Staples, Inc.
Five Hundred Staples Drive
Framingham, Massachusetts 01702

Staples, Inc. 2012 Employee Stock Purchase Plan

Prospectus for the employees of the European Economic Area ("EEA") (direct or indirect) subsidiaries of Staples, Inc.

Pursuant to Article 23 of the Law of June 16, 2006 on the public offerings of securities and the admission to trading of securities on a regulated market, the Belgian Financial Services and Markets Authority has approved this prospectus on June 12, 2012. This prospectus was established by the issuer and the issuer is responsible for this prospectus. The prospectus has been approved in connection with the operations proposed to the investors. The visa represents neither an assessment of the transaction's opportunity or quality nor the authentication of the financial and accounting information presented or more generally the issuer's position, by the Belgian Financial Services and Markets Authority.

This prospectus will be made available to the employees of the EEA subsidiaries of Staples, Inc. if the offerings under the plan listed above are considered public offerings in their respective jurisdiction. At the time of the approval of this prospectus, these jurisdictions are Austria, Belgium, Finland, France, Germany, Ireland, Italy, Norway, the Netherlands, Portugal, Sweden and the United Kingdom. This prospectus will be made available on the intranet of Staples, Inc. and free paper copies will be available to the employees upon request by contacting the Human Resources Departments of their employers.

When participating in the ESPP, certain risk factors must be taken into account. With respect to these risk factors, reference is made to page 23 and following of this prospectus.

Note to the prospectus

This prospectus was established in accordance with the principles laid down in the Law of June 16, 2006 on the public offerings of securities and the admission to trading of securities on a regulated market, in Directive 2003/71/EC of November 4, 2003 and in Commission Regulation 809/2004 of April 29, 2004.

This prospectus contains, among other things, a summary conveying the essential characteristics of, and risks associated with, the issuer and the offered securities. More detailed information concerning the issuer and the securities to be offered is reflected in the exhibits attached to this prospectus. The documents referred to in the relevant chapters are attached as annexes to this prospectus.

Company responsible for the prospectus

The responsibility for this prospectus is assumed by Staples, Inc., a company incorporated and existing under the laws of the State of Delaware, U.S.A., with its registered office at Five Hundred Staples Drive, Framingham, Massachusetts 01702, U.S.A., represented by its Board of Directors. Staples, Inc. ensures, having taken all reasonable care, that the information contained in this prospectus is, to the best of its knowledge, in accordance with the facts and that the prospectus does not contain omissions likely to affect the import of the prospectus.

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Preliminary remark

The issuer warns the reader that:

- this summary should be read as an introduction to the prospectus;
- any decision to invest in the securities should be based on consideration of the prospectus as a whole by the investor;
- where a claim relating to the information contained in the prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the prospectus before the legal proceedings are initiated; and
- civil liability attaches to those persons who have tabled the summary including any translation thereof, and applied for its notification, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the prospectus.

A. Information concerning the offer

A.1. Description of the offer

General information

Staples, Inc., a Delaware corporation, with its headquarters at Five Hundred Staples Drive, Framingham, Massachusetts 01702, United States of America (the "Company" or "Staples"), has decided to offer eligible employees of its designated subsidiaries the possibility to acquire at a discounted price common shares of Staples, Inc. having a par value of US$ 0.0006 per share (the "Shares") under the Staples, Inc. 2012 Employee Stock Purchase Plan (the "ESPP" or the "Plan"). The Company's Shares are listed on the Nasdaq Global Select Market (the "Nasdaq"). The ticker symbol for the Company's Shares is "SPLS."

The total number of Shares made available for purchase under the ESPP is 15,000,000..

Purpose

The purpose of the Plan is to provide employees of the Company and its designated subsidiaries with an opportunity to purchase common stock through accumulated contributions.

Administration

Pursuant to the Compensation Committee charter, the Board of Directors of the Company (the "Board") has delegated authority for all equity and incentive plans, including the ESPP, to the Compensation Committee. Each of the Compensation Committee and the Board has the authority to make rules and regulations for the administration of the ESPP and its interpretations and decisions are final and conclusive.

An offering period generally extends for six months; however, the Compensation Committee may, in its discretion, choose an offering period of twenty-seven (27) months or less for each offering, choose a different offering period for each offering and begin additional offering periods. The Compensation Committee or the Board may, in its discretion, adopt or implement rules under the ESPP to comply with local jurisdictional laws or rules. Additionally, pursuant to the terms of the ESPP, the Compensation Committee of the Board, or to the extent permitted by applicable laws, the Company's Committee on Employee Benefits (hereinafter referred to as the "Committee," which, depending on the situation, refers to one of both of the aforementioned bodies) has been given administrative authority under the Plan. The ESPP also provides administrative authority to two officers of the Company, acting jointly, to engage in certain administrative tasks in connection with the implementation of the ESPP. However, such officers do not have the authority to increase the number of shares available under the ESPP. Hereafter, the term "Administrator" may refer to either the Board or the Committee.

Eligibility

All employees of the Company or a subsidiary or affiliate designated by the Board or the Committee (respectively "Designated Subsidiary" and "Designated Affiliate"), are eligible to participate in one or more of the offerings of options to purchase Shares provided that they are employed by the Company or a

Designated Subsidiary or Designated Affiliate on a given enrollment date ("Enrollment Date"). The Administrator, in its discretion, from time to time may, prior to an Enrollment Date for all options to be granted on such Enrollment Date in an offering, determine an eligible employee will or will not include an individual if he or she: (i) has not completed at least two (2) years of service since his or her last hire date (or such lesser period of time as may be determined by the Administrator in its discretion), (ii) customarily works not more than twenty (20) hours per week (or such lesser period of time as may be determined by the Administrator in its discretion), (iii) customarily works not more than five (5) months per calendar year (or such lesser period of time as may be determined by the Administrator in its discretion), (iv) is a highly compensated employee within the meaning of Section 414(q) of the U.S. Internal Revenue Code of 1986, or (v) is a highly compensated employee within the meaning of Section 414(q) of the U.S. Internal Revenue Code of 1986 with compensation above a certain level or is an officer or subject to the disclosure requirements of Section 16(a) of the U.S. Securities Exchange Act of 1934.

