

Draft dated 9 September 2008

NOTARIAL MINUTES

(Corporate Express N.V.)

On the twenty-eighth day of July two thousand and eight at fourteen (14.00) hours, I, Robrecht Anton Frits Timmermans, deputizing for Gerbrand Willem Christiaan Visser, civil law notary in Amsterdam, the Netherlands, at the request of the Supervisory Board of Corporate Express N.V., a public limited company, having its official seat in Maastricht, the Netherlands, its office address at Hoogoorddreef 62, 1101 BE Amsterdam, the Netherlands, registered in the Commercial Register under number 33250021 (**Corporate Express** or the **Company**), attended the extraordinary general meeting of shareholders of Corporate Express, held at the Okura Hotel, Ferdinand Bolstraat 333 in Amsterdam, with the purpose of taking minutes of the proceedings of the meeting. I, civil law notary, established the following.

Mr Francois Louis Virginie Meysman, residing at Drielindenbaan 66, B-1785 Merchtem, Belgium, born in Schaarbeek, Belgium, on the sixth day of April nineteen hundred and fifty-two, married, his identity established by means of his passport with number EE309686, chairman of the Supervisory Board of Corporate Express, acted as chairman of the meeting.

Item 1.

Opening

The chairman warmly welcomes all the attendants and opens the meeting at fourteen hundred (14.00) hours. The chairman notes that all formal requirements stated by law and the articles of association for holding general meetings of shareholders have been complied with, so that the meeting can validly adopt resolutions on all items on the agenda. The complete agenda for this meeting, the details of the persons who are to be appointed, as well as the verbatim text of the proposed amendment of the articles of association together with the explanatory notes thereto have been kept available for inspection at the offices of Corporate Express as well as the offices of the bank stated in the advertisement calling the meeting as of the tenth day of July two thousand and eight until today's date. These documents were also made available free of charge to anyone requesting them.

Later on, the chairman advises the meeting that the holders of ordinary shares present or represented at the meeting are jointly entitled to one hundred seventy-seven million two hundred and fifty-six thousand four hundred and fifty-six (177,256,456) ordinary shares in Corporate Express, so this is the number of votes that can be cast at the meeting. The holders of depositary receipts for preference shares A present or represented at the meeting can, based on a proxy issued by the Stichting Administratiekantoor van preferente aandelen Corporate Express (the **Administratiekantoor**) cast twenty-two million two hundred and fifty-six thousand eight hundred and forty (22,256,840) votes. Then, the Administratiekantoor itself is represented at the meeting as well, and entitled to cast fifty-seven thousand six hundred and fifty-three (57,653) votes. The total number of votes that can be cast at this meeting thus amounts to one hundred ninety-nine million five hundred and seventy thousand nine hundred and forty-nine (199,570,949).

On the basis of the provisions of article 41 paragraph 2 of the articles of association, the Supervisory Board has requested civil law notary G.W.Ch. Visser (**civil law notary**) to draw up notarial minutes of the proceedings of this general meeting of shareholders. The civil law notary is replaced at this meeting by his deputy, Robrecht Anton Frits Timmermans.

Finally, the chairman notes that an audio webcast recording will be made of the meeting.

Item 2.

Proposal to amend the articles of association of Corporate Express ("Articles of Association").

The chairman proceeds to the proposal to amend the articles of association and explains the proposal. The proposal to amend the articles of association is made in light of the acquisition by Staples Acquisition of more than ninety-five percent (95%) of the issued capital of Corporate Express. In more detail, the following

proposals are being made: (i) to cancel the preference shares B, (ii) to remove the restriction to hold more than one percent (1%) of the share capital issued in the form of preference shares A, (iii) to terminate the right of initiative of the Executive Board with respect to certain shareholders' resolutions, (iv) to terminate the right of recommendation of the Supervisory Board for the appointment of members of the Supervisory Board and the Executive Board, (v) to reduce the minimum number of members of the Supervisory Board to two, and (vi) to make the delivery possible of ordinary bearer shares. The proposal also entails granting a power of attorney to the Company's Secretary as well as to each junior civil law notary employed at the offices of Allen & Overy LLP in Amsterdam, to apply for a ministerial statement of no objections and to have the deed of amendment of articles of association executed. The chairman asks if any of the attendants wants to address the meeting, and gives the floor to Mr Lemmers.

Mr Lemmers represents the Vereniging Effectenbezitters (VEB), which in turn represents a number of shareholders. He wants to know which legal methods are being considered to buy out the remaining minority shareholders.

The chairman gives the floor to Ms Van der Kooij.

Ms Van der Kooij answers that no final decision has at yet been taken and that when taking one, the interests of the minority shareholders will also be taken into account.

The chairman adds that this is a decision of Staples and that Staples is well aware what is customary in such matters. The chairman then proceeds to take the vote.

Ms Van der Kooij has received instructions to cast seventy-two thousand one hundred and seventy-seven (72,177) votes in favour of the proposal.

