

**SECOND SUPPLEMENT DATED 1 NOVEMBER 2019
TO THE BASE PROSPECTUS DATED 6 MAY 2019**



ING Bank N.V.

(incorporated with limited liability under the laws of The Netherlands with its corporate seat in Amsterdam)

€15,000,000,000

Soft Bullet Covered Bonds Programme

guaranteed as to payments of interest and principal by

ING SB Covered Bond Company B.V.

(incorporated with limited liability under the laws of The Netherlands with its corporate seat in Amsterdam)

This Supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 6 May 2019 as supplemented by a first supplement dated 5 August 2019 (together the "**Base Prospectus**"). The Base Prospectus has been issued by ING Bank N.V. (the "**Issuer**") in respect of a €15,000,000,000 Soft Bullet Covered Bonds Programme (the "**Programme**"). This Supplement, together with the Base Prospectus, constitutes a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC of the European Parliament and of the Council, as amended from time to time (the "**Prospectus Directive**"). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements referred to in (a) above will prevail.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Arranger

ING BANK N.V.

Dealer

ING BANK N.V.

Supplement to the Base Prospectus dated 6 May 2019

No person has been authorised to give any information or to make any representation not contained in or not consistent with the Base Prospectus and this Supplement, or any other information supplied in connection with the Programme, and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the SB CBC, the Trustee or any of the Dealers appointed by the Issuer.

Neither the delivery of this Supplement nor the delivery of the Base Prospectus shall in any circumstances imply that the information contained in the Base Prospectus and herein concerning the Issuer and the SB CBC is correct at any time subsequent to the date hereof, or that there has not been any adverse change, or any event reasonably likely to involve any adverse change, in the prospects or financial or trading position of the Issuer or the SB CBC since the date thereof and hereof or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date indicated in the document containing the same.

So long as the Base Prospectus and this Supplement are valid as described in Article 9 of the Prospectus Directive, copies of this Supplement and the Base Prospectus, together with the other documents listed in the "*General Information*" section of the Base Prospectus and the information incorporated by reference in the Base Prospectus by this Supplement, will be available free of charge from the Issuer and from the specified office of the Paying Agents. Requests for such documents should be directed to ING Bank N.V. at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands. In addition, this Supplement, the Base Prospectus and the documents which are incorporated by reference in the Base Prospectus by this Supplement will be made available on the website of ING Bank N.V. (<https://www.ingmarkets.com/downloads/801/covered-bond-programme> (for this Supplement, the Base Prospectus and the Registration Document), <https://www.ing.com/Investor-relations/Annual-Reports.htm> (for the annual reports), <https://www.ing.com/Investor-relations/Results-Interim-Accounts/Quarterly-Results.htm> (for the quarterly press releases) and <https://www.ing.com/About-us/Corporate-governance/Legal-structure-and-regulators.htm> (for the Articles of Association)).

Other than in Luxembourg and The Netherlands, the Issuer, the Arranger and any Dealer do not represent that the Base Prospectus and this Supplement may be lawfully distributed in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering.

The distribution of the Base Prospectus and this Supplement and the offer or sale of Covered Bonds may be restricted by law in certain jurisdictions. Persons into whose possession the Base Prospectus, this Supplement or any Covered Bonds come must inform themselves about, and observe, any such restrictions on the distribution of the Base Prospectus, this Supplement and the offering and sale of Covered Bonds. In particular, there are selling restrictions in relation to the United States, the United Kingdom, Italy, The Netherlands, Japan and France and such other restrictions as may apply (see "*Subscription and Sale*" in the Base Prospectus).

In accordance with Article 16 of the Prospectus Directive, investors who have agreed to purchase or subscribe for Covered Bonds issued under the Base Prospectus before publication of this Supplement have the right, exercisable up to and including 5 November 2019 (being the second working day after the date of publication of this Supplement), to withdraw their acceptances.

AMENDMENTS OR ADDITIONS TO THE PROSPECTUS

On 19 September 2019, ING Group published a press release entitled "ING publishes first Terra progress report" (the "**Terra Progress Press Release**"). Furthermore, on 31 October 2019, ING Group published a press release entitled "ING announces change in Supervisory Board" (the "**Supervisory Board Press Release**") and a press release entitled "ING posts 3Q2019 net result of €1,344 million" (the "**Q3 Press Release**" and together with the Terra Progress Press Release and the Supervisory Board Press Release, the "**Press Releases**"). The Q3 Press Release contains, among other things, the consolidated unaudited results of ING Group as at, and for the three month period and nine month period ended, 30 September 2019. The Q3 Press Release contains information about recent developments in the banking business of ING Group, which is conducted substantially through the Issuer and its consolidated group, during this period. Copies of the Press Releases have been filed with the AFM and, by virtue of this Supplement, are incorporated by reference in, and form part of, the Base Prospectus.

