

SUPPLEMENT NO. 1

to the prospectus

approved by the Netherlands Authority for the Financial Markets ("*Autoriteit Financiële Markten*") on July 21, 2006

prepared in connection with the public offering

of up to 7,600,000 ordinary bearer shares of

Astarta Holding N.V.

As a result of additional institutional investor interest in the IPO of Astarta Holding N.V. the Issuer has decided to extend the subscription period by one day and therefore to change certain expected key dates relating to the Offering. The new timetable is as follows:

Subscription Period and Book-building	From 26 July to 3 August 2006
Allotment Date and Pricing	not later than 4 August 2006
Settlement Date	10 August 2006
Listing Date (listing of, and start of trading in, the Shares on the WSE)	around 17 August 2006

As a result, information on timetable of the Offering contained in the following sections of the prospectus are amended as follows:

Front cover, fifth paragraph

Prior to the Offering there was no public market for the shares of the Issuer. Application will be made based on this Prospectus to admit and list all of the Issuer's shares ("Shares"), including the Offer Shares, to trading on the Warsaw Stock Exchange (the "WSE") (the "Admission"). The date on which trading of the Offer Shares on the WSE will commence is expected to be on or about 17 August 2006 (the "Listing Date"). Payment for and delivery of the Offer Shares is expected to be made on or about 10 August 2006 (the "Settlement Date"). Prospective investors may subscribe for the Offer Shares during a period which commenced on 26 July 2006 and is expected to end on or about 3 August 2006 (the "Subscription Period"). The Offer price per Offer Share (the "Offer Price") will not exceed PLN 27.20. The Offer Price and the final number of the Offer Shares will be determined jointly by the Issuer and the Selling Shareholders upon recommendation of the Managers after termination of the Subscription Period on or about 4 August 2006 based on interest from investors and will be announced in a press release and in the same manner as this Prospectus and by way of the Current Report. If the Offering is cancelled or postponed prior to the Settlement Date, all subscriptions for the Offer Shares will be disregarded, any allotments made will be deemed not have been made and any subscription payments made will be returned without interest or other compensation. All dealings in the Offer Shares prior to settlement and delivery are at the sole risk of the parties concerned.

Summary - Summary of the Offering - Offered Shares

Shares of the Company of nominal value EUR 0.01 each. The final number of Offer Shares sold will be determined by us and the Selling Shareholders upon recommendation of the Managers after termination of the Subscription Period on or about 4 August 2006 based on interest from investors and

will be announced in a press release and in the same way as the Prospectus and by way of a Current Report.

Summary - Summary of the Offering - Subscription Period

The period which commenced on 26 July 2006 and is expected to end on or about 3 August 2006.

Summary - Summary of the Offering - Offer Price

The Offer Price will be determined by us and the Selling Shareholders upon recommendation of the Managers after termination of the Subscription Period on or about 4 August 2006 based on interest from investors and will be announced in a press release and in the same manner as this Prospectus and by way of a Current Report. The Offer Price will not be higher than PLN 27.20 per share.

Summary - Summary of the Offering - Allotment Date

Allotment will occur following the Subscription Period, and is expected to take place on or about 4 August 2006, subject to acceleration or extension of the timetable for the Offering at the discretion of the Company and the Selling Shareholders.

Summary - Summary of the Offering - Listing and Trading

Application will be made by us to list all of our Shares on the WSE. Trading of the Shares on the WSE is expected to commence on 17 August 2006. Prior to the Offering, there was no public market for our Shares.

Summary - Summary of the Offering - Delivery, Settlement and Payment

Delivery of the Shares is expected to be made on or about 10 August 2006 upon payment of the total Offer Price, through the book-entry facilities of the Polish National Deposit of Securities (the "NDS") in accordance with their normal settlement procedures applicable to initial public offerings of equity securities.

The Offering - Timetable of the Offering

Subscription Period and Book-building*	From 26 July to 3 August 2006
Allotment Date and Pricing	not later than 4 August 2006
Settlement Date	10 August 2006
Listing Date (listing of, and start of trading in, the Shares on the WSE)	around 17 August 2006

** Subscriptions in the Retail Investors Tranche will be accepted on 3 August 2006 only until 16.00 Warsaw time. Bookbuilding for the Institutional Investors will finish the same day at 18.00 Warsaw time.*

The Offering - Listing and Trading

We are planning to apply for admission to listing and trading on the main market of the WSE of all of our Shares, including the Offer Shares, immediately after the Settlement Date. We believe that the approval for the admission to listing and trading will be granted on or about 16 August 2006 and listing itself will be effected on or about 17 August 2006, or as soon as possible thereafter, barring unforeseen circumstances.

The Offering - Payment and Delivery

Payment for the Offer Shares will take place in a manner described in "*Plan of Distribution*". Delivery of the Offer Shares will be made on or about 10 August 2006 or as soon as practicable thereafter (the "Settlement Date") through the facilities of the NDS.