# ING Bank N.V. Issue of 100,000 Short Currency Open Ended Sprinters under the Certificates Programme

Any person making or intending to make an offer of the Certificates may only do so:

- (i) in that Public Offer Jurisdiction mentioned in the Paragraph Distribution of Part B below, provided such person is of a kind specified in that paragraph; or
- (ii) otherwise in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or to supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Certificates in any other circumstances.

### 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 General Certificate Conditions and the relevant Product Conditions contained in this Base Prospectus dated 27 June 2013 as supplemented from time to time (the "**Prospectus**") which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC), as amended, to the extent that such amendments have been implemented in the relevant Member State of the European Economic Area, (the "**Prospectus Directive**"). This document constitutes the Final Terms applicable to the issue of Certificates described herein for the purposes of Article 5.4 of the Prospectus Directive (as implemented by the Dutch Financial Supervision Act (*Wet op het financiael toezicht*) and its implementing regulations) and must be read in conjunction with such Prospectus. Full information on the Issuer and the offer of the Certificates is only available on the basis of the combination of these Final Terms and the Prospectus. Copies of the Prospectus may be obtained from ING Bank N.V. at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands (E-mail: info@sprinters.nl).

Prospective investors should carefully consider the section "Risk Factors" in the Prospectus.

# GENERAL DESCRIPTION OF THE CERTIFICATES

| 1  | (a) Series number of the Certificates:  | 17668  |  |  |
|----|---|--|--|--|
|    | (b) Whether or not the Certificates are to be consolidated and form a single series with the Certificates of an existing series:  |  |  |  |
| 2  | (a) The type of Certificates which may be Index Certificates, Share Certificates, Currency Certificates, Commodity Certificates, Fund Certificates, Government Bond Certificates or Index Futures Certificates: |  |  |  |
|    | (b) Whether such Certificates are Best<br>Certificates, Limited Certificates, Open<br>Ended Certificates or Fixed Leverage.   | Open Ended Certificates  |  |  |
|    | (c) Whether such Certificates are Long<br>Certificates or Short Certificates:   | Short Certificates   |  |  |
| 3  | Number of Certificates being issued:  | 100,000  |  |  |
| 4  | Issue Price per Certificate:  | EUR 13.44  |  |  |
| 5  | Trade Date:   | 03 October 2013  |  |  |
| 6  | Issue Date:   | 08 October 2013  |  |  |
| 7  | "as-if-and-when-issued" trading:  | Three Business Days preceding the Issue Date                     |  |  |
| 8  | Current Financing Level on the Trade Date:  | USD 1.8028   |  |  |
| 9  | Current Spread on the Trade Date:   | 2 %  |  |  |
| 10 | Maximum Spread:   | 3.5 %  |  |  |
| 11 | Current Stop Loss Premium Rate on the Trade Date:   | 2 %  |  |  |
| 12 | Maximum Premium:  | 20 %   |  |  |
| 13 | Minimum Premium:  | 0 %  |  |  |
| 14 | Stop Loss Price on the Trade Date:  | USD 1.766  |  |  |
| 15 | Stop Loss Price Rounding:   | Downwards to the next 0.001 unit of the Financing Level Currency |  |  |
| 16 | Entitlement:  | 100  |  |  |
| 17 | Financing Level Currency:   | USD  |  |  |
| 18 | Settlement Currency:  | EUR  |  |  |
| 19 | Exercise Time:  | 12:00 AM Central European Time                                   |  |  |
| 20 | Cash Settlement Amount:   | As specified in the Currency Certificate<br>Conditions           |  |  |