An employee shall, however, not be eligible to receive purchase rights under the ESPP if such employee, immediately after the option is granted, owns five percent (5%) or more of the total combined voting power or value of the stock of the Company or any subsidiary or parent company of the Company.

No employee may be granted an option which permits his/her rights to purchase Staples common stock under this Plan and any other employee stock purchase plan of the Company and its subsidiaries (as defined by the Board or the Committee), to accrue at a rate which exceeds US$25,000 of the fair market value of Staples common stock (determined at the time such option is granted) for each calendar year in which such option is outstanding at any time.

Offerings

The Company will make one or more offerings ("Offering") to employees to purchase stock under the ESPP. Each first day on which the national stock exchange upon which the common stock is listed is open for trading ("Trading Day") on or after January 1 and July 1 of each year will begin a new offering period ("Offering Period") which terminates, respectively, on the last Trading Day on or before June 30 and December 31 of each year, or on such other dates as the Administrator will determine. Unless and until the Administrator determines otherwise in its discretion, each Offering Period shall consist of one six (6) month purchase period ("Purchase Period"), which shall run simultaneously with the Offering Period.

Participation

In order to participate in the ESPP, eligible employees must enroll in the Plan by (i) submitting to the Company's stock administration office (or its designee), on or before a date determined by the Administrator prior to an applicable Enrollment Date, a properly completed subscription agreement authorizing contributions in the form provided by the Administrator for such purpose, or (ii) following an electronic or other enrollment procedure determined by the Administrator, and in either case completing any other forms and following any procedures for enrollment in the Plan as may be established by the Administrator from time to time.

Hereinafter, "Participant" means an employee participating in the Plan.

Contributions

The enrollment in the ESPP will authorize a regular payroll deduction from the compensation received by the employee during the Offering Period. Unless an employee changes his enrollment in a manner prescribed by the Committee from time to time or withdraws from the Plan, his or her deductions and purchases will continue at the same rate for future offerings under the Plan as long as the Plan remains in effect.

The Company will maintain payroll deduction accounts for all participating employees. With respect to any offerings made under the ESPP, an employee may elect to have payroll deductions made on each pay day or other contributions (to the extent permitted by the Administrator) made during the Offering Period in an amount not exceeding ten percent (10%) of the compensation which he or she receives on each pay day during the Offering Period, or such different maximum percentage as may be determined by the Administrator prior to any Offering Period. For these purposes, eligible compensation means an eligible employee's regular base straight time gross earnings (including payments for piece work in the case of employees of the American Identity division), commissions, sales rewards and other sales-related payments, exclusive of any other form of compensation including payments for incentive compensation, bonuses, overtime, shift premium, 13th/14th month payments or similar concepts under local law or any other similar compensation. This definition of eligible compensation is subject to change.

Each participating employee shall designate what percentage of his or her payroll deductions during the Offering shall be used to purchase Staples common stock upon the completion of such Offering, subject to any limits as may be imposed for such Offering by the Board or the Committee. Any change in compensation during the Plan Period will result in an automatic corresponding change in the amount withheld. The payroll deductions shall be made in the applicable local currency and will be converted into United Stated currency at the prevailing rate of exchange in effect on the date determined by the Board or the Committee from time to time.

The Board or the Committee may permit direct contributions by eligible employees instead of payroll deductions if it determines such action to be advisable, and on such terms as it deems advisable.

In Belgium, all payroll deductions from an employee's compensation will be credited to a special bank account that is held at KBC Bank, Havenlaan 12, 1080 Brussels, Belgium, by the Belgian employer in the name of all Belgian employees who own the account in the proportion of their respective contributions or in the name of each individual employee. The Belgian local employer manages the account(s) and transfers the amounts to the Company on the respective dates for the purchase of shares under the ESPP. In other jurisdictions, individual bookkeeping accounts will be maintained for each employee and all payroll deductions from the employee's compensation shall be credited to such participant's ESPP account and shall be deposited with the general funds of the Company. Interest shall not be paid on sums deducted from an employee's compensation pursuant to the ESPP.

Unless and until otherwise provided by the Administrator, an employee may not increase or decrease his or her payroll deduction or other contributions during an Offering Period, with the exception that a Participant may withdraw from the Plan by following the procedures set forth in Section 10 of the Plan.

Purchase of shares

On the Enrollment Date of each Offering Period, the Company will grant to each eligible employee who is then a participant in the Plan an option to purchase on the last trading day of the simultaneous purchase period ("Purchase Period") (the "Exercise Date"), at the option price hereinafter provided for, the largest number of shares (including fractional shares determined in the manner set forth below) of Staples common stock (subject to any limits as may be imposed for such Offering by the Administrator) as does not exceed the number of shares determined by dividing US$12,500 by the Fair Market Value (as defined below) of Staples common stock on the Enrollment Date of such Offering Period; provided that, if the Purchase Period is any period other than six months, then US$12,500 shall be adjusted proportionately to reflect the length of the Purchase Period.

The purchase price for each share purchased will be 85% of the Fair Market Value (as defined below) of Staples common stock on (i) the Enrollment Date or (ii) the Exercise Date, whichever shall be less.

