



Allen & Overy LLP

Minutes Extraordinary General Meeting of
Shareholders of Corporate Express N.V.

Friday 25 September 2009

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NOTARIAL MINUTES

(Corporate Express N.V.)

On the twenty-fifth day of September two thousand and nine at fourteen hundred hours, I, Gerbrand Willem Christiaan Visser, civil law notary in Amsterdam, the Netherlands, at the request of the chairman of the Executive Board of Corporate Express N.V., a public limited company, having its official seat in Maastricht, the Netherlands, its office address at Hoogoorddreef 62, 1101 BE Amsterdam, the Netherlands, registered in the Commercial Register under number 33250021 (**Corporate Express or Company**), attended an extraordinary general meeting of shareholders of Corporate Express, held at the offices of Corporate Express, with the purpose of taking minutes of the proceedings of the meeting. _____

I, civil-law notary, established the following. _____

Mr Peter John Ventress, having his office address at Hoogoorddreef 62, 1101 BE Amsterdam, the Netherlands, born in Bournemouth, United Kingdom, on the third day of December nineteen hundred and sixty, identified by means of his passport with number 094591986, chairman of the Executive Board of Corporate Express, acted as chairman of the meeting. _____

Item 1. _____

Opening _____

The chairman warmly welcomes all attendants and opens the meeting at fourteen hundred hours. The chairman announces that by virtue of article 40 paragraph 1 of the articles of association of the Company he has been appointed by the Supervisory Board as chairman of the meeting. Mr T.W.C.M. van Brandenburg is also present on behalf of the Executive Board. The members of the Supervisory Board of the Company, who all live in the United States, are unable to attend the meeting. _____

On the basis of the provisions of article 41 paragraph 2 of the articles of association, civil law notary G.W.Ch. Visser (**civil law notary**) has been requested to draw up notarial minutes of the proceedings of this general meeting of shareholders. _____

Since Corporate Express is no longer a public company, the Company did not have the obligation to publish an advertisement calling this meeting. _____



The complete agenda for this meeting and the explanatory notes thereto have been placed on the website of the Company and kept available for inspection at the offices of the Company as well as the offices of ABN AMRO Bank as of the eighth day of September two thousand and nine until today's date._____

The chairman states that all formal requirements stated by law and the articles of association for holding general meetings of shareholders have been complied with, so that the meeting can validly adopt resolutions on all items on the agenda._____

The chairman announces that the meeting will be conducted in the English language because his command of the Dutch language is insufficient. Questions and comments can be made in Dutch and translated for him. If required, English-spoken answers from the chairman can be translated into Dutch._____

Later on during the meeting, the chairman advises the meeting that the holders of ordinary shares present or represented at the meeting are jointly entitled to one hundred and eighty-four million five hundred and thirty-four thousand five hundred and sixty-nine (184,534,569) ordinary shares in Corporate Express, so that this is the number of votes that can be cast at the meeting. The holders of depositary receipts for preference shares A present or represented at the meeting may, based on a proxy issued by the Stichting Administratiekantoor van preferente aandelen Corporate Express (the **Administratiekantoor**) cast fifty-three million two hundred and fifty-six thousand two hundred and eighty-six (53,256,286) votes. Staples Acquisition B.V., represented at the meeting through the civil law notary, may cast approximately ninety-nine point nine percent (99.9%) of the votes. Then, the Administratiekantoor, represented at the meeting through the civil law notary, is entitled to cast twenty-five thousand six hundred and ninety-three (25,693) votes. The total number of votes that can be cast at this meeting thus amounts to two hundred and thirty-seven million eight hundred and sixteen thousand five hundred and forty-eight (237,816,548)._____

Finally, the chairman makes the request that for the purpose of preparing minutes each person when making comments shall clearly state his name as well as the name of the shareholder he is representing._____

The chairman then proceeds to discuss item 2._____

Item 2._____

Proposal to amend the Articles of Association._____

The chairman addresses to the meeting that it is proposed to amend the Company's Articles of Association in accordance with the proposal dated the fourth day of September two thousand and nine. The chairman asks if any of the attendants has any questions or comments in respect of the proposal. There are no questions or comments so the chairman proceeds to take the vote._____

The civil law notary, holder of all powers of attorney granted for the purpose of this meeting, indicates that he has received instructions to cast two hundred and thirty-seven million seven hundred and ninety thousand eight hundred and twenty-eight



(237,790,828) votes, plus twenty-five thousand six hundred and ninety-three (25,693) votes from the Administratiekantoor, in favour of the proposal, twenty-seven (27) abstentions and no votes against.

The chairman records that the proposal to amend the Articles of Association of the Company has been adopted. The chairman proceeds to item 3.

Item 3.

Appointment of members of the Executive Board.

The chairman explains to the meeting that since the twenty-eighth day of July two thousand and eight, the Executive Board consists of two members being Mr T.W.C.M. van Brandenburg and the chairman himself. The chairman states that he has expressed his wish to resign from the Executive Board as of the thirty-first day of October two thousand and nine.

Item 3a.

Proposal to appoint Ms Christine Komola as member of the Executive Board.

The chairman proceeds that the Supervisory Board proposes to appoint Ms Christine Komola as a member of the Company's Executive Board with effect from today. 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 United States of America.

The chairman asks whether any of the attendants wish to take the floor and records that this is not the case.

The chairman then proceeds to take the vote.

The civil law notary indicates that he has received instructions to cast two hundred and thirty-seven million seven hundred and ninety thousand eight hundred and fifty-five (237,790,855) votes, plus twenty-five thousand six hundred and ninety-three (25,693) votes from the Administratiekantoor, in favour of the proposal.

The chairman records that the proposal to appoint Ms. Christine Komola as a member of the Company's Executive Board as of today has been adopted. The chairman proceeds to item 3b.

Item 3b.

Proposal to appoint Mr Gordon Glover as member of the Executive Board.

The chairman discusses that the Supervisory Board furthermore proposes to appoint Mr Gordon Glover as a member of the Company's Executive Board with effect as of today. Mr Glover's current position is at Staples International in Amsterdam, the Netherlands, as Vice President Finance and Administration. Mr Glover has the British nationality and lives in the Netherlands.

The chairman asks whether any of the attendants wish to take the floor and records that this is not the case.

The chairman then proceeds to take the vote.

The civil law notary indicates that he has received instructions to cast two hundred and thirty-seven million seven hundred and ninety thousand eight hundred and fifty-



five (237,790,855) votes, plus twenty-five thousand six hundred and ninety-three (25,693) votes from the Administratiekantoor, in favour of the proposal._____

The chairman records that the proposal to appoint Mr Gordon Glover as a member of the Company's Executive Board as of today has been adopted. Before proceeding to item 4, the chairman informs the attendants that Theo van Brandenburg will be appointed as chairman of the Executive Board._____

Item 4._____

Any Other Business._____

Having come to the end of the meeting the chairman gives the opportunity to the shareholders and their representatives to ask questions._____

The chairman records that there are no questions, he thanks everyone for their presence and closes the meeting._____

These minutes were drawn up in Amsterdam, the Netherlands, on the seventeenth day of August two thousand and ten and signed by Raoul Anton Hagens, with office address at Apollolaan 15, 1077 AB Amsterdam, the Netherlands, born in Haarlem, the Netherlands, on the twelfth day of April nineteen hundred and eighty-three, as the person holding a written authorisation from the chairman, which authorisation was evidenced by the private power of attorney, a copy of which is attached to this deed (Annex), and signed by me, civil law notary._____

(Follow signatures)

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