| 21 | Final Valuation Date:  | Not Applicable  |  |  |
|----|--|---|--|--|
| 22 | Valuation Date(s):   | Annually, commencing on the date one year after the Issue Date.   |  |  |
| 23 | Applicable Business Day Centre(s) for the purposes of the definition of "Business Day" | Amsterdam   |  |  |
|    | ADDITIONAL SPECIFIC PRODUCT RELATE   | D PROVISIONS:   |  |  |
| 24 | Index Certificate Provisions   | Not Applicable  |  |  |
| 25 | Share Certificate Provisions   | Not Applicable  |  |  |
| 26 | Currency Certificate Provisions  | Applicable  |  |  |
|    | (i) details of the Underlying FX Rate  | GBP/USD (Bloomberg code: GBPUSD <crncy>)</crncy>  |  |  |
|    | (ii) Relevant Screen Page:   | Reuters Page GBP=   |  |  |
|    | (iii) Termination Reference Price:   | As specified in the Currency Certificate<br>Conditions  |  |  |
|    | (iv) Underlying Currency:  | USD   |  |  |
|    | (v) Valuation Time:  | The time with reference to which the WM Company calculates the fixing price of the underlying, currently 3 p.m. Greenwich Mean Time |  |  |
| 27 | Commodity Certificate Provisions   | Not Applicable  |  |  |
| 28 | Fund Certificate Provisions  | Not Applicable  |  |  |
| 29 | Government Bond Certificate Provisions   | Not Applicable  |  |  |
| 30 | 0 Index Futures Certificate Provisions Not Applicable                                  |   |  |  |

| Ву:             |
|-----------------|
| Duly authorised |
|                 |
| Ву:             |
| Duly authorised |

Signed on behalf of the Issuer:

### PART B - OTHER INFORMATION

### 1 LISTING

| (i) Listing: NYSE Euronext in Amsterdam |   |   |
|---|---|---|
| (ii)                                    | Admission to trading:                                       | Application is expected to be made by the Issuer (or on its behalf) for the Certificates to be admitted to trading on NYSE Euronext in Amsterdam with effect from 03 Oct 2013 |
| (iii)                                   | Estimate of total expenses related to admission to trading: | 250 EUR   |

### 2 RATINGS

| ] | Ratings: | The Certificates to be issued will not be rated |
|---|----------|---|
|---|----------|---|

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

Save for any fees payable to the Dealers, so far as the Issuer is aware, no person involved in the offer of the Certificates has an interest material to the offer. The Dealers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

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

| (i) Reasons for the offer     | See "Use of Proceeds" wording in Base Prospectus     |  |
|-------------------------------|--|--|
| (ii) Estimated total expenses | The terms of the Public Offer do not provide for any |  |
|                               | expenses and/or taxes to be charged to any purchaser |  |
|                               | of the Certificates                                  |  |

### 5 INFORMATION CONCERNING THE UNDERLYING

The return on the Certificates is linked to the performance of the underlying Currency. The price of the Currency may go down as well as up throughout the life of the Certificates. Fluctuations in the price of the Currency will affect the value of the Certificates.

Information and details of the past and further performance of the Currency and its volatility can be obtained from Bloomberg (Bloomberg code: GBPUSD <Crncy>).

### 6 PERFORMANCE OF RATE OF EXCHANGE

If the underlying of the Certificate is denominated and/or quoted in another currency than the Settlement Currency of the Certificate, the Certificate is exposed to the currency exchange rate risk of the currency of the underlying and the Settlement Currency. Information about past and further performance of such currency can be obtained from the website <a href="http://www.bloomberg.com/markets/currencies/">http://www.bloomberg.com/markets/currencies/</a>, or any successor website.

### 7 POST-ISSUANCE INFORMATION

Post-issuance information will be made available on the website of the Issuer www.ingsprinters.nl, or any

succesor website. There is no assurance that the Issuer will continue to provide such information for the life of the Certificates.

# 8 OPERATIONAL INFORMATION

| (i) ISIN Code:                                | NL0010542247   |
|---|----------------|
| (ii) Common Code:                             | 095010776      |
| (iii) Other relevant code:                    | Not Applicable |
| (iv) Name of the Principal Certificate Agent: | ING Bank N.V.  |

# 9 DISTRIBUTION

| (i)  | Details of any clearing system other than Euroclear Netherlands: | Euroclear Netherlands   |  |
|------|--|---|--|
|      | (a) details of the appropriate clearing code/number:             | Not Applicable  |  |
|      | (b) further details regarding the form of Certificates           | Not Applicable  |  |
| (ii) | Non-exempt offer:  | An offer of Certificates may be made by the Issuer other than pursuant to Article 3(2) of the Prospectus Directive in The Netherlands (the " <b>Public Offer Jurisdiction</b> "). |  |

# 10 GENERAL

| Conditions to which the offer is subject: | There is no subscription period and the offer of         |  |
|---|--|--|
|   | Certificates is not subject to any conditions imposed by |  |
|   | the Issuer.  |  |

# ISSUE SPECIFIC SUMMARY OF THE CERTIFICATES

Summaries are made up of disclosure requirements known as "Elements". These elements are numbered in Sections A to E (A.1 to E.7). This summary contains all the Elements required to be included in a summary for the Certificates and the Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in a summary because of the nature of the Certificates and the Issuer, it is possible that no relevant information can be given regarding the Element. In this case, a short description of the Element should be included in the summary with the mention of "Not Applicable".

