

Edgar Filing: ING GROEP NV - Form 6-K

ING GROEP NV
Form 6-K
May 17, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934

For May 13, 2004

ING GROEP N.V.
Amstelveenseweg 500
1081-KL Amsterdam
The Netherlands

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

Page 1 of 33

This Report contains a copy of the following:

- (1) The Press Release issued on May 13, 2004

[ING GROUP LOGO]

PRESS RELEASE

Amsterdam o 13 May 2004

ING GROUP FIRST-QUARTER OPERATING NET PROFIT RISES 32%
STRONG BANKING RESULTS CONTINUE TO DRIVE PROFIT GROWTH

- o OPERATING NET PROFIT RISES 32.0% TO EUR 1,191 MILLION (EUR 0.57 PER SHARE)
- o OPERATING NET PROFIT FROM BANKING JUMPS 65.1% TO EUR 657 MILLION
- o OPERATING NET PROFIT FROM INSURANCE RISES 6.0% TO EUR 534 MILLION
- o NET PROFIT INCREASES TO EUR 1,202 MILLION (EUR 0.57 PER SHARE)
- o DEBT/EQUITY RATIO OF ING GROEP NV IMPROVES TO 13.3% FROM 14.4% AT YEAR-END 2003

CHAIRMAN'S STATEMENT

"ING made a strong start to the year, driven mainly by an excellent performance at our banking businesses. Insurance performance also improved," said Michel Tilmant, chairman of the Executive Board. "The operating net profit from banking reached an all-time high in the first quarter, thanks to strong revenue growth at almost all business units, especially from ING Direct and the financial markets activities. Risk costs also showed a marked decline, falling well below long-term average levels in the first quarter."

"Operating net profit from insurance gained, although the increase in profit before tax was tempered by higher taxes. Life premium income showed a solid increase, especially in the U.S. and the growth markets of Asia. Profit from ING's insurance business in the U.S. improved as a result of a sharp decline in credit losses and continued focus on profitable sales growth from core products. Profit from non-life insurance was strong, thanks to a favourable claims environment," Mr. Tilmant said.

"ING will not give an outlook for full-year profit," Mr. Tilmant said. "We see signs of improvement in the major economies where ING is active, although Europe is lagging behind. Risk costs and credit losses are going down, and were exceptionally low in the first quarter. However, the performance of the major stock markets is still uncertain for this year. The low interest-rate environment continues to affect some of our businesses. A sharp increase would also create its own challenges."

"In the year ahead, we will strive for excellence in service to all our customers, and invest further in growth markets to secure ING's future. We will actively manage our capital, committing funds to those markets and businesses that provide superior returns for shareholders. ING will continue to focus on improving its operational performance through strict cost control and risk management," Mr. Tilmant said.

Edgar Filing: ING GROEP NV - Form 6-K

 ALL FIGURES COMPARE FIRST QUARTER 2004 WITH FIRST QUARTER 2003 UNLESS OTHERWISE S

Please refer to www.ing.com/group 'press room' or 'investor relations' for additional information

PRESS CONFERENCE ON 13 MAY 2004 AT 10.00 AM CET, AT ING
 HOUSE, AMSTELVEENSEWEG 500, AMSTERDAM

Live webcast via a direct link at www.ing.com/group

Press presentation available at
<http://press.ing.com><http://press.ing.com/>

ANALYST CONFERENCE CALL ON 14 MAY 2004

Listen in via:

o The Netherlands: +31 45 27 12 34

o United Kingdom: +44 20 800 1234

o North America: +1 303 261 1234

Live webcast via a direct link at www.ing.com

Analyst presentation available via <http://investors.ing.com><http://investors.ing.com/>

 Page 3 of 33

 TABLE 1. KEY PROFIT AND LOSS FIGURES ING GROUP

in EUR x million	1Q 2004	1Q 2003	% change	% organic** change
Operating net profit*				
- insurance operations	534	504	6.0	6.9
- banking operations	657	398	65.1	60.0
	-----	-----		
Operating net profit*	1,191	902	32.0	32.3
Capital gains/neg. value adj. shares	11	-735		
	-----	-----		
Net profit	1,202	167		
Total operating income	17,296	16,657	3.8	11.2
- insurance operations	14,062	13,777	2.1	10.8
- banking operations	3,267	2,891	13.0	13.9
Total operating expenses	3,261	3,159	3.2	7.5
- insurance operations	1,142	1,189	-4.0	4.4
- banking operations	2,119	1,970	7.6	9.2
in EUR				
Operating net profit* per share	0.57	0.46	24.6	24.9
Net profit per share	0.57	0.08		

ING Group posted an operating net profit of EUR 1,191 million in the first quarter, an increase of 32.0% from the same period a year earlier. Profit growth

Edgar Filing: ING GROEP NV - Form 6-K

was driven by a 65.1% jump in operating net profit at ING's banking operations, boosted by higher income as well as lower risk costs. Operating profit before tax from ING's insurance business increased 28.9%, supported by good life results in the U.S. and Asia, and strong non-life earnings from the Netherlands, Canada and Australia. Due to a sizeable tax benefit in the first quarter of 2003, operating net profit from insurance increased 6.0%.

Operating net profit per share rose 24.6% to EUR 0.57 from EUR 0.46 in the first quarter of 2003. The increase in earnings per share lagged the growth in total operating net profit due to a 6.3% increase in the average number of shares outstanding as the final dividend for 2002 and the interim dividend for 2003 were fully funded with stock.

Net profit increased to EUR 1,202 million from EUR 167 million in the first quarter of 2003, when net profit included a charge of EUR 735 million to cover a negative balance in the revaluation reserve for shares. As stock markets recovered in 2003 the reserve had a positive balance at the close of each subsequent quarter, and at the end of March 2004, the reserve was EUR 1,310 million. In the first quarter of 2004, net profit included EUR 11 million from realised gains on the sale of shares.

Compared with the fourth quarter of 2003, operating net profit increased 14.4% from EUR 1,041 million and total net profit increased 16.0% from EUR 1,036 million. Profit growth was driven entirely by the banking business, which posted a 91.5% increase in operating net profit as a result of higher income and lower loan losses. Expenses at the banking businesses also declined from an exceptionally high level in the fourth quarter of 2003, when an extra charge

Page 4 of 33

was taken to accelerate the depreciation of capitalised software. Operating net profit from insurance declined 23.5%, mainly as a result of one-off items in the fourth quarter of 2003, including the release of a catastrophe provision, gains from the sale of Sviluppo and Seguros Bital, and exceptionally high gains on real estate. Excluding those items, operating net profit rose 26.8%.

Page 5 of 33

INCOME

Total operating income increased 3.8% to EUR 17,296 million, driven by a 13.0% increase in operating income from the banking activities, notably ING Direct and the financial markets activities. Higher interest income, commission and other income contributed to this growth. Operating income from insurance increased 2.1%. Strong growth in premium income from life insurance, especially in the

Edgar Filing: ING GROEP NV - Form 6-K

U.S. and Asia/Pacific was partially offset by currency fluctuations. Excluding currency effects, acquisitions and divestments, operating income from insurance increased 10.8% and total operating income climbed 11.2%.

EXPENSES

Total operating expenses rose 3.2% to EUR 3,261 million in the first quarter of 2004 and increased 7.5% organically. Strict cost control at ING's businesses in mature markets was offset by higher expenses to support the growth of ING Direct, as well as costs linked to the sale of ING's Asian cash equities business and investments to improve efficiency and reduce backlogs at the Dutch life insurance operations.

The cost/income ratio for ING's banking operations was 64.9% in the first quarter, a strong improvement compared with both the first quarter of 2003 (68.1%) and the full-year 2003 (70.1%). Expenses from insurance increased organically. However costs as a percentage of assets under management for investment products declined 2 basis points to 0.79%, mainly as a result of growth in managed funds. Expenses as a percentage of premiums for other life insurance products declined 1.15%-point to 11.55% as a result of lower costs and higher premiums. The combined ratio for ING's non-life insurance business improved strongly to 89% from 97% in the first quarter of 2003, due to lower claims while the expense ratio remained unchanged at 22%.