Fair Market Value shall mean, as of any date and unless the Administrator determines otherwise, the value of common stock determined as follows: (i) if the common stock is listed on any established stock exchange or a national market system, including without limitation the NASDAQ Global Select Market, the NASDAQ Global Market, the NASDAQ Capital Market of the NASDAQ Stock Market or the New York Stock Exchange, its Fair Market Value will be the closing sales price for such stock as quoted on such exchange or system on the date of determination (or if no sales were reported on that date, on the last Trading Day such sales were reported), as reported in The Wall Street Journal or such other source as the Administrator deems reliable; (ii) if the common stock is regularly quoted by a recognized securities dealer but selling prices are not reported, its Fair Market Value will be the mean between the high bid and low asked prices for the Common Stock on the date of determination (or if no bids and asks were reported on that date, as applicable, on the last Trading Day such bids and asks were reported), as reported in The Wall Street Journal or such other source as the Administrator deems reliable; or (iii) in the absence of an established market for the common stock, the Fair Market Value thereof will be determined in good faith by the Administrator..

Each employee who continues to be a participant in the Plan on the Exercise Date shall be deemed to have exercised his option at the option price on such date and shall be deemed to have purchased from the Company the number of shares of Staples common stock (including fractional shares calculated up to 5 decimal places) reserved for the purpose of the Plan that his accumulated payroll deductions on such date will pay for, in United States currency as of that date, but not in excess of the maximum number determined in the manner set forth above, subject to any limits on allocation as may be imposed by the Board or the Committee for such Offering.

Any balance remaining in an employee's payroll deduction account at the end of a Plan Period will be automatically refunded to the employee in the local currency or there may be payment in Euros.

Withdrawal

A Participant may withdraw all but not less than all the contributions credited to his or her account and not yet used to exercise his or her option under the Plan at any time by (i) submitting to the Company's stock administration office (or its designee) a written notice of withdrawal in the form determined by the

Administrator for such purpose, or (ii) following an electronic or other withdrawal procedure determined by the Administrator. Further, unless otherwise determined by the Administrator, any Participant who elects to decrease the rate of his or her Contributions to zero percent (0%) during an Offering Period shall be deemed to withdraw from participation in the Plan.

The Administrator may impose, from time to time, a requirement that the applicable notice of withdrawal from the Plan be on file with the Company for a reasonable period prior to the effectiveness of the Participant's withdrawal. All of the Participant's Contributions credited to his or her account will be paid to such Participant promptly after receipt of notice of withdrawal and such Participant's option for the Offering Period will be automatically terminated, and no further Contributions for the purchase of shares will be made for such Offering Period. If a Participant withdraws from an Offering Period, Contributions will not resume at the beginning of the succeeding Offering Period, unless the Participant re-enrolls in the Plan in accordance with the provisions of Section 5 of the Plan.

A Participant's withdrawal from an Offering Period will not have any effect upon his or her eligibility to participate in any similar plan that may hereafter be adopted by the Company or in succeeding Offering Periods that commence after the termination of the Offering Period from which the Participant withdraws.

Stockholder's rights

Neither the granting of an option to an employee nor the deductions from his or her pay shall constitute such employee a stockholder of the shares of Staples common stock covered by an option under this Plan until such shares have been purchased by and issued to him or to an account for his benefit.

Transferability

Rights under this Plan are not transferable by a participating employee other than by will or the laws of descent and distribution, and are exercisable during the employee's lifetime only by the employee.

Notification upon sale of Shares – Black out dates

Each employee agrees, by entering the Plan, to promptly give the Company notice of any disposition of shares purchased under the Plan within such period as the Committee or Board may require from time to time. Moreover, associates grade level 40 and above and certain other employees cannot sell their shares during the so-called "black out dates", *i.e.*, dates when it is against Staples' policy to sell Staples' stock. Generally, such restrictions apply during the period starting four weeks (or any other applicable period under the then applicable black-out policy of Staples) before the end of each fiscal quarter up to and including the end of the day when Staples publicly releases earnings. The employee can obtain a calendar showing the "black out dates" from his local HR department.

Dividends on Shares purchased under the ESPP

Each employee who enrolls in the Plan agrees, for so long as shares of Staples common stock purchased by the employee at any time under the Plan (the "Purchased Shares") are held by the employee in an account with a bank, transfer agent, or other financial institution designated by the Company to hold the Purchased Shares (the "Financial Institution"), to (1) participate in the Staples dividend reinvestment program maintained by the Financial Institution (the "DRIP") such that unless the employee affirmatively opts out of the DRIP, the employee shall receive, in lieu of any cash dividend paid or payable by the Company with respect to the employee's Purchased Shares that are held in an account with the Financial Institution (the "Captive Shares"), shares of Staples common stock (including any fractional shares) pursuant to the terms of the DRIP, and (2) allow the Company to take all reasonably necessary and appropriate actions to ensure that the amount of any cash dividend paid or payable by the Company with respect to the employee's Captive Shares is paid in the form of Staples common stock instead of cash.

Term of the ESPP

The ESPP shall continue in effect until its termination by the Board or its Compensation Committee.

A.2 Application of Funds

To the extent consistent with applicable law, all funds received or held by the Company or any Subsidiary under the ESPP may be combined with other corporate funds and may be used for any corporate purpose and moved outside the country in which they are deducted from payroll.

