

This document constitutes a supplement (the "**Supplement**") (i) to the base prospectus dated 15 May 2018 for non-equity securities within the meaning of Art. 22 (6) No. 4 of the Commission Regulation (EC) no. 809/2004 of 29 April 2004, as amended from time to time (the "**Prospectus Regulation**") and (ii) to the base prospectus dated 15 May 2018 for the issuance of Pfandbriefe pursuant to section 16 paragraph 1 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*).



ING-DiBa AG, Frankfurt am Main, Federal Republic of Germany

Supplement dated 28 September 2018

under the

Euro 10,000,000,000

Debt Issuance Programme

This Supplement is to be read and construed in conjunction with the base prospectuses listed above (the "**Prospectuses**") and in connection with any issue of securities thereunder, with the relevant Final Terms. Therefore, with respect to issues under the Prospectuses, references in the Final Terms to the Prospectuses are to be read as references to the Prospectuses as amended and supplemented.

Investors who have already agreed to purchase or subscribe for securities issued under the Prospectuses before the Supplement is published shall have the right, exercisable within two working days after the publication of the Supplement, to withdraw their acceptances in the event that the new factor or the mistake pursuant to section 16 paragraph 1 of the German Securities Prospectus Act arose before the final closing of the offer of such securities to the public and the delivery of the securities, pursuant to section 16 paragraph 3 of the German Securities Prospectus Act.

In accordance with section 16 paragraph 3 in connection with section 8 paragraph 1 sentence 4 of the German Securities Prospectus Act, withdrawals may be addressed to ING-DiBa AG, ING-DiBa Group Treasury, Theodor-Heuss-Allee 2, 60486 Frankfurt am Main, Germany, Facsimile No.: +49 69 27222 69153.

With respect to the Prospectuses, on 4 and 5 September 2018 and on the occasion of the end of the half-year 2018, new factors pursuant to Section 16 paragraph 1 of the German Securities Prospectus Act have arisen through the fact that ING Bank N.V. announced on 4 September 2018 that it entered into a settlement agreement with the Dutch Public Prosecution Service relating to previously disclosed investigations regarding various requirements for client on-boarding and the prevention of money laundering and corrupt practices (see no 2 on page 7). On 5 September 2018, ING Bank N.V. published that it received a notice from SEC regarding the conclusion of investigation (see no 2 on page 9) and the publication of selected key financial figures for the first half-year 2018 (see no 1 on pages 2 et seqq.).

This Supplement and the Prospectuses are available for inspection, and copies thereof will be available free of charge upon oral or written request, during normal business hours at the principle office of the Issuer.

On 4 and 5 September 2018 and on the occasion of the end of the half-year 2018, new factors within the meaning of Section 16 paragraph 1 of the German Securities Prospectus Act arose through the fact that ING Bank N.V. announced on 4 September 2018 that it entered into a settlement agreement with the Dutch Public Prosecution Service relating to previously disclosed investigations regarding various requirements for client onboarding and the prevention of money laundering and corrupt practices (see no 2 on page 7). On 5 September 2018, ING Bank N.V. published that it received a notice from SEC regarding the conclusion of investigation (see no 2 on page 9) and the publication of selected key financial figures for the first half-year 2018 (see no 1 on pages 2 et seq.).

Accordingly, ING-DiBa AG announces the following changes with regard to the Prospectuses:

CHANGES in the section "DESCRIPTION OF THE ISSUER"

- The sub-section "**8. Financial Information**" on page 162 shall be modified as follows, whereby a new paragraph shall be added below the paragraph "**Auditing of Historical Financial Information**" with the following text:

"Selected key financial figures for the first half-year 2018

The following table provides an overview of selected unaudited and not reviewed key financial figures of the Issuer for the first half-year 2018. The same accounting policies and methods of computation are followed in the financial figures for the first half-year 2018 as compared with the most recent German GAAP Financial Statements as of 31 December 2017:

