



**Agenda** for the Extraordinary General Meeting of Shareholders of Corporate Express N.V. ("Corporate Express"), to be held at Hotel Okura Ferdinand Bolstraat 333 in Amsterdam at 2pm on Monday 28 July 2008 ("the General Meeting").

1. Opening
2. Proposal to amend the articles of association of Corporate Express (the "Articles")
3. Appointment of Mr. T.W.C.M. van Brandenburg to the Executive Board
4. Appointments of Mr. R.L. Sargent and Mr. J.J. Mahoney to the Supervisory Board
5. Proposal to release from liability (*décharge verlenen*) the members of the Supervisory Board who have resigned per the date of the General Meeting as a result of the offer by Staples Acquisition B.V.
6. Any other business

On 9 June 2008, Corporate Express, Staples, Inc. ("Staples") and Staples Acquisition B.V. (the "Offeror") entered into a merger protocol (the "Merger Protocol") with respect to the offer made by the Offeror for all the issued and outstanding ordinary shares with a nominal value of EUR 1.20 each, including ordinary shares represented by American depositary shares, and all the issued and outstanding depositary receipts of preference shares A with a nominal value of EUR 1.20, each in the capital of Corporate Express, and the 2% subordinated convertible bonds due 2010 issued by Corporate Express (the "Offer"). On 2 July 2008, the Offeror declared the Offer unconditional, and in accordance with the agreement contained in the Merger Protocol, Corporate Express hereby convenes this extraordinary general meeting of shareholders to propose an amendment of the Articles and the appointment of certain persons nominated by Staples to the Executive Board and Supervisory Board.

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

It is proposed to amend the Articles in order to align the corporate structure of Corporate Express with the Staples' preferred corporate, tax and financing structure and to amend the governance structure to better reflect the ownership structure of Corporate Express following settlement of the Offer, including amendments of the Articles to (a) abolish the preference shares B, (b) abolish the restriction prohibiting a shareholder from holding more than 1% of the preference shares A, (c) abolish the requirement that certain resolutions by the general meeting of shareholders must be proposed by the Executive Board, (d) abolish the mandatory nomination by the Supervisory Board for

appointment of members of the Executive Board and the Supervisory Board and (e) decrease the minimum number of members of the Supervisory Board to two.

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 and to have the deed of amendment of the Articles executed.

A copy of the proposal to amend the Articles, containing the full text of the proposed amendments, can be found on the website of the Company ([www.cexpgroup.com](http://www.cexpgroup.com)) and is available free of charge to shareholders, holders of depositary receipts and other persons entitled to attend the meeting, at the Company's offices in Amsterdam, as well as at ABN AMRO Servicedesk in Breda, telephone number 076 579 94 55 (e-mail: [servicedesk@nl.abnamro.com](mailto:servicedesk@nl.abnamro.com)).

### **Notes to agenda item 3**

#### *Appointment of members to the Executive Board*

The Supervisory Board proposes, as part of the Offer, to appoint Mr. T.W.C.M. van Brandenburg as a member of the Executive Board. Mr. T.W.C.M. van Brandenburg will be appointed for a period of four years and the appointment will become effective with immediate effect. Mr. T.W.C.M. van Brandenburg will not enter into an employment agreement with Corporate Express and will not be entitled to remuneration from Corporate Express.

Information as stipulated in article 18 of the Articles concerning the proposed appointment:

Name:	<b><i>Mr. T.W.C.M. van Brandenburg</i></b>
Age:	59
Nationality	Dutch
Position(s):	President Staples Retail Europe, Member of the management board of Staples Acquisition B.V., Staples Acquisition II B.V., and Staples Acquisition III B.V.
Relevant other functions	None
Shares / depositary receipts in the Company:	None

### **Notes to agenda item 4**

*Appointment of members to the Supervisory Board*

The Supervisory Board proposes, as part of the Offer, to appoint Mr. R.L. Sargent and Mr. J.J. Mahoney as members of the Supervisory Board. The Supervisory Board believes that both Mr. R.L. Sargent and Mr. J.J. Mahoney match the Supervisory Board profile as posted on the Company website. The appointments will become effective with immediate effect. Mr. R.L. Sargent and Mr. J.J. Mahoney are Chairman and CEO and Vice-Chairman and CFO of Staples, Inc., respectively, and represent the interests of Staples, Inc. as majority shareholder of Corporate Express.

After the appointment of Mr. R.L. Sargent as a member of the Supervisory Board has become effective, the Supervisory Board will appoint Mr. R.L. Sargent Chairman of the Supervisory Board. After the appointment of Mr. J.J. Mahoney as a member of the Supervisory Board has become effective, the Supervisory Board will appoint Mr. J.J. Mahoney Vice-Chairman of the Supervisory Board.

Mr. R.L. Sargent and Mr. J.J. Mahoney are not independent as provided in best practice provision III.2.1 of the Dutch Corporate Governance Code.

Information as stipulated in article 2:142 paragraph 3 of the Dutch Civil Code concerning the proposed appointments:

Name:	<i>Mr. R.L. Sargent</i>	<i>Mr. J.J. Mahoney</i>
Age:	52	57
Nationality	American	American
Position:	Chairman and Chief Executive Officer of Staples, Inc. and Director of Staples, Inc., The Kroger Co. and Mattel, Inc.	Vice Chairman and Chief Financial Officer of Staples, Inc. and Director of Chico's FAS, Inc.
Supervisory Board memberships:	None	None
Relevant other functions	None	None
Shares / depositary receipts in the Company:	None	None

Information

For information about the General Meeting on 28 July 2008 and for information explaining how to register your shares for the General Meeting, 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).