A.3 Costs related to the sale of Shares

If an employee acquires Shares under the ESPP, he or she will incur certain costs upon a subsequent sale of the
Shares. These costs are inherent to any sale of shares on the Nasdaq and will be charged by the broker (E*TRADE) who sells the respective Shares on behalf of the employee. These costs are currently as follows:

TRANSACTION PRICING

	Transaction via Web or Interactive Voice Response	*Transaction Via Broker*
Sale transaction minimum	US$ 14.95 minimum on all trades	US$ 14.95 minimum on all trades
1-50	US$ 0.00 per share	US$ 0.00 per share
51	US$ 24.96	US$ 24.96
Shares 52 and up	US$ 0.01 per share	US$ 0.01 per share

SPECIAL REQUEST FEES

Broker Assist Fee	US$ 45
Check Request Fee	US$ 10.
Wire Transfer	US$ 25 outgoing for customers in the US
Express Mail	US$ 20 (USD or foreign currency)
Postage and Handling	US$ 0

B. General Information concerning Staples

B.1 Company history and activities

Staples was incorporated in 1985 as a Delaware corporation for an unlimited period of time. Staples has its registered office at Five Hundred Staples Drive, Framingham, Massachusetts 01702, United States of America (telephone number +1 (508) 253-5000). As per January 28, 2012, Staples had approximately 51,542 full-time and 36,240 part-time employees in the U.S. and abroad.

Shares of the Company having a par value of US$ 0.0006 per Share are publicly traded on the Nasdaq Global Select Market (the "Nasdaq"). The ticker symbol for the Company's Shares is "SPLS." The ISIN Code of the Company's Shares is US8550301027.

Staples is the world's leading office products company. Staples pioneered the office products superstore concept by opening the first office products superstore in Brighton, Massachusetts in 1986 to serve the needs of small businesses. Currently, Staples serves customers throughout North America, Europe, Australia, South America and Asia. In July 2008, Staples completed the acquisition of Corporate Express N.V. ("Corporate Express"), one of the world's leading suppliers of office products to businesses and institutions.

Staples and its subsidiaries operate three business segments: North American Delivery, North American Retail and International Operations.

The North American Delivery segment consists of the U.S. and Canadian business units that sell and deliver office products and services directly to customers and businesses, and includes "Staples Advantage," "Staples.com" and "Quill.com."

Staples Advantage: The contract operations focus on serving the needs of mid-sized businesses and organizations up through and including Fortune 1000 companies through Staples Advantage. Contract customers often require more service than is provided by a traditional retail or mail order business. Through the contract sales force, the Company offers customized pricing and payment terms, usage reporting, the stocking of certain proprietary items, a wide assortment of products with various environmental attributes and services, and full service account management..

Staples.com: Staples.com operations combine the activities of the Company's U.S. and Canadian Internet sites as well as its direct mail catalog business. Staples.com is primarily designed to reach small businesses and home offices, offering next business day delivery for most office supply orders in a majority of the Company's markets. The Company markets Staples.com through Internet and other broad-based media advertising, direct mail advertising, catalog mailings, and a telesales group generating new business and growing existing accounts.

Quill.com: Acquired by Staples in 1998, Quill.com is an Internet and catalog business with a targeted approach to servicing the needs of small and medium-sized businesses in the United States. To attract and retain its customers, Quill.com offers outstanding customer service, Quill brand products, and special services. Quill.com also operates Medical Arts Press, Inc., a specialty Internet and catalog business offering products for medical professionals.

The Company's strategies for North American Delivery focus on customer service, customer acquisition and retention, and selling a broader assortment of products and services to its customers to grow sales and increase profitability. The majority of the integration efforts following the 2008 acquisition of Corporate Express have been completed. The Company is currently in the process of transitioning all of its legacy Corporate Express customers to the new and improved contract ordering web site, StaplesAdvantage.com.

The North American Retail segment consists of 1,583 stores in the United States and 334 stores in Canada at the end of fiscal year 2011. The Company operates a portfolio of retail store formats, tailored to the unique characteristics of each location. The "Dover" superstore represents the majority of its U.S. store base. The customer friendly "Dover" design appeals to the customer with an open store interior that provides a better view of the Company's wide selection and makes it easier to find products. In an effort to improve store productivity and effectively manage its cost structure the Company has reduced the size of its "Dover" new store format over time from 24,000 square feet to 15,000 square feet.

The Company also operates smaller format stores designed for rural markets and dense urban markets.

Additionally, the Company operates 26 stand alone copy and print shops to address the attractive quick print market opportunity. This 3,000 to 4,000 square foot store is designed for locations with high customer density and offers a full service copy and print shop and a broad assortment of core office supplies.

The Company's strategy for North American Retail focuses on offering an easy-to-shop store with quality products that are in-stock and easy to find, with fast checkout and courteous, helpful and knowledgeable sales associates. The Company's goals are to continue to be a destination for core supplies categories like ink and toner, to become an authority for business technology through redesigned stores, an expanded technology assortment, and its fast growing EasyTech service, offering expert technology assortment such as installations and repairs, and to establish leadership in copy and print services.

The Company's International Operations segment consists of businesses in 24 countries in Europe, Australia, South America and Asia.

The Company's European Office Products business represents a balanced multi-channel portfolio serving contract, retail, Internet and catalog customers in 16 countries. The Company operates 331 retail stores, with the largest concentration of stores in the United Kingdom, Germany, the Netherlands and Portugal. It operates Internet and direct mail catalog business with a significant concentration of sales in France, Italy and the United Kingdom. The contract business includes sizable operations in Scandinavia, the United Kingdom, the Netherlands and Germany.

The Company's strategies for its European Office Products business focus on strengthening its value proposition with customers, increasing the productivity of its marketing programs, leveraging best practices from its North American businesses, including its mid-market contract selling model, and expanding its mix of business services with a focus on copy and print. The Company is also focused on improving profitability by reducing overhead expense, increasing sales of Staples brand products and improving the performance of its supply chain.

In 2010, the Company acquired the remaining shares in Corporate Express Australia Limited, increasing its ownership to 100% from the 59% it acquired with the acquisition of Corporate Express. This business serves primarily contract customers in Australia and New Zealand. In addition to its contract business, the Company operates a public website which targets small business and home office customers. Its strategies focus on improving sales force productivity by providing customers with a broad assortment of products and services, including office products, IT solutions, business furniture and print management.

