



ING Groep N.V.

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

Supplement to the Registration Document dated 25 March 2022

This Supplement (the “**Supplement**”) constitutes a supplement for the purpose of Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”) and is supplemental to, and should be read in conjunction with, the registration document dated 25 March 2022 as supplemented by the supplement dated 10 May 2022 (the “**Registration Document**”) of ING Groep N.V. (the “**Issuer**”). The Registration Document is incorporated by reference in other prospectuses of the Issuer, or forms part of any prospectus of the Issuer consisting of separate documents within the meaning of the Prospectus Regulation, in respect of securities described in such other prospectuses or constituent parts thereof, and as of the date of this Supplement relates to the base prospectus consisting of separate documents in relation to the Issuer’s €70,000,000,000 Debt Issuance Programme dated 25 March 2022. This Supplement supplements the Registration Document and any such prospectus consisting of separate documents.

The Registration Document has been approved by the Netherlands Authority for the Financial Markets (the “**AFM**”) on 25 March 2022.

This Supplement has been approved by the AFM on 4 August 2022 in its capacity as competent authority for the purposes of the Prospectus Regulation and relevant implementing measures in the Netherlands and published in electronic form on the Issuer’s website under <https://www.ingmarkets.com/profile-selection?referer=%2Fdownloads%2F800%2Fdebt-issuance-programme>.

Terms used but not defined in this Supplement have the meanings ascribed to them in the Registration Document. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Registration Document by this Supplement and (b) any other statement in or incorporated by reference in the Registration Document, the statements in (a) above will prevail.

In accordance with Article 23(2a) of the Prospectus Regulation, in the event of non-exempt offers of securities to the public, investors who have already agreed to purchase or subscribe for securities issued or to be issued by the Issuer before this Supplement was published have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances until, and including 9 August 2022, save if before the publication of this Supplement the offer period has already closed or the securities have already been delivered, whichever occurs first. Investors may contact the relevant financial intermediary if they wish to exercise their right of withdrawal.

The accuracy of the information contained in this Supplement does not fall within the scope of examination by the AFM under the Prospectus Regulation. The AFM only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer that is the subject of this Supplement.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect the import of such information.

INTRODUCTION

No person has been authorised to give any information or to make any representation not contained in or incorporated by reference into the Registration Document and this Supplement and the Issuer takes no responsibility for, and can provide no assurance as to the reliability of, information that any other person may give.

Neither the delivery of this Supplement nor the Registration Document shall in any circumstances imply that the information contained in such Registration Document and herein concerning the Issuer is correct at any time subsequent to 10 May 2022 (in the case of the Registration Document) or the date hereof (in the case of this Supplement).

The distribution of the Registration Document and this Supplement and the offer of sale of any securities of the Issuer may be restricted by law in certain jurisdictions. Persons into whose possession the Registration Document and/or this Supplement or any securities of the Issuer come must inform themselves about, and observe, any such restrictions.

RECENT DEVELOPMENTS AND INFORMATION INCORPORATED BY REFERENCE

On 4 August 2022, the Issuer published its Interim Financial Report containing its condensed consolidated unaudited results as at, and for the six month period ended, 30 June 2022 (the “**ING Group Interim Financial Report**”). A copy of the ING Group Interim Financial Report has been filed with the AFM and the information included in the ING Group Interim Financial Report, by virtue of and in accordance with this Supplement, is incorporated by reference in, and forms part of, the Registration Document.

On 13 June 2022, ING published a press release entitled “ING to host Investor Update 2022” (the “**ING Investor Update Press Release**”). On 18 July 2022, ING published a press release entitled “ING completes share buyback programme” (the “**Share Buyback Press Release**”). On 4 August 2022, ING published a press release entitled “ING posts 2Q2022 net result of €1,178 million, supported by increased income and modest risk costs” (the “**Q2 Press Release**” and together with the ING Investor Update Press Release and the Share Buyback Press Release, the “**Press Releases**”). The Q2 Press Release contains, among other things, the consolidated unaudited results of the Issuer as at, and for the six month period ended, 30 June 2022. Copies of the Press Releases have been filed with the AFM and, by virtue of and in accordance with this Supplement, are incorporated by reference in, and form part of, the Registration Document.

