

Final Terms dated 15 November 2024

ING Groep N.V.

Legal entity identifier (LEI): 549300NYKK9MWM7GGW15

**Issue of EUR 1,000,000,000 Fixed-to-Floating Rate Callable Senior Notes due November 2032
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.

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.

In connection with Section 309B of the Securities and Futures Act 2001 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.

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:	266
	(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:	€1,000,000,000
	(ii) Series:	€1,000,000,000
5	Issue Price:	99.791% of the Aggregate Nominal Amount
6	(i) Specified Denominations:	€100,000
	(ii) Calculation Amount:	Not Applicable
7	(i) Issue Date:	19 November 2024

	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	Interest Payment Date falling in or nearest to November 2032
9	Interest Basis:	3.375% 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 + 1.15% 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 Clean-Up Call (further particulars specified in paragraphs 17 and 18 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	Fixed Rate Note and Fixed Rate Reset Note Provisions	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) Initial Rate of Interest:	3.375% per annum payable annually in arrear
	(ii) Interest Payment Date(s):	19 November in each year, commencing on 19 November 2025, up to and including the Optional Redemption Date, adjusted in accordance with the Business Day Convention specified in sub-paragraph 14(vii).
	(iii) Fixed Coupon Amount(s):	€3,375 per Specified Denomination
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	19 November 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	Floating Rate Note Provisions	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 19 February 2032, 19 May 2032, 19 August 2032 and 19 November 2032.
	(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:	Second TARGET Business Day prior to the first day in each Interest Period
	- Relevant Screen Page:	Reuters Page EURIBOR01
	(viii) Linear Interpolation:	Not Applicable
	(ix) Margin:	+1.15% 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	Issuer Call	Applicable
	(i) Optional Redemption Date:	19 November 2031
	(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	Not Applicable
21	Loss Absorption Disqualification Call	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
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:	Yes
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.

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: €8,470

2 Ratings

Ratings: The Notes are expected to be rated:
S&P: A-
Moody's: Baa1
Fitch: A+

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: An amount equal to the net proceeds from the issue of the Notes will be used by the Issuer to finance and/or refinance, in part or in whole, a portfolio of green loans (the “**Eligible Green Loan Portfolio**”) in accordance with the Eligibility Criteria (as defined below or as amended from time to time under ING’s global green funding framework (previously named ‘ING green bond framework’)). ING’s global green funding framework 2024 has been reviewed by ISS Corporate Solutions, who has issued a second party opinion. The second party opinion is available on the Issuer’s website: www.ing.com.

Pending the full allocation of an amount equal to the net proceeds of the Notes to the Eligible Green Loan Portfolio, the Issuer will hold and/or invest the balance of net proceeds not yet allocated to the Eligible Green Loan Portfolio within a separate account of its treasury department, at its own discretion, in cash, cash equivalent and/or other liquid instruments in its liquidity portfolio.

The “**Eligibility Criteria**” are:

1. Green Buildings: financing or refinancing new or existing buildings:
 - a) Buildings built on or before 31 December 2020 with Energy Performance Certificate (“**EPC label**”) > ‘A’
 - b) Buildings built on or before 31 December 2020 belonging to the top 15% of the national building stock based on primary energy demand (“**PED**”)
 - c) Buildings built after 31 December 2020 with energy performance at least 10% better than the threshold for Nearly Zero-Energy Buildings in the local market
2. Renewable Energy: financing or refinancing of production of renewable energy, including:
 - a) Solar energy;
 - b) On- and offshore wind energy;

For as long as the Notes are outstanding, ING will publish allocation and impact reports annually. ING will show the allocation and, where feasible, and on a best-effort basis, the environmental benefits of the Notes proceeds to the Eligible Green Loan Portfolio for each eligible project category and on an aggregated basis for all of ING’s green (or sustainable) bonds and other potential green funding outstanding in its green bond report. The green bond report will be made available on the Issuer’s website: www.ing.com.

(ii) Estimated net proceeds: €995,410,000

5 Yield

Indication of yield: 3.409% 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 19 November 2031. It is not an indication of future yield.

6 Operational Information

(i) ISIN: XS2941482569

(ii) Common Code:	294148256
(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:	Yes 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.
(xii) Trade date:	12 November 2024

7 Distribution

(i) Method of distribution:	Syndicated
(ii) If syndicated, names of Managers:	Joint Lead Managers: BNP PARIBAS Commerzbank Aktiengesellschaft Erste Group Bank AG ING Bank N.V. UniCredit Bank GmbH

Co-lead Managers:

Bayerische Landesbank

DBS Bank Ltd.

DekaBank Deutsche Girozentrale

Goodbody Stockbrokers UC

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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 |