

» Agenda

for the General Meeting of Shareholders of Buhrmann NV

to be held on Thursday 12 April 2007 at 2 pm in the Okura Hotel,
Ferdinand Bolstraat 333 in Amsterdam

- 1 Annual report and financial statements for 2006, dividend and discharge
 - 1a Reports by the Supervisory Board and the Executive Board
 - 1b Adoption of the 2006 financial statements (resolution)
 - 1c Adoption of the proposed 2006 dividend (resolution)
 - 1d Discharge of the members of the Executive Board (resolution)
 - 1e Discharge of the members of the Supervisory Board (resolution)
- 2 Composition of the Executive Board
Appointment of Mr P.J. Ventress (resolution)
- 3 Amendment of the Articles of Association (resolution)
- 4 Assignment to audit the 2007 financial statements (resolution)
- 5 Authority of the Executive Board to acquire shares or depositary receipts in the Company (resolution)
- 6a Extension of the period during which the Executive Board is authorised to issue ordinary shares (resolution)
- 6b Extension of the period during which the Executive Board is authorised to limit or exclude the preferential right when issuing ordinary shares (resolution)
- 6c Extension of the period during which the Executive Board is authorised to issue Preference Shares B (resolution)
- 7 Any other business

» Explanation

1c Adoption of the proposed 2006 dividend (resolution)

It is proposed to pay a dividend of €0.21 per ordinary share. In line with the dividend policy of the Company, this represents 26% of the consolidated net result available to holders of ordinary shares after adding back special items (net of tax) and fair value adjustments (net of tax) amounting to €146.8 million, divided by the number of ordinary shares outstanding at 31 December 2006. The dividend on ordinary shares will be paid either wholly in cash or in newly issued ordinary shares, at the option of the shareholder, and will be debited to the share premium reserve.

An amount of €11.2 million will be paid to holders of (depository receipts of) Preference Shares A (representing a statutory dividend of €0.21 per share).

More information about the dividend payment can be found on the website of the Company (www.buhrmann.com).

1d / 1e Discharge the members of the Executive Board and the Supervisory Board (resolutions)

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

2 Composition of the Executive Board Appointment of Mr P. J. Ventress (resolution)

As announced in March 2007, the Supervisory Board proposes to appoint Mr P.J. Ventress as member of the Executive Board. In line with the recommendations of the Dutch Corporate Governance Code, Mr Ventress will be appointed for a period of four years. The main elements of the contract of employment of Mr Ventress have been published on the website of the Company (www.buhrmann.com).

3 Amendment of the Articles of Association (resolution)

It is proposed to amend the Articles of Association in order to change the name of the company from Buhrmann N.V. to Corporate Express N.V.

Also, it is proposed to amend the Articles of Association in order to reflect the Dutch Act which came into force on 1 January 2007 to promote the use of electronic means of communication in the decision-making process in legal persons (the Electronic Means of Communication Act: 'Wet elektronische communicatiemiddelen').

The Electronic Means of Communication Act regulates, among other things, the following three issues, (i) electronic convening of general meeting of shareholders; (ii) electronic participation in the meeting; and (iii) electronic voting prior to the meeting.

It is proposed to incorporate the basis for these electronic facilities into the Articles of Association. The actual ability to use electronic means for a certain general meeting, however, depends on a resolution to this effect by the Executive Board.

The Electronic Means of Communication Act also entails an amendment of the registration date. The registration date cannot be set before the thirtieth day before that of the meeting. Earlier, this was the seventh day before that of the meeting. An amendment to the Articles in this regard is proposed in Article 42 paragraph 11.

The proposal also entails the granting of authority to the Company Secretary, as well as to each (deputy) civil law notary and notarial assistant employed at the offices of Allen & Overy LLP in Amsterdam, to apply for the required ministerial declaration of no objection to the draft deed of amendment of the Articles of Association and to have the deed of amendment of the Articles of Association executed.

A copy of the proposal to amend the Articles of Association, containing the full text of the proposed amendments, with the explanation thereto, can be found on the website of the Company (www.buhrmann.com) and is available free of charge for shareholders and holders of depository receipts at the Company's offices in Amsterdam, as well as at ABN AMRO Bank in Breda, telephone +31 (0)76 579 94 55.

4 Assignment to audit the 2007 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 2007 to PricewaterhouseCoopers Accountants N.V. in Amsterdam.

5 Authority of the Executive Board to acquire shares or depositary receipts in the Company (resolution)

It is proposed to authorise the Executive Board, with the approval of the Supervisory Board, up to 18 months after the date of this meeting and within the limits of the law and the Articles of Association, to acquire, on the stock exchange or otherwise in return for payment, shares in the Company (or depositary receipts) at a price between 1 eurocent and the amount that equals 110% of the market price of these shares or depositary receipts on the official segment of Euronext Amsterdam N.V.'s stock market, the market price being the average of the highest price on each of five days of trading prior to the date of acquisition as shown in the Official Price List of Euronext Amsterdam N.V.

