

**ING Bank N.V.**  
**Issue of 2,000,000**  
**Long Index Best 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 16 June 2016 as supplemented from time to time (the “Prospectus”) which constitutes a base prospectus for the purposes of 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 financieel 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](mailto:info@sprinters.nl)) .

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

# GENERAL DESCRIPTION OF THE CERTIFICATES

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|----|---|--|
| 1  | (a) Series number of the Certificates:  | 42922  |
|    | (b) Whether or not the Certificates are to be consolidated and form a single series with the Certificates of an existing series:  | Not Applicable                                   |
| 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: | Index Certificates                               |
|    | (b) Whether such Certificates are Best Certificates, Limited Certificates, Open Ended Certificates or Fixed Leverage.   | Best Certificates                                |
|    | (c) Whether such Certificates are Long Certificates or Short Certificates:  | Long Certificates                                |
| 3  | Number of Certificates being issued:  | 2,000,000  |
| 4  | Issue Price per Certificate:  | EUR 1.37   |
| 5  | Trade Date:   | 08 December 2016                                 |
| 6  | Issue Date:   | 12 December 2016                                 |
| 7  | "as-if-and-when-issued" trading:  | Three Business Days preceding the Issue Date     |
| 8  | Current Financing Level on the Trade Date:  | EUR 2,996.5                                      |
| 9  | Current Spread on the Trade Date:   | 2 %  |
| 10 | Maximum Spread:   | 3.5 %  |
| 11 | Current Stop Loss Premium Rate on the Trade Date:   | Not Applicable                                   |
| 12 | Maximum Premium:  | Not Applicable                                   |
| 13 | Minimum Premium:  | Not Applicable                                   |
| 14 | Stop Loss Price on the Trade Date:  | Current Financing Level                          |
| 15 | Stop Loss Price Rounding:   | Not Applicable                                   |
| 16 | Entitlement:  | 0.01   |
| 17 | Financing Level Currency:   | EUR  |
| 18 | Settlement Currency:  | EUR  |
| 19 | Exercise Time:  | 12:00 AM Central European Time                   |
| 20 | Cash Settlement Amount:   | As specified in the Index Certificate Conditions |
| 21 | Final Valuation Date:   | Not Applicable                                   |

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|--|--|---|
| 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   |
| <b>ADDITIONAL SPECIFIC PRODUCT RELATED PROVISIONS:</b> |  |   |
| 24   | <b>Index Certificate Provisions</b>  | Applicable  |
|  | (i) Details of the Index:  | EURO STOXX 50® (Price) Index (Bloomberg code: SX5E <Index>)     |
|  | (ii) Exchange:   | As specified in the Index Certificate Conditions                |
|  | (iii) Notional Dividend Period:  | As specified in the Index Certificate Conditions                |
| 25   | <b>Share Certificate Provisions</b>  | Not Applicable  |
| 26   | <b>Currency Certificate Provisions</b>   | Not Applicable  |
| 27   | <b>Commodity Certificate Provisions</b>  | Not Applicable  |
| 28   | <b>Fund Certificate Provisions</b>   | Not Applicable  |
| 29   | <b>Government Bond Certificate Provisions</b>  | Not Applicable  |
| 30   | <b>Index Futures Certificate Provisions</b>  | Not Applicable  |

Signed on behalf of the Issuer:

By: .....

*Duly authorised*

By: .....

*Duly authorised*

## 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 08 Dec 2016 |
| (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 Index. The levels of the Index may go down as well as up throughout the life of the Certificates. Fluctuations in the levels of the Index will affect the value of the Certificates.

Information and details of the past and further performance of the Index and its volatility can be obtained from Bloomberg (Bloomberg code: SX5E <Index>).

*EURO STOXX 50® is a registered trademark of STOXX, Deutsche Börse Group.*

*STOXX Limited, Deutsche Börse Group and their licensors, research partners or data providers have no relationship to the Issuer, other than the licensing of the EURO STOXX 50® and the related trademarks for use in connection with the issuance of the Certificates.*

***STOXX, Deutsche Börse Group and their licensors, research partners or data providers do not:***

- *sponsor, endorse, sell or promote the Certificates.*
- *recommend that any person invest in the Certificates or any other securities.*
- *have any responsibility or liability for or make any decisions about the timing, amount or pricing of the Certificates.*
- *have any responsibility or liability for the administration, management or marketing of the Certificates.*
- *consider the needs of the Certificates or the owners of the Certificates in determining, composing or calculating the EURO STOXX 50 or have any obligation to do so.*

**STOXX, Deutsche Börse Group and their licensors, research partners or data providers give no warranty, and exclude any liability (whether in negligence or otherwise), in connection with the Certificates or their performance.**

STOXX does not assume any contractual relationship with the purchasers of the Certificates or any other third parties.