The Company continues to establish a foundation for growth in Asia and South America, where its businesses are in various stages of development. The Company operates retail and delivery businesses in China, a delivery business in Taiwan through a joint venture with UB Express, and a multi-channel business in India through a joint venture with Pantaloon Retail Limited. The Company also operates delivery businesses in Argentina and Brazil and operates two stores in Argentina.

B.2 Research and development; patents and trademarks

The Company owns or has applied to register numerous trademarks and service marks in the United States and throughout the world in connection with its businesses. Some of the Company's principal global and regional marks include Staples, the Staples red brick logo, Staples the Office Superstore, the Easy Button logo, "that was easy," Staples EasyTech, Quill.com, Corporate Express, and many other marks incorporating "Staples" or another primary mark, which in the aggregate the Company considers to be of material importance to its business. While the duration of trademark registrations varies from country to country, trademarks are generally valid and may be renewed indefinitely so long as they are in use and their registrations are properly maintained.

The Company owns and maintains a number of patents internationally on certain products, systems and designs. The Company also owns copyrights for items such as packaging, training materials, promotional materials, in-store graphics and multi-media. In addition, the Company has registered and maintains numerous Internet domain names, including many that incorporate "Staples."

B.3 Particular provisions of the bylaws

The Company's annual meeting of shareholders is held for the purpose of electing directors and conducting other business as may properly come before the meeting and shall be held each year.

B.4 Board of Directors (as per April 23, 2012)

Name	*Age*
Basil L. Anderson	67
Arthur M. Blank	69
Drew Faust	64
Justin King	50
Carol Meyrowitz	58
Rowland T. Moriarty	65
Robert C. Nakasone	64
Ronald L. Sargent	56
Elisabeth A. Smith	48
Robert E. Sulentic	55
Vijay Vishwanath	52
Paul F. Walsh	62

B.5 Executive Officers (as per April 23, 2012)

Name	*Function*
Ronald L. Sargent	Chairman and Chief Executive Officer
Cynthia Pevehouse	Senior Vice President, General Counsel and Secretary
Joseph G. Doody	President, North American Delivery
Christine T. Komola	Senior Vice President and Chief Financial Officer
John J. Mahoney	Vice Chairman
Michael A. Miles, Jr.	President and Chief Operating Officer
Demos Parneros	President, U.S. Retail

To the extent that such fact is required to be disclosed in Exhibits II or III, for at least the previous five years, none of the directors or executive officers of the Company has:

(a) been convicted in relation to fraudulent offences;

(b) been associated with any bankruptcies, receiverships or liquidations when acting in their capacity of directors or executive officers of the Company; or

(c) been subject to any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies) or ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer.

There are no family relationships between any of the directors and the executive officers listed above.

As indicated in the Company's Annual Report on Form 10-K (Exhibit II), the Company has adopted guidelines regarding corporate governance, amongst which a "Code of Ethics," the full text of which is available on the Company's website, at www.staples.com, under the "Corporate Information – Investor Information – Corporate Governance – Code of Ethics" captions. This item is available in print (free of charge) to any shareholder who requests it from Emma Sellers, Manager, Global Business Conduct and Ethics, 500 Staples Drive, Framingham, MA 01702, United States of America, telephone (508) 253-4218.

C. Financial Information Concerning Staples, Inc.

C.1 Statutory auditors

The statutory auditors of Staples over the fiscal years ended on January 28, 2012, January 29, 2011 and January 30, 2010 were Ernst & Young LLP, 200 Clarendon Street, Boston, MA 02116, United States of America. The accounts for those years, prepared in accordance with the U.S. GAAP, were audited, and the audit reports contained no qualification.

C.2 Share capital

As of February 27, 2012, Staples had 694,102,453 common shares outstanding, with a par value of US$0.0006 per Share.

The aggregate market value of voting stock held by non-affiliates, based on the last sale price of Staples' common stock on July 30, 2011, as reported by Nasdaq, was approximately US$ 11.3 billion. The current stock exchange price of the Shares can be found on the Company's website (www.staples.com, under the "Corporate Information – Investor Information – Stock Price Information" captions).

There are no shareholders in the Company that, directly or indirectly, singly or jointly, exercise or are capable of exercising control over the Company.

As of April 9, 2012, to the Company's knowledge, the following shareholders of Staples beneficially owned 5% or more of its Shares:

(i) BlackRock, Inc. (5) 40 East 52nd Street New York, NY100222 holding 35,977,011 Shares, representing 5.2% of the Company's common stock.

For the fiscal years ended on January 28, 2012, January 29, 2011 and January 30, 2010 no third parties have attempted a public takeover bid on the Company, by purchase or exchange of Shares of the Company.

C.3 Key financial data

The key financial data (in U.S. GAAP) as per the fiscal years ended on January 28, 2012, January 29, 2011 and January 30, 2010 are set forth hereafter:

STAPLES, INC. AND SUBSIDIARIES
Consolidated Balance Sheets
(Dollar Amounts in Thousands, Except Share Data)

	January 28, 2012	January 29, 2011
ASSETS		
Current assets:		
Cash and cash equivalents	$ 1,264,149	$ 1,461,257
Receivables, net	2,033,680	1,970,483
Merchandise inventories, net	2,431,845	2,359,173
Deferred income tax assets	305,611	295,232
Prepaid expenses and other current assets	255,535	382,022
Total current assets	6,290,820	6,468,167
Property and equipment:		
Land and buildings	1,034,983	1,064,981
Leasehold improvements	1,330,373	1,328,397
Equipment	2,462,351	2,287,505
Furniture and fixtures	1,084,358	1,032,502
Total property and equipment	5,912,065	5,713,385
Less: accumulated depreciation and amortization	3,831,704	3,565,614
Net property and equipment	2,080,361	2,147,771
Intangible assets, net of accumulated amortization	449,781	522,722
Goodwill	3,982,130	4,073,162