Section A - Introduction and warnings

| Element |   |  |  |
|---------|---|--|--|
| A.1     | Certificates should be documents incorporal Prospectus is brought of the European Econ the Base Prospectus persons who have ta misleading, inaccurat  | st be read as an introduction to the Base Prospectus. Any decision to invest in the be based on a consideration of the Base Prospectus as a whole, including any rated by reference. Where a claim relating to the information contained in this Base ght before a court, the plaintiff may, under the national legislation of Member States conomic Area where the claim is brought, be required to bear the costs of translating us before the legal proceedings are initiated. Civil liability attaches only to those tabled the summary, including any translation thereof, but only if the summary is rate or inconsistent when read together with the other parts of this Base Prospectus or , when read together with the other parts of this Base Prospectus, key information in   |  |
| A.2     | order to aid investors  Consent by the Issuer to the use of the Base Prospectus for subsequent resale or final placement by financial intermediaries during the offer period indicated and the conditions attached to such consent. | Any financial intermediary is entitled, within the limitations of the selling restrictions applicable pursuant to this Base Prospectus, to use this Base Prospectus (as supplemented as the relevant time, if applicable) during the term of validity of this Base Prospectus for purposes of a public offer of Certificates in The Netherlands. (each such financial intermediary, an "Authorised Offeror"). The Base Prospectus may only be delivered to potential investors together with all supplements published before such delivery. Any supplement to the Base Prospectus is available for viewing in electronic form on the Issuer's website (www.ingmarkets.com).  When using the Base Prospectus, each relevant Authorised Offeror must ensure that it complies with all applicable laws and regulations in force in the respective jurisdictions.  In the event of an offer being made by an Authorised Offeror, the Authorised Offeror shall provide information to investors on the terms and conditions of the Certificates at the time of that offer. |  |

Section B - Issuer

| Element | Title   |   |  |
|---------|---|---|--|
| B.1     | Legal and commercial name of the Issuer   | ING Bank N.V. (the "Issuer")  |  |
| B.2     | The domicile and legal form of the Issuer, the legislation under which the Issuer operates and its country of incorporation | The Issuer is a public limited company (naamloze vennootschap) incorporated under the laws of The Netherlands on 12 November 1927, with its corporate seat (statutaire zetel) in Amsterdam, The Netherlands.  |  |
| B.4b    | A description of any known trends affecting the Issuer and the industries in which it operates                              | The results of operations of the Issuer are affected by demographics and by a variety of market conditions, including economic cycles, banking industry cycles and fluctuations in stock markets, interest and foreign exchange rates. In 2012, the external environment continued to have an impact on the Issuer as the euro sovereign debt crisis in the Eurozone maintained a challenging economic and financial market environment for a major part of the year. This led to international capital and money markets not functioning in the manner they would in more normal circumstances. This had repercussions (for the Issuer, its industry and the broader economy) especially in Europe where funding for governments and financial institutions continues to be difficult in certain markets.  The operations of the Issuer are exposed to fluctuations in equity markets. |  |
|         |   | The Issuer 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 it executes for customers and therefore to a decline in related commissions and trading results. In addition to this, the Issuer also maintains equity investments in its own non-trading books. Fluctuations in equity markets may affect the value of these investments.   |  |
|         |   | The operations of the Issuer are exposed to fluctuations in interest rates. The Issuer's management of interest rate sensitivity affects its results of operations. Interest rate sensitivity refers to the relationship between changes in market interest rates on the one hand and future interest earnings and economic value of its underlying banking portfolios on the other hand. Both the composition of the Issuer's assets and liabilities and the fact that interest rate changes may affect client behaviour in a different way than assumed in the Issuer's internal models may result in a mismatch which causes the banking longer term operations' net interest income and trading results to be affected by changes in interest rates.  |  |
|         |   | The Issuer is exposed to fluctuations in exchange rates. The Issuer's management of exchange rate sensitivity affects its results of 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 and expenses is denominated in currencies other than euros, fluctuations in the exchange rates used to translate foreign currencies into euros will impact its reported results of operations and cash flows from year to year. This exposure is mitigated by the fact that realised results in non-euro currencies are translated into euros by monthly hedging.   |  |