**Specifically,**

- STOXX, Deutsche Börse Group and their licensors, research partners or data providers do not give any warranty, express or implied, and exclude any liability about:
- The results to be obtained by the Certificates, the owner of the Certificates or any other person in connection with the use of the EURO STOXX 50 and the data included in the EURO STOXX 50;
- The accuracy, timeliness, and completeness of the EURO STOXX 50 and its data;
- The merchantability and the fitness for a particular purpose or use of the EURO STOXX 50 and its data;
- The performance of the Certificates generally.
- STOXX, Deutsche Börse Group and their licensors, research partners or data providers give no warranty and exclude any liability, for any errors, omissions or interruptions in the EURO STOXX 50 or its data;
- Under no circumstances will STOXX, Deutsche Börse Group or their licensors, research partners or data providers be liable (whether in negligence or otherwise) for any lost profits or indirect, punitive, special or consequential damages or losses, arising as a result of such errors, omissions or interruptions in the EURO STOXX 50 or its data or generally in relation to the Certificates, even in circumstances where STOXX, Deutsche Börse Group or their licensors, research partners or data providers are aware that such loss or damage may occur.

The licensing Agreement between the Issuer and STOXX is solely for their benefit and not for the benefit of the owners of the Certificates or any other third parties.

## **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 <http://www.bloomberg.com/markets/currencies/>, or any successor website.

## **7 POST-ISSUANCE INFORMATION**

Post-issuance information will be made available on the website of the Issuer [www.ingsprinters.nl](http://www.ingsprinters.nl), or any successor 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:                                | NL0011862404   |
| (ii) Common Code:                             | 140671088      |
| (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

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|---|---|
| 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. |
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## 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  | <p>This summary must be read as an introduction to the Base Prospectus. Any decision to invest in the Certificates should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference. Where a claim relating to the information contained in this Base Prospectus is brought before a court, the plaintiff may, under the national legislation of Member States of the European Economic Area where the claim is brought, be required to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of this Base Prospectus or it does not provide, when read together with the other parts of this Base Prospectus, key information in order to aid investors when considering whether to invest in the Certificates.</p>   |  |  |
| A.2  | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%; vertical-align: top; padding: 5px;"> <p>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.</p> </td><td style="vertical-align: top; padding: 5px;"> <p>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 “<b>Authorised Offeror</b>”).</p> <p>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 (<a href="http://www.ingmarkets.com">www.ingmarkets.com</a>).</p> <p>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.</p> <p><b>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.</b></p> </td></tr> </table> | <p>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.</p> | <p>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 “<b>Authorised Offeror</b>”).</p> <p>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 (<a href="http://www.ingmarkets.com">www.ingmarkets.com</a>).</p> <p>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.</p> <p><b>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.</b></p> |
| <p>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.</p> | <p>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 “<b>Authorised Offeror</b>”).</p> <p>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 (<a href="http://www.ingmarkets.com">www.ingmarkets.com</a>).</p> <p>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.</p> <p><b>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.</b></p>   |  |  |

## Section B - Issuer

| Element     | Title   |   |
|-------------|---|---|
| <b>B.1</b>  | Legal and commercial name of the Issuer   | ING Bank N.V. (the " <b>Issuer</b> ")   |
| <b>B.2</b>  | 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 ( <i>naamloze vennootschap</i> ) incorporated under the laws of The Netherlands on 12 November 1927, with its corporate seat ( <i>statutaire zetel</i> ) in Amsterdam, The Netherlands.  |
| <b>B.4b</b> | A description of any known trends affecting the Issuer and the industries in which it operates                              | <p>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, political developments and client behaviour changes.</p> <p><i>Macroeconomic developments in 2015</i></p> <p>Several interrelated themes stood out in 2015: the price of oil and other commodities, the resilience of the Chinese economy, and the timing and content of monetary policy measures in the US and the Eurozone. The oil price seemed to have reached a low early in the year and soon started to climb. But it resumed its slide in the second half of the year. This coincided with turmoil on Chinese stock markets and worldwide concerns about Chinese economic growth. These worries spread to other emerging markets. While several emerging markets did indeed see economic growth decelerate, a sharp growth slowdown in China did not materialise in 2015, thanks in part to government stimulus measures.</p> <p>Meanwhile, the US economy continued to grow at a modest pace in 2015, despite headwinds from a stronger dollar and reduced investment in the oil industry because of low oil prices. The labour market in particular did well, with unemployment falling to levels well below the long-term average. The question of when the US Federal Reserve would start raising rates was therefore a dominant theme for financial markets throughout the year. Expectations began to be tempered at mid-year when the slowdown in emerging markets sparked fears this would also take a toll on the US economy. The US economy remained strong enough however for the Federal Reserve to embark on the first rate hike in more than nine years at its December meeting.</p> <p><i>Eurozone developments</i></p> <p>In the Eurozone, 2015 saw a policy of further monetary expansion, helping to bring about a broadening of the recovery. Exports and low oil prices supported the Eurozone economy in the first half of the year, although the global slowdown started to weigh on exports towards the end of the year. The combination of low inflation and increasing employment boosted household purchasing power, fuelling consumer confidence and accelerating consumption growth.</p> <p>The Greek crisis has not materially influenced the Eurozone recovery. Within the Eurozone, Germany in particular was able to take advantage of the weaker</p> |



