
**EXPLANATION OF THE PROPOSED AMENDMENTS TO THE
ARTICLES OF ASSOCIATION OF
Buhrmann NV,
having its official seat in Maastricht.**

pertaining to the proposal dated 18 September 2006.
For discussion purposes only.

ALLEN & OVERY
AMSTERDAM

EXPLANATION OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF BUHRMANN NV, to be submitted for the approval of the general meeting of shareholders to be held on 31 October 2006.

Proxy to attend general meetings of shareholders

In article 42 paragraph 2 it is proposed to cancel the requirements that a proxy to attend a general meeting of shareholders only can be granted for a specific general meeting of shareholders and will expire at the end of that general meeting.

Technical amendments

- The definition "Rules relating to Securities" (*Fondsenreglement*), which does no longer exists in Dutch law, has been replaced by "General Rules" (*Algemeen Reglement*).
- The reference in article 14A paragraph 2 to the Notification of control in companies quoted on the stock exchange Act (*Wet melding zeggenschap 1996 in ter beurze genoteerde vennootschappen*) will be changed into Disclosure of Major Holdings and Equity Investments in Securities Issuing Institutions Act (*Wet melding zeggenschap en kapitaalbelang in effectenuitgevende instellingen*) to be effective as from 1 October 2006.
- The amendments of article 42 paragraphs 8 and 10 and article 44 are related to the expected change in Dutch Law, the Wet Electronische Communicatiemiddelen.

Proxy to effect the amendments to articles of association

The proposed amendments shall also include the granting of a power of authority to the company secretary and to each (junior) civil-law notary and notarial assistant of Allen & Overy LLP, attorneys, civil-law notaries and tax consultants in Amsterdam, to apply for the required ministerial certificate of no objection to the draft notarial deed of amendment of articles of association, and to have the notarial deed of amendment of articles of association executed.