

**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 Wednesday 18 June 2008.

1. Opening
2. Discussion of the public offer of Staples, Inc. ("Staples") for Corporate Express
3. Approval as provided in article 2:107a of the Dutch Civil Code for the acquisition of all shares in the capital of Lyreco S.A.S. and/or subsidiaries of Lyreco S.A.S. ("the Lyreco Transaction").  
An integral part of this approval is decision-making to:
  - Issue shares
  - Appoint a member to the Executive Board
  - Appoint members to the Supervisory Board
4. Any other business

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

This agenda item will not be put to a vote and serves for information and discussion purposes only. On 19 May 2008, Staples launched an unsolicited public offer for all outstanding shares and depositary receipts of preference shares A in the capital of Corporate Express and for all outstanding convertible bonds issued by Corporate Express. For more information about the offer, please refer to the offer memorandum published by Staples on 19 May 2008 ([www.staples.com](http://www.staples.com)). The offer will be discussed following article 18.1 of the Dutch Decree on Takeover Bids of the Act on Financial Supervision ("*Besluit openbare biedingen Wft*") (the "Decree").

A document including a position statement of the Executive Board and the Supervisory Board regarding the Staples' offer (the "Position Document") will be published on the website of Corporate Express ([www.cexpgroup.com](http://www.cexpgroup.com)) no later than 12 June 2008. Per the same date the Position Document will also be 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 ("ABN AMRO Servicedesk"), telephone number +31 (0)76 579 94 55 (e-mail: [servicedesk.beleggen@nl.abnamro.com](mailto:servicedesk.beleggen@nl.abnamro.com)). The Position Document will in any event include the information mentioned in Appendix G to the Decree.

### Notes to agenda item 3

An extensive explanation on the Lyreco Transaction is available in a separate Shareholders Circular which has been posted on the website of Corporate Express ([www.cexpgroup.com](http://www.cexpgroup.com)) and can be obtained via ABN AMRO Servicedesk. The Shareholders Circular is also available free of charge to shareholders, holders of depositary receipts and other persons entitled to attend the meeting at the offices of Corporate Express.

Explanation to the company law decision-making (agenda item 3):

- *Issue of shares*

It is proposed to designate the Executive Board as the competent body to resolve to issue such a number of ordinary shares as it considers necessary or desirable in relation to the Lyreco Transaction, up to a maximum of 102,500,000 ordinary shares as part of the Lyreco Transaction against contribution in kind.

- *Appointment of a member to the Executive Board*

The Supervisory Board proposes, as part of the Lyreco Transaction, to appoint Mr. Eric Bigeard as a member of the Executive Board. Mr. Bigeard is currently CEO of Lyreco and after his appointment as a member of the Executive Board has taken effect, he will be appointed CEO of Corporate Express by the Supervisory Board. In line with the recommendations of the Dutch Corporate Governance Code, Mr. Bigeard will be appointed for a period of four years and the appointment is conditional on, and will be effective upon, completion of the Lyreco Transaction. The remuneration of Mr. Bigeard will be in accordance with the remuneration policy of the company.

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

Name:	<i>Eric Bigeard</i>
Age:	53 years
Nationality	French
Position(s):	CEO of the board of Lyreco since 1988
Relevant other functions	none
Shares / depositary receipts in the Company:	Upon completion of the Lyreco Transaction Mr. Bigeard will hold (through Corely S.C.) an interest of approximately 1.8% of the issued share capital

- *Appointment of members to the Supervisory Board*

The Supervisory Board proposes, as part of the Lyreco Transaction, to appoint Mr. Georges Gaspard and Mr. Philippe Lansade as members of the Supervisory Board. The Supervisory Board believes that both Mr. Gaspard and Mr. Lansade match the Supervisory Board profile as posted on the Company website. The appointments are conditional on, and will become effective upon completion of the Lyreco Transaction. After the appointment of Mr. Gaspard as a member of the Supervisory Board has become effective, the Supervisory Board will appoint Mr. Gaspard Vice-Chairman of the Supervisory Board.

Mr. Gaspard is currently chairman of the board of Lyreco, Mr. Gaspard is not independent as provided in best practice provision III.2.1 of the Dutch Corporate Governance Code and article 1.4 of the By-Laws Supervisory Board of the Company. Mr. Lansade has been nominated by Lyreco to be appointed to the Supervisory Board, but qualifies as independent in accordance with the provisions mentioned above.

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

Name:	<i>Georges Gaspard</i>	<i>Philippe Lansade</i>
Age:	57 years old	42 years old
Nationality	French	French
Position:	Chairman of the board of Lyreco since 1986	Investment banker
Supervisory Board memberships:	Member of the board of Compagnie d'Assurances Prevoir (France)  Member of the board of Saint Maclou (France)	Member of the board of Keyrus (France)
Relevant other functions	none	none
Shares / depositary receipts in the Company:	Upon completion of the transaction Mr. Gaspard will hold (through Corely S.C.) an interest of approximately 28.1% of the issued share capital	none



Information

For information about the Extraordinary General Meeting of Shareholders on 18 June 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).