FINAL TERMS FOR COVERED BONDS

Originally dated 6 January 2012 and amended and restated on 15 September 2015

ING Bank N.V.
(incorporated with limited liability in The Netherlands with its statutory seat in Amsterdam)

Issue of EUR 1,750,000,000 3.375 per cent. Covered Bonds due 2022

Guaranteed as to payment of principal and interest by
ING Covered Bond Company B.V.
under the EUR 35,000,000,000 Hard and Soft Bullet Covered Bonds Programme

Part A — Contractual Terms

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 22 February 2011 (as supplemented on 8 March 2011, 11 May 2011, 21 June 2011, 11 August 2011 and 7 November 2011) which together with the Registration Document of the Issuer dated 11 May 2011 (as supplemented on 21 June 2011, 11 August 2011 and 7 November 2011), constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus (as so supplemented) and the Registration Document (as so supplemented). Full information on the Issuer, the CBC and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms, the Base Prospectus (as so supplemented) and the Registration Document (as so supplemented). The Base Prospectus (as so supplemented) and the Registration Document (as so supplemented) are available for viewing at http://www.ing.com and during normal business hours at ING Bank N.V., Foppingadreef 7, 1102 BD Amsterdam, The Netherlands (Tel.: +31 (0)20 501 3477).

1	(i)	Issuer:	ING Bank N.V.
	(ii)	CBC:	ING Covered Bond Company B.V.
2	(i)	Series Number:	116
	(ii)	Tranche Number:	1
3	Specified Currency or Currencies:		Euro ("**EUR**")
4	Aggregate Nominal Amount:		
	(i)	Series:	EUR 1,750,000,000
	(ii)	Tranche:	EUR 1,750,000,000
5	Issue Price:		99.242 per cent. of the Aggregate Nominal Amount
6	(i)	Specified Denominations:	EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000 No Covered Bonds in definitive form will be issued with a denomination above EUR

			199,000
	(ii)	Calculation Amount:	EUR 1,000
7	(i)	Issue Date:	10 January 2012
	(ii)	Interest Commencement Date:	Issue Date
8	(i)	Final Maturity Date:	10 January 2022
	(ii)	Bullet Maturity:	Soft
	Extended Due for Payment Date:		Applicable. The Specified Interest Payment Date falling on or nearest to 10 January 2023
9	Interest Basis:		3.375 per cent. Fixed Rate, for the period from, and including, the Interest Commencement Date to, but excluding, the Final Maturity Date (further particulars specified in paragraph 16 below) From, and including, the Extension Date in respect of the Covered Bonds described herein (if applicable) to, but excluding, the Extended Due for Payment Date (unless the Guaranteed Final Redemption Amount in respect of the Covered Bonds described herein is paid in full prior to such date), one month EURIBOR plus the Margin (further particulars specified in paragraph 17 below)
10	Redemption/Payment Basis:		Redemption at par
11	Change of Interest Basis:		In accordance with paragraphs 16 and 17 below
12	Change of Redemption/ Payment Basis:		Not Applicable
13	Call Options:		Not Applicable
14	(i)	Status of the Covered Bonds:	Unsubordinated, unsecured, guaranteed
	(ii)	Status of the Guarantee:	Unsubordinated, secured (indirectly, through a parallel debt), unguaranteed
15	Method of distribution:		Syndicated

Provisions Relating to Interest (if any) Payable

16	**Fixed Rate Covered Bond Provisions:**		Applicable
	(i)	Rate of Interest:	3.375 per cent. per annum payable annually in arrear on each Interest Payment Date set out in paragraph 16(ii) below
	(ii)	Interest Payment Date(s):	10 January in each year, commencing 10 January 2013, up to and including the Final Maturity Date
	(iii)	Fixed Coupon Amount(s):	EUR 33.75 per Calculation Amount

(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction:	Actual/Actual (ICMA), unadjusted
(vi)	Determination Date(s):	10 January in each year
(vii)	Other terms relating to the method of calculating interest for Fixed Rate Covered Bonds:	Not Applicable
17	**Floating Rate Covered Bond Provisions**	Applicable
(i)	Interest Period(s):	The period from, and including, a Specified Interest Payment Date (or the Extension Date in respect of the Covered Bonds described herein (if applicable)) to, but excluding, the next Specified Interest Payment Date (or the First Interest Payment Date set out in paragraph 17 (iii) below)
(ii)	Specified Interest Payment Dates:	The 10th of each month, from, and including, the First Interest Payment Date specified below up to, and including, the earlier of: (i) the Extended Due for Payment Date and (ii) the date on which the Guaranteed Final Redemption Amount in respect of the Covered Bonds described herein is paid in full, subject to adjustment in accordance with the Business Day Convention set out in paragraph 17 (iv) below
(iii)	First Interest Payment Date:	10 February 2022, provided that the Extension Date occurs in respect of the Covered Bonds described herein
(iv)	Business Day Convention:	Following Business Day Convention
(v)	Additional Business Centre(s):	No Additional Business Centre(s)
(vi)	Manner in which the Rate(s) of Interest and Interest Amount(s) is/are to be determined:	Screen Rate Determination
(vii)	Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Principal Paying Agent):	Not Applicable
(viii)	Screen Rate Determination:	Yes
—	Reference Rate:	1 Month EURIBOR

—	Interest Determination Date(s):	The second day on which TARGET2 is open prior to the start of each Interest Period
—	Relevant Screen Page:	Reuters EURIBOR01
(ix)	ISDA Determination:	Not Applicable
(x)	Margin(s):	+ 1.10 per cent. per annum
(xi)	Minimum Rate of Interest:	0 per cent. per annum
(xii)	Maximum Rate of Interest:	Not Applicable
(xiii)	Day Count Fraction:	Actual/360