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|  |  | <p>euro by increasing its exports, offsetting deteriorating exports to emerging markets. Domestic demand in Germany developed favourably as well, helped by job creation and nominal wage growth. The French economy on the other hand appeared weaker, bogged down by falling house prices and rising unemployment. Italian domestic demand finally began to recover in 2015 – albeit cautiously, while Spain was an outperformer on both gross domestic product (GDP) and jobs growth, thanks in part to earlier structural reforms. In the Netherlands, the revival of the housing market was the most important driver behind the pick-up in both consumption and fixed capital formation.</p> <p>The weak and fragile nature of the recovery and falling inflation expectations prompted the European Central Bank (the “<b>ECB</b>”) to embark on quantitative easing early in 2015. This sent Eurozone bond yields to unprecedented lows in the first half of the year. German government bond yields with a duration up to nine years turned negative for a short time. Important money market rates such as three-month Euribor and six-month Euribor sank below zero. As worries about a global slowdown mounted, the ECB announced in December that it will extend its quantitative easing until March 2017, and lowered the deposit rate a further 10 basis points to -0.3%.</p> <p>Lower interest rates helped shore up Eurozone credit demand. Bank lending to households accelerated modestly in 2015, while lending to businesses finally turned positive after three years of deleveraging. Marked differences between countries remain, with credit growth generally more positive in northern European countries, while still negative in southern ones.</p> <p><i>Low interest rate environment</i></p> <p>The current situation with persistent low interest rates may put banks’ net interest income under pressure. On mortgages for instance, the Issuer could be confronted with higher than expected prepayment rates as the difference between rates on the existing mortgage portfolio and the prevailing market rate causes customers to refinance. On savings, the net interest income may decrease as possibilities for further reduction of client rates on savings deposits are limited. The Issuer actively manages its interest rate risk exposure and successfully maintained the net interest margin on its core lending franchise in 2015. To address the challenge of interest income erosion, containing costs remains an important goal. The Issuer is also putting more emphasis on generating fee-based income and is reassessing its product characteristics.</p> <p><i>Progress on regulatory initiatives that are most relevant to the Issuer</i></p> <p>November 2014 marked the start of the Single Supervisory Mechanism (“<b>SSM</b>”), with a central role for the ECB in the prudential supervision of Eurozone banks. This was a decisive moment in the creation of the European Banking Union.</p> <p>The Issuer has always been a strong supporter of the SSM. As a predominantly European cross-border universal bank, the Issuer has a clear interest in the proper functioning of European financial markets and in a harmonised approach to European supervision. The Issuer believes that it will contribute to a more efficient use of financial funds across Europe and as such should help to foster growth prospects of the European economy.</p> <p>After the first full year of operating under the new supervisory framework,</p> |
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|  |  | <p>banks' experiences are generally positive. The SSM aims to create the institutional conditions for overcoming fragmentation in supervisory practices. It is important that common methodologies and a shared culture are created within the SSM. That takes time. Some banks may experience challenges in the short term as they come to terms with the SSM supervisory approach. The Issuer expects that the SSM will increase its transparency as the system gets embedded.</p> <p>As well as the SSM, 2015 saw preparations for the Single Resolution Mechanism ("SRM"). The SRM came into force on 1 January 2016. This aims to ensure an orderly resolution process for failing banks.</p> <p>With SSM and SRM, two of the three pillars of Banking Union have been established. Mutualisation of deposit guarantee schemes, the last remaining pillar, is progressing at a much slower pace. Lack of a common European deposit guarantee scheme leaves the Eurozone potentially vulnerable to bank-sovereign interdependency, despite the existence of the SSM. For national sovereigns remain, explicitly or implicitly, a liquidity provider of last resort for the deposit insurance scheme. When sovereigns get into trouble, deposit holders will worry that the national deposit guarantee scheme will be unable to meet its commitments should domestic banks fail. Greece's experience in 2015 made this clear. Capital controls had to be imposed to contain a bank run, and a euro deposited at a Greek bank was no longer de facto equal to a euro deposited at a bank in another member state.</p> <p><i>Payment Services Directive (PSD II)</i></p> <p>The second EU Directive on Payment Services ("PSD II") was adopted in October 2015. This aims to create an EU-wide single market for payments with a modern and comprehensive set of rules. The goal is to make cross-border payments as easy, efficient and secure as domestic payments within a member state. The PSD II also seeks to improve competition by opening up payment markets to new entrants, thus fostering greater efficiency and cost reduction. While implementation in national law could take several years, the Issuer sees the PSD II as an opportunity to develop new ways of serving its customers.</p> <p><i>Regulatory uncertainty</i></p> <p>The large number of new regulatory initiatives and consultations concerning banks' capitalisation continued to be a source of uncertainty in 2015. Examples are the on-going discussions on bail-in-able instruments (MREL/TLAC), but also discussions in the Basel Committee about the risk weighting methodology and the interest rate risk in the banking book. The main concern of the Issuer is that there is insufficient overview of the combined impact of all initiatives. Moreover, it is unclear what regulatory end-state policymakers are aiming for. This regulatory uncertainty complicates multi-year strategic planning and pushes banks towards confining themselves to no-regret decisions. Also considering the competitive pressures and fast market developments outlined below, the Issuer believes this piecemeal approach to regulation is not in the best interest of banks and their stakeholders.</p> <p>In addition to more traditional financial-sector regulation, the Issuer noticed increasing regulatory interest in environmental and human rights impacts associated with its business activities. The Dutch Government initiative to</p> |
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|  |  | <p>come to a Banking Sector Agreement on international responsible business conduct, building on the OECD Guidelines for Multinational Enterprises. There is a call on the part of the public for increased transparency and continuous debate on the matter in the EU Parliament. Regulators are also looking at the potential link between sustainability and financial risk. An example is the Financial Stability Board looking into potential financial risks of climate change regulation.</p> <p><i>Competitive landscape</i></p> <p>Technology is removing a number of the barriers to entry that once insulated the business of the Issuer. The Issuer faces competition from many different directions, with relatively new players providing more segmented offers to its customers and clients. Technology giants, payment specialists, retailers, telecommunication companies, crowd-funding initiatives and aggregators are all encroaching on traditional banking services. The clients of the Issuer, in turn, are willing to consider these offers.</p> <p>The banking industry is highly regulated. Banks strive to act in the interests of their customers. Safe banking requires specific knowledge of financial services and in-depth knowledge of customers as well as rigorous risk-management systems. As competition from outside the banking sector continues to increase, the Issuer has to become faster, more agile and more innovative. The Issuer believes that its long track record as a financial institution and a strong brand give it a strong platform from which to face existing and future challenges and become a better company for all its stakeholders. The Issuer is a leader in digital banking, and it has scale combined with local market expertise. It is investing in building profitable, mutually beneficial relationships with its customers, based on the quality of its service and a differentiating customer experience. An example is the strategic partnership of the Issuer with Kabbage. Together, they have launched a pilot project in Spain, offering small and medium-sized enterprises (SMEs) loans up to EUR 100,000. Kabbage's automated loan application and approval process is both accelerated and simple for customers. It makes use of full credit scoring and real-time risk monitoring and allows SMEs with an existing business account to get a loan within ten minutes, based on real-time business data.</p> <p><i>Fluctuations in equity markets</i></p> <p>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.</p> <p><i>Fluctuations in interest rates</i></p> <p>The operations of the Issuer are exposed to fluctuations in interest rates. Mismatches in the interest repricing and maturity profile of assets and liabilities in the balance sheet of the Issuer can affect the future interest</p> |
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|  |  | <p>earnings and economic value of the underlying banking operations of the Issuer. In addition, changing interest rates may impact the (assumed) behaviour of customers, impacting the interest rate exposure, interest hedge positions and future interest earnings, the solvency and economic value of the underlying banking operations of the Issuer. In the current low (and potentially negative) interest rate environment in the Eurozone, the stability of future interest earnings and margin also depends on the ability to actively manage pricing of customer assets and liabilities. Especially, the pricing of customer savings portfolios in relation to repricing customer assets and other investments in the balance sheet is a key factor in the management of the interest earnings of the Issuer.</p> <p><i>Fluctuations in exchange rates</i></p> <p>The Issuer is exposed to fluctuations in exchange rates. The management by the Issuer of exchange rate sensitivity affects the results of its operations through the trading activities for its own account and because it prepares and publishes its consolidated financial statements in euros. Because a substantial portion of the income and expenses of the Issuer 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 euro by monthly hedging.</p>            |  |                    |                    |                                     |  |  |                   |                |                |                   |               |               |  |                |                |                      |                |                |                               |  |  |                   |               |               |                         |              |               |  |              |              |                        |              |              |               |              |              |   |              |              |   |              |              |                      |  |  |                                |              |              |                                   |              |              |
|--|--|---|--|--------------------|--------------------|-------------------------------------|--|--|-------------------|----------------|----------------|-------------------|---------------|---------------|--|----------------|----------------|----------------------|----------------|----------------|-------------------------------|--|--|-------------------|---------------|---------------|-------------------------|--------------|---------------|--|--------------|--------------|------------------------|--------------|--------------|---------------|--------------|--------------|---|--------------|--------------|---|--------------|--------------|----------------------|--|--|--------------------------------|--------------|--------------|-----------------------------------|--------------|--------------|
| <b>B.5</b>                                       | A description of the Issuer's group and the Issuer's position within the group         | The Issuer is part of ING Groep N.V. (" <b>ING Group</b> "). ING Group is the holding company of a broad spectrum of companies (together called " <b>ING</b> ") 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 currently offers Retail Banking services to individuals and small and medium-sized enterprises in Europe, Asia and Australia and Commercial Banking services to customers around the world, including multinational corporations, governments, financial institutions and supranational organisations.   |  |                    |                    |                                     |  |  |                   |                |                |                   |               |               |  |                |                |                      |                |                |                               |  |  |                   |               |               |                         |              |               |  |              |              |                        |              |              |               |              |              |   |              |              |   |              |              |                      |  |  |                                |              |              |                                   |              |              |
| <b>B.9</b>                                       | Profit forecasts or estimates  | Not Applicable. The Issuer has not made any public profit forecasts or profit estimates.  |  |                    |                    |                                     |  |  |                   |                |                |                   |               |               |  |                |                |                      |                |                |                               |  |  |                   |               |               |                         |              |               |  |              |              |                        |              |              |               |              |              |   |              |              |   |              |              |                      |  |  |                                |              |              |                                   |              |              |
| <b>B.10</b>                                      | Qualifications in the Auditors' report   | Not Applicable. The audit reports on the audited financial statements of the Issuer for the years ended 31 December 2014 and 31 December 2015 are unqualified.  |  |                    |                    |                                     |  |  |                   |                |                |                   |               |               |  |                |                |                      |                |                |                               |  |  |                   |               |               |                         |              |               |  |              |              |                        |              |              |               |              |              |   |              |              |   |              |              |                      |  |  |                                |              |              |                                   |              |              |
