

**Final Terms dated 14 February 2022**  
**ING Groep N.V.**

**Legal entity identifier (LEI): 549300NYKK9MWM7GGW15**

**Issue of EUR 1,500,000,000 Fixed-to-Floating Rate Callable Senior Notes due February 2027**  
**under the €70,000,000,000 Debt Issuance Programme**

**MiFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

**UK MiFIR product governance / Professional investors and ECPs only target market** – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”) (the “**UK MiFIR**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of the EUWA; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the Prospectus Regulation as it forms part of UK domestic law by virtue of the EUWA (the “**UK Prospectus**”).

**Regulation**”). Consequently no key information document required by the PRIIPs Regulation as it forms part of UK domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the “**SFA**”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “**CMP Regulations 2018**”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are prescribed capital markets products (as defined in the CMP Regulations 2018) and are Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendation on Investment Products).

The Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area (each, a “**Relevant State**”) will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of the Notes and any offer of the Notes in the UK will be made pursuant to an exemption under the UK Prospectus Regulation from the requirement to publish a prospectus for offers of Notes. Accordingly any person making or intending to make an offer in that Relevant State or the UK of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation (or the UK Prospectus Regulation, as the case may be) or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation (or the UK Prospectus Regulation, as the case may be), 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 Notes in any other circumstances.

Where interest, discount income, prepayment fee, redemption premium or break cost is derived from any of the Notes by any person who is not resident in Singapore and who carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for qualifying debt securities (subject to certain conditions) under the Income Tax Act, Chapter 134 of Singapore (the “**Income Tax Act**”), shall not apply if such person acquires such Notes using the funds and profits of such person’s operations through a permanent establishment in Singapore. Any person whose interest, discount income, prepayment fee, redemption premium or break cost derived from the Notes is not exempt from tax (including for the reasons described above) shall include such income in a return of income made under the Income Tax Act.

#### **Part A — Contractual Terms**

These Final Terms have been prepared for the purpose of Article 8 of Regulation (EU) 2017/1129, as amended, and must be read in conjunction with the base prospectus consisting of separate documents (i.e. (i) the securities note dated 26 March 2021 and its supplement(s) (if any) (the “**Securities Note**”) and (ii) the registration document of ING Groep N.V. (the “**Issuer**”) dated 26 March 2021, and its supplement(s) (if any)) (the “**Registration Document**” and together with the Securities Note, the “**Prospectus**”) pertaining to the €70,000,000,000 Debt Issuance Programme. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the “**Conditions**”) set forth in the Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of the Prospectus, any supplements thereto and these Final Terms. The Prospectus and any supplements thereto are available for viewing at the Issuer’s website ([www.ing.com/Investor-relations/Fixed-income-information.htm](http://www.ing.com/Investor-relations/Fixed-income-information.htm)) and copies may be obtained from ING Groep N.V., c/o ING Bank N.V. at Foppingadreef 7, 1102 BD Amsterdam, The Netherlands.

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

## General Description of the Notes

1	Issuer:	ING Groep N.V.
2	(i) Series Number:	239
	(ii) Tranche Number:	1
	(iii) Date on which the Notes will be consolidated and form a single series:	Not Applicable
3	Specified Currency or Currencies:	Euro (EUR or €)
4	Aggregate Nominal Amount:	
	(i) Tranche:	€1,500,000,000
	(ii) Series:	€1,500,000,000
5	Issue Price:	99.663% of the Aggregate Nominal Amount
6	(i) Specified Denominations:	€100,000
	(ii) Calculation Amount:	Not Applicable
7	(i) Issue Date:	16 February 2022
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	Interest Payment Date falling in or nearest to February 2027
9	Interest Basis:	1.250% fixed rate from (and including) the Issue Date to (but excluding) the Optional Redemption Date (further particulars specified in paragraph 14 below)  3 month EURIBOR + 0.850% floating rate from (and including) the Optional Redemption Date to (but excluding) the Maturity Date (further particulars specified in paragraph 15 below)
10	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100% of their Aggregate Nominal Amount.
11	Change of Interest Basis:	In accordance with paragraphs 14 and 15 below
12	Put/Call Options:	Issuer Call  (further particulars specified in paragraph 17 below)
13	(i) Status of the Notes:	Senior
	(i)(a) Waiver of set-off and Status of the Senior Notes:	Waiver of set-off (Condition 2) applicable.

