

Convocation for the General Meeting of Shareholders of Corporate Express N.V.

to be held at the offices of Corporate Express N.V., Hoogoorddreef 62 in Amsterdam on Monday 31 May 2010 at 2 p.m.

The agenda comprises among others the proposal to convert the current legal form of the company into a private limited company and completely amend the articles of association accordingly (resolution) as well as a proposal to extend the period for the preparation and publication of the annual accounts for the financial year 2009 (resolution).

The complete agenda and explanatory notes as well as full text containing the proposed completely amended articles of association with separate explanation are available on the website of the Company (www.cexpgroup.com) and are free of charge available for shareholders respectively holders of certificates of depositary shares at the Company's offices in Amsterdam.

Important dates:

Meeting	General Meeting Monday 31 May 2010, 2 p.m. (the "Meeting")
Record Date	20 May 2010
End Registration Period Last day to register for the Meeting and to send in voting forms and/or powers of attorney	27 May 2010 at 5 p.m. Please note that at this time, powers of attorney and/or voting forms have to be received by the Executive Board

Record date

The Executive Board has determined that those who are registered on 20 May 2010 (Record Date") in one of the (sub)registers and have given notice in accordance with the following, will have the right to attend and to vote at this Meeting.

The sub-registers designated for holders of ordinary shares and of depositary receipts of preference shares A in bearer form are administered by the banks and brokers which are affiliated ("aangesloten instellingen") with Euroclear Nederland ("Euroclear"), and indicate who is entitled to such shares at the Record Date.

The sub-registers designated for holders of registered shares and depositary receipts of preference shares A in registered form, is the share register respectively register of depositary receipts of preference shares A of Corporate Express NV.

Notification

Holders of bearer shares who wish to attend the Meeting in person or appoint a representative, must notify ABN AMRO via the affiliated institution (“aangesloten instelling”) in whose administration their shares are registered.

Affiliated institutions must submit to ABN AMRO by 27 May 2010 at 5 p.m. at the latest, for each shareholder concerned a written statement including the number of shares notified for registration and held by that shareholder at the Record Date.

At the request of the shareholder, the affiliated institution will send a confirmation to the shareholder of the number of shares registered for the Meeting. The number of shares registered per shareholder for this meeting, will be sent by ABN AMRO to Corporate Express. The shareholder will not receive a registration certificate. Instead, he (or his proxy holder) will be requested at the registration desk of the meeting to show a valid identification document. After checking this with the registration list, the shareholder (or his proxy holder) will be admitted to the Meeting.

For **holders of depositary receipts in bearer form** the aforementioned is applicable, except that they will receive a power of attorney from the board of the “Stichting Administratiekantoor van Preferente aandelen Corporate Express” (“the Trust Office”) to vote at the meeting. The number of votes that can be exercised by a holder of depositary receipts in the Meeting on 31 May 2010 is 1 vote for each (depositary receipt of) preference share A. A holder of depositary receipts who, taking into account the above, has given timely notification for the Meeting, will be deemed to have requested a power of attorney. The power of attorney will be issued to him (or his representative) before the start of the Meeting by his (or his representative’s) co-signing the power of attorney for acceptance.

Power of attorney and voting instructions

Holders of ordinary shares or depositary receipts in bearer form who will not be attending the Meeting in person may give a proxy to a third party or to Mr. G.W.Ch. Visser, civil law notary in Amsterdam, to vote on their behalf. In order to give proxy and voting instructions, the shareholder / depositary receipt holder (a) must have registered his shares as mentioned above and (b) must have delivered the completed and executed proxy / voting form to the Executive Board on 27 May 2010 at 5 p.m. at the latest.

A power of attorney and voting instructions form is available on the website of the Company.



Holders of ordinary shares or depositary receipts of preference share A in registered form.

Holders of registered shares or depositary receipts in registered form are required to give notification for the Meeting and if desired give proxy to a third party in the way explained in the convocation letter sent to them by the Company.

Executive Board
Amsterdam, 12 May 2010