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24 May 2010

Ms Kathleen Forbes
Company Secretary
Corporate Express Australia Limited
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Dear Ms Forbes

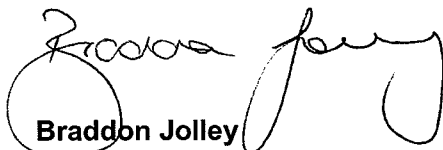
Takeover bid by Staples Australia Pty Limited for Corporate Express Australia Limited – First supplementary bidder's statement

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

We **attach**, by way of service pursuant to section 647(1) of the *Corporations Act 2001* (Cth), Staples Australia's first supplementary bidder's statement.

We have also emailed a copy of the first supplementary bidder's statement to Baker & McKenzie.

Yours sincerely
Corrs Chambers Westgarth


Braddon Jolley
Partner

attachments

Staples Australia Pty Limited ACN 142 352 501

First Supplementary Bidder's Statement

1 Introduction

This is the first supplementary bidder's statement under section 643 of the *Corporations Act 2001* (Cth) (**First Supplementary Bidder's Statement**) issued by Staples Australia Pty Limited ACN 142 352 501 (**Staples Australia**) in relation to its offer to acquire all the issued ordinary shares in Corporate Express Australia Limited ACN 000 728 398 (**Corporate Express**).

This First Supplementary Bidder's Statement supplements, and should be read together with, Staples Australia's bidder's statement dated 19 March 2010 and dispatched to Corporate Express shareholders on 6 April 2010 (**Bidder's Statement**).

2 Acceptance Facility

2.1 Acceptance facility

Staples Australia encourages all Corporate Express shareholders to accept the Offer now, but recognises that there may be some professional investors who may not be willing or able to accept at this stage of the Offer.

Accordingly, in order to enable certain shareholders to indicate their intentions to accept the Offer, Staples Australia proposes to establish an acceptance facility (**Acceptance Facility**) open to professional investors (as defined in section 9 of the *Corporations Act*) who hold at least 100,000 Corporate Express Shares (**Eligible Shareholders**). Corporate Express shareholders who are not Eligible Shareholders cannot participate in the Acceptance Facility.

Staples Australia believes the Acceptance Facility will facilitate an efficient and informed market in the Shares and encourages all Eligible Shareholders to take advantage of this facility.

2.2 Facility Operator

Pacific Custodians Pty Limited ACN 009 682 866 (**Facility Operator**) has been appointed to act as the operator of the Acceptance Facility.

2.3 How the Acceptance Facility operates

- (a) Eligible Shareholders who wish to take advantage of the Acceptance Facility should:
- (1) lodge acceptance instructions with the Facility Operator in the form of Acceptance Forms or directions to custodians to accept the Offer (**Acceptance Instructions**); and
 - (2) complete and return to the Facility Operator the Appointment of Facility Operator Form (available upon request to Eligible Shareholders).
- (b) The Facility Operator will hold the Acceptance Instructions as collection and lodgement agent for the relevant Eligible Shareholders.

- (c) Eligible Shareholders who lodge Acceptance Instructions retain all rights in relation to and full control over their Shares and may withdraw their Acceptance Instructions at any time until the Facility Operator receives a Confirmation Notice (as defined in paragraph (d) below) from Staples Australia.
- (d) The Facility Operator must deliver (A) the Acceptance Forms to the Share Registrar (in the case of Issuer-Sponsored Holdings) or the relevant brokers or non-broker participants (in the case of CHESS Holdings) and (B) the custodian directions to the relevant custodians, if and when the Facility Operator receives a written notice (**Confirmation Notice**) from Staples Australia that:
- (1) Staples Australia has declared the Offer free from all conditions that have not been fulfilled; or
 - (2) Staples Australia has announced to ASX that on a certain date (being no more than 15 days from the date of the announcement) Staples will declare the offer free from all conditions that have not been fulfilled (Announcement); or
 - (3) Staples Australia will make the Announcement to ASX as soon as all the delivered Acceptance Instructions are validly implemented or processed (as appropriate).
- (e) Staples Australia will use its reasonable endeavours to ensure that the Acceptance Instructions are processed or implemented as soon as practicable following the issue of the Confirmation Notice.

2.4 Disclosure of Acceptance Instructions

Before 8.30am on each Business Day, the Facility Operator will inform Staples Australia of the number of Shares in respect of which Acceptance Instructions have been received as at 7.30pm the previous day.

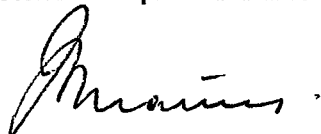
Following receipt of this information from the Facility Operator, Staples Australia will disclose this information to the market by 9.30am on the Business Day following any movement of at least 1% in the aggregate of the number of Shares subject to the Acceptance Facility and the number of Shares in which Staples Australia has a relevant interest, together with a breakdown of the aggregate amount between these two categories.

3 Other notices

Unless the context otherwise requires, terms defined in the Bidder's Statement have the same meaning as in this First Supplementary Bidder's Statement.

A copy of this First Supplementary Bidder's Statement has been lodged with ASIC. Neither ASIC nor any of its officers take any responsibility for its contents.

Signed for and on behalf of Staples Australia Pty Limited following a resolution of the directors of Staples Australia Pty Limited.



John Slattery, Director

Dated: 24 May 2010