

**Agenda** for the Extraordinary General Meeting of Shareholders of Buhrmann NV, to be held on Tuesday 31 October 2006 at 11 am in the Okura Hotel, Ferdinand Bolstraat 333 in Amsterdam.

- 1 Opening
  
- 2 Proposal to amend the articles of association (resolution; see explanation)
  
- 3 Appointment of members of the Supervisory Board
- 3a Proposal to appoint Mr R.F. van den Bergh as member of the Supervisory Board (resolution; see explanation)
- 3b Proposal to appoint Mr T. de Swaan as member of the Supervisory Board (resolution; see explanation)
  
- 4 Any other business
  
- 5 Closing

## EXPLANATION

### **2 *Proposal to amend the articles of association (resolution)***

It is proposed to amend the articles of association to rescind the requirement that the power of attorney to attend the general meeting of shareholders can only be granted for a specific general meeting of shareholders and will expire at the end of that general meeting of shareholders. It is furthermore proposed to make certain technical amendments to the articles of association. The execution of the amendments will take place within a few months.

The proposal also entails the granting of authority to the Company Secretary, as well as to each (deputy) civil law notary and notarial assistant employed at the offices of Allen & Overy LLP in Amsterdam, to apply for the required ministerial declaration of no objection to the draft deed of amendment of the articles of association and to have the deed of amendment of the articles of association executed.

A copy of the proposal to amend the articles of association, containing the full text of the proposed amendments, with the explanation thereto, can be found on the website of the Company ([www.buhrmann.com](http://www.buhrmann.com)) and is available free of charge for shareholders and holders of depositary receipts at the Company's offices in Amsterdam, as well as at ABN AMRO Bank in Breda, telephone number 076 579 94 55.

### **3 *Appointment of members of the Supervisory Board***

#### **3a *Proposal to appoint Mr R.F. van den Bergh as member of the Supervisory Board (resolution)***

#### **3b *Proposal to appoint Mr T. de Swaan as member of the Supervisory Board (resolution)***

The last 18 months the Supervisory Board consisted of six members. The Board recently decided to extend the number of members to seven.

Mr G. Smit has expressed his wish to resign from the Supervisory Board for personal reasons after the Extraordinary General Meeting.

As a result, there are two vacancies in the Supervisory Board. The Board proposes to fulfil these as follows.

The Supervisory Board proposes to appoint Mr R.F. van den Bergh as a member of the Company's Supervisory Board with effect from 31 October 2006. The Supervisory Board believes that Mr Van den Bergh matches the Supervisory Board profile as set out on the Company website. Mr Van den Bergh has held several executive management positions and has a wide international business experience, among others in US markets, which, given the relative importance of the North American activities for the Company, is a valuable contribution to the functioning of the Supervisory Board.

The Supervisory Board proposes to appoint Mr T. de Swaan as a member of the Company's Supervisory Board with effect from 31 October 2006. The Supervisory Board believes that Mr De Swaan matches the Supervisory Board profile as set out on the Company website. The Supervisory Board believes that Mr De Swaan will be able to make a valuable contribution to the Supervisory Board, in particular because of his financial expertise and his wide experience with international financial markets. It is intended to appoint Mr De Swaan members of the Audit Committee.

Information as stipulated in article 2:142 paragraph 3 of the Dutch Civil Code concerning the proposed re-appointment and appointment:

Name:	<b>Rob F. van den Bergh</b>	<b>Tom de Swaan</b>
Age:	55 years	60 years
Nationality	Dutch	Dutch
Position:	Former board member and CEO of VNU NV	Former member of the managing board and CFO of ABN AMRO Holding NV
Supervisory Board memberships:	- ABN AMRO NV - Pon Holdings BV	- Koninklijke DSM NV - GlaxoSmithKline plc - Royal Ahold NV (to be appointed in next AGM)
Relevant other functions	Member of the Investment Committee of NPM Capital NV	- Financial Services Authority London - Zurich Financial Services - Adviser to the managing board of ABN AMRO Holding NV - President board De Nederlandse Opera - President board Het Muziektheater - Treasurer board Het Koninklijk Concertgebouw Orkest - Member of the board of the Jerusalem Institute
Shares / depositary receipts in the Company:	2,022	none