crisis there has been much debate on the risk-weighted capitalisation of banks, and specifically on whether internal models are appropriate for such purposes. These developments have suggested that stricter rules may be applied by a later framework. The BCBS released several consultative papers, containing proposals to change the methodologies for the calculation of capital requirements and is expected to issue further standards in this respect. Within these proposals the BCBS suggests methods to calculate risk-weighted assets ("RWA") using more standardised or simpler methods in order to achieve greater comparability, transparency and consistency. In November 2016, the EC proposed substantial amendments (commonly referred to as CRD V) to the CRR (including the CRD IV Directive), the BRRD (as defined below) and the Single Resolution Mechanism Regulation to, among other things, implement these revisions in the EU legislation. Legislation is expected to be finalised in 2018. These proposals will likely impact the capital requirements for currently reported exposures (e.g. credit risk via revised standardised RWA floor) but may also lead to new capital requirements. The proposals cover multiple areas, including the Pillar 2 framework, the leverage ratio, mandatory restrictions on distributions, permission for reducing own funds and eligible liabilities, macroprudential tools, a new category of 'non-preferred' senior debt, the minimum requirement for own funds and eligible liabilities ("MREL") and the integration of the TLAC standard into EU legislation. The proposals are to be considered by the European Parliament and the Council of the European Union and therefore remain subject to change. The final package of new legislation may not include all elements of the proposals and new or amended elements may be introduced through the course of the legislative process. Until the proposals are in final form, it is uncertain how the proposals will affect the Issuer or holders of its securities. The current proposals, as well as on the economic and financial environment at the time of implementation and beyond, can have a material impact on ING's operations and financial condition and they may require the Issuer to seek additional capital.

Single Supervisory Mechanism

In November 2014, the European Central Bank ("ECB") assumed responsibility for a significant part of the prudential supervision of banks in the Eurozone, including ING Bank, following a year-long preparatory phase which included an in-depth comprehensive assessment of the resilience and balance sheets of the biggest banks in the Eurozone. ING Bank was among the seven Dutch institutions covered by the assessment (out of 130 institutions overall). While the ECB has assumed the supervisory tasks conferred on it by the Single Supervisory Mechanism ("SSM") Regulation, the DNB will still continue to play a significant role in the supervision of ING Group and ING Bank.

In its capacity as principal bank supervisor in the European Union, the ECB has extensive supervisory and investigatory powers, including the ability to issue requests for information, to conduct regulatory investigations and on-site inspections, and to impose monetary and other sanctions. For example, under the SSM, the regulators with jurisdiction over the Issuer, including the ECB, may conduct stress tests and have discretion to impose capital surcharges on financial institutions for risks that are not otherwise recognised in

risk-weighted assets or other surcharges depending on the individual situation of the bank and take or require other measures, such as restrictions on or changes to the Issuer's business. Competent regulators may also, if the Issuer fails to comply with regulatory requirements, in particular with minimum capital requirements (including buffer requirements) or with liquidity requirements, or if there are shortcomings in its governance and risk management processes, prohibit the Issuer from making dividend payments to shareholders or distributions to holders of its regulatory capital instruments. Generally, a failure to comply with the new quantitative and qualitative regulatory requirements could have a material adverse effect on the Issuer's business, financial condition and results of operations.

In 2016, the ECB has also started the Targeted Review of Internal Models ("TRIM"), an exercise which will take several years and is aimed at bringing assurance that capital held reflects the underlying risks. There is also heightened supervisory attention for the credit quality of loans to corporates and/or households. These exercises could impact the RWA ING recognises for certain assets.

Dodd-Frank Act

On 21 July 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank" or the "Dodd-Frank Act") was signed into law in the U.S. The Dodd-Frank Act effects comprehensive changes to the regulation of financial services in the U.S. and has implications for non-U.S. financial institutions with a U.S. presence or that transact with U.S. counterparties, such as ING. Dodd-Frank directs existing and newly created government agencies and bodies to perform studies and promulgate a multitude of regulations implementing the law, most of which are in place. Because some of the regulations have only recently taken effect or are yet to be finalised, the Issuer cannot predict with certainty how such regulations will affect the financial markets generally and impact the Issuer's business, credit rating, results of operations, cash flows or financial condition or liquidity. Key aspects of Dodd-Frank that the Issuer has identified to date as possibly having an impact on the Issuer include the aspects set out below:

Title VII of Dodd-Frank creates a new framework for regulation of the over-the-counter derivatives markets and certain market participants which could affect various activities of the Issuer and its subsidiaries. ING Capital Markets LLC, a wholly-owned indirect subsidiary of ING Bank N.V., has registered with the U.S. Commodity Futures Trading Commission ("CFTC") as a swap dealer. The CFTC and other U.S. prudential regulators have adopted margin requirements on uncleared swaps, which will begin to come into effect for ING Capital Markets LLC in 2017. The SEC is expected to adopt regulations establishing margin and capital requirements for security-based swaps. Along with the still indeterminate effective date for SEC regulations on, among others, reporting, registration, and internal and external business conduct with respect to security-based swaps, these are likely to materially impact ING. Additionally, the CFTC is expected to adopt capital requirements for swap dealers, although the specific requirements, and any available exemptions, have not been finalised. If these requirements are applicable to ING, and no exemptions are available, it is possible that these requirements will be difficult for ING to comply with and may, as a result, materially and adversely impact ING's ability to operate as a swap dealer in the U.S. Other CFTC regulatory requirements, already implemented, include registration of swap dealers, business conduct rules imposed on swap dealers and requirements that some categories of swaps be centrally executed on regulated trading facilities and cleared through regulated clearing houses. In addition, new position limits requirements for market participants that may be contained in final regulations to be adopted by the CFTC could limit ING's position sizes in swaps referencing specified commodities and similarly limit the ability of counterparties to utilise certain of ING's products by narrowing the scope of hedging activity that is permitted for commercial end users, and the trading activity of speculators. All of the foregoing areas of regulation of the derivative markets and market participants will likely result in increased cost of hedging and other trading activities, both for the Issuer and its customers, which could expose the Issuer's business to greater risk and could reduce the size and profitability of its customer business. In addition, the imposition of these regulatory

restrictions and requirements, could result in reduced market liquidity, which could in turn increase market volatility and the risks and costs of hedging and other trading activities.

Pursuant to requirements of the Dodd-Frank Act, the SEC and CFTC are required to consider whether "stable value" contracts should be regulated as "swap" derivative contracts. In the event that stable value contracts become subject to such regulation, certain aspects of the Issuer's business could be adversely impacted, including issuance of stable value contracts and management of assets pursuant to stable value mandates.

Dodd-Frank established the Consumer Financial Protection Bureau ("CFPB") as an independent agency within the Federal Reserve to regulate consumer financial products and services offered primarily for personal, family or household purposes. The CFPB has significant authority to implement and enforce federal consumer financial laws, including the new protections established under Dodd-Frank, as well as the authority to identify and prohibit unfair, deceptive and abusive acts and practices. In addition, the CFPB has broad supervisory, examination and enforcement authority over certain consumer products, such as mortgage lending. Insurance products and services are not within the CFPB's general jurisdiction, and broker-dealers and investment advisers are not subject to the CFPB's jurisdiction when acting in their registered capacity.

On 10 December 2013, various federal agencies approved a final rule implementing Section 619 of Dodd-Frank, commonly referred to as the "Volcker Rule" and which places limitations and restrictions on the ability of U.S. FDIC insured depository institutions and non-U.S. banks with branches or agencies in the U.S. that become subject to the U.S. Bank Holding Company Act, as well as their affiliates, to engage in certain proprietary trading or sponsor and invest in private equity and hedge funds. As a general matter, such organisations have until July 2017 to comply with the prohibition on certain fund activities and until July 2015 to comply with the proprietary trading prohibitions. In the event that the Issuer or one of its affiliates becomes subject to the Volcker Rule, the Issuer's investment activities could be so restricted. It is expected that the Issuer will experience significant additional compliance and operational costs and may be prohibited from engaging in certain activities it currently conducts if the Volcker Rule becomes applicable to it and its affiliates.

For instance, ING Bank may at some point in time consider whether to establish a branch office in the U.S. If ING Bank were to establish a U.S. branch, it would be subject to supervision and regulation by the Federal Reserve under various laws and various restrictions on its activities under those laws, including the Bank Holding Company Act of 1956, as amended, and the International Banking Act of 1978, and, as a consequence, such supervision and regulation, including such restrictions on activities, could materially impact the Issuer's operations. These would include, among others, the Volcker Rule and heightened supervisory requirements and prudential standards.

Dodd-Frank also includes various securities law reforms that may affect the Issuer's business practices and the liabilities and/or exposures associated therewith, including a provision intended to authorise the SEC to impose on broker-dealers fiduciary duties to their customers, as applied to investment advisers under existing law, which new standard could potentially expose certain of ING's U.S. broker-dealers to increased risk of SEC enforcement actions and liability. In 2011, the SEC staff released a study on this issue, and members of the SEC's Investor Advisory Committee voted in November 2013 to recommend the proposal implementing a uniform fiduciary standard for most brokers and registered investment advisers to the SEC.

Although the full impact of Dodd-Frank and its implementing regulations cannot be determined at this time, many of their requirements have had and may continue to have profound and/or adverse consequences for the financial services industry, including for the Issuer. Dodd-Frank, in its current form, could make it more expensive for the Issuer to conduct business, require it to make changes to its business model or satisfy increased capital requirements, subject it to greater regulatory scrutiny or to potential increases in whistle-

blower claims in light of the increased awards available to whistle-blowers under Dodd-Frank and have a material effect on the Issuer's results of operations or financial condition.

In February 2017, the U.S. Secretary of Treasury was directed by executive order to consult with other financial regulatory agencies to evaluate the current financial regulatory framework against core principles set out by the new U.S. administration. Such review may result in the revision, amendment or repeal, in all or in part, of Dodd-Frank and related rules and regulations. There can be no assurance that these or any other future reforms will not significantly impact the Issuer's business, financial condition and results of operations.

Foreign Account Tax Compliance Act and other US withholding tax regulations

Under provisions of U.S. tax law commonly referred to as FATCA, non-U.S. financial institutions are required to provide certain information on their U.S. accountholders and/or certain U.S. investors to the U.S. Internal Revenue Service ("IRS"). A 30% withholding tax is imposed on 'withholdable payments' made to non-compliant non-U.S. financial institutions. In addition to FATCA, non-U.S. financial institutions are required to comply with other U.S. withholding and reporting requirements on certain payments. The Issuer intends to take all necessary steps to comply with FATCA and other U.S. withholding tax regulations. ING is for example updating and strengthening its withholding compliance programme and reviewing, amending and filing the necessary tax returns and information reports.

Many countries, including The Netherlands, have entered into agreements ("intergovernmental agreements" or "IGAs") with the U.S. to facilitate the type of information reporting required under FATCA. While the existence of IGAs will not eliminate the risk of the withholding described above, these agreements are expected to reduce that risk for financial institutions and investors in countries that have entered into IGAs. IGAs will often require financial institutions in those countries to report information on their U.S. accountholders to the taxing authorities of those countries, who will then pass the information to the IRS.

If the Issuer is unable to comply with requirements imposed under IGAs or otherwise comply with FATCA (including as a result of local laws in non-IGA countries prohibiting information sharing with the IRS, as a result of contracts or local laws prohibiting withholding on certain payments to accountholders or other investors, or as a result of the failure of accountholders or other investors to provide requested information), certain payments to the Issuer may be subject to withholding under FATCA. Payments made with respect to certain products offered by members of the Group may also be or become subject to withholding under FATCA. The possibility of such withholding and the need for accountholders, policyholders, annuitants and investors to provide certain information may adversely affect the sales of certain of the Issuer's products. In addition, (i) compliance with the terms of IGAs and with FATCA, with any regulations or other guidance promulgated thereunder or any legislation promulgated under an IGA, and (ii) offering products subject to U.S. withholding, may substantially increase the Issuer's compliance costs. Because legislation and regulations implementing FATCA and the IGAs remain under development, the future impact of this law on the Issuer is uncertain. Failure to comply with FATCA and other U.S. withholding tax regulations could harm ING's reputation and could subject the Issuer to enforcement actions, fines and penalties, which could have a material adverse effect on the Issuer's business, reputation, revenues, results of operations, financial condition and prospects.

Common Reporting Standard

Similarly, the Organisation for Economic Cooperation and Development ("OECD") has developed a Common Reporting Standard ("CRS") and model competent authority agreement to enable the multilateral and automatic exchange of financial account information. The CRS will require financial institutions to identify and report the tax residency and account details of non-resident customers to the relevant authorities in jurisdictions adhering to CRS. As of 2 November 2016, 87 jurisdictions, including The Netherlands, have signed a multilateral competent authority agreement to automatically exchange information pursuant to the

CRS. The majority of countries where ING has a presence has committed to CRS. The EU has made CRS mandatory for all its member states. The first information exchange by The Netherlands (as for most of the signatories) is expected to start in September 2017.

Bank Recovery and Resolution Regimes

In June 2012, the "Intervention Act" (*Wet bijzondere maatregelen financiële ondernemingen*) came into force in The Netherlands, with retroactive effect from 20 January 2012. The Intervention Act mainly amended the Dutch Financial Supervision Act and the Dutch Insolvency Act allowing Dutch authorities to take certain actions with respect to a failing bank or insurer that cannot be wound up under ordinary insolvency rules due to concerns regarding the stability of the overall financial system. It comprised two categories of measures. The first category of measures related to banks or insurers facing serious financial difficulties and included measures related to the timely and efficient liquidation of the failing institution. This set of measures gave the DNB the power to transfer customer deposits, assets and/or liabilities other than deposits and issued shares of an entity to third parties or to a bridge bank if the DNB deemed that, in respect of the relevant institution, there were signs of adverse developments with respect to its funds, solvency, liquidity or technical provisions and it could be reasonably foreseen that such developments would not be sufficiently or timely reversed. The DNB was also granted the power to influence the internal decision-making of failing institutions through the appointment of an "undisclosed administrator". The second category of measures can be triggered if the stability of the financial system is in serious and immediate danger as a result of the failure of a Dutch financial institution and includes measures intended to safeguard the stability of the financial system as a whole. This set of measures granted authority to the Dutch Minister of Finance to take immediate measures or proceed to expropriation of assets or liabilities, or shares in the capital, of failing financial institutions. Within the context of the resolution tools provided in the Intervention Act, holders of debt securities of a bank subject to resolution could also be affected by issuer substitution or replacement, transfer of debt, expropriation, modification of terms and/or suspension or termination of listings.

In addition, on 26 November 2015, the Act on implementing the European framework for the recovery and resolution of banks and investment firms (*Implementatiewet Europees kader voor herstel en afwikkeling van banken en beleggingsondernemingen*) came into force, implementing the "Bank Recovery and Resolution Directive" ("BRRD") and partly amending the Intervention Act. Certain measures introduced by the Intervention Act were replaced with respect to banking institutions with measures based on the BRRD and the SRM Regulation, as described below. The BRRD came into effect on 2 July 2014. It includes, among other things, the obligation for institutions to draw up a recovery plan and for resolution authorities in the Member States to draw up a resolution plan, the resolution authorities' power to take early intervention measures and the establishment of a European system of financing arrangements. The BRRD confers extensive resolution powers on the resolution authorities, including the power to require the sale of (part of) a business, to establish a bridge institution, to separate assets and to take bail-in measures. The stated aim of the BRRD is to provide supervisory authorities and resolution authorities, with common tools and powers to address banking crises pre-emptively in order to safeguard financial stability and minimise taxpayers' exposure to losses. In November 2016, the EC proposed amendments to the BRRD regarding the ranking of unsecured debt instruments in national insolvency proceedings (to include a new category of 'non-preferred' senior debt) and to enhance the stabilisation tools with the introduction of a moratorium tool.

The powers granted to resolution authorities under the BRRD include, among others, the introduction of a statutory "write-down and conversion" power and a "bail-in" power, which gives the relevant resolution authority the power to, *inter alia*, (i) cancel existing shares and/or dilute existing shareholders by converting relevant capital instruments or eligible liabilities into shares of the surviving entity, (ii) cancel all or a portion of the principal amount of, or interest on, certain unsecured liabilities (which could include certain securities that have been or will be issued by ING) of a failing financial institution or group and/or (iii) convert certain debt claims (which could include certain securities that have been or will be issued by ING) into another

security, including ordinary shares of the surviving group entity, if any. None of these actions would be expected to constitute an event of default under those securities entitling holders to seek repayment.

In addition to a "write-down and conversion" power and a "bail-in" power, the powers granted to the resolution authority under the BRRD include the two categories of measures introduced by the Intervention Act, as described above. In addition, the BRRD stipulates, among the broader powers to be granted to the relevant resolution authority, that it will confer powers to the relevant resolution authority to amend or alter the maturity date or interest payment date of debt instruments, including by suspending payment for a temporary period, or to amend the interest amount payable under such instruments. None of these actions would be expected to constitute an event of default under those debt instruments or other eligible liabilities entitling holders to seek repayment. Many of the rules implementing the BRRD are contained in detailed technical and implementing rules, the exact text of which is subject to agreement and adoption by the relevant EU legislative institutions. Therefore, for some rules, there remains uncertainty regarding the ultimate nature and scope of these resolution powers and, when implemented, how they would affect the Issuer and the securities that have been issued or will be issued by ING. Accordingly, it is not possible to assess the full impact of the BRRD on ING and on holders of any securities issued or to be issued by ING, and there can be no assurance that, once it is fully implemented, the manner in which it is applied or the taking of any actions by the relevant resolution authority contemplated in the BRRD would not adversely affect the rights of holders of the securities issued or to be issued by ING, the price or value of an investment in such securities and/or ING's ability to satisfy its obligations under such securities.

Finally, as part of the move towards a full banking union, on 19 August 2014, the Single Resolution Mechanism ("SRM") came into effect, with the aim to have a Single Resolution Board ("SRB") to be responsible for key decisions on how a bank, subject to SSM supervision, is to be resolved if a bank has irreversible financial difficulties and cannot be wound up under normal insolvency proceedings without destabilising the financial system. The SRB is a key element of the SRM and is European resolution authority for the Banking Union and is fully operational, with a complete set of resolution powers, as of 1 January 2016. The SRB works in close cooperation with the national resolution authorities such as the Dutch national resolution authority. The SRB is also in charge of the Single Resolution Fund, a pool of money financed by the banking sector which will be set up to ensure that medium-term funding support is available while a credit institution is being restructured. Historically, ING Bank has contributed to the Dutch National Resolution Fund (the "NRF"). Beginning in 2016, contributions to the NRF will be phased out and will decrease steadily until they decrease to nil in 2023; during the same period, contributions to the SRF will commence and steadily increase, replacing ING Bank's contributions to the NRF. As the contributions for the NRF and the SRF are calculated on a different basis and by different authorities (DNB and SRB, respectively), the contributions to the SRF may deviate from the contributions to the NRF.

There are certain differences between the provisions of the Intervention Act, the BRRD and the SRM Regulation, which may further bring future changes to the law. The Issuer is unable to predict what specific effects the Intervention Act and the implementation of the BRRD and the entry into force of the SRM Regulation may have on the financial system generally, its counterparties, holders of securities issued by, or to be issued by, the Issuer, or on the Issuer, its operations or its financial position.

The Issuer has a recovery plan in place to enhance the bank's readiness and decisiveness to tackle financial crises on its own. Effective since 2012, the plan is updated annually to make sure it stays fit for the purpose. The completeness, quality and credibility of the recovery plan is assessed annually by ING's regulators. Since 2012, the Issuer has worked together with the different resolution authorities to determine a resolution strategy and to identify potential impediments to resolution. This resulted in a resolvability assessment that is shared every year with the FSB and the preparation of a transitional resolution plan by the SRB. In November 2016, ING concluded that the Issuer should be the designated resolution entity. At the end of January 2017, the SRB has informed ING that it supports the designation of the Issuer as the point of entry.

The Financial Stability Board (FSB)

In addition to the adoption of the foregoing measures, regulators and lawmakers around the world are actively reviewing the causes of the financial crisis and exploring steps to avoid similar problems in the future. In many respects, this work is being led by the FSB, consisting of representatives of national financial authorities of the G20 nations. The G20 and the FSB have issued a series of papers and recommendations intended to produce significant changes in how financial companies, particularly companies that are members of large and complex financial groups, should be regulated. These proposals address such issues as financial group supervision, capital and solvency standards, systemic economic risk, corporate governance including executive compensation and risk culture, and a host of related issues associated with responses to the financial crisis.

In November 2015, the FSB published final standard on the adequacy of loss absorbing capacity held by G-SIBs. These comprise: (i) a set of principles on loss-absorbing and recapitalisation capacity of G-SIBs in resolution and (ii) a high level "termsheet" setting out an internationally agreed standard on the characteristics and adequacy of TLAC. The key requirement mandates G-SIBs, to hold long-term debt that can be written down or converted into equity in the event that a G-SIB is put into liquidation, thereby providing a specific means of absorbing losses and recapitalising the G-SIB. The numbers are significant with the minimum standard requiring a G-SIB to hold TLAC of at least 16% of risk weighted assets and at least 6% of the leverage ratio denominator from 1 January 2019, and at least 18% and 6.75% respectively from 1 January 2022 on. In November 2016, the EC proposed amendments to the CRR and BRRD to implement the FSB's minimum TLAC requirement for G-SIBs, that are intended to align the TLAC requirement with the minimum requirement for own funds and eligible liabilities ("MREL"). In October 2016, the BCBS issued a final standard regarding the regulatory capital treatments of TLAC holdings of other G-SIBs, confirming that G-SIBs must deduct from their own TLAC exposures, TLAC instruments and liabilities issued by other G-SIBs.

Additional Governmental Measures

Governments in The Netherlands and abroad have also intervened over the past few years on an unprecedented scale, responding to stresses experienced in the global financial markets. Some of the measures adopted subject the Issuer and other institutions for which they were designed to additional restrictions, oversight or costs. Restrictions related to the Restructuring Plan are further described in Note 50 "The European Commission Restructuring Plan" to the consolidated financial statements of the Issuer for the year ended 31 December 2016, which are incorporated by reference herein.

In February 2013, the EC adopted a proposal setting out the details of a financial transaction tax, ("FTT") under the enhanced cooperation procedure, to be levied on transactions in financial instruments by financial institutions if at least one of the parties to the transaction is established in the financial transaction tax zone ("FTT-zone") or if the instrument which is the subject of the transaction is issued within the territory of a Member State in the FTT-zone. 10 Member States have indicated they wish to participate in the FTT (Austria, Belgium, France, Germany, Greece, Italy, Portugal, Slovakia, Slovenia and Spain) following Estonia's withdrawal in 2015. The initial proposal contemplated that the FTT would enter into effect on 1 January 2014, which would have then required the Issuer to pay tax on transactions in financial instruments with parties (including Group affiliates) located in such FTT-zone. However, the FTT remains subject to negotiation between the participating Member States and currently it is uncertain whether and in what form and by which Member States the FTT will be adopted. The implementation date of any FTT will thus depend on the future approval by participating Member States in the Council, consultation of other EU institutions, and the subsequent transposition into local law. Depending on its final form, the introduction of an FTT in The Netherlands or outside The Netherlands could have a substantial adverse effect on ING's business and results.

As of 1 October 2012, banks that are active in The Netherlands are subject to a bank tax pursuant to a tax regulation that also includes measures to moderate bonuses awarded to executives at such banks. Increased bank taxes in countries where the Issuer is active result in increased taxes on the Issuer's banking operations, which could negatively impact its operations, financial condition and liquidity.

Additional Tier 1 Securities

In April 2015, ING Group issued USD 2.25 billion of Additional Tier 1 securities ("AT1 Securities") and in November 2016, ING Group issued USD 1 billion AT1 Securities. ING Group may issue additional AT1 Securities, or other instruments with similar terms (also known as contingent convertible bonds or "cocos"), in the future. The Dutch parliament adopted Article 29a of the Dutch Corporate Income Tax Act of 1969 (*Wet op de vennootschapsbelasting 1969*) in 2015 to provide debt treatment of securities similar to the AT1 Securities for the purpose of Dutch corporate income tax (25% rate) and (indirectly) dividend withholding tax purposes (15% non-grossed up rate). The interest payment obligation for the year 2015 in respect of the AT1 Securities is EUR 90 million and for the year 2016 it is EUR 135 million. For 2015 and 2016, that amount was treated by ING as a deductible interest expense for Dutch corporate income tax purposes and as exempt for Dutch dividend withholding tax purposes. However, there is a risk that the EC will take the view, and that court would uphold such view if contested, that the tax deductibility of interest payments on the AT1 Securities is in contravention of the EC's temporary state aid rules for assessing public support to financial institutions during the crisis (the "Revised State Aid Guidelines"). The Revised State Aid Guidelines provide for strengthened burden-sharing requirements, which require banks with capital needs to obtain shareholders' and subordinated debt holders' contributions before resorting to certain state aid measures. If a determination were made that deduction of interest payments on AT1 Securities and other similar securities, including those the Issuer may issue in the future, is inconsistent with the Revised State Aid Guidelines, amounts the Issuer would have to pay to the Dutch State with respect to interest payments that have previously been treated as an expense for Dutch corporate income tax purposes and that have been paid free of withholding taxes could be substantial, in particular if the Issuer is unable to redeem the securities (e.g. for the year 2015, the total amount of payment in this respect could be EUR 38 million excluding interest and for the year 2016 it would be EUR 58 million excluding interest). The terms of the AT1 Securities provide that ING Group can redeem the AT1 Securities only upon the occurrence of specific events (not including a determination that the tax treatment of the AT1 Securities is inconsistent with European rules against state aid) or after 5 years or 10 years (depending on the series) after their date of issuance.

Continued risk of resurgence of turbulence and ongoing volatility in the financial markets and the economy generally have adversely affected, and may continue to adversely affect, the Issuer and its business, financial condition and results of operations.

General

The Issuer's business and results of operations are materially affected by conditions in the global capital markets and the economy generally. In 2008 and through early 2009, the financial services industry and the securities markets generally were materially and adversely affected by significant declines in the values of nearly all asset classes and by a serious lack of liquidity. Concerns over the slow economic recovery, the European sovereign debt crisis, the outcome of the negotiations between the UK and the EU following the UK referendum on EU membership (Brexit), the potential exit of other countries from the Eurozone, increasing political instability in Europe, , unemployment, the availability and cost of credit, credit spreads, quantitative easing within the Eurozone through bond repurchases, the ECB's targeted longer-term refinancing operation ("TLTRO"), potential changes in U.S. laws, regulations and policies governing financial regulation, foreign trade and foreign investment following the inauguration of a new U.S. administration in January 2017, the level of U.S. national debt and the U.S. housing market,

inflation/deflation levels, energy costs and heightened geopolitical issues, all have contributed to increased volatility and diminished expectations for the economy and the markets in recent years.

These conditions have generally resulted in greater volatility, widening of credit spreads and overall shortage of liquidity and tightening of financial markets throughout the world. These concerns have since expanded to include a broad range of fixed income securities, including those rated investment grade and especially the sovereign debt of some EEA countries and the U.S., the international credit and interbank money markets generally, and a wide range of financial institutions and markets, asset classes, such as public and private equity, and real estate sectors. As a result of these and other factors, sovereign governments across the globe, including in regions where the Issuer operates, have also experienced budgetary and other financial difficulties, which have resulted in changes in economic policy including the implementation of austerity measures, downgrades in credit rating by credit agencies, planned or implemented bail-out measures and, on occasion, civil unrest (for further details regarding sovereign debt concerns, see "U.S. Sovereign Credit Rating" and "European sovereign debt crisis and the United Kingdom's withdrawal from the European Union" below). As a result, the market for fixed income instruments has experienced decreased liquidity, increased price volatility, credit downgrade events, and increased probability of default. In addition, the confluence of these and other factors has resulted in volatile foreign exchange markets. Securities that are less liquid are more difficult to value and may be hard to dispose of. International equity markets have also continued to experience heightened volatility and turmoil, with issuers, including the Issuer, that have exposure to the real estate, mortgage, private equity and credit markets particularly affected. These events and market upheavals, including high levels of volatility, have had and may continue to have an adverse effect on the Issuer's revenues and results of operations, in part because the Issuer has a large investment portfolio and extensive real estate activities around the world.

In addition, the confidence of customers in financial institutions is being tested. Consumer confidence in financial institutions may, for example, decrease due to the Issuer's or its competitors' failure to communicate to customers the terms of, and the benefits to customers of, complex or high-fee financial products. Reduced confidence could have an adverse effect on the Issuer's revenues and results of operations, including withdrawal of deposits. Because a significant percentage of the Issuer's customer deposit base is originated via Internet banking, a loss of customer confidence may result in a rapid withdrawal of deposits over the Internet.

As a result of the ongoing and unprecedented volatility in the global financial markets since 2007, ING Group has incurred in past years substantial negative revaluations and impairments on its investment portfolio, which have impacted ING Group's shareholders' equity and earnings.

The aforementioned impacts have arisen primarily as a result of valuation and impairment issues arising in connection with the Issuer's investments in real estate (both in and outside the U.S.) and private equity, exposures to European sovereign debt and to U.S. mortgage-related structured investment products, including sub-prime and "Alt-A" residential and commercial mortgage-backed securities, collateralised debt obligations and collateralised loan obligations, private equity and other investments. In many cases, the markets for investments and instruments have been and remain highly illiquid, and issues relating to counterparty credit ratings and other factors have exacerbated pricing and valuation uncertainties. Valuation of such investments and instruments is a complex process involving the consideration of market transactions, pricing models, management judgement and other factors, and is also impacted by external factors, such as underlying mortgage default rates, interest rates, rating agency actions and property valuations. Although the Issuer continues to monitor its exposures, there can be no assurance that it will not experience further negative impacts to its shareholders' equity, solvency position, liquidity, financial condition or profit and loss accounts in future periods.

European sovereign debt crisis and the United Kingdom's withdrawal from the European Union

Market concerns over the direct and indirect exposure of European banks and insurers to the sovereign debt of several EU Member States since 2010 have resulted in a widening of credit spreads and increased costs of funding for some European financial institutions. The sovereign debt crisis has also highlighted issues relating to the strength of the banking sector in Europe and the Euro. In addition, risks and ongoing concerns about the crisis in the Italian banking sector and its potential spill-over effect into other Member States, deterioration of the political situation in Turkey, as well as the possible default by one or more Member States could have a detrimental impact on the global economic recovery, sovereign and non-sovereign debt in these countries and the financial condition of European and other financial institutions, including the Issuer. For example, concerns regarding Greece's financial condition and potential exit from the Eurozone were raised again in early 2017. Additionally, the possibility of capital market volatility spreading through a highly integrated and interdependent banking system remains elevated. In the event of any default or similar event with respect to a sovereign issuer, some financial institutions may suffer significant losses, following which they would require additional capital, and such capital may not be available. The Issuer is exposed to the risk of downgrades of European sovereign ratings or corporate ratings, because they may affect its financial costs and, as a result its profitability. Market disruptions in Europe related to sovereign debt and the banking sector continue to be a threat to global capital markets and remain a challenge to global financial stability. In the event of any default or similar event with respect to a sovereign issuer, some financial institutions may suffer significant losses, following which they would require additional capital, that may not be available. Market and economic disruptions stemming from the crisis in Europe also have affected, and may continue to affect, consumer confidence levels and spending, bankruptcy rates, levels of incurrence of, and default on, consumer debt and home prices, among other factors. There can be no assurance that market disruptions in Europe, including the increased cost of funding for certain government and financial institutions, will not spread, nor can there be any assurance that future assistance packages will be available or, even if provided, will be sufficient to stabilise the affected countries and markets in Europe or elsewhere. To the extent uncertainty regarding the economic recovery continues to negatively impact consumer confidence and consumer credit factors, the Issuer's business and results of operations could be significantly and adversely impacted. Additionally extreme prolonged market events, such as the recent global credit crisis, could cause the Issuer to incur significant losses and may lead to USD funding shortages for EU banks.

In addition, although the UK is not a member state of the Eurozone, the decision of the UK to leave the EU may further destabilise the Eurozone. The outcome of the negotiations between the UK and the EU, which are expected to formally begin in March 2017 and to last for at least two years, remains highly uncertain as does its economic and operational impact on the Group and its counterparties. Concerns regarding other Member States' potential exit from the EU or the Eurozone also have emerged following the 'Brexit' referendum and may continue to emerge in the context of the French and German general elections in 2017. The possible exit from the EU and/or the Eurozone of one or more European states and/or the replacement of the Euro by one or more successor currencies could create significant uncertainties regarding the enforceability and valuation of Euro denominated contracts to which the Issuer (or its counterparties) is a party and thereby materially and adversely affect the Issuer and/or its counterparties' liquidity, financial condition and operations. Such uncertainties may include the risk that (i) an obligation that was expected to be paid in Euros is redenominated into a new currency (which may not be easily converted into other currencies without incurring significant cost), (ii) currencies in some Member States may depreciate relative to others, (iii) former EU and/or Eurozone Member States may impose capital controls that would make it complicated or illegal to move capital out of such countries, and/or (iv) some courts (in particular, courts in countries that have left the EU and/or the Eurozone) may not recognise and/or enforce claims denominated in Euros (and/or in any replacement currency). These factors, combined with volatile oil prices, reduced business and consumer confidence and/or continued high unemployment, have negatively affected the

economy of main geographic regions where the Issuer conducts its business. The Issuer's results of operations, liquidity position, capital position and investment portfolio are exposed to these risks and may be adversely affected as a result.

U.S. Sovereign Credit Rating

In 2011, Standard & Poor's Ratings Services ("S&P") lowered its long-term sovereign credit rating on the U.S. from AAA to AA+. Although other ratings agencies have not similarly lowered the long-term sovereign credit rating of the U.S., they have put that credit rating on watch. Amid the lingering uncertainty over the long-term outlook for the fiscal position and the future economic performance of the U.S. within the global economy, and potential future budgetary restrictions in the U.S., there continues to be a perceived risk of a future sovereign credit ratings downgrade of the U.S. government, including the rating of U.S. Treasury securities. On 15 October 2013, Fitch Ratings placed the U.S.'s AAA credit rating under 'rating watch negative' in response to the financial crisis, a step that would precede an actual downgrade, which was however upgraded again to 'stable' in March 2014. It is foreseeable that the ratings and perceived creditworthiness of instruments issued, insured or guaranteed by institutions, agencies or instrumentalities directly linked to the U.S. government could also be correspondingly affected by any such downgrade. Instruments of this nature are key assets on the balance sheets of financial institutions and are widely used as collateral by financial institutions to meet their day-to-day cash flows in the short-term debt market. The impact of any further downgrades to the sovereign credit rating of the U.S. government or a default by the U.S. government to satisfy its debt obligations likely would create broader financial turmoil and uncertainty, which would weigh heavily on the global financial system and could consequently result in a significant adverse impact to ING.

Because the Issuer operates in highly competitive markets, including its home market, it may not be able to increase or maintain its market share, which may have an adverse effect on its results of operations.

There is substantial competition in The Netherlands and the other countries in which the Issuer does business for the types of, wholesale banking, retail banking, investment banking and other products and services it provides. Customer loyalty and retention can be influenced by a number of factors, including brand recognition, reputation, relative service levels, the prices and attributes of products and services, scope of distribution, credit ratings and actions taken by existing or new competitors. A decline in the Issuer's competitive position as to one or more of these factors could adversely impact its ability to maintain or further increase its market share, which would adversely affect its results of operations. Such competition is most pronounced in the Issuer's more mature markets of The Netherlands, Belgium, the rest of Western Europe and Australia. In recent years, however, competition in emerging markets, such as Latin America, Asia and Central and Eastern Europe, has also increased as large financial services companies from more developed countries have sought to establish themselves in markets which are perceived to offer higher growth potential, and as local institutions have become more sophisticated and competitive and proceeded to form alliances, mergers or strategic relationships with the Issuer's competitors. The Netherlands is its largest market. The Issuer's main competitors in the banking sector in The Netherlands are ABN AMRO Bank and Rabobank. Competition could also increase due to new entrants in the markets that may have new operating models that are not burdened by potentially costly legacy operations and that are subject to reduced regulation. New entrants may rely on new technologies, advanced data and analytic tools, lower costs to serve, reduced regulatory burden and/or faster processes in order to challenge traditional banks. Developments in technology has also accelerated the use of new business models. For example, new business models have been observed in retail payments, consumer and commercial lending (such as peer-to-peer lending), foreign exchange and low-cost investment advisory services. In particular, the emergence of disintermediation in the financial sector resulting from new banking, lending and payment solutions offered by rapidly evolving incumbents, challengers and new entrants, in particular with respect to payment services

and products, and the introduction of disruptive technology may impede the Issuer's ability to grow or retain its market share and impact its revenues and profitability.

Increasing competition in the markets in which the Issuer operates may significantly impact the Issuer's results if it is unable to match the products and services offered by its competitors. Future economic turmoil may accelerate additional consolidation activity. Over time, certain sectors of the financial services industry have become more concentrated, as institutions involved in a broad range of financial services have been acquired by or merged into other firms or have declared bankruptcy. These developments could result in the Issuer's competitors gaining greater access to capital and liquidity, expanding their ranges of products and services, or gaining geographic diversity. The Issuer may experience pricing pressures as a result of these factors in the event that some of its competitors seek to increase market share by reducing prices.

The inability of counterparties to meet their financial obligations could have a material adverse effect on the Issuer's results of operations.

Third parties that owe the Issuer money, securities or other assets may not pay or perform under their obligations. These parties include the issuers and guarantors (including sovereigns) of securities the Issuer holds, borrowers under loans originated, reinsurers, customers, trading counterparties, securities lending and repurchase counterparties, counterparties under swaps, credit default and other derivative contracts, clearing agents, exchanges, clearing houses and other financial intermediaries. Defaults by one or more of these parties on their obligations to the Issuer due to bankruptcy, lack of liquidity, downturns in the economy or real estate values, continuing low oil or other commodity prices, operational failure or other factors, or even rumours about potential defaults by one or more of these parties or regarding a severe distress of the financial services industry generally, could have a material adverse effect on the Issuer's results of operations, financial condition and liquidity. Given the high level of interdependence between financial institutions, the Issuer is and will continue to be subject to the risk of deterioration of the commercial and financial soundness, or perceived soundness, of sovereigns and other financial services institutions. This is particularly relevant to the Issuer's franchise as an important and large counterparty in equity, fixed-income and foreign exchange markets, including related derivatives.

The Issuer routinely executes a high volume of transactions, such as unsecured debt instruments, derivative transactions and equity investments with counterparties and customers in the financial services industry, including brokers and dealers, commercial and investment banks, mutual and hedge funds, insurance companies, institutional clients, futures clearing merchants, swap dealers, and other institutions, resulting in large periodic settlement amounts, which may result in the Issuer's having significant credit exposure to one or more of such counterparties or customers. As a result, the Issuer faces concentration risk with respect to liabilities or amounts it expects to collect from specific counterparties and customers. The Issuer is exposed to increased counterparty risk as a result of recent financial institution failures and weakness and will continue to be exposed to the risk of loss if counterparty financial institutions fail or are otherwise unable to meet their obligations. A default by, or even concerns about the creditworthiness of, one or more of these counterparties or customers or other financial services institutions could therefore have an adverse effect on the Issuer's results of operations or liquidity.

With respect to secured transactions, the Issuer's credit risk may be exacerbated when the collateral held by it cannot be realised, or is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure due to it. The Issuer also has exposure to a number of financial institutions in the form of unsecured debt instruments, derivative transactions and equity investments. For example, the Issuer holds certain hybrid regulatory capital instruments issued by financial institutions which permit the issuer to cancel coupon payments on the occurrence of certain events or at their option. The EC has indicated that, in certain circumstances, it may require these financial institutions to cancel payment. If this were to happen, the Issuer expects that such instruments may experience ratings downgrades and/or a drop in value and it may have to treat them as impaired, which could result in significant losses. There is no assurance that losses

on, or impairments to the carrying value of, these assets would not materially and adversely affect the Issuer's business, results of operations or financial condition.

In addition, the Issuer is subject to the risk that its rights against third parties may not be enforceable in all circumstances. The deterioration or perceived deterioration in the credit quality of third parties whose securities or obligations the Issuer holds could result in losses and/or adversely affect its ability to rehypothecate or otherwise use those securities or obligations for liquidity purposes. A significant downgrade in the credit ratings of the Issuer's counterparties could also have a negative impact on its income and risk weighting, leading to increased capital requirements. While in many cases the Issuer is permitted to require additional collateral from counterparties that experience financial difficulty, disputes may arise as to the amount of collateral it is entitled to receive and the value of pledged assets. The Issuer's credit risk may also be exacerbated when the collateral it holds cannot liquidated at prices sufficient to recover the full amount of the loan or derivative exposure due to the Issuer, which is most likely to occur during periods of illiquidity and depressed asset valuations, such as those experienced during the financial crisis of 2008. The termination of contracts and the foreclosure on collateral may subject the Issuer to claims from counterparties. Bankruptcies, downgrades and disputes with counterparties as to the valuation of collateral may also tend to increase in times of market stress and illiquidity. Any of these developments or losses could materially and adversely affect the Issuer's business, financial condition, results of operations, liquidity and/or prospects.

Market conditions, including those observed over the past few years, may increase the risk of loans being impaired.

The Issuer is exposed to the risk that its borrowers (including sovereigns) may not repay their loans according to their contractual terms and that the collateral securing the payment of these loans may be insufficient. The Issuer may continue to see adverse changes in the credit quality of its borrowers and counterparties, for example, as a result of their inability to refinance their indebtedness, with increasing delinquencies, defaults and insolvencies across a range of sectors. This may lead to impairment charges on loans and other assets, higher costs and additions to loan loss provisions. A significant increase in the size of the Issuer's provision for loan losses could have a material adverse effect on its financial position and results of operations.

Economic and other factors could lead to contraction in the residential mortgage and commercial lending market and to decreases in residential and commercial property prices, which could generate substantial increases in impairment losses. Additionally, continuing low oil prices could have an influence on the repayment capacity of borrowers.

Interest rate volatility and other interest rate changes may adversely affect the Issuer's profitability.

Changes in prevailing interest rates may negatively affect the Issuer's business, including the level of net interest revenue the Issuer earns, and the levels of deposits and the demand for loans. A sustained increase in the inflation rate in the Issuer's principal markets may also negatively affect its business, financial condition and results of operations. For example, a sustained increase in the inflation rate may result in an increase in nominal market interest rates. A failure to accurately anticipate higher inflation and factor it into the Issuer's product pricing assumptions may result in mispricing of its products, which could materially and adversely impact its results of operations. On the other hand, recent concerns regarding negative interest rates and the low level of interest rates generally may negatively impact the Issuer's net interest income, which may have an adverse impact on its profitability.

Declining interest rates or a prolonged period of low interest rates, as is currently the case, may result in:

- lower earnings over time on investments, as reinvestments will earn lower rates;

- increased prepayment or redemption of mortgages and fixed maturity securities in the Issuer's investment portfolios, as well as increased prepayments of corporate loans. This as borrowers seek to borrow at lower interest rates potentially combined with lower credit spreads. Consequently, the Issuer may be required to reinvest the proceeds into assets at lower interest rates;
- lower profitability as the result of a decrease in the spread between client rates earned on assets and client rates paid on savings, current account and other liabilities;
- higher costs for certain derivative instruments that may be used to hedge certain of the Issuer's product risks;
- lower profitability, since the Issuer may not be able to fully track the decline in interest rates in its savings rates;
- lower profitability since the Issuer may not always be entitled to impose surcharges to customers to compensate for the decline in interest rates;
- lower profitability since the Issuer may have to pay a higher premium for the defined contribution scheme in The Netherlands for which the premium paid is dependent on interest rate developments and DNB's methodology for determining the ultimate forward rate;
- lower interest rates may cause asset margins to decrease thereby lowering the Issuer's results of operations. This may for example be the consequence of increased competition for investments as result of the low rates, thereby driving margins down; and/or
- (depending on the position) a significant collateral posting requirement associated with the Issuer's interest rate hedge programs, which could materially and adversely affect liquidity and its profitability.

All these effects may be amplified in a (prolonged) negative rate environment. In such environment there may also be the risk that a rate is to be paid on assets, while there is no (partial) compensation on the liabilities. This will reduce the Issuer's results of operations.

Rapidly increasing interest rates may result in:

- a decrease in the demand for loans;
- higher interest rates to be paid on debt securities that the Issuer has issued or may issue on the financial markets from time to time to finance its operations and on savings/, which would increase its interest expenses and reduce its results of operations;
- higher interest rates can lead to lower investments prices reduce the revaluation reserves, thereby lowering IFRS equity and the capital ratios. Also the lower securities value leads to a loss of liquidity generating capacity which needs to be compensated by attracting new liquidity generating capacity which reduces the Issuer's results of operations;
- prepayment losses if prepayment rates are lower than expected or if interest rates increase too rapidly to adjust the accompanying hedges; and/or
- (depending on the position) a significant collateral posting requirement associated with the Issuer's interest rate hedge program.

The Issuer may incur losses due to failures of banks falling under the scope of state compensation schemes.