Other assets	627,530	699,845
Total assets	$ 13,430,622	$ 13,911,667
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 2,220,414	$ 2,208,386
Accrued expenses and other current liabilities	1,414,721	1,497,851
Debt maturing within one year	439,143	587,356
Total current liabilities	4,074,278	4,293,593
Long-term debt	1,599,037	2,014,407
Other long-term obligations	735,094	652,486
Stockholders' equity:		
Preferred stock, $.01 par value, 5,000,000 shares authorized; no shares issued	—	—
Common stock, $.0006 par value, 2,100,000,000 shares authorized; issued 922,126,579 shares at January 28, 2012 and 908,449,980 shares at January 29, 2011	553	545
Additional paid-in capital	4,551,299	4,334,735
Accumulated other comprehensive loss	(319,743)	(96,933)
Retained earnings	7,199,060	6,492,340
Less: Treasury stock at cost, 226,383,032 shares at January 28, 2012 and 187,536,869 shares at January 29, 2011	(4,416,018)	(3,786,977)
Total Staples, Inc. stockholders' equity	7,015,151	6,943,710
Noncontrolling interests	7,062	7,471
Total stockholders' equity	7,022,213	6,951,181
Total liabilities and stockholders' equity	$ 13,430,622	$ 13,911,667

See notes to consolidated financial statements, which can be found on page C-8 of the Form 10-K.

STAPLES, INC. AND SUBSIDIARIES
Consolidated Statements of Income
(Dollar Amounts in Thousands, Except Share Data)

	Fiscal Year Ended		
	January 28, 2012	January 29, 2011	January 30, 2010
Sales	$ 25,022,192	$ 24,545,113	$ 24,275,451
Cost of goods sold and occupancy costs	18,280,364	17,938,958	17,801,548
Gross profit	6,741,828	6,606,155	6,473,903
Operating and other expenses:			
Selling, general and administrative	5,048,492	4,913,188	4,907,236
Amortization of intangibles	64,902	61,689	100,078
Integration and restructuring costs	—	57,765	84,244
Total operating and other expenses	5,113,394	5,032,642	5,091,558
Operating income	1,628,434	1,573,513	1,382,345
Other (expense) income:			
Interest income	7,577	7,722	6,117
Interest expense	(173,751)	(214,824)	(237,025)
Other (expense) income	(3,119)	(9,816)	4,457
Consolidated income before income taxes	1,459,141	1,356,595	1,155,894
Income tax expense	475,308	468,026	398,783
Consolidated net income	983,833	888,569	757,111
(Loss) income attributed to the noncontrolling interests	(823)	6,621	18,440
Net income attributed to Staples, Inc.	$ 984,656	$ 881,948	$ 738,671
Earnings Per Share:			
Basic earnings per common share	$ 1.42	$ 1.23	$ 1.04

Diluted earnings per common share	$	1.40	$	1.21	$	1.02
Dividends declared per common share	$	0.40	$	0.36	$	0.33

See notes to consolidated financial statements, which can be found on page C-8 of the Form 10-K.

Quarterly results will be published on the Company's Quarterly Reports on Form 10-Q, which are available on the Company's website (www.staples.com, under the "Corporate Information – Investor Information – SEC filings" captions).

The Company's dividend history can be found in the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 2012 (Exhibit II) and on the Company's website (www.staples.com, under the "Corporate Information – Investor Information – Investor Package" captions).

The cost of the stock-based compensation for U.S. GAAP accounting purposes is elaborated upon in the Company's Annual Report on Form 10-K for fiscal year ended January 28, 2012 (Exhibit II). In addition, the Company has incurred legal costs of approximately EUR 25,000 to implement this prospectus in order to offer securities under the ESPP to eligible employees of its subsidiaries in the EEA.

C.4. Risk factors

The risk factors to be taken into consideration when participating in the ESPP consist, on the one hand, of risks related to the participation of the ESPP itself, and, on the other hand, risks related to the Company's business.

The risks related to the participation itself in the ESPP can be summarized as follows:

- Participation in the plan is subject to the same risks as inherent to any investment in shares (such as a change of the stock exchange price of the shares).

- Participation in the plan is subject to a currency risk (*e.g.,* USD/EUR or USD/Sterling pound) that could adversely affect the foreseen profit resulting from the participation in the ESPP.

- The possible tax and / or social security consequences of the participation in the ESPP could adversely affect the foreseen profit resulting from the participation in the ESPP.

The risks related to the Company's business can be summarized as follows:

- Global economic conditions could adversely affect the Company's business and financial performance.

- The Company's market is highly competitive and it may not be able to continue to compete successfully.

- If the products and services that the Company offers fail to meet the Company's customer needs, the Company's performance could be adversely affected.

- The Company may be unable to continue to enter new markets successfully.

- The Company’s expanding international operations expose it to risks inherent in foreign operations.
- Failure to manage growth and continue to expand the Company’s operations successfully could adversely affect its financial results.
- The Company’s effective tax rate may fluctuate.
- Fluctuations in foreign exchange rates could lead to lower earnings.
- The Company may be unable to attract, train, engage and retain qualified associates.
- The Company’s quarterly operating results are subject to significant fluctuation.
- If the Company is unable to manage its debt, it could materially harm its business and financial condition and restrict its operating flexibility.
- The Company could incur significant goodwill impairment charges.
- The Company’s expanded offering of proprietary branded products may not improve its financial performance and may expose it to intellectual property and product liability claims.
- Problems in the Company’s information systems and technologies may disrupt its operations.
- Compromises of the Company’s information systems or unauthorized access to confidential information or the Company’s customers' or associates' personal information may materially harm the Company’s business or damage its reputation.
- The Company’s business may be adversely affected by the actions of and risks associated with third-party vendors and service providers.
- Various legal proceedings may adversely affect the Company’s business and financial performance.
- Failure to comply with laws, rules and regulations could negatively affect the Company’s business operations and financial performance.