18	**Zero Coupon Covered Bond Provisions**	Not Applicable
19	**Index Linked Interest Covered Bond/ other variable linked interest Covered Bond Provisions**	Not Applicable
20	**Share Linked Interest Covered Bond Provisions**	Not Applicable
21	**Dual Currency Interest Covered Bond Provisions**	Not Applicable

Provisions Relating to Redemption

22	**Issuer Call**	Not Applicable
23	**Final Redemption Amount of each Covered Bond**	EUR 1,000 per Calculation Amount.
24	**Early Redemption Amount of each Covered Bond**	
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons, or on acceleration following an Issuer Event of Default as against the Issuer or a CBC Event of Default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions:	As set out in Condition 6(d)

General Provisions Applicable to the Covered Bonds

25	Form of Covered Bonds:	Bearer form Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Bearer Definitive Covered Bonds only upon an Exchange Event, subject to mandatory provisions of applicable laws and regulations.
26	New Global Note	Yes

27	Exclusion of set-off	Not Applicable
28	Additional Financial Centre(s) or other special provisions relating to Payment Dates:	Amsterdam and London
29	Talons for future Coupons or Receipts to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature):	No
30	Details relating to Partly Paid Covered Bonds: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Covered Bonds and interest due on late payment:	Not Applicable
31	Consolidation provisions:	Not Applicable
32	Other final terms:	Not Applicable

Distribution

33	(i) If syndicated, names of Managers:	Lead Managers: Barclays Bank PLC, BNP Paribas, ING Bank N.V., J.P. Morgan Securities Ltd. Senior Co-Lead Manager: DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main Co-Lead Managers: Commerzbank Aktiengesellschaft, Landesbank Baden-Württemberg, Danske Bank A/S, Natixis, Norddeutsche Landesbank Girozentrale
	(ii) Stabilising Manager(s) (if any):	Not Applicable
34	If non-syndicated, name of relevant Dealer(s):	Not Applicable
35	TEFRA:	TEFRA D; Regulation S Category 2
36	Applicable Netherlands / Global selling restriction:	The Covered Bonds are not and may not be offered in The Netherlands other than to persons or entities which are qualified investors as defined in article 1:1 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*).
37	Additional selling restrictions:	Applicable. Until the expiry of the period of 40 days after 15 September 2015, sales of the Covered Bonds described herein may not be

made in the United States or to U.S. persons (as defined in Regulation S under the United States Securities Act of 1933, as amended (the "**Securities Act**")) unless made outside the United States pursuant to Rule 903 and 904 of Regulation S (as defined in the Securities Act).

Purpose of Final Terms

These Final Terms comprise the final terms required for the issue and admission to trading on NYSE Euronext in Amsterdam of Covered Bonds described herein pursuant to the EUR 35,000,000,000 Hard and Soft Bullet Covered Bonds Programme of ING Bank N.V.

Responsibility

The Issuer and the CBC accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:	Signed on behalf of the CBC:
By: .... *Duly authorised*	By: .... *Duly authorised*
By: .... *Duly authorised*	By: .... *Duly authorised*

PART B — OTHER INFORMATION

1 **LISTING**

(i)	Listing	NYSE Euronext in Amsterdam
(ii)	Admission to trading:	Application has been made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to trading on NYSE Euronext in Amsterdam with effect from 10 January 2012 or as soon as possible thereafter.
(iii)	Estimate of total expenses related to admission to trading:	EUR 7,000

2 **RATINGS**

Ratings: The Covered Bonds to be issued have been rated:

Moody's:	Aaa
Standard & Poor's:	AAA
Fitch:	AAA

Moody's Investors Service Ltd, Standard & Poor's Credit Market Services Europe Limited and Fitch Ratings Ltd. are established in the European Union and are registered under Regulation (EC) No 1060/2009.

3 **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save as discussed in Section 1.5 (*Subscription and Sale*) of the Base Prospectus, so far as the Issuer is aware, no person involved in the issue of the Covered Bonds has an interest material to the offer.

4 **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

(i)	Reasons for the offer:	The net proceeds of the issue will be applied by the Issuer for its general corporate purposes
(ii)	Estimated net proceeds:	EUR 1,731,047,500
(iii)	Estimated total expenses:	EUR 7,000

5 **YIELD**

Indication of yield: 3.466 per cent.

The yield is calculated at the Issue Date on the basis of the Issue Price and assuming redemption on the Final Maturity Date. It is

		not an indication of future yield If the floating rate provisions set out in paragraph 17 above apply: details of historic EURIBOR rates can be obtained from Reuters.

6 **OPERATIONAL INFORMATION**

(i)	ISIN Code:	XS0728783373
(ii)	Common Code:	072878337
(iii)	WKN:	A1GY0N
(iv)	New Global Note intended to be held in a manner which would allow Eurosystem eligibility:	Yes Note that the designation "Yes" simply means that the Covered Bonds are intended upon issue to be deposited with Euroclear or Clearstream, Luxembourg as common safekeeper and does not necessarily mean that the Covered Bonds will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.
(v)	Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s):	Not Applicable
(vi)	Delivery:	Delivery against payment.
(vii)	Names and addresses of initial Paying Agent(s)	The Bank of New York Mellon One Canada Square Canary Wharf London E14 5AL United Kingdom
(viii)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable