

**Agenda** for the Extraordinary General Meeting of Shareholders of Corporate Express N.V., to be held on Friday 25 September 2009 at 2 p.m. at the offices of Corporate Express N.V., Hoogoorddreef 62, 1101 BE Amsterdam-Zuidoost.

- 1 Opening
  
- 2 Proposal to amend the articles of association (resolution; see explanation)
  
- 3 Appointment of members of the Executive Board
  - 3a Proposal to appoint Ms. Christine Komola as member of the Executive Board (resolution; see explanation)
  - 3b Proposal to appoint Mr. Gordon Glover as member of the Executive 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 in accordance with the proposal to dated 4 September 2009.

The proposal also entails the granting of authority to the members of the Executive Board 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.cexpgroup.com](http://www.cexpgroup.com)) and is available free of charge for shareholders and holders of depositary receipts at the Company's offices in Amsterdam.

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

#### **3a Proposal to appoint Ms. Christine Komola as member of the Executive Board (resolution)**

#### **3b Proposal to appoint Mr. Gordon Glover as member of the Executive Board (resolution)**

Since 28 July 2008, the Executive Board consists of two members: Messrs. Peter Ventress and Theo van Brandenburg.

Mr Peter Ventress has expressed his wish to resign from the Executive Board per 31 October 2009.

The Supervisory Board proposes to appoint Ms. Christine Komola as a member of the Company's Executive Board with effect from 25 September 2009.

Ms. Komola's current position is Senior Vice President Corporate Controller at Staples, Inc. in Framingham (United States of America). Ms Komola is a citizen of the U.S.A.

The Supervisory Board furthermore proposes to appoint Mr. Gordon Glover as a member of the Company's Executive Board with effect from 25 September 2009.

Mr. Glover's current position is at Staples International in Amsterdam as Vice President Finance and Administration. Mr. Glover has the British nationality and lives in The Netherlands.