II. Risk factors

The risk factors to be taken into consideration when participating in the ESPP consist, on the one hand, of risks related to the participation of the ESPP itself, and, on the other hand, risks related to the Company’s business.

The risks related to the participation itself in the ESPP can be summarized as follows:

- Participation in the plan is subject to the same risks as inherent to any investment in shares (such as a change of the stock exchange price of the shares).

- Participation in the plan is subject to a currency risk (*e.g.* USD/EUR or USD/Sterling pound) that could adversely affect the foreseen profit resulting from the participation in the ESPP.

- The possible tax and / or social security consequences of the participation in the ESPP could adversely affect the foreseen profit resulting from the participation in the ESPP.

Information concerning the risk factors related to the Company's business, that may affect future results of the Company, is reported in the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 2012 (Exhibit II) and in the Company's Quarterly Report on Form 10-Q for the first quarter ended on April 28, 2012 (Exhibit V).

III. Information on the offer and dilution resulting therefrom

Information concerning the offer, including offer statistics, the method and expected timetable and admission to trading details, is set forth in the Staples, Inc. 2012 Employee Stock Purchase Plan (Exhibit I), in the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 2012 (Exhibit II) and in the Company's Quarterly Report on Form 10-Q for the first quarter ended on April 28, 2012 (Exhibit V).

Maximum Dilution

The Shares under the ESPP are offered to approximately 80,285 eligible employees of the Company as of January 1, 2012. Further, employees who elect to participate in the ESPP may contribute up to 10% of their eligible compensation towards the purchase of Shares, with the maximum number of Shares that can be acquired during any Offering Period equal to the number of Shares determined by dividing US$ 12,500 by the fair market value of a Share on the Enrollment Date of such Offering Period. Every year consists of two such Offering Periods.

The fair market value of the Shares on April 23, 2012 was US$ 15.45. Assuming eligible employees would purchase during each Offering Period the total number of Shares they are entitled to purchase at the purchase price applicable on April 23, 2012 (i.e., 85% of US$ 15.45 or US$ 13.13), each eligible employee would be entitled to purchase a maximum of 1,618 Shares (i.e., 25,000 divided by 15.45) under the ESPP in one year, assuming no other ESPP limitations are exceeded. Assuming that all of the eligible employees would each purchase 1,618 Shares, the maximum number of Shares offered under the ESPP pursuant to this prospectus amounts to approximately 129,901,130 Shares. However, the maximum number of Shares offered under the ESPP was 15,000,000 as of January 1, 2012. Therefore, the maximum number of Shares offered under the ESPP pursuant to this prospectus could not exceed 15,000,000.

Based on the above assumptions, the holdings of a stockholder of the Company currently holding 1% of the total outstanding share capital of the Company as of January 28, 2012 (i.e., 6,941,024 Shares), and who is not an employee participating in the offer, would be diluted as indicated in the following table:

	Percentage of the total outstanding shares	Total number of outstanding shares
Before the offering	1.00%	694,102,453
After issuance of 15,000,000 Shares under the ESPP	0.9788%	709,102,453

IV. Key information on the Company's financial condition, capitalization and indebtedness, working capital and risk factors

Information concerning the Company's financial condition, including selected financial data, information on capitalization and indebtedness and a description of the risk factors is set forth in the Company's Annual Report on Form 10-K for the fiscal year ended January 29, 2011 (Exhibit II), the Definitive Proxy Statement on Form DEF 14A (Exhibit III) and in the Company's Quarterly Report on Form 10-Q for the first quarter ended on April 28, 2012 (Exhibit V).

The reasons for the offer and the use of proceeds are described in I.A above.

Information on the Company's working capital is set forth under the section "Liquidity and Capital Resources" on pages B-10 and following of the Management's Discussion and Analysis of Financial Condition and Results of Operations of the Annual Report on Form 10-K for the fiscal year ended January 28, 2012 (Exhibit II). Information on the Company's indebtedness is set forth under "NOTE D – Debt and Credit Agreements" on pages C-14 and following of the Notes to Consolidated Financial Statements of the Annual Report on Form 10-K for the fiscal year ended January 28, 2012 (Exhibit II). Information on the stockholder's equity is set forth under "NOTE L – Stockholders' Equity" on pages C-31 of the Notes to Consolidated Financial Statements of the Annual Report on Form 10-K for the fiscal year ended January 28, 2012 (Exhibit II).

V. Information on the Company

Information on the Company, including its history and development, a business overview, its organizational structure and information concerning its property, plants and equipment is set forth in the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 2012 (Exhibit II) and in the Company's Quarterly Report on Form 10-Q for the first quarter ended on April 28, 2012 (Exhibit V).

VI. Operating and financial review and prospects

Information concerning the Company's operating results, its liquidity and capital resources, research and development, patents and licenses, trends, etc. is set forth in the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 2012 (Exhibit II) and in the Company's Quarterly Report on Form 10-Q for the first quarter ended on April 28, 2012 (Exhibit V).

VII. Directors, senior management and employees

Information concerning the Company's directors and senior management, their remuneration, Board practices, the Company's employees and concerning share ownership is set forth in the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 2012 (Exhibit II), in the Company's Definitive Proxy Statement (Exhibit III) and the Company's Additional Proxy Statement on Form DEFA14A (Exhibit IV).

VIII. Major shareholders and related party transactions

Information concerning major shareholders of the Company, related party transactions and information concerning interests of experts and advisers is set forth in the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 2012 (Exhibit II), in the Company's Definitive Proxy Statement (Exhibit III) and the Company's Additional Proxy Statement on Form DEFA14A (Exhibit IV).