The total number of staff (full-time equivalents) fell by 1,435 to 112,900 at the end of March 2004 from 114,335 at the end of 2003. The decrease was due primarily to the run-off of ING's insurance business in Argentina, the sale of a unit in Indonesia, restructuring at ING BHF-Bank and the sales of the Asian cash equities business and Baring Private Equity Partners.

TAX

The effective tax rate increased to 29.6% in the first quarter of 2004 compared with 19.4% in the first three months of 2003, due to higher taxes in both the insurance and banking operations. The tax rate for insurance increased due to the impact of a sizeable deferred tax benefit in the Netherlands in the first quarter of 2003, and lower tax-free dividend income and a greater share of profits with a higher tax burden in the first quarter of 2004. The tax rate for the banking operations increased mainly due to incidentally higher taxes at ING Belgium.

OPERATING PROFIT BEFORE TAX

Total operating profit before tax rose 49.0% from EUR 1,208 million in the first three months of 2003 to EUR 1,800 million in the first quarter of 2004. Operating profit before tax from insurance rose 28.9% to EUR 789 million, while operating profit before tax from banking increased 69.6% to EUR 1,011 million.

ONE-OFF ITEMS

One-off items in the first quarter of 2004 amounted to EUR -84 million before tax (EUR -54 million after tax) in the banking operations from a book loss and costs related to the sale of the Asian cash equities business. In the first three months of 2003 there were no one-off items.

Page 6 of 33

CURRENCY FLUCTUATIONS

A small negative impact from the weakening of most currencies against the euro was more than offset by a gain of EUR 52 million after tax from the US dollar hedge. That compares with a EUR 24 million gain on the hedge in the same period last year. Including the mitigating effect from the hedge in both periods, exchange rates had a positive net impact of EUR 11 million on first-quarter

Edgar Filing: ING GROEP NV - Form 6-K

profit. ING has hedged the expected profits in US dollar and dollar-linked currencies for 2004. Based on a change in ING's view on the longer run development of the euro/dollar exchange rate, it was recently decided to unwind the hedges with respect to the 2005 results.

 TABLE 2. KEY BALANCE-SHEET FIGURES ING GROUP

In EUR x billion	31 MARCH 2004	31 December 2003	%
			change
Shareholders' equity	22.9	21.3	7.3
- insurance operations	12.8	12.0	6.7
- banking operations	17.4	16.7	4.2
- eliminations*	-7.3	-7.4	
 Total assets	 830.0	 778.8	 6.6
Operating net return on equity	21.8%	21.5%	
- insurance operations	17.2%	22.7%	
- banking operations	18.1%	11.1%	
 Total assets under management	 487.8	 462.7	 5.4

 * Own shares, subordinated loans, third-party interests, debenture loans and other eliminations.

SHAREHOLDERS' EQUITY

On 31 March 2004, shareholders' equity amounted to EUR 22.9 billion, an increase of EUR 1.6 billion, or 7.3%, compared with year-end 2003. The first-quarter net profit added EUR 1.2 billion to shareholders' equity and revaluations accounted for an increase of EUR 0.3 billion. Shareholders' equity per share increased to EUR 10.82 from EUR 10.08 at the end of 2003.

CAPITAL RATIOS

The capital coverage ratio for ING's insurance operations increased to 184% of regulatory requirements at the end of the first quarter, compared with 180% at year-end 2003. The Tier-1 ratio of the banking business stood at 7.52% on 31 March compared with 7.59% at the end of 2003. The debt/equity ratio of ING Groep NV improved to 13.3% from 14.4% at end 2003.

RETURN ON EQUITY

The operating net return on equity increased from 21.5% for the full year 2003 to 21.8% in the first quarter of 2004. The return on equity of the insurance operations was 17.2% against 22.7% for the full year 2003. That was partly due to an increase in the average shareholders' equity from EUR 11.0 billion to EUR 12.4 billion in the first quarter because of retained profits and a higher revaluation reserve shares. The return on equity of the banking operations increased to 18.1% from 11.1% in the full year 2003. The risk-adjusted return on capital (RAROC) of ING's banking operations improved significantly to 25.9% from 17.0% in full-year 2003 (pre-tax). The wholesale banking activities performed above ING's hurdles with a pre-tax RAROC of 22.3%.

ASSETS UNDER MANAGEMENT

Page 7 of 33

Assets under management increased 5.4% from EUR 462.7 billion at the end of 2003 to EUR 487.8 billion at the end of March 2004. The increase was the result of a net inflow (+EUR 9.0 billion), higher stock markets (+EUR 8.9 billion), currency

Edgar Filing: ING GROEP NV - Form 6-K

rate differences (+EUR 9.2 billion) and divestments (-EUR 2.0 billion), including the deconsolidation of Baring Private Equity Partners.

Page 8 of 33

OPERATING NET PROFIT FROM INSURANCE RISES 6.0% TO EUR 534 MILLION

- o OPERATING PROFIT BEFORE TAX FROM INSURANCE INCREASES 28.9%
- o PREMIUM INCOME RISES 12.2% ORGANICALLY, LED BY US AND ASIA
- o INTERNAL RATE OF RETURN ON NEW BUSINESS RISES TO 11.7%

Operating net profit of the insurance operations increased 6.0% to EUR 534 million in the first quarter of 2004. Strong results from both life and non-life insurance were offset in part by higher taxes. The effective tax rate increased from 14.5% in the first quarter of 2003 to 29.2% in the first quarter of 2004, mainly due to the impact of a deferred tax benefit in the Netherlands in the first quarter of 2003, lower tax-free dividend income and a higher share of profits from businesses with a higher tax burden (e.g. the US life business) in the first quarter of 2004. Operating profit before tax from insurance rose 28.9% to EUR 789 million.

TABLE 3. PREMIUM INCOME AND OPERATING PROFIT BEFORE TAX OF THE INSURANCE OPERATIONS

in EUR x million	1Q 2004	1Q 2003	%	%
			change	organic* change
PREMIUM INCOME**	11,366	10,980	3.5	12.2
Life insurance	9,234	8,789	5.1	14.2
Non-life insurance	2,132	2,191	-2.7	4.0
OPERATING PROFIT BEFORE TAX	789	612	28.9	33.7
Life insurance	562	445	26.3	29.5
Non-life insurance	227	167	35.9	43.7

* Organic = excluding currency rate differences and acquisitions/divestments

** Premium income has been adjusted to exclude Guaranteed Investment Contracts (GICs) in line with international practice

Life insurance profit before tax increased 26.3% to EUR 562 million, driven by profit growth in the US and Asia/Pacific. In the US, higher stock markets resulted in higher fee income, while credit-related investment losses on the fixed-income portfolio were negligible. Strong sales volume and continued focus on profitable sales growth also contributed to an improved performance from the US life business. In Asia/Pacific, high sales and a favourable claims experience had a positive impact on results. Results in the Netherlands were under pressure mainly because of higher expenses related to the improvement of service and clearing backlogs, though the internal rate of return on new business showed a marked improvement.

Non-life insurance profit before tax increased 35.9% to EUR 227 million, mainly as a result of a favourable claims experience. The combined ratio from ING's non-life insurance units improved to 89% compared with 97% in the first quarter of 2003. Results from Canada, the Netherlands and Australia improved strongly, particularly from motor and fire insurance.

PREMIUM INCOME

Total premiums increased 3.5% to EUR 11,366 million. Strong growth in life premiums from the US and Asia/Pacific was partially offset by the depreciation

Edgar Filing: ING GROEP NV - Form 6-K

of most currencies against the euro. Excluding the impact of currencies and acquisitions or divestments, the organic increase in total premium income was 12.2%. In the U.S., insurance premiums increased 22.9% at constant currency rates, while the fast-growing markets in Asia posted a 26.8% increase in premiums in local currencies. Life premiums in the Netherlands fell 0.7%. Starting from the first quarter of 2004, Guaranteed Investment Contracts (GICs) are no longer included in premium income and underwriting expenditure, to bring reporting into line with practice at other insurers. Figures in the corresponding periods have been adjusted accordingly. In the first quarter, EUR 1,179 million in GICs were received, compared with EUR 1,570 million in the first quarter of 2003.