| Element | Title   |  |  |   |
|---------|---|--|--|---|
| B.5     | A description of the<br>Issuer's group and the<br>Issuer's position<br>within the group | The Issuer is part of ING Groep N.V. ("ING Group"). ING Group is the holding company of a broad spectrum of companies (together called "ING") offering banking, investments, life insurance and retirement services to meet the needs of a broad customer base. The Issuer is a wholly-owned, non-listed subsidiary of ING Group and is a large international player with an extensive global network in over 40 countries. Since 2011, the Issuer has been operating as a stand-alone business under the umbrella of ING Group. |  |   |
| B.9     | Profit forecasts or estimates   | Not Applicable. The Issuer has no estimates.   |  | -   |
| B.10    | Qualifications in the<br>Auditors' report   | Not Applicable. The audit reports Issuer for the years ended 31 Decunqualified.  |  |   |
| B.12    | Selected historical key financial information / Significant or material adverse change  | ING Bank N.V. in respect 2012 and 2011, respectiv (2) At 31 December.  (3) Figures including Banks (4) For the year ended 31 December (5) BIS ratio = BIS capital a Note: These Risk Weight (6) Tier-1 ratio = Available (7)   | 836,068 37,512 633,756 541,546  16,298 9,843 2,125 4,330 1,124 3,206 3,115  16.91 14.35  derived from the of the financial and Debt secure exember. It is a percentage ted Assets are left and Debt secure exember. It is a percentage ted Assets are left and Debt secure exember. It is a percentage ted Assets are left and Debt secure exember. It is a percentage ted Assets are left and Debt secure exember. It is a percentage ted Assets are left and Debt secure exember. It is a percentage ted Assets are left and Debt secure exember. It is a percentage ted Assets are left and Debt secure exember. It is a percentage ted Assets are left and Debt secure exember. It is a percentage ted Assets are left and Debt secure exember. It is a percentage ted Assets are left and Debt secure exember. It is a percentage ted Assets are left and Debt secure exember. It is a percentage ted Assets are left and Debt secure exember. It is a percentage ted Assets are left and Debt secure exember. It is a percentage ted Assets are left and Debt secure exember. It is a percentage ted Assets are left and Debt secure exember. It is a percentage ted Assets are left and Debt secure exember. It is a percentage ted Assets are left and Debt secure exember. It is a percentage ted Assets are left and Debt secure exemples and Debt secure exemples are left and Debt secure exemples are left and Debt secure exemples and Debt secure exemples are left and Deb | of Risk Weighted Assets. based on Basel II. s a percentage of Risk ighted Assets are based on cant change in the financial liaries since 30 June 2013. dverse change in the prospects or: |

|      |  | Consolidated Interim Financial Information for the period ended 30 June 2013.   |
|------|--|---|
| B.13 | Recent material events particular to the Issuer's solvency               | Not Applicable. There are no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.   |
| B.14 | Dependence upon other group entities                                     | The description of the group and the position of the Issuer within the group is given under B.5 above.  Not Applicable. The Issuer is not dependent upon other entities within ING Group.   |
| B.15 | A description of the Issuer's principal activities                       | The Issuer is a large international player in the financial services industry with an extensive global network in over 40 countries.  Since 1 January 2011, the Issuer has been operating as a stand-alone business under the umbrella of ING Group.  The Issuer is active through the following business lines: Retail Banking, including ING Direct and Commercial Banking.   |
| B.16 | Extent to which the Issuer is directly or indirectly owned or controlled | The Issuer is a wholly-owned, non-listed subsidiary of ING Groep N.V.   |
| B.17 | Credit ratings assigned to the Issuer or its debt securities             | The Issuer has a senior debt rating from Standard & Poor's Credit Market Services Europe Limited ("Standard & Poor's"), Moody's Investors Services Ltd. ("Moody's") and Fitch France S.A.S. ("Fitch"), details of which are contained in the Registration Document. Standard & Poor's, Moody's and Fitch are established in the European Union and are registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended from time to time (the "CRA Regulation").  Tranches of Certificates to be issued under the Programme may be rated or unrated. Where a Tranche of Certificates is to be rated, such rating will not necessarily be the same as the rating assigned to the Issuer, the Programme or Certificates already issued under the Programme.  A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency. |