In The Netherlands and other jurisdictions, deposit guarantee schemes and similar funds ("Compensation Schemes") have been implemented from which compensation may become payable to customers of financial

services firms in the event the financial service firm is unable to pay, or unlikely to pay, claims against it. In many jurisdictions in which the Issuer operates, these Compensation Schemes are funded, directly or indirectly, by financial services firms which operate and/or are licensed in the relevant jurisdiction. ING Bank is a participant in the Dutch Deposit Guarantee Scheme, which guarantees an amount of EUR 100,000 per person per bank (regardless of the number of accounts held). Until 2015, the costs involved with making compensation payments under the Dutch Deposit Guarantee Scheme had been allocated among the participating banks by the DNB, based on an allocation key related to their market shares with respect to the deposits protected by the Dutch Deposit Guarantee Scheme. Given its size ING may incur significant compensation payments to be made under the Deposit Guarantee Scheme, which it may be unable to recover from the bankrupt estate. Such costs and the associated costs to be borne by ING may have a material adverse effect on the Issuer's results of operations and financial condition. On 4 July 2015, the new EU Directive on deposit guarantee schemes had to be implemented by EU member states. As a consequence, the Dutch Deposit Guarantee Scheme has changed from an ex-post scheme, where ING would have contributed after the failure of a firm, to an ex-ante scheme where ING pays quarterly risk-weighted contributions into a fund for the Dutch Deposit Guarantee Scheme. The fund is to grow to a target size of 0.8% of all deposits guaranteed under the Dutch Deposit Guarantee Scheme to be reached in July 2024. The Dutch decree implementing the Deposit Guarantee Scheme Directive entered into force on 26 November 2015.

The first ex-ante DGS contribution has been charged in respect of the first quarter of 2016. The build-up of the ex-ante fund will take place in 34 quarters. See also ' - The Issuer operates in highly regulated industries. Changes in laws and/or regulations governing financial services or financial institutions or the application of such laws and/or regulations governing the Issuer's business may reduce the Issuer's profitability – Bank Recovery and Resolution Regimes".

Currently, the EU is discussing the introduction of a pan-European deposit guarantee scheme, (partly) replacing or complementing national compensation schemes in two or three phases. Proposals contain elements of (re)insurance, mutual lending and mutualisation of funds. The new model is intended to be 'overall cost-neutral'. A more definitive proposal is expected in 2017 or 2018.

Inflation and deflation may negatively affect the Issuer's business.

A sustained increase in the inflation rate in the Issuer's principal markets would have multiple impacts on it and may negatively affect its business, solvency position and results of operations. For example, a sustained increase in the inflation rate may result in an increase in market interest rates, which may:

- decrease the estimated fair value of certain fixed income securities that the Issuer holds in its investment portfolios, resulting in:
- reduced levels of unrealised capital gains available to the Issuer, which could negatively impact its solvency position and net income; and/or
- a decrease in collateral values;
- result in increased withdrawal of certain savings products, particularly those with fixed rates below market rates;
- require the Issuer, as an issuer of securities, to pay higher interest rates on debt securities that it issues in the financial markets from time to time to finance its operations, which would increase its interest expenses and reduce its results of operations.

A significant and sustained increase in inflation has historically also been associated with decreased prices for equity securities and sluggish performance of equity markets generally. A sustained decline in equity markets may:

- result in impairment charges to equity securities that the Issuer holds in its investment portfolios and reduced levels of unrealised capital gains available to it which would reduce its net income, and
- lower the value of the Issuer's equity investments impacting its capital position.

In addition, a failure to accurately anticipate higher inflation and factor it into the Issuer's product pricing may result in a systemic mispricing of its products, which would negatively impact its results of operations.

On the other hand, deflation experienced in the Issuer's principal markets may also adversely affect its financial performance. In recent years, the risk of low inflation and even deflation (i.e. a continued period with negative rates of inflation) in the Eurozone has materialised. Deflation may erode collateral values and diminish the quality of loans and cause a decrease in borrowing levels, which would negatively affect the Issuer's business and results of operations.

RISKS RELATED TO THE ISSUER'S BUSINESS OPERATIONS AND REGULATORY ENVIRONMENT

As a holding company, ING Group is dependent for liquidity on payments from its subsidiaries, many of which are subject to regulatory and other restrictions.

ING Group is a holding company and, therefore, depends on dividends, distributions and other payments from its subsidiaries to fund dividend payments and to fund all payments on its obligations, including debt obligations. Many of ING Group subsidiaries, including ING Group's bank subsidiaries, are subject to laws that restrict dividend payments or authorise regulatory bodies to block or reduce the flow of funds from those subsidiaries to the Issuer.

In addition, the Issuer's bank subsidiaries are subject to restrictions on their ability to lend or transact with affiliates and to minimum regulatory capital and other requirements, as well as restrictions on their ability to use client funds deposited with them to fund their businesses. Additional restrictions on related-party transactions, increased capital and liquidity requirements and additional limitations on the use of funds in client accounts, as well as lower earnings, can reduce the amount of funds available to meet the obligations of the Issuer, and even require it to provide additional funding to such subsidiaries. Restrictions or regulatory action of that kind could impede access to funds that the Issuer needs to make payments on its obligations, including debt obligations, or dividend payments. In addition, the Issuer's right to participate in a distribution of assets upon a subsidiary's liquidation or reorganisation is subject to the prior claims of the subsidiary's creditors.

There is a trend towards increased regulation and supervision of the Issuer's subsidiaries by the governments and regulators in the countries in which those subsidiaries are located or do business. Concerns about protecting clients and creditors of financial institutions that are controlled by persons or entities located outside of the country in which such entities are located or do business have caused or may cause a number of governments and regulators to take additional steps to "ring fence" or maintain internal total loss-absorbing capacity at such entities in order to protect clients and creditors of such entities in the event of financial difficulties involving such entities. The result has been and may continue to be additional limitations on the Issuer's ability to efficiently move capital and liquidity among its affiliated entities, thereby increasing the overall level of capital and liquidity required by the firm on a consolidated basis.

Furthermore, the Issuer has in the past and may in the future guarantee the payment obligations of certain of its subsidiaries, including ING Bank N.V., subject to certain exceptions. Any such guarantee may require the Issuer to provide substantial funds or assets to its subsidiaries or their creditors or counterparties at a time when the Issuer or its subsidiaries are in need of liquidity to fund their own obligations.

The requirements for the Issuer to develop and submit recovery and resolution plans to regulators, and the incorporation of feedback received from regulators, may require certain ING entities to increase capital or

liquidity levels or issue additional long-term debt at the Issuer or particular subsidiaries or otherwise incur additional or duplicative operational or other costs at multiple entities, and may reduce ING's ability to provide the Issuer guarantees of the obligations of its subsidiaries or raise debt at the Issuer. Resolution planning may also impair ING's ability to structure its intercompany and external activities in a manner that it may otherwise deem most operationally efficient. Furthermore, arrangements to facilitate ING's resolution planning may cause ING to be subject to additional costs such as resolution planning related taxes and funds. Any such limitations or requirements would be in addition to the legal and regulatory restrictions described above on ING's ability to engage in capital actions or make intercompany dividends or payments.

The Issuer may be unable to manage its risks successfully through derivatives.

The Issuer employs various economic hedging strategies with the objective of mitigating the market risks that are inherent in its business and operations. These risks include currency fluctuations, changes in the fair value of its investments, the impact of interest rates, equity markets and credit spread changes, the occurrence of credit defaults and changes in client behaviour. The Issuer seeks to control these risks by, among other things, entering into a number of derivative instruments, such as swaps, options, futures and forward contracts, including, from time to time, macro hedges for parts of its business, either directly or as a counterparty or as a credit support provider to affiliate counterparties. Developing an effective strategy for dealing with these risks is complex, and no strategy can completely insulate the Issuer from risks associated with those fluctuations. The Issuer's hedging strategies also rely on assumptions and projections regarding the Issuer's assets, liabilities, general market factors and the creditworthiness of the Issuer's counterparties that may prove to be incorrect or prove to be inadequate. Accordingly, the Issuer's hedging activities may not have the desired beneficial impact on its results of operations or financial condition. Poorly designed strategies or improperly executed transactions could actually increase its risks and losses. Hedging strategies involve transaction costs and other costs, and, if the Issuer terminates a hedging arrangement, it may also be required to pay additional costs, such as transaction fees or breakage costs. There have been periods in the past, and it is likely that there will be periods in the future, during which the Issuer has incurred or may incur losses on transactions, possibly significant, after taking into account its hedging strategies. Further, the nature and timing of the Issuer's hedging transactions could actually increase the Issuer's risk and losses. Hedging instruments the Issuer uses to manage product and other risks might not perform as intended or expected, which could result in higher (un)realised losses, such as credit value adjustment risks or unexpected profit and loss effects, and unanticipated cash needs to collateralise or settle such transactions. Adverse market conditions can limit the availability and increase the costs of hedging instruments, and such costs may not be recovered in the pricing of the underlying products being hedged. In addition, hedging counterparties may fail to perform their obligations resulting in unhedged exposures and losses on positions that are not collateralised. As such, the Issuer's hedging strategies and the derivatives that the Issuer uses or may use may not adequately mitigate or offset the risks they intend to cover, and the Issuer's hedging transactions may result in losses.

The Issuer's hedging strategy additionally relies on the assumption that hedging counterparties remain able and willing to provide the hedges required by its strategy. Increased regulation, market shocks, worsening market conditions (whether due to the ongoing Euro crisis or otherwise), and/or other factors that affect or are perceived to affect the financial condition, liquidity and creditworthiness of the Issuer may reduce the ability and/or willingness of such counterparties to engage in hedging contracts with the Issuer and/or other parties, affecting its overall ability to hedge its risks and adversely affecting its business, operations, financial condition and liquidity.

The Issuer may be unable to retain key personnel.

As a financial services enterprise with a decentralised management structure, the Issuer relies to a considerable extent on the quality of local management in the various countries in which it operates. The success of the Issuer's operations is dependent, among other things, on its ability to attract and retain highly

qualified personnel. Competition for key personnel in most countries in which the Issuer operates is intense. The Issuer's ability to attract and retain key personnel, in particular in areas such as technology and operational management, client relationship management, finance, risk and product development, is dependent on a number of factors, including prevailing market conditions and compensation packages offered by companies competing for the same talent.

As part of their responses to the financial crisis of 2008, the EC and national governments throughout Europe have introduced and are expected to continue introducing various legislative initiatives that aim to ensure that financial institutions' remuneration policies and practices are consistent with and promote sound and effective risk management, and impose restrictions on the remuneration of personnel, with a focus on risk alignment of performance-related remuneration. Such initiatives include, among others, measures set out in Directive 2013/36/EU (CRD IV) the Guidelines on Remuneration Policies and Practices published by (the predecessor of) the European Banking Authority, the Regulation of the DNB on Sound Remuneration Policies (*Regeling beheerst beloningsbeleid Wft 2014*), the Dutch law with respect to the limitation of liability of the DNB and AFM and the prohibition of the payment of variable remuneration to board members and day-to-day policy makers of financial institutions that receive state aid (*Wet aansprakelijkheidsbeperking DNB en AFM en bonusverbod staatsgesteunde ondernemingen*) and the Dutch Law on Remuneration Policies of Financial Undertakings (*Wet beloningsbeleid financiële ondernemingen*, "Wbfo"). Currently, implementation of the CRD IV rules varies significantly across the various Member States. The proportionality principle that allows for a minimum threshold for deferrals and pay-out in financial instruments to identified staff is applied differently in the various European countries. For instance, in the Netherlands a threshold of €10,000 is applied; in Germany €50,000; in Belgium €75,000 and in the UK £500,000. This creates a situation where there is no level playing field. In addition, the Wbfo has introduced a variable remuneration cap of 20% of base salary for employees working in the financial sector in The Netherlands. Employees can be exempted and receive variable remuneration up to the Wbfo individual cap of 100%, provided that the average pay-out for the whole group does not exceed 20% of the collective base salaries. For this group, as well as for persons working outside The Netherlands exceptions are possible, in line with CRD IV, but only under strict conditions. In addition, the Wbfo limits exit compensation, retention compensation and guaranteed variable remuneration. The introduction of the Wbfo has created an unlevel playing field in The Netherlands for ING due to the fact that branch offices in The Netherlands of financial institutions that fall under CRD IV (i.e. that have their corporate seat in another EER country) are not limited to the 20% cap but can apply to the higher CRD IV caps (e.g. 100%, or up to 200% with shareholder approval).

Since the financial crisis, the Issuer has adapted its remuneration policies to the new national and international standards. Since the full repayment of the state aid by ING in 2014, the total remuneration package for the Executive Board members has been slightly increased, however, it remains significantly below the median of its EURO Stoxx 50 benchmark, which is made up of similar European financial and non-financial institutions.

The (increasing) restrictions on remuneration will continue to have an impact on the Issuer's existing remuneration policies and individual remuneration packages for personnel. This may restrict the Issuer's ability to offer competitive compensation compared with companies (financial and/or non-financial) that are not subject to such restrictions and it could adversely affect the Issuer's ability to retain or attract key personnel.

The Issuer may not be able to protect its intellectual property and may be subject to infringement claims by third parties, which may have a material adverse effect on the Issuer's business and results of operations.

In the conduct of the Issuer's business it relies on a combination of contractual rights with third parties and copyright, trademark, trade name, patent and trade secret laws to establish and protect its intellectual

property. Although it endeavours to protect its rights, third parties may infringe or misappropriate its intellectual property. The Issuer may have to litigate to enforce and protect its copyrights, trademarks, trade names, patents, trade secrets and know-how or to determine their scope, validity or enforceability. In that event, the Issuer may be required to incur significant costs, and its efforts may not prove successful. The inability to secure or protect the Issuer's intellectual property assets could have a material adverse effect on its business and its ability to compete.

The Issuer may also be subject to claims made by third parties for (1) patent, trade mark or copyright infringement, (2) breach of copyright, trade mark or licence usage rights, or (3) misappropriation of trade secrets. Any such claims and any resulting litigation could result in significant expense and liability for damages. If the Issuer was found to have infringed or misappropriated a third-party patent or other intellectual property right, it could in some circumstances be enjoined from providing certain products or services to its customers or from utilising and benefiting from certain methods, processes, copyrights, trademarks, trade secrets or licences. Alternatively, it could be required to enter into costly licensing arrangements with third parties or to implement a costly workaround. Any of these scenarios could have a material adverse effect on the Issuer's business and results of operations.

Because the Issuer uses assumptions to model client behaviour for the purpose of its market risk calculations, the difference between the realisation and the assumptions may have an adverse impact on the risk figures and future results.

The Issuer uses assumptions in order to model client behaviour for the risk calculations in its banking books. Assumptions are used to determine, the interest rate risk profile of savings and current accounts and to estimate the embedded option risk in the mortgage and investment portfolios. The realisation or use of different assumptions to determine client behaviour could have a material adverse effect on the calculated risk figures and, ultimately, future results.

The Issuer may incur further liabilities in respect of its defined benefit retirement plans if the value of plan assets is not sufficient to cover potential obligations, including as a result of differences between results and underlying actuarial assumptions and models.

The Issuer's group companies operate various defined benefit retirement plans covering a number of their employees. The liability recognised in the Issuer's consolidated balance sheet in respect of the Issuer's defined benefit plans is the present value of the defined benefit obligations at the balance sheet date, less the fair value of each plan's assets, together with adjustments for unrecognised actuarial gains and losses and unrecognised past service costs. The Issuer determines its defined benefit plan obligations based on internal and external actuarial models and calculations using the projected unit credit method. Inherent in these actuarial models are assumptions, including on discount rates, rates of increase in future salary and benefit levels, mortality rates, trend rates in healthcare costs, consumer price index, and the expected return on plan assets. These assumptions are based on available market data and the historical performance of plan assets, and are updated annually. Nevertheless, the actuarial assumptions may differ significantly from actual results due to changes in market conditions, economic and mortality trends and other assumptions. Any changes in these assumptions could have a significant impact on the Issuer's present and future liabilities to and costs associated with the Issuer's defined benefit retirement plans.

The Issuer's risk management policies and guidelines may prove inadequate for the risks it faces.

The Issuer has developed risk management policies and procedures and will continue to review and develop these in the future. Nonetheless, its policies and procedures to identify, monitor and manage risks may not be fully effective, particularly during extremely turbulent times. The methods the Issuer uses to manage, estimate and measure risk are partly based on historic market behaviour. The methods may, therefore, prove to be inadequate for predicting future risk exposure, which may be significantly greater than suggested by historical experience. For instance, these methods may not predict the losses seen in the stressed conditions

in recent periods, and may also not adequately allow prediction of circumstances arising due to government interventions and stimulus packages, which increase the difficulty of evaluating risks. Other methods for risk management are based on evaluation of information regarding markets, customers, catastrophic occurrence or other information that is publicly known or otherwise available to the Issuer. Such information may not always be accurate, complete, updated or properly evaluated. Management of operational, compliance, legal and regulatory risks requires, among other things, policies and procedures to record and verify large numbers of transactions and events. These policies and procedures may not be fully effective.

The Issuer is subject to a variety of regulatory risks as a result of its operations in certain countries.

In certain countries in which the Issuer operates, judiciary and dispute resolution systems may be less developed. As a result, in case of a breach of contract, the Issuer may have difficulties in making and enforcing claims against contractual counterparties and, if claims are made against the Issuer, it might encounter difficulties in mounting a defence against such allegations. If the Issuer becomes party to legal proceedings in a market with an insufficiently developed judicial system, it could have an adverse effect on its operations and net results.

In addition, as a result of the Issuer's operations in certain countries, it is subject to risks of possible nationalisation, expropriation, price controls, exchange controls and other restrictive government actions, as well as the outbreak of hostilities and/or war, in these markets. Furthermore, the current economic environment in certain countries in which the Issuer operates may increase the likelihood for regulatory initiatives to enhance consumer protection or to protect homeowners from foreclosures. Any such regulatory initiative could have an adverse impact on the Issuer's ability to protect its economic interest, for instance in the event of defaults on residential mortgages.

The Issuer is exposed to the risk of claims from customers who feel misled or treated unfairly because of advice or information received.

The Issuer's, banking, products and advice services for third-party products are exposed to claims from customers who might allege that they have received misleading advice or other information from advisers (both internal and external) as to which products were most appropriate for them, or that the terms and conditions of the products, the nature of the products or the circumstances under which the products were sold, were misrepresented to them. When new financial products are brought to the market, the Issuer engages in a multidisciplinary product approval process in connection with the development of such products, including production of appropriate marketing and communication materials. Notwithstanding these processes, customers may make claims against the Issuer if the products do not meet their expectations. Customer protection regulations, as well as changes in interpretation and perception by both the public at large and governmental authorities of acceptable market practices, influence customer expectations.

Products distributed through person-to-person sales forces have a higher exposure to such claims as the sales forces provide face-to-face financial planning and advisory services. Complaints may also arise if customers feel that they have not been treated reasonably or fairly, or that the duty of care has not been complied with. While a considerable amount of time and resources have been invested in reviewing and assessing historical sales practices and products that were sold in the past, and in the maintenance of effective risk management, legal and compliance procedures to monitor current sales practices, there can be no assurance that all of the issues associated with current and historical sales practices have been or will be identified, nor that any issues already identified will not be more widespread than presently estimated.

The negative publicity associated with any sales practices, any compensation payable in respect of any such issues and regulatory changes resulting from such issues, has had and could have a material adverse effect on the Issuer's business, reputation, revenues, results of operations, financial condition and prospects.

Ratings are important to the Issuer's business for a number of reasons. A downgrade or a potential downgrade in the Issuer's financial strength or its credit ratings could have an adverse impact on its operations and net results.

Credit ratings represent the opinions of rating agencies regarding an entity's ability to repay its indebtedness. The Issuer's credit ratings are important to its ability to raise capital and funding through the issuance of debt and to the cost of such financing. In the event of a downgrade the cost of issuing debt will increase, having an adverse effect on its net result. Certain institutional investors may also be obliged to withdraw their deposits from ING following a downgrade, which could have an adverse effect on its liquidity. The Issuer has credit ratings from S&P, Moody's Investor Service Ltd. and Fitch Ratings. Each of the rating agencies reviews its ratings and rating methodologies on a recurring basis and may decide on a downgrade at any time.

Furthermore, ING Bank N.V.'s assets are risk-weighted. Downgrades of these assets could result in a higher risk-weighting, which may result in higher capital requirements. This may impact net earnings and the return on capital, and may have an adverse impact on the Issuer's competitive position. As rating agencies continue to evaluate the financial services industry, it is possible that rating agencies will heighten the level of scrutiny that they apply to financial institutions, increase the frequency and scope of their credit reviews, request additional information from the companies that they rate and potentially adjust upward the capital and other requirements employed in the rating agency models for maintenance of certain ratings levels. It is possible that the outcome of any such review of the Issuer would have additional adverse ratings consequences, which could have a material adverse effect on the Issuer's results of operations, financial condition and liquidity. The Issuer may need to take actions in response to changing standards or capital requirements set by any of the rating agencies which could cause its business and operations to suffer. The Issuer cannot predict what additional actions rating agencies may take, or what actions it may take in response to the actions of rating agencies.

Operational risks, such as systems disruptions or failures, breaches of security, cyber attacks, human error, changes in operational practices or inadequate controls including in respect of third parties with which the Issuer does business, may adversely impact the Issuer's business, results of operation and reputation.

The Issuer faces the risk that the design and operating effectiveness of its controls and procedures may prove to be inadequate. Operational risks are inherent to the Issuer's business. The Issuer's businesses depend on the ability to process a large number of transactions efficiently and accurately. In addition, the Issuer routinely transmits, receives and stores personal, confidential and proprietary information by email and other electronic means. Although the Issuer endeavours to safeguard its systems and processes, losses can result from inadequately trained or skilled personnel, IT failures (including due to a computer virus or a failure to anticipate or prevent cyber attacks or other attempts to gain unauthorised access to digital systems for purposes of misappropriating assets or sensitive information, corrupting data, or impairing operational performance, or security breaches by third parties), inadequate or failed internal control processes and systems, regulatory breaches, human errors, employee misconduct, including fraud, or from natural disasters or other external events that interrupt normal business operations. The Issuer depends on the secure processing, storage and transmission of confidential and other information in its computer systems and networks. The equipment and software used in the Issuer's computer systems and networks may not always be capable of processing, storing or transmitting information as expected. Despite the Issuer's business continuity plans and procedures, certain of the Issuer's computer systems and networks may have insufficient recovery capabilities in the event of a malfunction or loss of data. As part of a continuous life cycle management process, the Issuer is replacing some important elements of its IT landscape as contemplated by its Think Forward strategy. Any failure or delay in implementation or integration of the new IT/operational systems on the anticipated time schedule or a failure of these systems to operate as

anticipated could affect the Issuer's ability to implement its Think Forward strategy in the manner and time frame currently contemplated. Like other financial institutions and global companies, the Issuer is regularly the target of attempted cyber attacks, including denial-of-service attacks and attempts to gain unauthorised access, and the techniques used for such attacks are increasingly sophisticated. The Issuer has faced, and expect this trend to continue, an increasing number of attempted cyber attacks as the Issuer has expended its mobile- and other internet-based products and services, as well as its usage of mobile and cloud technologies. In addition, due to the Issuer's interconnectivity with third-party vendors, exchanges, clearing houses, financial institutions and other third parties, the Issuer could be adversely impacted if any of them is subject to a successful cyber attack or other information security event. Whilst the Issuer has policies and processes to protect its systems and networks, and strives to continuously monitor and develop them to protect its technology infrastructure and data from misappropriation, they may be vulnerable to unauthorised access, computer viruses or other malicious code, cyber attacks and other external attacks or internal breaches that could have a security impact and jeopardise the Issuer's confidential information or that of its clients or its counterparties. These events can potentially result in financial loss and harm to the Issuer's reputation, hinder its operational effectiveness, result in regulatory censure, and could have a material adverse effect on its business, reputation, revenues, results of operations, financial condition and prospects.

Widespread outbreaks of communicable diseases may impact the health of the Issuer's employees, increasing absenteeism, or may cause a significant increase in the utilisation of health benefits offered to its employees, either or both of which could adversely impact its business. In addition, other events including unforeseeable and/or catastrophic events can lead to an abrupt interruption of activities, and the Issuer's operations may be subject to losses resulting from such disruptions. Losses can result from destruction or impairment of property, financial assets, trading positions, and the loss of key personnel. If the Issuer's business continuity plans are not able to be implemented, are not effective or do not sufficiently take such events into account, losses may increase further.

Adverse publicity, claims and allegations, litigation and regulatory investigations and sanctions may have a material adverse effect on the Issuer's business, revenues, results of operations, financial condition and/or prospects.

The Issuer is involved in governmental, regulatory, arbitration and legal proceedings and investigations involving claims by and against it which arise in the ordinary course its business, including in connection with its activities as financial services provider, employer, investor and taxpayer. Financial reporting irregularities involving other large and well-known companies, possible findings of government authorities in various jurisdictions which are investigating several rate-setting processes, notifications made by whistleblowers, increasing regulatory and law enforcement scrutiny of "know your customer" anti-money laundering, tax evasion, prohibited transactions with countries or persons subject to sanctions, and bribery or other anti-corruption measures and anti-terrorist-financing procedures and their effectiveness, regulatory investigations of the banking industry, and litigation that arises from the failure or perceived failure by the Issuer to comply with legal, regulatory, tax and compliance requirements, could result in adverse publicity and reputational harm, lead to increased regulatory supervision, affect the Issuer's ability to attract and retain customers and maintain access to the capital markets, result in cease and desist orders, claims, enforcement actions, fines and civil and criminal penalties or other disciplinary action, or have other material adverse effects on the Issuer in ways that are not predictable. Some claims and allegations may be brought by or on behalf of a class and claimants may seek large or indeterminate amounts of damages, including compensatory, liquidated, treble and punitive damages. See "The Issuer is exposed to the risk of claims from customers who feel misled or treated unfairly because of advice or information received.". The Issuer's reserves for litigation liabilities may prove to be inadequate. Claims and allegations, should they become public, need not be well founded, true or successful to have a negative impact on the Issuer's reputation. In addition, press reports and other public statements that assert some form of wrongdoing could result in inquiries or investigations by regulators, legislators and law enforcement officials, and responding to these

inquiries and investigations, regardless of their ultimate outcome, is time-consuming and expensive. Adverse publicity, claims and allegations, litigation and regulatory investigations and sanctions may have a material adverse effect on the Issuer's business, revenues, results of operations, financial condition and/or prospects in any given period. For additional information with respect to specific proceedings, see "General Information – Litigation".

DESCRIPTION OF ING GROEP N.V.

Profile

ING Groep N.V., also called "ING Group", is the holding company of a broad spectrum of companies (together called "ING"). ING Groep N.V. is a listed company and holds all shares of ING Bank N.V., which is a non-listed 100% subsidiary of ING Groep N.V.

ING is a holding company incorporated in 1991 under the laws of The Netherlands. ING currently is a global financial institution with a strong European base, offering banking services. ING draws on its experience and expertise, its commitment to excellent service and its global scale to meet the needs of a broad customer base, comprising individuals, families, small businesses, large corporations, institutions and governments. ING serves more than 35 million customers in over 40 countries. ING has more than 54,000 employees.

The sale in 2016 of ING's remaining stake in NN Group, ING's former European/Japanese insurance businesses, completed ING's restructuring.

ING Bank

ING Bank currently offers retail banking services to individuals, small and medium-sized enterprises ("SMEs") and mid-corporates in Europe, Asia and Australia and wholesale banking services to customers around the world, including multinational corporations, governments, financial institutions and supranational organisations. ING Bank currently serves more than 34 million customers through an extensive network in more than 40 countries. ING Bank has more than 54,000 employees.

ING Bank's purpose is to empower customers to stay a step ahead in life and in business. Its strengths include a well-known, strong brand with positive recognition from customers in many countries, a strong financial position, an omnichannel distribution strategy and an international network. Moreover, ING is currently among the leaders in the Dow Jones Sustainability Index "Banks industry" group.

ING Bank's reporting structure reflects the two main business lines through which it is active: Retail Banking and Wholesale Banking.

ING Bank has defined three categories of markets in which it intends to compete: Market Leaders, Challengers and Growth markets. ING Bank's aim is to become the primary bank for more customers in these markets through growing the share of payment accounts in Retail Banking and with anchor products, such as lending and transaction services, in Wholesale Banking.

Market Leaders are ING Bank's businesses in mature markets in the Benelux where it has strong positions in retail and wholesale banking. Its strategy is to grow in selected segments, continue to invest in digital leadership with a digital-first model, deliver on operational excellence programmes and create greater cost efficiency in order to fund business expansion in growth markets.

Challengers: are markets where ING Bank offers both retail and wholesale banking services. Its retail activities are mainly direct banking offered online with a significant cost advantage over traditional banks. Its strategy is to leverage its strong savings franchises in these markets to expand into payments accounts and increase the number of primary customer relationships. ING Bank is also using its direct banking experience to grow the lending business at low cost in areas like consumer and SME lending. Further, ING Bank is using its strong savings businesses to fund expansion of Wholesale Banking, particularly to support clients in Industry Lending and working capital solutions.

Growth Markets are markets with a full range of retail and wholesale banking services in markets with expanding economies and strong growth potential. ING Bank is investing to achieve sustainable franchises and will focus on digital leadership by converging to the direct-first model and by prioritising innovation.

Retail Banking

Retail Banking provides banking services to individuals, SMEs and mid-corporates in Europe, Asia and Australia. A full range of products and services is provided, albeit offerings may vary according to local demand.

Retail Banking operates in a variety of markets within the three market categories mentioned above: Market Leaders, Challengers and Growth Markets. In all markets ING pursues a digital-first approach, complemented by advice when needed, with omnichannel contact and distribution possibilities. Market Leaders are ING Bank's businesses in The Netherlands, Belgium and Luxembourg. In its Challengers countries – Australia, Austria, the Czech Republic, France, Germany, Italy and Spain – ING Bank combines strong deposit-gathering capabilities with low-cost digital distribution. Growth Markets are expanding economies that offer good opportunities for achieving sustainable share: Poland, Romania and Turkey. In addition, ING has stakes in Bank of Beijing (China) and TMB (Thailand) and Kotak Mahindra Bank (India). In most of its markets ING Bank offers a full range of retail banking products and services, covering payments, savings, investments and secured and unsecured lending.

Wholesale Banking

ING Wholesale Banking is a primary-relationship driven European wholesale bank with global reach. It has an extensive international network of offices in more than 40 countries across Europe, the Americas, Asia and Australia. ING Wholesale Banking's global franchises in Industry Lending, General Lending, Transaction Services and Financial Markets serve a range of organisations, including corporates, multinational corporations, financial institutions, governments and supranational bodies.

ING Wholesale Banking helps its clients to meet their ambitions, either in a specific area of expertise or geography. It aims to provide a differentiating and seamless client experience through new technologies and services across the globe. ING Bank's lending capabilities are at the heart of most client relationships. ING Wholesale Banking continues to grow Industry Lending by supporting clients with sector expertise and in-depth knowledge of their business. Transaction Services offers clients expertise in international payments and cash management, trade finance services and working capital solutions. Financial Markets, as the bank's gateway to global professional markets, serves ING Bank's clients from treasury through to capital markets, providing risk management and structured financial products.

In addition to the basic banking services of lending, payments and cash management, and treasury, ING Wholesale Banking provides tailored banking solutions in areas including corporate finance, commercial finance (factoring), equity markets and debt capital markets to help its clients achieve their business goals. ING Wholesale Banking supports clients in realising their sustainability ambitions.

As of 2016, ING's commercial banking activities were renamed Wholesale Banking. The new name better reflects the mainly international, large corporate and institutional nature of its business. It clearly positions ING as a global wholesale bank and is more aligned with the consistent client experience it aims for across its markets.

Incorporation and history

ING Groep N.V. was incorporated under Dutch law in The Netherlands on 21 January 1991 for an indefinite duration in the form of a public limited company (*naamloze vennootschap*) as Internationale Nederlanden Groep N.V., also known as ING Group.

ING Group is the result of the merger between NMB Postbank Group and Nationale-Nederlanden in 1991. NMB Bank and Postbank, two leading Dutch banks, merged in 1989. The legal name of NMB Bank as holding company for the merged entities was changed into NMB Postbank Groep N.V. On 4 March 1991, NMB Postbank Groep N.V. merged with Nationale-Nederlanden N.V., the largest Dutch insurance group. On

that date the newly formed holding company Internationale Nederlanden Groep N.V. honoured its offer to exchange the shares of NMB Postbank Groep N.V. and of Nationale-Nederlanden N.V. NMB Postbank Groep N.V. and Nationale-Nederlanden N.V. continued as sub-holding companies of Internationale Nederlanden Groep N.V. An operational management structure ensured a close co-operation between the banking and insurance activities, strategically as well as commercially. The sub-holding companies remained legally separate. After interim changes of name, the statutory names of the above-mentioned companies were changed into ING Groep N.V., ING Bank N.V. and ING Verzekeringen N.V. on 1 December 1995.

On 13 May 2009, ING announced that – in line with the April 2009 strategy announcement – it was taking measures to simplify its governance. These measures have been implemented. On 26 October 2009, ING announced that it would move towards a separation of its banking and insurance operations, clarifying the strategic direction for ING Bank and NN Group going forward. In April 2016, ING completed the divestment of its insurance business through the sale of its remaining stake in NN Group.

On 1 March 2014, NN Group N.V., formerly called ING Insurance Topholding N.V., merged with ING Verzekeringen N.V. As a result, the legal entity ING Verzekeringen N.V. ceased to exist and NN Group N.V. became the legal successor of ING Verzekeringen N.V.

The registered office is at Bijlmerplein 888, 1102 MG Amsterdam, The Netherlands (telephone number: +31 20 563 9111). ING Groep N.V. is registered at the Chamber of Commerce and Industry of Amsterdam under no. 33231073 and its corporate seat is in Amsterdam, The Netherlands. The Articles of Association of ING Groep N.V. were last amended by notarial deed executed on 26 July 2016. According to article 3 of the Articles of Association the object of ING Groep N.V. is to participate in, manage, finance, furnish personal or real security for the obligations of, and provide services to, other enterprises and institutions of any kind, but in particular enterprises and institutions which are active in the field of lending, the financial markets, investment and/or other financial services, and to engage in any activity which may be related or conducive to the foregoing.

ING's implementation of the Dutch Corporate Governance Code (the "Code") was approved at the General Meeting of Shareholders on 26 April 2005. Given this approval, ING is deemed to be in full compliance with the Code. An updated version of the Code became effective on 1 January 2010. Its implementation by ING Groep N.V. was approved by the General Meeting on 27 April 2010. In December 2016, the Monitoring Committee of the Dutch Corporate Governance Code published a revised version of the Code. ING is considering the revised Code and how and to what extent it could be implemented.

Supervisory Board and Executive Board

ING Group has a two-tier board system, consisting of a Supervisory Board and an Executive Board. All members of the Supervisory Board, with the exception of Eric Boyer de la Giroday, are independent within the meaning of the Code. Eric Boyer de la Giroday is not to be regarded as independent within the meaning of the Code because of his position as chairman of the Board of Directors of ING Belgium SA/NV and his former positions as a member of the Executive Board of ING Group and vice-chairman of Management Board Banking of ING Bank N.V. The task of the Supervisory Board is to supervise the policy of the Executive Board and the general course of events at the Issuer and to assist the Executive Board by providing advice. The Executive Board is responsible for the daily management of the Issuer.

The composition of the Supervisory Board and the Executive Board of ING Groep N.V. is as follows:

Supervisory Board: J. (Jeroen) van der Veer (chairman), H.J.M. (Hermann-Josef) Lamberti (vice-chairman), E.F.C.B. (Eric) Boyer de la Giroday, H.W. (Henk) Breukink, M. (Mariana) Gheorghe, I. (Isabel) Martín Castellá, Robert W.P. Reibestein and A. (Ann) Sherry.

Executive Board: R.A.J.G. (Ralph) Hamers (chairman), P.G. (Patrick) Flynn* (CFO), and W.F. (Wilfred) Nagel* (CRO).

* Will retire from the Executive Board as further described below

The business address of all members of the Supervisory Board and the Executive Board is: ING Groep N.V., Bijlmerplein 888, P.O. Box 1800, 1000 BV Amsterdam, The Netherlands.

In order to avoid potential conflicts of interest, ING has a policy that members of its Executive Board do not accept corporate directorships with listed companies outside ING. As a result, and given the different fields of business of each company, ING believes that there is no potential conflict of interests.

Details of relationships that members of the Executive Board may have with ING Group subsidiaries as ordinary, private individuals are not reported, with the exception of information on any loans that may have been granted to them. In all these cases, the company complies with the best-practice provisions of the Code.

There are no potential conflicts of interest between any duties owed by the members of the Supervisory Board or the Executive Board to the Issuer and any private interests or other duties which such persons may have.

Listed below are the most relevant ancillary positions performed by members of the Supervisory Board outside ING.

Veer, J. van der

Chairman of the Supervisory Board of Koninklijke Philips Electronics N.V., The Netherlands.

Member of the Supervisory Board of Koninklijke Boskalis Westminster N.V., The Netherlands.

Member of the Board of Directors of Statoil ASA, Norway.

Member of the Supervisory Board of Het Concertgebouw N.V., The Netherlands.

Chairman of the Supervisory Council of Nederlands Openluchtmuseum, The Netherlands.

Member of the Board of Nationale Toneel (theatre), The Netherlands.

Boyer de la Giroday, E.F.C.B.

Chairman of the Board of Directors ING Belgium SA/NV, Belgium.

Member of the Board of the Directors of the International Institute for Physics and Chemistry founded by Ernest Solvay, asb, Belgium.

Breukink, H.W.

Chairman of the Supervisory Board of NSI N.V. (real estate fund), The Netherlands.

Non-executive director of Brink Groep B.V., The Netherlands.

Chairman of the Supervisory Board of Inholland University, The Netherlands.

Non-executive Director of Gemeente Museum Den Haag, The Netherlands.

Gheorge, M.

Chief Executive Officer of OMV Petrom S.A., Romania.

Chairwoman of the Supervisory Board of OMV Petrom Marketing SRL, Romania.

Chairwoman of the Supervisory Board of OMV Petrom Gas SRL, Romania.

Chairwoman of the Supervisory Board of OMV Petrom Global Solutions SRL, Romania.

Martín Castellá, I.

Member of the Supervisory Board of SACYR S.A., Spain.

Member of the Advisory Board of NEINVER S.A., Spain.

Member of the Advisory Board of GED Capital, Spain.

Lamberti, H-J.M.

Non-executive Member of the Board of Directors of Airbus Group N.V. (formerly European Aeronautic Defense and Space Company N.V.), The Netherlands.

Chairman of the Supervisory Board of Hypo Group Alpe Adria (HAA), SEE, Austria.

Member of the Supervisory Board Open-Xchange AG, Germany.

Member of the Supervisory Board of Stonebranch, United States of America.

Reibestein, R.W.P.

Member of the Supervisory Board of IMC B.V., The Netherlands.

Member of the Supervisory Board of World Wildlife Fund, The Netherlands.

Sherry, A.

Member of the Supervisory Board ING (Australia) Limited, Australia.

Member of the Supervisory Board Sydney Airport Corporation, Australia.

Member of the Supervisory Board The Palladium Group, Australia.

Chairwoman of Carnival Australia (advisory role), Australia.

Proposed changes to the Executive Board and Supervisory Board

On 14 March 2017, the Issuer convened the annual general meeting (the "AGM"). The agenda for the AGM includes the proposal to appoint Koos Timmermans and Steven van Rijswijk as members of the Executive Board. Upon appointment they will also be members of the Management Board Banking of ING. Koos Timmermans will become chief financial officer as per the end of the AGM, succeeding Patrick Flynn who has decided to pursue his career outside of ING. Steven van Rijswijk will become chief risk officer as of 1 August 2017, succeeding Wilfred Nagel, who will retire as of that date.

The Issuer also proposed to the AGM to reappoint Ralph Hamers, currently CEO of ING, to the Executive Board for a next term of four years. Ralph Hamers was appointed to the Executive Board at the AGM in 2013 and became its chairman and CEO on 1 October 2013.

The Issuer further proposed to the AGM to appoint Jan Peter Balkenende, Margarete Haase and Hans Wijers as members of the Supervisory Board, which was announced on 16 March 2017. Upon decision by the AGM, the appointment of Jan Peter Balkenende and Hans Wijers will be effective as per 1 September 2017. In light of a planned reduction of the total number of her board positions, the appointment of Margarete Haase will become effective at a later date upon decision of the Supervisory Board.

It is the intention of the Supervisory Board to elect Hans Wijers as its chairman to succeed Jeroen van der Veer in that capacity per the end of the AGM 2018. In order to ensure a smooth transfer of responsibilities to Hans Wijers, it will be proposed to the AGM to reappoint Jeroen van der Veer as member of the Supervisory Board for a period of one year, ending as per the end of the AGM in 2018.

It will also be proposed to the AGM to reappoint Hermann-Josef Lamberti and Robert Reibestein for a next term of four years as members of the Supervisory Board. After completing her four year term since appointment in 2013, Isabel Martín Castellá will retire from the Supervisory Board at the end of the AGM in 2017, having reached the ING age limit for Supervisory Board members.

Supervisory Board committees

The Supervisory Board has five standing committees: the Audit Committee, the Risk Committee, the Remuneration Committee, the Nomination Committee and the Corporate Governance Committee.

The organisation, powers and conduct of the Supervisory Board are detailed in the Supervisory Board Charter. Separate charters have been drawn up for the Audit Committee, the Risk Committee, the Remuneration Committee, the Nomination Committee and the Corporate Governance Committee. These charters are available on the website of ING Group (www.ing.com) (but are not incorporated by reference in, and do not form part of, this Registration Document). A short description of the duties for the five Committees follows below.

The Audit Committee assists the Supervisory Board in monitoring the integrity of the financial statements of ING Group, and ING Bank N.V., in monitoring the compliance with legal and regulatory requirements and in monitoring the independence and performance of ING Group's internal and external auditors. At the date of this Registration Document, the members of the Audit Committee were: Hermann-Josef Lamberti (chairman), Eric Boyer de la Giroday, Isabel Martín Castellá, and Robert Reibestein. Following the unforeseen departure in September 2015 of Carin Gorter, no other member of the Audit Committee is considered a "financial expert" as defined by the SEC in its final rules implementing Section 407 of the Sarbanes-Oxley Act of 2002. Eric Boyer de la Giroday is a financial expert as defined in the Dutch Corporate Governance Code considering his academic background as well as his knowledge and experience in his previous role as a board member and vice-chairman of ING Groep N.V. and ING Bank N.V.

The Risk Committee assists and advises the Supervisory Board in monitoring the risk profile of ING as a whole as well as the structure and operation of the internal risk management and control systems. At the date of this Registration Document,, the members of the Risk Committee were: Robert Reibestein (chairman), Eric Boyer de la Giroday, Hermann-Josef Lamberti and Jeroen van der Veer.

The Remuneration Committee's tasks include advising the Supervisory Board on the terms and conditions of employment (including remuneration) of the members of the Executive Board and on the policies and general principles on which the terms and conditions of employment of the members of the Executive Board and of senior managers of ING Group and its subsidiaries are based. At the date of this Registration Document, the members of the Remuneration Committee were: Henk Breukink (chairman) and Jeroen van der Veer.

The Nomination Committee's tasks include advising the Supervisory Board on the composition of the Supervisory Board and Executive Board. At the date of this Registration Document, the members of the Nomination Committee were: Jeroen van der Veer (chairman), Henk Breukink and Isabel Martín Castellá.

The Corporate Governance Committee assists the Supervisory Board in monitoring and evaluating the corporate governance of ING as a whole and reporting on this in the Annual Report and to the General Meeting. It also advises the Supervisory Board on improvements. At the date of this Registration Document, the members of the Corporate Governance Committee were: Henk Breukink (chairman) and Jeroen van der Veer.

FIVE-YEAR KEY CONSOLIDATED FIGURES FOR ING GROEP N.V.:

IFRS-EU Consolidated Income Statement Data					
for the years ended	2016	2015	2014	2013	2012

in millions except amounts per share and ratios	EUR	EUR	EUR	EUR	EUR
Continuing operations					
Interest income	44,182	46,321	48,169	51,394	60,003
Interest expense	30,941	33,760	35,865	39,693	48,119
Net interest income	13,241	12,561	12,304	11,701	11,884
Net commission income	2,433	2,318	2,293	2,204	2,047
Investment and Other income	1,817	1,966	963	1,385	2,079
Total income	17,491	16,845	15,560	15,290	16,010
Operating expenses	10,614	9,326	10,259	8,834	9,644
Addition to loan loss provisions	974	1,347	1,594	2,289	2,125
Total expenditure ⁽³⁾	11,588	10,673	11,853	11,123	11,769
Result before tax	5,903	6,172	3,707	4,167	4,241
Taxation	1,618	1,637	971	1,037	1,077
Net result from continuing operations	4,258	4,535	2,736	3,130	3,164
Net result from discontinued operations	441	-122	-1,296	680	1,359
Non-controlling interests from continuing and discontinued operations	75	403	189	265	161
Net result ING Group IFRS-EU	4,651	4,010	1,251	3,545	4,362
	2,091				
Addition to shareholders' equity		1,491	787	3,545	4,362
Dividend	2,560	2,519	464		
Basic earnings per share	1.20	1.04	0.13	0.79	0.98
Diluted earnings per share	1.20	1.03	0.13	0.79	0.98
Dividend per share	0.66	0.65	0.12		
Number of Ordinary Shares outstanding (in millions)	3,877.9	3,868.7	3,854.6	3,836.9	3,801.4

The results of NN Group and Voya have been transferred to "Result from discontinued operations".

For the year 2016, "Addition to shareholder's equity" and "Dividend" are provisional and are expected to be ratified at the General Meeting of Shareholders on 8 May 2017.

Basic earnings per share amounts have been calculated based on the weighted average number of Ordinary Shares outstanding and Shareholders' equity per share amounts have been calculated based on the number of Ordinary Shares outstanding at the end of the respective periods. For purposes of this calculation, ING Groep N.V. shares held by Group companies are deducted from the total number of Ordinary Shares in issue. The effect of dilutive securities is adjusted as well.