Page 9 of 33

EXPENSES

Operating expenses from ING's insurance businesses declined 4.0% to EUR 1,142 million, due in part to the depreciation of many currencies against the euro. Organically, operating expenses increased 4.4%, mainly because of higher expenses to clear backlogs and improve service at the Dutch life insurance unit, as well as higher expenses resulting from increased sales in the US and higher costs to support the growth of insurance activities in developing markets.

Expenses as a percentage of assets under management for investment products declined 2 basis points compared with full-year 2003 to 0.79%. Expenses as a percentage of premiums for other life insurance products fell to 11.55% in the first quarter, compared with 12.70% for full-year 2003. The expense ratio for non-life insurance was unchanged at 22%.

CREDIT-RELATED LOSSES

Credit-related investment losses dropped to EUR 9 million, or 3 basis points of total fixed interest securities, compared with EUR 103 million, or 31 basis points, in the first quarter last year.

CURRENCY RATES AND ONE-OFF ITEMS

Exchange rate differences at the insurance business had a positive net impact of EUR 25 million before tax and EUR 17 million after tax, including the effect of the dollar hedge. There were no one-off items included in the insurance results in the first quarter of 2004 or in the corresponding quarter of 2003.

CAPITAL BASE

At the end of March 2004, the capital base of ING Verzekeringen NV was EUR 16.6 billion, or 184% of the legally required level of EUR 9.0 billion. The debt/equity ratio of ING Verzekeringen NV deteriorated slightly from 19.8% at the end of 2003 to 20.2% at the end of March 2004.

GEOGRAPHICAL BREAKDOWN INSURANCE OPERATIONS

TABLE 4. GEOGRAPHICAL BREAKDOWN OF PREMIUM INCOME AND OPERATING PROFIT BEFORE TAX FROM INSURANCE

in EUR x million	PREMIUM INCOME				OPERATING PROFIT	
	1Q 2004	1Q 2003	% change	% organic change	1Q 2004	1Q 2003
The Netherlands	2,555	2,577	-0.9	-0.9	329	336
Belgium	665	759	-12.4	-12.4	33	23
Rest of Europe	323	344	-6.1	4.3	47	40
North America	5,194	4,880	6.4	22.6	276	167

Edgar Filing: ING GROEP NV - Form 6-K

Latin America*	550	658	-16.4	-4.5	65	74
Asia	1,709	1,473	16.0	26.8	70	46
Australia	366	334	9.6	-1.6	52	26
Other	4	-45			-83**	-100**
	-----	-----			-----	-----
TOTAL	11,366	10,980	3.5	12.2	789	612

THE NETHERLANDS

Operating profit before tax from the Netherlands declined 2.1% to EUR 329 million, mainly due to an increase in operating expenses at the Dutch life insurance business due to higher

Page 10 of 33

pension costs and additional expenses to improve the quality of service and reduce backlogs. Life insurance profit before tax in the Netherlands declined 7.0% to EUR 254 million, while life premiums fell 0.7% to EUR 1,663 million, mainly due to lower sales of individual single-premium products.

However, the internal rate of return on new business improved strongly to 12.4% compared with 8.0% in 2003.

Profit before tax from the Dutch non-life business increased 19.0% to EUR 75 million. Results from Fire and Miscellaneous, which includes personal liability and surety insurance, increased strongly, mainly due to an improved claims ratio. The results from motor insurance showed moderate growth, while results from Loss of Income/Accident decreased, mainly due to the release of a redundant insurance provision in the first quarter of 2003. Non-life premiums fell 1.2% to EUR 892 million, mainly due to lower Motor and Loss of Income/Accident sales.

BELGIUM

Operating profit before tax from the Belgian insurance business increased 43.5% to EUR 33 million. Profit from life insurance was up EUR 6 million (+31.6%) to EUR 25 million. Life premiums in Belgium, including Luxembourg, fell 15.2% to EUR 562 million due to exceptionally high sales of single individual life products in the first quarter of 2003. Non-life profit before tax doubled to EUR 8 million, thanks to a continued improvement in the claims experience.

REST OF EUROPE

Operating profit before tax from the insurance units in the rest of Europe increased 17.5% to EUR 47 million, driven by higher results in Poland and Hungary. Life profit before tax increased 15.4% to EUR 45 million, while life premium income in local currencies grew 3.8% to EUR 310 million, driven mainly by strong growth in the pension business in the Czech Republic and a moderate increase in other Central European countries. Non-life profit before tax amounted to EUR 2 million in the first quarter of 2004, EUR 1 million higher than the same period last year.

UNITED STATES

The US businesses reported operating profit before tax of EUR 220 million for the first quarter of 2004, up 45.7% from the same period last year and an organic increase of 75.8%. Results were attributable to strong premium growth in annuities, retirement services and life along with lower credit losses and higher assets under management, which were supported by improved equity markets. Continued sales growth supported a 22.9% organic increase in gross premiums (excluding guaranteed investment contracts), which reached EUR 4,749 million.

Edgar Filing: ING GROEP NV - Form 6-K

Fixed and variable annuity premiums posted organic increases of 61.0% and 56.6% respectively, while retirement services and life increased 11.3% and 12.0% respectively. Returns also improved as a result of continued focus on profitable sales growth. The internal rate of return in US dollars rose to 10.4% for the first quarter compared with 9.9% for the full year 2003. Results were partially offset by higher expenses, which increased 6.0% organically, in line with production growth.

Composite margins after credit losses increased to 1.44% in the first quarter of 2004 from 1.17% in the fourth quarter of 2003, primarily as a result of rate-crediting actions, the impact of which amounted to 24 basis points. Yields on mortgage-backed securities, which represent 18% of the assets supporting composite margin products, improved 25 basis points to 5.11% in the first quarter compared with the fourth quarter of 2003.

Page 11 of 33

Starting 1 January 2004, ING adopted the US GAAP accounting standard "Statement of Position 03-1: Accounting and Reporting by Insurance Enterprises for Certain Non-Traditional Long-Duration Contracts and for Separate Accounts" for both its Dutch and US accounting. SOP 03-1 requires the establishment of benefit reserves for annuity contracts, such as guaranteed minimum death benefits, and the timing of profit recognition of universal life contracts. ING already held adequate reserves for guaranteed minimum death benefits with variable annuities, so the impact for ING mainly relates to the timing of the profit recognition in universal life contracts in the US. This accounting change resulted in an EUR 45 million after-tax reduction in shareholders' equity.

CANADA

Operating profit before tax from Canada increased to EUR 56 million in the first quarter from EUR 14 million in the year-earlier period, mainly as a result of favourable underwriting results. Lower claims and a milder winter coupled with premium growth enhanced results and delivered a record low combined ratio of 92.3% versus 106.7% reported for same period in 2003.

LATIN AMERICA

The operating profit before tax from insurance in Latin America declined 12.2% to EUR 65 million, as a result of the decline of many currencies against the euro and the sale of the Seguros Bital joint venture in 2003. Organically, operating profit before tax increased 4.8%. Favourable claims experience in Mexico's motor business was softened by lower premiums.

ASIA

Operating profit before tax from Asia increased 52.2% to EUR 70 million in the first quarter, boosted mainly by the life insurance businesses in South Korea and Japan. In local currencies, profit increased 70.7%. Across Asia, profits were driven by higher premium volumes, favourable claims experience and continued emphasis on controlling costs. Premium income rose 16.0% (26.8% in local currencies) fuelled by South Korea and Japan, where premiums increased 50.8% and 32.5% respectively in local currency terms. Operating expenses declined 11.3% (2.4% in local currencies). Profit in Taiwan declined as ING doubled the reserve strengthening for the low interest rate environment to EUR 25 million in the first quarter. The increase is due to the continuing volatility of interest rates in the low interest rate environment. Taiwan increased its focus on selling investment-linked products, which amounted to 47% of new business premium income. In the developing markets businesses of China, India and Thailand, premium income increased by 64%, 405% and 54% respectively in local currencies. The value of new business climbed 14.5% to EUR 70 million compared with one-quarter of the full-year production in 2003.