| <b>B.12</b>                                      | Selected historical key financial information / Significant or material adverse change | <p><b><u>Key Consolidated Figures ING Bank N.V.:</u></b><sup>(1)</sup></p> <p>(in EUR millions)</p> <table> <tr> <th></th><th><b><u>2015</u></b></th><th><b><u>2014</u></b></th></tr> <tr> <td colspan="3"><b>Balance Sheet</b><sup>(2)</sup></td></tr> <tr> <td>Total assets.....</td><td><b>838,528</b></td><td><b>828,602</b></td></tr> <tr> <td>Total equity.....</td><td><b>41,495</b></td><td><b>38,686</b></td></tr> <tr> <td>Deposits and funds borrowed <sup>(3)</sup> .....</td><td><b>660,104</b></td><td><b>640,243</b></td></tr> <tr> <td>Loans and advances..</td><td><b>536,543</b></td><td><b>518,119</b></td></tr> <tr> <td colspan="3"><b>Results</b><sup>(4)</sup></td></tr> <tr> <td>Total Income.....</td><td><b>17,070</b></td><td><b>15,674</b></td></tr> <tr> <td>Operating expenses.....</td><td><b>9,308</b></td><td><b>10,225</b></td></tr> <tr> <td>Additions to loan loss provisions.....</td><td><b>1,347</b></td><td><b>1,594</b></td></tr> <tr> <td>Result before tax.....</td><td><b>6,415</b></td><td><b>3,855</b></td></tr> <tr> <td>Taxation.....</td><td><b>1,684</b></td><td><b>1,032</b></td></tr> <tr> <td>Net result (before minority interests).....</td><td><b>4,731</b></td><td><b>2,823</b></td></tr> <tr> <td>Attributable to Shareholders of the parent.....</td><td><b>4,659</b></td><td><b>2,744</b></td></tr> <tr> <td colspan="3"><b>Ratios (in %)</b></td></tr> <tr> <td>BIS ratio <sup>(5)</sup> .....</td><td><b>16.04</b></td><td><b>15.52</b></td></tr> <tr> <td>Tier-1 ratio <sup>(6)</sup> .....</td><td><b>13.43</b></td><td><b>12.51</b></td></tr> </table> |  | <b><u>2015</u></b> | <b><u>2014</u></b> | <b>Balance Sheet</b> <sup>(2)</sup> |  |  | Total assets..... | <b>838,528</b> | <b>828,602</b> | Total equity..... | <b>41,495</b> | <b>38,686</b> | Deposits and funds borrowed <sup>(3)</sup> ..... | <b>660,104</b> | <b>640,243</b> | Loans and advances.. | <b>536,543</b> | <b>518,119</b> | <b>Results</b> <sup>(4)</sup> |  |  | Total Income..... | <b>17,070</b> | <b>15,674</b> | Operating expenses..... | <b>9,308</b> | <b>10,225</b> | Additions to loan loss provisions..... | <b>1,347</b> | <b>1,594</b> | Result before tax..... | <b>6,415</b> | <b>3,855</b> | Taxation..... | <b>1,684</b> | <b>1,032</b> | Net result (before minority interests)..... | <b>4,731</b> | <b>2,823</b> | Attributable to Shareholders of the parent..... | <b>4,659</b> | <b>2,744</b> | <b>Ratios (in %)</b> |  |  | BIS ratio <sup>(5)</sup> ..... | <b>16.04</b> | <b>15.52</b> | Tier-1 ratio <sup>(6)</sup> ..... | <b>13.43</b> | <b>12.51</b> |
|  | <b><u>2015</u></b>   | <b><u>2014</u></b>  |  |                    |                    |                                     |  |  |                   |                |                |                   |               |               |  |                |                |                      |                |                |                               |  |  |                   |               |               |                         |              |               |  |              |              |                        |              |              |               |              |              |   |              |              |   |              |              |                      |  |  |                                |              |              |                                   |              |              |
| <b>Balance Sheet</b> <sup>(2)</sup>              |  |   |  |                    |                    |                                     |  |  |                   |                |                |                   |               |               |  |                |                |                      |                |                |                               |  |  |                   |               |               |                         |              |               |  |              |              |                        |              |              |               |              |              |   |              |              |   |              |              |                      |  |  |                                |              |              |                                   |              |              |
| Total assets.....                                | <b>838,528</b>   | <b>828,602</b>  |  |                    |                    |                                     |  |  |                   |                |                |                   |               |               |  |                |                |                      |                |                |                               |  |  |                   |               |               |                         |              |               |  |              |              |                        |              |              |               |              |              |   |              |              |   |              |              |                      |  |  |                                |              |              |                                   |              |              |
| Total equity.....                                | <b>41,495</b>  | <b>38,686</b>   |  |                    |                    |                                     |  |  |                   |                |                |                   |               |               |  |                |                |                      |                |                |                               |  |  |                   |               |               |                         |              |               |  |              |              |                        |              |              |               |              |              |   |              |              |   |              |              |                      |  |  |                                |              |              |                                   |              |              |
| Deposits and funds borrowed <sup>(3)</sup> ..... | <b>660,104</b>   | <b>640,243</b>  |  |                    |                    |                                     |  |  |                   |                |                |                   |               |               |  |                |                |                      |                |                |                               |  |  |                   |               |               |                         |              |               |  |              |              |                        |              |              |               |              |              |   |              |              |   |              |              |                      |  |  |                                |              |              |                                   |              |              |
| Loans and advances..                             | <b>536,543</b>   | <b>518,119</b>  |  |                    |                    |                                     |  |  |                   |                |                |                   |               |               |  |                |                |                      |                |                |                               |  |  |                   |               |               |                         |              |               |  |              |              |                        |              |              |               |              |              |   |              |              |   |              |              |                      |  |  |                                |              |              |                                   |              |              |
| <b>Results</b> <sup>(4)</sup>                    |  |   |  |                    |                    |                                     |  |  |                   |                |                |                   |               |               |  |                |                |                      |                |                |                               |  |  |                   |               |               |                         |              |               |  |              |              |                        |              |              |               |              |              |   |              |              |   |              |              |                      |  |  |                                |              |              |                                   |              |              |
| Total Income.....                                | <b>17,070</b>  | <b>15,674</b>   |  |                    |                    |                                     |  |  |                   |                |                |                   |               |               |  |                |                |                      |                |                |                               |  |  |                   |               |               |                         |              |               |  |              |              |                        |              |              |               |              |              |   |              |              |   |              |              |                      |  |  |                                |              |              |                                   |              |              |
| Operating expenses.....                          | <b>9,308</b>   | <b>10,225</b>   |  |                    |                    |                                     |  |  |                   |                |                |                   |               |               |  |                |                |                      |                |                |                               |  |  |                   |               |               |                         |              |               |  |              |              |                        |              |              |               |              |              |   |              |              |   |              |              |                      |  |  |                                |              |              |                                   |              |              |
| Additions to loan loss provisions.....           | <b>1,347</b>   | <b>1,594</b>  |  |                    |                    |                                     |  |  |                   |                |                |                   |               |               |  |                |                |                      |                |                |                               |  |  |                   |               |               |                         |              |               |  |              |              |                        |              |              |               |              |              |   |              |              |   |              |              |                      |  |  |                                |              |              |                                   |              |              |
| Result before tax.....                           | <b>6,415</b>   | <b>3,855</b>  |  |                    |                    |                                     |  |  |                   |                |                |                   |               |               |  |                |                |                      |                |                |                               |  |  |                   |               |               |                         |              |               |  |              |              |                        |              |              |               |              |              |   |              |              |   |              |              |                      |  |  |                                |              |              |                                   |              |              |
| Taxation.....                                    | <b>1,684</b>   | <b>1,032</b>  |  |                    |                    |                                     |  |  |                   |                |                |                   |               |               |  |                |                |                      |                |                |                               |  |  |                   |               |               |                         |              |               |  |              |              |                        |              |              |               |              |              |   |              |              |   |              |              |                      |  |  |                                |              |              |                                   |              |              |
| Net result (before minority interests).....      | <b>4,731</b>   | <b>2,823</b>  |  |                    |                    |                                     |  |  |                   |                |                |                   |               |               |  |                |                |                      |                |                |                               |  |  |                   |               |               |                         |              |               |  |              |              |                        |              |              |               |              |              |   |              |              |   |              |              |                      |  |  |                                |              |              |                                   |              |              |
| Attributable to Shareholders of the parent.....  | <b>4,659</b>   | <b>2,744</b>  |  |                    |                    |                                     |  |  |                   |                |                |                   |               |               |  |                |                |                      |                |                |                               |  |  |                   |               |               |                         |              |               |  |              |              |                        |              |              |               |              |              |   |              |              |   |              |              |                      |  |  |                                |              |              |                                   |              |              |
| <b>Ratios (in %)</b>                             |  |   |  |                    |                    |                                     |  |  |                   |                |                |                   |               |               |  |                |                |                      |                |                |                               |  |  |                   |               |               |                         |              |               |  |              |              |                        |              |              |               |              |              |   |              |              |   |              |              |                      |  |  |                                |              |              |                                   |              |              |
| BIS ratio <sup>(5)</sup> .....                   | <b>16.04</b>   | <b>15.52</b>  |  |                    |                    |                                     |  |  |                   |                |                |                   |               |               |  |                |                |                      |                |                |                               |  |  |                   |               |               |                         |              |               |  |              |              |                        |              |              |               |              |              |   |              |              |   |              |              |                      |  |  |                                |              |              |                                   |              |              |
| Tier-1 ratio <sup>(6)</sup> .....                | <b>13.43</b>   | <b>12.51</b>  |  |                    |                    |                                     |  |  |                   |                |                |                   |               |               |  |                |                |                      |                |                |                               |  |  |                   |               |               |                         |              |               |  |              |              |                        |              |              |               |              |              |   |              |              |   |              |              |                      |  |  |                                |              |              |                                   |              |              |