6a Extension of the period during which the Executive Board is authorised to issue ordinary shares (resolution)

6b Extension of the period during which the Executive Board is authorised to limit or exclude the preferential right when issuing ordinary shares (resolution)

6c Extension of the period during which the Executive Board is authorised to issue Preference Shares B (resolution)

6a and 6b

In order to be able to finance takeovers partly or entirely through the issuance of shares, and in order to be able to service the option rights of Buhrmann managers, it is desirable for the Executive Board to have a limited authority to issue ordinary shares and to grant options on ordinary shares.

The extent of the authority to issue and to exclude or restrict the pre-emptive rights should, in the opinion of the Executive Board and the Supervisory Board, be fixed at, at the most, 10% of the issued share capital, on the understanding that this authority is extended with an additional 10% of the issued share capital in case the issue takes place within the framework of a merger or acquisition. The percentage of 10% and the additional 10% in case the issue takes place within the framework of a merger or acquisition, is based on the specific financing structure of the Company, which, in relation to the total enterprise value, has a relatively small share capital, and on the need to be able to react swiftly when the opportunity of a sizeable acquisition arises.

In certain countries, selling restrictions on the offering of ordinary shares and rights to take up ordinary shares apply. This requires the Company to be able to exclude the pre-emptive rights ('voorkeursrechten') accruing to shareholders pursuant to article 11 of the Company's Articles of Association and section 2:96a of the Dutch Civil Code in the context of an issue of ordinary shares.

In accordance with Articles 10 and 11 of the Articles of Association, the General Meeting, by virtue of the resolution adopted on 13 April 2006, has extended the period during which the Executive Board is authorised to issue shares and to limit or exclude the preferential right when issuing ordinary shares by 18 months. This authority will therefore end on 13 October 2007, if it is not extended. As in previous years, it is proposed that this period be extended by another 18 months.

6c

The Preference Shares B can be placed with the Stichting Preferente Aandelen Buhrmann pursuant to an agreement concluded between the Stichting and Buhrmann on the placing of, and the option to acquire, Preference Shares B. This agreement imposes the obligation on the Stichting and entitles it to subscribe for Preference Shares B in the capital of Buhrmann. This mechanism would enable us to further define our position vis-à-vis a bidder for our shares and his plans or to counter a concentration of power, and consider our options, including – to the extent relevant – the negotiation of a more beneficial transaction or other alternatives. Reference is made to the Corporate Governance chapter of the Annual Report.

The Preference Shares B will be outstanding no longer than strictly necessary. Once the reason for the placing of the Preference Shares B no longer exists, we will propose to the General Meeting of Shareholders to cancel the Preference Shares B entirely as a class.

To maintain the effectiveness of the issue of Preference Shares B as a protection instrument, the scope of the authority to issue these shares should extend to such a number of Preference Shares B as corresponds to at the most the issued number of ordinary shares and Preference Shares A at the time of the issue.

Resolutions whereby the Executive Board exercises these powers to issue ordinary shares, to issue Preference Shares B and to limit or exclude the preferential right when issuing ordinary shares are subject to approval by the Supervisory Board.

Accordingly the following resolutions are proposed:

6a Extension of the period during which the Executive Board is authorised to issue ordinary shares (resolution)

A proposal is submitted to the General Meeting to extend the period during which the Executive Board is authorised to issue ordinary shares, which includes the granting of rights for the taking up of ordinary shares as provided for in Article 10 of the Articles of Association, to a date 18 months from the date of this General Meeting on the understanding that this authority is limited to a number of shares with a face value amounting to 10% of the issued capital, and to an additional 10% of the issued share capital if the issue takes place within the framework of a merger or acquisition.

6b Extension of the period during which the Executive Board is authorised to limit or exclude the preferential right when issuing ordinary shares (resolution)

A proposal is submitted to the General Meeting to extend the period during which the Executive Board is authorised to resolve to limit or exclude the preferential right when issuing ordinary shares, including the granting of rights for the taking up of ordinary shares, as provided for in Article 11 of the Articles of Association, to a date 18 months from the date of this General Meeting.

6c Extension of the period during which the Executive Board is authorised to issue Preference Shares B (resolution)

A proposal is submitted to the General Meeting to extend the period during which the Executive Board is authorised to resolve to issue Preference Shares B, including the granting of rights to subscribe for Preference Shares B as provided for in Article 10 of the Articles of Association, to a date 18 months after the date of this General Meeting, on the understanding that this authority extends to such a number of Preference Shares B as corresponds to the issued number of ordinary shares and Preference Shares A at the time of the issue.