

FINAL TERMS

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 Covered Bonds has led to the conclusion that: (i) the target market for the Covered Bonds 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 Covered Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Covered Bonds (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 Covered Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Luxembourg, 8 October 2019

ING BANK HIPOTECZNY S.A.

Legal entity identifier (LEI): 2594006G5AW3PX0GET92

**Issue of PLN400,000,000 mortgage covered bonds
under the EUR5,000,000,000**

Programme for the issuance of Covered Bonds (*hipoteczne listy zastawne*)

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 5 September 2019, which constitutes a base prospectus for the purposes of the Regulation (EU) 2017/1129 (the **Prospectus Regulation**) (the **Base Prospectus**). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 8.4 of the Prospectus Regulation and must be read in conjunction with the Base Prospectus. Full information on the Bank and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on the Luxembourg Stock Exchange website (www.bourse.lu), on the website of the Bank (www.inghipoteczny.pl), and is available for viewing at and collection from the registered office of ING Bank Hipoteczny S.A., at ul. Chorzowska 50, 40-101 Katowice, Poland and the office of Deutsche Bank AG, London Branch (in its capacity as the Principal Paying Agent) at Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom.

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|----|-----|---|---|
| 1. | (a) | Series Number: | 1 |
| | (b) | Tranche Number: | 1 |
| | (c) | Date on which the Covered Bonds will be consolidated and form a single Series: | Not Applicable |
| 2. | | Specified Currency: | PLN |
| 3. | | Aggregate Nominal Amount: | |
| | (a) | Series: | 400,000,000 |
| | (b) | Tranche: | 400,000,000 |
| | (c) | Issue Price (per Covered Bond): | 100 per cent. of the Aggregate Nominal Amount of the Tranche. |
| 4. | (a) | Specified Denominations: | PLN 500,000 |
| | (b) | Calculation Amount: | PLN 500,000 |
| 5. | (a) | Issue Date: | 10 October 2019 |
| | (b) | Interest Commencement Date: | |
| | | Period to Maturity Date: | Issue Date |
| | | Period from Maturity Date to Extended Maturity Date or Additionally Extended Maturity Date: | Maturity Date |
| 6. | | Maturity Date: | 10 October 2024 |
| 7. | | Interest Basis: | |

- | | |
|---|---|
| Period to Maturity Date: | 6 month WIBOR + 0.53 per cent.
Floating Rate
(see paragraph 12 below) |
| Period from Maturity Date to
Extended Maturity Date or
Additionally Extended Maturity Date: | 6 month WIBOR + 0.53 per cent.
Floating Rate
(see paragraph 12 below) |
| 8. Redemption/Payment Basis: | Redemption at par |
| 9. Change of Interest Basis | Not Applicable |
| 10. Date of Management Board approval
for issuance of Covered Bonds
obtained: | 6 September 2019 and 3 October 2019, respectively |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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|---|--|
| 11. Fixed Rate Covered Bond Provisions | Not Applicable |
| 12. Floating Rate Covered Bond
Provisions | Applicable |
| (a) Specified Period(s)/Specified
Interest Payment Dates: | 10 April 2020, 10 October 2020, 10 April 2021, 10 October 2021,
10 April 2022, 10 October 2022, 10 April 2023, 10 October 2023,
10 April 2024, 10 October 2024 subject to adjustment in
accordance with the Business Day Convention set out in (b) below. |
| (b) Business Day Convention: | Modified Following Business Day Convention |
| (c) Additional Business
Centre(s): | Warsaw |
| (d) Manner in which the Rate of
Interest and Interest Amount
is to be determined: | Screen Rate Determination |
| (e) Party responsible for
calculating the Rate of
Interest and Interest Amount: | Agent |
| (f) Screen Rate Determination: | |
| (i) Reference Rate: | 6 month WIBOR |
| (ii) Interest
Determination
Date(s): | Third Warsaw Business Day before the relevant Interest Payment
Date. |
| (iii) Relevant Screen
Page: | Reuters WIPLN6MD= |
| (iv) Reference Banks: | Powszechna Kasa Oszczędności Bank Polski S.A., Bank Polska
Kasa Opieki S.A., Santander Bank Polska S.A., ING Bank Śląski
S.A., mBank S.A. |
| (g) ISDA Determination: | |
| (i) Floating Rate
Option: | Not Applicable |
| (ii) Designated
Maturity: | Not Applicable |
| (iii) Reset Date: | Not Applicable |
| (h) Linear Interpolation | Not Applicable |
| (i) Margin(s): | + 0.53 per cent. per annum |