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|-------------|--|--|
|             |  | <p>Notes:</p> <p>(1) These figures have been derived from the audited annual accounts of ING Bank N.V. in respect of the financial years ended 31 December 2014 and 2015 respectively.</p> <p>(2) At 31 December.</p> <p>(3) Figures including Banks and Debt securities.</p> <p>(4) For the year ended 31 December.</p> <p>(5) BIS ratio = BIS capital as a percentage of Risk Weighted Assets. Note: As of 2014, these Risk Weighted Assets are based on Basel III phased-in.</p> <p>(6) Tier-1 ratio = Available Tier-1 capital as a percentage of Risk Weighted Assets. Note: As of 2014, these Risk Weighted Assets are based on Basel III phased-in.</p> <p><b><i>Significant or Material Adverse Change</i></b></p> <p>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 2016.</p> <p>At the date hereof, there has been no material adverse change in the prospects of ING Bank N.V. since 31 December 2015.</p> |
| <b>B.13</b> | 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>B.14</b> | Dependence upon other group entities                                     | <p>The description of the group and the position of the Issuer within the group is given under B.5 above.</p> <p>Not Applicable. The Issuer is not dependent upon other entities within ING Group.</p>   |
| <b>B.15</b> | A description of the Issuer's principal activities                       | The Issuer currently offers retail banking services to individuals, small and medium-sized enterprises and mid-corporates in Europe, Asia and Australia and commercial banking services to customers around the world, including multinational corporations, governments, financial institutions and supranational organisations.  |
| <b>B.16</b> | 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>B.17</b> | Credit ratings assigned to the Issuer or its debt securities             | The Certificates to be issued are not rated  |

