
**EXPLANATION OF THE PROPOSED AMENDMENT
TO THE ARTICLES OF ASSOCIATION OF
Corporate Express N.V.,
having its official seat in Maastricht..**

belonging to the proposal dated 25 September 2009
as it will be presented at the general meeting of 25 September 2009 for its approval.

ALLEN & OVERY
AMSTERDAM

EXPLANATION OF THE PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF Corporate Express N.V., as it will be presented at the general meeting of 25 September 2009 for its approval.

1. General

The proposal to amend the articles of association relates to the termination in 2008 of the listing of shares of Corporate Express N.V. on the Euronext Amsterdam Stock Exchange.

2. Number of members of the Executive Board and the Supervisory Board

It is proposed to fix the number of members of the Executive Board and the Supervisory Board at at least one member. (Article 17, Article 24).

3. Amendment Financial Year

It is proposed to bring the financial year in line with the financial year of the Staples companies. (Article 31).

4. Adoption of Resolutions without holding Meetings

A provision will be added to Article 43A by virtue of which the adoption of resolutions without holding a meeting will be possible.

5. Technical amendments.

The obligation to file documents with a paying agent in the Netherlands will be deleted (Article 38 paragraph 7).

The obligation to notify the announcement of a general meeting in a national daily newspaper will be deleted. (Article 44).

6. Authorisation

The proposed amendment of the Articles of Association also includes that each member of the Executive Board, as well as each (junior) civil-law notary and notarial employee of Allen & Overy LLP, lawyers, civil-law notaries and tax advisers in Amsterdam, are authorised to request a certificate of no objections in respect of the draft deed of Amendment of the Articles of Association, and to have the deed executed.

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