Unless otherwise indicated, any references to websites or uniform resource locators (“**URLs**”) contained in the Press Releases are deemed inactive textual references and are included for information purposes only. The contents of any such website or URL shall not by virtue of this Supplement form part of, or be deemed to be incorporated into, the Registration Document, unless otherwise indicated.

Furthermore, on 12 May 2022, the articles of association (*statuten*) of the Issuer were amended. The Issuer wishes to update the section entitled “*Description of ING Groep N.V. – Incorporation and History*” for the amended articles of association. A copy of the Issuer’s articles of association can be obtained [here](#).

Moreover, the Issuer’s share capital was decreased. The Issuer wishes to update the section entitled “*Description of ING Groep N.V. – Share capital and cumulative preference shares*” to update the Issuer’s share capital.

In addition, the Issuer wishes to update the risk factor entitled “*The inability of counterparties to meet their financial obligations or the Issuer’s inability to fully enforce its rights against counterparties*”

could have a material adverse effect on the Issuer's results." to update the Issuer's exposure to Russia and Ukraine as of 30 June 2022.

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

MODIFICATIONS TO THE REGISTRATION DOCUMENT

1. The sentence "Of ING's total EUR 800 billion loan book, the total Russia exposure is around EUR 5.7 billion on 1 April 2022 and EUR 0.6 billion with clients in Ukraine." shall be replaced by "Of ING's total EUR 800 billion loan book, the total Russia exposure is around EUR 4.5 billion on 30 June 2022 and EUR 0.6 billion with clients in Ukraine." in the second paragraph of the risk factor "The inability of counterparties to meet their financial obligations or the Issuer's inability to fully enforce its rights against counterparties could have a material adverse effect on the Issuer's results." and therefore the aforementioned risk factor shall be deleted and restated as follows:

"The inability of counterparties to meet their financial obligations or the Issuer's inability to fully enforce its rights against counterparties could have a material adverse effect on the Issuer's results."

Third parties that have payment obligations to the Issuer, or obligations to return 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, 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 it having significant credit exposure to one or more of such counterparties or customers. As a result, the Issuer could face 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. As a result of the Russian invasion of Ukraine and related international response measures, including sanctions and capital controls, ING may be exposed to increased risk of default of counterparties located in Russia and Ukraine, counterparties of which the ultimate parent is located in Russia or may be considered effectively controlled or influenced through Russian involvement, and other counterparties in sectors

affected by the response measures. Also liquidity or currency controls enforced by the Russian Central Bank may impact Russian companies ability to pay. In addition, ING has counterparty exposure to Russian entities in connection with foreign exchange derivatives for future receipt of foreign currencies against Russian Ruble (“**RUB**”). Of ING’s total EUR 800 billion loan book, the total Russia exposure is around EUR 4.5 billion on 30 June 2022 and EUR 0.6 billion with clients in Ukraine. 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 or liquidity.

With respect to secured transactions, the Issuer’s credit risk may be exacerbated when the collateral held by the Issuer cannot be liquidated 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, ING 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 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 its counterparties could also have a negative impact on the Issuer’s 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. Also in this case, its credit risk may also be exacerbated when the collateral the Issuer holds cannot be liquidated at prices sufficient to recover the full amount of the loan or derivative exposure due to it, 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. Bankruptcies, downgrades and disputes with counterparties as to the valuation of collateral 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, results, financial condition, and/or prospects.”

2. *The following new items (h) through (k) shall be inserted in the section entitled “Documents Incorporated by Reference” on page 30 of the Registration Document:*

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| (h) | the press release published by ING on 13 June 2022 entitled “ING to host Investor Update 2022” (which can be obtained here) | In full |
| (i) | the press release published by ING on 18 July 2022 entitled “ING completes share buyback programme” (which can be obtained here) | In full |

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| (j) | the press release published by ING on 4 August 2022 entitled “ING posts 2Q2022 net result of €1,178 million, supported by increased income and modest risk costs” (which can be obtained here) | In full |
| (k) | the Interim Financial Report containing ING Group’s condensed consolidated unaudited results as at, and for the six month period ended, 30 June 2022, as published by ING Group on 4 August 2022 (which can be obtained here) | In full |

3. *The sentence “The Articles of Association of ING Groep N.V. were last amended by notarial deed executed on 29 June 2021.” shall be replaced by “The Articles of Association of ING Groep N.V. were last amended by notarial deed executed on 12 May 2022.” in the second paragraph of the section entitled “Description of ING Groep N.V. - Incorporation and History” on page 33 of the Registration Document and therefore the aforementioned paragraph shall be deleted and restated as follows:*