### 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 | <p>The Certificates described in this summary are financial instruments which may be issued under the Certificates Programme.</p> <p>The Certificates are open ended investment instruments without a fixed maturity or expiration date and are designated “<b>Best Certificates</b>” for the purpose of the Programme, which can be exercised by the Certificateholder.</p> <p>The Certificates can be terminated by the Issuer and may automatically terminate if the Underlying (as defined below) reaches a pre-determined level (a “<b>Stop Loss Event</b>”).</p> <p>The Certificates are Long Certificates (as defined below).</p>   |
|         |  | <p>Series Number: 42922</p> <p>Tranche Number: 1</p> <p>Aggregate Nominal Amount:</p> <p>(i) Series: 2000000</p> <p>(ii) Tranche: 1</p> <p>ISIN Code: NL0011862404</p> <p>Common Code: 140671088</p>   |
| 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                              | <p><i>Status</i></p> <p>The Certificates will constitute direct, unsubordinated and unsecured obligations of the Issuer and will rank <i>pari passu</i> 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.</p> <p><i>Taxation</i></p> <p>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.</p> <p><i>Governing law</i></p> <p>The Certificates will be governed by, and construed in accordance with, English law.</p> <p><i>Optional termination</i></p> <p>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.</p> <p><i>Issue Price</i></p> <p>EUR 1.37</p> |
| C.9     | Interest: The interest rate and the due dates for interest   | Not Applicable. The Certificates do not bear interest.   |

