



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 29 September 2008.

1. Opening
2. Approval as provided in article 2:107a of the Dutch Civil Code for the sale and transfer of the North American business of the Corporate Express group to Staples, Inc. ("the Transaction").
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.

The North American businesses of Corporate Express ("the Business") comprise the businesses in the United States and Canada. The Business realized 2007 net sales of EUR 2.967 billion and an operating result of EUR 83 million. The Transaction will be realized through the sale of the Corporate Express group's interest in the relevant holding companies. The rationale for the proposed Transaction is the integration of the Business and the North American businesses of Staples.

The Business will be transferred for fair market value of the Business as per 30 September 2008, which will be the effective date of the Transaction. The calculation of the fair market value will be executed by an independent valuation specialist and will be finalized on the effective date of the Transaction. The consideration will be equal to the fair market value so calculated and (based on preliminary calculations) will not be lower than USD 2.5 billion on a cash- and debt-free basis.



The Business represents more than one third of the assets of Corporate Express and, pursuant to article 2:107a of the Dutch Civil Code, the Transaction therefore requires the approval from the general meeting of shareholders of Corporate Express. The Supervisory Board and the Executive Board of Corporate Express recommend the approval of the proposed Transaction.

The Transaction is further subject to approval under the U.S. securitization program, which is expected to be obtained by 30 September 2008.

Information

For information about the Extraordinary General Meeting of Shareholders on 29 September 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) or call ABN AMRO Servicedesk (+31 (0)76 57 99 455).