Share capital and preference shares

The authorised share capital of ING Groep N.V. amounted to EUR 190 million at 16 March 2017, consisting of 14,500 million ordinary shares with a nominal value of EUR 0.01 each and 4,500 million cumulative preference shares, with a nominal value of EUR 0.01 each. The issued and paid-up capital amounted to EUR 38,784,836.23 consisting of 3,878,483,623 million ordinary shares at 31 December 2016, and will amount to

EUR 38,784,836.23 consisting of 3,878,483,623 million ordinary shares at 31 March 2017. No cumulative preference shares have been issued.

Non-voting equity securities

On 12 November 2008, ING Groep N.V. issued 1 billion non-voting equity securities (Core Tier 1 Securities) to the Dutch State at EUR 10 per non-voting equity security, resulting in an increase of ING Group's core Tier 1 capital of EUR 10 billion. The nominal value of each security is EUR 0.24. Since 7 November 2014, no Core Tier 1 Securities have been outstanding.

SIGNIFICANT DEVELOPMENTS IN 2016

2016 was an important year for ING Group, as it further strengthened its capitalisation. The further regulatory capital strengthening reflects the sale of the remaining stake in NN Group as well as strong profitability. Although the regulatory environment remains uncertain, ING Group's strong capital position ensures it can continue to support its customers to realise their financial future.

In January 2016, ING successfully sold 33 million ordinary shares of NN Group and exchanged the final tranche of EUR 337.5 million mandatory exchangeable subordinated notes, which had been issued in 2014 as part of the anchor investment in NN Group. These transactions reduced ING's remaining stake in NN Group from 25.8% to 14.1%. In April 2016, ING sold its remaining 14.1% stake in NN Group. The transactions together resulted in a profit of EUR 0.4 billion. The divestment of NN Group is the final step of ING's programme to divest all of its insurance and investment management businesses as part of the restructuring agreement with the European Commission. As a result of the sale of NN Group shares, NN Group is not an investment anymore and available Tier-1 instruments on-lent to NN Group do not need to be deducted and have become part of available Tier-1 capital. This had a positive impact on available Tier-1 capital of EUR 0.8 billion.

In March 2016, a GBP 66 million grandfathered additional Tier 1 security, which was fully on-lent to ING Bank, was redeemed by ING Group on its first call date. In April 2016, ING Bank NV issued EUR 1 billion CRD IV-eligible Tier-2 instruments. The transaction had an issuer substitution option which gives ING the right to exchange these for subordinated Tier-2 notes issued by ING Group.

In September 2016, the Issuer redeemed USD 800 million 7.05% grandfathered Perpetual Debt Securities which were on-lent to ING Bank NV.

In November 2016, ING issued USD 1,000 million contingent convertible Securities which qualify as Additional Tier-1 capital under CRD IV/CRR to strengthen ING's capital base. The perpetual bond, that can be called by the Issuer five years after issuance, has a coupon of 6.875%.

The transitional (phased-in) common equity Tier 1 requirement that the Issuer had to meet on a consolidated basis in 2016 was set at 10.25%. This requirement is the sum of (i) 9.5% being the ECB's decision on the 2015 Supervisory Review and Evaluation Process ("SREP"), including the capital conservation buffer, and (ii) 0.75% for the Systemic Risk Buffer which has been set separately for Dutch systemic banks by the Dutch Central Bank (*De Nederlandsche Bank*, "DNB"). The fully-loaded Systemic Risk Buffer requirement is currently set at 3% for the Issuer and phases in over four years, with a final implementation date of 1 January 2019. The impact from countercyclical buffer requirements was insignificant at the start of 2016.

At year-end 2016, the Issuer received the ECB's decision on the 2016 SREP. The common equity Tier 1 requirement for the Issuer was set at 9.0% in 2017. This requirement consists of a 4.5% Pillar 1 requirement, a 1.75% Pillar 2 requirement, a 1.25% Capital Conservation Buffer ("CCB") and the 1.50% SRB which has been set separately for Dutch systemic banks by DNB. This excludes Pillar 2 guidance, which is not disclosed. The CCB and the Systemic Risk Buffer are scheduled to phase-in over the coming years to 2.5% and 3.0% respectively by 1 January 2019. Consequently, the fully-loaded Maximum Distributable Amount

("MDA") trigger level is expected to rise from 9.0% in 2017 to 11.75% in 2019 and assumes a stable Pillar 2 requirement. In the event that the Issuer breaches the MDA level, it may face restrictions to pay dividends, coupons on AT1 instruments and bonuses. The Issuer believes that the impact from the Countercyclical Buffer ("CCyB") is negligible at this stage.

With a 14.1% Group common equity Tier 1 ratio as at 31 December 2016, the Issuer is already in compliance with the current fully-loaded requirement of 11.75%.

To support orderly resolution, the BRRD requires banks to meet minimum requirements for own funds and eligible liabilities ("MREL"). In addition, ING as a Global Systemically Important Bank ("G-SIB") needs to comply with the total loss absorption capacity ("TLAC") proposal published by the Financial Stability Board ("FSB") in November 2015.

Since 2012, ING has worked diligently with the different resolution authorities to determine a resolution strategy and to identify potential impediments to resolution. Following an intensive discussion throughout 2016, with the Single Resolution Board ("SRB") and the national resolution authority, DNB, in November 2016, ING concluded that the Issuer should be its designated resolution entity. At the end of January 2017, the SRB has informed ING that it supports the designation of the Issuer as the point of entry. Henceforth, the Issuer will be the issuing entity for all TLAC/ MREL eligible debt consisting of Additional Tier 1, Tier 2 and senior unsecured debt.

G-SIBs will be required to meet the TLAC requirement alongside the minimum regulatory requirements set out in the Basel III framework. Specifically, they will be required to meet a Minimum TLAC requirement of at least 16% of the resolution group's risk-weighted assets ("TLAC RWA Minimum") as from 1 January 2019 and at least 18% as from 1 January 2022. Minimum TLAC must also be at least 6% of the Basel III leverage ratio denominator ("TLAC Leverage Ratio Exposure (LRE) Minimum") as from 1 January 2019, and at least 6.75% as from 1 January 2022. Buffer requirements will come on top of the RWA requirement but not on top of the leverage requirement. In addition, the Single Resolution Board has assumed full power as per 1 January 2016. The work plan for the SRB in 2016 will focus on determining the preferred resolution strategy, the resolution entity and the required amount of MREL.

ING Bank continues to maintain a strong and high quality capital level, with a fully-loaded Common Equity Tier-1 ratio and a phased-in Common Equity Tier-1 ratio of 12.6%, thereby complying with CRR/CRD IV solvency requirements. Dividend from ING Bank to the Issuer of EUR 1.3 billion was paid in November 2016. The fourth quarter 2016 profit of EUR 0.6 billion is not included in the regulatory capital per December 2016 as this was upstreamed as dividend to the Issuer in February 2017. The sale of 2.5% of Kotak Mahindra Bank shares, which was settled in October 2016, had no material impact on ING's capital ratios. The fully loaded and phased in Tier-1 ratios respectively increased from 13.9% to 14.7% and 13.4% to 14.4%, primarily reflecting developments in ING Bank's common equity Tier 1 ratio. This was partly offset by the redemption of the USD 800 million 7.05% grandfathered Perpetual Debt Securities in September.

Tier 2 debt instruments

On 11 April 2016, ING Bank N.V. issued EUR 1 billion debt instruments in the form of Fixed Rate Subordinated Notes due 11 April 2028 under its EUR 55 billion Debt Issuance Programme qualifying as Tier 2 capital under CRD IV / CRR to further strengthen its capital base. These debt instruments are subject to an exchange provision. Now that clarity has been provided on the preferred resolution strategy, ING intends to use the option to replace these ING Bank Tier 2 notes with ING Group Tier 2 notes at similar terms through exchange. The noteholders have agreed upfront to the terms and conditions to exchange their ING Bank Tier 2 notes for ING Group Tier 2.

DELIVERING ON RESTRUCTURING

As a result of having received Dutch state aid, ING in 2009 agreed a restructuring plan that met the European Commission's requirements to approve the state aid. The Restructuring Plan subjected ING to certain behavioural restrictions and it was required among other things, to divest a significant part of its operations, including its insurance activities and its ING Direct operations in the United States.

The behavioural restrictions ceased to apply on 29 May 2015 after ING divested NN more than 50% and deconsolidated NN under IFRS. As of 31 December 2015, the Restructuring Plan had been fully implemented, except for ING's obligation to sell its remaining stake in NN Group. In transactions executed in February and April 2016, ING completed the divestment of its stake in NN Group. The divestment improved ING Group's Common Equity Tier 1 ratio and also turned debt at the Group level into a cash surplus, providing ING with ample financial flexibility. ING believes the divestment has left the company stronger, simpler and more sustainable.

MARKET AND REGULATORY CONTEXT

Macroeconomic developments in 2016

Global economic developments

Similar to 2015, 2016 was not a strong year for the global economy. Growth in the US regained momentum, but the recovery in the Eurozone was not able to shift into higher gear and the Chinese economy continued to slow. However, although uncertainty about the global economic outlook and (geo)political uncertainty led to flares of financial market volatility, the global economy held up relatively well. Concerns about the global economy started in the first quarter, with disappointing data on the Chinese economy and a decline in oil prices. The world's main stock market indices fell 10 to 15 per cent. below 2015 year-end levels and corporate credit risk rose to levels not seen during the previous two-and-a-half years. Currencies of a number of important emerging economies came under downward pressure. Worries eventually faded, and stock markets and oil prices recovered, as the US Federal Reserve signalled it would be cautious and take the state of the global economy into account when raising interest rates, and the Chinese authorities implemented measures to support the economy.

Brexit

In late June 2016, financial market volatility increased as Britain surprised markets by deciding to leave the EU ("Brexit"). While the British pound depreciated to record lows against the US dollar and the Bank of England loosened monetary policy as a precaution, the immediate economic impact appears relatively limited. Still, there is long-term uncertainty, as the actual Brexit probably will not take place until 2019 at the earliest. It is still unclear what the relationship between the UK and the EU will be after Brexit.

Eurozone developments

Persistent low growth and declining inflation led the ECB to further loosen monetary policy in 2016. This triggered spectacular falls in market interest rates. Also because of Brexit fears, yields on German government bonds with a remaining maturity of 10 years became negative. While similar bonds issued by other Eurozone governments still carried positive yields, they were at historic low levels as well and often negative for shorter maturities. However, in the second half of the year, expectations about a more expansionary fiscal policy in the US following the presidential election victory of Donald Trump, an interest rate increase by the Federal Reserve, and an increase in oil prices, pushed up capital market interest rates again. ECB policies also resulted in a further decline in the cost of borrowing for Eurozone households and businesses and contributed to a modest increase in credit demand. Marked differences between countries remain, with credit growth generally more positive in northern European countries, while low or negative in southern ones.

Low-interest-rate environment

Persistent low interest rates will, over time, put banks' net interest income under pressure. On mortgages for instance, ING could be confronted with higher than expected prepayment rates as the difference between rates on existing mortgages and the prevailing market rate lead customers to refinance. On savings, net interest income may decrease as savings rates approach zero and options to further reduce client rates on savings deposits diminish. ING actively manages its interest-rate risk exposure and successfully maintained the net interest margin on its core lending in 2016. To address the challenge of interest-income erosion, containing costs remains an important goal. ING is also putting more emphasis on generating fee-based income and is reassessing its product characteristics.

ING STRATEGY

ING's purpose is to empower people to stay a step ahead in life and in business. This is founded on ING's belief that the role of a financial institution is to support and promote economic, social and environmental progress at the same time as it generates healthy returns for shareholders. To fulfil that purpose, achieve financial and commercial success and create value for all its stakeholders ING Bank has developed the Think Forward strategy.

ING's approach to the customer experience is based on its Customer Promise. This is a pledge to customers to be Clear and Easy, available Anytime and Anywhere, to Empower and to Keep Getting Better. ING does that by striving to be a leader in the digital customer experience based on easy access, simplified products and services, and tools to help customers make smart financial decisions.

The success of ING's strategy is reflected in its growing number of customers, the high level of customer satisfaction and the growth of ING's lending franchise. By end-2016 ING's total number of customers stood at almost 36 million, an increase of more than a million year-on-year. Primary customers also increased to 9.7 million, on track to achieve ING's target of 10 million primary customers by 2017; this ambition has now been increased to 14 million primary customers by 2020.

ING enjoys high customer satisfaction scores in many of its markets, achieving number one Net Promoter Scores (NPS) in 7 of its 13 retail markets, and its net core lending grew during 2016 by more than six percent, supporting the economies of the countries where it is active.

One of the ways ING is fulfilling its purpose to empower customers is by offering products, services and tools that make it easier for customers to manage their money and make better financial decisions. In 2016, ING in Spain introduced My Money Coach, a free digital service that uses answers customers provide on their personal situation, risk appetite and financial knowledge to design a personalised plan to help them achieve their savings, investment and retirement goals. Last year ING Bank also expanded the range of the successful online Financially Fit planning tools in The Netherlands. Similar digital advisers are part of ING's offering or are being developed in Belgium, France, Poland and Spain.

ING believes that banking can play a significant role in creating a fairer and greener economy. This includes helping its clients to develop more sustainable business models and supporting clients who develop solutions to environmental and social challenges. ING's sustainable transitions financed came to more than EUR 34 billion in 2016.

Accelerating Think Forward

The markets in which ING operates are impacted by rapid developments in technology, customer behaviour and the competitive landscape. These developments include the continuing digitalisation of banking, a wave of newcomers targeting segments underserved by traditional banks, new regulations that are opening up Europe's payment market to non-banks, and the development of digital ecosystems that allow users to access social media, online purchases, services and payments all in one app. Low interest rates are also decreasing

returns for customers and depressing banks' interest margins. And regulatory changes are increasing the cost of capital, limiting banks' capacity to continue to provide certain types of services at a reasonable price.

To respond to these developments and remain among the leaders in digital banking, ING aims to offer a customer experience that meets the expectations customers have from their interactions with other leaders in the online digital experience. ING also aims to develop new offerings that can provide consumers an alternative, for example to low yielding savings accounts, and generate fee income for the bank. ING is also taking steps to reduce its operating costs without compromising on the customer experience that it delivers.

To help achieve this, in October 2016 ING announced its intention to converge its different banking models over time into one globally scalable platform. As a first step, ING will move to an intermediate state (2016-2021) where it will converge businesses with similar customer propositions that can benefit from a more standardised approach and economies of scale. This includes an EUR 800 million investment in continued digital transformation to further improve the customer experience and accelerate growth in primary customers and lending.

Strategic priorities

To deliver on its Customer Promise and create a differentiating customer experience, ING Bank has identified four strategic priorities:

Earning the primary relationship - the better ING Bank knows its customers, the better it will be able to empower them to make smart financial decisions and continue to be relevant for them. ING Bank can do this best if customers do a range of banking with it – if it is the bank its customers go to for their daily transactions. ING Bank calls that the primary relationship. In Retail Banking, ING Bank defines the retail primary relationship as a payment account with recurrent income and at least one other product with ING. In Wholesale Banking, it aims to increase primary relationships by increasing its so-called "flow" relationships (e.g. transaction services, working capital solutions) and the percentage of relationships where ING Bank is the client's lead finance provider.

Develop data analytics - the relationship between banks and their customers, as in other industries, is increasingly a digital one. Digitalisation challenges banks to maintain intimacy with a customer who they rarely meet face to face. But the digital interface also provides a wealth of data on customers' preferences and needs that gives banks important insights they can use to provide the kind of experience customers now expect from businesses they interact with online. Developing analytic skills is essential to serving customers in a digital world. This is not only important for improving customer services, but also for preventing fraud, improving operational processes, reducing risks and generating services that go beyond traditional banking so ING Bank can stay relevant for customers.

Increase the pace of innovation - customer expectations, new technologies and new competitors are transforming banking. Through innovation, ING Bank can increase efficiency, improve the customer experience and gain competitive advantage. ING Bank's PACE methodology is designed to encourage fast experimentation and turn ideas quickly into new products and services for customers. ING Bank also promotes an internal culture of innovation through its employee-driven Innovation Bootcamps. To speed up the pace of innovation ING also partners with outside parties, including fintechs.

Think beyond traditional banking - thinking beyond traditional banking is crucial given that disruption in the banking industry puts a significant portion of revenues at risk. ING Bank's payments value chain is already under threat from many bank and nonbank players. To be successful, banks need to expand the concept of what a bank is and what it means to customers. ING Bank envisages doing this by creating an open digital platform that also includes relevant offers from third parties, providing a complete financial view for customers in one place – including of their holdings at other institutions – so they are empowered to

make better financial decisions, and also by finding ways to be relevant to customers earlier in their purchasing decision-process.

Geographical presence and strategic approach

ING Bank has a presence in over 40 countries. Though its local businesses vary in terms of their market positions all are guided by ING Bank's purpose of empowerment and strategy to provide customers with a differentiating customer experience through digital leadership.

Market Leaders – these are ING Bank's businesses in mature markets in the Benelux where it has strong positions in retail and wholesale banking. Its strategy is to grow in selected segments, continue to invest in digital leadership with a digital-first model, deliver on operational excellence programmes and create greater cost efficiency in order to fund business expansion in growth markets.

Challengers – these are markets where ING Bank offers both retail and wholesale banking services. Its retail activities are mainly direct-banking offered online with a significant cost advantage over traditional banks. Its strategy is to leverage its strong savings franchises in these markets to expand into payments accounts and increase the number of primary customer relationships. ING Bank is also using its direct banking experience to grow the lending business at low cost in areas like consumer and SME lending. Further, it is using its strong savings businesses to fund expansion of Wholesale Banking, particularly to support clients in Industry Lending and working capital solutions.

Growth Markets - these are markets with a full range of retail and wholesale banking services in markets with expanding economies and strong growth potential. ING Bank is investing to achieve sustainable franchises and will focus on digital leadership by converging to the direct-first model and by prioritising innovation.

Wholesale Banking – ING Wholesale Banking is a network bank for its clients across Europe with global reach and strong positions in a number of global franchises, including Industry Lending, Financial Markets and Transaction Services. ING Wholesale Banking is investing in its business transformation programme Target Operating Model and is targeting growth in its corporate client base, Industry Lending and Transaction Services. In Challenger countries it is expanding its lending activities to build locally optimised balance sheets and sustainable franchises.

ING Group's performance in 2016

The good progress that ING has made in 2016 implementing the Think Forward strategy and providing differentiating banking experience for customers, resulted in strong commercial and financial performance.

ING Group net result of EUR 4.7 billion and underlying net result of just under EUR 5 billion were driven by robust commercial growth at resilient margins and declining risk costs and achieved despite increasing regulatory costs.

ING's focus on primary customer relationships helped it to achieve healthy and balanced growth in its lending to customers and in customer deposits. Net core lending grew by nearly EUR 35 billion and customer deposits increased by EUR 28.5 billion in 2016, both increasing around six percent.

Lending is well diversified across regions and categories, with particularly strong growth in the Challengers & Growth Markets and Industry Lending in Wholesale Banking. Substantial progress was also seen in fee and commission income, particularly in Challengers & Growth Markets where ING is increasingly becoming the primary bank for customers.

ING believes that this strong profitability and growth and the important steps it is taking to accelerate the strategy enables it to continue to be successful in the future and providing a superior experience for customers.

CORPORATE ORGANISATION

The Issuer has a Supervisory Board and an Executive Board. The Executive Board is responsible for the day-to-day management of ING and its business lines Retail Banking and Wholesale Banking. See "Supervisory Board and Executive Board" above.

The Executive Board sets the performance targets and approves and monitors the budgets prepared by the business lines. Business lines formulate strategic, commercial and financial policy in conformity with the strategic and performance targets set by the Executive Board.

Retail Banking

Retail Banking provides banking services to individuals, SMEs and mid-corporates in Europe, Asia and Australia. A full range of products and services is provided, albeit offerings may vary according to local demand.

Wholesale Banking

ING Wholesale Banking is a European wholesale bank with global reach. It has an extensive international network of offices in more than 40 countries across Europe, Asia and the Americas. Wholesale Banking's global franchises in Industry Lending, General Lending, Transaction Services and Financial Markets serve a range of organisations, including corporates, multinational corporations, financial institutions, governments and supranational bodies.

Industry Lending

Industry Lending is a high value-added product for clients and ING. ING's Industry Lending teams provide financing to clients in selected markets based on specialist industry knowledge and expertise. Industry Lending, is broadly diversified across sectors and geographies. Its activities are grouped into the Energy, Transport & Infrastructure Group, the Specialised Financing Group, the International Trade and Export Finance Group, and Real Estate Finance.

General Lending

General Lending is offered to corporate clients as the anchor product in a broader relationship typically involving flow products in Financial Markets ("FM") or Transaction Services. It is typically less complex than Industry Lending with more standardised transactions. Client teams focus on cross-sell opportunities with other bank products.

Transaction Services

Transaction Services supports ING's client's core processes and daily financial operations with tailor-made integrated solutions and advice. It comprises Payments & Cash Management, Trade Finance Services, Working Capital Solutions and Bank Mendes Gans, ING's cash pooling business.

ING is an important player in the issuing (corporate cards) and the retail payment markets. Both products lines generate fee-based income.

ING is a top Payments & Cash Management provider in the Benelux. It also enhanced its ranking amongst the top league pan-European cash management banks due to the exit of a global competitor.

Trade Finance Services ("TFS") finances, settles and mitigates risks of international trade for clients in all markets globally, but primarily in Asia, the Middle East, Central and Eastern Europe and Latin America.

Working Capital Solutions ("WCS") combines ING's Supply Chain Finance and Trade Receivables activities and is a key growth area for Wholesale Banking, offering substantial opportunities for ING's clients to

achieve efficiency benefits. From the bank's perspective, the underlying short-term and capital-efficient nature of this asset class makes it an attractive area for ING to expand.

Bank Mendes Gans ("BMG") is a specialist bank providing global liquidity management services, including multi-currency, multi-bank cash-pooling and netting solutions, to multinational corporations.

Financial Markets

FM is a well-diversified business targeting developed markets and emerging economies. It focuses on interest rates, currencies and to credit products. It aims to serve ING's institutional, corporate and retail clients with relevant financial markets products.

Through FM, ING Bank also provides its clients with a gateway to global institutional markets. A multi-product global sales force offers a full range of products and services across three main business lines: FX Rates and Credit Trading, Global Equity Products and Global Capital Markets. It provides clients with hedging solutions to mitigate financial risk in all markets. It also provides investment solutions to meet specific investment objectives, as well as financing solutions through clients' public or private debt or equity issuance, or through securities financing.

In Debt Capital Markets ING continues to transform the business into a consistent top-10 European player in its chosen areas of focus. These areas of focus include supporting existing clients, maintaining its position as Dutch bank of choice for issuers, and capitalising on its continued balance sheet support for Russia, Turkey, Poland and Romania.

Real Estate and Other

Real Estate & Other (RE&O) focuses on a smooth divestment of the remaining real estate portfolio of the former Real Estate Development and Real Estate Investment Management operations. It also includes General Lease operations outside ING Bank's home markets which have been placed in run-off.

REGULATION AND SUPERVISION

European Regulatory framework

In November 2014, the European Central Bank (ECB) assumed responsibility for a significant part of the prudential supervision of euro area banking groups in the Eurozone, including ING Bank. Now that the ECB has assumed responsibility for the supervision of the banking groups in the Eurozone, it has become ING Bank's main supervisor. The ECB is amongst others responsible for tasks such as market access, compliance with capital and liquidity requirements and governance arrangements. National regulators remain responsible for supervision of tasks that have not been transferred to the ECB such as financial crime and payment supervision.

Dutch Regulatory Framework

The Dutch regulatory system for financial supervision consists of prudential supervision – monitoring the soundness of financial institutions and the financial sector, and conduct-of-business supervision – regulating institutions' conduct in the markets. As far as prudential supervision has not been transferred to the ECB, it is exercised by the DNB, while conduct-of-business supervision is performed by the AFM. DNB is in the lead with regard to macroprudential supervision. However, the ECB can set higher macroprudential obligations than proposed by DNB.

Global Regulatory Environment

There is a variety of proposals for laws and regulations that could impact ING Bank globally, in particular those made by the Financial Stability Board and the Basel Committee on Banking Supervision at the transnational level, Dodd-Frank in the United States and an expanding series of supranational directives and

national legislation in the European Union. The aggregated impact and possible interaction of all of these proposals are hard to determine, and it may be difficult to reconcile them where they are not aligned. The financial industry has also taken initiatives by means of guidelines and self-regulatory initiatives. Examples of these initiatives are the Dutch Banking Code as established by the Dutch Bankers' Association, which details a set of principles on corporate governance, risk management, audit and remuneration that Dutch banks have to apply on a comply-or-explain basis. Elements of these initiatives may subsequently be incorporated into legislation, as was the case with the "Banker's oath" and remuneration principles from the Dutch Banking Code. The aforementioned "Banker's oath" is a mandatory oath for all employees in the Netherlands of banks licensed in The Netherlands, which the Dutch government has introduced, effective per 1 April 2015. In this oath, the employees of the relevant ING entities, declare that they (i) will perform their duties with integrity and care (ii) will carefully consider all the interests involved in the company, i.e. those of the customers, the shareholders, the employees and the society in which the company operates, (iii) in that consideration, will give paramount importance to the client's interests and inform the customer to the best of their ability, (iv) will comply with the laws, regulations and codes of conduct applicable to them, (v) will observe secrecy in respect of matters entrusted to them, (vi) will not abuse their knowledge, (vii) will act in an open and assessable manner and know their responsibility towards society and (viii) will endeavour to maintain and promote confidence in the financial sector. To enforce the oath, non-compliance can be sanctioned by a special disciplinary court. Moreover, if Executive or Supervisory Board members break the oath, the supervisory authority (DNB/AFM) can decide to reassess their suitability. As mentioned above, a significant change has been made to the supervisory structure within the Eurozone and in November 2014 the Single Supervisory Mechanism ("SSM") came into force, a mechanism composed of national competent authorities and the ECB with the ECB assuming direct responsibility for a significant part of the prudential supervision of ING Bank and its holding company the Issuer. ING expects to benefit from the harmonisation of supervision resulting from the SSM but at the same time does not expect such harmonisation to be fully in place in the short- to mid-term.

Another significant change in the regulatory environment is the setting up of the Single Resolution Mechanism ("SRM"), which comprises the Single Resolution Board ("SRB") and the national resolution authorities and is fully responsible for the resolution of banks within the Eurozone as of 1 January 2016. ING has been engaging already with the Dutch national resolution authorities for a few years with the aim to draw up a resolution plan for ING. ING will continue to work with the SRB to set up a resolution plan for ING. The rules underpinning the SRM could have a significant impact on business models and capital structure of financial groups but at this stage it is not clear what the impact on ING's banking operations will be.

As a third pillar to the Banking Union, the EU has harmonised regulations for Deposit Guarantee Schemes ("DGS"). Main elements are the creation of ex-ante funded DGS funds, financed by risk-weighted contributions from banks. As a next step, the EU is discussing a pan-European (or pan-banking union) DGS, (partly) replacing or complementing national compensation schemes. A more definitive proposal is expected in 2017 or 2018.

Dodd-Frank Act

The U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank Act"), which became law on 21 July 2010, represented a significant overhaul in the regulation of U.S. financial institutions and markets. The primary impact on ING Bank is through the establishment of a regulatory regime for the off-exchange derivatives market, pursuant to Title VII of the Dodd-Frank Act.

Among other things, the regulation of the U.S. derivatives market required swap dealers to register with the Commodity Futures Trading Commission (the "CFTC", the primary swaps regulator in the U.S.) as 'swap dealers' or 'major swap participants' and be subject to CFTC regulation and oversight. The ING subsidiary, ING Capital Markets LLC, is registered as a swap dealer. As a registered entity, it is subject to business

conduct, record-keeping and reporting requirements, as well as capital and margin requirements. In addition to the obligations imposed on registrants, such as swap dealers, reporting, clearing, and on-facility trading requirements have been imposed for much of the off-exchange derivatives market. It is possible that registration, execution, clearing and compliance requirements will increase the costs of and restrict participation in the derivative markets. These rules (as well as further regulations, some of which are not yet final) could therefore restrict trading activity, reducing trading opportunities and market liquidity, potentially increasing the cost of hedging transactions and the volatility of the relevant markets. This could adversely affect the business of ING in these markets.

The Dodd-Frank also impacts U.S. banks and non-U.S. banks with branches or agencies in the United States. The primary impacts are through the Volcker Rule and Section 165 of the Dodd-Frank Act.

The Volcker Rule imposes limitation on U.S. banks, the U.S. branches of non-U.S. banks, and the affiliates of either, on proprietary trading and investing in hedge funds and private equity funds.

Among other things, Section 165 of the Dodd-Frank Act imposes capital, liquidity, stress-testing, and risk management requirements on most U.S. banking and non-banking operations of non-U.S. banking organisations with U.S. branches or agencies. Those with U.S. non-banking assets of \$50 billion or more also must establish an intermediate holding company as the top-level holding company for the organisation's U.S. non-banking entities. This intermediate holding company is regulated in a manner similar to a U.S. bank holding company.

The Dodd-Frank Act also created a new agency, the Financial Stability Oversight Council ("FSOC"), an inter-agency body that is responsible for monitoring the activities of the U.S. financial system, designating systemically significant financial services firms and recommending a framework for substantially increased regulation of such firms, including systemically important non-bank financial companies that could consist of securities firms, insurance companies and other providers of financial services, including non-U.S. companies. The consequences of being designated a systemically important non-bank financial company could be significant, including having subsidiaries supervised by the Federal Reserve Board, and being subject to heightened prudential standards, including minimum capital requirements, liquidity standards, short-term debt limits, credit exposure requirements, management interlock prohibitions, maintenance of resolution plans, stress testing, and other restrictions. ING or any part thereof (such as its U.S. operations) has not been designated a systemically significant non-bank financial company by the FSOC and such a designation is deemed unlikely.

The Dodd-Frank Act also imposes a number of other requirements, some of which may have a material impact on ING Bank's operations and results, as discussed further under "Risk Factors—The Issuer operates in highly regulated industries. Changes in laws and/or regulations governing financial services or financial institutions or the application of such laws and/or regulations governing its business may reduce its profitability".

Basel III and European Union Standards as currently applied by ING Bank

DNB, ING Bank's home country supervisor until the ECB took over that position in November 2014, has given ING Bank permission to use the most sophisticated approaches for solvency reporting under the Financial Supervision Act, the Dutch legislation reflecting the Basel II and Basel III Frameworks. DNB has shared information with host regulators of relevant jurisdictions to come to a joint decision. In all jurisdictions where the bank operates through a separate legal entity, ING Bank must meet local Basel requirements as well.

ING Bank uses the Advanced IRB Approach for credit risk, the Internal Model Approach for its trading book exposures and the Advanced Measurement Approach for operational risk. As of 2009, a Basel I regulatory

floor of 80% of Basel I RWA has been applicable. A small number of portfolios are still reported under the Standardised Approach.

In December 2010, the Basel Committee on Banking Supervision announced higher global minimum capital standards for banks, and has introduced a new global liquidity standard and a new leverage ratio to be phased in over 2014-2018. The Committee's package of reforms, collectively referred to as the "Basel III" rules, among other requirements, increases the amount of common equity required to be held by subject banking institutions, prescribes the amount of liquid assets and the long term funding a subject banking institution must hold at any given moment, and limits leverage. Banks will be required to hold a "capital conservation buffer" to withstand future periods of stress such that the required common equity Tier 1 ratio, when the buffer is fully phased in on 1 January 2019, will rise to 7%. Basel III also introduces a "countercyclical buffer" as an extension of the capital conservation buffer, which permits national regulators to require banks to hold more capital during periods of high credit growth (to strengthen capital reserves and moderate the debt markets). Further, Basel III will strengthen the definition of capital that will have the effect of gradually disqualifying many hybrid securities during the years 2013-2022, including the hybrids that were issued by the ING Group, from inclusion in regulatory capital, as well as the higher capital requirements (for example, for credit value adjustments ("CVAs") and illiquid collateral) as part of a number of reforms to the Basel II framework. In addition, the Basel Committee and Financial Stability Board ("FSB") published measures that would have the effect of requiring higher loss absorbency capacity, liquidity surcharges, exposure limits and special resolution regimes for, and instituting more intensive and effective supervision of, "systemically important financial institutions" ("SIFIs"), in addition to the Basel III requirements otherwise applicable to most financial institutions. The implementation of these measures began in 2012 and full implementation is targeted for 2019. ING Bank has been designated by the Basel Committee and FSB as a so-called "Global Systemically Important Banks" ("G-SIBs"), most recently in November 2015, and by DNB and the Dutch Ministry of Finance as a "domestic SIB" ("D-SIB") from November 2011 onward.

For European banks the Basel III requirements have been implemented through the Capital Requirement Regulation ("CRR") and the Capital Requirement Directive ("CRD IV"). The Dutch CRD IV Implementation Act has led to significant changes in the Dutch prudential law provisions, most notably with regard to higher capital and liquidity requirements for all banks. The CRD IV regime entered into effect in August 2014 in The Netherlands, but not all requirements are to be implemented all at once. Having started in 2014, the requirements will be gradually tightened, mostly before 2019, until the Basel III migration process is completed in 2022. While the full impact of the new Basel III rules, and any additional requirements for G-SIBs if and as applicable to ING Group, will depend on how they are implemented by national regulators, including the extent to which such regulators and supervisors can set more stringent limits and additional capital requirements or surcharges, as well as on the economic and financial environment at the time of implementation and beyond, ING Bank expects these rules to have a material impact on ING Bank's operations and financial condition and may require ING Group to seek additional capital. The DNB requires the largest Dutch banks, including ING Group, to build up a 3% Systemic Risk Buffer during 2016-2019 in addition to the capital conservation buffer and the countercyclical buffer described above, but this buffer then includes both the G-SIB and domestic SIB buffers mentioned above.

Banks are also subject to Pillar 2 requirements. Based on an internal capital adequacy assessment process ("ICAAP"), the ECB has examined ING's capital adequacy and set a Pillar 2 requirement of 1.75% for ING Group.

ING Bank files consolidated quarterly and annual reports of its financial position and results with DNB in The Netherlands as well as with the ECB. ING Bank's independent auditors audit these reports on an annual basis.

United States

ING Bank has a limited direct presence in the United States through the facility of the ING Bank Representative Office in New York. Although the office's activities are strictly limited to essentially that of a marketing agent of bank products and services and a facilitator (i.e. the office may not take deposits or execute any transactions), the office is subject to the regulation of the State of New York Department of Financial Services and the Federal Reserve. ING Bank also has a subsidiary in the United States, ING Financial Holdings Corporation, which through several operating subsidiaries (one of which is registered with the U.S. Commodity Futures Trading Commission as a swap dealer and another of which is registered with the U.S. Securities and Exchange Commission as a securities broker-dealer) offers various financial products, including lending, and financial markets products. These entities do not accept deposits in the United States on their own behalf or on behalf of ING Bank.

Anti-Money Laundering Initiatives and countries subject to sanctions

A major focus of governmental policy on financial institutions in recent years has been aimed at combating money laundering and terrorist financing. The USA PATRIOT Act of 2001 (the "USA PATRIOT Act") substantially broadened the scope of U.S. anti-money laundering laws and regulations by imposing significant new compliance and due diligence obligations, creating new crimes and penalties and expanding the extra-territorial jurisdiction of the United States. The U.S. Treasury Department has issued a number of implementing regulations, which apply various requirements of the USA PATRIOT Act to financial institutions such as the Issuer's bank, broker-dealer and investment adviser subsidiaries and mutual funds advised or sponsored by its subsidiaries. Those regulations impose obligations on financial institutions to maintain appropriate policies, procedures and controls to detect, prevent and report money laundering and terrorist financing and to verify the identity of their customers. In addition, the bank regulatory agencies are imposing heightened standards, and law enforcement authorities have been taking a more active role. Failure of a financial institution to maintain and implement adequate programs to combat money laundering and terrorist financing could have serious legal and reputational consequences for the institution. Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012 ("ITRA"), which was signed into law on 10 August 2012, added a new subsection (r) to Section 13 of the Securities Exchange Act of 1934, as amended, which requires ING to disclose whether ING Group or any of its affiliates has engaged during the calendar year in certain Iran-related activities, including any transaction or dealing with the Government of Iran that is not conducted pursuant to a specific authorisation of the U.S. government.

EU and US sanctions against Iran were partially lifted in January 2016 under the Joint Comprehensive Plan of Action (JCPOA) that was agreed in July 2015 by China, France, Germany, Russia, the United Kingdom, the United States, the European Union, and Iran. As noted above, ING Bank has maintained its policy not to enter into new relationships with clients from Iran and processes remain in place to discontinue existing relationships involving Iran.

ING Bank maintains a limited legacy portfolio of guarantees, accounts, and loans that involve various entities with a (perceived) Iranian nexus. These positions remain on the books, but accounts related thereto are 'frozen' where prescribed by applicable laws and procedures and in all cases subject of an increased level of scrutiny. Any interest or other payments ING Bank is legally required to make in connection with said positions are only made into such accounts. Funds can only be withdrawn by relevant Iranian parties from these 'frozen' accounts after due regulatory consent from the relevant competent authorities. ING Bank has strict controls in place to monitor every transaction related to these accounts, specifically to ensure that no unauthorised account activity takes place in relation to accounts that are 'frozen'. ING Bank may receive loan repayments, duly authorised by the relevant competent authorities where prescribed by applicable laws. For the relevant period, ING Group had gross revenues of approximately USD 5.3 million, which was principally related to legacy loan repayment, and ING Group estimates that it had net profit of

approximately USD 63,399. ING Bank intends to terminate each of the legacy positions as the nature thereof and applicable law permits.

The ING Bank Financial Economic Crime Policy (the "ING Bank FEC Policy") and Minimum Standards directly reflect relevant national and international laws, regulations and industry standards. The ING Bank FEC Policy is mandatory and applies to all ING banking entities, majority owned ING business, businesses under management control, staff departments, product lines and to all client engagements and transactions.

Management of ING Bank entities maintain appropriate local procedures that enable them to comply with local laws, regulations and the relevant ING Bank FEC Policy and Minimum Standards. Where local laws and regulations are more stringent, the local laws and regulations are applied. Likewise the FEC Policy and Minimum Standards prevail when the standards therein are stricter than stipulated in local laws and regulations and if not specifically forbidden (data privacy or bank secrecy).

The ING Bank FEC Policy and Minimum Standards provide a clear statement of what is required by all ING Bank entities, in order to guard against any involvement in criminal activity, and to participate in international efforts to combat money laundering and the funding of terrorist and criminal activities. The requirements in the ING Bank FEC Policy cover minimum standards and controls related to: money laundering, terrorist financing, export trade controls, proliferation financing, sanctions (economic, financial and trade) and countries designated by ING Bank as Ultra High Risk Countries (UHRC). The effectiveness of those controls is reviewed periodically.

As a result of frequent evaluation of all businesses from economic, strategic and risk perspective ING Bank continues to believe that for business reasons doing business involving certain specified countries should be discontinued. In that respect, ING has a policy not to enter into new relationships with clients from these countries and processes remain in place to discontinue existing relationships involving these countries. At present these countries are North Korea, Sudan, Syria, Iran and Cuba. Each of these countries is subject to a variety of EU, US and/or other sanctions regimes. Iran, Sudan, and Syria are identified by the US as state sponsors of terrorism and are subject to U.S. economic sanctions and export controls.

ING Bank has a robust FEC control framework in place to mitigate the risks related to Financial Economic Crime, and the framework is embedded in the day-to-day processes.

Also in 2016, the Ukraine-related sanctions as imposed earlier by both the US and the EU remained in force. Those sanctions restrict amongst others the dealing in specific (financial) products with certain named parties. Management of ING Bank entities use their existing control framework to ensure compliance with these sanctions.

The 4th AML Directive as issued by the European Union has been incorporated into the update of the FEC Policy and Minimum Standards. The main changes in this Directive (compared to the 3rd AML Directive) are related to: the establishment of an UBO register (at national level with the potential to share the information within the European Economic Area (EEA)) and a stronger approach towards the application of Due Diligence on ING's customers. The final translation of the 4th AML Directive into the laws and regulations of the EU member states is foreseen in Q2/2017. Various global programs have started in 2016 to enhance the Know Your Client process and the risk assessment of the clients' files, as well as strengthening the requirements and activities relating to Client Activity Monitoring.

Australia

ING Bank's banking activities are undertaken in Australia by ING Bank (Australia) Limited (trading as ING Direct) and ING Bank N.V., Sydney Branch. Banking activities, specifically licensing of an Authorised Deposit Taking Institution ("ADI") in Australia are subject to regulation by the Australian Prudential Regulation Authority ("APRA") and the Australian Securities and Investments Commission ("ASIC"). In addition, ING Bank entities are required to comply with the requirements under the Anti-Money Laundering

and Counter Terrorism Financing Act that is subject to regulatory compliance oversight by the Australian Transaction Reports and Analysis Centre ("AUSTRAC").

APRA is responsible for the prudential regulation of banks and ADI's, life and general insurance companies, superannuation funds and Retirement Savings Account Providers. ASIC regulates corporate entities, markets, financial services and consumer credit activities. ASIC's aim is to protect markets and consumers from manipulation, deception and unfair practices and also promote confident participation in the financial system.

As an Australian incorporated subsidiary, ING Bank (Australia) Limited is required to comply with corporate requirements and in the event of listing of issued debt securities to comply with Australian Securities Exchange listing and disclosure requirements. ING Bank (Australia) Limited must demonstrate compliance with financial services laws as a condition to maintaining its Australian Financial Services Licence ("AFSL") and Australian Credit Licence ("ACL"). ING Bank N.V., Sydney Branch is not an Australian incorporated legal entity. ING Bank N.V., Sydney Branch holds its own banking ADI license and AFSL which is limited to the provision of financial services to wholesale clients.

DESCRIPTION OF ING BANK N.V.

GENERAL

ING Bank N.V. is part of ING Groep N.V. ING Groep N.V., also called "ING Group", is the holding company for a broad spectrum of companies (together, "ING"). ING Group holds all shares of ING Bank N.V., which is a non-listed 100% subsidiary of ING Group.

ING is a holding company incorporated in 1991 under the laws of The Netherlands. ING currently is a global financial institution with a strong European base, offering banking services. ING draws on its experience and expertise, its commitment to excellent service and its global scale to meet the needs of a broad customer base, comprising individuals, families, small businesses, large corporations, institutions and governments. ING serves more than 34 million customers in over 40 countries. ING has more than 54,000 employees.

The IPO of NN Group, ING's former European/ Japanese insurance businesses, the completion of the divestment of ING's stake in NN Group and the full divestment of ING's shares in Voya Financial, Inc. ("Voya") largely completed ING's restructuring mandated by the restructuring plan ING submitted to the EC in connection with obtaining final approval for the Dutch State Transactions under the EC state aid rules (as amended, the "Restructuring Plan").

ING Bank currently offers retail banking services to individuals, small and medium-sized enterprises ("SMEs") and mid-corporates in Europe, Asia and Australia and wholesale banking services to customers around the world, including multinational corporations, governments, financial institutions and supranational organisations. ING Bank currently serves more than 34 million customers through an extensive network in more than 40 countries. ING Bank has more than 54,000 employees.

ING Bank's reporting structure reflects the two main business lines through which it is active: Retail Banking and Wholesale Banking.

ING Bank has defined three categories of markets in which it intends to compete: Market Leaders, Challengers and Growth markets. ING Bank's aim is to become the primary bank for more customers in these markets through growing the share of payment accounts in Retail Banking and with anchor products, such as lending and transaction services, in Wholesale Banking.

Market Leaders: are ING Bank's businesses in mature markets in the Benelux where it is among the leaders in retail and wholesale banking. Its strategy is to grow in selected segments, continue to invest in digital leadership with a digital-first model, deliver on operational excellence programmes and create greater cost efficiency in order to fund business expansion in growth markets.

Challengers: are markets where ING Bank offers both retail and wholesale banking services. Its retail activities are mainly directbanking offered online with a significant cost advantage over traditional banks. Its strategy is to leverage its strong savings franchises in these markets to expand into payments accounts and increase the number of primary customer relationships. ING Bank is also using its direct banking experience to grow the lending business at low cost in areas like consumer and SME lending. Further, ING Bank is using its strong savings businesses to fund expansion of Wholesale Banking, particularly to support clients in Industry Lending and working capital solutions.

Growth Markets: these are markets with a full range of retail and wholesale banking services in markets with expanding economies and strong growth potential. ING Bank is investing to achieve sustainable franchises and will focus on digital leadership by converging to the direct-first model and by prioritising innovation.

Retail Banking

Retail Banking provides banking services to individuals, SMEs and mid-corporates in Europe, Asia and Australia. A full range of products and services is provided, albeit offerings may vary according to local demand.

Retail Banking operates in a variety of markets within the three market categories mentioned above: Market Leaders, Challengers and Growth Markets. In all markets ING pursues a digital-first approach, complemented by advice when needed, with omnichannel contact and distribution possibilities. Market Leaders are ING Bank's businesses in the Netherlands, Belgium and Luxembourg. In its Challengers countries – Australia, Austria, the Czech Republic, France, Germany, Italy and Spain – ING Bank combines strong deposit-gathering capabilities with low-cost digital distribution. Growth Markets are expanding economies that offer good opportunities for achieving sustainable share: Poland, Romania and Turkey, its stakes in Bank of Beijing (China) and TMB (Thailand) and ING Bank's investment in Kotak Mahindra Bank (India). In most of its markets ING Bank offers a full range of retail banking products and services, covering payments, savings, investments and secured and unsecured lending.

