



**Certificate of Approval of a Supplement
in accordance with Articles 5:10 and 5:11 of the Netherlands Act on Financial Supervision
(transposing Articles 17 and 18 of Directive 2003/71/EC)**

To:

FINANCIAL MARKET AUTHORITY (FMA) (AUSTRIA)
COMMISSION BANCAIRE, FINANCIERE ET DES ASSURANCES (CBFA) (BELGIUM)
AUTORITÉ DES MARCHÉS FINANCIERS (AMF) (FRANCE)
BUNDESANSTALT FÜR FINANZDIENSTLEISTUNGSAUFSICHT(BaFin) (GERMANY)
EPITROPH KEFALAIAGORAS (GREECE)
CENTRAL BANK OF IRELAND (IRELAND)
COMMISSIONE NAZIONALE PER LE SOCIETA E LA BORSA (CONSOB) (ITALY)
COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER (CSSF) (LUXEMBOURG)
COMISSÃO DO MERCADO DE VALORES MOBILIÁRIOS (CMVM) (PORTUGAL)
COMISSION NACIONAL DEL MERCADO DE VALORES (CNMV) (SPAIN)
FINANCIAL SERVICES AUTHORITY (FSA) (UNITED KINGDOM)

From:

Netherlands Authority for the Financial Markets

We hereby certify that the Supplement detailed below has been drawn up in accordance with national law transposing Directive 2003/71/EC and was approved by us on May 16, 2012

Name of Issuer:

ING Groep N.V.
ING Bank N.V.

Registered Office/Seat:

Amsterdam, The Netherlands
Amsterdam, The Netherlands

Type of Securities (references to the annexes of Regulation EC 809/2004 according to which the prospectus was drawn up):

Not applicable

First supplement dated May 16, 2012 to the base prospectus regarding ING Groep N.V. and ING Bank N.V. dated May 11, 2012 in respect of the 45,000,000,000 Programme for the Issuance of Debt Instruments

Guarantor (if any):

Not applicable

Attachments:

(1) Supplement dated May 16, 2012

Date: May 16, 2012

Reference: TEOB-MZe-12050969

B. v. S. 2012

[Signature]

Autoriteit Financiële Markten

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