

Final Terms dated 13 May 2024

ING Groep N.V.

Legal entity identifier (LEI): 549300NYKK9MWM7GGW15

**Issue of EUR 1,250,000,000 Fixed Rate Subordinated Tier 2 Notes due 15 August 2034
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 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 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 (as amended, the “**EUWA**”) (the “**UK MiFIR**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any distributor should take into consideration the manufacturers’ 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 manufacturers’ 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 Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the EUWA; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, 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.

ICESWAP2 is provided by ICE Benchmark Administration Limited. ICE Benchmark Administration Limited does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the BMR.

As far as the Issuer is aware, the transitional provisions in Article 51 of the BMR apply, such that ICE Benchmark Administration Limited is not currently required to obtain authorisation or registration (or, if located outside the European Union, recognition, endorsement or equivalence).

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.

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 22 March 2024 and its supplement(s) (if any) (the “**Securities Note**”) and (ii) the registration document of ING Groep N.V. (the “**Issuer**”) dated 22 March 2024, 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) 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:	261
	(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:	€1,250,000,000
	(ii) Series:	€1,250,000,000
5	Issue Price:	99.678% of the Aggregate Nominal Amount
6	(i) Specified Denominations:	€100,000
	(ii) Calculation Amount:	Not Applicable
7	(i) Issue Date:	15 May 2024
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	15 August 2034
9	Interest Basis:	Fixed Rate Reset (further particulars specified in paragraph 14 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:	Not Applicable
12	Put/Call Options:	Issuer Call Clean-Up Call (further particulars specified in paragraphs 17 and 18 below)
13	(i) Status of the Notes:	Subordinated
	(ii) Status of the Subordinated Notes:	Tier 2 Notes

Provisions relating to Interest (if any) payable

14	Fixed Rate Note and Fixed Rate Reset Note Provisions	Applicable
	(a) Fixed Rate Note provisions:	Applicable
	(i) Initial Rate of Interest:	4.375% per annum payable annually in arrear
	(ii) Interest Payment Date(s):	15 August in each year, commencing on 15 August 2024, up to and including the Maturity Date, adjusted in accordance with the Business Day Convention specified in sub-paragraph 14(a)(vii). There will be a short first fixed interest period from (and including) 15 May 2024 to (but excluding) 15 August 2024.

(iii) Fixed Coupon Amount(s):	For each Fixed Interest Period, as defined in Condition 4(a)(i), the Fixed Coupon Amount will be an amount equal to the Specified Denomination multiplied by the Rate of Interest multiplied by the Day Count Fraction with the resultant figure being rounded to the nearest sub-unit of the Specified Currency, half of any such sub-unit being rounded upwards
(iv) Broken Amount(s):	€ 1,099.73 per Specified Denomination, in respect of the short coupon payable on the Interest Payment Date falling on 15 August 2024
(v) Day Count Fraction:	Actual/Actual (ICMA)
(vi) Determination Dates:	15 August 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):	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	Applicable
(i) First Reset Date:	15 August 2029
(ii) Second Reset Date:	Not Applicable
(iii) Anniversary Date(s):	Not Applicable
(iv) Reset Determination Date(s):	As per Conditions
(v) Reset Rate:	Annualised Mid-Swap Rate
(vi) Swap Rate Period:	Five (5) years
(vii) Screen Page:	ICESWAP2
(viii) Fixed Leg:	Annual calculated on a 30/360 day count basis
(ix) Floating Leg:	6-month EURIBOR rate calculated on an Actual/360 day count basis
(x) First Reset Margin:	+ 1.65% per annum
(xi) Subsequent Reset Margin(s):	Not Applicable
(xii) Designated CMT Reuters Page:	Not Applicable
(xiii) Designated CMT Maturity Index:	Not Applicable
(xiv) Benchmark Discontinuation:	Benchmark Discontinuation (General)

	(xv) Pre-Cessation Trigger:	Applicable
15	Floating Rate Note Provisions	Not Applicable
16	Zero Coupon Note Provisions	Not Applicable

Provisions relating to Redemption

17	Issuer Call	Applicable
	(i) Optional Redemption Date(s):	Any calendar day falling in the period from (and including) 15 May 2029 to (and including) 15 August 2029
	(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	Clean-Up Call	Applicable
	(i) Percentage in nominal amount of the Notes redeemed or purchased and cancelled:	As per Conditions
	(ii) Optional Redemption Amount of each Note:	€100,000 per Specified Denomination
	(iii) Notice period:	As per Conditions
19	Investor Put	Not Applicable
20	Regulatory Call	Applicable
	(i) Optional Redemption Amount of each Note:	€100,000 per Specified Denomination
	(ii) Notice period:	As per Conditions
21	Loss Absorption Disqualification Call	Not Applicable
22	Substitution and Variation	Applicable
	(i) Notice period:	As per Conditions
23	Final Redemption Amount of each Note:	€100,000 per Specified Denomination
24	Early Redemption Amount	
	(i) Early Redemption Amount of each Note payable on redemption for taxation reasons or on event of default:	Condition 6(f)(i) applies without modification
	(ii) Notice period:	As per Conditions

General Provisions Applicable to the Notes

25	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:	No
26	Additional Financial Centre(s) or other special provisions relating to Payment Dates:	Not Applicable
27	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 S&P's rating included in the paragraph "*Part B — Other Information — 2 Ratings*" below has been extracted from the website of S&P 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 S&P, 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: €10,130

2 Ratings

Ratings: The Notes to be issued are expected to be rated:
S&P: BBB
Moody's: Baa2
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 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation. 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.

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

- (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: €1,243,162,500

5 Yield

Indication of yield: 4.449% per annum.

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price for the period up to but excluding 15 August 2029. It is not an indication of future yield. As the Initial Rate of Interest will be reset (subject to exercise of the Issuer Call) on 15 August 2029, an indication of the yield for the period up to the Maturity Date has not been provided.

6 Operational Information

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| (i) ISIN: | XS2818300407 |
| (ii) Common Code: | 281830040 |
| (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) Swiss Securities Number: | Not Applicable |
| (vii) Delivery: | Delivery against payment |
| (viii) Name and address of Swiss Paying Agent: | Not Applicable |
| (ix) Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (x) Name and address of Calculation Agent (if not the Calculation Agent): | Not Applicable |
| (xi) Intended to be held in a manner which would allow Eurosystem eligibility: | No
Whilst the designation is set at “No”, should the Eurosystem eligibility criteria be amended in the future the Notes may then be deposited with one of the International Central Securities Depositories as Common Safekeeper. Note that this does not necessarily mean that the Notes will ever be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |
| (xii) Trade date: | 7 May 2024 |

7 Distribution

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| (i) Method of distribution: | Syndicated |
| (ii) If syndicated, names of Managers: | Joint Lead Managers:
Banco Bilbao Vizcaya Argentaria, SA
Commerzbank Aktiengesellschaft |

ING Bank N.V.
 J. P. Morgan SE
 Lloyds Bank Corporate Markets Wertpapierhandelsbank
 GmbH
 Morgan Stanley Europe SE
 Natixis

Co-Leads:

Bankinter, S.A.
 La Banque Postale
 Nykredit Bank A/S
 Skandinaviska Enskilda Banken AB (publ)

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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 |
| (xii) Singapore Sales to Institutional Investors and Accredited Investors only: | Applicable |