Please note, however, that the consolidated operations of the Issuer, while materially the same, are not identical with the reported financial and statistical information on a segment basis for the banking business of ING Group as described in the Q3 Press Release, because the financial and statistical information reported by ING Group also contains certain financial items incurred solely at the level of ING Group (on a standalone basis) which are therefore not included in the consolidated operations of the Issuer (being a wholly-owned subsidiary of ING Group).

Furthermore, from 28 November 2019, the registered office of the Issuer shall be moved from Bijlmerplein 888, 1102 MG Amsterdam, The Netherlands, to Bijlmerdreef 106, 1102 CT Amsterdam, The Netherlands.

Finally, the Issuer has been informed about certain significant new factors in respect of multiple legal proceedings for which the Issuer wishes to update the section entitled "General Information – Litigation" in its registration documents in the manner set out herein.

With effect from the date of this Supplement, the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below. References to page numbers are to the pages of the Base Prospectus.

- 1) Effective from 28 November 2019, all references in the Base Prospectus to "Bijlmerplein 888, 1102 MG Amsterdam, The Netherlands" shall be deleted and replaced by the following:

"Bijlmerdreef 106, 1102 CT Amsterdam, The Netherlands".

- 2) Chapter D. DOCUMENTS INCORPORATED BY REFERENCE; DEFINITIONS & INTERPRETATION

On page 70 under the section entitled "D.1 Documents incorporated by reference" there shall be inserted the following paragraphs (G) through (I), the former paragraphs (G) and (H) shall be renumbered as (J) and (K):

- "(G) the press release published by ING Group on 19 September 2019 entitled "ING publishes first Terra progress report";
- (H) the press release published by ING Group on 31 October 2019 entitled "ING announces change in Supervisory Board";
- (I) the press release published by ING Group on 31 October 2019 entitled "ING posts 3Q2019 net result of €1,344 million" (the "**Q3 Press Release**" and together with the Q1 Press Release and the Q2 Press Release, the "**Quarterly Press Releases**"). The Q3 Press Release contains, among other things, the consolidated unaudited interim

results of ING Group as at, and for the three month period and the nine month period ended 30 September 2019, as well as information about recent developments during this period in the banking business of ING Group, which is conducted substantially through the Issuer and its consolidated group;"

- 3) Paragraph (a) of the section entitled "D.1 Documents Incorporated by Reference - Amendments to the Registration Document of the Issuer" on page 70 shall be deleted and restated as follows:

"Significant or Material Adverse Change

At the date hereof, there has been no significant change in the financial position of ING Bank N.V. and its consolidated subsidiaries since 30 June 2019.

At the date hereof, there has been no material adverse change in the prospects of ING Bank N.V. since 31 December 2018."

- 4) The paragraph entitled "Criminal investigations" in paragraph (b) of the section entitled "D.1 Documents Incorporated by Reference - Amendments to the Registration Document of the Issuer" beginning on page 71 of the Base Prospectus shall be deleted and restated as follows:

"Settlement Agreement: On 4 September 2018, ING announced that it had entered into a settlement agreement with the Dutch Public Prosecution Service relating to previously disclosed investigations regarding various requirements for client onboarding and the prevention of money laundering and corrupt practices. Under the terms of the settlement agreement ING paid a fine of €675 million and €100 million for disgorgement. In connection with the investigations, ING had also received information requests from the US Securities and Exchange Commission (SEC). As ING announced on 5 September 2018, ING has received a formal notification from the SEC that it has concluded its investigation. In the letter dated 4 September 2018 the Division of Enforcement states that, based on information as of the date thereof, it does not intend to recommend an SEC enforcement action against ING. Following the entry into the settlement agreement, ING has experienced heightened scrutiny from authorities in various countries. ING is also aware, including as a result of media reports, that other parties may, among other things, seek to commence legal proceedings against ING in connection with the subject matter of the settlement, have filed or may file requests to reconsider the prosecutor's decision to enter into the settlement agreement with ING and not to prosecute ING or (former) ING employees in court, or have filed or may file requests for disciplinary proceedings against ING employees based on the Dutch "Banker's oath"."

- 5) The paragraph entitled "Tax cases" in paragraph (b) of the section entitled "D.1 Documents Incorporated by Reference - Amendments to the Registration Document of the Issuer" beginning on page 71 of the Base Prospectus shall be deleted and restated as follows:

"Tax cases: 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 identified issues in connection with its U.S. tax information reporting and withholding obligations in respect of prior periods. ING has agreed with the US Internal Revenue Service ("IRS") to resolve these issues by paying the tax owed. ING has made the payment out of the provision it had already recognised."