Edgar Filing: ING GROEP NV - Form 6-K

AUSTRALIA

Operating profit before tax from Australia doubled in the first quarter to EUR 52 million. ING's non-life insurance joint venture with QBE continued to benefit from favourable premium rates, while claims experience was positively impacted by the absence of major bush-fires and storms, which affected results in the first quarter of 2003. The Australian life and fund management joint venture with ANZ showed strong profit growth due to improved capital investment earnings and continued expense control, which offset the effects of a net funds outflow.

VALUE OF NEW BUSINESS OF ING'S LIFE INSURANCE OPERATIONS

Page 12 of 33

The value of new life business written in the first quarter of 2004 was EUR 157 million, which is 43% higher than one-fourth of the total 2003 new business value, or EUR 110 million. The increase is primarily due to higher sales and a more profitable product mix. The US and Asia in particular showed significant increases in sales, which positively impacted new business value. The Netherlands increased more than six-fold to EUR 17.4 million, due to adjusted pricing. Latin America showed a large increase due to the inclusion of the pension business for the first time.

The internal rate of return for the new business written in the first three months of 2004 is 11.7%. This compares to an overall return of 10.9% for 2003. The reported internal rates of return are consistent with the 7.5% discount rate in the Netherlands. The after-tax acquisition expense overrun deducted from the value of new business for the first three months of 2004 is EUR 15.8 million compared with EUR 19.5 million for one-quarter of the 2003 overrun.

Page 13 of 33

BANKING PROFITS RISE 65.1% TO ALL-TIME HIGH OF EUR 657 MILLION

- o OPERATING INCOME FROM BANKING RISES 13.0%, LED BY ING DIRECT AND FINANCIAL MARKETS
- o LOAN LOSS PROVISIONING DROPS TO EUR 137 MILLION FROM EUR 325 MILLION
- o RAROC RISES TO 25.9% AND WHOLESALE BANKING PASSES HURDLE WITH RAROC OF 22.3%

Operating net profit of the banking operations rose 65.1% to an all-time high of EUR 657 million in the first quarter, supported by strong growth in income, a sharp reduction in risk costs, and good cost control.

TABLE 5. OPERATING PROFIT BEFORE TAX OF THE BANKING OPERATIONS

in EUR x million	1Q 2004	1Q 2003	% change
Interest result	2,163	1,969	9.9
Income from securities and participating interests	42	0	n.a.
Commission	710	597	18.9

Edgar Filing: ING GROEP NV - Form 6-K

Results from financial transactions	232	234	-0.9
Other results	120	91	31.9
	-----	-----	
TOTAL INCOME	3,267	2,891	13.0
Personnel expenses	1,189	1,153	3.1
Other expenses	930	817	13.8
	-----	-----	
TOTAL OPERATING EXPENSES	2,119	1,970	7.6
GROSS RESULT	1,148	921	24.6
Additions to the provision for loan losses	137	325	-57.8
	-----	-----	
OPERATING PROFIT BEFORE TAX	1,011	596	69.6
COST/INCOME RATIO	64.9%	68.1%	

Operating profit before tax from the banking operations rose 69.6% to EUR 1,011 million. Additions to provisions for loan losses declined sharply from EUR 325 million in the first quarter of 2003 to EUR 137 million in the same quarter this year. The gross result increased 24.6%. Total income rose 13.0% to EUR 3,267 million, with almost all income lines contributing to the increase. The interest result rose 9.9% as a result of higher volumes, notably at ING Direct, and a slightly higher interest margin in the Netherlands. Commission and other results rose 18.9% and 31.9% respectively. Income from securities and participating interests increased despite a loss of EUR 42 million booked on the sale of the Asian cash equities business. Results from financial transactions were negatively impacted by a EUR 48 million loss taken by Postbank in the first quarter to compensate customers for a disappointing return on investments related to the unit-linked mortgage 'MeerWaardehypotheek'. Total operating expenses rose 7.6%, mainly due to the expansion of ING Direct and EUR 42 million in costs from the sale of the Asian equities unit.

Almost all banking units reported higher results. Operating profit before tax from ING Direct rose from EUR 7 million in the first quarter of 2003 to EUR 77 million in the first three months of 2004. ING BHF-Bank in Germany returned to profit after a number of loss-making quarters. ING Belgium and ING Bank Netherlands reported substantially higher earnings and the international wholesale banking units posted a solid increase, supported by strong financial markets results.

FIRST QUARTER 2004 VERSUS FOURTH QUARTER 2003

Page 14 of 33

Compared with the fourth quarter of 2003, operating net profit from banking increased 91.5% from EUR 343 million to EUR 657 million. Operating profit before tax nearly doubled from EUR 522 million in the fourth quarter to EUR 1,011 million in the first three months of 2004. Almost all business units contributed to the increase. Total income increased by EUR 283 million on the back of a strong recovery of the results from financial transactions. The interest result rose by EUR 107 million. Total operating expenses decreased by EUR 73 million despite the EUR 42 million one-off expenses related to the sale of the Asian cash equities business. It should be mentioned that operating expenses in the fourth quarter of 2003 were high due in part to the accelerated depreciation of capitalised software. The addition to the provision for loan losses fell from EUR 270 million in the fourth quarter of 2003 to EUR 137 million in the first quarter.

Edgar Filing: ING GROEP NV - Form 6-K

INTEREST RESULT

The interest result increased substantially by EUR 194 million, or 9.9%, to EUR 2,163 million, due to a higher average balance sheet total, notably caused by the continued strong growth of ING Direct. In the Netherlands, the interest margin improved by 1 basis point to 2.03%, mainly due to higher product margins. The total interest margin decreased by 7 basis points to 1.56%. This is fully attributable to the increased share of the balance sheet total from outside the Netherlands, where interest margins are lower (mainly triggered by ING Direct, which has an interest margin of approximately 1%). Compared with the fourth quarter of 2003 the total interest margin improved by 4 basis points.

Bank lending was up EUR 8.8 billion, or 3.0%, at the end of March compared with year-end 2003. At constant exchange rates the increase was 2.3%. Corporate lending rose by EUR 3.5 billion, while personal lending increased by EUR 5.4 billion. The growth in personal lending was almost entirely from growth in residential mortgages (+EUR 5.1 billion, of which EUR 2.9 billion was from ING Direct).

Funds entrusted to and debt securities of the banking operations rose by EUR 24.0 billion, or 6.4%, to EUR 401.8 billion at the end of March 2004, caused to a large extent by the continued strong growth of ING Direct.

INCOME FROM SECURITIES AND PARTICIPATING INTERESTS

Total income from securities and participating interests increased from nil in the first quarter 2003 to EUR 42 million in the same quarter of 2004, despite a one-off loss of EUR 42 million caused by the discount to net asset value on the sale of the Asian cash equities business to Macquarie Bank.

TABLE 6. COMMISSION

In EUR x million	1Q 2004	1Q 2003	% change
Funds transfer	149	148	0.7
Securities business	219	149	47.0
Insurance broking	42	37	13.5
Management fees	185	146	26.7
Brokerage and advisory fees	27	43	-37.2
Other	88	74	18.9
	--	--	
TOTAL	710	597	18.9

COMMISSION

Page 15 of 33

Total commission income increased 18.9% to EUR 710 million. Commission from securities rose 47.0% due to higher activity on the stock markets. Management fees were 26.7% higher, while the brokerage and advisory fees dropped by 37.2%. The increase in commission from insurance broking of 13.5% occurred entirely in the Netherlands. The 18.9% increase in 'other' commission can be mainly attributed to the international wholesale banking units.