“ING Groep N.V. is a limited liability company (*naamloze vennootschap*). The registered office is at Bijlmerdreef 106, 1102 CT Amsterdam, the Netherlands (telephone number: +31 20 563 9111). ING Groep N.V. is registered with the Dutch Trade Register of the Chamber of Commerce under no. 33231073 and its corporate seat is in Amsterdam, the Netherlands. The legal entity identifier (LEI) of ING Groep N.V. is 549300NYKK9MWM7GGW15. The Articles of Association of ING Groep N.V. were last amended by notarial deed executed on 12 May 2022. 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.”

4. *The section entitled “Description of ING Groep N.V. – Share capital and cumulative preference shares” on page 39 of the Registration Document shall be deleted and restated as follows:*

“The authorised share capital of ING Groep N.V. amounted to one hundred and thirty-seven million one hundred and thirty thousand euro (EUR 137,130,000) at 12 May 2022, and was divided as follows:

- a. nine billion one hundred and forty-two million (9,142,000,000) ordinary shares, each having a nominal value of one eurocent (EUR 0.01); and
- b. four billion five hundred and seventy-one million (4,571,000,000) cumulative preference shares, each having a nominal value of one eurocent (EUR 0.01).

The issued and paid-up capital amounted to EUR 39.0 million consisting of 3,906 million ordinary shares at 12 May 2022. No cumulative preference shares have been issued.”

5. *The section entitled “General Information – Significant or Material Adverse Change” on page 92 of the Registration Document 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 or performance of ING Groep N.V. and its consolidated subsidiaries since 30 June 2022.

At the date hereof, there has been no material adverse change in the prospects of ING Groep N.V. since 31 December 2021.”.

6. *The last sentence shall be removed in the paragraph entitled “Litigation regarding products of a former subsidiary in Mexico” in the section entitled “General Information – Litigation” beginning on page 92 of the Registration Document and therefore the aforementioned paragraph shall be deleted and restated as follows:*

“Litigation regarding products of a former subsidiary in Mexico: 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.”

7. *The sentences “In March 2022, plaintiffs and ING executed a settlement agreement. The Court stayed all litigation proceedings and deadlines applicable to plaintiffs and ING pending presentment for approval of this formal class settlement agreement. ING has taken a provision for the settlement amount.” shall be replaced by “In March 2022, plaintiffs and ING executed a formal class settlement agreement. On 9 June 2022, the Court preliminary approved ING’s settlement (and those of all other defendants) with plaintiffs.” in the paragraph entitled “SIBOR – SOR litigation” in the section entitled “General Information – Litigation” beginning on page 92 of the Registration Document and therefore the aforementioned paragraph 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. In 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 granted the defendants’ motion to dismiss and denied leave to further amend the complaint, effectively dismissing all remaining claims against ING Bank. In March 2021, the Second Circuit court vacated the District Court’s ruling. The case was remanded to the District Court to reconsider the amended complaint that would add ING Bank N.V. back to the case. In April 2021, the defendants filed a petition for rehearing with the Second Circuit court. In May 2021, the Second Circuit court denied the defendants’ petition. In March 2022, plaintiffs and ING executed a formal class settlement agreement. On 9 June 2022, the Court preliminary approved ING’s settlement (and those of all other defendants) with plaintiffs.”

8. *The sentences “The National Court has revoked the ruling and declared that the consumers will not be able to initiate an action for compensation based on the first instance ruling, as the claimant association intended. This last decision is not yet final, as it could be appealed in the Supreme Court.” shall be added before the last sentence in the paragraph entitled “Mortgage expense claims” in the section entitled “General Information – Litigation” beginning on page 92 of the Registration Document and therefore the aforementioned paragraph shall be deleted and restated as follows:*

