

**SUPPLEMENT NUMBER TWO DATED 11 JUNE 2008 TO THE BASE PROSPECTUS
DATED 22 NOVEMBER 2007**



KONINKLIJKE DSM N.V.

(incorporated as a public limited liability company in The Netherlands)

**EUR 2,000,000,000
Debt Issuance Programme**

This Supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 22 November 2007 (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 2,000,000,000 in aggregate principal amount of notes ("**Notes**"), as previously supplemented by a supplemental prospectus dated 5 December 2007 (the "**First Supplement**"). Terms given a defined meaning in the Base Prospectus or the First Supplement shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

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, the First Supplement, this Supplement and the relevant Final Terms.

This Supplement does not constitute an offer or an invitation to subscribe for or purchase the Notes. This Supplement 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 Supplement has been approved by the Dutch Financial Markets Supervisory Authority (*Stichting Autoriteit Financiële Markten*, the "**AFM**"), which is the Netherlands' competent authority for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and relevant implementing measures in The Netherlands, as a base prospectus supplement issued in compliance with the Prospectus Directive and relevant implementing measures in The Netherlands.

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, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

The Base Prospectus, the First Supplement and this Supplement can be obtained from the registered office of Koninklijke DSM N.V. at Het Overloon 1, 6411 TE Heerlen, The Netherlands, from the Issuer's website www.dsm.com and from the specified office of the Fiscal and Principal Paying Agent.

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, as supplemented by the First Supplement, by this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, as supplemented by the First Supplement, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new fact, material mistake or inaccuracy relating to the information included in the Base Prospectus, as supplemented by the First Supplement, which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus or the First Supplement.

An investor which has agreed, subsequent to the date of publication of the First Supplement but prior to the date of publication of this Supplement, to purchase or subscribe for Notes issued under the Programme may withdraw its acceptance before the end of the period of two working days beginning with the first working day after the date on which this Supplement is published in accordance with the Prospectus Directive.

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, as supplemented by the First Supplement, shall be amended and/or supplemented in the manner described below.

1 Annual Report 2007

A copy of the annual report of the Issuer for the year ended 31 December 2007 (the "**Annual Report**") has been filed with the AFM. The following table shows where specific items of information are contained in the Annual Report, and such specific items shall be deemed to be incorporated in, and to form part of, this Supplement.

| Specific Item | Page Reference |
|------------------------------|----------------------------------|
| Report by the Managing Board | Pages 18 up to and including 39 |
| Review of Business | Pages 40 up to and including 64 |
| Corporate Organization | Pages 68 up to and including 69 |
| Financial Statements | Pages 89 up to and including 147 |

Any information contained in the Annual Report which is not incorporated by reference in this Supplement is either not relevant to investors or is covered elsewhere in the Base Prospectus, as amended by this Supplement.

Copies of the Annual Report may be inspected, free of charge, at the address of the Issuer at Het Overloon 1, 6411 TE Heerlen, The Netherlands.

2 Quarterly Earnings - First Quarter 2008

The 2008 first quarter investor report as published by virtue of a press release dated 29 April 2008, as available on the website of Koninklijke DSM N.V. (www.dsm.com), shall be deemed to be incorporated by reference in, and to form part of, this Supplement.

3 Other Information

With regard to the section titled "Description of the Issuer", new paragraphs titled "Recent Developments" and "Share Buy-back Programme" shall be deemed to be incorporated therein following the sub-paragraph titled "*Outlook 2007*":

"Recent Developments"

DSM has had a very strong first quarter with excellent performances across the company, benefiting from the strength of DSM's positions in its various markets and favourable market conditions. DSM is conscious of the current, less favourable macro-economic outlook, but thus far the conditions seen in the first quarter have been sustained into the second quarter. DSM expects 2008 to be a record year.

"Share Buy-back Programme"

As of 5 May 2008 DSM has commenced the second phase of its EUR 750 million share buy-back programme. This second phase is valued at approximately EUR 250 million."

This Supplement should be read and understood in accordance with any amendment or supplement hereto and with any other documents incorporated herein by reference.