Assets	30/06/2018	31/12/2017
	EUR ('000)	(EUR '000)
1. Cash reserve		
a) Cash balance	139,225	103,620
b) Balances with central banks	2,873,241	2,970,045
2. Loans and advances to banks		
a) Payable on demand	2,410,516	2,206,125
b) Other loans and advances	11,494,822	10,383,282
3. Loans and advances to customers	117,169,360	111,919,579
4. Bonds and other fixed-income securities		
a) Bonds		
aa) From public-sector issuers	10,689,794	11,244,015
ab) From other issuers	26,106,979	26,660,222
5. Equities and other non-fixed-income securities	0	5,027
6. Equity investments	1,486	1,486
7. Investments in affiliated companies	35,130	35,130

8. Trust assets	30	35
9. Intangible assets		
a) Internally generated industrial rights and similar rights and assets	23,914	19,742
b) Purchased concessions, industrial and similar rights and assets, and licenses to such rights and assets	11,720	13,494
c) Goodwill	655	4,585
d) Advance payments	1,505	1,001
10. Fixed assets	42,947	44,789
11. Other assets	131,921	266,083
12. Prepaid expenses		
a) From the issuing and lending business	436,309	406,245
b) Other	31,094	30,621
Total assets	<u>171,600,648</u>	<u>166,315,125</u>

Liabilities and Equity

	30/06/2018	31/12/2017
	EUR ('000)	(EUR '000)
1. Amounts due to banks		
a) Payable on demand	3,542,983	1,115,563
b) With an agreed maturity or period of notice	18,393,481	16,034,542
2. Amounts due to customers		
a) Savings deposits		
aa) With an agreed period of notice of three months	1,872,179	2,227,487
ab) With an agreed period of notice of more than three months	196,395	198,469
b) Other amounts due		
ba) Payable on demand	124,709,344	123,242,457

bb) With an agreed maturity or period		
of notice	7,531,318	8,334,293
3. Securitized liabilities		
a) Bonds issued		
aa) Mortgage Pfandbriefe	1,219,481	1,244,569
4. Trust liabilities	30	35
5. Other liabilities	4,952,013	5,085,156
6. Deferred income		
a) From the issuing and lending business	84,292	83,636
b) Other	1,789	12
7. Provisions		
a) Provisions for pensions and similar benefits	100,932	94,481
b) Provisions for taxes	40	60
c) Other provisions	304,273	263,917
8. Subordinated liabilities	1,400,511	1,400,538
9. Fund for general banking risks	3,245,000	3,060,000
10. Equity		
a) Subscribed capital	100,000	100,000
b) Capital reserves	3,810,064	3,810,064
c) Retained earnings		
ca) Legal reserve	687	687
cb) Other retained earnings	19,159	19,159
d) Net retained profit for the period	116,677	0
Total liabilities and equity	<u>171,600,648</u>	<u>166,315,125</u>

	30/06/2018 EUR ('000)	31/12/2017 (EUR '000)
1. Contingent liabilities		
a) Liabilities from guarantees and indemnity agreements	2,047,797	2,823,283
b) Liabilities from the provision of collateral for third-party liabilities	15,601	15,622
2. Other commitments		
a) Irrevocable loan commitments	16,446,739	15,235,255

Expenses

	01/01 - 30/06/2018 EUR ('000)	01/01 - 31/12/2017 (EUR '000)
1. Interest expense		
aa) Interest expense resulting from positive interest rates	598,105	1,342,309
ab) Interest expense resulting from negative interest rates	-25,414	-50,991
2. Commission expenses	121,735	194,294
3. General and administrative expenses		
a) Personnel expenses		
aa) Wages and salaries	149,461	286,511
ab) Social security contributions, pensions and other employee benefits of which: for pensions EUR 9,007,687.70 (PY: EUR 21,228 thousand)	30,856	64,595
b) Other administrative expenses	302,058	597,254
4. Depreciation, amortization and write-downs of intangible fixed assets and property and equipment	19,269	36,954
5. Other operating expenses	52,443	67,158
6. Write-downs of and valuation allowances on receivables and certain securities, and additions to loan loss provisions	91,417	22,977
7. Addition to fund for general banking risks	185,000	435,000
8. Taxes on income of which: for tax allocation redistribution EUR 190,481,150.76	193,856	398,124

(PY: EUR 409,165 thousand)