TABLE 7. RESULTS FROM FINANCIAL TRANSACTIONS

in EUR x million	1Q 2004	1Q 2003	% change
Result from securities trading portfolio	149	147	1.4
Result from currency trading portfolio	111	-6	n.a.
Other results from financial transactions	-28	93	n.a.
	---	---	
TOTAL	232	234	-0.9

RESULTS FROM FINANCIAL TRANSACTIONS

Results from financial transactions decreased by EUR 2 million (-0.9%). The international wholesale banking units and ING BHF-Bank reported higher results from financial transactions, and ING Belgium matched the high level it reported in the first quarter of 2003. That was offset by the EUR 48 million loss taken by Postbank, which is classified under Other results from financial transactions. Compared with the low results in the fourth quarter of 2003 (EUR 15 million), results from financial transactions improved by EUR 217 million.

OTHER RESULTS

Other results rose 31.9% to EUR 120 million, due in part to higher results from real estate.

TOTAL OPERATING EXPENSES

Total operating expenses increased 7.6% to EUR 2,119 million, due in large part to one-off expenses related to the sale of the Asian cash equities business (EUR 42 million) and continued growth of ING Direct (+EUR 89 million at constant exchange rates). Excluding those factors, currency effects, and the impact of acquisitions and divestments, operating expenses increased by a modest 2.7%. On a comparable basis (i.e. excluding currency effects, acquisitions/divestments, the one-off expenses from the Asian equities sale and ING Direct) personnel expenses increased by 2.3%, largely due to higher bonus accruals. The impact of the collective labour agreement and higher pension costs were more-or-less offset by a reduction of the average headcount by about 2,700, excluding an increase at ING Direct. On the same basis, other operating expenses were 3.3% higher.

COST/INCOME RATIO

The cost/income ratio (operating expenses as a percentage of total income) improved to 64.9% in the first quarter, compared with 68.1% in the first quarter of 2003 and 70.1% for full-year 2003.

ADDITIONS TO THE PROVISION FOR LOAN LOSSES

Total additions to the provision for loan losses amounted to EUR 137 million in the first quarter of 2004, down 57.8% from EUR 325 million in the first quarter of 2003. The addition in the first quarter of 2004 equalled an annualised 22 basis points of average credit risk-weighted assets, which is lower than the statistically expected losses used in the RAROC calculations (approximately 35

Edgar Filing: ING GROEP NV - Form 6-K

basis points). In the full year 2003, the addition to loan loss provisions was 46 basis points of average credit risk-weighted assets.

RISK-ADJUSTED RETURN ON CAPITAL

The Risk-Adjusted Return on Capital (RAROC) is calculated as the economic return divided by economic capital. The economic returns of RAROC are based on the principles of valuation and calculation of results applied in the annual accounts. The credit-risk provisioning is

Page 17 of 33

replaced by statistically expected losses reflecting average credit losses over the entire economic cycle. From 2004, ING Direct is included in the RAROC calculations and the 2003 figures have been restated.

TABLE 8. RAROC BANKING OPERATIONS

	RAROC (PRE-TAX) (in %)			ECONOMIC CAPITAL (in EUR x billion)	
	1Q 2004	FY 2003	1Q 2003	1Q 2004	FY 2003
MC Netherlands	41.2	41.7	38.2	4.6	4.5
MC South West Europe	40.8	20.8	29.8	3.1	3.2
MC Germany	9.4	-3.6	-0.7	1.3	1.4
MC Central Europe	18.6	10.8	12.9	0.7	0.7
MC UK/Americas/Asia	18.3	5.1	3.1	1.7	1.9
ING Direct	19.1	12.5	4.8	2.1	1.7
Asset Management	36.4	44.0	21.5	0.8	0.4
Other	-73.4	-79.9	-116.1	0.7	0.7
TOTAL BANKING OPERATIONS	25.9	17.0	17.5	15.0	14.5
Wholesale	22.3	12.5	16.4	10.1	10.0
Retail	33.3	27.0	20.5	4.9	4.5

The total pre-tax RAROC of ING's banking operations was 25.9%, a strong improvement from both the first quarter of 2003 (17.5%) and the full year 2003 (17.0%). The improvement was due entirely to higher economic returns. MC South West Europe (mainly retail banking), MC Americas and ING Direct reported significantly higher RAROCs. The RAROC of the wholesale activities improved by 5.9%-points to 22.3%, while the strong RAROC of the retail banking activities increased from 20.5% to 33.3%.

CAPITAL ADEQUACY

At the end of March 2004, the Tier-1 ratio of ING Bank NV was 7.52%, a slight decrease of 7 basis points from year-end 2003 (7.59%). The solvency ratio (BIS ratio) fell from 11.34% to 11.23%. The modest deterioration of the ratios was entirely caused by higher risk-weighted assets. Compared with year-end 2003, total risk-weighted assets rose by EUR 10.9 billion, or 4.3%, to EUR 262.2 billion. Almost half of the increase was due to growth of ING Direct.

GEOGRAPHICAL BREAKDOWN BANKING

TABLE 9. GEOGRAPHICAL BREAKDOWN OF OPERATING INCOME AND OPERATING PROFIT BEFORE TAX FROM BANKING

in EUR x million	OPERATING INCOME			OPERATING PROFIT BEFORE TAX	
	1Q 2004	1Q 2003	% change	1Q 2004	1Q 2003

Edgar Filing: ING GROEP NV - Form 6-K

The Netherlands	1,355	1,288	5.2	455	357
Belgium	649	588	10.4	286	189
Rest of Europe	850	671	26.7	147	-28
North America	252	163	54.6	109	19
Latin America*	39	49	-20.4	26	30
Asia	82	103	-20.4	-35	21
Australia	40	29	37.9	23	12
Other	0	0		0	-4
	-----	-----		-----	-----
TOTAL	3,267	2,891	13.0	1,011	596

In the Netherlands, operating profit before tax rose 27.5% to EUR 455 million. Total income increased 5.2% despite the EUR 48 million loss taken by Postbank for the unit-linked

Page 18 of 33

mortgage. Operating expenses were 4.7% higher, while risk costs declined significantly, supported by the release of some debtor provisions.

In Belgium operating profit before tax jumped 51.3% to EUR 286 million. Compared with the already high level in the first quarter of 2003, total income rose 10.4% supported by higher revenue from both retail and wholesale banking. Operating expenses declined 3.0%, while risk costs fell to one-third of the level reported in the year-earlier period.

The operational result before tax in the Rest of Europe improved very strongly from a loss of EUR 28 million in the first quarter 2003 to a pre-tax profit of EUR 147 million. Almost all banking units in the region contributed to the improvement. Especially the results of ING Direct, ING BHF-Bank, ING Bank Slaski and the activities of MC South West Europe in the region were significantly better. ING BHF-Bank posted a pre-tax profit after a number of loss-making quarters.

In North America operating profit before tax increased from EUR 19 million to EUR 109 million, mainly caused by higher income. Both the wholesale banking activities and ING Direct contributed to the increase.

In Latin America, operating profit before tax fell 13.3% to EUR 26 million. Lower income and higher expenses were only partly compensated by lower risk costs.

The Asian banking operations posted a loss before tax of EUR 35 million compared with a profit of EUR 21 million in the same period a year earlier. The decrease was caused entirely by the loss on the sale of the Asian cash equities business. Of the total pre-tax loss of EUR 84 million, EUR 74 million was accounted for in Asia and the rest was booked in Rest of Europe and North America.

Australia's operating profit before tax almost doubled to EUR 23 million mainly due to ING Direct.

