
**EXPLANATION OF THE PROPOSED AMENDMENT
TO THE ARTICLES OF ASSOCIATION OF
Corporate Express N.V.,
having its official seat in Maastricht.**

belonging to the proposal
as it will be presented at the general meeting of shareholders of 28 July 2008 for its approval.

ALLEN & OVERY
AMSTERDAM

EXPLANATION OF THE PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF Corporate Express N.V., as it will be presented at the general meeting of shareholders of 28 July 2008 for its approval.

1. General

This amendment to the Articles of Association relates to the acquisition by Staples Acquisition B.V. of more than 95% of the issued shares capital of Corporate Express N.V.

2. Cancellation of preference shares B

As a result of the above, the preference shares b will be cancelled. (Article 4, Article 9, Article 10, Article 12, Article 14, Article 15, Article 33 and Article 46).

3. Limitation of the powers of the Executive Board and the Supervisory Board

The powers of the Executive Board and the Supervisory Board regarding a number of important corporate law resolutions will be cancelled. (Article 14 paragraph 1, Article 18, Article 25, Article 26 and Article 34)

4. Restriction transfer of preference shares A

The restriction on the transfer of preference shares A will be cancelled. (Article 14A).

5. Powers of the General Meeting

The General Meeting will be vested with powers to make certain resolutions of the Executive Board subject to its approval (Article 22 paragraph 4 new).

6. Technical amendments.

Article 5 paragraph 6 will be amended in order to allow the delivery of bearer ordinary shares from the girodeposit.

Article 13 paragraph 1 subparagraph b and Article 38 paragraph 8 will be amended in line with applicable legislation. An obvious error will be corrected in Article 5 paragraph 7. The minimum number of members of the Executive Board will be set at two (Article 24 paragraph 4).

7. Authorisation

The proposed amendment of the Articles of Association also includes that each member of the Executive Board, the company secretary, as well as each (junior) civil-law notary and notarial employee of Allen & Overy LLP, lawyers, civil-law notaries and tax advisers in Amsterdam, are authorised to request a certificate of no objections in respect of the draft deed of Amendment of the Articles of Association, and to have the deed executed.

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