9. Other taxes not reported under item 5	10,564	13,550
10. Profit transferred due to profit pooling, profit and loss transfer agreements, or partial profit and loss transfer agreements	0	356,554
12. Net profit for the period	116,678	0
Total expenses	<u>1,846,028</u>	<u>3,764,288</u>

Income

	01/01 - 30/06/2018 EUR ('000)	01/01 - 31/12/2017 (EUR '000)
1. Interest income from		
a) Lending and money market transactions		
aa) Interest income resulting from positive interest rates	1,423,760	2,837,813
ab) Interest income resulting from negative interest rates	-31,632	-62,332
b) Fixed-income securities and debt register claim	260,449	580,979
2. Current income from		
a) Equity investments	0	111
3. Income from profit pooling, profit and loss transfer agreements, or partial profit and loss transfer agreements	0	744
4. Commission income	146,122	286,751
5. Income from reversals of write-downs on equity investments, investements in affiliated companies and long-term securities	7,967	28,575
6. Other operating income	39,362	91,647
Total income	<u>1,846,028</u>	<u>3,764,288</u>

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2. The sub-section "**Legal and Arbitration Proceedings**" on page 162 shall be modified as follows:

“Legal and Arbitration Proceedings

The Issuer is not involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), during a period covering at least the previous 12 months which may have or have had in the recent past, significant effects on the Issuer's and/or ING-DiBa Group's financial position or profitability.

On 4 September 2018, ING Bank N.V., which is an indirect parent company of the Issuer, published the following press release in which it announced that it entered into a settlement agreement with the Dutch Public Prosecution Service (DPPS) relating to previously disclosed investigations regarding various requirements for client on-boarding and the prevention of money laundering and corrupt practices:

ING reaches settlement agreement with Dutch authorities on regulatory issues in the ING Netherlands business

- Settlement agreement with Dutch Public Prosecution Service; ING agrees to pay a fine of €675 million and €100 million for disgorgement;
- ING acknowledges serious shortcomings in the execution of customer due diligence policies to prevent financial economic crime at ING Netherlands in the period investigated (2010-2016);
- ING sincerely regrets that these shortcomings enabled customers to misuse accounts of ING Netherlands;
- ING has initiated measures against a number of (former) senior employees with broader responsibility for the safeguarding and execution of FEC CDD policies and procedures in ING Netherlands, including holdbacks of variable remuneration and suspension of duties;
- ING Netherlands has taken various steps to enhance its compliance risk management and will further strengthen its compliance culture and awareness;
- ING is committed to conducting its business with integrity, which includes compliance with applicable laws, regulations and standards in each of the markets and jurisdictions in which it operates;
- US Securities and Exchange Commission expected not to take further actions.

ING announced today that it has entered into a settlement agreement with the Dutch Public Prosecution Service (DPPS) relating to previously disclosed investigations regarding various requirements for client on-boarding and the prevention of money laundering and corrupt practices. Under the terms of the agreement ING has agreed to pay a fine of €675 million and €100 million for disgorgement.

ING has fully cooperated with the DPPS investigation. It has also undertaken an internal investigation, the results of which have been shared with the Dutch Central Bank (DNB). The investigations established serious shortcomings in the execution of policies to prevent financial economic crime (FEC) at ING Netherlands in the period investigated (2010-2016). The identified broader shortcomings include: CDD files missing or being incomplete, assignment of incorrect risk classifications, the failure to have the (periodic) CDD review process in order, failure to exit business relationships in a timely manner, insufficient functioning of the post-transaction monitoring system, classifying clients in the wrong segments and insufficient availability of qualitative and quantitative human resources.

During the period investigated the execution of ING Netherlands' FEC policies resulted in the termination of ING's relationship with thousands of clients. Nevertheless the shortcomings identified resulted in clients having been able to use their bank accounts for, inter alia, money laundering practices for a number of years.

ING sincerely regrets that as a result of the above shortcomings ING Netherlands did not adequately fulfil its role as gatekeeper to the financial system, helping fight financial crime. “As a bank we have the obligation to ensure that our operations meet the highest standards, especially where it comes to preventing criminals from misusing the financial system. Not meeting those standards is unacceptable and ING takes full responsibility,” said Ralph Hamers, CEO of ING.

