



**Ovostar Union N.V.**

incorporated as a limited liability company (Naamloze Vennootschap), having its registered office at Koningslaan 17, 1075AA Amsterdam, the Netherlands and registered with the Chamber of Commerce under number 52331008

**SUPPLEMENT No. 1**

**dated 8 June 2011**

**TO THE PROSPECTUS**

**dated 31 May 2011**

**relating to the offering of up to 1,500,000 Shares with a nominal value of EUR 0.01 each, in the share capital of Ovostar Union N.V. ( the “Issuer”), and admission of all the Shares issued constituting 100% of the issued share capital of Ovostar Union N.V. to trading on the main market of the Warsaw Stock Exchange (the “Prospectus”)**

This Supplement constitutes a supplement to the Prospectus in the meaning of 5:23 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*).

Terms defined in the Prospectus have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with, the Prospectus dated 31 May 2011.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement will be published in the same way as the Prospectus, i.e. on the website of the Issuer ([www.ovostar.ua](http://www.ovostar.ua)) and of the Lead Manager ([www.dmbzwbk.pl](http://www.dmbzwbk.pl)).

To the extent that there is any inconsistency between any statement in this Supplement and any other statement in the Prospectus, the statements in this Supplement will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since the approval of the Prospectus.

The page numbers indicated in the Supplement relates to the numbering of the Prospectus approved by the *Autoriteit Financiële Markten*.

**Investors who have already agreed to subscribe for the Offer Shares before this Supplement is published shall have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances.**

## **I. EXECUTION OF THE PLACEMENT AGREEMENT**

On 8 June 2011 the Issuer executed the Placement Agreement in respect of the Offering with the Principal Shareholder, the Beneficial Owners, the Lead Manager, the Lead Arranger and Financial Advisor, the Capital Advisor and the Co-Lead Manager. As a result the following changes are made to the Prospectus:

### **1. Page 155, Section “Terms and Conditions of the Offering - Public Announcement of the Offering Results”, the second paragraph:**

Deleted wording:

“The Placement Agreement will include customary conditions to the closing of the Offering, such as lack of material adverse change and receipt of legal opinions.”

Current wording:

“The Placement Agreement includes customary conditions to the closing of the Offering, such as lack of material adverse change and receipt of legal opinions.”

### **2. Page 158, Section “Placing”, the first paragraph:**

Deleted wording:

“The Issuer intends to enter, prior to the Pricing Date and Allotment Date, into a placement agreement (the “**Placement Agreement**”) in respect of the Offering with the Principal Shareholder and the Managers, in which the Lead Manager and the Co-Lead Manager will commit, on a best efforts basis, to procure subscribers for the Offer Shares. The Placement Agreement will include customary representations and warranties provided by the Issuer as well as by the Principal Shareholder.”

Current wording:

“On 8 June 2011 the Issuer entered into a placement agreement (the “**Placement Agreement**”) in respect of the Offering with the Principal Shareholder, the Beneficial Owners and the Managers, in which the Lead Manager and the Co-Lead Manager committed, on a best efforts basis, to procure subscribers for the Offer Shares. The Placement Agreement includes customary representations and warranties provided by the Issuer as well as by the Principal Shareholder.”

### **3. Page A-3, ANNEX I Defined Terms:**

Deleted wording:

|                            |                                                                                                                                     |
|----------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| <b>Placement Agreement</b> | Agreement between the Issuer, the Principal Shareholder and the Managers to be entered prior to the Pricing Date and Allotment Date |
|----------------------------|-------------------------------------------------------------------------------------------------------------------------------------|

Current wording:

|                            |                                                                                                                   |
|----------------------------|-------------------------------------------------------------------------------------------------------------------|
| <b>Placement Agreement</b> | Agreement dated 8 June 2011 between the Issuer, the Principal Shareholder, the Beneficial Owners and the Managers |
|----------------------------|-------------------------------------------------------------------------------------------------------------------|

## **II. NEW MATERIAL AGREEMENTS**

Ovostar LLC, a subsidiary of the Issuer, entered into two agreements on opening letters of credit. As a result the following changes are made to the Prospectus:

### **4. Page 118, in the end of the Section “Material Contracts – Financing Agreements – Loan Agreements with Banks”:**

Added wording:

“Ovostar LLC, a subsidiary of the Issuer, entered into two agreements on opening letters of credit with Public Joint Stock Company Credit Agricole Bank (“Credit Agricole”) for the total amount of EUR1.55 million.

