



Corporate Express Australia Limited Remuneration and Human Resources Committee Charter

Constitution

On 12 May 1995, the Board of Directors resolved to establish a Committee of the Board known as the Remuneration Committee. The Charter of this Committee is set out in this document. On 3 September 2009 this Charter was amended to expand the scope of the Committee's responsibilities to cover human resources.

Membership

The Committee shall be appointed by the Board from amongst the non-executive directors of the company and shall consist of not less than three members.

Meetings

The Committee shall meet not less than twice each financial year. The Committee may meet at any time upon the request of its Chairman, any one of its members or the Board of Directors.

Attendance at Meetings

Directors of the company, other than the members of the committee, shall not normally attend meetings. However, non-executive directors may request the right to attend and any director, manager or third party may be invited by the Committee to attend meetings.

The Company Secretary shall be the Secretary of the Committee. The Secretary should ensure that the agenda is circulated with sufficient notice prior to each meeting. The agenda should be accompanied by appropriate supporting documents prepared by management.

Reporting Procedures

The Secretary shall circulate the minutes of Committee meetings to all Committee members and non-executive directors.

Matters arising from the Committee's activities should periodically be included in the agenda for the main Board meetings.

The Company's annual report to shareholders should include, as part of its Statement on Corporate Governance, a statement describing the responsibilities and activities of the Committee.

Authority

The Committee is authorised by the Board to investigate any activity within its scope of responsibilities. It is authorised to seek any information it requires from any Board member, other executive or employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise at any of its meetings if it considers this necessary.

The Committee has the authority to review, on behalf of the Company, remuneration matters arising in all group companies.

Responsibilities

The responsibilities of the Committee shall include:

1. Providing advice and assistance to the board by overseeing the establishment and implementation of appropriate:
 - remuneration policies;
 - employee performance management and development systems;
 - succession plans; and
 - recruitment, retention and termination policies.
2. Monitoring the principles and framework required to measure employee engagement, and the Company's engagement results from time to time.
3. In addition to Item 1, reviewing and recommending for board approval the Company's senior executive remuneration policy;

4. Reviewing and recommending for board approval the specific remuneration package for the Managing Director;
5. In respect of the executives who are members of the Company's internal executive board, reviewing and recommending for board approval:
 - a) specific remuneration packages and key conditions, and any changes to the same;
 - b) the allocation, measurement and payment of any incentives or other bonus payments; and
 - c) any termination benefit and any contractual term relating to termination and termination benefits,all prior to the affected executive being informed of the same.
6. In respect of executives and other key employees earning over \$200,000 guaranteed remuneration per annum, reviewing and approving:
 - a) specific remuneration packages and key conditions, and any changes to the same;
 - b) the allocation, measurement and payment of any incentives or other bonus payments; and
 - c) any termination benefit,all prior to the affected executive or employee being informed of the same.
7. Reviewing allocations under the Company's Long Term Incentive Programme recommended to the Committee by the Managing Director, and recommending the same to the Board of Directors for approval;
8. Establishment of an independent sub-committee, including the Managing director, to consider and recommend for the approval of the Committee the specific remuneration packages of the Chairman and Independent Non-executive directors.
9. Reporting to shareholders in compliance with the ASX, ASIC and other legal requirements in relation to matters within the responsibility of the committee;
10. Considering other issues raised by the Board of Directors for the Committee's consideration.

The Chairman of the Committee, or in his or her absence, another member of the Committee, should attend the company's Annual

General Meeting to respond to questions concerning remuneration of directors and executives.