Edgar Filing: ING GROEP NV - Form 6-K

TABLE 10. ING DIRECT

	NUMBER OF CLIENTS (X 1,000)			FUNDS ENTRUSTED (in EUR x billion)		
	31 MARCH	End	%	31 MARCH	End	cha
	2004	2003	change	2004	2003	
Canada	959	905	6.0	7.6	7.0	
Spain	799	753	6.1	8.4	7.9	
Australia	777	719	8.1	7.2	6.9	
France	354	339	4.4	7.9	7.6	
USA	1,649	1,399	17.9	15.9	12.8	2
Italy	433	379	14.2	9.3	7.6	2
UK	471	305	54.4	17.9	11.5	5
Germany	3,978	3,735	6.5	41.8	38.1	
	-----	-----		-----	-----	
Total	9,420	8,534	10.4	116.0	99.4	1

ING DIRECT

ING Direct continued its excellent performance resulting in an operating profit before tax of EUR 77 million, up from EUR 7 million in the first quarter of 2003 and EUR 58 million in the fourth quarter of 2003. The continued strong growth in funds entrusted and number of customers combined with the steep yield curve were the main drivers of this growth. Canada, the US, Spain, Australia and Germany all contributed to the profit, and France broke even for the first time.

Page 19 of 33

ASSET MANAGEMENT OPERATING PROFIT BEFORE TAX RISES 26%

The functional operating profit before tax from asset management activities increased 26.0% to EUR 116 million. This figure is derived by breaking out the asset management profit contribution from the insurance and banking results. The increase was largely due to higher results from the asset management activities in Europe, notably ING Belgium, and the U.S. In the first quarter of 2004, asset management activities accounted for 6.0% of ING's operating profit before tax.

REAL ESTATE

Despite weaker real estate markets, ING Real Estate generated a satisfactory 7% profit growth and profit from the insurance-owned real estate portfolios managed by ING Real Estate increased 11%. In the US, ING Real Estate successfully closed a new fund by raising over USD 1.5 billion in a common share offering. This represents the largest-ever real estate close-end fund. On 5 March, ING Real Estate announced it would make a public offer for all shares in Rodamco Asia NV. The bid was launched on 5 April, and on 6 May ING Real Estate said it would honour the bid after 85.7% of all shares were tendered.

ING INVESTMENT MANAGEMENT

The performance of funds managed by ING Investment Management continued to be satisfactory and improved on all time horizons. On a 5-year basis, 65% of global fund assets were performing above their benchmark. Rating agencies have assigned the highest rating (5 stars) to 18 mutual funds and another 46 funds managed by ING have a 4-star rating. Together, these funds represent a total of EUR 14.7 billion, underlining ING's strong position in the mutual-fund market.

ASSETS UNDER MANAGEMENT

Assets under management increased from EUR 462.7 billion at the end of 2003 to EUR 487.8 billion at the end of March 2004 (+EUR 25.1 billion or +5.4%). Net

Edgar Filing: ING GROEP NV - Form 6-K

inflow of EUR 9.0 billion, the effect of higher stock markets (+EUR 8.9 billion) and positive currency rate differences (+EUR 9.2 billion) contributed to this increase. Divestments had a negative impact of EUR 2.0 billion, mainly due to the deconsolidation of Baring Private Equity Partners. All three regional units of ING Investment Management as well as ING Real Estate contributed to the EUR 9.0 billion net inflow.

TABLE 11. ASSETS UNDER MANAGEMENT BY CLIENT CATEGORY
in EUR x billion

	31 MARCH 2004	31 December 2003	% change
Private clients	201.7	187.9	7.3
Institutional clients	131.1	125.6	4.4
	-----	-----	
Third parties	332.8	313.5	6.2
Internal clients	155.0	149.2	3.9
	-----	-----	
Total	487.8	462.7	5.4
Share of third parties	68.2%	67.8%	

The accounting principles applied in this document correspond with those applied in ING Group's Annual Accounts 2003 and the change in US GAAP accounting noted on page 7. All figures in this document are unaudited.

Certain of the statements contained in this release are statements of future expectations and other forward-looking statements. These expectations are based on management's current views and assumptions and involve known and unknown risks and uncertainties. Actual results, performance or events may differ materially from those in such statements due to, among other things, (i) general economic conditions, in particular economic

Page 20 of 33

conditions in ING's core markets, (ii) performance of financial markets, including emerging markets, (iii) the frequency and severity of insured loss events, (iv) mortality and morbidity levels and trends, (v) persistency levels, (vi) interest rate levels, (vii) currency exchange rates, (viii) general competitive factors, (ix) changes in laws and regulations, and (x) changes in the policies of governments and/or regulatory authorities. ING assumes no obligation to update any forward-looking information contained in this document.

Page 21 of 33

Edgar Filing: ING GROEP NV - Form 6-K

APPENDICES

1. Key figures
2. Consolidated profit and loss account
3. Consolidated balance sheet and changes in shareholders' equity
4. Condensed consolidated statement of cash flows
5. Additional information: quarterly results, results by Executive Centre, geographical breakdown, realised capital gains on real estate, bank lending and assets under management
6. Additional information on value of new business at the insurance operations
7. Consolidated balance sheet ING Verzekeringen N.V.
8. Consolidated balance sheet ING Bank N.V.
9. Information for shareholders

Page 22 of 33

APPENDIX 1.

1. KEY FIGURES

	1Q 2004	1Q 2003	2003	2002
BALANCE SHEET (EUR x billion)				
Total assets	830	733	779	716
Shareholders' equity	23	18	21	18
ASSETS UNDER MANAGEMENT (EUR x billion)				
	488	433	463	449
MARKET CAPITALISATION (EUR x billion)				
	38	21	39	32
OPERATING INCOME (EUR x million)				
Insurance operations	14,062	13,777	53,233	59,449
Banking operations	3,267	2,891	11,680	11,201
OPERATING EXPENSES (EUR x million)				
Insurance operations	1,142	1,189	4,897	5,203
Banking operations	2,119	1,970	8,184	8,298
ADDITIONS TO THE PROVISION FOR LOAN/INVESTMENT LOSSES (EUR x million)				
	146	428	1,288	2,099
PROFIT (EUR x million)				
Insurance operations	789	612	3,486	3,170
Banking operations	1,011	596	2,371	1,468
Operating profit before tax	1,800	1,208	5,857	4,638

Edgar Filing: ING GROEP NV - Form 6-K

Operating net profit	1,191	902	4,053	3,433
Capital gains/neg. value adjustment shares	11	-735	-10	820
Non-operating net profit			-----	247
Net profit	1,202	167	4,043	4,500
Distributable net profit	1,202	167	4,043	4,253
FIGURES PER ORDINARY SHARE OF EUR 0.24 NOMINAL VALUE				
Operating net profit	0.57	0.46	2.00	1.77
Net profit	0.57	0.08	2.00	2.32
Distributable net profit	0.57	0.08	2.00	2.20
Dividend			0.97	0.97
Shareholders' equity	10.82	8.79	10.08	9.14
RATIOS (in %)				
ING Group				
Operating return on equity (ROE)	21.8	20.4	21.5	17.4
Operating net profit growth	32	-3	18	-3
Dividend pay-out ratio			48.5	44.1
Insurance operations				
Combined ratio	89	97	98	102
Capital coverage ratio	184	158	180	169
Banking operations				
BIS ratio ING Bank	11.23	10.78	11.34	10.98
Tier-1 ratio ING Bank	7.52	7.27	7.59	7.31
Cost/income ratio	64.9	68.1	70.1	74.1
EMPLOYEES (average number)	113,100	115,600	115,200	113,060

Page 23 of 33

APPENDIX 2.

2. CONSOLIDATED PROFIT AND LOSS ACCOUNT

in EUR x million	INSURANCE OPERATIONS		BANKING OPERATIONS		TOTAL
	1Q 2004	1Q 2003	1Q 2004	1Q 2003	1Q 2004
Premium income	11,366	10,980			11,366
Income from investments of the insurance operations	2,249	2,273			2,198
Interest result banking operations			2,163	1,969	2,181
Commission	301	326	710	597	1,011
Other income	146	198	394	325	540
	---	---	---	---	---
TOTAL OPERATING INCOME	14,062	13,777	3,267	2,891	17,296
Underwriting expenditure	11,837	11,600			11,837
Other interest expenses	285	273			252
Operating expenses	1,142	1,189	2,119	1,970	3,261
Additions to the provision for					

Edgar Filing: ING GROEP NV - Form 6-K

loan losses/investment losses	9	103	137	325	146
	-	---	---	---	---
TOTAL OPERATING EXPENDITURE	13,273	13,165	2,256	2,295	15,496
OPERATING PROFIT BEFORE TAX	789	612	1,011	596	1,800
Taxation	230	89	302	145	532
Third-party interests	25	19	52	53	77
	--	--	--	--	--
OPERATING NET PROFIT	534	504	657	398	1,191
OPERATING NET PROFIT	534	504	657	398	1,191
Capital gains/negative. value adjustment shares	11	-613		-122	11
	--	----		----	--
NET PROFIT	545	-109	657	276	1,202

Page 24 of 33

APPENDIX 3.

