

**FIRST SUPPLEMENT DATED 19 FEBRUARY 2009 TO THE BASE PROSPECTUS
DATED 26 NOVEMBER 2008**



KONINKLIJKE DSM N.V.

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

**EUR 2,500,000,000
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 26 November 2008 (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 2,500,000,000 in aggregate principal amount of notes ("**Notes**"). Terms given a defined meaning in the Base Prospectus 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, 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 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 by this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, 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 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.

An investor which has agreed, subsequent to the date of publication of the Base Prospectus 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 shall be amended and/or supplemented in the manner described below.

1 Annual Report 2008

A copy of the annual report of the Issuer for the year ended 31 December 2008 (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 22 up to and including 47
Review of Business	Pages 48 up to and including 67
Corporate Organization	Pages 78 up to and including 81
Financial Statements	Pages 93 up to and including 165

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.