Under agreement No. 124 LC Credit Agricole provided Ovostar LLC with the irrevocable documentary letter of credit for the amount of EUR0.49 million. Credit Agricole agreed to open the letter of credit to finance payments under Contract No. AP 10 211, dated 26 April 2011, entered into by and between Ovostar LLC and ACTINI SAS (France) for purchase of eggs processing line. The term of letter of credit shall not exceed 8 months from the date of its opening. The interest rate is 10% per annum for the amount of granted credit and 1% bank fee out of unpaid amount of credit per every 90 days. The letter of credit is secured with pledge of property and property rights under the above mentioned Contract with ACTINI SAS.

Under agreement No. 126 LC Credit Agricole provided Ovostar LLC with the irrevocable documentary letter of credit for the amount of EUR1.06 million. Credit Agricole agreed to open the letter of credit to finance payments under Contract No. 113, dated 14 March 2011, entered into by and between Ovostar LLC and SALMET INTERNATIONAL GMBH (Germany) for purchase of equipment for laying hens type S 700. The term of letter of credit shall not exceed 8 months from the date of its opening. The interest rate is 5.92% per annum and three months EURIBOR, and additionally 1% bank fee out of unpaid amount of credit per every 90 days. The letter of credit is secured with pledge of property and property rights under the Contract with SALMET INTERNATIONAL GMBH mentioned herein.

In addition to the pledge of property and property rights under the agreements on supply of equipment, both letters of credit are secured with the mortgage of immovable property owned by Yasensvit and located at 1 Polyova Street, Nagirna village, Zhashkivsky region, Cherkasy Oblast, Ukraine and by suretyships provided by the Group companies.”

### **III. NEW LEGAL PROCEEDINGS**

The Group received a letter from Phoenix Capital Limited with information on a threatened claim. As a result, the following changes are made to the Prospectus.

#### **5. Page 114, section “Business – Legal and Administrative Proceedings”:**

Added wording:

“On 2 June 2011, a subsidiary of the Issuer, Krushynskyy Poultry Complex, received a letter from Phoenix Capital Limited ("Phoenix"). In its letter, Phoenix alleges that it was appointed by Krushynskyy as exclusive financial adviser with respect to the envisaged Group's IPO pursuant to an agreement on provision of services between Krushynskyy and Phoenix Capital Limited (Bermuda) dated 2 December 2010 (the "Agreement"). Phoenix states that it is entitled to advisory fees under the Agreement and that it may bring arbitration proceedings against Krushynskyy. The Group considers that the Agreement has been terminated, there are no grounds for a claim and the Group does not have any liability towards Phoenix under the Agreement. In order to provide comfort to investors that no past event that occurred before the Issuer's incorporation could have a negative effect on the cost of equity raising to be borne by the Group, the Beneficial Owners confirmed they are ready to indemnify the Group against any losses relating to a possible claim from Phoenix.”

### **IV. CORRECTION OF ERRORS**

All of the Shares will be admitted to listing and trading on the main market of the WSE. As a result, the following changes are made to the Prospectus.

#### **6. Page 138, Section “Management and Corporate Governance – Remuneration and Terms of Service Contracts”, the second sentence in the first paragraph:**

Deleted wording:

“The current remuneration policy will be adopted by the General Meeting not later than at the first meeting after the listing of the Offer Shares on the WSE.”

Current wording:

“The current remuneration policy will be adopted by the General Meeting not later than at the first meeting after the listing of the Shares on the WSE.”

**7. Page 152, Section “Terms and Conditions of the Offering – Cancellation or postponement of the Offering”, the second sentence in the third paragraph:**

Deleted wording:

“The Offering may not be cancelled or suspended after the official trading in the Offer Shares on the WSE has begun.”

Current wording:

“The Offering may not be cancelled or suspended after the official trading in the Shares on the WSE has begun.”

**8. Page 157, Section “Terms and Conditions of the Offering – Listing and Trading”, the first sentence in the first paragraph:**

Deleted wording:

“The Issuer intends to apply for admission of all the Offer Shares to listing and trading on the main market of the WSE, immediately after the Settlement Date.”

Current wording:

“The Issuer intends to apply for admission of all the Shares to listing and trading on the main market of the WSE, immediately after the Settlement Date.”