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

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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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