- (j) Minimum Rate of Interest: Not Applicable
 - (k) Maximum Rate of Interest: Not Applicable
 - (l) Day Count Fraction: Actual/Actual
13. Zero Coupon Covered Bond Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

14. Final Redemption Amount of each Covered Bond: PLN 500,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

15. Relevant Financial Centre(s) or other special provisions relating to Payment Dates: Warsaw

FORM OF COVERED BONDS

16. Form of Covered Bonds:
- (a) Form: Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond
 - (b) New Global Note: Yes

Signed on behalf of the Bank:

By: *Miroslaw Boda*
Duly authorised
 Wiceprezes Zarządu Banku
 Miroslaw Boda
ING BANK HIPOTECZNY S.A.

By: *Jacek Frejlich*
Duly authorised
 Wiceprezes Zarządu Banku
 Jacek Frejlich

Jed

By:  Powierzył
Duly authorised Grażyna Żelazńska

COVER POOL MONITOR OF ING BANK HIPOTECZNY S.A.

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Luxembourg and Warsaw
- (ii) Admission to trading: Application has been made for the Covered Bonds to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from the Issue Date. Application will be made for the Covered Bonds to be admitted to trading on the regulated market of the Warsaw Stock Exchange.

2. RATINGS

Ratings: The Covered Bonds to be issued are expected to be rated Aa3 by Moody's Investors Service Ltd. (**Moody's**). Moody's is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**). The list of registered and certified rating agencies is published by the European Securities and Markets Authority on its website (<http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with the CRA Regulation.

According to the Moody's rating scale, obligations rated "Aa" are judged to be of high quality and are subject to very low credit risk.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUES

Save for the fees payable to the Managers, so far as the Bank is aware, no person involved in the issue of the Covered Bonds has an interest material to the offer. The Dealers 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 Bank and its affiliates in the ordinary course of business.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND EXPENSES RELATING TO ADMISSION TO TRADING

- (i) Reasons for the offer Green Covered Bonds
- (ii) Estimated net amount of the proceeds PLN 399,300,000
- (iii) Estimated expenses relating to the admission to trading PLN 80,000

5. YIELD (Fixed Rate Covered Bonds only)

Indication of yield: Not Applicable

6. OPERATIONAL INFORMATION

- (i) ISIN Code: XS2063297423
- (ii) Common Code: 206329742
- (iii) CFI: Not Available
- (iv) FISN: Not Available
- (v) Any clearing system(s) other than Clearstream Luxembourg and Euroclear Bank S.A./N.V. and the relevant address(es) and identification number(s): Krajowy Depozyt Papierów Wartościowych w Warszawie S.A., ul. Książęca 4, 00-498 Warsaw, Poland
- (vi) Delivery: Delivery against payment
- (vii) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (viii) Intended to be held in a manner which would allow Eurosystem eligibility: No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Covered Bonds are capable of meeting them the Covered Bonds may then be deposited with one of the

ICSDs as common safekeeper. Note that this does not necessarily mean that the Covered Bonds will then 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.

7. **DISTRIBUTION**

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|--------|---|---------------------------------------|
| (i) | Method of distribution: | Syndicated |
| (ii) | If syndicated, names of Managers: | ING Bank N.V., ING Bank Śląski S.A. |
| (iii) | Date of Subscription Agreement: | 8 October 2019 |
| (iv) | Stabilisation Manager(s) (if any): | Not Applicable |
| (v) | If non-syndicated, name of relevant Dealer: | Not Applicable |
| (vi) | U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D |
| (vii) | Prohibition of Sales to EEA Retail Investors: | Not Applicable |
| (viii) | Prohibition of Sales to Belgian Consumers: | Applicable |