Wholesale Banking

ING Bank is a European wholesale bank with global reach. It has an extensive international network of offices in more than 40 countries across Europe, Asia and the Americas. ING Bank's global franchises in Industry Lending, General Lending, Transaction Services and Financial Markets serve a range of organisations, including corporates, multinational corporations, financial institutions, governments and supranational bodies. ING Bank's purpose is to empower customers to stay a step ahead in life and in business.

In Wholesale Banking, ING Bank helps its wholesale banking clients meet their ambitions, either in a specific area of expertise or geography. It aims to provide a differentiating and seamless client experience through new technologies and services across the globe. ING Bank's lending capabilities are at the heart of most of client relationships. ING Bank continues to grow Industry Lending by supporting clients with sector expertise and in-depth knowledge of their business. Transaction Services extends its client offering with international payments and cash management, trade finance services and working capital solutions. Financial Markets, as the bank's gateway to global professional markets, serves ING Bank's clients from treasury through to capital markets, providing risk management and structured financial products.

As of 2016, ING's commercial banking activities were renamed Wholesale Banking. The new name better reflects the mainly international, large corporate and institutional nature of its business. It clearly positions ING as a global wholesale bank and is more aligned with the consistent client experience it aims for across its markets.

INCORPORATION AND HISTORY

ING Bank was incorporated under Dutch law in the Netherlands on 12 November 1927 for an indefinite duration in the form of a public limited company as *Nederlandsche Middenstandsbank N.V.* ("NMB Bank").

On 4 October 1989, NMB Bank merged with Postbank, the leading Dutch retail bank. The legal name of NMB Bank was changed into NMB Postbank Groep N.V. On 4 March 1991, NMB Postbank Groep N.V. merged with Nationale-Nederlanden N.V., the largest Dutch insurance group. On that date, the newly formed holding company Internationale Nederlanden Groep N.V. honoured its offer to exchange the shares of NMB Postbank Groep N.V. and of Nationale-Nederlanden N.V. NMB Postbank Groep N.V. and Nationale-Nederlanden N.V. continued as sub-holding companies of Internationale Nederlanden Groep N.V. An operational management structure ensured a close co-operation between the banking and insurance activities, strategically as well as commercially. The sub-holding companies remained legally separate. After interim changes of name, the statutory names of the above-mentioned companies were changed into ING Groep N.V., ING Bank N.V. and ING Verzekeringen N.V. on 1 December 1995.

In May 2009, ING announced that – in line with its April 2009 strategy announcement – it was taking measures to simplify its governance. These measures have been implemented. In October 2009, ING announced that it would move towards a separation of ING's banking and insurance operations, clarifying the strategic direction for the bank and the insurance company going forward. In April 2016, ING completed the divestment of its insurance business through the sale of its remaining stake in NN Group.

The registered office of ING Bank N.V. is at Bijlmerplein 888, 1102 MG Amsterdam, The Netherlands (telephone number: +31 20 563 9111). ING Bank N.V. is registered at the Chamber of Commerce of Amsterdam under no. 33031431 and its corporate seat is in Amsterdam, The Netherlands. The Articles of Association of ING Bank N.V. were last amended by notarial deed executed on 13 December 2013. According to Article 2 of its Articles of Association, the objects of ING Bank N.V. are to conduct the banking business in the widest sense, including insurance brokerage, to acquire, build and operate real estate, to participate in, manage, finance and furnish personal or real security for the obligations of and provide services to other enterprises and institutions of any kind, but in particular enterprises and institutions which engage in lending, investments and/or other financial services, and to engage in any activity which may be related or conducive to the foregoing.

As a non-listed company, ING Bank N.V. is not bound by the Dutch Corporate Governance Code (the "Code"). ING Group, as the listed holding company of ING Bank N.V., is in compliance with the Code. However, ING Bank is bound to the Dutch Banking Code. The Dutch Banking Code is a form of self-regulation that took effect on 1 January 2010 on a 'comply or explain' basis. On 16 October 2014, the Dutch Banking Association published a revised version of the Dutch Banking Code. Just like its predecessor, the revised version ("Banking Code"), is applicable to ING Bank. The Banking Code applies to the financial year 2015 and subsequent years, as of the financial year 2015, On 2 March 2016, ING Bank published its application of the Dutch Banking Code on its corporate website www.ing.com.

SUPERVISORY BOARD AND MANAGEMENT BOARD BANKING

ING Bank has a two-tier board system, consisting of a Supervisory Board and a Management Board Banking. All members of the Supervisory Board, with the exception of Eric Boyer de la Giroday, are independent within the meaning of the Code. Eric Boyer de la Giroday is not to be regarded as independent within the meaning of the Code because of his position as chairman of the Board of Directors of ING Belgium S.A./N.V. and his former positions as a member of the Executive Board of ING Group and vice-chairman of Management Board Banking of ING Bank N.V. The task of the Supervisory Board is to supervise the policy of the Management Board Banking and the general course of events at ING Bank and to assist the Management Board Banking by providing advice. The Management Board Banking is responsible for the daily management of ING Bank.

The composition of the Supervisory Board and the Management Board Banking is as follows:

- Supervisory Board: J. (Jeroen) van der Veer (chairman), H.J.M. (Hermann-Josef) Lamberti (vice-chairman), E.F.C.B. (Eric) Boyer de la Giroday, H.W. (Henk) Breukink, M. (Mariana) Gheorghe, I. (Isabel) Martín Castellá, Robert W.P. Reibestein and A. (Ann) Sherry.
- Management Board Banking: R.A.J.G. (Ralph) Hamers (chairman), J.V. (Koos) Timmermans (vice-chairman), P.G. (Patrick) Flynn (CFO), R.M.M. (Roel) Louwhoff (COO), W.F. (Wilfred) Nagel (CRO), W.L.A. (Bill) Connelly and A. (Aris) Bogdaneris.

The business address of all members of the Supervisory Board and the Management Board Banking is: ING Bank N.V., Bijlmerplein 888 (Amsterdamse Poort), P.O. Box 1800, 1000 BV Amsterdam.

In order to avoid potential conflicts of interest, ING Bank N.V. has a policy that members of its Management Board Banking do not accept corporate directorships with listed companies outside ING.

Details of relationships that members of the Management Board Banking may have with ING Group subsidiaries as ordinary, private individuals are not reported.

There are no potential conflicts of interest between any duties owed by the members of the Supervisory Board or the Management Board Banking to ING Bank N.V. and any private interests or other duties which such persons may have.

Listed below are the most relevant ancillary positions performed by members of the Supervisory Board outside ING.

Veer, J. van der

Chairman of the Supervisory Board of Koninklijke Philips Electronics N.V., The Netherlands.

Member of the Supervisory Board of Koninklijke Boskalis Wesminter N.V.

Member of the Board of Directors of Statoil ASA, Norway.

Member of the Supervisory Board of Het Concertgebouw N.V., The Netherlands.

Chairman of the Supervisory Council of Nederlands Openluchtmuseum, The Netherlands.

Member of the Board of Nationale Toneel (theatre), The Netherlands.

Boyer de la Giroday, E.F.C.B.

Chairman of the Board of Directors ING Belgium S.A./N.V, Belgium.

Member of the Board of the Directors of the International Institute for Physics and Chemistry founded by Ernest Solvay, asb, Belgium.

Breukink, H.W.

Chairman of the Supervisory Board of NSI N.V. (real estate fund), The Netherlands.

Non-executive director of Brink Groep B.V., The Netherlands.

Chairman of the Supervisory Board of Inholland University, The Netherlands.

Non-executive Director of Gemeente Museum Den Haag, The Netherlands.

Gheorge, M.

Chief Executive Officer of OMV Petrom S.A., Romania

Chairwoman of the Supervisory Board of OMV Petrom Marketing SRL, Romania

Chairwoman of the Supervisory Board of OMV Petrom Gas SRL, Romania

Chairwoman of the Supervisory Board of OMV Petrom Global Solutions SRL, Romania

Martín Castellá, I.

Member of the Supervisory Board of SACYR S.A., Spain.

Member of the Advisory Board of NEINVER S.A., Spain.

Member of the Advisory Board of GED Capital, Spain

Lamberti, H-J.M.

Non-executive Member of the Board of Directors of Airbus Group N.V. (formerly European Aeronautic Defense and Space Company N.V.), The Netherlands.

Chairman of the Supervisory Board of Hypo Group Alpe Adria (HAA), SEE, Austria.

Member of the Supervisory Board Open-Xchange AG, Germany.

Member of the Supervisory Board of Stonebrach, United States of America.

Reibestein, R.W.P.

Member of the Supervisory Board of IMC B.V., The Netherlands.

Member of the Supervisory Board of World Wildlife Fund, The Netherlands.

Sherry, A.

Member of the Supervisory Board ING (Australia) Limited, Australia.

Member of the Supervisory Board Sydney Airport Corporation, Australia.

Member of the Supervisory Board The Palladium Group, Australia.

Chairwoman of Carnival Australia (advisory role), Australia.

SUPERVISORY BOARD COMMITTEES

The Supervisory Board has five standing committees: the Audit Committee, the Risk Committee, the Remuneration Committee, the Nomination Committee and the Corporate Governance Committee.

The organisation, powers and conduct of the Supervisory Board are detailed in the Supervisory Board Charter. Separate charters have been drawn up for the Audit Committee, the Risk Committee, the Remuneration Committee, the Nomination Committee and the Corporate Governance Committee. These charters are available on the website of ING Group (www.ing.com) (but are not incorporated by reference in, and do not form part of, this Program Information). A short description of the duties for the five Committees follows below.

The Audit Committee assists the Supervisory Board in monitoring the integrity of the financial statements of ING Bank N.V., in monitoring the compliance with legal and regulatory requirements and in monitoring the independence and performance of ING Bank's internal and external auditors. At the date of this Program Information, the members of the Audit Committee were: Hermann-Josef Lamberti (chairman), Eric Boyer de la Giroday, Isabel Martín Castellá, and Robert Reibestein. Eric Boyer de la Giroday is a financial expert as defined in the Dutch Corporate Governance Code considering his academic background as well as his knowledge and experience in his previous role as a board member and vice-chairman of ING Groep N.V. and ING Bank N.V.

The Risk Committee assists and advises the Supervisory Board in monitoring the risk profile of ING as a whole as well as the structure and operation of the internal risk management and control systems. At the date of this Program Information, the members of the Risk Committee were: Robert Reibestein (chairman), Eric Boyer de la Giroday, Hermann-Josef Lamberti and Jeroen van der Veer.

The Remuneration Committee's tasks include advising the Supervisory Board on the terms and conditions of employment (including remuneration) of the members of the Management Board Banking and on the policies and general principles on which the terms and conditions of employment of the members of the Management Board Banking and of senior managers of ING Bank and its subsidiaries are based. At the date of this Program Information, the members of the Remuneration Committee were: Henk Breukink (chairman) and Jeroen van der Veer.

The Nomination Committee's tasks include advising the Supervisory Board on the composition of the Supervisory Board and Management Board Banking. At the date of this Program Information, the members

of the Nomination Committee were: Jeroen van der Veer (chairman), Henk Breukink and Isabel Martín Castellá.

The Corporate Governance Committee assists the Supervisory Board in monitoring and evaluating the corporate governance of ING as a whole and reporting on this in the annual report and to the General Meeting. It also advises the Supervisory Board on improvements. At the date of this Program Information, the members of the Corporate Governance Committee were: Henk Breukink (chairman) and Jeroen van der Veer.

FIVE-YEAR KEY CONSOLIDATED FIGURES FOR ING BANK N.V. ⁽¹⁾

	2015	2014	2013	2012	2011
	<i>(EUR millions)</i>				
Balance sheet⁽²⁾					
Total assets	838,528	828,602	787,566	834,322	961,603
Total equity.....	41,495	38,686	33,760	35,807	35,498
Deposits and funds borrowed ⁽³⁾	660,104	640,243	624,274	633,683	682,523
Loans and advances	536,543	518,119	508,329	541,527	577,569
Results⁽⁴⁾					
Total income.....	17,070	15,674	15,327	16,298	17,195
Operating expenses.....	9,308	10,225	8,805	9,630	10,239
Additions to loan loss provisions.....	1,347	1,594	2,289	2,125	1,670
Result before tax.....	6,415	3,855	4,233	4,543	5,286
Taxation.....	1,684	1,032	1,080	1,171	1,215
Net result (before minority interests).....	4,731	2,823	3,153	3,372	4,071
Attributable to Shareholders of the parent	4,659	2,744	3,063	3,281	3,993
Ratios (in %)					
BIS ratio ⁽⁵⁾	16.04	15.53	16.46	16.96	14.26
Tier 1 ratio ⁽⁶⁾	13.43	12.52	13.53	14.40	11.69

Notes:

- (1) These figures have been derived from the audited annual accounts of ING Bank N.V. in respect of the financial years ended 31 December 2011 to 2015, respectively, provided that certain figures in respect of the financial years ended 31 December 2011 to 2013, respectively, have been restated to reflect changes in accounting policies in 2014. See for further details page 26 of the 2014 Annual Report ING Bank N.V.
- (2) At 31 December.
- (3) Figures including Banks and Debt securities.
- (4) For the year ended 31 December.
- (5) BIS ratio = BIS capital as a percentage of Risk Weighted Assets. Note: As of 2014, these Risk Weighted Assets are based on Basel III phased-in, until year-end 2013 based on Basel II.
- (6) Tier 1 ratio = Available Tier 1 capital as a percentage of Risk Weighted Assets. Note: As of 2014, these Risk Weighted Assets are based on Basel III phased-in, until year-end 2013 based on Basel II.

SHARE CAPITAL AND PREFERENCE SHARES

The authorised share capital of ING Bank N.V. amounted to EUR 1,808 million at 31 December 2015, consisting of 1,600 million ordinary shares with a nominal value of EUR 1.13 each and 50 preference shares,

with a nominal value of EUR 1.13 each. The issued and paid-up capital amounted to EUR 525 million, consisting of 465 million ordinary shares and seven preference shares at 31 December 2015.

SIGNIFICANT DEVELOPMENTS IN 2015

Important changes in market and regulatory context

Macroeconomic developments in 2015

Several interrelated themes stood out in 2015: the price of oil and other commodities, the resilience of the Chinese economy, and the timing and content of monetary policy measures in the US and the Eurozone. The oil price seemed to have reached a low early in the year and soon started to climb. But it resumed its slide in the second half of the year. This coincided with turmoil on Chinese stock markets and worldwide concerns about Chinese economic growth. These worries spread to other emerging markets. While several emerging markets did indeed see economic growth decelerate, a sharp growth slowdown in China did not materialise in 2015, thanks in part to government stimulus measures.

Meanwhile, the US economy continued to grow at a modest pace in 2015, despite headwinds from a stronger dollar and reduced investment in the oil industry because of low oil prices. The labour market in particular did well, with unemployment falling to levels well below the long-term average. The question of when the US Federal Reserve would start raising rates was therefore a dominant theme for financial markets throughout the year. Expectations began to be tempered at mid-year when the slowdown in emerging markets sparked fears this would also take a toll on the US economy. The US economy remained strong enough however for the Federal Reserve to embark on the first rate hike in more than nine years at its December meeting.

Eurozone developments

In the Eurozone, 2015 saw a policy of further monetary expansion, helping to bring about a broadening of the recovery. Exports and low oil prices supported the Eurozone economy in the first half of the year, although the global slowdown started to weigh on exports towards the end of the year. The combination of low inflation and increasing employment boosted household purchasing power, fuelling consumer confidence and accelerating consumption growth.

The Greek crisis has not materially influenced the Eurozone recovery. Within the Eurozone, Germany in particular was able to take advantage of the weaker euro by increasing its exports, offsetting deteriorating exports to emerging markets. Domestic demand in Germany developed favourably as well, helped by job creation and nominal wage growth. The French economy on the other hand appeared weaker, bogged down by falling house prices and rising unemployment. Italian domestic demand finally began to recover in 2015 – albeit cautiously, while Spain was an outperformer on both gross domestic product (GDP) and jobs growth, thanks in part to earlier structural reforms. In the Netherlands, the revival of the housing market was the most important driver behind the pick-up in both consumption and fixed capital formation.

The weak and fragile nature of the recovery and falling inflation expectations prompted the ECB to embark on quantitative easing early in 2015. This sent Eurozone bond yields to unprecedented lows in the first half of the year. German government bond yields with a duration up to nine years turned negative for a short time. Important money market rates such as three-month Euribor and six-month Euribor sank below zero. As worries about a global slowdown mounted, the ECB announced in December that it will extend its quantitative easing until March 2017, and lowered the deposit rate a further 10 basis points to -0.3%.

Lower interest rates helped shore up Eurozone credit demand. Bank lending to households accelerated modestly in 2015, while lending to businesses finally turned positive after three years of deleveraging. Marked differences between countries remain, with credit growth generally more positive in northern European countries, while still negative in southern ones.

Low interest rate environment

The current situation with persistent low interest rates may put banks' net interest income under pressure. On mortgages for instance, ING Bank could be confronted with higher than expected prepayment rates as the difference between rates on the existing mortgage portfolio and the prevailing market rate causes customers to refinance. On savings, the net interest income may decrease as possibilities for further reduction of client rates on savings deposits are limited. ING Bank actively manages its interest rate risk exposure and successfully maintained the net interest margin on its core lending franchise in 2015. To address the challenge of interest income erosion, containing costs remains an important goal. ING is also putting more emphasis on generating fee-based income and are reassessing its product characteristics.

Progress on regulatory initiatives that are most relevant to ING

November 2014 marked the start of the Single Supervisory Mechanism (SSM), with a central role for the ECB in the prudential supervision of Eurozone banks. This was a decisive moment in the creation of the European Banking Union.

ING Bank has always been a strong supporter of the SSM. As a predominantly European cross-border universal bank, the Issuer has a clear interest in the proper functioning of European financial markets and in a harmonised approach to European supervision. The Issuer believes that it will contribute to a more efficient use of financial funds across Europe and as such should help to foster growth prospects of the European economy.

After the first full year of operating under the new supervisory framework, banks' experiences are generally positive. The SSM aims to create the institutional conditions for overcoming fragmentation in supervisory practices. It is important that common methodologies and a shared culture are created within the SSM. That takes time. Some banks may experience challenges in the short term as they come to terms with the SSM supervisory approach. ING expects that the SSM will increase its transparency as the system gets embedded.

As well as the SSM, 2015 saw preparations for the Single Resolution Mechanism (SRM). The SRM came into force on 1 January 2016. This aims to ensure an orderly resolution process for failing banks.

With SSM and SRM, two of the three pillars of Banking Union have been established. Mutualisation of deposit guarantee schemes, the last remaining pillar, is progressing at a much slower pace. Lack of a common European deposit guarantee scheme leaves the Eurozone potentially vulnerable to bank-sovereign interdependency, despite the existence of the SSM. For national sovereigns remain, explicitly or implicitly, a liquidity provider of last resort for the deposit insurance scheme. When sovereigns get into trouble, deposit holders will worry that the national deposit guarantee scheme will be unable to meet its commitments should domestic banks fail. Greece's experience in 2015 made this clear. Capital controls had to be imposed to contain a bank run, and a euro deposited at a Greek bank was no longer de facto equal to a euro deposited at a bank in another member state.

Payment Services Directive (PSD II)

The second EU Directive on Payment Services (PSD II) was adopted in October 2015. This aims to create an EU-wide single market for payments with a modern and comprehensive set of rules. The goal is to make cross-border payments as easy, efficient and secure as domestic payments within a member state. The PSD II also seeks to improve competition by opening up payment markets to new entrants, thus fostering greater efficiency and cost reduction. While implementation in national law could take several years, ING sees the PSD II as an opportunity to develop new ways of serving its customers.

Regulatory uncertainty

The large number of new regulatory initiatives and consultations concerning banks' capitalisation continued to be a source of uncertainty in 2015. Examples are the ongoing discussions on bail-in-able instruments

(MREL/ TLAC), but also discussions in the Basel Committee about the risk weighting methodology and the interest rate risk in the banking book. ING Bank's main concern is that there is insufficient overview of the combined impact of all initiatives. Moreover, it is unclear what regulatory end-state policymakers are aiming for. This regulatory uncertainty complicates multi-year strategic planning and pushes banks towards confining themselves to no-regret decisions. Also considering the competitive pressures and fast market developments outlined below, ING Bank believes this piecemeal approach to regulation is not in the best interest of banks and their stakeholders.

In addition to more traditional financial-sector regulation, ING Bank noticed increasing regulatory interest in environmental and human rights impacts associated with its business activities. The Dutch Government initiative to come to a Banking Sector Agreement on international responsible business conduct, building on the OECD Guidelines for Multinational Enterprises. There is a call on the part of the public for increased transparency and continuous debate on the matter in the EU Parliament. Regulators are also looking at the potential link between sustainability and financial risk. An example is the Financial Stability Board looking into potential financial risks of climate change regulation.

Competitive landscape

Technology is removing a number of the barriers to entry that once insulated ING Bank's business. ING Bank faces competition from many different directions, with relatively new players providing more segmented offers to its customers and clients. Technology giants, payment specialists, retailers, telecommunication companies, crowd-funding initiatives and aggregators are all encroaching on traditional banking services. ING Bank's clients, in turn, are willing to consider these offers.

The banking industry is highly regulated. Banks strive to act in the interests of their customers. Safe banking requires specific knowledge of financial services and in-depth knowledge of customers as well as rigorous risk-management systems. As competition from outside the banking sector continues to increase, ING Bank has to become faster, more agile and more innovative. The Issuer believes that ING Bank's long track record as a financial institution and a strong brand give it a strong platform from which to face existing and future challenges and become a better company for all its stakeholders. ING Bank is a leader in digital banking, and it has scale combined with local market expertise. It is investing in building profitable, mutually beneficial relationships with its customers, based on the quality of its service and a differentiating customer experience. An example is ING Bank's strategic partnership with Kabbage. Together, they have launched a pilot project in Spain, offering small and medium-sized enterprises (SMEs) loans up to EUR 100,000. Kabbage's automated loan application and approval process is both accelerated and simple for customers. It makes use of full credit scoring and real-time risk monitoring and allows SMEs with an existing business account to get a loan within ten minutes, based on real-time business data.

Divestments in 2015

In April 2015, the merger between ING Vysya Bank ('ING Vysya') and Kotak Mahindra Bank ('Kotak') was completed and the legal entity ING Vysya ceased to exist. As a result of this transaction, ING holds a stake of 6.5% in the combined company, which operates under the Kotak brand. The transaction resulted in a gain of EUR 367 million and is recognised in the line 'Share of result from associates and joint ventures'. The transaction did not materially impact the shareholders' equity of ING Group. As at 31 December 2015, ING accounts for the investment in Kotak as an Available-for-sale equity investment.

Additional Tier 1 securities

On 9 April 2015, ING announced it would issue USD 2.25 billion securities in the form of Perpetual Additional Tier 1 Contingent Convertible Capital Securities qualifying as Additional Tier 1 capital under CRD IV / CRR to further strengthen ING's capital base. The securities are subject to full conversion into ordinary shares of ING Group in the event ING Group's phased-in CET 1 ratio falls below 7.0%. The

settlement of the securities occurred on 16 April 2015 and the proceeds of the issue were on-lent to ING Bank N.V. with the intention that the loan qualifies as Additional Tier 1 capital under CRD IV / CRR to further strengthen ING Bank's capital base.

SIGNIFICANT DEVELOPMENTS IN 2016

Tier 2 debt instruments

On 11 April 2016, the Issuer issued EUR 1 billion debt instruments in the form of Fixed Rate Subordinated Notes due 11 April 2028 under its EUR 55 billion Debt Issuance Programme qualifying as Tier 2 capital under CRD IV / CRR to further strengthen its capital base. These debt instruments are subject to an exchange provision pursuant to which these debt instruments issued by the Issuer may be exchanged for subordinated notes issued by ING Groep N.V.

DELIVERING ON RESTRUCTURING

As a result of having received Dutch state aid, ING in 2009 agreed a restructuring plan that met the European Commission's requirements to approve the state aid. The Restructuring Plan subjected ING to certain behavioural restrictions and it was required among other things, to divest a significant part of its operations, including its insurance activities and its ING Direct operations in the United States.

The behavioural restrictions ceased to apply on 29 May 2015 after ING divested NN more than 50% and deconsolidated NN under IFRS. As of 31 December 2015, the Restructuring Plan had been fully implemented, except for ING's obligation to sell its remaining stake in NN Group. In transactions executed in February and April 2016, ING completed the divestment of its stake in NN Group. The divestment improved ING Group's Common Equity Tier 1 ratio and also turned debt at the Group level into a cash surplus, providing ING with ample financial flexibility. ING believes the divestment has left the company stronger, simpler and more sustainable.

ING BANK STRATEGY

Purpose

In 2014, ING articulated its newly defined purpose and the Think Forward strategy. The purpose is defined as: 'empowering people to stay a step ahead in life and in business'.

In a fast-changing and ever-digitising world, customer behaviour and customer needs are continuously changing. The Think Forward Strategy is designed to provide ING Bank a clear sense of purpose and direction guiding how to serve its customers best.

Many of ING Bank's customers are self-directed. They expect solid support from their banking partner, but want to make their own decisions.

ING Bank seeks to empower people and organisations to realise their own vision for a better future in life and in business.

In 2015, ING Bank continued to build on the Think Forward strategy to empower customers and provide them with a differentiated customer experience. That includes a focus on being leaders in the digital customer experience based on easy, 24/7 access, simple products and services, and tools to help customers make sound financial decisions.

Those goals are reflected in its Customer Promise to be clear and simple, make financial services available anytime-anywhere, empower, and to keep getting better for customers. ING Bank's appeal to customers was demonstrated in 2015 by the growing number of primary relationships – customers with current accounts and at least one other product with ING Bank – and ING also believes that (using Net Promoter Score

methodology) customers are rating ING Bank number one compared to peer banks in seven of its leading markets.

Contributing to the sustainable development of society is also an integral part of the Think Forward strategy. ING Bank's sustainability direction focuses on two areas: enhancing the financial capabilities of clients and non-clients, and supporting companies to make the transition to more sustainable business models.

ING Bank financially empowers by making banking accessible and easier to understand in line with its Customer Promise. It serves communities where it operates through programmes to teach financial literacy in schools. Through its partnership with UNICEF ING Bank supports life skills training, including financial literacy training for adolescents in less developed countries.

ING sees sustainability as a source of competitive advantage for companies. The sustainable transitions financed by ING amounted to EUR 23.8 billion at end-2015. It also broadened its sustainability approach in Industry Lending and in General Lending and extended it to other parts of Wholesale Banking.

Strategic priorities

To deliver on its Customer Promise and create a differentiating customer experience, ING Bank has identified four strategic priorities:

Earn the primary relationship - the better ING Bank knows its customers, the better it will be able to empower them to make smart financial decisions and continue to be relevant for them. ING Bank can do this best if customers do a range of banking with it – if it is the bank its customers go to for their daily transactions. ING Bank calls that the primary relationship. In Retail Banking, ING Bank defines the retail primary relationship as a payment account with recurrent income and at least one other product with ING. In Wholesale Banking, it aims to increase primary relationships by increasing its so-called "flow" relationships (e.g. transaction services, working capital solutions) and the percentage of relationships where ING Bank is the client's lead finance provider.

Develop data analytics - the relationship between banks and their customers, as in other industries, is increasingly a digital one. Digitalisation challenges banks to maintain intimacy with a customer who they rarely meet face to face. But the digital interface also provides a wealth of data on customers' preferences and needs that gives banks important insights to provide the kind of experience customers now expect from businesses they interact with online. Developing analytic skills is essential to serving customers in a digital world. This is not only important for improving customer services, but also for preventing fraud, improving operational processes, reducing risks and generating services that go beyond traditional banking so ING Bank can stay relevant for customers.

Increase the pace of innovation - to serve changing customer needs Customer expectations, new technologies and new competitors are transforming the banking industry faster than anticipated. To address that, ING Bank needs to increase the pace of innovation. It promotes an internal culture of innovation and also partner with external parties with specialised knowledge to accelerate the pace of innovation.

Think beyond traditional banking - to develop new services and business models, thinking beyond traditional banking is crucial given that disruption in the banking industry puts a significant portion of revenues at risk. ING Bank's payments value chain is already under threat from many bank and nonbank players. To be successful, banks need to expand the concept of what a bank is and what it means to customers, by for example finding ways to be relevant to customers earlier in their purchasing decision-process.

Strong performance in 2015

ING Bank made progress on many fronts during 2015 in building a bank able to support its customers and fulfil its obligations to other stakeholders in the future. Financial performance was strong in 2015. ING Bank

achieved solid profitability and believes it has already met most of its 2017 financial ambitions, including in the areas of capital, return on equity, leverage and dividends.

Its savings and lending franchises performed well. Net customer deposits grew by EUR 25.1 billion, or 5.1 percent. Its core lending grew by net 4.2 percent, or EUR 21.7 billion, in 2015, demonstrating the strength of its lending business. There was good growth in Industry Lending, which also supported lending growth in Challengers & Growth Markets. This is driving sustainable growth in the balance sheets of these countries where ING Bank has strong savings franchises.

ING Bank supports its Wholesale Banking clients with a global network operating in over 40 countries. It added to this network in 2015, expanding its presence in the Americas, Asia and Europe.

ING Bank's strong balance sheet attests to the quality of its risk management. It is among the best-capitalised listed banks in the Eurozone (Bloomberg, 2015). ING Bank consistently demonstrates its ability to generate capital and now have a limited need for professional funding. Its capital position was further strengthened.

ING Bank believes it is well positioned to continue to be successful.

Geographical presence and strategic approach

ING Bank has a presence in over 40 countries. Though its local businesses vary in terms of their market positions all are guided by ING Bank's purpose of empowerment and strategy to provide customers with a differentiating customer experience through digital leadership.

Market Leaders: are ING Bank's businesses in mature markets in the Benelux where it is among the leaders in retail and wholesale banking. Its strategy is to grow in selected segments, continue to invest in digital leadership with a digital-first model, deliver on operational excellence programmes and create greater cost efficiency in order to fund business expansion in growth markets.

Challengers: are markets where ING Bank offers both retail and wholesale banking services. Its retail activities are mainly directbanking offered online with a significant cost advantage over traditional banks. Its strategy is to leverage its strong savings franchises in these markets to expand into payments accounts and increase the number of primary customer relationships. ING Bank is also using its direct banking experience to grow the lending business at low cost in areas like consumer and SME lending. Further, it is using its strong savings businesses to fund expansion of Wholesale Banking, particularly to support clients in Industry Lending and working capital solutions.

Growth Markets: these are markets with a full range of retail and wholesale banking services in markets with expanding economies and strong growth potential. ING Bank is investing to achieve sustainable franchises and will focus on digital leadership by converging to the direct-first model and by prioritising innovation.

CORPORATE ORGANISATION

ING Bank N.V. has a Supervisory Board and a Management Board Banking. The Management Board Banking is responsible for the day-to-day management of ING Bank and its business lines Retail Banking and Wholesale Banking. See "Supervisory Board and Management Board Banking" above.

The Management Board Banking sets the performance targets and approves and monitors the budgets prepared by the business lines. Business lines formulate strategic, commercial and financial policy in conformity with the strategic and performance targets set by the Management Board Banking.

Retail Banking

Retail Banking provides banking services to individuals, SMEs and mid-corporates in Europe, Asia and Australia. A full range of products and services is provided, albeit offerings may vary according to local demand.

For more on Retail Banking, please refer to the general description.

Wholesale Banking

ING Wholesale Banking is a European wholesale bank with global reach. It has an extensive international network of offices in more than 40 countries across Europe, Asia and the Americas. Wholesale Banking's global franchises in Industry Lending, General Lending, Transaction Services and Financial Markets serve a range of organisations, including corporates, multinational corporations, financial institutions, governments and supranational bodies. For more on Wholesale Banking, please refer to the general description.

Industry Lending

ING Bank's Industry Lending teams provide financing to clients in selected markets based on specialist industry knowledge. Within Industry Lending, activities are grouped into Structured Finance and Real Estate Finance.

Structured Finance is a traditional lending business built up over more than 20 years and based on specialist industry knowledge. ING is a top-10 player globally. The loan portfolio is well diversified across geographies and sectors, which are split into three segments: the Energy, Transport and Infrastructure Group (ETIG), International Trade and Export Finance (ITEF) and the Specialised Financing Group (SFG).

Real Estate Finance's (REF) primary activity is lending to investors in income-producing real estate backed by first mortgages.

General Lending

Many of ING Bank's relationships with corporate clients are anchored through its General Lending capabilities. The challenge in this area is maintaining margins and volumes within its established risk appetite while competition intensifies. This is particularly true in markets where large domestic competitor banks are actively protecting their core franchises. Margins were under continued pressure in 2015 as a result of excess liquidity in loan markets, especially with regard to its corporate clients. Nevertheless, ING Bank holds a position as market leader in the Benelux, number one bookrunner in the syndicated loan market in Central and Eastern Europe and a top-10 position in the overall European syndicated loan market (Thomson Reuters, 2015).

Transaction Services

ING Bank has been investing to grow its capabilities in selected areas in Transaction Services (TS), across International Payments & Cash Management, Trade Finance Services (TFS), Working Capital Solutions (WCS) and also Bank Mendes Gans (BMG). ING Bank seeks to support its clients' core processes and daily financial operations through tailor-made, integrated solutions and advice. These activities require a strong focus on operational processing. ING Bank is developing its business platforms by deploying new technologies and through increased standardisation across borders, products and services. TFS finances, settles and mitigates risks of international trade for clients in all markets globally, but primarily in Asia, Central and Eastern Europe, Latin America, Africa and the Middle East. WCS combines ING Bank's Supply Chain Finance and Trade Receivables activities. It is a growth area for Wholesale Banking, offering substantial opportunities for ING Bank's clients to achieve efficiency benefits. From the bank's perspective, the underlying short-term and capital-efficient nature of this asset class makes it an attractive area for ING Bank to expand its activities

Transaction Services is made up of Payments & Cash Management, Trade Finance Services, Working Capital Solutions and Bank Mendes Gans. ING Bank seeks to support its clients' core processes and daily financial operations through tailor-made, integrated solutions and advice. These activities require a strong focus on operational processing. ING Bank is developing its business platforms by deploying new technologies and through increased standardisation across borders, products and services.

Trade Finance Services (TFS) finances, settles and mitigates risks of international trade for clients in all markets globally, but primarily in Asia, Central and Eastern Europe, Latin America, Africa and the Middle East. Working Capital Solutions (WCS) combines ING's Supply Chain Finance and Trade Receivables activities – it is a growth area for Wholesale Banking, offering substantial opportunities for its clients to achieve efficiency benefits. ING Bank believes the underlying short-term and capital-efficient nature of this asset class makes it an attractive area for it to expand its activities. Bank Mendes Gans (BMG) is a specialist bank, providing global liquidity management services, including multicurrency, multi-bank cash-pooling and netting solutions, to multinational corporations.

Financial Markets

Financial Markets ("FM") is a well-diversified business targeting developed markets and fast-growing economies, focusing on rates and currencies in addition to credit products. FM is a client-driven business franchise. It aims to service ING's institutional, corporate and retail clients with relevant financial markets products. Through FM, ING Bank also provides its clients with a gateway to global institutional markets. ING Bank offers a full range of services, across four main business lines: Emerging Markets, Developed Markets, Global Equity Products and Global Capital Markets. It provides clients with hedging solutions to mitigate financial risk, be that currency, interest rate, equity, commodity or credit risk. It also provides investment solutions to meet specific investment objectives, as well as financing solutions through clients' public or private debt or equity issuance. In 2015, FM began implementing the initiatives embedded in its new strategic plan. This will influence all three drivers of return on equity: revenue, cost and capital deployed. Implementation of the plan is expected to continue into 2016 and beyond. FM also continued to invest to satisfy the evolving EMIR (European Markets and Infrastructure Regulation) and MiFID2 (Markets in Financial Instruments Directive) requirements impacting the European derivative trading markets.

Real Estate and Other

Real Estate & Other (RE&O) focuses on a smooth divestment of the remaining real estate portfolio of the former Real Estate Development and Real Estate Investment Management operations. It also includes General Lease operations outside ING Bank's home markets which have been placed in run-off.

REGULATION AND SUPERVISION

European Regulatory framework

In November 2014, the European Central Bank (ECB) assumed responsibility for a significant part of the prudential supervision of euro area banking groups in the Eurozone, including ING Bank. Now that the ECB has assumed responsibility for the supervision of the banking groups in the Eurozone, it has become ING Bank's main supervisor. The ECB is amongst others responsible for tasks such as market access, compliance with capital and liquidity requirements and governance arrangements. National regulators remain responsible for supervision of tasks that have not been transferred to the ECB such as financial crime and payment supervision.

Dutch Regulatory Framework

The Dutch regulatory system for financial supervision consists of prudential supervision – monitoring the soundness of financial institutions and the financial sector, and conduct-of-business supervision – regulating institutions' conduct in the markets. As far as prudential supervision has not been transferred to the ECB, it is exercised by the DNB, while conduct-of-business supervision is performed by the AFM. DNB is in the lead

with regard to macroprudential supervision. However, the ECB can set higher macroprudential obligations than proposed by DNB.

Global Regulatory Environment

There are a variety of proposals that could impact ING Bank globally, in particular those made by the Financial Stability Board and the Basel Committee on Banking Supervision at the transnational level, Dodd-Frank in the United States and an expanding series of supranational directives and national legislation in the European Union. The aggregated impact and possible interaction of all of these proposals are hard to determine, and it may be difficult to reconcile them where they are not aligned. The financial industry has also taken initiatives by means of guidelines and self-regulatory initiatives. Examples of these initiatives are the Dutch Banking Code as established by the Dutch Bankers' Association, which details a set of principles on corporate governance, risk management, audit and remuneration that Dutch banks have to apply on a comply-or-explain basis. Elements of these initiatives may subsequently be incorporated into legislation, as was the case with the "Banker's oath" and remuneration principles from the Dutch Banking Code. The aforementioned "Banker's oath" is a mandatory oath for all employees of banks licensed in The Netherlands, which the Dutch government has introduced, effective per 1 April 2015. In this oath, the employees of the relevant ING Bank entities licensed in The Netherlands, declare that they (i) will perform their duties with integrity and care (ii) will carefully consider all the interests involved in the company, i.e. those of the customers, the shareholders, the employees and the society in which the company operates, (iii) in that consideration, will give paramount importance to the client's interests and inform the customer to the best of their ability, (iv) will comply with the laws, regulations and codes of conduct applicable to them, (v) will observe secrecy in respect of matters entrusted to them, (vi) will not abuse their knowledge, (vii) will act in an open and assessable manner and know their responsibility towards society and (viii) will endeavour to maintain and promote confidence in the financial sector. To enforce the oath, non-compliance can be sanctioned by a special disciplinary court. Moreover, if Executive or Supervisory Board members break the oath, the supervisory authority (DNB/AFM) can decide to reassess their suitability. Work has also been done on many other topics including deposit guarantee schemes and cross border crisis and resolution management.

As mentioned above, a significant change has been made to the supervisory structure within the Eurozone and in November 2014 the Single Supervisory Mechanism ("SSM") came into force, a mechanism composed of national competent authorities and the ECB assuming direct responsibility for a significant part of the prudential supervision of ING Bank and its holding company ING Group. ING expects to benefit from the harmonisation of supervision resulting from the SSM but at the same time does not expect such harmonisation to be fully in place in the short to mid term.

Another significant change in the regulatory environment is the setting up of the Single Resolution Mechanism ("SRM"), which comprises the Single Resolution Board ("SRB") and the national resolution authorities and is fully responsible for the resolution of banks within the Eurozone as of 1 January 2016. ING has been engaging already with the Dutch national resolution authorities for a few years with the aim to draw up a resolution plan for ING. ING will continue to work with the SRB to set up a resolution plan for ING. The rules underpinning the SRM could have a significant impact on business models and capital structure of financial groups but at this stage it is not clear what the impact on ING's banking operations will be.

The ING Bank Financial Economic Crime Policy (the "ING Bank FEC Policy") provides a clear statement of what is required by all ING Bank entities, in order to guard against any involvement in criminal activity, and to participate in international efforts to combat money laundering and the funding of terrorist and criminal activities. The requirements in the ING Bank FEC Policy cover minimum standards and controls related to: money laundering, terrorist financing, export trade controls, proliferation financing, sanctions

(economic, financial and trade) and countries designated by ING Bank as Ultra High Risk Countries (UHRC). The effectiveness of those controls is reviewed periodically.

The ING Bank FEC Policy directly reflects relevant national and international laws, regulations and industry standards. The ING Bank FEC Policy is mandatory and applies to all ING banking entities, majority owned ING business, businesses under management control, staff departments, product lines and to all client engagements and transactions.

Management of ING Bank entities maintain appropriate local procedures that enable them to comply with local laws, regulations and the relevant ING Bank FEC Policy. Where local laws and regulations are more stringent, the local laws and regulations are applied. Likewise the FEC Policy prevails when the standards therein are stricter than stipulated in local laws and regulations.

As a result of frequent evaluation of all businesses from economic, strategic and risk perspectives ING Bank continues to believe that for business reasons doing business involving certain specified countries should be discontinued. In that respect, ING has a policy not to enter into new relationships with clients from these countries and processes remain in place to discontinue existing relationships involving these countries. At present these countries are North Korea, Sudan, Syria, Iran and Cuba. Each of these countries is subject to a variety of EU, US and other sanctions regimes. Iran, Sudan, and Syria are identified by the US as state sponsors of terrorism and are subject to U.S. economic sanctions and export controls.

Within ING Bank the so-called Sanctions Risk Assessment (SRA) procedure has been developed and implemented within Lending Services. With this procedure all transactions within Lending Services go through a Transaction Due Diligence process in a standardised manner. The outcome of the SRA determines the level of contractual language that is being included in the deal documentation. The SRA takes into consideration the direct and indirect nexus a customer/deal has towards certain countries and sectors. A further roll-out into other business areas of ING is in progress.

In mid 2014 both the US and the EU announced Ukraine-related sanctions. Those sanctions restrict amongst others the dealing in specific (financial) products with certain named parties. Management of ING Bank entities use their existing control framework to ensure compliance with these sanctions.

Dodd-Frank Act

The U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank Act"), which became law on 21 July 2010, represented a significant overhaul in the regulation of U.S. financial institutions and markets. The primary impact on ING Bank is through the establishment of a regulatory regime for the off-exchange derivatives market, pursuant to Title VII of the Dodd-Frank Act.

Among other things, the regulation of the U.S. derivatives market required swap dealers to register with the Commodity Futures Trading Commission (the "CFTC", the primary swaps regulator in the U.S.) as 'swap dealers' or 'major swap participants' and be subject to CFTC regulation and oversight. The ING subsidiary, ING Capital Markets LLC, is registered as a swap dealer. As a registered entity, it is subject to business conduct, record-keeping and reporting requirements, as well as capital and margin requirements. In addition to the obligations imposed on registrants, such as swap dealers, reporting, clearing, and on-facility trading requirements have been imposed for much of the off-exchange derivatives market. It is possible that registration, execution, clearing and compliance requirements will increase the costs of and restrict participation in the derivative markets. These rules (as well as further regulations, some of which are not yet final) could therefore restrict trading activity, reducing trading opportunities and market liquidity, potentially increasing the cost of hedging transactions and the volatility of the relevant markets. This could adversely affect the business of ING in these markets.

The Dodd-Frank also impacts U.S. banks and non-U.S. banks with branches or agencies in the United States. The primary impacts are through the Volcker Rule and Section 165 of the Dodd-Frank Act.

The Volcker Rule imposes limitation on U.S. banks, the U.S. branches of non-U.S. banks, and the affiliates of either, on proprietary trading and investing in hedge funds and private equity funds.

Among other things, Section 165 of the Dodd-Frank Act imposes capital, liquidity, stress-testing, and risk management requirements on most U.S. banking and non-banking operations of non-U.S. banking organisations with U.S. branches or agencies. Those with U.S. non-banking assets of \$50 billion or more also must establish an intermediate holding company as the top-level holding company for the organisation's U.S. non-banking entities. This intermediate holding company is regulated in a manner similar to a U.S. bank holding company.

The Dodd-Frank Act also created a new agency, the Financial Stability Oversight Council ("FSOC"), an inter-agency body that is responsible for monitoring the activities of the U.S. financial system, designating systemically significant financial services firms and recommending a framework for substantially increased regulation of such firms, including systemically important nonbank financial companies that could consist of securities firms, insurance companies and other providers of financial services, including non-U.S. companies. The consequences of being designated a systemically important non-bank financial company could be significant, including having subsidiaries supervised by the Federal Reserve Board, and being subject to heightened prudential standards, including minimum capital requirements, liquidity standards, short-term debt limits, credit exposure requirements, management interlock prohibitions, maintenance of resolution plans, stress testing, and other restrictions. ING or any part thereof (such as its U.S. operations) has not been designated a systemically significant non-bank financial company by the FSOC and such a designation, particularly after ING's full disposal of Voya, is deemed unlikely.

The Dodd-Frank Act also imposes a number of other requirements, some of which may have a material impact on ING Bank's operations and results, as discussed further under "Risk Factors—The Issuer operates in highly regulated industries. Changes in laws and/or regulations governing financial services or financial institutions or the application of such laws and/or regulations governing its business may reduce its profitability".

Basel III and European Union Standards as currently applied by ING Bank

DNB, ING Bank's home country supervisor until the ECB took over that position in November 2014, has given ING Bank permission to use the most sophisticated approaches for solvency reporting under the Financial Supervision Act, the Dutch legislation reflecting the Basel II and Basel III Frameworks. DNB has shared information with host regulators of relevant jurisdictions to come to a joint decision. In all jurisdictions where the bank operates through a separate legal entity, ING Bank must meet local Basel requirements as well.