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|      | Redemption: The maturity date, amortisation and repayment procedures  | The Certificates will entitle the holder thereof (on due exercise and subject to certification as to non-U.S. beneficial ownership) to receive a cash amount (if any) calculated in accordance with the relevant terms and conditions.  |
|      | Representative of the debt security holders   | Not Applicable  |
| C.10 | If the security has a derivative component, an explanation of how the value of the investment is affected by the value of the underlying instrument | The Certificates are Long Certificates.<br>“ <b>Long Certificates</b> ” are certificates that are designed to enable the investor to profit from rising markets by tracking the Underlying. If the value of the Underlying rises, the value of the Long Certificate 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 Long Certificate and an ordinary certificate is that in the case of a Long Certificate, the amount needed to invest to give the same participation rate in the Underlying is usually considerably less. |
| C.11 | Application for admission to trading and distribution in a regulated market   | Application is expected to be made by the Issuer (or on its behalf) for the Certificates to be admitted to trading on Euronext Amsterdam with effect from 08 December 2016  |
| C.15 | Description of how the value of the investment is affected by the value of the underlying instrument(s)   | Certificates track the Underlying in a linear manner on an open ended basis. The amount needed to invest in a Certificate to give the same participation rate in the Underlying as a direct investment in the Underlying is considerably less. Therefore, the percentage gain if the Underlying rises and the percentage loss if the Underlying falls, is higher in Certificates than in a direct investment in the Underlying.   |
| C.16 | The expiration or maturity date of the derivative securities  | The Certificates are open ended investment instruments without a fixed maturity or expiration date, which can be exercised by Certificateholders on an exercise date on notice. The Certificates can be terminated by the Issuer upon notice and may automatically terminate following a Stop Loss Event.   |
| C.17 | A description of the settlement procedure of the securities   | The Certificates are cleared through (and payments in respect of the Certificates shall accordingly be made in accordance with the rules of Euroclear Netherlands   |
| C.18 | A description of how the return on derivative securities takes place  | Each issue of Certificates will entitle the holder thereof (on due exercise and subject to certification as to non-U.S. beneficial ownership) to receive a cash amount (if any) on the settlement date, calculated by reference to the value of the Underlying and subject to the deduction of financing costs and expenses. Following a Stop Loss Event, Certificateholders will receive zero return on the Certificates.  |
| C.19 | Final reference price of the underlying   | The final reference price of the Underlying shall be an amount equal to the value of the Underlying on the relevant valuation date, determined by the Calculation Agent by reference to a publicly available source.  |
| C.20 | A description of the type of the underlying and where the information on the underlying can be found  | The Certificates are linked to an index(the “ <b>Underlying</b> ”).<br>Information on the underlying can be found at Bloomberg (Bloomberg code: SX5E <Index>).  |