# **Section C - Securities**

| Element | Title  |   |
|---------|--|---|
| C.1     | A description of the type and class of securities being offered and/or admitted to trading, including any security identification number | The Certificates described in this summary are financial instruments which may be issued under the Certificates Programme.  The Certificates are open ended investment instruments without a fixed maturity or expiration date and are designated "Open Ended Certificates" for the purpose of the Programme, which can be exercised by the Certificateholder. The Certificates can be terminated by the Issuer and may automatically terminate if the Underlying (as defined below) reaches a pre-determined level (a "Stop Loss Event").  The Certificates are Short Certificates (as defined below).   |
|         |  | Series Number: 17668 Tranche Number: 1 Aggregate Nominal Amount: (i) Series: 100000 (ii) Tranche: 1 ISIN Code: NL0010542247 Common Code: 095010776  |
| C.2     | Currency of the securities issue   | The Certificates are denominated in EUR   |
| C.5     | A description of any restrictions on the free transferability of the securities  | Certain customary restrictions on offers, sale and delivery of Certificates and of the distribution of offering material in the United States, the European Economic Area, France, The Netherlands, Poland and the United Kingdom apply.  |
| C.8     | A description of rights attached to the Certificates, including ranking and any limitations to those rights                              | Status  The Certificates will constitute direct, unsubordinated and unsecured obligations of the Issuer and will rank pari passu among themselves and (save for certain debts required to be preferred by law) equally with all other unsecured obligations (other than subordinated obligations, if any) of the Issuer from time to time outstanding.  Taxation  The Issuer is not liable for or otherwise obliged to pay any tax, duty, withholding or other payment which may arise as a result of the ownership, transfer, exercise or enforcement of any Certificate and all payments made by the Issuer are subject to any such tax, duty, withholding or other payment which may be required to be made, paid, withheld or deducted.  Governing law  The Certificates will be governed by, and construed in accordance with, English law.  Optional termination  The Certificates can be terminated by the Issuer following an Issuer Call and can also be exercised by Certificateholders on specified dates, in each case, upon notice.  Issue Price |
| C.9     | Interest: The interest rate and the due dates for interest   | EUR 13.44  Not Applicable. The Certificates do not bear interest.   |