ING Bank uses the Advanced IRB Approach for credit risk, an internal VaR model for its trading book exposures and the Advanced Measurement Approach for operational risk. As of 2009, a Basel I regulatory floor of 80% of Basel I RWA has been applicable. A small number of portfolios are still reported under the Standardised Approach.

In December 2010, the Basel Committee on Banking Supervision announced higher global minimum capital standards for banks, and has introduced a new global liquidity standard and a new leverage ratio to be phased in over 2014-2018. The Committee's package of reforms, collectively referred to as the "Basel III" rules, among other requirements, increases the amount of common equity required to be held by subject banking institutions, prescribes the amount of liquid assets and the long term funding a subject banking institution must hold at any given moment, and limits leverage. Banks will be required to hold a "capital conservation buffer" to withstand future periods of stress such that the required common equity Tier 1 ratio, when fully phased in on 1 January 2019, will rise to 7%. Basel III also introduces a "countercyclical buffer" as an extension of the capital conservation buffer, which permits national regulators to require banks to hold more capital during periods of high credit growth (to strengthen capital reserves and moderate the debt

markets). Further, Basel III will strengthen the definition of capital that will have the effect of gradually disqualifying many hybrid securities during the years 2013-2022, including the hybrids that were issued by the ING Group, from inclusion in regulatory capital, as well as the higher capital requirements (for example, for credit value adjustments ("CVAs") and illiquid collateral) as part of a number of reforms to the Basel II framework. In addition, the Basel Committee and Financial Stability Board ("FSB") published measures that would have the effect of requiring higher loss absorbency capacity, liquidity surcharges, exposure limits and special resolution regimes for, and instituting more intensive and effective supervision of, "systemically important financial institutions" ("SIFIs"), in addition to the Basel III requirements otherwise applicable to most financial institutions. The implementation of these measures began in 2012 and full implementation is targeted for 2019. ING Bank has been designated by the Basel Committee and FSB as a so-called "Global Systemically Important Banks" ("G-SIBs"), most recently in November 2015 and November 2012, and by DNB and the Dutch Ministry of Finance as a "domestic SIB" ("D-SIB") from November 2011 onward.

For European banks the Basel III requirements have been implemented through the Capital Requirement Directive ("CRD IV"). The Dutch CRD IV Implementation Act has led to significant changes in the Dutch prudential law provisions, most notably with regard to higher capital and liquidity requirements for all banks. The CRD IV regime entered into effect in August 2014 in The Netherlands, but not all requirements are to be implemented all at once. Having started in 2014, the requirements will be gradually tightened mostly before 2019 until the Basel III migration process is completed in 2022. While the full impact of the new Basel III rules, and any additional requirements for G-SIBs if and as applicable to ING Group, will depend on how they are implemented by national regulators, including the extent to which such regulators and supervisors can set more stringent limits and additional capital requirements or surcharges, as well as on the economic and financial environment at the time of implementation and beyond, ING Bank expects these rules to have a material impact on ING Bank's operations and financial condition and may require ING Group to seek additional capital. The DNB requires the largest Dutch banks, including ING Group, to build up a 3% Systemic Risk Buffer during 2016-2019 in addition to the capital conservation buffer and the countercyclical buffer described above, but this buffer then includes both the G-SIB and domestic SIB buffers mentioned above.

Banks are also subject to Pillar 2 requirements. Based on an internal capital adequacy assessment process ("ICAAP"), the ECB has examined ING's capital adequacy and determined capital requirements for ING Group of 9.5%, which includes the capital conservation buffer (of 2.5% in 2018), but not the Systemic Risk Buffer (of 3% in 2018) nor the countercyclical buffer (in the current economic environment smaller than a few basis points).

ING Bank files consolidated quarterly and annual reports of its financial position and results with DNB in The Netherlands as well as with the ECB. ING Bank's independent auditors audit these reports on an annual basis.

Benchmarks

In 2013, financial benchmarks such as LIBOR were at the centre of attention due to manipulation by banks of the submissions to these benchmarks. In 2013, the International Organisation of Securities Commissions ("IOSCO") and the European Securities and Markets Authority ("ESMA") issued principles for the benchmark-setting process that the Issuer fully underwrites. The Issuer has implemented policies and procedures designed to ensure that it complies with the IOSCO and ESMA principles in its submissions to benchmark panels such as EURIBOR and EONIA. In September 2013, the EC published a legislative proposal for a regulation on benchmarks which aims to address concerns about the integrity and accuracy of benchmarks by regulating administrators of benchmarks, contributors to benchmarks and benchmark users. In 2014, DNB and the AFM launched a joint thematic review regarding the contributions to benchmarks, the risks of manipulation and the level of adequacy achieved by Dutch financial institutions in managing the inherent integrity risks. The review resulted in a report of DNB and the AFM on Dutch involvement with

financial benchmarks on 11 February 2015. DNB and the AFM concluded in their report that financial institutions involved with benchmarks do not yet adequately manage the inherent risks. DNB and the AFM note that some Dutch financial institutions have taken valuable steps forward in the assessment and management of risks associated with benchmarks but there is still room for improvement. The Issuer is aware of the risks related to benchmarks and continuously aims to improve the relevant processes.

United States

ING Bank has a limited direct presence in the United States through the facility of the ING Bank Representative Office in New York. Although the office's activities are strictly limited to essentially that of a marketing agent of bank products and services and a facilitator (i.e. the office may not take deposits or execute any transactions), the office is subject to the regulation of the State of New York Department of Financial Services and the Federal Reserve. ING Bank also has a subsidiary in the United States, ING Financial Holdings Corporation, which through several operating subsidiaries (one of which is registered with the U.S. Commodity Futures Trading Commission as a swap dealer and another of which is registered with the U.S. Securities and Exchange Commission as a securities broker-dealer) offers various financial products, including lending, and financial markets products. These entities do not accept deposits in the United States on their own behalf or on behalf of ING Bank.

Anti-Money Laundering Initiatives and countries subject to sanctions

A major focus of governmental policy on financial institutions in recent years has been aimed at combating money laundering and terrorist financing. The USA PATRIOT Act of 2001 (the "USA PATRIOT Act") substantially broadened the scope of U.S. anti-money laundering laws and regulations by imposing significant new compliance and due diligence obligations, creating new crimes and penalties and expanding the extra-territorial jurisdiction of the United States. The U.S. Treasury Department has issued a number of implementing regulations, which apply various requirements of the USA PATRIOT Act to financial institutions such as the Issuer's bank, broker-dealer and investment adviser subsidiaries and mutual funds advised or sponsored by its subsidiaries. Those regulations impose obligations on financial institutions to maintain appropriate policies, procedures and controls to detect, prevent and report money laundering and terrorist financing and to verify the identity of their customers. In addition, the bank regulatory agencies are imposing heightened standards, and law enforcement authorities have been taking a more active role. Failure of a financial institution to maintain and implement adequate programs to combat money laundering and terrorist financing could have serious legal and reputational consequences for the institution.

Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012 ("ITRA"), which was signed into law on 10 August 2012, added a new subsection (r) to Section 13 of the Securities Exchange Act of 1934, as amended, which requires ING Bank to disclose whether ING Group or any of its affiliates has engaged during the calendar year in certain Iran-related activities, including any transaction or dealing with the Government of Iran that is not conducted pursuant to a specific authorisation of the U.S. government.

ING Bank maintains a limited legacy portfolio of guarantees, accounts, and loans that involve various entities with a (perceived) Iranian nexus. These positions remain on the books, but accounts related thereto are 'frozen' under applicable laws and procedures. Any interest or other payments ING Bank is legally required to make in connection with said positions are made into 'frozen' accounts. Funds can only be withdrawn by relevant Iranian parties from these 'frozen' accounts after due regulatory consent from the relevant competent authorities. ING Bank has strict controls in place to ensure that no unauthorised account activity takes place while the account is 'frozen'. ING Bank may receive loan repayments, but all legacy loan repayments received by ING Bank have been duly authorised by the relevant competent authorities. For the relevant period, ING Bank had gross revenues of approximately USD 10.2 million, which was principally related to legacy loan repayment, and ING Bank estimates that it had net profit of approximately USD

75,834. ING Bank intends to terminate each of the legacy positions as the nature thereof and applicable law permits.

Australia

ING Bank's banking activities are undertaken in Australia by ING Bank (Australia) Limited (trading as ING Direct) and ING Bank N.V., Sydney Branch. Banking activities, specifically licensing of an Authorised Deposit Taking Institution ("ADI") in Australia are subject to regulation by the Australian Prudential Regulation Authority ("APRA") and the Australian Securities and Investments Commission ("ASIC"). In addition ING Bank entities are required to comply with the requirements under the Anti-Money Laundering and Counter Terrorism Financing Act that is subject to regulatory compliance oversight by the Australian Transaction Reports and Analysis Centre ("AUSTRAC").

APRA is responsible for the prudential regulation of banks and ADI's, life and general insurance companies, superannuation funds and Retirement Savings Account Providers. ASIC regulates corporate entities, markets, financial services and consumer credit activities. ASIC's aim is to protect markets and consumers from manipulation, deception and unfair practices and also promote confident participation in the financial system.

As an Australian incorporated subsidiary, ING Bank (Australia) Limited is required to comply with corporate requirements and in the event of listing of issued debt securities to comply with Australian Securities Exchange listing and disclosure requirements. ING Bank (Australia) Limited must demonstrate compliance with financial services laws as a condition to maintaining its AFSL and ACL. ING Bank N.V., Sydney Branch is not an Australian incorporated legal entity. ING Bank N.V., Sydney Branch holds its own banking ADI license and AFSL which is limited to the provision of financial services to wholesale clients.

SELECTED FINANCIAL INFORMATION

CONSOLIDATED BALANCE SHEET OF ING GROEP N.V. ^(1,2)

(amounts in EUR million)	31 December 2016	31 December 2015	31 December 2014
Assets			
Cash and balances with central banks	18,144	21,458	12,233
Amounts due from banks	28,858	29,988	37,119
Financial assets at fair value through profit and loss			
- trading assets	114,504	131,467	136,959
- non-trading derivatives	2,490	3,347	4,384
- designated as at fair value through profit and loss	5,099	3,234	2,756
Investments			
- available-for-sale	82,912	87,000	95,402
- held-to-maturity	8,751	7,826	2,239
Loans and advances to customers	563,660	700,807	703,279
Investments in associates	1,141	962	953
Property and equipment	2,002	2,027	2,100
Intangible assets	1,484	1,567	1,655
Current tax assets	314	322	289
Deferred tax assets	1,000	814	1,145
Other assets	14,722	12,261	12,612
Assets held for sale	0	2,153	165,532
Total assets	845,081	1,005,233	1,178,657
Equity			
Shareholders' equity (parent)	49,793	47,832	51,344
Minority interests	606	638	8,072
Total equity	50,399	48,470	59,416
Liabilities			
Subordinated loans	17,223	16,411	18,158
Debt securities in issue	103,324	121,289	126,352
Amounts due to banks	31,964	33,813	29,999
Customer deposits and other funds on deposit	522,942	664,241	669,672
Financial liabilities at fair value through profit and loss			
- trading liabilities	83,167	88,807	97,901
- non-trading derivatives	3,541	4,257	6,040
- designated as at fair value through profit and loss	12,266	12,616	13,551
Current tax liabilities	546	590	450

(amounts in EUR million)	31 December 2016	31 December 2015	31 December 2014
Deferred tax liabilities	919	643	860
Provisions	2,028	964	1,017
Other liabilities	16,852	13,132	13,919
Liabilities held for sale			142,132
Total liabilities	794,682	956,763	1,119,241
Total equity and liabilities	845,081	1,005,233	1,178,657

Notes:

- (1) These figures have been derived from the audited annual consolidated accounts of ING Groep N.V. in respect of the financial years ended 31 December 2016, 2015 and 2014, respectively Shareholder's equity (parent) and Other liabilities, as at 31 December 2014, are adjusted as a result of the change in the accounting approach for the NN Group Anchor investment transaction. Reference is made to Note 1 'Accounting policies' – Change in accounting approach NN Group Anchor investment transaction.
- (2) Loans and advances to customers and Customer deposits, as at 31 December 2015 and 2014, are adjusted as a result of a change in accounting policies.

BREAKDOWN OF SHAREHOLDERS' EQUITY OF ING GROEP N.V.*

	<u>31 December</u> <u>2016</u>	<u>31 December</u> <u>2015</u>	<u>31 December</u> <u>2014</u>
Share capital.....	38	928	925
Share premium.....	16,950	16,054	16,046
Revaluation reserve.....	4,811	4,888	11,021
Currency translation reserve.....	-770	-538	-741
Net defined benefit asset/liability remeasurement reserve.....	-371	-306	-504
Other reserves.....	29,134	28,768	23,048
Shareholders' equity (parent).....	<u>49,793</u>	<u>47,832</u>	<u>51,344</u>

*These figures have been derived from the audited annual consolidated accounts of the Issuer in respect of the financial years ended 31 December 2016, 2015 and 2014.

CONSOLIDATED PROFIT & LOSS ACCOUNT OF ING GROEP N.V. ⁽¹⁾

(amounts in EUR million)	2016	2016	2015	2015	2014	2014
Continuing operations						
Interest income banking operations	44,182		46,321		48,169	
Interest expense banking operations	-30,941		-33,760		-35,865	
Interest result banking operations		13,241		12,561		12,304
Investment income		421		123		236
Net result on disposals of group companies		1		2		195
Gross commission income	3,581		3,411		3,297	
Commission expense	-1,148		-1,093		-1,004	
Commission income		2,433		2,318		2,293
Valuation results and net-trading income		1,134		1,283		297
Share of profit from associates		88		492		138
Other income		173		66		97
Total income		17,491		16,845		15,560
Additions to loan loss provisions		974		1,347		1,594
Staff expenses		5,039		4,972		5,788
Other operating expenses		5,575		4,354		4,471
Total expenses		11,588		10,673		11,853
Result before tax from continuing operations		5,903		6,172		3,707
Taxation		1,618		1,637		971
Net result from continuing operations		4,285		4,535		2,736
Discontinued operations						
Net result from discontinued operations		0		793		746
Net result from classification as discontinued operations		0		3		-470
Net result from disposal of discontinued operations		441		-918		-1,572
Total net result from discontinued operations		441		-122		-1,296
Net result from continuing and discontinued operations (before minority interests)		4,726		4,413		1,440

Note:

- (1) These figures have been derived from the audited annual consolidated accounts of ING Groep N.V. in respect of the financial years ended 31 December 2016 to 2014.

CONSOLIDATED BALANCE SHEET OF ING BANK N.V.*

	31 December 2015	31 December 2014	31 December 2013
		<i>(EUR millions)</i>	
Assets			
Cash and balances with central banks.....	21,458	12,222	11,920
Amounts due from banks.....	29,966	37,122	42,996
Financial assets at fair value through profit and loss:			
– trading assets	131,485	136,964	113,537
– non-trading derivatives	3,216	4,303	5,731
– designated as at fair value through profit and loss.....	3,234	2,756	2,308
Investments:			
– available-for-sale.....	87,000	95,401	76,883
– held-to-maturity.....	7,826	2,239	3,098
Loans and advances to customers	536,543	518,119	508,329
Investments in associates and joint ventures	842	861	937
Real estate investments.....	77	80	55
Property and equipment.....	2,027	2,100	2,282
Intangible assets	1,567	1,655	1,606
Assets held for sale		729	
Other assets.....	13,287	14,051	17,884
Total assets	838,528	828,602	787,566
Equity			
Shareholders' equity (parent).....	40,857	38,064	32,805
Minority interests	638	622	955
Total equity.....	41,495	38,686	33,760
Liabilities			
Subordinated loans	15,920	16,599	14,776
Debt securities in issue	117,556	120,959	122,299
Amounts due to banks.....	33,808	30,003	27,200
Customer deposits and other funds on deposit.....	508,740	489,281	474,775
Financial liabilities at fair value through profit and loss:			
– trading liabilities.....	88,807	97,091	73,491
– non-trading derivatives	4,364	6,357	9,676
– designated as at fair value through profit and loss.....	12,616	13,551	13,855
Liabilities held for sale			
Other liabilities	15,222	16,075	17,734
Total liabilities	797,033	789,916	753,806
Total liabilities and equity	838,528	828,602	787,566

*These figures have been derived from the audited annual consolidated accounts of ING Bank in respect of the financial years ended 31 December 2015, 2014 and 2013.

BREAKDOWN OF SHAREHOLDERS' EQUITY OF ING BANK N.V.*

	<u>31 December</u> <u>2015</u>	<u>31 December</u> <u>2014</u>	<u>31 December</u> <u>2013</u>
		<i>(EUR millions)</i>	
Share capital	525	525	525
Share premium	16,542	16,542	16,542
Revaluation reserve.....	4,897	4,781	1,414
Currency translation reserve.....	-540	-609	-989
Net defined benefit asset/liability remeasurement reserve.....	-306	-370	-2,671
Other reserves.....	19,739	17,195	17,984
Shareholders' equity (parent)	<u>40,857</u>	<u>38,064</u>	<u>32,805</u>

*These figures have been derived from the audited annual consolidated accounts of ING Bank in respect of the financial years ended 31 December 2015, 2014 and 2013.

CONSOLIDATED PROFIT AND LOSS ACCOUNT OF ING BANK N.V.*

	2015	2014	2013
	<i>(EUR millions)</i>		
Interest income	46,397	48,376	51,574
Interest expense	-33,653	-35,770	-39,610
Interest result	12,744	12,606	11,964
Investment income	127	213	305
Net gains/losses on disposal of group companies	2	195	26
Gross commission income	3,420	3,314	3,345
Commission expense	-1,100	-1,023	-1,105
Commission income	2,320	2,291	2,240
Valuation results on non-trading derivatives	174	-370	281
Net trading income	1,159	561	485
Share of result from associates and joint ventures	493	76	22
Other income	51	102	4
Total income	17,070	15,674	15,327
Addition to loan loss provisions	1,347	1,594	2,289
Staff expenses	4,962	5,783	4,914
Other operating expenses	4,346	4,442	3,891
Total expenses	10,655	11,819	11,094
Result before tax	6,415	3,855	4,233
Taxation	1,684	1,032	1,080
Net result (before minority interests)	4,731	2,823	3,153
Attributable to:			
Shareholders of the parent	4,659	2,744	3,063
Minority interests	72	79	90
	4,731	2,823	3,153

*These figures have been derived from the audited annual consolidated accounts of ING Bank in respect of the financial years ended 31 December 2015, 2014 and 2013, provided that certain figures have been restated.

OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following review and prospects should be read in conjunction with the consolidated financial statements and the related notes thereto of ING Group and ING Bank incorporated by reference in this Program Information. These consolidated financial statements have been prepared in accordance with IFRS as adopted by the EU ("IFRS EU").

FACTORS AFFECTING RESULTS OF OPERATIONS

The Issuer's results of operations are affected by demographics (particularly with respect to life insurance in case where the Issuer is ING Group) and by a variety of market conditions, including economic cycles, banking industry cycles and fluctuations in stock markets, interest and foreign exchange rates, political developments and client behaviour changes. See "Risk Factors" for more factors that can impact the Issuer's results of operations.

Financial environment

See "Market and regulatory context" for more information on the financial environment.

Fluctuations in equity markets

The Issuer's banking operations are exposed to fluctuations in equity markets. ING Bank maintains an internationally diversified and mainly client-related trading portfolio. Accordingly, market downturns are likely to lead to declines in securities trading and brokerage activities which ING executes for customers and therefore to a decline in related commissions and trading results. In addition to this, ING Bank also maintains equity investments in its own non-trading books. Fluctuations in equity markets may affect the value of these investments.

Fluctuations in interest rates

The Issuer's banking operations are exposed to fluctuations in interest rates. Mismatches in the interest repricing and maturity profile of assets and liabilities in its balance sheet can affect the future interest earnings and economic value of the bank's underlying banking operations. In addition, changing interest rates may impact the (assumed) behaviour of ING's customers, impacting the interest rate exposure, interest hedge positions and future interest earnings, solvency and economic value of the bank's underlying banking operations. In the current low (and for some terms even negative) interest rate environment in the Eurozone, the stability of future interest earnings and margin also depends on the ability to actively manage pricing of customer assets and liabilities. Especially, the pricing of customer savings portfolios in relation to repricing customer assets and other investments in ING's balance sheet is a key factor in the management of the bank's interest earnings.

Fluctuations in exchange rates

The Issuer is exposed to fluctuations in exchange rates. The Issuer's management of exchange rate sensitivity affects the results of its operations through the trading activities for its own account and because the Issuer prepares and publishes its consolidated financial statements in euros. Because a substantial portion of the Issuer's income, expenses and foreign investments is denominated in currencies other than euros, fluctuations in the exchange rates used to translate foreign currencies, particularly the U.S. Dollar, Pound Sterling, Turkish Lira, Chinese Renminbi, Australian Dollar, Japanese Yen, Polish Zloty, Korean Won, the Indian Rupee, Brazilian Real and Russian Ruble into euros will impact its reported results of operations, cash flows and reserves from year to year. This exposure is mitigated by the fact that realized results in non-euro currencies are translated into euro by monthly hedging. See Note 38 "Derivatives and hedge accounting" to the consolidated financial statements for the year ended 31 December 2016, which is incorporated by reference herein, for a description of ING's hedging activities with respect to foreign

currencies. Fluctuations in exchange rates will also impact the value (denominated in euro) of the Issuer's investments in its non-euro reporting subsidiaries. The impact of these fluctuations in, exchange rates is mitigated to some extent by the fact that income and related expenses, as well as assets and liabilities, of each of the Issuer's non-euro reporting subsidiaries are generally denominated in the same currencies. This translation risk is managed by taking into account the effect of translation results on the common Tier-1 ratio.

For the years 2016, 2015 and 2014, the year-end exchange rates (which are the rates ING uses in the preparation of the consolidated financial statements for balance sheet items not denominated in euros), and the average quarterly exchange rates (which are the rates ING uses in the preparation of the consolidated financial statements for income statement items and cash flows not denominated in euros) were as follows for the currencies specified below:

Average	4Q 2016	3Q 2016	2Q 2016	1Q 2016
U.S. Dollar	1.083	1.114	1.127	1.102
Australian Dollar	1.449	1.480	1.501	1.509
Brazilian Real	3.542	3.630	3.915	4.298
Chinese Renminbi	7.380	7.421	7.375	7.184
Pound Sterling	0.868	0.845	0.790	0.768
Indian Rupee	73.007	74.716	75.369	74.036
Korean Won	1,250.197	1,249.993	1,303.320	1,308.371
Turkish Lira	3.530	3.303	3.228	3.213
Polish Zloty	4.375	4.369	4.373	4.329
Russian Rouble	68.135	72.309	73.620	80.409

Average	4Q 2015	3Q 2015	2Q 2015	1Q 2015
U.S. Dollar	1.093	1.114	1.102	1.137
Australian Dollar	1.526	1.534	1.429	1.448
Brazilian Real	4.295	3.938	3.434	3.243
Chinese Renminbi	6.984	7.005	6.833	7.080
Pound Sterling	0.724	0.720	0.721	0.746
Indian Rupee	72.070	72.416	69.898	70.898
Korean Won	1,271.902	1,296.208	1,213.660	1,250.293
Turkish Lira	3.217	3.178	2.929	2.805
Polish Zloty	4.262	4.199	4.109	4.185
Russian Rouble	73.576	69.379	60.022	70.981

Average	4Q 2014	3Q 2014	2Q 2014	1Q 2014
U.S. Dollar	1.244	1.320	1.373	1.373

Australian Dollar	1.453	1.437	1.477	1.533
Brazilian Real	3.137	3.009	3.062	3.220
Chinese Renminbi	7.652	8.140	8.556	8.402
Pound Sterling	0.784	0.792	0.817	0.828
Indian Rupee	77.206	80.034	82.190	84.499
Korean Won	1,346.868	1,355.481	1,417.828	1,465.069
Turkish Lira	2.810	2.869	2.912	3.013
Polish Zloty	4.216	4.179	4.169	4.186
Russian Rouble	59.406	48.088	47.978	47.893
Average		2016	2015	2014
U.S. Dollar		1.055	1.089	1.215
Australian Dollar		1.460	1.490	1.482
Brazilian Real		3.434	4.313	3.229
Chinese Renminbi		7.333	7.069	7.533
Pound Sterling		0.857	0.734	0.779
Indian Rupee		71.696	72.085	76.843
Korean Won		1,274.184	1,276.681	1,335.467
Turkish Lira		3.723	3.182	2.829
Polish Zloty		4.417	4.265	4.288
Russian Rouble		64.485	79.963	72.267

Sovereign Debt Exposures

For information regarding certain sovereign debt exposures, see Note 5 "Investments" and Note 2.2.1 "Risk Management" to the consolidated financial statements for the year ended 31 December 2016, which are incorporated by reference herein.

Critical Accounting Policies

See Note 1 "Accounting policies" to the consolidated financial statements for the year ended 31 December 2016, which are incorporated by reference herein.

CONSOLIDATED RESULTS OF OPERATIONS

The following information should be read in conjunction with, and is qualified by reference to, the Issuer's consolidated financial statements and other financial information included elsewhere herein. ING's management evaluates the results of ING's banking segments using a non-IFRS financial performance measure called underlying result. To give an overview of the underlying result measure, we also present consolidated underlying result before tax and underlying net result. Underlying figures are derived from figures determined in accordance with IFRS-EU by excluding the impact of divestments, special items, legacy insurance and result from discontinued operations. Special items include items of income or expense

that are significant and arise from events or transactions that are clearly distinct from ordinary operating activities.

While items excluded from underlying result are significant components in understanding and assessing ING's consolidated financial performance, ING believes that the presentation of underlying net result is relevant and useful for investors because it allows investors to understand the primary method used by management to evaluate ING's operating performance and make decisions about allocating resources. In addition, ING believes that the presentation of underlying net result helps investors compare its segment performance on a meaningful basis by highlighting result before tax attributable to ongoing operations and the underlying profitability of the segment businesses. For example, ING believes that trends in the underlying profitability of its segments can be more clearly identified by disregarding the effects of significant restructuring provisions and realized gains/losses on divestures as the timing of such events is largely subject to its discretion and influenced by market opportunities and ING does not believe that they are indicative of future results. ING believes that the most directly comparable GAAP financial measure to underlying net result is net result. However, underlying net result should not be regarded as a substitute for net result as determined in accordance with IFRS-EU. Because underlying net result is not determined in accordance with IFRS-EU, underlying net result as presented by ING may not be comparable to other similarly titled measures of performance of other companies. In addition, ING's definition of underlying net result may change over time. For further information on underlying result for the Banking activities, as well as the reconciliation of ING's segment underlying result before tax to its net result, see "Segment Reporting" below and Note 33 to the Issuer's consolidated financial statements for the year ended 31 December 2016, which are incorporated by reference herein.

The following table sets forth the consolidated results of operations of the Issuer for the years ended 31 December 2016, 2015 and 2014:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
	<i>(EUR millions)</i>		
Underlying income			
Net interest income.....	13,241	12,590	12,376
Net commission income	2,433	2,320	2,290
Total investment and other income.....	1,785	1,642	630
Total underlying income.....	<u>17,458</u>	<u>16,552</u>	<u>15,296</u>
Underlying expenditure			
Operating expenses	9,456	9,246	8,979
Addition to loan loss provision	974	1,347	1,594
Total underlying expenditure	<u>10,430</u>	<u>10,593</u>	<u>10,573</u>
Underlying result before tax.....	<u>7,028</u>	<u>5,959</u>	<u>4,724</u>
Taxation.....	1,977	1,668	1,221
Non-controlling interests	75	72	79
Underlying net result.....	<u>4,976</u>	<u>4,219</u>	<u>3,424</u>

	2016	2015	2014
		<i>(EUR millions)</i>	
Divestments ⁽¹⁾		367	202
Special items ⁽²⁾	-799	-58	-1,021
Legacy Insurance ⁽³⁾	33	-63	52
Result from discontinued operations ⁽⁴⁾	441	-456	-1,406
Net result	4,651	4,010	1,251

Notes:

- (1) Divestments include the net operating result of the divested units as well as the gains/losses on the divestments. Divestments Bank: net gain on merger between ING Vysya Bank and Kotak Mahindra Bank (EUR 367 million, 2015), result on the deconsolidation of ING Vysya Bank (EUR 202 million, 2014).
- (7) Special items Bank: ING Group's digital transformation programmes (EUR -787 million, 2016), Retail Netherlands strategy (EUR -13 million, 2016, EUR -58 million, 2015, EUR -63 million, 2014), impact of the changes for making the Dutch Defined Benefit pension fund financially independent (EUR -653 million, 2014), bank tax related to the SNS Reaal nationalization (EUR -304 million, 2014).
- (8) Legacy Insurance comprises mainly the net result relating to warrants on the shares of Voya Financial and NN Group, intercompany eliminations between ING Bank and NN Group, prior to deconsolidation at the end of May 2015, and the net result on the sale of SulAmérica S.A. in 2014.
- (9) Attributable to the equityholder of the parent, reference is made to Note 28 "Discontinued operations" to the consolidated financial statements for the year ended 31 December 2016, which are incorporated by reference herein, for more information on discontinued business.

Year ended 31 December 2016 compared to year ended 31 December 2015

The Issuer posted strong results in 2016, driven by higher net interest income and lower risk costs. This was realized despite a sharp increase in operating expenses due to EUR 1,157 million of pre-tax charges recorded as special items, primarily related to the digital transformation programmes as announced on ING's Investor Day on 3 October 2016. The Issuer's net profit increased to EUR 4,651 million from a net result of EUR 4,010 million in 2015. The Issuer's 2016 net result includes special items after tax in a total amount of EUR -799 million (including EUR -787 million related to the Issuer's digital transformation programmes and EUR -13 million related to Retail Netherlands strategy), Legacy Insurance in an amount of EUR 33 million related to a higher valuation of warrants on NN Group and Voya shares compared with the end of 2015 and result from discontinued operations in an amount of EUR 441 million related to discontinued operations of NN Group.

Underlying net result for 2016 was EUR 4,976 million, an increase of 17.9% from EUR 4,219 million in 2015. Underlying net result is derived from total net result by excluding the impact of divestments, special items, legacy insurance and result from discontinued operations.

Year ended 31 December 2015 compared to year ended 31 December 2014

The Issuer posted a strong set of full-year 2015 results, driven by higher net interest income and lower risk costs. This was realized despite a sharp increase in regulatory costs during 2015. The Issuer's net profit increased to EUR 4,010 million from a net result of EUR 1,251 million in 2014. The Issuer's 2015 net result included a EUR 367 million net result on divestments related to the merger between ING Vysya Bank and

Kotak Mahindra Bank, EUR -415 million net result from discontinued operations of NN Group and Voya, an amount of EUR -63 million from Legacy Insurance (related to a lower valuation of warrants on NN Group and Voya shares compared with the end of 2014 and the intercompany elimination between ING Bank and NN Group) and EUR -58 million of special items after tax (related to Retail Netherlands strategy).

Underlying net result for 2015 was EUR 4,219 million, an increase of 23.2% from EUR 3,424 million. Underlying net result is derived from total net result by excluding the impact of divestments, discontinued operations, legacy insurance and special items.

CONSOLIDATED ASSETS AND LIABILITIES

The following table sets forth ING's condensed consolidated assets and liabilities as of 31 December 2016, 2015 and 2014:

	2016	2015	2014
		<i>(EUR billions)</i>	
Cash and balances with central banks.....	18.1	21.5	12.2
Loans and advances to banks.....	28.9	30.0	37.1
Financial assets at fair value through profit or loss	122.1	138.0	144.1
Investments.....	91.7	94.8	97.6
Loans and advances to customers.....	563.7	537.3	517.5
Other assets.....	20.7	18.0	18.8
Assets held for sale.....	-	2.2	165.5
Total assets before change in accounting policy	845.1	841.8	992.9
Impact change in accounting policy on Loans and advances to customers ⁽¹⁾	-	163.5	185.8
Total assets.....	845.1	1,005.2	1,178.7
Deposits from banks.....	32.0	33.8	30.0
Customer deposits	522.9	500.8	483.9
Financial liabilities at fair value through profit of loss	99.0	105.7	116.7
Other liabilities.....	20.3	15.3	16.2
Debt securities in issue/subordinated loans ⁽²⁾	120.5	137.7	144.5
Liabilities held for sale	-	-	142.1
Total liabilities before change in accounting policy	794.7	793.3	933.4
Impact change in accounting policy on Customer deposits ⁽¹⁾	-	163.5	185.8
Total liabilities	794.7	956.8	1,119.2

Shareholders' equity	49.8	47.8	51.3
Non-controlling interests	0.6	0.6	8.1
Total equity	50.4	48.5	59.4
Total liabilities and equity	845.1	1,005.2	1,178.7

Notes:

- (1) ING has changed its accounting policy for the netting of cash pooling arrangements in the second quarter of 2016. In accordance with IFRS, the comparable amounts must be adjusted. In this table, however, the year-end 2015 and 2014 cash pool balances in Loans and advances to customers and Customer deposits are still presented on a net basis in order to provide consistent information to its users.
- (2) Subordinated loans includes other borrowed funds. Historical figures have been adjusted, as explained in Note 1 "Accounting policies" to the consolidated financial statements for the year ended 31 December 2016, which are incorporated by reference herein .

Customer deposits consists predominantly of savings accounts, credit balances on customer accounts and corporate deposits.

The comparison of the balance sheets is impacted by the deconsolidation of NN Group in 2015, subsequently fully divested in 2016. The available-for-sale investment in Voya was sold in 2015.

Year ended 31 December 2016 compared to year ended 31 December 2015

The Issuer's total assets decreased to EUR 845 billion at year-end 2016 compared to EUR 1,005 billion at year-end 2015. Excluding the impact of the accounting policy change for cash pooling arrangements, total assets increased by EUR 3 billion, or 0.4%, to EUR 845 billion at year-end 2016, compared to EUR 842 billion at year-end 2015. Excluding EUR 1 billion of negative currency impacts, the increase was EUR 5 billion.

Loans and advances to customers increased by EUR 26 billion, which was due to the growth of the net core customer lending base by EUR 35 billion, partly offset by a reduction in non-core customer lending (among others in the WUB and Lease run-off portfolios). This increase was largely offset by lower financial assets at fair value through profit or loss (decreased trading securities and repo activity), lower cash and balances with central banks and lower investments (including a reduction of ING's stake in Kotak Mahindra Bank). Assets held for sale declined to nil, as ING's remaining stake in NN Group was sold in the first half of 2016.

Customer deposits increased by EUR 22 billion, of which almost EUR 29 billion was driven by net growth at ING Bank, excluding currency impacts and Bank Treasury. Other liabilities increased by EUR 5 billion, which includes the redundancy provision recorded in the fourth quarter. These increases were largely offset by decreases of debt securities in issue (mainly lower long-term debt), financial liabilities at fair value through profit or loss (mirroring the asset side) and deposits from banks.

Shareholders' equity increased by EUR 2.0 billion, from EUR 47.8 billion at year-end 2015 to EUR 49.8 billion at yearend 2016. The increase was mainly due to the net result for the year 2016, partly offset by dividend payments.

Year ended 31 December 2015 compared to year ended 31 December 2014

The Issuer's total assets decreased to EUR 1,005 billion at year-end 2015 from EUR 1,179 billion at year-end 2014. Excluding the impact of the accounting policy change for cash pooling arrangements (mentioned above), total assets decreased by EUR 151 billion, or 15.2%, to EUR 842 billion at year-end 2015 compared to EUR 993 billion at year-end 2014. Total assets excluding assets held for sale (mainly NN Group),

increased by EUR 12 billion, including EUR 11 billion of positive currency impacts. Excluding currency impacts, ING grew its core customer lending base by EUR 22 billion, and cash and balances at central banks were up by EUR 9 billion. These increases were largely offset by reductions in amounts due from banks, investments and financial assets at fair value through P&L (due to lower valuation of trading derivatives) and by a reduction in non-core customer lending (amongst others in the WUB and Lease run-off portfolios).

ING continued to improve its funding profile, as customer deposits increased by EUR 17 billion, with an EUR 11 billion increase in savings and EUR 12 billion increase in credit balances on customer accounts, partly offset by a decrease in deposits from asset managers and corporate treasurers, all excluding currency impacts. Debt securities in issue mainly decreased due to a reduction in short-term CD/CPs.

Shareholders' equity decreased by EUR 3.5 billion, from EUR 51.3 billion at year-end 2014 to EUR 47.8 billion at year-end 2015. The decrease was mainly due to the impact of the divestment of NN Group, partly offset by the net result for the year 2015.

SEGMENT REPORTING

The Issuer's segments are based on the internal reporting structures. The following table specifies the segments by line of business and the main sources of income of each of the segments:

Retail Netherlands (Market Leaders)

Income from retail and private banking activities in the Netherlands, including the SME and mid-corporate segments. The main products offered are current and savings accounts, business lending, mortgages and other consumer lending in the Netherlands.

Retail Belgium (Market Leaders)

Income from retail and private banking activities in Belgium, including the SME and mid-corporate segments. The main products offered are similar to those in the Netherlands.

Retail Germany (Challengers and Growth Markets)

Income from retail and private banking activities in Germany. The main products offered are current and savings accounts, mortgages and other customer lending.

Retail Other (Challengers and Growth Markets)

Income from retail banking activities in the rest of the world, including the SME and mid-corporate segments in specific countries. The main products offered are similar to those in the Netherlands.

Wholesale Banking

Income from wholesale banking activities (a full range of products is offered from cash management to corporate finance), real estate and lease.

The Executive Board of the Issuer and the Management Board of ING Bank set the performance targets, approve and monitor the budgets prepared by the business lines. Business lines formulate strategic, commercial and financial policy in conformity with the strategy and performance targets set by the Executive Board of the Issuer and the Management Board of ING Bank.

The accounting policies of the segments are the same as those described in Note 1 "Accounting policies" to the consolidated financial statements for the year ended 31 December 2016, which is incorporated by reference herein. Transfer prices for inter-segment transactions are set at arm's length. Corporate expenses are allocated to business lines based on time spent by head office personnel, the relative number of staff, or on the basis of income, expenses and/or assets of the segment.

As of 1 January 2016, Czech Republic, previously fully reported within Wholesale Banking is now segmented to both Retail and Wholesale Banking. The presentation of previously reported underlying profit or loss amounts has been adjusted to reflect this change.

As of 1 January 2015, the segment Retail Rest of the World was renamed to Retail Other. In addition to this, the attribution of 'Underlying result' to segments changed as follows as of such date:

- 'Interest benefit on economic capital' is replaced by 'Interest benefit on total capital' resulting in a reallocation between Retail Banking, Wholesale Banking and Corporate Line Banking in the line 'Interest result Banking operations'
- ING Turkey, previously fully reported within Retail Banking, became segmented to both Retail Banking and Wholesale Banking
- Bank Treasury (excluding isolated legacy costs recorded within Corporate Line) became allocated to both Retail Banking and Wholesale Banking. Previously, Bank Treasury was allocated to Retail and/or Wholesale Banking on a country-by-country basis.

The presentation of previously reported underlying profit or loss figures has been restated to reflect the above changes.

The Issuer evaluates the results of its banking segments using a non-IFRS financial performance measure called underlying result. Underlying result is derived from result determined in accordance with IFRS-EU by excluding the impact of special items, divestments, Legacy Insurance and results from discontinued operations.

Special items include items of income or expense that are significant and arise from events or transactions that are clearly distinct from the ordinary operating activities. Disclosures on comparative periods also reflect the impact of current period's divestments. Legacy Insurance consists of the intercompany eliminations between ING Bank and NN Group until deconsolidation of NN Group at the end of May 2015 and the results from Insurance Other. Insurance Other reflects former insurance related activities that are not part of the discontinued operations.

Corporate Line Banking

In addition to these segments, the Issuer reconciles the total segment results to the total result of Banking using Corporate Line Banking. The Corporate Line Banking is a reflection of capital management activities and certain expenses that are not allocated to the banking businesses. The Issuer applies a system of capital charging for its banking operations in order to create a comparable basis for the results of business units globally, irrespective of the business units' book equity and the currency they operate in.

Banking operations

The following table sets forth the contribution of ING's banking business lines and the corporate line ("Corporate Line Banking") to the underlying net result for each of the years 2016, 2015 and 2014.

2016	Retail Netherlands	Retail Belgium	Retail Germany	Retail Other	Wholesale Banking	Corporate Line Banking⁽¹⁾	Total Banking
				(EUR millions)			
Total underlying income	4,436	2,573	1,923	2,859	5,608	59	17,458
Total underlying expenditure ..	2,731	1,613	868	2,001	2,940	278	10,430
Underlying result before tax ...	1,705	961	1,055	858	2,668	-219	7,028
Taxation.....	422	306	315	178	753	2	1,977
Non-controlling interests.....	-	1	2	60	11	-	75
Underlying net result	1,282	653	738	620	1,903	-221	4,976
Divestments.....	-	-	-	-	-	-	-
Special items.....	-192	-418	-	-12	-149	-27	-799
Net result	1,090	235	738	608	1,754	-248	4,177

2015	Retail Netherlands	Retail Belgium	Retail Germany	Retail Other	Wholesale Banking	Corporate Line Banking⁽¹⁾	Total Banking
				(EUR millions)			
Total underlying income	4,403	2,546	1,910	2,408	5,570	-285	16,552
Total underlying expenditure ..	2,908	1,701	899	1,804	3,036	245	10,593
Underlying result before tax ...	1,495	845	1,012	604	2,533	-530	5,959
Taxation.....	391	255	328	142	676	-125	1,668
Non-controlling interests.....	-	6	2	48	16	-	72
Underlying net result	1,104	583	681	414	1,841	-404	4,219
Divestments.....	-	-	-	367	-	-	367
Special items.....	-58	-	-	-	-	-	-58
Net result	1,046	583	681	781	1,841	-404	4,528

2014	Retail Netherlands	Retail Belgium	Retail Germany	Retail Other	Wholesale Banking	Corporate Line Banking⁽¹⁾	Total Banking
				(EUR millions)			
Total underlying income	4,330	2,617	1,615	2,359	4,870	-496	15,296
Total underlying expenditure ..	3,392	1,667	845	1,661	2,893	116	10,573
Underlying result before tax ...	938	951	771	698	1,978	-611	4,724
Taxation.....	243	256	230	140	469	-117	1,221
Non-controlling interests.....	-	1	1	51	26	-	79
Underlying net result	694	693	540	508	1,483	-494	3,424
Divestments.....	-	-	-	202	-	-	202
Special items.....	-63	-	-	-	-	-957	-1,021
Net result	631	693	540	710	1,483	-1,451	2,606

Note:

- (1) Corporate Line Banking mainly includes items not directly attributable to the business lines and the isolated legacy costs (mainly interest results) for replacing short-term funding with long-term funding. In 2016, the underlying result before tax included EUR -7 million of DVA on own-issued debt versus EUR 43 million in 2015 and EUR -57 million in 2014. Underlying expenditure increased in 2016 on both 2015 and 2014. The latter included material releases from deposit guarantee scheme (DGS)-related provisions. Special items in 2016 included EUR -27 million restructuring charges related to the intended digital transformation programmes as announced on ING's Investor Day on 3 October 2016. Special items in 2014 included EUR -653 million for making the Dutch Defined Benefit pension fund financially independent and EUR -304 million related to the SNS Reaal nationalisation.

The business lines are analysed on a total basis for Underlying income, Underlying expenditure and Net result. The product split within Wholesale Banking is based on underlying figures.

RETAIL NETHERLANDS

	Retail Netherlands		
	2016	2015	2014
	<i>(EUR millions)</i>		
Underlying income			
Net interest income.....	3,653	3,683	3,778
Net commission income	546	515	464
Other underlying income	237	205	87
Total underlying income.....	4,436	4,403	4,330
Underlying expenditure			
Operating expenses.....	2,560	2,475	2,678
Additions to the provision for loan losses.....	171	433	714
Total underlying expenditure	2,731	2,908	3,392
Underlying result before tax.....	1,705	1,495	938
Taxation.....	422	391	243
Non-controlling interests	-	-	-
Underlying net result.....	1,282	1,104	694
Special items.....	-192	-58	-63
Net result	1,090	1,046	631

Year ended 31 December 2016 compared to year ended 31 December 2015

Net result of Retail Netherlands rose to EUR 1,090 million from EUR 1,046 million in 2015. Underlying net result increased 16.1% to EUR 1,282 million from EUR 1,104 million in 2015. Special items after tax excluded from underlying net result were equal to EUR -192 million in 2016, of which EUR -180 million related to the planned digital transformation programmes announced on ING's Investor Day on 3 October 2016 and EUR -13 million to the restructuring programmes in Retail Netherlands announced before 2013. Special items after tax in 2015 were EUR -58 million and were fully related to the earlier announced restructuring programmes in Retail Netherlands.

Underlying result before tax of Retail Netherlands rose to EUR 1,705 million from EUR 1,495 million in 2015, due to lower risk costs while underlying income was resilient due to stable interest margins and higher revenues from Bank Treasury. Underlying income rose 0.7% to EUR 4,436 million. Net interest income slightly declined, mainly caused by a decline in lending volumes and margin pressure on current accounts, partly offset by higher margins on savings and lending. The lower lending volumes were partly caused by

the continued transfer of WestlandUtrecht Bank (WUB) mortgages to NN Group and the run-off in the WUB portfolio. Net core lending book (excluding the WUB portfolio, Bank Treasury products and movements in the mortgage hedge) declined by EUR 4.2 billion in 2016. The decline was both in mortgages and other lending; the latter reflecting subdued demand in business lending. Net customer deposits (excluding Bank Treasury) grew by EUR 7.1 billion. Net commission income rose by EUR 31 million, or 6.0%, and investment and other income was up EUR 32 million, in part due to a gain on the sale of Visa shares.