“We take this very seriously. We are taking a number of robust measures to strengthen our compliance risk management and support a strong risk culture and will be making further improvements to ensure we can play a full role in contributing to protecting the integrity of the financial system,” said Vincent van den Boogert, CEO of ING in the Netherlands.

In the investigations no evidence or indications were found of (former) employees having actively cooperated with clients who used or may have used banking services for potential criminal activities nor indications of (former) employees having received personal gains. The identified shortcomings that occurred in the period investigated are not attributable to some individual persons but rather collective shortcomings at all responsible management levels, i.e. business, compliance and control functions.

ING has initiated measures against a number of (former) employees in senior management positions who had a broader responsibility for the safeguarding and execution of FEC CDD policies and procedures in the Netherlands. These measures include holdbacks of variable remuneration and suspension of duties. In the context of today’s announcement the members of the Executive Board of ING Group, in consultation with the Supervisory Board, find it appropriate to forego their variable remuneration over 2018.

ING is committed to conducting its business with integrity, which includes compliance with applicable laws, regulations and standards in each of the markets and jurisdictions in which it operates. Meeting the highest standards wherever we do business is an ongoing effort. ING has started various initiatives at ING Netherlands to further strengthen its compliance risk management:

- An enhancement programme to ensure compliance with ‘know your customer’ (KYC) and ‘client activity monitoring’ requirements. This includes enhancing management of customer information and improving effectiveness of the control framework applicable to the FEC domain, especially with respect to client activity monitoring capabilities.
- Centralising and simplifying operational KYC activities into one ‘KYC Centre’ across divisions, introducing standard processes and tooling, allowing ING Netherlands to manage these activities more effectively.
- Set-up Client Risk Committees across business units, deciding on client on-boarding and exit escalations to ensure KYC risk mitigation.
- An engagement programme to strengthen the internal compliance culture and awareness by better enabling employees to act in both the letter and the spirit of the law, empowered by their organisation and supported (and enforced) by compliance departments.
- Active involvement in and contribution to the taskforce FEC-RAAD, where Dutch authorities that have supervisory, control, prosecution or investigation tasks cooperate with financial sector actors to strengthen the integrity of the sector. It does this by taking preventive action to identify and combat threats to this integrity. ING also joined forces with DNB and the Dutch Banking Association (NVB) to harmonise efforts and knowledge in the fight against financial crime and actively participates in various taskforces and project teams in this field.
- As part of the settlement announced today, ING has agreed to pay a fine of €675 million and €100 million for disgorgement. In determining the amount of the fine, the DPFS has taken into account the financial strength of ING (‘ability to pay’). Next to that, the amount reflects the seriousness, extent and duration of the identified shortcomings but also expresses the fact that it was not possible to determine to which extent and for what amounts bank accounts at ING Netherlands were actually misused. The disgorgement amount represents the underspend by ING Netherlands over the period in scope on staffing for implementation and execution of FEC CDD policies and procedures. These amounts will have a combined impact on ING Group’s third quarter 2018 net result of €775 million, to be recorded as a special item. The settlement announced today does not affect the strength of ING, the execution of our strategy nor our commitment to our customers, shareholders and other stakeholders.

As previously noted, in connection with the investigations ING has also received information requests from the US Securities and Exchange Commission (SEC). ING has been cooperating with these requests. Based on the settlement agreement announced today, ING expects that this matter will also be resolved with the SEC without further payment or the imposition of further conditions.

On 5 September 2018, ING Bank N.V. published the following press release relating to this settlement in which ING Bank N.V. announced that it has received a formal notification from the SEC that it has concluded its investigation in relation to the subject matter as specified in the press release and that it does not intend to recommend an SEC enforcement action against ING:

ING receives notice from SEC on conclusion of investigation

On 4 September 2018 ING announced that it entered into a settlement agreement with the Dutch Public Prosecution Service (DPPS) relating to previously disclosed investigations regarding various requirements for client on-boarding and the prevention of money laundering and corrupt practices.

As previously noted, in connection with the investigations ING also received information requests from the US Securities and Exchange Commission (SEC). ING has received a formal notification from the SEC that it has concluded its investigation. In the letter the Division of Enforcement states that, based on information as of this date, it does not intend to recommend an SEC enforcement action against ING.”