|      | Redemption: The                        | The Certificates will entitle the holder thereof (on due exercise and subject to  |
|------|--|---|
|      | maturity date,                         | certification as to non-U.S. beneficial ownership) to receive a cash amount (if   |
|      | amortisation and                       | any) calculated in accordance with the relevant terms and conditions.   |
|      | repayment procedures                   |   |
|      | Representative of the                  | Not Applicable  |
|      | debt security holders                  |   |
| C.10 | If the security has a                  | The Certificates are Short Certificates.  |
|      | derivative component,                  | "Short Certificates" are certificates that are designed to enable the investor  |
|      | an explanation of how                  | to profit from declining markets by tracking the Underlying in an inverse   |
|      | the value of the                       | manner. Short Certificates are designed to enable the investor to profit from   |
|      | investment is affected                 | declining markets. Short Certificates track the Underlying in an inverse  |
|      | by the value of the                    | manner. If the value of the Underlying drops, the value of the Short Certificate  |
|      | underlying instrument                  | is also expected to rise, subject to the cost of financing provided by the  |
|      |  | Issuer, movements in any applicable foreign exchange rate and any expenses.   |
|      |  | The difference between a Short Certificate and an ordinary certificate is that in   |
|      |  | the case of a Short Certificate, the amount needed to invest to give the same   |
|      |  | inverse participation rate in the Underlying is usually considerably less.  |
| C.11 | Application for                        | Application is expected to be made by the Issuer (or on its behalf) for the   |
|      | admission to trading                   | Certificates to be admitted to trading on Euronext Amsterdam with effect from   |
|      | and distribution in a                  | 03 October 2013   |
|      | regulated market                       |   |
| C.15 | Description of how the                 | Certificates track the Underlying in a linear manner on an open ended basis.  |
|      | value of the                           | The amount needed to invest in a Certificate to give the same participation   |
|      | investment is affected                 | rate in the Underlying as a direct investment in the Underlying is  |
|      | by the value of the                    | considerably less. Therefore, the percentage gain if the Underlying falls and   |
|      | underlying                             | the percentage loss if the Underlying rises, is higher in Certificates than in a  |
| C.16 | instrument(s)                          | direct investment in the Underlying.  |
| C.10 | The expiration or maturity date of the | The Certificates are open ended investment instruments without a fixed maturity or expiration date, which can be exercised by Certificateholders on |
|      | derivative securities                  | an exercise date on notice. The Certificates can be terminated by the Issuer  |
|      | derivative securities                  | upon notice and may automatically terminate following a Stop Loss Event.  |
|      |  | upon nonce and may automaticany terminate following a Stop Loss Event.  |
| C.17 | A description of the                   | The Certificates are cleared through (and payments in respect of the  |
|      | settlement procedure of                | Certificates shall accordingly be made in accordance with the rules of  |
|      | the securities                         | Euroclear Netherlands   |
| C.18 | A description of how                   | Each issue of Certificates will entitle the holder thereof (on due exercise and   |
|      | the return on                          | subject to certification as to non-U.S. beneficial ownership) to receive a cash   |
|      | derivative securities                  | amount (if any) on the settlement date, calculated by reference to the value of   |
|      | takes place                            | the Underlying and subject to the deduction of financing costs and expenses.  |
|      |  | Following a Stop Loss Event, the Certificates pay an amount determined by   |
|      |  | reference to the value of the Underlying on one or more specified days, subject   |
|      |  | to the certificate entitlement.   |
| C.19 | Final reference price of               | The final reference price of the Underlying shall be an amount equal to the   |
|      | the underlying                         | value of the Underlying on the relevant valuation date, determined by the   |
| G 20 | A 1 1 2 0 0 1                          | Calculation Agent by reference to a publicly available source.  |
| C.20 | A description of the                   | The Certificates are linked to a currency(the "Underlying").  |
|      | type of the underlying                 | Information on the underlying can be found at Bloomberg (Bloomberg code:  |
|      | and where the                          | GBPUSD <crncy>).</crncy>  |
|      | information on the                     |   |
|      | underlying can be                      |   |
|      | found                                  |   |

# Section D - Risks

| Element | Title  |  |
|---------|--|--|
| D.2     | Key information on key risks that are specific to the Issuer or its industry     | Because the Issuer is part of a financial services company conducting business on a global basis, the revenues and earnings of the Issuer are affected by the volatility and strength of the economic, business and capital markets environments specific to the geographic regions in which it conducts business. The ongoing turbulence and volatility of such factors have adversely affected, and may continue to adversely affect the profitability and solvency of the Issuer. The Issuer has identified a number of specific factors which could adversely affect its business and ability to make payments due under the Certificates. These factors include:  • adverse capital and credit market conditions • the default of a major market participant • unforeseeable and/or catastrophic events • adverse changes or increases in financial services laws and/or regulations • continued turbulence and volatility in the financial markets and the economy generally • inability to increase or maintain market share • inability to increase or maintain market share • inability of counterparties to meet their financial obligations • market conditions and increased risk of loan impairments • interest rate volatility and other interest rate changes • failures of banks falling under the scope of state compensation schemes • inability to manage risks successfully through derivatives • inability to retain key personnel • inability to protect intellectual property and possibility to be subject to infringement claims • deficiencies in assumptions used to model client behaviour for market risk calculations • liabilities incurred in respect of defined benefit retirement plans • inadequacy of risk management policies and guidelines • regulatory risks • claims in respect of new financial products • ratings downgrades or potential downgrades • sustained increase in inflation • inherent operational risks • adverse publicity, regulatory actions or litigation • amplementation of ING's Restructuring Plan • EC imposed limitations on ING • competitive and other disa |
|         |  | Restructuring Plan  ING's agreements with the Dutch State  potential imposition of additional behavioural constraints by the EC in respect of remaining Core Tier 1 securities.  |
| D.3     | Key information on<br>the key risks that are<br>specific to the<br>Certificates: | The following key risks may arise in respect of the Certificates:  The Certificates may be terminated by the Issuer and may automatically terminate if the Underlying reaches a pre-determined level. Investors in the Certificates should be aware that their entire investment may be lost if the Underlying is at an unfavourable level upon exercise or termination, as the case may be.  A feature of the Certificates is the stop-loss which, if breached, will result in the early termination of the Certificates.   |