The chairman records that none of the other attendants wants to vote against the proposal or abstain, so that the proposal is adopted. The chairman proceeds to item 3.

Item 3.

Appointment of Mr T.W.C.M. van Brandenburg to the Executive Board.

The chairman advises the meeting that following the acquisition of Corporate Express by Staples, the Supervisory Board has proposed the nomination of Mr T.W.C.M. van Brandenburg as member of the Executive Board. Mr T.W.C.M. van Brandenburg will be appointed for a period of four years, and the appointment takes effect immediately. Mr Van Brandenburg will not conclude an employment contract with the Company and thus not be entitled to any remuneration.

Mr Lemmers asks for Mr Van Brandenburg's view on the methods to buy out the minority shareholders.

The chairman answers that this is not a topic that is now for Mr Van Brandenburg to discuss.

The chairman then proceeds to take the vote.

Mr Kroon of Stichting Secva, representing one hundred and thirty thousand twenty-three (130,023) shares, announces that he wants to cast ninety-nine

thousand six hundred and three (99,603) votes against item 3.

Ms Van der Kooij has received instructions to cast seventy-two thousand one hundred and seventy-seven (72,177) votes again in favour of the proposal.

The chairman records that none of the other attendants wants to vote against the proposal or abstain, so that the proposal is adopted. The chairman proceeds to item 4.

Item 4.

Appointment of Mr R.L. Sargent and Mr J.J. Mahoney to the Supervisory Board.

The chairman advises the meeting that the Supervisory Board proposes to appoint Mr Ron Sargent and Mr John Mahoney as members of the Supervisory Board. Mr Ron Sargent will become chairman of the Supervisory Board and Mr John Mahoney vice chairman. The Supervisory Board is of the opinion that Mr Sargent, Chairman and CEO of Staples Inc., and Mr Mahoney, Vice Chairman and CFO of Staples Inc. fit in well with the Supervisory Board profile. The appointments will take effect immediately, and the supervisory board members now in office will resign immediately. To avoid any misunderstanding, the chairman notes that Mr Sargent and Mr Mahoney are not independent within the meaning of the Dutch Corporate Governance Code. Since Corporate Express's listing at Euronext Amsterdam will be terminated on seven August next, the Supervisory Board has decided to deviate from this provision, given the short amount of time available.

Mr Lemmers wants to know whether the Dutch Corporate Governance Code does not have a certain consequential effect.

Ms Van der Kooij explains that the Company will not apply the best practice provision concerned of the Dutch Corporate Governance Code during the short period of time the Company is still listed.

Mr Lemmers indicates that the interests of the minority shareholders should be safeguarded by an independent supervisory board member.

The chairman believes that the supervisory board members will look after the interests of all the stakeholders.

Mr Lemmers shows his understanding for the choice of the majority shareholder and concludes that the majority shareholder does not choose an independent supervisory board member who will represent the interests of others than the majority shareholder.

The chairman answers that presently the proposal is made to appoint supervisory board members who are not independent and that they will have the duty to promote the interests of all stakeholders.

The chairman proceeds to take the vote and records that the VEB wishes to abstain.

Mr Kroon of the Stichting Secva announces that he wants to cast ninety-nine thousand six hundred and three (99,603) votes against item 4.

Ms Van der Kooij has received instructions again to cast seventy-two thousand one hundred and seventy-seven (72,177) votes in favour of the proposal.

The chairman records that none of the other attendants wants to vote against the proposal or abstain, so that the proposal is adopted. The chairman proceeds to item 5.

Item 5.

Proposal to release from liability the members of the Supervisory Board who have resigned as of the date of the General Meeting in connection with the offer by Staples Acquisition B.V.

The chairman advises the meeting that the members of the Supervisory Board now in office will resign as of today. This item concerns the proposal to release the supervisory board members from liability for their supervisory duties.

The chairman proceeds to take the vote and records that none of the attendants wants to vote against the proposal or abstain, so that the proposal is adopted. The chairman proceeds to item 6.

Item 6.

Questions.

The chairman asks which of the attendants wants to address the meeting.

Mr Koster regrets that, once again, a Dutch company disappears from the stock exchange. He is of the opinion that, given the circumstances, the shareholders received a very fair price and he hopes that everyone at Corporate Express will do well.

The chairman thanks Mr Koster.

Mr Van Leeuwen emphasizes that the supervisory board members carry a great responsibility for the minority shareholders.

Finally, the chairman thanks the employees of Corporate Express throughout the world for their efforts in the past few years. He also thanks the members of the Executive Board and the Supervisory Board and everyone for their attendance and their contribution to the meeting, and closes the meeting at approximately fourteen hours and forty minutes (14.40). He invites everyone for drinks in the foyer.

These minutes were drawn up in Amsterdam on ● two thousand and eight and signed by ●, as the person holding a written authorisation from the chairman, which authorisation was evidenced by the private power of attorney attached to this deed (Annex), and signed by me, civil law notary.