“Mortgage expenses claims: ING Spain has received claims and is involved in procedures with customers regarding reimbursement of expenses associated with the formalisation of mortgages. In most court proceedings in first instance the expense clause of the relevant mortgage contract has been declared null and ING Spain has been ordered to reimburse all or part of the applicable expenses. Since 2018, the Spanish Supreme Court and the European Court of Justice have issued rulings setting out which party should bear notary, registration, agency, and stamp duty costs. In January 2021, the Spanish Supreme Court ruled that valuation costs of mortgages, signed prior to 16 June 2019, the date the new mortgage law entered into force, should be borne by the bank. Media attention for the statute of limitations applicable to the right to claim reimbursement of costs resulted in an increased number of claims at the beginning of 2021. In June 2021, the Supreme Court published a press release informing of its decision to ask the European Court of Justice for a preliminary ruling regarding the criteria that should be applied to determine the date from which the action for claiming the reimbursement of mortgage expenses is considered to be expired. ING Spain has also been included, together with other Spanish banks, in three class actions filed by customer associations. In one of the class actions an agreement was reached with the association. In another class action ING filed an appeal asking the Spanish Court of Appeal to determine that the ruling of the court of first instance is only applicable to the consumers that were part of the case. The National Court has revoked the ruling and declared that the consumers will not be able to initiate an action for compensation based on the first instance ruling, as the claimant association intended. This last decision is not yet final, as it could be appealed in the Supreme Court. A provision has been established in the past and has been adjusted where appropriate.”

9. *The sentence “Furthermore, on 28 March 2018, ING Bank received another claim on the same subject matter from the Dutch Association of Stockholders (Vereniging van Effectenbezitters, “VEB”).” shall be replaced by “Furthermore, in March 2018, ING Bank received another claim on the same subject matter from the Dutch Association of Stockholders (Vereniging van Effectenbezitters, “VEB”). In June 2022, VEB reiterated and further substantiated its claim in a letter to ING.” in the paragraph “Imtech claim” in the section entitled “General Information – Litigation” beginning on page 92 of the Registration Document and therefore the aforementioned paragraph shall be deleted and restated as follows:*

“Imtech claim: In January 2018, ING Bank received a claim from Stichting ImtechClaim.nl and Imtech Shareholders Action Group B.V. on behalf of certain (former) shareholders of Imtech N.V. (“Imtech”). Furthermore, in March 2018, ING Bank received another claim on the same subject matter from the Dutch Association of Stockholders (Vereniging van Effectenbezitters, “VEB”). In June 2022, VEB reiterated and further substantiated its claim in a letter to ING. Each of the claimants allege *inter alia* that shareholders were misled by the prospectus of the rights issues of Imtech in July 2013 and October 2014. ING Bank, being one of the underwriters of the rights issues, is held liable by the claimants for the damages that investors in Imtech would have suffered. ING Bank responded to the claimants denying any and all responsibility in relation to the allegations made in the relevant letters. In September 2018, the trustees in the bankruptcy of Imtech claimed from various financing parties, including ING, payment of what the security agent has collected following bankruptcy or intends to collect, repayment of all that was repaid to the financing parties, as well as compensation for the repayment of the bridge financing. At this moment it is not possible to assess the outcome of these claims nor to provide an estimate of the (potential) effect of these claims.”

10. *The sentences “Meanwhile, there are complaints handled by Kifid and cases brought before the court against other banks on the method to be used for calculating compensation and the fairness of the interest clauses used. When final, such rulings may have an impact on financial institutions offering consumer credit products with such interest clauses in the Netherlands, including ING.”*

shall be added at the end of the paragraph "Certain Consumer Credit Products" in the section entitled "General Information – Litigation" beginning on page 92 of the Registration Document and therefore the aforementioned paragraph shall be deleted and restated as follows:

"Certain Consumer Credit Products: In October 2021, ING announced that it would offer compensation to certain of its Dutch retail customers in connection with certain revolving consumer loans with variable interest rates that allegedly did not sufficiently follow market rates. This announcement was made in response to a number of rulings by the Dutch Institute for Financial Disputes (*Kifid*) regarding similar products at other banks. ING currently expects that any such compensation will be paid before the end of 2022. ING has recognized a provision of €180 million in 2021 for compensation and costs in connection with this matter. On 22 December 2021, ING announced that it has reached an agreement with the Dutch Consumers' Association (*Consumentenbond*) on the compensation methodology for revolving credits. Meanwhile, there are complaints handled by Kifid and cases brought before the court against other banks on the method to be used for calculating compensation and the fairness of the interest clauses used. When final, such rulings may have an impact on financial institutions offering consumer credit products with such interest clauses in the Netherlands, including ING."

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