Underlying operating expenses increased 3.4% to EUR 2,560 million from EUR 2,475 million in 2015, mainly due to higher regulatory costs and an additional provision for Dutch SME clients with interest-rate derivatives, whereas in 2015 underlying operating expenses included some smaller restructuring provisions. These factors were partly offset by the benefits from ongoing cost-saving initiatives. From the existing cost-saving programmes announced since 2011, which aim to realise EUR 675 million of annual cost savings by the end of 2017, an amount of EUR 562 million have already been realised. Risk costs declined to EUR 171 million, or 32 basis points of average risk-weighted assets, from EUR 433 million in 2015. The decline was both in business lending and residential mortgages, reflecting the improvements in the Dutch economy and housing market.

Year ended 31 December 2015 compared to year ended 31 December 2014

Net result of Retail Netherlands increased to EUR 1,046 million in 2015 compared with EUR 631 million in 2014. Underlying net result rose to EUR 1,104 million in 2015 compared with EUR 694 million in 2014. Special items after tax excluded from underlying net result were EUR 58 million in 2015 compared with EUR 63 million in 2014. Both were fully related to restructuring programmes in Retail Netherlands that were announced before 2013.

Underlying result before tax of Retail Netherlands rose to EUR 1,495 million from EUR 938 million in 2014, mainly due to lower risk costs and lower expenses. Underlying operating expenses declined by EUR 203 million, predominantly due to EUR 349 million of redundancy provisions taken in 2014. Excluding these provisions, underlying result before tax rose 16.2%. Underlying income increased 1.7% to EUR 4,403 million. Net interest income was supported by higher margins on lending and savings, which largely compensated for a decline in lending volumes. Lower lending volumes were partly caused by the continued transfer of WestlandUtrecht (WUB) mortgages to NN Group and the run-off in the WUB portfolio. The net core lending book (excluding the WUB portfolio, Bank Treasury products and movement in the mortgage hedge) declined by EUR 2.9 billion due to higher repayments on mortgages and muted demand for business lending. The net production in customer deposits (excluding Bank Treasury) was EUR 3.5 billion, reflecting increases in both savings and current accounts. Net commission income was up 11.0% and total investment and other income rose by EUR 118 million, in part due to positive hedge ineffectiveness, while in 2014 investment and other income included a one-off loss on the sale of real estate in own use. Excluding the redundancy provisions in 2014, underlying operating expenses increased 6.3%, mainly due to higher regulatory costs, investments in IT, some smaller restructuring provisions and a provision for potential compensation related to certain floating interest-rate loans and interest-rate derivatives that were sold in the Netherlands. This increase was partly offset by the benefits from the ongoing cost-saving programmes. The cost-saving programmes were on track to realise EUR 675 million of annual cost savings by the end of 2017. Of this amount, EUR 438 million has been realised since 2011. Risk costs declined 39.4% to EUR 433 million from EUR 714 million in 2014, both in residential mortgages and business lending, supported by a recovery in the Dutch economy.

RETAIL BELGIUM

	Retail Belgium		
	2016	2015	2014
	<i>(EUR millions)</i>		
Underlying income			
Net interest income.....	1,936	1,953	1,998
Net commission income	385	397	376
Investment and other income	253	195	243
Total underlying income.....	2,573	2,546	2,617
Underlying expenditure			
Operating expenses.....	1,438	1,532	1,524
Additions to the provision for loan losses.....	175	169	142
Total underlying expenditure	1,613	1,701	1,667
Underlying result before tax.....	961	845	951
Taxation.....	306	255	256
Non-controlling interests	1	6	1
Underlying net result.....	653	583	693
Special items.....	-418	-58	-63
Net result	235	583	693

Year ended 31 December 2016 compared to year ended 31 December 2015

Net result of Retail Belgium declined to EUR 235 million in 2016 compared with EUR 583 million in 2015. Underlying net result increased 12.0% to EUR 653 million from EUR 583 million in 2015. Special items after tax excluded from underlying net result were equal to EUR -418 million in 2016, and were fully related to the intended digital transformation programmes as announced on ING's Investor Day on 3 October 2016.

The underlying result before tax of Retail Belgium rose 13.7% to EUR 961 million in 2016, compared with EUR 845 million in 2015, reflecting lower expenses and slightly higher income. Underlying income increased 1.1% to EUR 2,573 million, from EUR 2,546 million in 2015, supported by higher Bank Treasury revenues and a gain on the sale of Visa shares. Net interest income declined 0.9%, mainly due to lower margins on savings and current accounts, as well as on mortgages due to lower prepayment and renegotiation fees, which was largely offset by increased volumes in most products. The net production in the customer lending portfolio (excluding Bank Treasury) was EUR 4.8 billion, of which EUR 1.7 billion in mortgages and EUR 3.2 billion in other lending. The net inflow in customer deposits was EUR 1.4 billion. Net commission income was 3.0% lower. Investment and other income rose by EUR 58 million, driven by the Visa gain. Underlying operating expenses declined by EUR 94 million, or 6.1% to EUR 1,438 million, due to a EUR -95 million one-off expense adjustment in 2016. Risk costs increased by EUR 6 million to

EUR 175 million, or 54 basis points of average risk-weighted assets. The increase was mainly in business lending due to a few specific files, while risk costs for mortgages and consumer lending declined.

Year ended 31 December 2015 compared to year ended 31 December 2014

Both net result and underlying net result of Retail Belgium decreased by EUR 110 million, or 15.9%, to EUR 583 million in 2015 from EUR 693 million in 2014. There were no special items or divestments in 2015 and 2014.

The underlying result before tax of Retail Belgium fell 11.1% to EUR 845 million in 2015 compared with EUR 951 million in 2014, mainly due to lower income and higher risk costs. Underlying income declined 2.7% to EUR 2,546 million, from EUR 2,617 million in 2014. Net interest income decreased 2.3% due to lower margins on lending products and current accounts, which was only partly compensated by higher volumes in most products. The net production in the customer lending portfolio (excluding Bank Treasury) was EUR 1.7 billion in 2015, of which EUR 1.1 billion in mortgages and EUR 0.6 billion in other lending. Net customer deposits grew by EUR 3.0 billion. Underlying operating expenses increased 0.5% to EUR 1,532 million, as higher regulatory expenses and some additional restructuring costs were largely offset by a decrease in staff expenses and a value-added tax refund. The cost-savings programme announced by ING Belgium in early 2013, with the aim of realizing EUR 160 million cost savings by the end of 2017, was successfully concluded by the end of 2015. Risk costs increased by EUR 27 million to EUR 169 million, or 59 basis points of average risk-weighted assets. The increase was mainly in business lending and consumer lending, while risk costs for mortgages declined.

RETAIL GERMANY

	Retail Germany		
	2016	2015	2014
	<i>(EUR millions)</i>		
Underlying income			
Net interest income.....	1,689	1,634	1,500
Net commission income	183	172	143
Investment and other income	51	104	-27
Total underlying income.....	1,923	1,910	1,615
Underlying expenditure			
Operating expenses.....	886	842	773
Additions to the provision for loan losses.....	-18	57	72
Total underlying expenditure	868	899	845
Underlying result before tax.....	1,055	1,012	771
Taxation.....	315	328	230
Non-controlling interests	2	2	1
Underlying net result.....	738	681	540

	Retail Germany		
	2016	2015	2014
	<i>(EUR millions)</i>		
Net result	738	681	540

Year ended 31 December 2015 compared to year ended 31 December 2015

Both net result and underlying net result of Retail Germany increased by EUR 57 million, or 8.4%, to EUR 738 million in 2016 from EUR 681 million in 2015. There were no special items or divestments in 2016 and 2015.

Retail Germany's underlying result before tax increased 4.2% to EUR 1,055 million, compared with EUR 1,012 million in 2015. This increase was supported by a net release in risk costs, partly offset higher expenses. Underlying income rose 0.7% to EUR 1,923 million, from EUR 1,910 million in 2015, supported by a gain on the sale of Visa shares. Net interest income increased 3.4% following continued business growth, partly offset by lower margins on most products. Net inflow in customer deposits (excluding Bank Treasury) was EUR 9.0 billion in 2016. The net production in customer lending (excluding Bank Treasury and movement in the mortgage hedge) was EUR 3.8 billion, of which EUR 3.0 billion was in mortgages and EUR 0.8 billion in consumer lending. Net commission income rose 6.4% to EUR 183 million. Investment and other income decreased by EUR 53 million, due to lower gains on the sale of bonds and less positive hedge ineffectiveness results, which was partly compensated by a EUR 44 million gain on the sale of Visa shares. Underlying operating expenses increased 5.2% to EUR 886 million, from EUR 842 million in 2015. The increase was mainly due to a higher headcount in order to support business growth and customer acquisition, as well as investments in strategic projects. This was partly offset by lower regulatory costs. The cost/income ratio was 46.1%, compared with 44.1% in 2015. Risk costs turned to a net release of EUR 18 million from a net addition of EUR 57 million in 2015, reflecting a benign credit environment in the German market and model updates for mortgages.

Year ended 31 December 2015 compared to year ended 31 December 2014

Both net result and underlying net result of Retail Germany increased by EUR 141 million, or 26.1%, to EUR 681 million in 2015 from EUR 540 million in 2014. There were no special items or divestments in 2015 and 2014.

Retail Germany's underlying result before tax increased 31.3% to EUR 1,012 million compared with EUR 771 million in 2014, driven by strong income growth. Underlying income rose 18.3% to EUR 1,910 million in 2015 from EUR 1,615 million in 2014. This increase mainly reflects higher interest results following continued business growth and improved margins on savings. Margins on lending and current accounts were somewhat lower. Net inflow in customer deposits (excluding Bank Treasury) was EUR 6.4 billion in 2015. The net production in customer lending (excluding Bank Treasury and movement in the mortgage hedge) was EUR 2.5 billion, of which EUR 1.6 billion was in mortgages and EUR 0.9 billion in consumer lending. Investment and other income was EUR 104 million in 2015, compared with a loss of EUR 27 million in 2014, mainly due to higher realised gains on the sale of bonds and a positive swing in hedge ineffectiveness results. Underlying operating expenses increased 8.9% compared with 2014 to EUR 842 million. The increase mainly reflects higher regulatory costs, an increase in headcount at both ING-DiBa and Interhyp, as well as investments to support business growth and attract primary banking clients. The cost/income ratio improved to 44.1% from 47.8% in 2014. The net addition to loan loss provisions declined to EUR 57 million, or 23 basis points of average risk-weighted assets, from EUR 72 million, or 29 basis points, in 2014, reflecting the better performance in the German mortgage book.

RETAIL OTHER*

	Retail Other		
	2016	2015	2014
	<i>(EUR millions)</i>		
Underlying income			
Net interest income.....	2,107	1,935	1,832
Net commission income	320	278	331
Investment and other income	432	195	197
Total underlying income.....	2,859	2,408	2,359
Underlying expenditure			
Operating expenses.....	1,723	1,594	1,496
Additions to the provision for loan losses.....	278	210	165
Total underlying expenditure.....	2,001	1,804	1,661
Underlying result before tax.....	858	604	698
Taxation.....	178	142	140
Non-controlling interests	60	48	51
Underlying net result.....	620	414	508
Divestments	-	367	202
Special items.....	-12	-	-
Net result	608	781	710

Year ended 31 December 2016 compared to year ended 31 December 2015

Net result of Retail Other decreased to EUR 608 million in 2016 compared with EUR 781 million in 2015, when the net result included a EUR 367 million gain from divestments, reflecting the result from the merger between ING Vysya Bank and Kotak Mahindra Bank. In 2016, special items after tax were EUR -12 million, fully related to the digital transformation programmes as announced on ING's Investor Day on 3 October 2016. Underlying net result which excludes divestments and special items, rose to EUR 620 million in 2016 compared with EUR 414 million in 2015.

Retail Other's underlying result before tax rose to EUR 858 million, from EUR 604 million in 2015. The increase was largely attributable to a EUR 109 million gain on the sale of Visa shares in 2016, while 2015 included a EUR 97 million of non-recurring charges in Italy related to increased prepayments and renegotiations of fixed-term mortgages. Total underlying income increased by EUR 451 million, or 18.7%, to EUR 2,859 million. Excluding the gain on Visa shares in 2016 and the one-off charge in Italy in 2015, underlying income grew by 9.8%. This increase was mainly attributable to revenue growth in most

businesses and was furthermore supported by a EUR 32 million one-time gain from the reduction of ING's stake in Kotak Mahindra Bank. Net interest income rose 8.9% due to volume growth in most countries and higher margins on lending, partly offset by lower margins on current accounts. Net production (excluding currency effects and Bank Treasury) in both customer lending and customer deposits was EUR 7.8 billion in 2016. Net commission income rose 15.1% due to continued client and volume growth in most countries. Underlying operating expenses increased by EUR 129 million, or 8.1%, to EUR 1,723 million. This increase was mainly due to increased regulatory costs as well as higher IT and professional-services expenses related to strategic projects. The cost/income ratio improved to 60.3% from 66.2% in 2015. The addition to the provision for loan losses was EUR 278 million, or 57 basis points of average risk-weighted assets in 2016, up from EUR 210 million, or 45 basis points of average risk-weighted assets in 2015. The increase was mainly attributable to higher risk costs in Turkey.

Year ended 31 December 2015 compared to year ended 31 December 2014

Net result of Retail Other increased to EUR 781 million in 2015 compared with EUR 710 million in 2014. In 2015, the impact of divestments was EUR 367 million, reflecting the result from the merger between ING Vysya Bank and Kotak Mahindra Bank. In 2014, the impact of divestments was EUR 202 million and related to the change in accounting of ING Vysya Bank. Underlying net result (excluding divestments) declined to EUR 414 million in 2015 compared with EUR 508 million in 2014.

Retail Other's underlying result before tax decreased to EUR 604 million, from EUR 698 million in 2014. The decline was primarily attributable to lower income in Italy due to EUR 97 million of non-recurring charges related to increased prepayments and renegotiations of fixed-term mortgages and a EUR 31 million one-off charge in regulatory expenses related to the bankruptcy of SK Bank in Poland. Excluding both items result before tax increased 4.9%. Total underlying income rose by EUR 49 million, or 2.1%, to EUR 2,408 million. This increase was attributable to higher interest results stemming from higher volumes in most countries, partly offset by the aforementioned non-recurring charges in Italy. The net inflow of customer deposits, adjusted for currency effects and Bank Treasury, was EUR 8.0 billion, with growth mainly in Spain, Poland, Turkey and Romania. Net customer lending (also adjusted for the sale of mortgage portfolios in Australia) rose by EUR 7.8 billion, mainly due to growth in Australia, Poland and Spain. Underlying operating expenses increased by EUR 98 million, or 6.6%, versus 2014, largely as a result of higher regulatory costs (including the one-off charge in Poland), investments to support business growth in most of the business units and inflation adjustments in the Growth Markets. The addition to the provision for loan losses was EUR 210 million, or 45 basis points of average risk weighted assets in 2015, up from EUR 165 million, or 40 basis points, in 2014. The increase was mainly visible in Turkey and Poland.

WHOLESALE BANKING*

	Wholesale Banking		
	2016	2015	2014
	<i>(EUR millions)</i>		
Underlying income			
Net interest income.....	3,750	3,538	3,508
Net commission income	1,003	962	979
Investment and other income	855	1,070	383
Total underlying income.....	5,608	5,570	4,870

	Wholesale Banking		
	2016	2015	2014
	<i>(EUR millions)</i>		
Operating expenses.....	2,572	2,559	2,392
Additions to the provision for loan losses.....	368	478	500
Total underlying expenditure	2,940	3,036	2,893
Underlying result before tax	2,668	2,533	1,978
Taxation.....	753	676	469
Non-controlling interests	11	16	26
Underlying net result	1,903	1,841	1,483
Special items.....	-149	-	-
Net result	1,754	1,841	1,483

Year ended 31 December 2016 compared to year ended 31 December 2015

Net result of Wholesale Banking declined to EUR 1,754 million in 2016 compared with EUR 1,841 million in 2015. Underlying net result increased to EUR 1,903 million from EUR 1,841 million in 2015. Special items after tax excluded from underlying net result were equal to EUR -149 million in 2016 and were fully related to the intended digital transformation programmes as announced on ING's Investor Day on 3 October 2016.

Wholesale Banking's underlying result before tax increased to EUR 2,668 million in 2016, from EUR 2,533 million in 2015. Credit and debt valuation adjustments (CVA/DVA), fully recorded in Financial Markets, were EUR 71 million in 2016 compared with EUR 181 million in 2015. Excluding CVA/DVA impacts, the increase in pre-tax result was 16.4%, reflecting excellent performance in Industry Lending, steady volume growth across industries and products, and a lower level of risk costs.

Industry Lending posted an underlying result before tax of EUR 1,736 million, up 14.4% compared with 2015, driven by continued business growth in Structured Finance and Real Estate Finance at attractive margins. The underlying result before tax from General Lending & Transaction Services rose by 31.3% to EUR 613 million, due to lower expenses and risk costs. Income growth was limited as volume growth was largely offset by some pressure on margins. Financial Markets underlying result before tax fell to EUR 134 million from EUR 462 million in 2015, largely due to the aforementioned negative swing in CVA/DVA impacts. The underlying result before tax of Bank Treasury & Other was EUR 185 million, up from EUR 87 million in 2015, which was negatively impacted by a EUR 92 million impairment on an equity stake. Excluding this impairment, the pre-tax result increased by EUR 6 million as higher Bank Treasury results were offset by lower results in the run-off businesses, mainly due to lower sales results in the Real Estate Development portfolio.

Underlying income increased 0.7% to EUR 5,608 million compared with 2015. Excluding CVA/DVA impacts, income rose 5.4% driven by strong volume growth in lending and higher income in Bank Treasury. Net production of customer lending (excluding Bank Treasury and currency impacts) was EUR 21.8 billion

in 2016. Wholesale Banking's net core lending book (also excluding Lease run-off) grew by EUR 22.6 billion, due to strong growth in Structured Finance and General Lending & Transaction Services. The net inflow in customer deposits (excluding Bank Treasury and currency impacts) was EUR 3.1 billion. Net interest income rose 6.0% on 2015, whereas net commission income increased by 4.3%. Underlying operating expenses increased 0.5% to EUR 2,572 million, mainly due to higher regulatory costs and an increase in FTEs to support business growth. This increase was largely offset by benefits from cost saving initiatives and lower IT change costs. The previously announced restructuring programmes are on track to realise EUR 340 million of annual cost savings by the end of 2017. At the end of 2016, EUR 305 million of annual cost savings had already been realised. Risk costs declined to EUR 368 million, or 24 basis points of average risk-weighted assets, from EUR 478 million, or 33 basis points of average risk-weighted assets, in 2015. Lower risk costs were mainly visible in General Lending and to a lesser extent Industry Lending, in part due to larger releases on Ukraine clients.

Year ended 31 December 2015 compared to year ended 31 December 2014

Both net result and underlying net result of Wholesale Banking increased to EUR 1,841 million in 2015 compared with EUR 1,483 million in 2014. There were no special items or divestments in 2015 and 2014.

Wholesale Banking posted a good set of results due to continued strong Industry Lending performance, good volume growth and improved Financial Markets results. Underlying result before tax rose to EUR 2,533 million in 2015, from EUR 1,978 million in 2014. Credit and debt valuation adjustments (CVA/DVA) in Wholesale Banking, fully recorded in Financial Markets, were EUR 181 million positive in 2015 versus EUR 216 million of negative adjustments in 2014. Excluding CVA/DVA impacts, underlying result before tax rose 7.2% from 2014.

Industry Lending posted an underlying result before tax of EUR 1,517 million, up 16.9% compared with 2014. This increase was mainly caused by higher income in Structured Finance and Real Estate Finance due to strong volume growth. Underlying result before tax from General Lending & Transaction Services declined 8.3% to EUR 467 million, due to higher expenses and risk costs, while income growth was limited due to some pressure on margins. Financial Markets recorded an underlying result before tax of EUR 462 million, up from EUR 130 million in 2014, mainly reflecting the aforementioned positive swing in CVA/DVA impacts. The underlying result of Bank Treasury & Other was EUR 87 million compared with EUR 41 million in 2014. The result was supported by higher Bank Treasury income, while the results in the run-off businesses increased due to improved sales results in Real Estate Development and lower risk costs in Leasing, partly offset by a EUR 92 million impairment on an equity stake.

Underlying income rose 14.4% on 2014, mainly in Financial Markets and Industry Lending. Net production of customer lending (excluding Bank Treasury and currency impacts) was EUR 11.6 billion in 2015. Wholesale Banking grew the net core lending book, also adjusted for the Lease run-off, by EUR 13.0 billion in 2015, due to strong growth in Structured Finance and - to a lesser extent - Real Estate Finance and Transaction Services. Customer deposits (excluding currency impacts and Bank Treasury) remained flat compared with 2014. Underlying operating expenses increased 7.0% to EUR 2,559 million, mainly due to higher FTEs to support business growth, increased regulatory expenses and positive currency impacts. The previously announced restructuring programmes are on track to realise EUR 340 million of annual cost savings by 2017; of this amount EUR 260 million of cost savings had been realized so far. Risk costs declined to EUR 478 million, or 33 basis points of average risk-weighted assets (RWA), from EUR 500 million, or 37 basis points, in 2014. Lower risk costs were mainly visible in Real Estate Finance and the lease run-off business, while risk costs in Structured Finance and General Lending were up in absolute terms, but declined as a percentage of average RWA.

LIQUIDITY AND CAPITAL RESOURCES

ING Group is a holding company whose principal asset is its investments in the capital stock of its primary banking subsidiary. The liquidity and capital resource considerations for ING Group and ING Bank vary in light of the business conducted by each, as well as the regulatory requirements applicable to the Group in the Netherlands and the other countries in which it does business. The Issuer has no employees and substantially all of its operating expenses are allocated to and paid by its operating companies.

As a holding company, ING Group's principal sources of funds are funds that may be raised from time to time from the issuance of debt or equity securities and bank or other borrowings, as well as cash dividends received from its subsidiaries. The Issuer's total debt and capital securities outstanding to third parties at 31 December 2016 was EUR 10,528 million, at 31 December 2015 EUR 12,376 million and at 31 December 2014 EUR 13,493 million. The EUR 10,528 million of debt and capital securities outstanding at 31 December 2015 consisted of subordinated loans of EUR 8,626 million and debenture loans of EUR 1,902 million, both specified below:

Subordinated loans

(amounts in EUR million)

Interest rate	Year of issue	Due date	Balance sheet value
6.875%	2016	Perpetual	948
6.500%	2015	Perpetual	1,177
6.000%	2015	Perpetual	943
9000%	2008	Perpetual	10
6.375%	2007	Perpetual	975
6.125%	2005	Perpetual	662
Variable	2004	Perpetual	551
6.200%	2003	Perpetual	470
Variable	2003	Perpetual	427
7.200%	2002	Perpetual	1041
Variable	2000	31 December 2030	1,422
			8,626

Debenture loans

(amounts in EUR million)

Interest rate	Year of issue	Due date	Balance sheet value
4.699%	2007	1 June 2035	153
4.750%	2007	31 May 2017	1,749
			1,902

At 31 December 2015 and 2014, The Issuer also owed EUR 125 million and EUR 150 million, respectively, to ING group companies pursuant to intercompany lending arrangements. At 31 December 2016, ING Bank N.V. owed ING Group EUR 30 million, as a result of normal intercompany transactions.

On the maturity profile of borrowings and a further description of the borrowings reference is made to Notes 17 "Debt securities in issue" and 18 "Subordinated Loans" to the consolidated financial statements for the year ended 31 December 2016, which are incorporated by reference herein. The use of financial instruments for hedging purposes is described in Note 38 "Derivatives and hedge accounting" to the consolidated financial statements for the year ended 31 December 2016, which are incorporated by reference herein, reference is made to that note.

At 31 December 2016, 2015 and 2014, ING Group had EUR 0 million, EUR 49 million and EUR 116 million of cash, respectively. Dividends paid to ING Group by its subsidiaries amounted to EUR 1,354 million, EUR 2,282 million and EUR 1,541 million in 2016, 2015 and 2014, respectively, in each case representing dividends declared and paid with respect to the reporting calendar year and the prior calendar year. The amounts paid to ING Group were received from ING Bank, EUR 1,345 million in 2016, EUR 2,200 million in 2015 and EUR 1,225 million in 2014, from ING Support Holding, EUR 9 million in 2016 and from NN Group EUR 82 million in 2015 and EUR 315 million in 2014, respectively. On the other hand, ING Group injected EUR 0 million, EUR 57 million and EUR 850 million into its direct subsidiaries during the reporting year 2016, 2015 and 2014, respectively. All of these amounts were injected into NN Group. ING Group and its Dutch subsidiaries are subject to legal restrictions on the amount of dividends they can pay to their shareholders. The Dutch Civil Code provides that dividends can only be paid by Dutch companies up to an amount equal to the excess of a company's shareholders' equity over the sum of (1) paid-up capital and (2) shareholders' reserves required by law. Further, certain of the Group companies are subject to restrictions on the amount of funds they may transfer in the form of cash dividends or otherwise to ING Group.

In addition to the restrictions in respect of minimum capital and capital base requirements that are imposed by banking and other regulators in the countries in which the Issuer's subsidiaries operate, other limitations exist in certain countries. For further information, please refer to "Risk Factors" and "Regulation and Supervision".

The Issuer's Consolidated Cash Flows

ING's Risk Management, including liquidity, is discussed in Note 2.2.1 "Risk Management" to the consolidated financial statements for the year ended 31 December 2016, which are incorporated by reference herein.

Year ended 31 December 2016 compared to year ended 31 December 2015

Net cash flow from operating activities amounted to EUR 8,553 million for the year ended 31 December 2016, compared to EUR 10,577 million at year-end 2015. The decrease in cash flow from operating activities of EUR 2,024 million is due to an increased cash outflow re loans and advances partly due to increased corporate lending offset by an increased cash inflow from amounts due to and from banks.

Net cash flow from operating activities largely resulted from the cash outflow from loans to and deposits from banks and the large cash inflow from trading assets. In 2016, there was a small cash outflow from loans and deposits to and from banks compared to a strong cash inflow in 2015 mainly related to less (reverse) repurchase transaction. In 2016, the cash inflow from trading assets is related to a combination of fewer equity securities required to hedge equity swaps, fewer trading government bonds and a decrease in reverse repurchase activities.

Net cash flow from investing activities was EUR 6,134 million, from EUR 4,196 million in 2015. Investments in available-for-sale securities was EUR 27,003 million and EUR 47,858 million in 2016 and

2015, respectively. Disposals and redemptions of available-for-sale securities amounted to EUR 32,540 million and EUR 52,675 million in 2016 and 2015, respectively.

Net cash flow from financing activities was EUR -19,057 million in 2016, compared to EUR -11,165 million in 2015. The decrease of EUR 7,892 million in net cash flow is mainly due to the proceeds from debt securities and dividends paid compensated by an inflow from repayments on subordinated loans.

The operating, investing and financing activities described above resulted in a net cash and cash equivalents of EUR 16,164 million at year end 2016, compared to EUR 20,379 million at year-end 2015, a decrease of EUR 4,215 million.

Specification of cash position:

Amounts in millions of euros	2016	2015
Treasury bills and other eligible bills	512	363
Amounts due from/to banks	-2,492	-1,442
Cash and balances with central banks	18,144	21,458
Cash and cash equivalents classified as Assets held for sale		0
Cash and cash equivalents at end of year	16,164	20,379

Year ended 31 December 2015 compared to year ended 31 December 2014

Net cash flow from operating activities amounted to EUR 10,577 million for the year ended 31 December 2015, compared to EUR 12,019 million at year-end 2014. The decrease in cash flow from operating activities of EUR 1,442 million is due to an increased cash outflow re loans and advances partly due to increased corporate lending offset by an increased cash inflow from amounts due to and from banks.

Net cash inflow from investing activities was EUR 4,196 million (2014: EUR -7,419 million cash outflow). Investments in available-for-sale securities was EUR 47,858 million and EUR 85,799 million in 2015 and 2014, respectively. disposals and redemptions of available-for-sale securities amounted to EUR 52,675 million and EUR 69,444 million in 2015 and 2014, respectively.

Net cash flow from financing activities was EUR -11,165 million in 2015, compared to EUR -4,663 million in 2014. The increase in cash outflow of EUR 6,502 million in net cash flow from financing activities is mainly due to the repayment of and proceeds from borrowed funds and debt securities.

The operating, investing and financing activities described above resulted in a net cash and cash equivalents of EUR 20,379 million at year-end 2015, compared to EUR 17,113 million at year-end 2014, an increase of EUR 3,266 million.

Specification of cash position:

Amounts in millions of euros	2015	2014
Treasury bills and other eligible bills	363	677
Amounts due from/to banks	-1,442	-2,036
Cash and balances with central banks	21,458	12,233
Cash and cash equivalents classified as Assets held for sale	0	6,239
Cash and cash equivalents at end of year	20,379	17,113

CAPITAL ADEQUACY OF THE ISSUER

ING Group Capital Management (Capital Management) is responsible for the adequate capitalisation of ING Group and ING Bank entities at all times in order to manage the risk associated with ING's business activities. This involves not only the management, planning and allocation of capital within ING Group and ING Bank, but also the necessary capital market transactions, term (capital) funding and risk management transactions. ING takes an integrated approach to assess the adequacy of its capital position in relation to its risk profile and its operating environment. This implies taking into account the interests of its various stakeholders. Capital Management takes into account the metrics and requirements of regulators, rating agencies and internal risk based metrics such as the Risk Appetite Framework.

ING applies the following main capital definitions:

- Common equity Tier 1 capital, Tier 1 capital and Total capital – Tier 1 capital is defined as shareholders' equity plus Additional Tier 1 (hybrid) capital less regulatory adjustments. Common equity Tier 1, Tier 1 and Total capital divided by risk-weighted assets equal the Common equity Tier 1, Tier 1 and Total capital ratios respectively. Common equity Tier 1 capital is equal to Tier 1 capital excluding Additional Tier 1 (hybrid) capital;
- Common equity Tier 1 Risk Appetite – the solvency risk appetite statement is not only compared to the actual reported level, but also includes the potential impact of a standardised and pre-determined 1-in-10-year stress event (i.e. at a 90% confidence level with a 1-year horizon) as described in the Risk Management section;
- Overall Capital Requirement (OCR). The OCR means that ING's own funds exceeds the sum of the total SREP capital requirement (wherein per risk type the maximum is taken of Regulatory and Economic Capital requirements), capital buffer requirements and macro-prudential requirements.

SELECTED STATISTICAL INFORMATION

Selected Statistical Information on Banking Operations

The information in this section sets forth selected statistical information regarding the ING's banking operations.

Information for 2016, 2015 and 2014 is set forth under IFRS-EU. Unless otherwise indicated, average balances, when used, are calculated from monthly data and the distinction between domestic and foreign is based on the location of the office where the assets and liabilities are booked, as opposed to the domicile of the customer. However, ING believes that the presentation of these amounts based upon the domicile of the customer would not result in material differences in the amounts presented in this section.

Year ended 31 December	2016	2015	2014
Return on equity of the banking operations	9.9%	11.5%	7.4%
Return on equity of ING Groep N.V.	9.5%	8.1%	2.6%
Return on assets of ING Groep N.V.	0.6%	0.5%	0.1%
Equity to assets of ING Groep N.V.	5.9%	5.7%	5.2%
Net interest margin of the banking operations	1.5%	1.5%	1.5%

Average Balances and Interest Rates

The following tables show the banking operations, average interest-earning assets and average interest-bearing liabilities, together with average rates, for the periods indicated. The interest income, interest expense and average yield figures do not reflect interest income and expense on derivatives and other interest income and expense not considered to be directly related to interest-bearing assets and liabilities. These items are reflected in the corresponding interest income, interest expense and net interest income figures in the consolidated financial statements. A reconciliation of the interest income, interest expense and net interest income figures to the corresponding line items in the consolidated financial statements is provided hereunder.

The comparative amounts in this section for assets and liabilities in the IFRS balance sheet of the year ended 31 December 2014 include assets and liabilities of ING Vysya Bank Ltd.

Assets

	2016			2015			2014		
	Average balance	Interest income	Average yield	Average balance	Interest income	Average yield	Average balance	Interest income	Average yield
	(EUR millions)		%	(EUR millions)		%	(EUR millions)		%
Interest earning assets									
Time deposits with banks									
- domestic	32,058	58	0.2	29,058	51	0.2	16,032	72	0.5
- foreign	22,888	323	1.4	26,299	290	1.1	30,578	330	1.1
Loans and advances									
- domestic	219,035	6,674	3.0	225,433	7,618	3.4	225,332	8,336	3.8
- foreign	381,663	11,651	3.1	362,259	11,449	3.2	335,075	11,538	3.4
Interest-earning securities ⁽¹⁾									
- domestic	35,842	472	1.3	34,637	537	1.6	33,374	634	1.9
- foreign	69,780	1,638	2.3	75,100	1,765	2.4	76,955	2,006	2.6
Other interest-earning assets									
- domestic	14,672	31	0.2	8,353	38	0.5	14,692	106	0.7
- foreign	20,907	77	0.4	17,194	87	0.5	15,796	164	1.0
Total	796,935	20,924	2.6	778,333	21,835	2.8	747,834	23,186	3.1
Non interest earning assets	34,612			41,350			38,177		
Derivatives assets	44,818			49,419			39,907		
Total assets	876,366			869,102			825,918		

	2016			2015			2014		
	Average balance	Interest income	Average yield	Average balance	Interest income	Average yield	Average balance	Interest income	Average yield
	(EUR millions)		%	(EUR millions)		%	(EUR millions)		%
Percentage of assets applicable to foreign operations		63.6%			63.4%			65.2%	
Interest income on derivatives		22,917			24,333			25,137	
other		341			153			-154	
Total interest income		44,182			46,321			48,169	

Notes:

(1) Substantially all interest-earning securities held by the banking operations of the Company are taxable securities.

(*) ING has changed its accounting policy for the netting of cash pooling arrangements in the second quarter of 2016. In accordance with IFRS, the comparable amounts must be adjusted. The comparable amounts will be adjusted in the ING 2016 Annual accounts. In this additional information, however, the year-end 2015 cash pool balances in Loans and advances to customers and Customer deposits are still presented on a net basis in order to provide consistent information to its users.

Liabilities

	2016			2015			2014		
	Average balance	Interest expense	Average yield	Average balance	Interest expense	Average yield	Average balance	Interest expense	Average yield
	(EUR millions)		%	(EUR millions)		%	(EUR millions)		%
Interest-bearing liabilities									
Time deposits from banks									
- domestic	13,701	21	0.2	11,391	18	0.1	3,336	23	0.7
- foreign	13,066	224	1.7	12,723	252	2.0	9,782	281	2.9
Demand deposits ⁽⁵⁾									
- domestic	51,119	100	0.2	45,117	88	0.2	41,999	134	0.3
- foreign	72,185	26	0.0	63,876	56	0.1	54,437	95	0.2
Time deposits ⁽⁵⁾									
- domestic	24,624	138	0.6	29,901	86	0.3	31,266	95	0.3
- foreign	16,654	208	1.2	18,725	265	1.4	18,972	251	1.3
Savings deposits ⁽⁵⁾									
- domestic	92,814	531	0.6	90,549	883	1.0	88,149	1,168	1.3
- foreign	256,240	1,924	0.8	249,318	2,513	1.0	239,101	3,374	1.4
Short term debt									
- domestic	11,271	54	0.5	15,630	44	0.3	17,486	63	0.4
- foreign	23,012	192	0.8	21,535	142	0.7	24,091	182	0.8
Long term debt									
- domestic	69,253	1,821	2.6	78,557	2,077	2.6	75,319	2,277	3.0
- foreign	14,992	445	3.0	16,917	455	2.7	18,220	575	3.2
Subordinated liabilities									
- domestic	16,541	430	2.6	17,355	455	2.6	16,689	717	4.3
- foreign	205	9	4.3	319	15	4.7	438	30	6.8

	2016			2015			2014		
	Average balance	Interest expense	Average yield	Average balance	Interest expense	Average yield	Average balance	Interest expense	Average yield
	(EUR millions)		%	(EUR millions)		%	(EUR millions)		%
Other interest bearing liabilities									
- domestic	27,140	-87	-0.3	18,673	-10	-0.1	18,340	29	0.2
- foreign	43,136	407	0.9	44,107	359	0.8	46,908	318	0.7
Total	745,955	6,443	0.9	734,692	7,698	1.1	704,453	9,612	1.4
Non-interest bearing liabilities	39,588			37,615			42,645		
Derivatives liabilities	47,358			52,090			42,504		
Total Liabilities	832,900			828,898			790,602		
Group Capital	43,465			40,163			36,615		
Total liabilities and capital	876,366			864,560			825,918		
Percentage of liabilities applicable to foreign operations		59.8%			59.5%			62.3%	
Other interest expense:									
Interest expenses on derivatives		23,636			25,241			26,024	
other		862			821			229	
Total interest expense		30,941			33,760			35,865	
Total net interest result		13,241			12,561			12,304	

Notes:

(5) These captions do not include deposits from banks.

(*) ING has changed its accounting policy for the netting of cash pooling arrangements in the second quarter of 2016. In accordance with IFRS, the comparable amounts must be adjusted. The comparable amounts will be adjusted in the ING 2016 Annual accounts. In this additional information, however, the year-end 2015 cash pool balances in Loans and advances to customers and Customer deposits are still presented on a net basis in order to provide consistent information to its users.

ANALYSIS OF CHANGES IN NET INTEREST INCOME

The following table allocates changes in ING's banking operations' interest income and expense and net interest result between changes in average balances and rates for the periods indicated. Changes due to a combination of volume and rate have been allocated to changes in average volume. The net changes in interest income, interest expense and net interest result, as calculated in this table, have been reconciled to the changes in interest income, interest expense and net interest result in the consolidated financial statements. See introduction to "Average Balances and Interest Rates" for a discussion of the differences between interest income, interest expense and net interest result as calculated in the following table and as set forth in the consolidated financial statements.

	2016 over 2015			2015 over 2014		
	Increase (decrease) due to changes in			Increase (decrease) due to changes in		
	Average volume	Average rate	Net change	Average volume	Average rate	Net change
(EUR millions)						
Interest-earning assets						
Time deposits to banks						
domestic	5	2	7	58	-79	-21
foreign	-38	70	32	-46	6	-40
Loans and advances						
domestic	-216	-727	-943	3	-722	-719
foreign	613	-411	202	936	-1,025	-89
Interest-earning securities						
domestic	19	-83	-64	24	-121	-97
foreign	-125	-2	-127	-48	-193	-241
Other interest-earning assets						
domestic	29	-36	-7	-46	-22	-68
foreign	19	-29	-10	14	-91	-77
Interest income						
domestic	-163	-844	-1,007	39	-944	-905
foreign	<u>469</u>	<u>-372</u>	<u>97</u>	<u>856</u>	<u>-1,303</u>	<u>-447</u>
Total	<u>306</u>	<u>-1,217</u>	<u>-910</u>	<u>895</u>	<u>-2,247</u>	<u>-1,352</u>
Other interest income			<u>-1,229</u>			<u>-496</u>
Total interest income			<u><u>-2,139</u></u>			<u><u>-1,848</u></u>

The following table shows the interest spread and net interest margin for the past two years.

	2016	2015
	Average rate	
	%	
Interest spread		
Domestic	1.6	1.6
Foreign	1.8	1.8
Total	1.7	1.7
Net interest margin		
Domestic	1.6	1.5
Foreign	1.9	2.0
Total	1.8	1.8

	2016 over 2015			2015 over 2014		
	Increase (decrease) due to changes in					
	Average volume	Average rate	Net change	Average volume	Average rate	Net change
	(EUR millions)					
Interest-bearing liabilities						
Time deposits from banks						
domestic	4	0	4	55	-61	-6
foreign	7	-35	-28	85	-113	-28
Demand deposits						
domestic	12	0	12	10	-56	-46
foreign	7	-38	-31	17	-56	-39
Time deposits						
domestic	-15	67	52	-4	-4	-8
foreign	-29	-28	-57	-3	17	14
Savings deposits						
domestic	22	-374	-352	32	-316	-284
foreign	70	-659	-589	144	-1,005	-861
Short term debt						
domestic	-12	23	11	-7	-13	-20
foreign	10	40	50	-19	-20	-39

2016 over 2015

2015 over 2014

	Increase (decrease) due to changes in					
	Average volume	Average rate	Net change	Average volume	Average rate	Net change
	(EUR millions)					
Long term debt						
domestic	-246	-10	-256	98	-298	-200
foreign	-52	41	-11	-41	-79	-120
Subordinated liabilities						
domestic	-21	-4	-25	30	-293	-263
foreign	-5	-1	-6	-8	-7	-15
Other interest-bearing liabilities						
domestic	-5	-73	-78	1	-40	-39
foreign	-8	56	48	-19	61	42
Interest expense						
domestic	-261	-371	-632	215	-1,080	-866
foreign	0	-624	-624	154	-1,202	-1,046
Total	<u>-261</u>	<u>-995</u>	<u>-1,256</u>	<u>369</u>	<u>-2,282</u>	<u>-1,912</u>
Other interest expense			<u>-1,563</u>			<u>-193</u>
Total interest expense			<u>-2,819</u>			<u>-2,105</u>
Net interest						
domestic	98	-473	-375	-176	136	-39
foreign	<u>469</u>	<u>252</u>	<u>721</u>	<u>702</u>	<u>-101</u>	<u>599</u>
Net interest	<u>567</u>	<u>-221</u>	<u>346</u>	<u>526</u>	<u>35</u>	<u>560</u>
Other net interest result			<u>334</u>			<u>-303</u>
Net interest result			<u>680</u>			<u>257</u>

INVESTMENTS OF THE GROUP'S BANKING OPERATIONS

The following table shows the balance sheet value under IFRS-EU of the investments of ING's banking operations.

	Year ended 31 December		
	2016	2015	2014
	(EUR millions)		
Debt securities available for sale			
Dutch government	8,968	9,016	9,599
German government	12,617	13,033	17,413
Central banks	1,253	803	842
Belgian government	5,497	6,591	8,256
Other governments	24,010	27,204	30,055
Corporate debt securities	0	0	0
Banks and financial institutions	20,154	20,080	21,009
Other corporate debt securities	1,577	1,512	1,935
U.S. Treasury and other U.S. Government agencies	2,713	2,868	2,875
Other debt securities	<u>2,099</u>	<u>1,459</u>	<u>699</u>
Total debt securities available for sale	78,888	82,566	92,683
Debt securities held to maturity			
Dutch government	1,105	1,124	0
German government	0	529	0
Other governments	5,583	4,376	315
Banks and financial institutions	1,498	1,219	1,567
Other corporate debt securities	215	221	0
U.S. Treasury and other U.S. Government agencies	0	0	0
Other debt securities	<u>350</u>	<u>357</u>	<u>357</u>
Total debt securities held to maturity	8,751	7,826	2,239
Shares and convertible debentures	4,024	4,434	2,718
Land and buildings ⁽¹⁾	<u>946</u>	<u>1,060</u>	<u>1,100</u>
Total	<u>92,609</u>	<u>95,886</u>	<u>98,740</u>

Note:

(1) Including commuted ground rents

Banking investment strategy

ING's investment strategy for its investment portfolio related to the banking activities is formulated by the Asset and Liability Committee ("ALCO"). The exposures of the investments to market rate movements are managed by modifying the asset and liability mix, either directly or through the use of derivative financial products including interest rate swaps, futures, forwards and purchased option positions such as interest rate caps, floors and collars.

The investment portfolio related to the banking activities primarily consists of fixed-interest securities. Approximately 85% of the land and buildings owned by ING Bank are wholly or partially in use by Group companies.

Portfolio maturity description

	Between 1 1 year or less	Between 5 and 5 years	Between 5 and 10 years	Over 10 years	Total
	(EUR millions)				
Debt securities available for sale					
Dutch government	610	3,592	4,766	0	8,968
German government	1,050	6,505	5,062	0	12,617
Belgian government	1,184	3,198	1,115	0	5,497
Central banks	1,253	0	0	0	1,253
Other governments	3,255	11,020	8,825	910	24,010
Banks and financial institutions	4,682	10,641	4,806	25	20,154
Corporate debt securities	241	836	500	0	1,577
U.S. Treasury and other U.S.					
Government agencies	0	958	1,251	504	2,713
Other debt securities	<u>2</u>	<u>86</u>	<u>1,317</u>	<u>694</u>	<u>2,099</u>
Total debt securities available for sale	12,277	36,836	27,642	2,133	78,888
Yield ⁽¹⁾	2.3	1.6	1.7	2.0	

Note:

- (1) Since substantially all investment securities held by the banking operations of the Company are taxable securities, the yields are on a tax-equivalent basis. The average yield on available for sale investments is based on amortised cost.

	1 year or less	Between 1 and 5 years	Between 5 and 10 years	Over 10 years	Total
(EUR millions)					
Debt securities held to maturity					
Dutch government	0	225	272	608	1,105
German government	0	0	0	0	0
Belgian government	264	562	86		912
Central banks	0	0	0	0	0
Other governments	1,772	1,495	162	1,242	4,671
Banks and financial institutions	504	818	176		1,498
Corporate debt securities	0	215	0	0	215
U.S. Treasury and other U.S. Government agencies	0	0	0	0	0
Other debt securities	<u>0</u>	<u>45</u>	<u>0</u>	<u>305</u>	<u>350</u>
Total debt securities held to maturity	2,540	3,360	696	2,155	8,751
Debt securities held to maturity	2.3	2.1	3.1	0.3	
Yield ⁽¹⁾					

Note:

(1) Since substantially all investment securities held by the banking operations of the Company are taxable securities, the yields are on a tax-equivalent basis.

