



**Agenda** for the Extraordinary General Meeting of Shareholders of Corporate Express N.V. ("Corporate Express"), to be held at the offices of Corporate Express, Hoogoorddreef 62 in Amsterdam Zuidoost at 10 am on Monday 17 November 2008.

1. Opening
2. Assignment to audit the 2008 financial statements to Ernst & Young and withdrawal of the assignment to PricewaterhouseCoopers to audit the 2008 financial statements
3. Any other business

### **Notes to agenda item 2**

On 19 May 2008, Staples, Inc. ("Staples") issued a public Bid ("the Bid") on Corporate Express. As a result of the Bid, Staples currently holds more than 99% of the issued capital of Corporate Express. Staples is currently initiating proceedings pursuant to article 2:359c of the Dutch Civil Code to buy out the ordinary shares and depository receipts of preference shares A held by other investors. It expects that this procedure before the corporate division of the Amsterdam Court of Appeal ("Ondernemingskamer") will be finalized in the first quarter of 2009.

In relation to the acquisition of Corporate Express by Staples it is proposed to assign Ernst & Young LLP to audit the financial statements. Ernst & Young are the external auditors of the Staples group. By virtue of a resolution of the General Meeting of Shareholders of 8 April 2008 the assignment to audit the 2008 financial statements was given to PricewaterhouseCoopers. The proposal includes to withdraw this assignment to PricewaterhouseCoopers. This proposal is related only to the foregoing and is specifically not based on any difference of opinion with PricewaterhouseCoopers about the reporting method used, the control activities or otherwise.

By virtue of article 31 subsection 5 of the articles of association the General Meeting of Shareholders is authorized to assign the audit of the financial statements to an auditor and to withdraw such assignment.



### Information

For information about the Extraordinary General Meeting of Shareholders on 17 November 2008 and for information explaining how to register your shares for the Extraordinary General Meeting of Shareholders, please refer to the website of Corporate Express ([www.cexpgroup.com](http://www.cexpgroup.com)) or call ABN AMRO Servicedesk (+31 (0)76 57 99 455).