

**SECOND SUPPLEMENT DATED 5 NOVEMBER 2013
TO THE BASE PROSPECTUS DATED 5 SEPTEMBER 2013**



Koninklijke DSM N.V.

(incorporated in The Netherlands with its corporate seat in Heerlen)

EUR 4,000,000,000 Debt Issuance Programme

Supplement to the Base Prospectus dated 5 September 2013

This Supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 5 September 2013, as supplemented by a first supplement dated 2 October 2013 (the "**Base Prospectus**"), prepared by Koninklijke DSM N.V. (the "**Issuer**") in connection with its Debt Issuance Programme (the "**Programme**") for the issuance of up to EUR 4,000,000,000 in aggregate principal amount of notes ("**Notes**"). This Supplement and the Base Prospectus together constitute a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC of the European Parliament and of the Council (as amended, the "**Prospectus Directive**"). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

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 Supplement and the relevant Final Terms.

This Supplement and the Base Prospectus do not, and are not intended to, constitute an offer to sell or a solicitation of an offer to buy any of the Notes by or on behalf of the Issuer or the Arranger or any Dealer in any jurisdiction in which such offer or solicitation is not authorised or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

The Issuer accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, such information is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

No person has been authorised to give any information or to make any representation not contained in or not consistent with this Supplement or the Base Prospectus, the applicable Final Terms or any document incorporated by reference herein or therein, or any other information supplied in connection with the Programme or the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the Arranger or any Dealer.

Neither this Supplement, the Base Prospectus nor any other information supplied in connection with the Programme should be considered as a recommendation by the Issuer, the Arranger or any Dealer that any recipient of this Supplement, the Base Prospectus or any other information supplied in connection with the Programme should purchase any Notes. Accordingly, no representation, warranty or undertaking, express or implied, is made by the Arranger or any Dealer in their capacity as such. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer.

Neither the delivery of this Supplement, the Base Prospectus nor the offering, sale or delivery of any Notes shall in any circumstances imply that the information contained herein concerning the Issuer is correct at any time subsequent to the dates thereof or that there has been no adverse change, or any event reasonably likely to involve any adverse change, in the prospects or financial or trading position of the Issuer since such date, or that any other information supplied in connection with the Programme or the Notes is correct as of any time subsequent to the date indicated in the document containing the same. The Arranger and the Dealers expressly do not undertake to review the financial condition or affairs of the Issuer during the life of the Programme.

The Issuer, the Arranger and any Dealer do not represent that this Supplement or the Base Prospectus may be lawfully distributed, or that Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any jurisdiction. In particular, no action has been taken by the Issuer, the Arranger or any Dealer appointed under the Programme which is intended to permit a public offering of the Notes or distribution of this Supplement or the Base Prospectus in any jurisdiction where action for that purpose is required. Accordingly, the Notes may not be offered or sold, directly or indirectly, and neither this Supplement, the Base Prospectus, together with its attachments, nor any advertisement or other offering material may be distributed or published in any jurisdiction where such distribution and/or publication would be prohibited and each Dealer (if any) will be required to represent that all offers and sales by it will be made on these terms.

The distribution of this Supplement, the Base Prospectus and any Final Terms and the offer, sale and delivery of Notes may be restricted by law in certain jurisdictions. Persons into whose possession this Supplement, the Base Prospectus, any Final Terms or any Notes come are required by the Issuer, the Arranger and the Dealers to inform themselves about, and to observe, any such restrictions. For a description of certain restrictions on offers, sales and deliveries of Notes and on the distribution of this Supplement, the Base Prospectus or any Final Terms and other offering material relating to the Notes, see "*Subscription and Sale*" on pages 100 up to and including 104 in the Base Prospectus. In particular, Notes have not been and will not be registered under the Securities Act, or with any securities regulatory authorities of any state or other jurisdiction of the United States and the Notes are subject to U.S. tax law requirements. Subject to certain exceptions, the Notes may not be offered, sold or delivered within the United States or to, or for the account of, U.S. persons. Neither this Supplement or the Base Prospectus nor any Final Terms may 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 an offer or solicitation.

So long as the Base Prospectus and this Supplement are valid as described in Article 9 of the Prospectus Directive, copies of the Base Prospectus and this Supplement, together with the other documents listed under "*Documents Incorporated by Reference*" on pages 106 and 107 of the Base Prospectus will be available free of charge from the Issuer. A copy of such documents can be obtained

from the registered office of the Issuer at Het Overloon 1, 6411 TE Heerlen, The Netherlands for the attention of Investor Relations (+31 45 578 2864) and from the Issuer's website www.dsm.com.

AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below.

1. In the section "*Documents Incorporated by Reference*" on pages 106 and 107 of the Base Prospectus, item (v) on page 107 of the Base Prospectus shall be amended and restated as follows:

"(v) the DSM press releases dated 4 March 2013 on the sale of its participation in DEXPlastomers JV to Borealis, dated 14 March 2013 on the proposed appointment of Mr. Dimitri de Vreeze to the Managing Board of Directors, dated 19 March 2013 on the acquisition of an innovative light trapping technology for solar modules, dated 8 April 2013 on the acquisition of Tortuga, dated 3 May 2013 on the results of the Annual General Meeting of Shareholders, dated 7 May 2013 on the acquisition of a 19% interest in Andre Pectin (China), dated 1 July 2013 on the acquisition of Unitech (NZ), dated 2 July 2013 on the acquisition of the animal health premix business for feed mills in the Philippines from Bayer, dated 26 September 2013 on the update of the financial markets at DSM's Capital Markets Day and dated 5 November 2013 on the results in the third quarter of 2013; and"

2. In the section "*Documents Available*" on pages 107 and 108 of the Base Prospectus, item (iv) on page 108 of the Base Prospectus shall be amended and restated as follows:

"(iv) the DSM press releases dated 4 March 2013 on the sale of its participation in DEXPlastomers JV to Borealis, dated 14 March 2013 on the proposed appointment of Mr. Dimitri de Vreeze to the Managing Board of Directors, dated 19 March 2013 on the acquisition of an innovative light trapping technology for solar modules, dated 8 April 2013 on the acquisition of Tortuga, dated 3 May 2013 on the results of the Annual General Meeting of Shareholders, dated 7 May 2013 on the acquisition of a 19% interest in Andre Pectin (China), dated 1 July 2013 on the acquisition of Unitech (NZ), dated 2 July 2013 on the acquisition of the animal health premix business for feed mills in the Philippines from Bayer, dated 26 September 2013 on the update of the financial markets at DSM's Capital Markets Day and dated 5 November 2013 on the results in the third quarter of 2013; "