- 6) The paragraph entitled "SIBOR – SOR litigation" in paragraph (b) of the section entitled "D.1 Documents Incorporated by Reference - Amendments to the Registration Document of the Issuer" beginning on page 71 of the Base Prospectus shall be deleted and restated as follows:

"SIBOR – SOR litigation: 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. In October 2018, the New York District Court issued a decision dismissing all claims against ING Group and ING Capital Markets LLC, but leaving ING Bank, together with several other banks, in the case, and directing plaintiffs to file an amended complaint consistent with the Court's rulings. On 25 October 2018, plaintiffs filed such amended complaint, which asserts claims against a number of defendants but none against ING Bank (or any other ING entity), effectively dismissing ING Bank from the case. In December 2018, plaintiffs sought permission from the Court to file a further amended complaint that names ING Bank as a defendant. In July 2019, the New York District Court ruled that the defendants' motion to dismiss was granted, effectively dismissing all remaining claims against ING Bank. Plaintiffs have indicated that they intend to file an amended complaint and thereby continue the litigation."

- 7) The paragraph entitled "Interest rate derivatives claims" in paragraph (b) of the section entitled "D.1 Documents Incorporated by Reference - Amendments to the Registration Document of the Issuer" beginning on page 71 of the Base Prospectus shall be deleted and restated as follows:

"Interest rate derivatives claims: 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. Where appropriate a provision has been taken. 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 certain 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 has reassessed individual files against this framework. ING has taken an additional provision for the financial consequences of the recovery framework. In

2017, ING has informed the majority of the relevant clients whether they are in scope of the recovery framework, and thus eligible for compensation, or not. Because implementation by ING of the uniform recovery framework encountered delay, ING has previously offered advance payments to customers out of the existing provision. As of December 2018, all customers in scope of the uniform recovery framework have received an offer of compensation from ING (including offers of no compensation). As of 1 July 2019, the required process under the uniform recovery framework had been completed for approximately 99% of all customers in scope. All customers have been compensated, except for one, for which a procedure for binding advice has been started."

- 8) The paragraph entitled "Interest surcharges claims" in paragraph (b) of the section entitled "D.1 Documents Incorporated by Reference - Amendments to the Registration Document of the Issuer" beginning on page 71 of the Base Prospectus shall be deleted and restated as follows:

"Interest surcharges claims: ING received complaints and is involved in litigation with natural persons (*natuurlijke personen*) in the Netherlands regarding increases in interest surcharges with respect to several credit products, including but not limited to residential property (*eigenwoningfinanciering*). ING is reviewing the relevant product portfolio. Although the review is still ongoing, a provision has been taken for certain of these complaints. All claims are dealt with individually. In the majority of cases judged so far the courts have ruled in favour of ING, ruling that ING was allowed to increase the interest surcharged based upon the essential obligations in the contract."

- 9) The paragraph entitled "Mexican Government Bond litigation" in paragraph (b) of the section entitled "D.1 Documents Incorporated by Reference - Amendments to the Registration Document of the Issuer" beginning on page 71 of the Base Prospectus shall be deleted and restated as follows:

"Mexican Government Bond litigation: A class action complaint was filed adding ING Bank N.V., ING Groep N.V., ING Bank Mexico S.A. and ING Financial Markets LLC ("ING") as defendants to a complaint that had previously been filed against multiple other financial institutions. The complaint alleges that the defendants conspired to fix the prices of Mexican Government Bonds. ING is defending itself against the allegations. Currently, it is not possible to provide an estimate of the (potential) financial effect of this claim. On 30 September 2019, the relevant court dismissed the antitrust complaint, finding that the plaintiffs had failed to identify any facts that links each defendant to the alleged conspiracy. The plaintiffs may file an amended complaint and/or appeal."

- 10) The following new paragraph (c) shall be added to the section entitled "D.1 Documents Incorporated by Reference - Amendments to the Registration Document of the Issuer" beginning on page 71 of the Base Prospectus:

"(c) Effective from 28 November 2019, all references in the Registration Document of the Issuer to "Bijlmerplein 888, 1102 MG Amsterdam, The Netherlands" shall be deleted and replaced by the following:

"Bijlmerdreef 106, 1102 CT Amsterdam, The Netherlands".

- 11) Condition 4(b)(viii)(F) (*Survival of Original Reference Rate*) shall be deleted and restated as follows:

"Without prejudice to the obligations of the Issuer or, following an Issuer Event of Default, the SB CBC (as applicable) under Condition 4(b)(viii) (A), (B), (C) and (D), the Original Reference Rate and the fallback provisions provided for in Condition

4(b)(ii)(B) will continue to apply unless and until the Calculation Agent has been notified of the Successor Rate or the Alternative Rate (as the case may be), and any Adjustment Spread and Benchmark Amendments, in accordance with Condition 4(b)(viii)(E).".