On 31 December 2016, the Issuer also held the following securities for the banking operations that exceeded 10 % of shareholders' equity:

2016	
Book value	Market value
(EUR millions)	
German government	12,645
Dutch government	10,074
French government	5,668
Belgium government	6,409
Poland government	5,158

LOAN PORTFOLIO

Loans and advances to banks and customers

Loans and advances to banks include all receivables from credit institutions, except for cash, current accounts and deposits with other banks (including central banks). Lending facilities to corporate and private customers encompass among others, loans, overdrafts and finance lease receivables.

Loans and Loan loss provisions

See Note 5 "Investments" to the consolidated financial statements for the year ended 31 December 2016, which are incorporated by reference herein.

Loans and Loan loss provisions	2016	2015
	(EUR millions)	
Loans past due 90 days	8,630	11,578
Other impaired loans	<u>4,967</u>	<u>3,747</u>
Total impaired loans (loans with a loan loss provision)	13,597	15,325
Potential problem loans	<u>6,304</u>	<u>6,240</u>
Total Impaired loans and potential problem loans	19,901	21,565
Loans neither impaired nor potential problem loans	<u>577,801</u>	<u>714,060</u>
Total	<u>597,702</u>	<u>731,625</u>
This amount is presented in the balance sheet as:		
Amounts due from Banks	28,864	29,046
Loans and advances to customers	<u>568,838</u>	<u>706,579</u>
Total Gross carrying amount	<u>597,702</u>	<u>735,625</u>
Loan loss provisions included in:		
Amounts due from Banks	11	14
Loans and advances to customers	5,178	<u>5,772</u>
Other Provisions other	119	
Total loan loss provisions	<u>5,308</u>	<u>5,786</u>
Loans and advances by customer type:		
Loans secured by public authorities	46,380	49,126
Loans secured by mortgages	318,629	308,623
Loans guaranteed by credit institutions	1,145	4,986
Personal lending	23,098	22,677
Asset backed securities excluding MBS	3,380	4,937
Corporate loans	<u>176,205</u>	<u>316,230</u>

Loans and Loan loss provisions	2016	2015
	(EUR millions)	
Total	<u>568,838</u>	<u>706,579</u>

Loan loss provisions by customer type:

Loans secured by public authorities	7	2
Loans secured by mortgages	1,188	1,536
Loans guaranteed by credit institutions	14	15
Personal lending	742	889
Mortgage backed securities (MBS)		
Asset backed securities excluding MBS	2	2
Corporate loans	3,355	<u>3,342</u>
Total	<u>5,308</u>	<u>5,786</u>

	2016	2015
Loans secured by public authorities	5	0
Loans secured by mortgages	-348	-326
Loans guaranteed by credit institutions	-1	7
Personal lending	-147	19
Mortgage backed securities (MBS)	0	0
Asset backed securities excluding MBS	0	0
Corporate loans	<u>13</u>	<u>91</u>
Total	<u>-478</u>	<u>-209</u>

The net decrease in Loan loss provision includes:

Increase in loan loss provision (P&L)	974	1,347
Write-offs and other	<u>-1,452</u>	<u>-1,556</u>
Total	<u>-478</u>	<u>-209</u>

The following table sets forth the gross loans and advances to banks and customers as of 31 December 2016, 2015, 2014, 2013 and 2012 under IFRS-EU.

IFRS-EU

Year ended December 31

	2016	2015	2014	2013	2012
By domestic offices:					
Loans guaranteed by public authorities	27,746	30,912	27,665	29,132	35,857
Loans secured by mortgages	126,884	128,685	138,438	139,475	153,594
Loans to or guaranteed by credit institutions	10,582	16,343	17,307	11,686	14,641
Other private lending	4,376	5,636	6,635	4,857	5,048
Other corporate lending	<u>38,529</u>	<u>197,069</u>	<u>217,070</u>	<u>43,907</u>	<u>42,891</u>
Total domestic offices	<u>208,117</u>	<u>378,645</u>	<u>407,115</u>	<u>229,057</u>	<u>252,031</u>
By foreign offices:					
Loans guaranteed by public authorities	18,634	18,214	18,894	15,119	14,917
Loans secured by mortgages	191,745	179,938	161,007	147,763	152,369
Loans to or guaranteed by credit institutions	19,427	17,688	25,508	33,378	28,824
Other private lending	18,723	17,041	16,096	21,904	19,550
Asset backed securities excluding MBS	3,380	4,937	5,318	6,336	7,044
Other corporate lending	<u>137,671</u>	<u>119,161</u>	<u>111,347</u>	<u>99,865</u>	<u>104,644</u>
Total foreign offices	<u>389,585</u>	<u>356,979</u>	<u>338,170</u>	<u>324,365</u>	<u>327,348</u>
Total gross loans and advances to banks and customers	<u>597,702</u>	<u>735,625</u>	<u>745,285</u>	<u>553,422</u>	<u>579,379</u>

Note:

(*) ING has changed its accounting policy for the netting of cash pooling arrangements in the second quarter of 2016. In accordance with IFRS, the comparable amounts must be adjusted. The comparable amounts are adjusted in the table above.

Maturities and sensitivity of loans to changes in interest rates

The following table analyses loans and advances to banks and customers by time remaining until maturity as of 31 December 2016.

	1 year or less	1 year to 5 years	After 5 years	Total
(EUR millions)				
By domestic offices:				
Loans guaranteed by public authorities	3,134	2,647	21,965	27,746
Loans secured by mortgages	6,509	19,851	100,524	126,884
Loans guaranteed by credit institutions	8,973	1,115	494	10,582

	1 year or less	1 year to 5 years	After 5 years	Total
	(EUR millions)			
Other private lending	2,071	1,021	1,284	4,376
Asset backed securities excluding MBS	0	0	0	0
Other corporate lending	<u>22,798</u>	<u>11,527</u>	<u>4,204</u>	<u>38,529</u>
Total domestic offices	<u>43,485</u>	<u>36,161</u>	<u>128,471</u>	<u>208,117</u>
By foreign offices:				
Loans guaranteed by public authorities	6,250	6,374	6,010	18,634
Loans secured by mortgages	19,671	51,501	120,573	191,745
Loans guaranteed by credit institutions	15,719	2,977	731	19,427
Other private lending	7,045	8,834	2,844	18,723
Asset backed securities excluding MBS	1	1,278	2,101	3,380
Other corporate lending	<u>51,298</u>	<u>62,111</u>	<u>24,267</u>	<u>137,676</u>
Total foreign offices	<u>99,984</u>	<u>133,075</u>	<u>156,526</u>	<u>389,585</u>
Total gross loans and advances to banks and customers	<u>143,469</u>	<u>169,236</u>	<u>284,997</u>	<u>597,702</u>

The following table analyses loans and advances to banks and customers by interest rate sensitivity by maturity as of 31 December 2016.

	1 Year or less	Over 1 Year	Total
Non-interest earning	4,262	2,038	6,300
Fixed interest rate	60,105	74,224	134,329
Semi-fixed interest rate ⁽¹⁾	11,349	195,649	206,998
Variable interest rate	<u>67,763</u>	<u>182,312</u>	<u>250,075</u>
Total	<u>143,479</u>	<u>454,223</u>	<u>597,702</u>

Note:

(1) Loans that have an interest rate that remains fixed for more than one year and which can then be changed are classified as "semi-fixed"

Loan concentration

The following industry concentrations were in excess of 10% of total loans as of 31 December, 2016:

	Total outstanding
Private Individuals	39.5%

Risk elements

Loans Past Due 90 days and Still Accruing Interest

Loans past due 90 days and still accruing interest are loans that are contractually past due 90 days or more as to principal or interest on which we continue to recognize interest income on an accrual basis in accordance with IFRS-EU. Once a loan has been written down as a result of an impairment loss, interest income is recognized using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss.

As all loans continue to accrue interest under IFRS-EU, the non-accrual loan status is no longer used to identify ING's risk elements. No loans are reported as non-accrual and there is an increase in the amount of loans reported as Loans past due 90 days and still accruing interest, compared to the prior years reported, due to the interest accrual on impaired loans. The following table sets forth the outstanding balance of the loans past due 90 days and still accruing interest and non-accrual loans for the years ended 31 December 2016, 2015, 2014, 2013 and 2012 under IFRS-EU.

IFRS-EU	Year ended 31 December				
	(EUR millions)				
	2016	2015	2014	2013	2012
Domestic	5,292	7,523	8,714	8,088	6,367
Foreign	<u>3,338</u>	<u>4,055</u>	<u>5,528</u>	<u>4,767</u>	<u>3,734</u>
Total loans past due 90 days and still accruing interest	<u>8,630</u>	<u>11,578</u>	<u>14,242</u>	<u>12,855</u>	<u>10,101</u>

As of 31 December 2016, EUR 8,176 million of the loans past due 90 days and still accruing interest have a loan loss provision. Total loans with a loan loss provision, including those loans classified as past due 90 days and still accruing interest with a provision and troubled debt restructurings with a provision, amounts to EUR 13,133 million as of 31 December 2016.

Troubled Debt Restructurings

Troubled debt restructurings are loans that we have restructured due to deterioration in the borrower's financial position and in relation to which, for economic or legal reasons related to the borrower's deteriorated financial position, we have granted a concession to the borrower that we would not have otherwise granted.

The following table sets forth the outstanding balances of the troubled debt restructurings as of December 31 2016, 2015, 2014, 2013 and 2012 under IFRS-EU.

IFRS-EU	Year ended 31 December				
	2016	2015	2014	2013	2012
	(EUR millions)				
Troubled debt restructurings:					
Domestic	325	86	112	813	781
Foreign	<u>277</u>	<u>376</u>	<u>304</u>	<u>742</u>	<u>476</u>
Total troubled debt restructurings	<u>602</u>	<u>462</u>	<u>416</u>	<u>1,555</u>	<u>1,257</u>

Interest Income on Troubled Debt Restructurings

The following table sets forth the gross interest income that would have been recorded during the year ended 31 December 2016 on troubled debt restructurings had such loans been current in accordance with their original contractual terms and interest income on such loans that was actually included in interest income during the year ended 31 December 2016.

	Year ended 31 December 2016		
	(EUR millions)		
	Domestic Offices	Foreign Offices	Total
Interest income that would have been recognized under the original contractual terms	0	1	1
Interest income recognized in the profit and loss account	0	1	1

Potential Problem Loans

Potential problem loans are loans that are not classified as loans past due 90 days and still accruing interest or troubled debt restructurings and amounted to EUR 6,304 million as of 31 December 2016. Of this total, EUR 2,734 million relates to domestic loans and EUR 3,570 million relates to foreign loans. These loans are considered potential problem loans as there is known information about possible credit problems causing us to have serious doubts as to the ability of the borrower to comply with the present loan repayment terms and which may result in classifying the loans as loans past due 90 days and still accruing interest or as troubled debt restructurings. Appropriate provisions, following ING's credit risk rating system, have been established for these loans.

Cross-border outstandings

Cross-border outstandings are defined as loans (including accrued interest), acceptances, interest-earning deposits with other banks, other interest-earning investments and any other monetary assets that are denominated in euro or other non-local currency. To the extent that material local currency outstandings are not hedged or are not funded by local currency borrowings, such amounts are included in cross-border outstandings.

Commitments such as irrevocable letters of credit are not considered as cross border outstanding. Total outstandings are in line with Dutch Central Bank requirements. On 31 December 2016, there were no outstandings exceeding 1% of total assets in any country where current conditions give rise to liquidity problems which are expected to have a material impact on the timely repayment of interest or principal.

The following tables analyse cross-border outstandings as of the end of 31 December 2016, 2015 and 2014 stating the name of the country and the aggregate amount of cross-border outstandings to borrowers in each foreign country where such outstandings exceed 1% of total assets, by the following categories.

	Year ended 31 December 2016					Cross-border Commitments
	Government & official institutions	Banks & other financial Institutions	Commercial & industrial	Other	Total	
	(EUR millions)					
United States	3,962	7,871	12,665	2,309	26,808	17,624
France	6,110	11,823	3,081	1,028	22,042	7,585
United Kingdom	812	10,498	6,892	1,497	19,700	6,263
Netherlands	1,743	2,609	12,209	2,000	18,562	13,533
Germany	6,249	3,096	2,151	4,297	15,793	12,540
China	1,149	6,226	1,562	4,892	13,829	464
Turkey	1,653	3,272	6,760	468	12,152	1,401
Belgium	1,252	3,379	4,467	938	10,035	11,743
Luxembourg	195	1,574	5,817	1,435	9,022	2,744
Switzerland	177	770	5,807	2,094	8,848	2,432

	Year ended 31 December 2015					Cross-border Commitments
	Government & official institutions	Banks & other financial Institutions	Commercial & industrial	Other	Total	
	(EUR millions)					
United Kingdom	3,524	10,220	4,434	1,153	19,331	6,768
United States	2,895	7,239	7,361	1,610	19,105	16,530
France	7,875	11,505	2,504	1,186	23,070	7,380
Germany	5,307	3,172	2,040	3,145	13,664	10,215
China	612	6,443	1,975	3,372	12,403	386
Turkey	1,873	3,564	5,329	1,202	11,968	1,627
Belgium	1,618	2,532	4,055	1,961	10,166	14,582
Switzerland	1,435	230	3,753	3,641	9,059	2,292
Canada	539	6,082	1,386	452	8,459	739

	Year ended 31 December 2014					Cross-border Commitments
	Government & official institutions	Banks & other financial Institutions	Commercial & industrial	Other	Total	
	(EUR millions)					
United Kingdom	481	10,575	4,730	1,012	16,798	5,159
United States	2,898	6,568	4,409	1,834	15,709	13,354

Year ended 31 December 2014

	Government & official institutions	Banks & other financial Institutions	Commercial & industrial	Other	Total	Cross-border Commitments
	(EUR millions)					
France	8,259	11,213	2,641	1,181	23,294	6,539
Germany	8,643	1,653	1,941	2,791	15,028	7,389
China	193	7,940	1,701	2,736	12,570	479

As of 31 December 2016, Switzerland, Singapore, Hong Kong, Canada, Japan, Austria, Spain, and Poland has cross-border outstandings between 0.50% and 0.80% of total assets.

As of 31 December 2015, Luxembourg, Spain, Russia, Japan, Italy, Singapore, Poland, Cayman Island and Austria has cross-border outstandings between 0.50% and 0.80% of total assets.

Summary of Loan Loss Experience

For further explanation on loan loss provision see "Loan Loss Provisions" in Note 2.1 to the consolidated financial statements for the year ended 31 December 2016, which are incorporated by reference herein.

The application of the IFRS-EU methodology has reduced the amount of the unallocated provision for loan losses that ING provided in prior years to adequately capture various subjective and judgmental aspects of the credit risk assessment which were not considered on an individual basis.

The following table presents the movements in allocation of the provision for loan losses on loans accounted for as loans and advances to banks and customers for 2016, 2015, 2014, 2013 and 2012 under IFRS-EU.

IFRS-EU	Calendar period				
	2016	2015	2014	2013	2012
	(EUR millions)				
Balance on 1 January	5,786	5,995	6154	5,505	4,950
Change in the composition of the Group	0	0	-170	-20	-13
Charge-offs:					
Domestic:					
Loans guaranteed by public authorities	-207	0	0	0	0
Loans secured by mortgages	-323	-436	-435	-301	-144
Loans to or guaranteed by credit institutions			-12	-5	-5
Other private lending	-93	-121	-50	-34	-47
Other corporate lending	-234	-447	-483	-569	-601
Foreign:					
Loans guaranteed by public authorities	0	0	0	0	-18
Loans secured by mortgages	-129	-154	-90	-54	-64
Loans to or guaranteed by credit institutions				-3	

IFRS-EU	Calendar period				
	2016	2015	2014	2013	2012
	(EUR millions)				
Other private lending	-233	-303	-124	-167	-133
Other corporate lending	<u>-275</u>	<u>-257</u>	<u>-535</u>	<u>-476</u>	<u>-670</u>
Total charge-offs	-1,494	-1,718	-1,729	-1,609	-1,682
Recoveries:					
Domestic:					
Loans guaranteed by public authorities	0	0	0	0	0
Loans secured by mortgages	14	23	36	34	35
Loans to or guaranteed by credit institutions	0	0	0	0	0
Other private lending	15	16	13	7	12
Other corporate lending	6	-5	9	22	37
Foreign:					
Loans guaranteed by public authorities	0	0	0	0	0
Loans secured by mortgages	3	4	6	4	1
Loans to or guaranteed by credit institutions	0	0	0	0	0
Other private lending	8	37	31	31	30
Other corporate lending	<u>48</u>	<u>16</u>	<u>9</u>	<u>18</u>	<u>27</u>
Total recoveries	<u>94</u>	<u>91</u>	<u>104</u>	<u>116</u>	<u>142</u>
Net charge-offs	-1,400	-1,627	-1,625	-1,493	-1,540
Additions and other adjustments (included in value Adjustments to receivables of the Banking operations)					
	<u>922</u>	<u>1,418</u>	<u>1,636</u>	<u>2,162</u>	<u>2,108</u>
Balance on 31 December	<u>5,308</u>	<u>5,786</u>	<u>5,995</u>	<u>6,154</u>	<u>5,505</u>
Ratio of net charge-offs to average loans and advances to banks and customers					
	0.23%	0.28%	0.29%	0.26%	0.25%

Additions to the provision for loan losses presented in the table above were influenced by developments in general economic conditions as well as certain individual exposures.

The following table shows the allocation of the provision for loan losses on loans accounted for as loans and advances to banks and customers for 2016, 2015, 2014, 2013 and 2012 under IFRS-EU.

	Year ended 31 December									
	2016		2015		2014		2013		2012	
	EUR	%⁽¹⁾	EUR	%⁽¹⁾	EUR	%⁽¹⁾	EUR	%⁽¹⁾	EUR	%⁽¹⁾
IFRS-EU	(EUR millions)									
Domestic:										
Loans guaranteed by public authorities	0	5	0	5.23	0	4.76	0	5.26	0	6.20
Loans secured by mortgages	550	21	819	21.55	1,069	23.97	1,265	25.20	878	26.55
Loans to or guaranteed by credit institutions	2	2	0	2.06	0	2.13	0	2.11	0	2.94
Other private lending	122	1	177	0.89	169	0.87	139	0.88	144	0.87
Other corporate lending	<u>1,738</u>	<u>6</u>	<u>1,904</u>	<u>7.36</u>	<u>1,820</u>	<u>7.35</u>	<u>1,566</u>	<u>7.93</u>	<u>1,423</u>	<u>7.62</u>
Total domestic	2,412	34	2,900	37.18	3,058	39.08	2,970	41.39	2,445	44.18
Foreign:										
Loans guaranteed by public authorities	7	3	2	3.20	2	3.40	2	2.73	2	2.57
Loans secured by mortgages	638	32	717	30.20	793	26.85	631	26.70	710	26.28
Loans to or guaranteed by credit institutions	12	3	15	3.11	8	4.71	21	6.03	30	4.56
Other private lending	620	3	712	3.00	701	4.23	672	3.96	650	3.37
Other corporate lending	2	1	2	0.87	2	0.96	142	1.44	76	1.22

	Year ended 31 December									
	2016		2015		2014		2013		2012	
	EUR	% ⁽¹⁾	EUR	% ⁽¹⁾	EUR	% ⁽¹⁾	EUR	% ⁽¹⁾	EUR	% ⁽¹⁾
IFRS-EU	(EUR millions)									
Total foreign	<u>1,617</u>	<u>23</u>	<u>1,438</u>	<u>22.44</u>	<u>1,431</u>	<u>20.77</u>	<u>1,716</u>	<u>18.05</u>	<u>1,592</u>	<u>17.82</u>
Total	5,308	100	5,786	100.00	5,995	100.00	6,154	100.00	5,505	100.00

Note:

(1) The percentages represent the loans in each category as a percentage of the total loan portfolio for loans and advances to banks and customers.

DEPOSITS

The aggregate average balance of all ING's interest-bearing deposits (from banks and customer accounts) increased by 2.6% to EUR 549,194 million in 2016, compared to 2015 (EUR 535,372). Interest rates paid reflect market conditions. The effect on net interest income depends upon competitive pricing and the level of interest income that can be generated through the use of funds. Deposits by banks are primarily time deposits, the majority of which are raised by ING's Amsterdam based money market operations in the world's major financial markets. Certificates of deposit represent 18.2% of the category 'Debt securities' (20.9% at the end of 2015). These instruments are issued as part of liquidity management with maturities generally of less than three months. The following table includes the average deposit balance by category of deposit and the related average rate.

	2016		2015		2014	
	Average deposit (EUR millions)	Average rate %	Average deposit (EUR millions)	Average rate %	Average deposit (EUR millions)	Average rate %
Deposits by banks						
In domestic offices:						
Demand --non-interest bearing	4		2,143		2,452	
--interest bearing	1,415	2.3	793	2.8	675	1.5
Time	13,601	0.1	11,344	0.1	3,300	0.7
Other	<u>55</u>	5.1	<u>135</u>	1.0	<u>2,436</u>	0.7
Total domestic offices	15,075		14,361		8,863	
In foreign offices:						
Demand --non-interest bearing	5		1,347		1,698	
--interest bearing	5,025	1.0	5,556	0.9	4,205	1.2
Time	12,704	1.8	12,616	2.0	9,486	2.9
Other	<u>2,835</u>	1.3	<u>3,799</u>	2.0	<u>6,278</u>	0.7
Total foreign offices	<u>20569</u>		<u>23,318</u>		<u>21,667</u>	
Total deposits by banks	<u>35,644</u>		<u>37,679</u>		<u>30,530</u>	
Customer accounts						
In domestic offices:						
Demand --non-interest bearing	297		1,204		683	
--interest bearing	52,494	0.2	46,348	0.2	44,756	0.3
Savings	92,508	0.5	90,067	0.8	87,951	1.1
Time	17,244	1.2	27,710	0.8	31,267	1.0
Other	335	6.0	409	4.2	878	2.3
Total domestic offices	<u>162,878</u>		<u>165,738</u>		<u>165,535</u>	
In foreign offices:						
Demand --non-interest bearing	432		3,411		4,094	
--interest bearing	77,172	0.1	68,190	0.3	59,506	0.3
Savings	255,825	0.7	248,768	0.9	238,892	1.3

	2016		2015		2014	
	Average deposit	Average rate	Average deposit	Average rate	Average deposit	Average rate
	(EUR millions)	%	(EUR millions)	%	(EUR millions)	%
Time	16,305	2.4	18,452	2.6	18,687	3.0
Other	<u>1,676</u>	0.5	<u>1,270</u>	0.6	<u>878</u>	1.3
Total foreign offices	<u>351,410</u>		<u>340,091</u>		<u>322,098</u>	
Total customers accounts	<u>514,288</u>		<u>505,829</u>		<u>487,633</u>	
Debt securities						
In domestic offices:						
Debentures	68,326	2.3	76,026	2.4	71,821	2.6
Certificates of deposit	9,857	0.5	13,909	0.3	15,660	0.4
Other	<u>0</u>	0.0	<u>0</u>	0.0	<u>773</u>	0.0
Total domestic offices	78,183		89,935		88,254	
In foreign offices:						
Debentures	6,986	2.7	7,051	3.2	7,954	3.7
Certificates of deposit	8,001	0.9	9,512	1.0	10,601	1.2
Other	<u>5,026</u>	2.6	<u>5,401</u>	3.0	<u>5,486</u>	3.3
Total foreign offices	<u>20,0013</u>		<u>21,964</u>		<u>24,041</u>	
Total debt securities	<u>98,196</u>		<u>111,899</u>		<u>112,295</u>	

Note:

(*) ING has changed its accounting policy for the netting of cash pooling arrangements in the second quarter of 2016. In accordance with IFRS, the comparable amounts must be adjusted. The comparable amounts will be adjusted in the ING 2016 Annual accounts. In the above table however, the year-end 2015 and 2014 cash pool balances in Customer deposits are still presented on a net basis in order to provide consistent information to its users.

For the years ended 31 December 2016, 2015 and 2014 the aggregate amount of deposits by foreign depositors in domestic offices was EUR 46,587 million EUR 46,778 million and EUR 47,019 million, respectively.

On 31 December 2016, the maturity of domestic time certificates of deposit and other time deposits, exceeding EUR 20,000 was

	Time certificates of deposit		Other time deposits	
	(EUR millions)	%	(EUR millions)	%
3 months or less	1,639	24.8	8,602	67.3
6 months or less but over 3 months	4,191	63.4	3,122	24.4
12 months or less but over 6 months	781	11.8	774	6.1
Over 12 months	<u>0</u>	<u>0.0</u>	<u>284</u>	<u>2.2</u>
Total	<u>6,611</u>	<u>100</u>	<u>12,782</u>	<u>100</u>

The following table shows the amount outstanding for time certificates of deposit and other time deposits exceeding EUR 20,000 issued by foreign offices on December 31 2016.

	(EUR millions)
Time certificates of deposit	6,416
Other time deposits	<u>31,949</u>
Total	<u>38,365</u>

Short-term Borrowings

Short-term borrowings are borrowings with an original maturity of one year or less. Commercial paper and securities sold under repurchase agreements are the only significant categories of short-term borrowings within our banking operations.

The following table sets forth certain information relating to the categories of our short-term borrowings.

IFRS-EU	Year ended 31 December		
	2016	2015	2014
	(EUR millions, except % data)		
Commercial paper:			
Balance at the end of the year	13,920	11,361	11,868
Monthly average balance outstanding during the year	17,089	14,124	15,368
Maximum balance outstanding at any period end during the year	24,205	16,585	17,670
Weighted average interest rate during the year	0.73%	0.30%	0.28%
Weighted average interest rate on balance at the end of the year	0.89%	0.37%	0.37%
Securities sold under repurchase agreements:			
Balance at the end of the year	37,613	39,920	39,441
Monthly average balance outstanding during the year	56,803	47,802	45,029
Maximum balance outstanding at any period end during the year	68,527	55,212	56,658
Weighted average interest rate during the year	0.23%	0.25%	0.39%
Weighted average interest rate on balance at the end of the year	0.35%	0.30%	0.45%

GENERAL INFORMATION

Documents Available for Inspection or Collection

Copies of the following documents will, when published, be available free of charge from the Issuer. Requests for such documents should be directed to the Issuer, or in case where the issuer is ING Group, c/o ING Bank N.V., at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands.

- (i) the Articles of Association (*statuten*) of the Issuers;
- (ii) the publicly available annual reports of the Issuers in respect of the financial years ended 31 December 2016, 2015 and 31 December 2014, including the audited financial statements and the auditors' reports in respect of such financial years; and
- (iii) the most recently publicly available annual report of the Issuers and the most recently publicly available published interim financial statements of the Issuer and its consolidated subsidiaries (if any).

Significant or Material Adverse Change

At the date hereof, there has been no significant change in the financial or trading position of the Issuers and its consolidated subsidiaries since 31 December 2016.

At the date hereof, there has been no material adverse change in the prospects of the Issuers since 31 December 2016.

Litigation

The Issuer and its consolidated subsidiaries are involved in governmental, regulatory, arbitration and legal proceedings and investigations in The Netherlands and in a number of foreign jurisdictions, including the U.S., involving claims by and against them which arise in the ordinary course of their businesses, including in connection with their activities as lenders, broker-dealers, underwriters, issuers of securities and investors and their position as employers and taxpayers. In certain of such proceedings, very large or indeterminate amounts are sought, including punitive and other damages. While it is not feasible to predict or determine the ultimate outcome of all pending or threatened governmental, regulatory, arbitration and legal proceedings and investigations, the Issuer is of the opinion that some of the proceedings and investigations set out below may have or have in the recent past had a significant effect on the financial position, profitability or reputation of the Issuer and/or the Issuer and its consolidated subsidiaries.

Because of the geographic spread of its business, the Issuer may be subject to tax audits, investigations and procedures in numerous jurisdictions at any point in time. Although the Issuer believes that it has adequately provided for all its tax positions, the ultimate resolution of these audits, investigations and procedures may result in liabilities which are different from the amounts recognised. ING has also recently identified issues in connection with its US tax information reporting and withholding obligations in respect of prior periods. A review of such issues is ongoing, and at this time it is not possible to estimate any financial or other consequences thereof.

Proceedings in which ING is involved include complaints and lawsuits concerning the performance of certain interest sensitive products that were sold by a former subsidiary of ING in Mexico. Further, a complaint has been filed against ING Bank in January 2015 in the New York District Court by Alfredo and Gustavo Villoldo and the executor of their father's estate ("Villoldo"). Villoldo holds two judgments against the Cuban government and other Cuban entities in the aggregate amount of USD 2.9 billion. Those judgments remain outstanding and uncollected. The complaint against ING Bank alleges that if ING Bank had complied with the applicable US sanction laws, Cuba assets would have been frozen by OFAC and available for execution and seizure by Villoldo. The complaint alleges that the acts set out in ING's

settlement with OFAC in 2012 constitute wire fraud, money laundering and fraudulent transfer and that Villoldo is therefore entitled to actual damages in the amount to be believed no less than USD 1.654 billion and treble damages of not less than USD 4.962 billion. In July 2015 the New York District Court dismissed all claims with prejudice. The Court of Appeals affirmed this judgment in April 2016. This judgement is now final.

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. Currently, it is not possible to provide an estimate of the (potential) financial effect of this claim.

ING Bank Turkey has received various claims from (former) customers of legal predecessors of ING Bank Turkey. The claims are based on offshore accounts held with these banks, which banks were seized by the Savings Deposit Insurance Fund ("SDIF") prior to the acquisition of ING Bank Turkey in 2007 from Oyak. SDIF has also filed various lawsuits against ING Bank Turkey to claim compensation from ING Bank Turkey, with respect to amounts paid out to offshore account holders so far. ING Bank has initiated an arbitration procedure against OYAK in which ING Bank seeks to be held harmless for these claims. At this moment it is not possible to assess the outcome of these procedures nor to provide an estimate of the (potential) financial effect of these claims.

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.

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. The Court has yet to determine the amount of damages. The Court decision is subject to appeal. A provision has been taken.

ING is involved in several legal proceedings in The Netherlands with respect to interest rate derivatives that were sold to clients in connection with floating interest rate loans in order to hedge the interest rate risk of the loans. These proceedings are based on several legal grounds, depending on the facts and circumstances of each specific case, inter alia alleged breach of duty of care, insufficient information provided to the clients

on the product and its risks and other elements related to the interest rate derivatives that were sold to clients. In some cases, the court has ruled in favour of the claimants and awarded damages, annulled the interest rate derivative or ordered repayment of certain amounts to the claimants. The total amounts that need to be repaid or compensated in some cases still need to be determined. ING may decide to appeal against adverse rulings. Although the outcome of the pending litigation and similar cases that may be brought in the future is uncertain, it is possible that the courts may ultimately rule in favour of the claimants in some or all of such cases. A provision has been taken. However, the aggregate financial impact of the current and future litigation could become material.

As requested by the AFM, ING has reviewed a significant part of the files of clients who bought interest rate derivatives. In December 2015, the AFM concluded that Dutch banks may have to re-assess certain client files, potentially including derivative contracts that were terminated prior to April 2014 or other client files. As advised by the AFM, the Minister of Finance appointed a Committee of independent experts (the "Committee") which has established a uniform recovery framework for Dutch SME clients with interest rate derivatives. ING has adopted this recovery framework and will reassess individual files against this framework. ING has taken an additional provision for the financial consequences of the recovery framework.

ING Bank is the subject of criminal investigations by Dutch authorities regarding various requirements related to the client on-boarding, money laundering and corrupt practices. ING Group has also received related information requests from U.S. authorities. ING Group and ING Bank are cooperating with such ongoing investigations and requests. It is currently not feasible to determine how the ongoing investigations and requests may be resolved or the timing of any such resolution, nor to estimate reliably the possible timing, scope or amounts of any resulting fines, penalties and/or other outcome, which could be significant.

Auditors

The financial statements of the Issuers for the financial years ended 31 December 2015 and 31 December 2014, respectively, have been audited by Ernst & Young Accountants LLP. The auditors of Ernst & Young Accountants LLP are members of the Royal Dutch Institute of Chartered Accountants (*Nederlandse Beroepsorganisatie van Accountants*), which is a member of the International Federation of Accountants (IFAC). Ernst & Young Accountants LLP has issued an unqualified auditors' report on the financial statements for the financial year ended 31 December 2015 dated 29 February 2016, an unqualified auditors' report on the financial statements for the financial year ended 31 December 2014 dated 16 March 2015.

The auditors' reports in respect of the financial years ended 31 December 2015 and 31 December 2014, respectively, incorporated by reference herein are included in the form and context in which they appear with the consent of Ernst & Young Accountants LLP, who have authorised the contents of these auditors' reports.

On the Issuer's 2015 Annual General Meeting of Shareholders held on 11 May 2015, KPMG Accountants N.V. was appointed as the Issuers' new auditor as of January 2016. Under Dutch legislation, the Issuers were required to change its auditor as of January 2016.

The financial statements of the Issuers for the financial year ended 31 December 2016 have been audited by KPMG Accountants N.V. The auditors of KPMG Accountants N.V. are members of the Royal Dutch Institute of Chartered Accountants (*Nederlandse Beroepsorganisatie van Accountants*), which is a member of the International Federation of Accountants (IFAC). KPMG Accountants N.V. has issued an unqualified auditors' report on the financial statements for the financial year ended 31 December 2016 dated 13 March 2017.

Dividend Information

ING Group

For 2016, the Executive Board, with the approval of the Supervisory Board, proposed to pay a total dividend of EUR 2,560 million, or EUR 0,66 per ordinary share. Taking into account the interim dividend of EUR 0,24 per ordinary share that was paid in August 2016; the final dividend will amount to EUR 0,42 per ordinary share and be paid in cash. These payments per share represent gross amounts which are subject to Dutch dividend withholding tax, and are expected to be ratified at the General Meeting of Shareholders on 8 May 2017.

ING Bank

In 2016, a dividend of EUR 1,345 million was paid to ING Group.

In 2015, a dividend of EUR 2,200 million was paid to ING Group.

In 2014, Changes in composition of the group and other changes included a decrease of EUR 2,235 million in Retained earnings as result of the transfer of part of the Net defined benefit asset/liability remeasurement reserve due to the financial independence of the Dutch ING Pension Fund.

Market Information

This Registration Document cites market share information published by third parties. The Issuer has accurately reproduced such third-party information in the Registration Document and, as far as the Issuer is aware and is able to ascertain from information published by these third parties, no facts have been omitted which would render the information reproduced herein to be inaccurate or misleading. Nevertheless, investors should take into consideration that the Issuer has not verified the information published by third parties. Therefore, the Issuer does not guarantee or assume any responsibility for the accuracy of the data, estimates or other information taken from sources in the public domain. This Registration Document also contains assessments of market data and information derived therefrom which could not be obtained from any independent sources. Such information is based on the Issuer's own internal assessments and may therefore deviate from the assessments of competitors of ING or future statistics by independent sources.

II FINANCIAL CONDITIONS

1. Financial Statements

The consolidated annual accounts of the Issuers in respect of the years ended 31 December 2016 have been prepared in accordance with the International Financial Reporting Standards of the International Accounting Standards Board (**IASB**) as adopted by the European Union (hereinafter referred to as the **IFRS**) and with Part 9 of Book 2 of the Dutch Civil Code and have been audited by KPMG Accountants N.V.

The audited financial statements and auditors' audit reports in respect of such years are included in the publicly available annual reports of the Issuers in respect of the years ended 31 December 2016 which are incorporated in this document by reference as stated in Item (b) of the section "Documents Incorporated by Reference" above.

2. Description of Major Assets and Liabilities

Please see the notes to the financial statements above.

3. Others

(1) Subsequent events

Nothing applicable other than stated elsewhere in this Program Information.

(2) Litigations

Other than stated in this Program Information, see Note 45 "LEGAL PROCEEDINGS" to ING Group's financial statements for the year 2016 and Note 41 "LEGAL PROCEEDINGS" to the ING Bank's financial statements for the year 2016.

PART III Information on the other securities issued by the Company

ING Group

For the status of the Issuer's shareholders' equity, please see Note 19 to the consolidated annual accounts of the Issuer in respect of the year ended on 31 December 2016. The shares of the Issuer are not listed on Tokyo Stock Exchange.

There are several outstanding bonds issued by the Issuer, none of which are listed on TOKYO PRO-BOND Market. Please see Note 17 to the consolidated annual accounts of the Issuer in respect of the year ended on 31 December 2016.

ING Bank

For the status of the Issuer's shareholders' equity, please see Note 18 to the consolidated annual accounts of the Issuer in respect of the year ended on 31 December 2016. The shares of the Issuer are not listed on Tokyo Stock Exchange.

There are several outstanding bonds issued by the Issuer, none of which are listed on TOKYO PRO-BOND Market other than TOKYO PRO-BOND Market Listed Bonds – Third Series (2015), TOKYO PRO-BOND Market Listed Bonds – Fourth Series (2015) and TOKYO PRO-BOND Market Listed Floating Rate Bonds – Second Series (2015). Please see Note 16 to the consolidated annual accounts of the Issuer in respect of the year ended on 31 December 2016.

PART IV INFORMATION ON GUARANTOR OF THE COMPANY

Not Applicable

ANNEX – Form of Conditions of Bonds

[ING Groep N.V. /ING Bank N.V.]

Japanese Yen TOKYO PRO-BOND Market Listed [Floating Rate] [Senior/Subordinated] Bonds – [Insert Series No.] Series (20[●])

CONDITIONS OF BONDS

The below Conditions of Bonds shall apply to the issue of [ING Groep N.V./ ING Bank N.V.] Japanese Yen TOKYO PRO-BOND Market Listed [Floating Rate] [Senior/Subordinated] Bonds – [●] Series (20[●]) (the "**Bonds**" [or the "**Subordinated Bonds**") pursuant to lawful authorisation by [ING Groep N.V./ ING Bank N.V.] (the "**Issuer**").

1 Aggregate Principal Amount, Date of Issuance, Denominations and Form

- (1) The aggregate principal amount of the Bonds is ¥[●].
- (2) The issue date of the Bonds is [] 20[●] (the "**Issue Date**").
- (3) The Bonds are issued in the denomination of ¥[100,000,000] each.
- (4) The Law Concerning Book-Entry Transfer of Corporate Bonds, Stocks, Etc. of Japan (Law No. 75, 2001, as amended) (the "**Book-Entry Transfer Law**") shall apply to the Bonds and the transfer of and other matters relating to the Bonds shall be dealt with in accordance with the Book-Entry Transfer Law and the business regulations and other rules relating to book-entry transfer of corporate bonds, etc. (collectively, the "**Business Regulations**") from time to time adopted by JASDEC (as defined in Condition 6).
- (5) The certificates for the Bonds (the "**Bond Certificates**") shall not be issued except in such exceptional cases as set forth in the Book-Entry Transfer Law where the holders of the Bonds (the "**Bondholders**") may make a request for the issue of Bond Certificates. In the event that the Bond Certificates are issued, all expenses incurred in connection with the issue of the Bond Certificates shall be borne by the Issuer, the Bond Certificates to be issued shall be only in bearer form with unmatured interest coupons and the Bondholders may not request that the Bond Certificates be exchanged for Bond Certificates in registered form or divided or consolidated.

If the Bond Certificates are issued, the manner of the calculation and payment of principal of and interest on the Bonds, the exercise of the rights under the Bonds by the Bondholders and the transfer of the Bonds, and all other matters in respect of the Bonds shall be subject to the then applicable Japanese laws and regulations and the then prevailing market practice in Japan. In the event of any inconsistency between the provisions of these Conditions of Bonds and the then applicable Japanese laws and regulations and the then prevailing market practice in Japan, such Japanese laws and regulations and market practice shall prevail.

2 Restriction of Transferability of Bonds

- (1) Subject to amendment and modification in accordance with Condition 17, the Bonds shall not be sold, transferred or otherwise disposed to any person other than Professional Investors, Etc. (*Tokutei Toushika tou*), as defined in Article 2, paragraph 3, Item 2 (b) (2) of the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948, as amended) ("**FIEL**"), except for the transfer of the Bonds to the following:

- (a) the Issuer or the Officer (meaning directors, company auditors, executive officers or persons equivalent thereto) thereof, who holds shares or equity pertaining to voting rights exceeding 50% of all the voting rights in the Issuer which is calculated by excluding treasury shares or any non-voting rights shares (the "**Voting Rights Held by All the Shareholders, Etc.**" (*Sou Kabunushi Tou no Giketsuken*)) (as prescribed in Article 29-4, paragraph 2 of the FIEL; the same shall apply hereinafter) of the Issuer under his/her own name or another person's name (hereinafter such Officer shall be referred to as the "**Specified Officer**" (*Tokutei Yakuin*) in this Paragraph), or a juridical person (excluding the Issuer) whose shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc. are held by the Specified Officer (the "**Controlled Juridical Person, Etc.**" (*Hi-Shihai Houjin Tou*)) including a juridical person (excluding the Issuer) whose shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc. are jointly held by the Specified Officer and the Controlled Juridical Person, Etc. (as prescribed in Article 11-2, paragraph 1, Item 2 (c) of the Cabinet Office Ordinance on Definitions under Article 2 of the Financial Instruments and Exchange Law (MOF Ordinance No. 14 of 1993, as amended)); or
 - (b) a company that holds shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc. of the Issuer in its own name or another person's name.
- (2) Matters Notified to the Bondholders and Other Offerees

When (i) a solicitation of an offer to acquire the Bonds or (ii) an offer to sell or a solicitation of an offer to purchase the Bonds (collectively, "**Solicitation of the Bond Trade**") is made, the following matters shall be notified from the person who makes such Solicitation of the Bond Trade to the person to whom such Solicitation of the Bond Trade is made:

- (a) no securities registration statement (pursuant to Article 4, paragraphs 1 through 3 of the FIEL) has been filed with respect to the Solicitation of the Bond Trade;
- (b) the Bonds fall, or will fall, under the Securities for Professional Investors (*Tokutei Toushika Muke Yukashoken*) (as defined in Article 4, paragraph 3 of the FIEL);
- (c) any acquisition or purchase of the Bonds by such person pursuant to any Solicitation of the Bond Trade is conditional upon such person (i) entering into an agreement providing for the restriction on transfer of the Bonds as set forth in this Condition 2, (x) with each of the Issuer and the person making such Solicitation of the Bond Trade (in the case of a solicitation of an offer to acquire the Bonds to be newly issued), or (y) with the person making such Solicitation of the Bond Trade (in the case of an offer to sell or a solicitation of an offer to purchase the Bonds already issued), or (ii) agreeing to comply with the restriction on transfer of the Bonds as set forth in this Condition 2 (in the case of a solicitation of an offer to acquire the Bonds to be newly issued);
- (d) Article 4, paragraphs 3, 5 and 6 of the FIEL will be applicable to such certain solicitation, offers and other activities with respect to the Bonds as provided in Article 4, paragraph 2 of the FIEL;
- (e) the Specified Securities Information, Etc. (*Tokutei Shouken Tou Jouhou*) (as defined in Article 27-33 of the FIEL) with respect to the Bonds and the Issuer Information, Etc. (*Hakkosha Tou Jouhou*) (as defined in Article 27-34 of the FIEL) with respect to the Issuer have been or will be made public by way of such information being posted on the web-site maintained by the TOKYO PRO-BOND Market (<http://www.jpx.co.jp/equities/products/tpbm/index.html> or any successor website) in accordance with Articles 210 and 217 of the Special Regulations of Securities Listing Regulations Concerning Specified Listed Securities of the Tokyo Stock Exchange; and

- (f) the Issuer Information, Etc. will be provided directly to the Bondholders or made public pursuant to Article 27-32 of the FIEL.

3 Status of the [Senior/Subordinated] Bonds

[The language in the following paragraph applies for the issuance of Senior Bonds]

[The Bonds are unsecured and unsubordinated obligations of the Issuer and rank *pari passu* among themselves and equally with all other unsecured and unsubordinated obligations of the Issuer from time to time outstanding, save as otherwise provided by law. [No holder of Bonds shall be entitled to exercise any right of set-off, netting or counterclaim in respect of any amounts owed by the Issuer under or in connection with the Bonds.] Bonds are [not] intended to be included for purposes of minimum requirements for (A) own funds and eligible liabilities and/or (B) loss absorbing capacity instruments.]

[The language in the following paragraph applies for the issuance of Subordinated Bonds]

[The Subordinated Bonds constitute direct, unsecured and subordinated obligations of the Issuer and rank *pari passu* among themselves and at least *pari passu* with all other present and future unsecured and subordinated obligations of the Issuer, save for those that have been accorded by law preferential rights.

In the event of the dissolution (*ontbinding*) of the Issuer or if the Issuer is declared bankrupt (*failliet verklaard*) or if a moratorium (*surséance van betaling*) or emergency regulation (*noodregeling*) resulting from the application of emergency measures as referred to in Chapter 3, Section 3.5.5.1 of the Dutch Financial Supervision Act is declared in respect of the Issuer, then and in any such event the claims of the persons entitled to be paid amounts due in respect of the Subordinated Bonds shall be:

- (i) subordinated to all unsubordinated claims in respect of any other indebtedness of the Issuer;
- (ii) *pari passu* with other subordinated indebtedness of the Issuer which is expressed by or under its own terms to rank, or which otherwise ranks, *pari passu* with the Subordinated Bonds; and
- (iii) senior to other subordinated indebtedness of the Issuer which is expressed by or under its own terms to rank, or which otherwise ranks, lower than the Subordinated Bonds (which lower ranking indebtedness shall include any tier 1 instruments of the Issuer).

By virtue of such subordination, in any such event, no amount shall be eligible for setting-off or shall be payable to any or all the persons entitled to be paid amounts due in respect of the Subordinated Bonds in respect of the obligations of the Issuer thereunder until all unsubordinated indebtedness of the Issuer which is admissible in any such dissolution (*ontbinding*), bankruptcy (*faillissement*) or moratorium (*surséance van betaling*) or emergency regulation (*noodregeling*) has been paid or discharged in full.

For the purposes of the capital adequacy rules to which the Issuer is subject, Subordinated Bonds are intended to qualify as tier 2 capital ("**Tier 2 Bonds**"), as referred to in such capital adequacy rules. The Tier 2 Bonds rank *pari passu* among themselves.]

4 Recognition of Bail-in

- (1) Agreement and Acknowledgement with Respect to the Exercise of Dutch Bail-in Power

Notwithstanding and to the exclusion of any other term of the Bonds or any other agreements, arrangements, or understandings between the Issuer and any Bondholder, by its acquisition of the Bonds, each Bondholder (which, for the purposes of this clause, includes each holder of a beneficial interest in the Bonds), acknowledges and accepts that the Amounts Due arising under these Bonds may be subject to the exercise of Dutch Bail-in Powers by the relevant Dutch resolution authority, and acknowledges, accepts, consents and agrees to be bound by:

- (g) the effect of the exercise of Dutch Bail-in Power by the relevant Dutch resolution authority, that may include and result in any of the following, or some combination thereof:
 - (i) the reduction of all, or a portion, of the Amounts Due;
 - (ii) the conversion of all, or a portion, of the Amounts Due on the Bonds into shares, other securities or other obligations of the Issuer or another person (and the issue to or conferral on the Bondholder of such shares, securities or obligations), including by means of an amendment, modification or variation of the terms of the Bonds;
 - (iii) the cancellation of the Bonds;
 - (iv) the amendment or alteration of the maturity of the Bonds or amendment of the amount of interest payable on the Bonds, or the date on which the interest becomes payable, including by suspending payment for a temporary period;
- (h) the variation of the terms of the Bonds, if necessary, to give effect to the exercise of Dutch Bail-in Power by the relevant Dutch resolution authority.

(2) Definitions

- (a) For these purposes, the "Amounts Due" are the principal amount of or outstanding amount, together with any accrued but unpaid interest, due on the Bonds. References to such amounts will include amounts that have become due and payable, but which have not been paid, prior to the exercise of Dutch Bail-in Power by the relevant Dutch resolution authority.
- (b) For these purposes, the "Dutch Bail-in Power" means any statutory write-down and/or conversion power existing from time to time under any laws, regulations, rules or requirements relating to the resolution of banks, banking group companies, credit institutions and/or investment firms incorporated in The Netherlands in effect and applicable in The Netherlands to the Issuer or other members of the Issuer's Group (as defined below), including but not limited to any such laws, regulations, rules or requirements that are implemented, adopted or enacted within the context of a European Union directive or regulation of the European Parliament and of the Council establishing a framework for the recovery and resolution of credit institutions and investment firms (including but not limited to Directive 2014/59/EU of the European Parliament and of the Council (the "**Bank Recovery and Resolution Directive**") and the provisions of Regulation (EU) No 806/2014 of the European Parliament and of the Council (the "**SRM Regulation**")) and/or within the context of a Dutch resolution regime under the Dutch Financial Markets Supervision Act (*Wet op het financieel toezicht*) and any amendments thereto, or otherwise, pursuant to which obligations of a bank, banking group company, credit institution or investment firm or any of its affiliates can be reduced, cancelled and/or converted into shares or other securities or obligations of the obligor or any other person or may be expropriated (and a reference to the "**relevant Dutch resolution authority**" is to any authority with the ability to exercise a Dutch Bail-In Power and a reference to the "**the Issuer's Group**" is to ING Groep N.V. (or any successor entity) and ING Bank N.V. and their respective consolidated subsidiaries).
- (c) A reference to a "regulated entity" is to any entity eligible for resolution under the laws of The Netherlands.

(3) Payment of Interest and Other Outstanding Amounts Due

No repayment or payment of Amounts Due on the Bonds, will become due and payable or be paid after the exercise of any Dutch Bail-in Power by the relevant Dutch resolution authority if and to the extent such amounts have been reduced, converted, cancelled, amended or altered as a result of such exercise.

(4) Event of Default

Neither a reduction or cancellation, in part or in full, of the Amounts Due, the conversion thereof into another security or obligation of the Issuer or another person, as a result of the exercise of the Dutch Bail-in Power by the relevant Dutch resolution authority with respect to the Issuer, nor the exercise of the Dutch Bail-in Power by the relevant Dutch resolution authority with respect to the Bonds will be an Event of Default.

(5) Notice to Bondholders

The Issuer shall notify the Fiscal Agent (as defined in Condition 5) and give a public notice to the Bondholders (including the beneficial owners) through the Fiscal Agent as soon as practicable of any exercise of the Dutch Bail-in Power with respect to the Bonds by the relevant Dutch resolution authority. Notwithstanding that the Issuer and/or the Fiscal Agent may be delayed in giving or fail to give any of the notices referred to above, such delay or failure shall not affect the validity and enforceability of the Dutch Bail-in Power.

5 Appointment of Fiscal Agent and Issuing and Paying Agent and Non-appointment of Commissioned Companies for Bondholders

(1) [●] (the "**Fiscal Agent**") acts as fiscal agent and issuing and paying [and reference [*Applicable in the case of floating rate Bonds*]] agent of the Issuer in connection with the Bonds. The Fiscal Agent shall perform the duties and functions provided for in (i) these Conditions of Bonds, (ii) the [Fiscal, Issuing and Paying Agency Agreement][*Applicable in the case of fixed rate Bonds*]/[Fiscal, Issuing, Paying and Reference Agency Agreement][*Applicable in the case of floating rate Bonds*] dated [●] 20[●] by and between the Issuer and the Fiscal Agent (the "**Fiscal Agency Agreement**") and (iii) the Business Regulations. The Fiscal Agent is acting solely as agent of the Issuer and does not assume any obligation towards or relationship of agency or trust for or with the Bondholders. A copy of the Fiscal Agency Agreement, to which these Conditions of Bonds are attached, shall be kept at the head office of the Fiscal Agent up to the expiry of one year after the redemption date and shall be made available for perusal or photocopying by any Bondholder during normal business hours. All expenses incurred for such photocopying shall be borne by the applicant therefor.

(2) No commissioned companies for Bondholders are appointed in respect of the Bonds.

(3) The Issuer reserves the right at any time to terminate the appointment of the Fiscal Agent and to appoint a replacement fiscal agent by giving prior public notice thereof to the Bondholders; provided the replacement fiscal agent shall be qualified to act as issuing agent and paying agent pursuant to the Business Regulations and the appointment of the Fiscal Agent shall continue until the replacement fiscal agent is effectively appointed.

(4) The Issuer shall, without delay, appoint a replacement fiscal agent (provided that the replacement fiscal agent shall be qualified to act as issuing agent and paying agent pursuant to the Business Regulations) and give public notice in accordance with Condition 13 to that effect to the Bondholders if JASDEC notifies the Issuer that the Fiscal Agent will be disqualified from a designated issuing agent or paying agent.

6 Book-Entry Transfer Institution for the Bonds

Japan Securities Depository Center, Incorporated ("**JASDEC**") acts as book-entry transfer institution (*furikae kikan*) in respect of the Bonds under the Book-Entry Transfer Law.

In these Conditions of Bonds, all references to JASDEC shall be deemed to include any successor book-entry transfer institution as designated by a competent minister pursuant to the Book-Entry Transfer Law.

7 Interest

[The language in the following 3 paragraphs applies for the issuance of fixed rate Bonds]

The Bonds bear interest at the rate of [●]% per annum of their principal amount for the period from, and including, [●] 20[●] to, and including, [●] 20[●], payable in Japanese Yen semi-annually in arrears on [●] and [●] of each year in respect of the half year period to and including each such interest payment date. Whenever it is necessary to compute an amount of interest on the Bonds for a period other than a half year, such interest shall be calculated on the basis of the actual number of calendar days in a 365-day year.

The total amount of interest payable to each Bondholder shall be calculated in accordance with the Business Regulations.

The Bonds shall cease to bear interest after the date on which they become due for redemption; provided, however, that should the Issuer fail to redeem any of the Bonds when due, then the Issuer shall pay accrued interest on the unpaid principal amount in Japanese Yen for the actual number of days in the period from, but excluding, the due date to, and including, the date of the actual redemption of such Bond, computed by the method and the rate set forth in the first paragraph of this Condition 7. Such period, however, shall not exceed the date on which the Fiscal Agent (acting in its capacity of paying agent under the Business Regulations, hereinafter the "**Paying Agent**") allocates the necessary funds for the full redemption of the Bonds received by it among the relevant participants, which have opened their accounts with JASDEC to make book-entry transfer of the Bonds (*kikou kanyusha*) (the "**JASDEC Participants**"); provided that if such overdue allocation is not possible under the Business Regulations, such period shall not exceed 14 days commencing on the date on which the last public notice is given by the Fiscal Agent in accordance with the third paragraph of Condition 8 and Condition 13.

[The following alternative language in Condition 7 to the above 3 paragraphs applies for the issuance of floating rate Bonds]

- (1) (a) The Bonds shall bear interest from and including [●] 20[●] to but excluding [●] 20[●], payable in Japanese Yen quarterly in arrears for the first time on [●], 20[●] and on each subsequent [●], [●], [●] and [●] of each year ending on [●] 20[●] in respect of the Interest Period (as defined below) ending on but excluding each such date; provided that, if any such date would otherwise fall on a day which is not a Tokyo Business Day (as defined below), the relevant due date for payment of interest shall be postponed to the next succeeding Tokyo Business Day unless it would thereby fall into the next calendar month, in which event such due date shall be brought forward to the immediately preceding Tokyo Business Day, and the interest shall be payable in respect of the Interest Period ending on but excluding the due date as modified pursuant to this provision. Interest due for any Interest Period or any part thereof shall be payable for the actual number of days included in such Interest Period or the applicable part on the basis of a 360-day year. Each due date set for payment of interest, as provided above, is hereinafter referred to as an "**Interest Payment Date**".

In these Conditions of Bonds;

- (i) "**Tokyo Business Day**" means a day on which banks are open for business (including dealings in foreign exchange and foreign currency deposits) in Tokyo; and
- (ii) "**Interest Period**" means the period beginning on and including [●] 20[●] and ending on but excluding the first Interest Payment Date and each successive period beginning on and including an Interest Payment Date and ending on but excluding the next succeeding Interest Payment Date.
- (b) The Bonds shall bear interest on their principal amount at the rate per annum (the "**Rate of Interest**") from time to time determined as follows; provided that such Rate of Interest shall not be less than 0%:

- (i) At or prior to 10:00 a.m. (Tokyo time) on the Tokyo Business Day immediately following the Interest Rate Quotation Date (as defined below) (an "**Interest Rate Determination Date**"), the Issuer will ascertain in respect of the relevant Interest Period the offered rate for three (3)-month Japanese Yen deposits in the London interbank market which appears on the Reuters Page LIBOR01 (as defined below) as of 11:00 a.m. (London time) on the second London Business Day (as defined below) before the first day of such Interest Period (or, in respect of the first Interest Period, on [●] 20[●]) (each such day being hereinafter referred to as an "**Interest Rate Quotation Date**"). The Rate of Interest for such Interest Period shall be the rate equal to [●]% per annum plus the above offered rate so ascertained by the Issuer.

In these Conditions of Bonds;

- (x) "**London Business Day**" means a day on which banks are open for business (including dealings in foreign exchange and foreign currency deposits) in London; and
- (y) "**Reuters Page LIBOR01**" means the page designated as "**LIBOR01**" displayed on Reuters (or any successor service) which page displays the London interbank offered rate administered by ICE Benchmark Administration Limited (or any other person which takes over the administrator of that rate) for Japanese Yen deposits or such other page as may replace LIBOR01 on that service or other page on such other service as may be reasonably nominated by the Issuer as the information vendor, for the purpose of displaying rates comparable to the London interbank offered rate administered by ICE Benchmark Administration Limited (or any other person which takes over the administrator of that rate) for Japanese Yen deposits, which replacement shall be promptly notified by the Issuer to the Fiscal Agent in writing.
- (ii) If the above offered rate does not appear on the Reuters Page LIBOR01, or if such page is unavailable, in either case, as of 11:00 a.m. (London time) on any Interest Rate Quotation Date, the Issuer will request on the Interest Rate Determination Date the principal Tokyo office, if any, of each of the Reference Banks (as defined below) to provide the Issuer with the offered quotation (expressed as a rate per annum) for three (3)-month Japanese Yen deposits commencing on the second London Business Day following such Interest Rate Quotation Date offered by its principal London office to leading banks in the London interbank market at approximately 11:00 a.m. (London time) on such Interest Rate Quotation Date. In such case:
- (x) If on such Interest Rate Determination Date six (6) or more Reference Banks provide the Issuer with such offered quotations, the Rate of Interest for such Interest Period shall be the rate equal to [●]% per annum plus the arithmetic mean (rounded, if necessary, to the nearest 5th decimal place with five or more in the 6th decimal place to be rounded upwards) of such offered quotations (disregarding two (2) of the lowest and two (2) of the highest of such quotations), as ascertained by the Issuer.
- (y) If on such Interest Rate Determination Date not less than two (2) but not more than five (5) Reference Banks provide the Issuer with such offered quotations, the Rate of Interest for the relevant Interest Period shall be the rate equal to [●]% per annum plus the arithmetic mean (rounded, if necessary, to the nearest 5th decimal place with five or more in the 6th decimal place to be rounded upwards) of the quotations of those Reference Banks providing such quotations.

- (z) If on such Interest Rate Determination Date only one (1) or none of the Reference Banks provides the Issuer with such offered quotations, the Issuer shall ascertain the offered rate for three (3)-month Japanese Yen deposits in the London interbank market which appears on the Reuters Page LIBOR01 as of 11:00 a.m. (London time) on the London Business Day most closely preceding the relevant Interest Rate Quotation Date (if the offered rate for three (3)-month Japanese Yen deposits in the London interbank market does not appear on the Reuters Page LIBOR01 or the Reuters Page LIBOR01 is unavailable on such day, on the preceding but closest London Business Day on which the offered rate appears). The Rate of Interest for the relevant Interest Period shall be the rate equal to [●]% per annum plus such rate so ascertained by the Issuer; provided that, if such London Business Day falls on or before the preceding Interest Rate Quotation Date, if any, the Rate of Interest shall be the Rate of Interest in effect for the last preceding Interest Period.

In these Conditions of Bonds, "**Reference Bank**" means a bank which provided its offered quotation used to calculate the offered rate for three (3)-month Japanese Yen deposits in the London interbank market which appeared on the Reuters Page LIBOR01 as of 11:00 a.m. (London time) on the London Business Day most closely preceding the Interest Rate Quotation Date in respect of the relevant Interest Rate Determination Date (if the offered rate for three (3)-month Japanese Yen deposits in the London interbank market does not appear on the Reuters Page LIBOR01 or the Reuters Page LIBOR01 is unavailable on such day, on the preceding but closest London Business Day on which the offered rate appears).

- (c) The Issuer shall, at approximately 10:00 a.m. (Tokyo time) on each Interest Rate Determination Date, calculate the amount of interest per currency unit for the relevant Interest Period (the "**Interest Amount Per Currency Unit**") with respect to the Bonds for the purpose of the Business Regulations. The Interest Amount Per Currency Unit of each Interest Period shall be calculated, pursuant to the Business Regulations, by multiplying the Rate of Interest by a fraction, the numerator of which is the actual number of days in the Interest Period concerned and the denominator of which is 360. The calculation of the Interest Amount Per Currency Unit for a part of any Interest Period shall be made for the actual number of days included in such part on the basis of a 360-day year. The total amount of interest payable to each Bondholder shall be calculated in accordance with the Business Regulations.
- (d) As soon as practicable after the determination of the Rate of Interest for any Interest Period, but no later than five (5) Tokyo Business Days following the commencement of any Interest Period, the Issuer shall notify the Fiscal Agent in writing of such Rate of Interest and the relevant Interest Amount Per Currency Unit and Interest Payment Date; provided that public notices for these matters for any Interest Period need not be given. As soon as practicable after receiving such notice, the Fiscal Agent shall make such matters available for perusal by the Bondholders at the head office of the Fiscal Agent during normal business hours.
- (e) If, after giving notice of any Rate of Interest, the relevant Interest Amount Per Currency Unit and Interest Payment Date pursuant to sub-paragraph (d) above, the relevant Interest Period is lengthened or shortened, the Issuer shall promptly determine what adjustment is appropriate. As soon as practicable after the determination of such adjustment, the Issuer shall notify the Fiscal Agent in writing of the Interest Amount Per Currency Unit and the Interest Payment Date, as amended pursuant to such adjustment; provided that public notices for such amendment need not be given. As soon as practicable after the date on which the Fiscal Agent receives such notice, the Fiscal Agent shall make such matters available for perusal by the Bondholders at the head office of the Fiscal Agent during normal business hours.

- (f) Any Rate of Interest, Interest Amount Per Currency Unit or Interest Payment Date determined in accordance with the provisions of this Condition 7(1) shall (in the absence of manifest error) be final and binding upon all parties, including the Bondholders.
- (g) [] acts as the Issuer's reference agent (the "**Reference Agent**") at its head office in Tokyo, Japan in respect of the Bonds. Pursuant to the Fiscal Agency Agreement, the Issuer shall entrust the Reference Agent with the performance of all of its obligations (other than those to give public notices) under this Condition 7(1) relating to the ascertainment, calculation and determination of any offered quotation or interest rate (including, but not limited to, the Rate of Interest and Interest Amount Per Currency Unit). The Reference Agent shall act solely on behalf of the Issuer and shall assume no obligation towards or relationship of agency or trust for or with the Bondholders. Any notice required to be given by the Issuer to the Fiscal Agent under this Condition 7(1) need not be given if and so long as the Fiscal Agent and the Reference Agent are one and the same bank. The Issuer may from time to time vary the appointment of the Reference Agent; provided that the appointment of the Reference Agent shall continue until the replacement reference agent is effectively appointed. In such case the Issuer shall give prior public notice thereof.
- (2) The Bonds shall cease to bear interest from and including the date on which they become due for redemption; provided, however, that should the Issuer fail to redeem any of the Bonds when due in accordance with these Conditions of Bonds, then the Issuer shall pay accrued interest on the unpaid principal amount in Japanese Yen for the actual number of days in the period from, and including, the due date to, but excluding, the date of the actual redemption of such Bonds, computed on the basis of such actual number of days divided by 360 at the interest rate to be determined applying Condition 7(1) *mutatis mutandis* as if the Interest Payment Dates continued to occur after such due date. Such period, however, shall not exceed the date on which the Fiscal Agent (acting in its capacity of paying agent under the Business Regulations, hereinafter the "**Paying Agent**") allocates the necessary funds for the full redemption of the Bonds received by it among the relevant participants which have opened their accounts with JASDEC to make book-entry transfer of the Bonds (*kikou kanyusha*) (the "**JASDEC Participants**"), provided that if such overdue allocation is not possible under the Business Regulations, such period shall not exceed 14 days commencing on the date on which the last public notice is given by the Fiscal Agent in accordance with the second paragraph of Condition 8 and Condition 13. The Issuer shall notify each interest rate so determined to the Fiscal Agent in writing in accordance with the provisions of Condition 7(1)(d), whereupon, in no later than five Tokyo Business Days following a relevant due date, the Fiscal Agent shall make such interest rate available for perusal by the Bondholders at the head office of the Fiscal Agent during normal business hours. Public notice for such interest rate need not be given.

8 Payments

Payment of principal and interest of a Bond shall be made by the Paying Agent to the Bondholders, directly when such Bondholders are the JASDEC Participants, and in other cases through the relevant account management institution (*kouza kanri kikan*) (the "**Account Management Institution**") with which such Bondholders have opened their accounts to have the Bonds recorded in accordance with the Book-Entry Transfer Law and the Business Regulations. At the time when the Paying Agent allocates the necessary funds for the payment of principal of or interest on the Bonds received by it from the Issuer among the relevant JASDEC Participants and such amount of principal or interest is recorded under the relevant JASDEC Participants' accounts, the Issuer shall be released from its obligation in respect of such payment of principal of or interest on the Bonds.

[*The following paragraph shall apply for the issuance of fixed rate Bonds only*]If any due date for payment of principal or interest on the Bonds falls on a day which is not a day on which banks are open for business in Japan (the "**Business Day**"), the Bondholders shall not be entitled to payment of the amount due until the next following Business Day, and shall not be entitled to the payment of any further or additional interest or other payment in respect of such delay.

If the full amount of principal of or interest on the Bonds payable on any due date is received by the Paying Agent after such due date, the Fiscal Agent shall, in accordance with Condition 13, give public notice to the Bondholders of receipt of such amount, payment method and actual payment date as soon as practicable but not later than 14 days after receipt of such amount by the Paying Agent. If at the time of such receipt, either the method or the date of such payment or both is not determinable, the Fiscal Agent shall give public notice of such receipt and of the method and/or date of such payment to the extent the same has been determined. The Fiscal Agent will give, at a later date, public notice to the Bondholders of the method and/or the date of such payment, promptly upon determination thereof. All expenses incurred in connection with said public notice shall be borne by the Issuer.

9 Redemption and Purchase

(1) Final Redemption

Unless previously redeemed or purchased and cancelled as provided in Condition 9(2) or Condition 9(3), each Bond will be redeemed on [●] at 100% of its principal amount[, provided that, if such date would otherwise fall on a day which is not a Tokyo Business Day, the due date for redemption of the Bonds shall be postponed to the next succeeding Tokyo Business Day unless it would thereby fall into the next calendar month, in which event such date shall be brought forward to the immediately preceding Tokyo Business Day] [*Applicable in case of floating rate bonds only*].

(2) Redemption for Tax Reasons

If (i) the Issuer is required to pay any Additional Amounts (as defined below) pursuant to Condition 11 on the next payment of principal or interest in respect of the Bonds or (ii) in respect of Subordinated Bonds that are Tier 2 Bonds, there is a change in the applicable tax treatment of the Bonds which the Issuer demonstrates to the satisfaction of the competent authority is material and was not reasonably foreseeable at the Issue Date, which change or amendment becomes effective on or after the Issue Date of the first tranche of the Bonds, the Issuer may, but shall not be obliged to, on giving not less than 15 days nor more than 30 days' notice to the Bondholders, and upon expiry of such notice, redeem in whole, but not part of, the Bonds at the principal amount together with interest accrued to, [and including [*Applicable in the case of fixed rate Bonds*]]/[but excluding [*Applicable in the case of floating rate Bonds*]], the date of redemption.

In the event of redemption to be made under this Condition 9(2), the Issuer shall deliver to the Fiscal Agent a certificate signed by a duly authorised signatory of the Issuer stating (i) that the Issuer is or will be obliged to pay such Additional Amounts pursuant to Condition 10, (ii) that it elects to redeem the Bonds pursuant to this Condition 9(2), (iii) the date for such redemption, and (iv) that the conditions precedent to the right of the Issuer so to redeem under this Condition 9(2) have occurred (together with details of facts relating thereto), and a written opinion of independent legal advisers of recognised standing confirming the matters set forth in items (i) and (iv) above.

Such certificate and opinion shall be delivered to the Fiscal Agent at least 30 days prior to the proposed redemption date, and the Issuer shall give public notice to the Bondholders of such matters at least 14 days prior to the proposed redemption date. Such proposed redemption date shall be a [Tokyo [*Applicable in the case of floating rate Bonds*]] Business Day, and such delivery to the Fiscal Agent and public notice to the Bondholders shall be irrevocable.

Such certificate and opinion delivered by the Issuer to the Fiscal Agent pursuant to this Condition 9(2) shall be kept at the head office of the Fiscal Agent promptly after the Fiscal Agent receives them and up to the expiry of one year after the redemption date and shall be made available for perusal or photocopying by any Bondholder during normal business hours of the Fiscal Agent. All expenses incurred for such photocopying shall be borne by the applicant therefor.

All expenses necessary for the procedures under this Condition 9(2) shall be borne by the Issuer.

[*The language in the following paragraph (3) applies for the issuance of Subordinated Bonds*]

(3) Redemption for Regulatory Reasons of Subordinated Bonds (Regulatory Call)

If there is a change in the regulatory classification of the Subordinated Bonds that would be likely to result in their exclusion from Tier 2 capital or reclassification as a lower quality form of own funds of the Issuer for the purposes of the capital adequacy rules applicable to the Issuer at the relevant time (other than the capital adequacy rules as in force on the Issue Date of the Bonds), then the Issuer may, subject to the prior permission of the competent authority (the Issuer having demonstrated to the satisfaction of the competent authority that such regulatory disqualification or reclassification was not reasonably foreseeable at the Issue Date) provided that at the relevant time such permission is required (but without any requirement for the consent or approval of the Bondholders), having given:

- (i) not less than 15 nor more than 30 days' notice to the Bondholders in accordance with Condition [13]; and
- (ii) not less than 15 days before the giving of the notice referred to in (i), notice to the Fiscal Agent,

(both of which notices shall be irrevocable) redeem, in accordance with the Conditions, all or some only of the Bonds then outstanding at the [principal amount together with interest accrued to, [and including [*Applicable in the case of fixed rate Bonds*]]/[but excluding [*Applicable in the case of floating rate Bonds*]], the date of redemption], subject to Condition 9(6).

(4) Purchase

The Issuer, or any of its subsidiaries which falls within the category of the Controlled Juridical Person, Etc. as defined in Condition 2 and has a purpose to resell such Bonds to the Issuer, may at any time purchase the Bonds at any price in the open market or otherwise. Such Bonds may be held, re-issued, resold or, at the option of the Issuer, surrendered to the Fiscal Agent for cancellation. Any purchase of Subordinated Bonds that are Tier 2 Bonds must meet capital adequacy rules to which the Issuer is subject.

(5) Cancellation

All Bonds which are redeemed will forthwith be cancelled pursuant to the Business Regulations. All Bonds so cancelled and the Bonds purchased and cancelled pursuant to Condition 9(3) above cannot be re-issued or resold.

[The language in the following paragraph (6) applies for the issuance of Subordinated Bonds and/or Senior Bonds issued by ING Groep N.V.]

(6) Condition to Redemption or Purchase

Subordinated Bonds that are included for capital adequacy purposes in Tier 2 and/or, in the case of Senior Bonds issued by ING Groep N.V. only, Bonds that are included in the Issuer's and/or the Regulatory Group's (as defined below) minimum requirements for (A) own funds and eligible liabilities and/or (B) loss absorbing capacity instruments may only be redeemed or purchased after the Issuer has obtained permission of the competent authority and/or resolution authority, as appropriate, provided that at the relevant time and in the relevant circumstances such permission is required, and subject to applicable law and regulation (including Directive 2013/36/EU (CRD IV), Regulation EU No. 575/2013 (CRR) and Regulation (EU) No 806/2014 (SRMR), as may be amended or replaced from time to time, and any delegated or implementing acts, laws, regulations, regulatory technical standards, rules or guidelines once in effect in The Netherlands and as then in effect).

[The language in the following paragraph (7) applies for the issuance of Senior Bonds issued by ING Groep N.V. and only in case the Loss Absorption Disqualification Call is applicable]

(7) [Redemption Due to Loss Absorption Disqualification Event (Loss Absorption Disqualification Call)]

If a Loss Absorption Disqualification Event has occurred and is continuing then the Issuer may, without any requirement for the consent or approval of the Bondholders, having given:

(a) not less than 15 nor more than 30 days' notice to the Bondholders in accordance with Condition [13]; and

(b) not less than 15 days before the giving of the notice referred to in (i), notice to the Fiscal Agent,

(both of which notices shall be irrevocable) redeem, in accordance with the Conditions, all or some only of the Bonds then outstanding at the [principal amount together with interest accrued to, [and including [*Applicable in the case of fixed rate Bonds*]]/[but excluding [*Applicable in the case of floating rate Bonds*]], the date of redemption], subject to Condition 9(6).

As used in this Condition 9(7), a "**Loss Absorption Disqualification Event**" shall be deemed to have occurred if as a result of any amendment to, or change in, any Loss Absorption Regulation, or any change in the application or official interpretation of any Loss Absorption Regulation, in any such case becoming effective on or after the Issue Date of the first tranche of the Bonds (in each case other than an Excluded Change), the Bonds are or (in the opinion of the Issuer or the competent authority and/or resolution authority, as appropriate) are likely to be [fully/partially] excluded from the Issuer's and/or the Regulatory Group's minimum requirements for (A) own funds and eligible liabilities and/or (B) loss absorbing capacity instruments, in each case as such minimum requirements are applicable to the Issuer and/or the Regulatory Group and determined in accordance with, and pursuant to, the relevant Loss Absorption Regulations; provided that a Loss Absorption Disqualification Event shall not occur where the exclusion of the Bonds from the relevant minimum requirement(s) is due to the remaining maturity of the Bonds being less than any period prescribed by any applicable eligibility criteria for such minimum requirements under the relevant Loss Absorption Regulations effective with respect to the Issuer and/or the Regulatory Group on the Issue Date of the first tranche of the Bonds.

"**Excluded Change**" means any amendment to, or change in, the Loss Absorption Regulations to implement the proposals in the form originally announced by the European Commission on 23 November 2016 in order to further strengthen the resilience of EU banks (the "**Proposals**") or, if the Proposals have been amended as at the Issue Date of the first tranche of Bonds, in the form as so amended as at such date.

"**Loss Absorption Regulations**" means, at any time, the laws, regulations, requirements, guidelines, rules, standards and policies relating to minimum requirements for own funds and eligible liabilities and/or loss absorbing capacity instruments of the Netherlands, the European Central Bank, the Dutch Central Bank or other competent authority, the resolution authority, the Financial Stability Board and/or of the European Parliament or of the Council of the European Union then in effect in the Netherlands and applicable to the Issuer and/or the Regulatory Group including, without limitation to the generality of the foregoing, any delegated or implementing acts (such as regulatory technical standards) adopted by the European Commission and any regulations, requirements, guidelines, rules, standards and policies relating to minimum requirements for own funds and eligible liabilities and/or loss absorbing capacity instruments adopted by the competent authority and/or the resolution authority from time to time (whether or not such regulations, requirements, guidelines, rules, standards or policies are applied generally or specifically to the Issuer or to the Regulatory Group (as defined below)).

For the purpose of these Conditions, "**Regulatory Group**" means ING Groep N.V., its subsidiary undertakings, participations, participating interests and any subsidiary undertakings, participations or participating interests held (directly or indirectly) by any of its subsidiary undertakings from time to time and any other undertakings from time to time consolidated with ING Groep N.V. for regulatory purposes, in each case in accordance with the rules and guidance of the competent authority then in effect.]

- (8) Except as otherwise provided in these Conditions of Bonds, the Issuer may not redeem the principal of the Bonds in whole or in part prior to the maturity date thereof.

10 Taxation

All payments by the Issuer of principal or interest in respect of the Bonds will be made without withholding of or deduction for, or on any account of, any present or future taxes, duties, assessments or governmental charges of whatsoever nature imposed or levied by or on behalf of The Netherlands or any political subdivision thereof or by any authority therein or thereof having power to tax, unless the withholding or deduction of such taxes, duties, assessments or governmental charges is required by law. In that event, the Issuer will pay such additional amounts (the "**Additional Amounts**") as may be necessary in order that the net amounts receivable by Bondholders after such withholding or deduction shall equal the respective amounts of principal and interest which would have been received in respect of the Bonds in the absence of such withholding or deduction, except that no Additional Amounts shall be payable in relation to any payment with respect to any Bond:

- (a) to, or to a third party on behalf of, a Bondholder who is liable to such taxes, duties, assessments or governmental charges in respect of such Bonds by reason of his having some connection with The Netherlands other than the mere holding of such Bonds; or
- (b) to, or to a third party on behalf of, a Bondholder if such withholding or deduction may be avoided by complying with any statutory requirement or by making a declaration of non-residence or other similar claim for exemption to the relevant tax authority; or
- (c) to, or to a third party on behalf of, a Bondholder that is a partnership or a Bondholder that is not the sole beneficial owner of the Bonds or which holds the Bonds in a fiduciary capacity, to the extent that any of the members of the partnership, the beneficial owner or the settlor or beneficiary with respect to the fiduciary would not have been entitled to the payment of Additional Amounts had each of the members of the partnership, the beneficial owner, settlor or beneficiary (as the case may be) received directly his beneficial or distributive share of the payment.

References in these Conditions of Bonds to the principal of or interest on the Bonds shall be deemed to include any Additional Amounts which may become payable pursuant to the foregoing provisions.

11 Prescription

The period of extinctive prescription shall be 10 years for the principal of the Bonds and 5 years for the interest on the Bonds.

12 Events of Default and Limited Remedies

[The language in the following paragraphs applies for the issuance of Senior Bonds issued by ING Bank N.V.]

[If any one or more of the following events (each an "**Event of Default**") shall have occurred and be continuing:

- (a) default is made for more than 30 days in the payment of interest or principal in respect of the Bonds; or
- (b) the Issuer fails to perform or observe any of its other obligations under the Bonds and such failure has continued for the period of 60 days next following the service on the Issuer of notice requiring the same to be remedied (such notice shall be accompanied by the certificate (the "**Certificate**") of the Bondholder giving such written notice certifying the holding of the relevant Bond and issued by JASDEC or the relevant Account Management Institution); or

- (c) the Issuer is declared bankrupt or a declaration in respect of the Issuer is made to apply the emergency regulation (*noodregeling*) under Chapter 3, Section 3.5.5.1 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*); or
- (d) an order is made or an effective resolution is passed for the winding-up or liquidation of the Issuer unless this is done in connection with a merger, consolidation or other form of combination with another company, the terms of which merger, consolidation or combination (A) have the effect of the emerging or such other surviving company assuming all obligations contracted by the Issuer in connection with the Bonds or (B) have previously been approved by an Extraordinary Resolution (as defined in Condition 14) of the Bondholders;

then any Bondholder may, by written notice addressed to the Issuer and delivered to the Fiscal Agent at its head office (such notice shall be accompanied by the Certificate), effective upon the date of receipt thereof by the Fiscal Agent, declare the Bond held by the holder to be forthwith due and payable whereupon the same shall become forthwith due and payable at a price equal to 100% of the principal amount, together with accrued interest (if any) to, [and including [*Applicable in the case of fixed rate Bonds*]] [but excluding [*Applicable in the case of floating rate Bonds*]], the date of repayment, without presentment, demand, protest or other notice of any kind, provided that the right to declare Bonds due and payable shall terminate if the situation giving rise to it has been cured before the relevant notice has become effective.]

[*The language in the following paragraphs applies for the issuance of Senior Bonds issued by ING Groep N.V.*]

[If any one or more of the following events (each an "**Event of Default**") shall have occurred and be continuing:

- (a) the Issuer is declared bankrupt; or
- (b) an order is made or an effective resolution is passed for the winding-up or liquidation of the Issuer unless this is done in connection with a merger, consolidation or other form of combination with another company, the terms of which merger, consolidation or combination (A) have the effect of the emerging or such other surviving company assuming all obligations contracted by the Issuer in connection with the Bonds or (B) have previously been approved by an Extraordinary Resolution (as defined in Condition 14) of the Bondholders;

then any Bondholder may, by written notice addressed to the Issuer and delivered to the Fiscal Agent at its head office (such notice shall be accompanied by the Certificate), effective upon the date of receipt thereof by the Fiscal Agent, declare the Bond held by the holder to be forthwith due and payable whereupon the same shall become forthwith due and payable at a price equal to 100% of the principal amount, together with accrued interest (if any) to, [and including [*Applicable in the case of fixed rate Bonds*]] [but excluding [*Applicable in the case of floating rate Bonds*]], the date of repayment, without presentment, demand, protest or other notice of any kind, provided that the right to declare Bonds due and payable shall terminate if the situation giving rise to it has been cured before the relevant notice has become effective, and subject to Condition 9(6). If default is made for more than 30 days in the payment of interest in respect of the Bonds, the sole remedy available to the Bondholder shall be to institute proceedings against the Issuer to demand specific performance (*nakoming eisen*) but the Bondholder shall have no acceleration right or other remedies.

Notwithstanding the above provisions in this Condition 12, the exercise of the Dutch Bail-In Power by the relevant resolution authority with respect to the Bonds shall not constitute an Event of Default.]

[*The language in the following paragraphs applies for the issuance of Subordinated Bonds*]

[If any one or more of the following events (each an "**Event of Default**") shall have occurred and be continuing:

- (a) the Issuer is declared bankrupt; or

- (b) an order is made or an effective resolution is passed for the winding-up or liquidation of the Issuer unless this is done in connection with a merger, consolidation or other form of combination with another company, the terms of which merger, consolidation or combination (A) have the effect of the emerging or such other surviving company assuming all obligations contracted by the Issuer in connection with the Subordinated Bonds or (B) have previously been approved by an Extraordinary Resolution (as defined in Condition 14) of the Subordinated Bondholders;

then any Subordinated Bondholder may, by written notice addressed to the Issuer and delivered to the Fiscal Agent at its head office (such notice shall be accompanied by the Certificate), effective upon the date of receipt thereof by the Fiscal Agent, declare the Subordinated Bond held by the holder to be forthwith due and payable whereupon the same shall become forthwith due and payable at a price equal to 100% of the principal amount, together with accrued interest (if any) to, [and including [*Applicable in the case of fixed rate Bonds*]] [but excluding [*Applicable in the case of floating rate Bonds*]], the date of repayment, without presentment, demand, protest or other notice of any kind, provided that the right to declare Subordinated Bonds due and payable shall terminate if the situation giving rise to it has been cured before the relevant notice has become effective and subject to Condition 9(6). If default is made for more than 30 days in the payment of interest in respect of the Subordinated Bonds, the sole remedy available to the Subordinated Bondholder shall be to institute proceedings against the Issuer to demand specific performance (*nakoming eisen*) but the Subordinated Bondholder shall have no acceleration right or other remedies.

Notwithstanding the above provisions in this Condition 12, the exercise of the Dutch Bail-In Power by the relevant resolution authority with respect to the Subordinated Bonds shall not constitute an Event of Default.]

13 Public Notices

Notices to the Bondholders shall be valid if published in the Japanese Official Gazette (*kampo*), if possible, and in a daily Japanese newspaper published in both Tokyo and Osaka reporting on general affairs (which is expected to be the *Nihon Keizai Shimbun*). Any such notice shall be deemed to have been given on the date of such publication or, if published more than once or on different dates, on the first date on which publication is made, as provided above.

The Issuer does not need to make direct notification to individual Bondholders. Such public notices to be given by the Issuer shall, upon the request and at the expense of the Issuer, be given by the Fiscal Agent on behalf of the Issuer.

14 Bondholders' Meetings

- (1) The Issuer shall convene a Bondholders' meeting to consider any matters which relate to the interests of Bondholders in the event: that Bondholders holding at least one tenth (1/10) of the aggregate principal amount of the Bonds then outstanding, acting either jointly or individually, so request in writing to the Fiscal Agent at its head office; provided that such Bondholders shall have presented to the Fiscal Agent the Certificates; or that the Issuer should deem it necessary to hold a Bondholders' meeting.

A Bondholders' meeting shall be held in Tokyo, Japan.

When a Bondholders' meeting is to be convened, the Issuer shall give public notice of the convocation of the Bondholders' meeting at least 21 days prior to the date of such meeting and give written notice to that effect at least 35 days prior to the date of such meeting to the Fiscal Agent; and ensure that the Fiscal Agent, on behalf of the Issuer, shall take the steps necessary for the convocation of the Bondholders' meeting and to expedite the proceedings thereof.

- (2) The Bondholders may exercise their vote by themselves at the relevant Bondholders' meeting, by proxy, or in writing pursuant to the rules established by the Issuer or the Fiscal Agent on behalf of the Issuer.

At any Bondholders' meeting, each Bondholder shall have voting rights in proportion to the aggregate principal amount of the outstanding Bonds held by him; provided, however, that the Certificates shall have been presented to the Fiscal Agent at its head office, at least 7 days prior to the date set for such meeting and to the Issuer or the Fiscal Agent at such meeting, on the date thereof; and, provided, further, that the Bondholder shall not make an application for book-entry transfer or an application for obliteration of the Bonds unless he returns the Certificate so issued to JASDEC or the relevant Account Management Institution of such Bondholder, as the case may be.

- (3) Resolutions at such Bondholders' meeting shall be passed by a majority vote of the voting rights of the Bondholders present at such meeting; provided, however, that Extraordinary Resolution (as defined below) is required with respect to the following items:
- (a) a grace of payment, an exemption from liabilities resulting from a default, or settlement, to be effected with respect to all the Bonds (other than the matters provided for in (b) below);
 - (b) a procedural act to be made with respect to all the Bonds, or all acts pertaining to bankruptcy or similar proceedings;
 - (c) an appointment or removal of representative(s) of the Bondholders who will be authorised to make a decision on matters to be resolved at a Bondholders' meeting (provided each of such representative(s) shall hold one-thousandth (1/1000) or more of the aggregate principal amount of the outstanding Bonds) (the "**Representative(s) of Bondholders**") or an executor who will be authorised to carry out a resolution passed (the "**Executor**"), or an alternation to any matters entrusted to them; and
 - (d) an approval of terms of a scheme of reconstruction, merger or amalgamation as described in Condition 12(d) or substitution of the Issuer at the Issuer's request.

"**Extraordinary Resolution**" means a resolution passed at a Bondholders' meeting by one-fifth (1/5) or more of the votes representing the aggregate principal amount of the Bonds then outstanding and two-thirds (2/3) or more of the votes of the Bondholders present at such meeting.

For the purposes of calculating the number of votes exercised at a Bondholders' meeting, the Bondholders who have exercised their votes by proxy or in writing or (in the event the Issuer permits the exercise of the voting rights by electronic method) by an electronic method shall be deemed to have attended and voted at such meeting.

- (4) The resolution passed pursuant to Condition 14(3) shall be binding on all the Bondholders whether present or not at such Bondholders' meeting to the extent permitted by the applicable Japanese law, and shall be carried out by the Representative(s) of Bondholders or Executor appointed by the Bondholders at the meeting pursuant to Condition 14(3)(c).
- (5) For the purpose of this Condition 14, the Bonds then held by the Issuer or any of its subsidiaries shall be disregarded and deemed not to be outstanding.
- (6) All expenses necessary for the procedures under this Condition 14 shall be borne by the Issuer.

15 **Registration Book**

The registration book for the Bonds shall be prepared and administered by the Fiscal Agent on behalf of the Issuer, and kept at the head office of the Fiscal Agent.

16 **Governing Law and Jurisdiction**

The Bonds are governed by, and shall be construed in accordance with, the laws of Japan, other than the subordination provisions contained in Condition 3 (Status of the Bonds) which is governed by the laws of The Netherlands.

Except otherwise provided in these Conditions of Bonds, the place of performance of obligations pertaining to the Bonds is Tokyo, Japan.

Any legal action or other court procedure against the Issuer arising from or relating to the Bonds or these Conditions of Bonds may be instituted in the Tokyo District Court.

The Issuer hereby appoints Representative in Japan of ING Commercial Banking Tokyo as the authorised agent of the Issuer upon whom process and any judicial or other court documents may be served in any legal or other court procedural action arising from or relating to the Bonds or these Conditions of Bonds that may be instituted in Tokyo, Japan; and the Issuer hereby designates the address from time to time of ING Commercial Banking Tokyo, currently at Marunouchi Trust Tower Main, 19F, 1-8-3, Marunouchi, Chiyoda-ku, Tokyo 100-0005, Japan as the address for the purpose of accepting service of process and other court documents in Japan.

The Issuer agrees to take, from time to time and so long as any of the Bonds shall remain outstanding, any and all action (including the execution and filing of any and all documents and instruments) that may be necessary to effect and to continue such appointment and designation in full force and effect. If at any time such agent shall not, for any reason, serve as such authorised agent, the Issuer shall immediately appoint, and it undertakes to take any and all action that may be necessary to effect the appointment of, a successor authorised agent in Tokyo, Japan. The Issuer shall promptly notify the Fiscal Agent of the appointment of such successor agent and give a public notice thereof to the Bondholders.

Nothing in this Condition 16 shall affect the right of the Bondholders to institute legal action against the Issuer in any court of competent jurisdiction under applicable laws or to serve process in any manner otherwise permitted by law.

17 Modifications and Amendments

To the fullest extent permitted by applicable law, certain modifications and amendments to these Conditions of Bonds may be made without the consent of any Bondholder, only for the purpose of curing any ambiguity, or of correcting or supplementing any defective provisions contained therein, adding covenants for the benefit of the Bondholders, removing, or expanding the exemptions in the transfer restrictions in Condition 2, surrendering rights or powers conferred on the Issuer, effecting succession or assumption as a result of a merger or similar transaction, or in any other manner which the Issuer may deem necessary and desirable and which will not materially adversely affect the interest of the Bondholders or the Fiscal Agent. Any such modifications or amendments shall be notified to the Bondholders and Fiscal Agent at the expense of the Issuer and in accordance with Condition 13 as soon as practicable thereafter.

18 Further Issues

The Issuer shall be at liberty from time to time without the consent of the Bondholders to create and issue further bonds (the "**Further Bonds**") having the same terms and conditions as the Bonds or the same in all respects save for the amount and date of the first payment of interest thereon and so that the same shall be consolidated and form a single series with the outstanding Bonds, subject to the Business Regulations. On and after the date of issue of the Further Bonds, provisions of these Conditions of Bonds shall be applied to the Further Bonds".