

Our reference  
BJJR/STAP14133-9067765

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1 June 2010

Company Announcements Platform  
ASX Limited

**Contact**  
Jaclyn Riley-Smith (02) 9210 6150

**Partner**  
Braddon Jolley

Dear Sir/Madam

**Takeover bid by Staples Australia Pty Limited for Corporate Express Australia Limited – Notice of Change**

We act for Staples Australia Pty Limited ACN 142 352 501 (**Staples Australia**), a wholly-owned indirect subsidiary of Staples, Inc, in relation to its off-market takeover offer for all the ordinary shares in Corporate Express Australia Limited ACN 000 728 398 (**Corporate Express and Offer**).

We refer to the acceptance facility (**Acceptance Facility**) established by Staples Australia on the terms set out in its First Supplementary Bidder's Statement dated 24 May 2010.

As at 31 May 2010 the number and percentage of Corporate Express shares:

	Number	Percentage
subject to the Acceptance Facility is	361,000	0.21%
subject to acceptances under the Offer is	17,820,500	10.53%
in which Staples had a relevant interest prior to the Offer is	98,600,656	58.25%
<b>Total</b>	<b>116,782,156</b>	<b>68.99%</b>

In accordance with the *Corporations Act 2001* (Cth), we attach an ASIC form 604 (Notice of change of interests of substantial holder) issued by Staples Australia in relation to the shares in Corporate Express.

1 June 2010  
ASX Limited

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Any questions from shareholders regarding the takeover offer should be directed to the Staples Offer Information Line on 1800 645 237 (toll free within Australia) or +61 2 8280 7585 (for callers from outside Australia).

Yours faithfully  
**Corrs Chambers Westgarth**



**Braddon Jolley**  
Partner

# Form 604

## Corporations Act 2001 Section 671B

### Notice of change of interests of substantial holder

To: Company Name/Scheme Corporate Express Australia Limited (the "Company")  
ACN/ARSN ACN 000 728 398

#### 1. Details of substantial holder (1)

Name Staples Inc. and its associates ("Associates") (as set out in Annexure "A")  
ACN/ARSN (if applicable)

**\*Note: This notice is given under section 671B(1)(b) of the Corporations Act 2001.**

There was a change in the interests of the  
substantial holder on 31/05/2010  
The previous notice was given to the company on 28/05/2010  
The previous notice was dated 28/05/2010

#### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary securities	114,596,227	67.71%	116,421,156	68.78%

#### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme, are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
31/05/2010	Staples Inc. and its Associates including Staples Australia Pty Limited ( <b>Staples Australia</b> ) (as set out in Annexure "A")	Acceptances of Offer dated 6 April 2010 made under Staples Australia's off-market takeover bid for Corporate Express Australia Limited (see Annexure "B" of notice dated 28/05/2010)	At \$5.60 a share	1,824,929 ordinary shares	1,824,929

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Staples Australia	Accepting ordinary shareholders	Staples Australia	Relevant interest under section 608(1) of the <i>Corporations Act 2001</i> (Cth) (Act) as a result of acceptances received under Staples Australia's off-market takeover bid for Corporate Express Australia Limited (see Annexure "B" of notice dated 28/05/2010)	17,820,500 ordinary shares	17,820,500

Each of the Associates	Accepting ordinary shareholders	Staples Australia	Relevant interest under section 608(3) of the Act	17,820,500 ordinary shares	17,820,500
Staples Inc.	Staples International BV (formerly Corporate Express International BV)	Staples International BV (formerly Corporate Express International BV)	Relevant interest under section 608(1) of the Act	98,600,656 ordinary shares	98,600,656
Each of the Associates	Staples International BV (formerly Corporate Express International BV)	Staples International BV (formerly Corporate Express International BV)	Relevant interest under section 608(3) of the Act	98,600,656 ordinary shares	98,600,656

### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

### 6. Addresses

The addresses of the persons named in this form are as follows:

Name	Address
See Annexure "A"	

## Signature

print name

capacity Attorney for Staples Australia Pty Limited under a Power of Attorney dated 18 March 2010

sign here

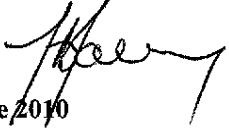
date 01/06/2010

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**ANNEXURE A**

This is Annexure A of 1 page referred to in Form 604 (Notice of change of interests of substantial holder) signed by me and dated

Signature: 

Date: 1 June 2010

**Associates of Staples Inc.**

Staples Inc.	500 Staples Drive Framingham MA 01702 United States of America
Staples Australia Pty Limited	C/- Corrs Chambers Westgarth Governor Phillip Tower 1 Farrer Place Sydney NSW 2000 Australia
Staples Australia Holdings Pty Limited	C/- Corrs Chambers Westgarth Governor Phillip Tower 1 Farrer Place Sydney NSW 2000 Australia
Each related body corporate of Staples Inc.	500 Staples Drive Framingham MA 01702 United States of America
Staples International BV(formerly Corporate Express International BV)	Rondebeltweg 102 1329 BH Almere The Netherlands