3.1 CONSOLIDATED BALANCE SHEET ING GROEP N.V.

in EUR x million	31 MARCH 2004	31 December 2003	% change
ASSETS			
Tangible fixed assets	1,286	1,311	-1.9
Participating interests	3,768	3,167	19.0
Investments	368,301	335,003	9.9
Lending	301,367	292,556	3.0
Banks	63,747	61,060	4.4
Cash	8,708	11,738	-25.8
Other assets	61,246	53,473	14.5
Accrued assets	21,542	20,463	5.3
	-----	-----	
TOTAL	829,965	778,771	6.6
EQUITY AND LIABILITIES			
Shareholders' equity	22,883	21,331	7.3
Preference shares of Group companies	1,839	1,783	3.1
Third-party interests	1,607	1,730	-7.1
	-----	-----	
Group equity	26,329	24,844	6.0
Subordinated loan	3,312	3,252	1.8
	-----	-----	
Group capital base	29,641	28,096	5.5

Edgar Filing: ING GROEP NV - Form 6-K

General provisions	2,900	2,740	5.8
Insurance provisions	208,101	198,035	5.1
Funds entrusted to and debt securities of the banking operations	401,761	377,824	6.3
Banks	114,648	102,115	12.3
Other liabilities	65,812	61,123	7.6
Accrued liabilities	7,102	8,838	-19.6
	-----	-----	
 TOTAL	 829,965	 778,771	 6.6

3.2 CHANGES IN SHAREHOLDERS' EQUITY

In EUR million

SHAREHOLDERS' EQUITY AS PER 31 DECEMBER 2003 / 2002	21,331	18,254
Net profit	1,202	4,043
Revaluations (after tax)	330	335
Realised capital gains transferred to P&L account		10
Write-off of goodwill	-9	-145
Exchange rate differences	118	-1,196
Issue of shares		925
Changes in ING Groep N.V. shares held by Group companies	4	50
Dividend paid		-943
Other	-93	-2
	-----	-----
 SHAREHOLDERS' EQUITY AS PER 31 MARCH 2004 / 31 DECEMBER 2003	 22,883	 21,331

Page 25 of 33

APPENDIX 4.

4.1 CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	1Q	1Q*
in EUR x million	2004	2003
	-----	-----
Net cash flow from operating activities	23,237	20,658
Investments and advances:		
- participating interests	-271	-208
- investments in shares and property	-1,747	-1,365
- investments in fixed-interest securities	-90,076	-87,357
- other investments	-99	-89
Disposals and redemptions:		
- participating interests	199	

Edgar Filing: ING GROEP NV - Form 6-K

- investments in shares and property	1,636	1,373
- investments in fixed-interest securities	65,256	69,988
- other investments	9	17
Net investment for risk of policyholders	-2,300	-960
	-----	-----
Net cash flow from investing activities	-27,393	-18,601
Subordinated loans of Group companies	600	-171
Bonds, loans taken up and deposits by reinsurers	55	-87
Private placements of ordinary shares	8	11
Changes in shares ING Groep N.V.	0	-16
	-	---
Net cash flow from financing activities	663	-263
Net cash flow	-3,493	1,794
Cash at beginning of year	7,338	7,830
Exchange rate differences	278	-185
	---	---
CASH AT END OF PERIOD	4,123	9,439

 In this summary, cash comprises the following items:

Short-dated government paper	8,531	6,389
Banks, available on demand	-13,116	-6,487
Cash and bank balances and call money of the insurance operations	8,708	9,537
CASH AT END OF PERIOD	4,123	9,439

* Restated

Page 26 of 33

APPENDIX 5. ADDITIONAL INFORMATION

5.1 QUARTERLY RESULTS

in EUR x million	1Q 2004	4Q 2003	3Q 2003	2Q 2003	1Q 2003
Life	562	762	569	702	445
Non-life	227	248	211	382	167
	---	---	---	---	---
Total insurance operations	789	1,010	780	1,084	612
Total banking operations	1,011	522	639	614	596
	-----	---	---	---	---
OPERATING PROFIT BEFORE TAX	1,800	1,532	1,419	1,698	1,208
OPERATING NET PROFIT	1,191	1,041	944	1,166	902
of which:					
Insurance operations	534	698	545	761	504
Banking operations	657	343	399	405	398
OPERATING NET PROFIT PER ORDINARY SHARE	0.57	0.50	0.46	0.58	0.46

Edgar Filing: ING GROEP NV - Form 6-K

5.2 RESULTS BEFORE TAX BY EXECUTIVE CENTRE				
in EUR x million	1Q 2004	1Q 2003	%	% organic*
			change	change
ING Group	1,800	1,208	49.0	50.2
- EC Europe	1,465	1,044	40.3	41.3
- EC Americas	343	232	47.8	70.6
- EC Asia/Pacific	124	74	67.6	74.6
- Other	-132	-142	n.a.	

* Organic = excluding currency rate differences and acquisitions/divestments

5.3 GEOGRAPHICAL BREAKDOWN OF GROUP OPERATING INCOME AND OPERATING PROFIT BEFORE TAX						
in EUR x million	OPERATING INCOME*			OPERATING PROFIT BEFORE TAX		
	1Q 2004	1Q 2003	%	1Q 2004	1Q 2003	%
			change			change
The Netherlands	4,848	4,769	1.7	784	693	13.1
Belgium	1,411	1,431	-1.4	319	212	50.5
Rest of Europe	1,266	1,116	13.4	194	12	n.a.
North America	6,536	6,363	2.7	385	186	107.0
Latin America**	700	833	-16.0	91	104	-12.5
Asia	1,924	1,709	12.6	35	67	-47.8
Australia	503	398	26.4	75	38	97.4
Other	278	268	3.7	-83	-104	n.a.
	---	---		---	---	
	17,466	16,887	3.4	1,800	1,208	49.0
Income between areas	-170	-230	n.a.			
	---	---				
TOTAL	17,296	16,657	3.8	1,800	1,208	49.0

* After eliminations.

** Latin America = South America, including Mexico.

Page 27 of 33

5.4 SPECIFICATION OF REALISED CAPITAL GAINS ON REAL ESTATE				
in EUR x million	1Q 2004	1Q 2003	%	
			change	
Life insurance	61	51	19.6	
Non-life insurance	3	3		
	-	-		
Total before taxation	64	54	18.5	
Taxation/third parties	27	20	35.0	
	---	---		
NET	37	34	8.8	

5.5 BANK LENDING

Edgar Filing: ING GROEP NV - Form 6-K

in EUR x billion	31 MARCH 2004	31 December 2003	% change
- Public authorities	16.0	14.9	7.4
- Other corporate	163.1	160.7	1.5
	-----	-----	
Total corporate	179.1	175.6	2.0
- Mortgages	109.3	104.2	4.9
- Other personal	17.7	17.4	1.7
	-----	-----	
Total personal	127.0	121.6	4.4
Provisions for bank lending	-4.7	-4.6	
TOTAL BANK LENDING	301.4	292.6	3.0

5.6 ASSETS UNDER MANAGEMENT BY ASSET CLASS

[TWO PIE CHARTS]

31 March 2004

Equity	Fixed income	Real Estate	Cash
34%	53%	6%	7%

31 December 2003

Equity	Fixed income	Real Estate	Cash
35%	51%	6%	8%

5.7 ASSETS UNDER MANAGEMENT BY EXECUTIVE CENTRE

in EUR x billion	31 MARCH 2004	31 December 2003	% change
EC Europe	262.5	252.6	3.9
EC Americas	174.7	167.0	4.6
EC Asia/Pacific	50.6	43.1	17.4
	-----	-----	
Total	487.8	462.7	5.4

Page 28 of 33

APPENDIX 6.