"Short Certificates" are certificates that are designed to enable the investor to profit from declining markets by tracking the Underlying in an inverse manner. If the value of the Underlying drops, the value of the short Certificate is expected to rise, subject to the cost of financing provided by the Issuer, movements in any applicable foreign exchange rate and any expenses. There may not be a secondary market in the Certificates. As a consequence, liquidity in the Certificates should be considered as a risk. In the event that such a secondary market does not develop, an investor selling the Certificates is unlikely to be able to sell its Certificates or at prices that will provide him with a yield comparable to similar investments that have developed a secondary market. The Issuer and/or its affiliates may enter into transactions or carry out other activities in relation to the Underlying which may affect the market price, liquidity or value of the Underlying and/or the Certificates in a way which could be adverse to the interest of the Certificateholders. The Certificates convey no interest in the Underlying to the investors. The Issuer may choose not to hold the Underlying or any derivative contracts linked to the Underlying. The Calculation Agent may make adjustments as a result of certain corporate actions affecting the Underlying. In making such adjustments, the Calculation Agent is entitled to exercise substantial discretion and may be subject to conflicts of interest. Certificates not exercised in accordance with the Conditions will (where exercise is required) expire worthless. The Issuer may elect to cancel the Certificates early should U.S. withholding tax apply to any current or future payments on the Certificates. The Issuer may terminate the Certificates early if it determines that the performance of its obligations under the Certificates or that maintaining its hedging arrangement (if any) is no longer legal or practical in whole or in part for any reason. Credit ratings assigned to the Certificates may not reflect the potential impact of all the risks that may affect the value of the Certificates. The investment activities of investors may be restricted by legal investment laws and regulations, or by the review or regulation by certain authorities. Under certain circumstances the Issuer may make modifications to the Certificates without the consent of the Certificateholders which may affect the Certificateholders' interest. Expenses may be payable by investors. The holders may not receive payment of the full amounts due in respect of the Certificates as a result of amounts being withheld by the Issuer in order to comply with applicable laws. **D.6** Risk warning that The capital invested in the Certificates is at risk. Consequently, the investors may lose amount a prospective investor may receive on redemption of its value of entire Certificates may be less than the amount invested by it and may be zero. Investors will lose up to the entire value of their investment if: investment or part of it (a) the investor sells its Certificates prior to the scheduled redemption in the secondary market at an amount that is less than the initial purchase price; (b) the Issuer is subject to insolvency or bankruptcy proceedings or some other event which negatively affects the Issuer's ability to repay amounts due under the Certificates; (c) the Certificates are redeemed early for reasons beyond the control of

| the Issuer, (such as a change of applicable law or market event in      |
|---|
| relation to the underlying asset(s)) and the amount paid or delivered   |
| is less than the initial purchase price;                                |
| (d) the Certificates are subject to certain adjustments or alternative  |
| valuations following certain disruptive market events that result in    |
| the amount to be paid or delivered being reduced to an amount or        |
| value that is less than the initial purchase price; and/or              |
| (e) the relevant payout conditions do not provide for full repayment of |
| the initial purchase price upon redemption or specified early           |
| redemption and the underlying asset(s) perform(s) in such a manner      |
| that the amount due under the Certificates is less than the initial     |
| purchase price.   |
|   |

# Section E - Offer

| Element | Title   |  |
|---------|---|--|
| E.2b    | Reasons for the offer<br>and the use of proceeds<br>when different from<br>making profit and/or<br>hedging risk | The net proceeds from the issue of the Certificates will be applied by the Issuer for its general corporate purposes.  |
| E.3     | Terms and conditions of the offer   | There is no subscription period and the offer of Certificates is not subject to any conditions imposed by the Issuer.  |
| E.4     | Interest of natural and legal persons involved in the issue/offer   | Save for any fees payable to the Dealers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.                                     |
| E.7     | Estimated expenses charged to the investor by the Issuer or the offeror.  | There are no expenses charged to the investor by the Issuer or any Authorised Offeror with respect to the Programme generally or by the Issuer in connection with the specific issue of the Certificates; however, such expenses may be charged by the Authorised Offeror in connection with the specific issue of the Certificates. If so, the Authorised Offeror will be under a statutory obligation to provide investors with related information. |