

**Agenda** for the General Meeting of Shareholders of Corporate Express N.V., to be held on Thursday 18 June 2009 at 10 a.m. at the offices of Corporate Express N.V., Hoogoorddreef 62 in Amsterdam.

- 1 Opening
- 2 Annual report and financial statements for 2008, dividend and release from liability
  - 2a Reports by the Supervisory Board and the Executive Board
  - 2b Adoption of the 2008 financial statements (resolution)
  - 2c Adoption of the proposed 2008 dividend (resolution)
  - 2d Release from liability of the members of the Executive Board (resolution)
  - 2e Release from liability of the members of the Supervisory Board (resolution)
- 3 Assignment to audit the 2009 financial statements (resolution)
- 4 Any other business

## EXPLANATION

### ***2c Adoption of the proposed 2008 dividend (resolution)***

As stipulated in the articles of association, a dividend of €0.21 will be paid to the holders of (depository receipts of) Preference Shares A. The net result available after payment of the dividend on the (depository receipts of) Preference Shares A will be added to the reserves as decided by the Executive Board and approved by the Supervisory Board. As a result thereof there will be no net result available for the general meeting of shareholders to declare a dividend on the ordinary shares.

### ***2d / 2e Release from liability of the members of the Executive Board and the Supervisory Board (resolutions)***

It is proposed to release the members of the Executive Board from liability for their management during the past financial year and the members of the Supervisory Board from liability for their supervision during the past financial year. Such release from liability only covers matters that are known to the Company and the General Meeting of Shareholders when the resolution to release from liability is adopted.

### ***3. Assignment to audit the 2009 financial statements (resolution)***

The authority to assign the audit of the financial statements to an auditor is vested in the General Meeting of Shareholders. It is proposed to assign the task of auditing the financial statements 2009 to Ernst & Young in Amsterdam.