## Section D - Risks

| Element | Title  |   |
|---------|--|---|
| D.2     | Key information on key risks that are specific to the Issuer or its industry | <p>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, liquidity, funding and capital markets environments specific to the geographic regions in which it conducts business. The on-going turbulence and volatility of such factors have adversely affected, and may continue to adversely affect the profitability, solvency and liquidity of the business 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:</p> <ul style="list-style-type: none"> <li>● adverse capital and credit market conditions</li> <li>● the default of a major market participant</li> <li>● changes in financial services laws and/or regulations</li> <li>● continued risk of resurgence of turbulence and on-going volatility in the financial markets and the economy generally</li> <li>● inability to increase or maintain market share</li> <li>● inability of counterparties to meet their financial obligations</li> <li>● market conditions and increased risk of loan impairments</li> <li>● interest rate volatility and other interest rate changes</li> <li>● failures of banks falling under the scope of state compensation schemes</li> <li>● negative effects of inflation and deflation</li> <li>● inability to manage risks successfully through derivatives</li> <li>● inability to retain key personnel</li> <li>● inability to protect intellectual property and possibility of being subject to infringement claims</li> <li>● deficiencies in assumptions used to model client behaviour for market risk calculations</li> <li>● liabilities incurred in respect of defined benefit retirement plans</li> <li>● inadequacy of risk management policies and guidelines</li> <li>● regulatory risks</li> <li>● claims from customers who feel misled or treated unfairly</li> <li>● ratings downgrades or potential downgrades</li> <li>● operational risks such as systems disruptions or failures, breaches of security, cyber attacks, human error, changes in operational practices or inadequate controls</li> <li>● adverse publicity, claims and allegations, litigation and regulatory investigations and sanctions</li> </ul> |
| D.3     | Key information on the key risks that are specific to the Certificates:      | <p>The following key risks may arise in respect of the Certificates:</p> <ul style="list-style-type: none"> <li>● 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.</li> <li>● A feature of the Certificates is the stop-loss which, if breached, will result in the early termination of the Certificates. In the case of the Certificates, following such Stop Loss Event the cash amount to be received by a Certificateholder will always be zero.</li> <li>● The Certificates are Long Certificates which entail particular risks. “<b>Long Certificates</b>” are certificates that are designed to enable the investor to profit from rising markets by tracking the Underlying. If the value of the Underlying rises, the value of the long Certificate is expected to rise, subject to the cost of financing provided by the Issuer,</li> </ul>   |



|     |   |   |
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|     |   | <p>movements in any applicable foreign exchange rate and any expenses.</p> <ul style="list-style-type: none"> <li>● 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.</li> <li>● 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.</li> <li>● 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.</li> <li>● 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.</li> <li>● Certificates not exercised in accordance with the Conditions will (where exercise is required) expire worthless.</li> <li>● The Issuer may elect to cancel the Certificates early should U.S. withholding tax apply to any current or future payments on the Certificates.</li> <li>● 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.</li> <li>● Credit ratings assigned to the Certificates may not reflect the potential impact of all the risks that may affect the value of the Certificates.</li> <li>● The investment activities of investors may be restricted by legal investment laws and regulations, or by the review or regulation by certain authorities.</li> <li>● Under certain circumstances the Issuer may make modifications to the Certificates without the consent of the Certificateholders which may affect the Certificateholders' interest.</li> <li>● Expenses may be payable by investors.</li> <li>● 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.</li> </ul> |
| D.6 | Risk warning that investors may lose value of entire investment or part of it | <p><b>The capital invested in the Certificates is at risk. Consequently, the amount a prospective investor may receive on redemption of its Certificates may be less than the amount invested by it and may be zero.</b> Investors will lose up to the entire value of their investment if:</p> <ul style="list-style-type: none"> <li>(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;</li> <li>(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;</li> <li>(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;</li> <li>(d) the Certificates are subject to certain adjustments or alternative valuations following certain disruptive market events that result in</li> </ul>  |

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|  |  | <p>the amount to be paid or delivered being reduced to an amount or value that is less than the initial purchase price; and/or</p> <p>(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.</p> |
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#### Section E - Offer

| Element     | Title   |  |
|-------------|---|--|
| <b>E.2b</b> | Reasons for the offer and the use of proceeds when different from making profit and/or hedging risk | The net proceeds from the issue of the Certificates will be applied by the Issuer for its general corporate purposes.  |
| <b>E.3</b>  | 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.  |
| <b>E.4</b>  | 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.                                     |
| <b>E.7</b>  | 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. |