## Provisions relating to Interest (if any) payable

14	<b>Fixed Rate Note and Fixed Rate Reset Note Provisions</b>	Applicable (in relation to the period from (and including) the Issue Date to (but excluding) the Optional Redemption Date)
(a)	Fixed Rate Note provisions:	Applicable
(i)	Rate of Interest:	1.250% per annum payable annually in arrear
(ii)	Interest Payment Date(s):	16 February in each year, commencing on 16 February 2023, up to and including the Optional Redemption Date, adjusted in accordance with the Business Day Convention specified in subparagraph 14(vii).
(iii)	Fixed Coupon Amount(s):	€1,250 per Specified Denomination
(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction:	Actual/Actual (ICMA)
(vi)	Determination Dates:	16 February in each year
(vii)	Business Day Convention:	Following Business Day Convention (Unadjusted)
(viii)	Interest Amount Adjustment:	Not Applicable
(ix)	Additional Business Centre(s):	No Additional Business Centre(s)
(x)	Party responsible for calculating the Interest Amount(s) (if not the Calculation Agent):	ING Bank N.V. as Calculation Agent
(xi)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	None
(b)	Additional provisions in relation to Fixed Rate Reset Notes	Not Applicable
15	<b>Floating Rate Note Provisions</b>	Applicable (in relation to the period from (and including) the Optional Redemption Date to (but excluding) the Maturity Date)
(i)	Specified Period(s)/Specified Interest Payment Dates:	The Specified Interest Payment Dates are 16 May 2026, 16 August 2026, 16 November 2026 and 16 February 2027, subject to adjustment in accordance with the Business Day Convention specified in 15(ii) below
(ii)	Business Day Convention:	Modified Following Business Day Convention (Adjusted)
(iii)	Additional Business Centre(s):	No Additional Business Centre(s)
(iv)	Manner in which the Rate of Interest and Interest Amount(s) is/are to be determined:	Screen Rate Determination

(v) Party responsible for calculating the Rate of Interest and Interest Amount(s) (if not the Calculation Agent):	ING Bank N.V. as Calculation Agent
(vi) ISDA Determination:	Not Applicable
(vii) Screen Rate Determination:	Applicable
- Reference Rate:	3 month EURIBOR
- Interest Determination Date(s):	Second TARGET Business Day prior to the first day in each Interest Period
- Relevant Screen Page(s):	Reuters Page EURIBOR01
(viii) Linear Interpolation:	Not Applicable
(ix) Margin(s):	+0.850% per annum
(x) Minimum Rate of Interest:	Not Applicable
(xi) Maximum Rate of Interest:	Not Applicable
(xii) Day Count Fraction:	Actual/360
(xiii) Benchmark Discontinuation:	Benchmark Discontinuation (General)
(xiv) Pre-Cessation Trigger:	Applicable

16 **Zero Coupon Note Provisions** Not Applicable

### Provisions relating to Redemption

17	<b>Issuer Call</b>	Applicable
	(i) Optional Redemption Date(s):	16 February 2026
	(ii) Optional Redemption Amount of each Note:	€100,000 per Specified Denomination
	(iii) If redeemable in part:	Not Applicable
	(iv) Notice period:	As per Conditions
18	<b>Investor Put</b>	Not Applicable
19	<b>Regulatory Call</b>	Not Applicable
20	<b>Loss Absorption Disqualification Call</b>	Applicable
	(i) Optional Redemption Amount of each Note:	€100,000 per Specified Denomination
	(ii) Notice period:	As per Conditions
	(iii) Full exclusion required or partial exclusion sufficient:	Partial exclusion sufficient

21	<b>Final Redemption Amount of each Note:</b>	€100,000 per Specified Denomination
22	<b>Early Redemption Amount</b>	
	(i) Early Redemption Amount of each Note payable on redemption for taxation reasons or on event of default:	Condition 6(f)(i) applies
	(ii) Notice period:	As per Conditions

### **General Provisions Applicable to the Notes**

23	Form of Notes:	
	(i) Form:	Bearer Notes:  Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only on the occurrence of an Exchange Event, subject to mandatory provisions of applicable laws and regulations
	(ii) New Global Note:	Yes
24	Additional Financial Centre(s) or other special provisions relating to Payment Dates:	Not Applicable
25	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No

### **Responsibility**

The Issuer accepts responsibility for the information contained in these Final Terms. To the best of the knowledge of the Issuer the information contained in these Final Terms is in accordance with the facts and makes no omission likely to affect their import.

