

FIRST SUPPLEMENT DATED 5 DECEMBER 2007 TO THE BASE PROSPECTUS OF KONINKLIJKE DSM N.V. DATED 22 NOVEMBER 2007 (THE "BASE PROSPECTUS") IN RELATION TO THE



KONINKLIJKE DSM N.V.

EUR 2,000,000,000

Debt Issuance Programme
(the "**Programme**")

Koninklijke DSM N.V. (the "**Issuer**") with its registered office in Heerlen, The Netherlands is solely responsible for the information given in this Supplemental Prospectus (as defined below). The Issuer hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplemental Prospectus (as defined below) is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

This Supplemental Prospectus is supplemental to, forms part of and should be read in conjunction with, the Base Prospectus. Terms defined in this Supplemental Prospectus shall have the same meaning in the Base Prospectus, unless specified otherwise.

Full information on the Issuer and any Series or Tranche of Notes is only available on the basis of the combination of the Base Prospectus, this Supplemental Prospectus and the relevant Final Terms.

This Supplemental Prospectus does not constitute an offer or an invitation to subscribe for or purchase the Notes. This Supplemental Prospectus may not be used for the purpose of an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

This Supplemental Prospectus has been approved by and filed with the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the "**AFM**"). The Issuer has requested the AFM to provide the competent authority in Luxembourg and the United Kingdom with a certificate of approval attesting that this Supplemental Prospectus has been drawn up in

accordance with the Dutch Financial Markets Supervision Act (*Wet op het financieel toezicht*, the "FMSA") and related regulations which implement Directive 2003/71/EC (the "**Prospectus Directive**") in Dutch law ("**Notification**"). The Issuer may request the AFM to provide competent authorities in additional Member States within The European Economic Area with a Notification.

The Base Prospectus and this Supplemental Prospectus can be obtained from the registered office of Koninklijke DSM N.V. at Het Overloon 1, 6411 TE Heerlen, The Netherlands and from the specified office of the Fiscal and Principal Paying Agent.

SUPPLEMENTAL INFORMATION

1. The entire first paragraph of the Auditor's Report as set out on page 98 of the Base Prospectus shall be deemed to be deleted and replaced in its entirety by the following:

"In our opinion, the consolidated financial statements for the year 2006 and the comparative data for the year 2005, as included in this Base Prospectus from page 87 up to and including page 89 and from page 91 up to and including page 97, are consistent, in all material respects, with the financial statements for those years from which they have been derived. We issued unqualified auditor's reports on these financial statements on 16 February 2006 and 13 February 2007 respectively."

2. With regard to the section *Summary of Provisions Relating to the Notes when in Global Form*, the following text shall be added to the end of the first paragraph of section 1. titled "Exchange" on page 49:

"(provided that the latter may only be the case in the event that the multiple tradable amount of the Notes is an integral of the specified denomination of the relevant Notes)."

3. With regard to the section *Summary of Provisions Relating to the Notes when in Global Form*, the following text shall be added to the end of the second paragraph of section 1. titled "Exchange" on page 49:

"(provided this may only be the case in the event that the multiple tradable amount of the Notes is an integral of the specified denomination of the relevant Notes)."

4. With regard to the section *Summary of Provisions Relating to the Notes when in Global Form*, a new sentence will be added on page 50 following paragraph (iii) stating:

"If a Global Note is exchangeable for Definitive Notes at the option of the Noteholders, the Notes shall be tradeable only in principal amounts of at least the Specified Denomination (or if more than one Specified Denomination, the lowest Specified Denomination)."

Only investors who have already agreed to purchase or subscribe for Notes before the date of this Supplemental Prospectus have the right, exercisable within two working days after the date of this Supplemental Prospectus, to withdraw their acceptances.

This Supplemental Prospectus should be read and understood in accordance with the Base Prospectus and with any other documents incorporated therein by reference.