6.1 NEW BUSINESS PRODUCTION AND VALUE BY REGION

The value of new life business written in the first quarter of 2004 was EUR 157 million. This compares to EUR 110 million for one quarter of the 2003 new business value (the 2003 premiums and new business values are one quarter of the full year's values). The increase is primarily due to higher sales, a more profitable product mix, and higher pricing.

In the first quarter of 2004 ING invested EUR 462 million to write new life insurance business. The overall rate of return expected on this investment is 11.7%. This compares to an overall return of 10.9% for 2003. The expected internal rate of return in developing markets is 14.0%.

Edgar Filing: ING GROEP NV - Form 6-K

The value of new business for the first quarter of 2004 is calculated using assumptions that are consistent with those used in the year-end 2003 calculations. The IRRs in the tables below have been adjusted to be consistent with the 7.5% discount rate in the Netherlands.

6.2 BUSINESS PRODUCTION AND VALUE BY REGION								
In EUR million	NEW PRODUCTION 1Q 2004			Value of New Business	IRR In %	1/4 NEW PRODUCTION 2003		Bu
	Annual premium	Single Premium				Annual Premium	Single Premium	
Netherlands	36.2	280.2		17.4	12.4	40.1	304.9	
Belgium	6.5	277.1		13.5	34.9	7.2	318.4	
Rest of Europe	47.9	161.8		12.3	13.4	37.8	155.2	
Americas	484.6	4,559.9		42.1	9.7	408.1	3,655.5	
Asia	280.2	417.4		70.0	14.5	237.5	246.9	
Australia	19.2	188.4		2.0	9.6	8.8	150.3	
Total	874.6	5,884.8		157.3	11.7	739.5	4,831.2	

6.3 NEW BUSINESS PRODUCTION AND VALUE IN DEVELOPING MARKETS* BY REGION								
In EUR million	NEW PRODUCTION 1Q 2004			Value of New Business	IRR In %	1/4 NEW PRODUCTION 2003		Bu
	Annual premium	Single Premium				Annual Premium	Single Premium	
Europe	35.0	3.1		5.1	11.0	26.8	13.2	
Americas	45.6	29.4		4.3	11.3	12.4	19.3	
Asia	178.4	83.7		47.0	14.6	170.2	35.6	
Total	259.0	116.2		56.4	14.0	209.4	68.1	

Page 29 of 33

APPENDIX 7.

7.1 CONSOLIDATED BALANCE SHEET ING VERZEKERINGEN N.V.			
in EUR x million	31 MARCH 2004	31 December 2003	% change
ASSETS			
Tangible fixed assets	320	315	1.6
Participating interests	2,743	2,587	6.0
Investments	226,312	215,231	5.1

Edgar Filing: ING GROEP NV - Form 6-K

Cash	1,493	1,848	-19.2
Other assets	8,534	7,935	7.5
Accrued assets	13,693	12,668	8.1
	-----	-----	
TOTAL	253,095	240,584	5.2
EQUITY AND LIABILITIES			
Shareholders' equity	12,810	12,011	6.7
Third-party interests	1,119	1,187	-5.7
Subordinated loans	2,659	2,647	0.5
	-----	-----	
Group equity	16,588	15,845	4.7
General provisions	1,825	1,665	9.6
Insurance provisions	208,101	198,035	5.1
Other liabilities	25,398	23,973	5.9
Accrued liabilities	1,183	1,066	11.0
	-----	-----	
TOTAL	253,095	240,584	5.2

Page 30 of 33

APPENDIX 8.

8.1 CONSOLIDATED BALANCE SHEET ING BANK N.V.*

in EUR x million	31 MARCH 2004	31 December 2003	% change
ASSETS			
Cash	7,482	10,135	-26.2
Short-dated government paper	8,531	6,521	30.8
Banks	63,747	61,060	4.4
Loans and advances	302,732	293,987	3.0
Interest-bearing securities	165,998	140,032	18.5
Shares	9,973	8,882	12.3
Other participating interests	1,991	1,613	23.4
Property and equipment	5,794	5,720	1.3
Other assets	4,625	4,581	1.0
Accrued assets	9,432	9,063	4.1
	-----	-----	
TOTAL	580,305	541,594	7.1
EQUITY AND LIABILITIES			
Banks	114,649	102,115	12.3
Funds entrusted	332,789	307,793	8.1
Debt securities	71,408	72,372	-1.3
Other liabilities	19,977	17,400	14.8

Edgar Filing: ING GROEP NV - Form 6-K

Accrued liabilities	7,110	8,815	-19.3
General provisions	1,405	1,412	-0.5
	-----	-----	
	547,338	509,907	7.3
Fund for general banking risks	1,304	1,281	1.8
Subordinated liabilities	15,189	14,516	4.6
Shareholders' equity	15,497	14,868	4.2
Third-party interests	499	553	-9.8
Capital and reserves of Stichting Regio Bank	478	469	1.9
	---	---	
Group equity	16,474	15,890	3.7
Group capital base	32,967	31,687	4.0
	-----	-----	
TOTAL	580,305	541,594	7.1

Page 31 of 33

APPENDIX 9. INFORMATION FOR SHAREHOLDERS

SHARES AND WARRANTS

The average number of shares used for the calculation of net profit per share for the first three months 2004, was 2,087.7 million (1,964.1 million for the first three months 2003). The number of (depository receipts for) ordinary shares of EUR 0.24 nominal value outstanding at the end of March 2004 was 2,115.9 million (including 28.0 million own shares to cover outstanding options for ING personnel). The number of (depository receipts for) "A" preference shares of EUR 1.20 nominal value outstanding at the end of March 2004 was 87.1 million. The dividend percentage for the period from 1 January, 2004 to 1 January 2014 has been set at 4.65%. The dividend will amount to EUR 0.1582 per year until 1 January 2014. The dividend will be paid for the first time in 2005.

On 5 January 1998, 17.2 million ING Group warrants B were issued. With an additional payment of the exercise price of EUR 49.92 one warrant B entitles the holder to two ING Group depository receipts up to 5 January 2008. The number of warrants B outstanding at the end of March 2004 was 17.2 million.

In the first three months of 2004, the turnover of (depository receipts for) ordinary shares on the Euronext Amsterdam Stock Market was 667.1 million (purchases and sales). The highest closing price was EUR 21.20, the lowest EUR 16.73; the closing price at the end of March 2004 was EUR 17.88.

LISTING

The (depository receipts for) ordinary shares ING Group are quoted on the exchanges of Amsterdam, Brussels, Frankfurt, Paris, New York (NYSE) and the Swiss exchange. The (depository receipts for) preference shares and warrants B are quoted on the Euronext Amsterdam Stock Market. Warrants B are also quoted on the exchange of Brussels. Options on (depository receipts for) ordinary shares ING Group are traded at the Euronext Amsterdam Derivative Markets and the Chicago Board Options Exchange.

RATING

Edgar Filing: ING GROEP NV - Form 6-K

Both ING Groep N.V. and ING Verzekeringen N.V. have an A+ rating from Standard & Poor's and and Aa3 rating from Moody's. ING Bank N.V. has an Aa2 rating from Moody's and an AA- from Standard & Poor's. All ratings were confirmed in 2003 and have a stable outlook.

IMPORTANT DATES IN 2004*

5 August 2004: publication results first six months 2004
4 November 2004: publication results first nine months 2004

* All dates shown are provisional.

Page 32 of 33

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ING Groep N.V.
(Registrant)

By: /s/H. van Barneveld

H. van Barneveld
General Manager Corporate Control & Finance

By: /s/C.F. Drabbe

C.F. Drabbe
Assistant General Counsel

Dated: May 13, 2004

Page 33 of 33