### **Third Party Information**

The explanation of each rating included in the paragraph “*Part B — Other Information — 2 Ratings*” below has been extracted from the website of S&P, Moody’s and Fitch (as applicable) as indicated therein. The Issuer confirms that such information has been accurately reproduced and that, as far as it is aware and is able to ascertain from information published by each of S&P, Moody’s and Fitch, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By: .....  
*Duly authorised*

By: .....  
*Duly authorised*

## Part B — Other Information

### 1 Listing and Trading

- (i) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Amsterdam with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: €5,000

### 2 Ratings

Ratings: The Notes to be issued have been rated  
S&P: A-  
Moody's: Baa1  
Fitch: A+

In accordance with S&P's ratings definitions available as at the date of these Final Terms on <https://disclosure.spglobal.com/ratings/en/regulatory/article/-/view/sourceId/504352>, a long-term obligation rated 'A' is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitments on the obligation is still strong. S&P ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the rating categories.

In accordance with Moody's ratings definitions available as at the date of these Final Terms on [https://www.moody.com/researchdocumentcontentpage.aspx?docid=PBC\\_79004](https://www.moody.com/researchdocumentcontentpage.aspx?docid=PBC_79004), long-term obligations rated Baa are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category, the modifier 2 indicates a mid-range ranking and the modifier 3 indicates a ranking in the lower end of that generic rating category.

In accordance with Fitch's ratings definitions available as at the date of these Final Terms on <https://www.fitchratings.com/products/rating-definitions#about-rating-definitions>, long-term A' ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings. Within rating categories, Fitch may use modifiers. The modifiers "+" or "-" may be appended to a rating to denote relative status within major rating categories.

Any information contained in or accessible through any website or other source does not form a part of the Final Terms and Prospectus, unless specifically stated.

### 3 Interests of Natural and Legal Persons involved in the Issue

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers 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 and estimated net proceeds

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|------------------------------|--|
| (i) Reasons for the offer:   | The net proceeds from the issue of the Notes will be applied by the Issuer for its general corporate purposes. |
| (ii) Estimated net proceeds: | €1,491,195,000   |

#### 5 Operational Information

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|--|---|
| (i) ISIN:  | XS2443920249  |
| (ii) Common Code:  | 244392024   |
| (iii) CMU Instrument Number:   | Not Applicable  |
| (iv) Other relevant code:  | Not Applicable  |
| (v) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A., the CMU, Euroclear Netherlands and the Depository Trust Company and the relevant identification number(s): | Not Applicable  |
| (vi) Delivery:   | Delivery against payment  |
| (vii) Names and addresses of additional Paying Agent(s) (if any):  | Not Applicable  |
| (viii) Name and address of Calculation Agent (if not the Calculation Agent):   | Not Applicable  |
| (ix) Intended to be held in a manner which would allow Eurosystem eligibility:   | Yes<br>Note that the designation “Yes” simply means that the Notes are intended upon issue to be deposited with one of the International Central Securities Depositories as Common Safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |

#### 6 Distribution

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|--|--|
| (i) Method of distribution:            | Syndicated   |
| (ii) If syndicated, names of Managers: | <b>Joint Lead Managers:</b><br>BNP Paribas<br>Commerzbank Aktiengesellschaft |
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Danske Bank A/S

ING Bank N.V.

J.P. Morgan SE

UBS AG London Branch

**Co-Lead Managers:**

CaixaBank, S.A.

DekaBank Deutsche Girozentrale

KBC Bank NV

Scotiabank (Ireland) Designated Activity Company

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|--|---|
| (iii) Stabilising Manager(s) (if any):               | Not Applicable                              |
| (iv) If non-syndicated, name of Dealer:              | Not Applicable                              |
| (v) Total commission and concession:                 | Not Applicable                              |
| (vi) U.S. Selling Restrictions:                      | Reg. S Compliance Category 2; TEFRA D Rules |
| (vii) ERISA:   | Not Applicable                              |
| (viii) Prohibition of Sales to EEA Retail Investors: | Applicable                                  |
| (ix) Prohibition of Sales to UK Retail Investors:    | Applicable                                  |
| (x) Prohibition of Sales to Belgian Consumers        | Applicable                                  |
| (xi) Selling Restriction Switzerland                 | Applicable                                  |