IX. Additional information

More detailed information about the Company's businesses, as well as the contact information for the different subsidiaries is available on the Company's website (www.staples.com).

The Annual Report on Form 10-K for fiscal years ending January 28, 2012, January 29, 2011 and January 30, 2010, as well as Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, are also made available on the Company's website (www.staples.com, under the "Corporate Information – Investor Information - SEC filings" captions) after the Company electronically files such materials with, or furnishes them to, the SEC.

Required filings by the Company's officers and directors and certain third parties with respect to transactions or holdings in Company shares are also made available on the Company's website, as are proxy statements for the Company's shareholder meetings. These filings may also be read and copied at the SEC's Public Reference Room at 100 F Street, NE, Room 1580 Washington, D.C. 20549. The SEC also maintains an internet site (www.sec.gov) that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC.

Information about the Company's Board and Board Committees, including Committee charters, is available on the Company's website (www.staples.com, under the "Corporate Information – Investor Information – Corporate Governance" captions). This information is also available in print (free of charge) to any shareholder who requests it from the Company's Investor Relations department.

EXHIBITS

EXHIBIT I – STAPLES, INC. 2012 EMPLOYEE STOCK PURCHASE PLAN

EXHIBIT II - ANNUAL REPORT ON FORM 10-K
FOR FISCAL YEAR ENDED JANUARY 28, 2012
FILED BY STAPLES, INC. ON FEBRUARY 29, 2012

EXHIBIT III – DEFINITIVE PROXY STATEMENT ON FORM DEF 14A

FILED BY STAPLES, INC. ON APRIL 23, 2012

EXHIBIT IV – ADDITIONAL PROXY STATEMENT ON FORM DEFA14A

FILED BY STAPLES, INC. ON APRIL 23, 2012

EXHIBIT V – QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTER ENDED ON APRIL 28, 2012

FILED BY STAPLES, INC. ON MAY 16, 2012

EXHIBIT VI – TAX AND SOCIAL SECURITY CONSEQUENCES OF PARTICIPATION IN THE ESPP

Information concerning the tax and social security consequences of participation in the ESPP is hereinafter summarized.

1. AUSTRIAN TAX AND SOCIAL SECURITY CONSEQUENCES

The following is intended to briefly summarize certain tax consequences associated with the purchase of shares of Staples common stock under the ESPP, as well as the sale of shares obtained under the ESPP.

This discussion reflects the tax and other law as in effect on May 22, 2012. Such laws are often complex and change frequently. As a result, the information contained in this description may be out of date at the time the employee is granted an award, acquires shares or sells shares acquired under the ESPP.

In addition, this description does not discuss all of the various laws, rules and regulations that may apply. It may not apply to your particular tax or financial situation and the Company is not in a position to assure the employee of any particular tax result. **Accordingly, the employee is strongly advised to seek appropriate professional advice as to how the tax or other laws in his/her country apply to his/her specific situation.**

If the employee is a citizen or resident of another country than Austria, the information contained in this description may not be applicable to the employee.

Enrollment in the ESPP

The employee is not subject to tax when he/she enrolls in the ESPP or a new purchase period begins.

Purchase of Shares

When shares are purchased under the ESPP, the employee will be subject to income tax on the difference (or spread) between the fair market value of the shares on the date of purchase and the purchase price.

Dividends

Where shares are acquired under the ESPP, dividends may be paid with respect to these shares if the Company, in its discretion, declares a dividend. The employee will be subject to tax in Austria on any dividends received, provided the employee exceeds the tax exemption available for dividends and other forms of income not subject to wage tax withholding. The employee will also be subject to U.S. federal income withholding tax (at a rate of 30%) at source. The employee may be entitled to a foreign tax credit against his/her Austrian income tax for the U.S. federal income tax withheld. This also applies to the dividends paid out in the form of shares according to the terms and conditions of the DRIP.

Sale of Shares

If the employee subsequently sells the shares purchased under the ESPP, the employee will be subject to tax on the total gain from the sale of the shares. The tax rate is 25% and upon application, the employee may choose to be taxed at regular rates, if he believes that it is more beneficial.

Withholding and Reporting

If the local employer is involved in the implementation of the ESPP and if the costs of the plan are recharged to the local employer, the local employer is required to withhold income tax at the normal progressive income tax rates. If the benefit granted under the ESPP were to be considered as an extraordinary one-time payment, taxation may occur at a rate of 6%, provided however that this special taxation is not already absorbed by other additional payments (such as holiday - and Christmas allowance). If the local employer is involved in the implementation of the ESPP and if the costs of the plan are recharged to the local employer, the local employer is also required to report the taxable amount on the employee's salary forms.

Social Security

If the local employer is involved in the implementation of the ESPP and if the costs of the plan are recharged to the local employer, social security contributions are due on the fringe benefit derived from the participation in the ESPP, at least to the extent that the respective employee has not yet reached the contribution ceiling.

2. BELGIAN TAX AND SOCIAL SECURITY CONSEQUENCES

The following is intended to briefly summarize certain tax consequences associated with the purchase of shares of Staples common stock under the ESPP, as well as the sale of shares obtained under the ESPP.

This discussion reflects the current tax and other law as in effect on June 7, 2012. Such laws are often complex and change frequently. As a result, the information contained in this description may be out of date at the time the employee is granted an award, acquires shares or sells shares acquired under the ESPP.

In addition, this description does not discuss all of the various laws, rules and regulations that may apply. It may not apply to your particular tax or financial situation and the Company is not in a position to assure the employee of any particular tax result. **Accordingly, the employee is strongly advised to seek appropriate professional advice as to how the tax or other laws in his/her country apply to his/her specific situation.**

If the employee is a citizen or resident of another country than Belgium, the information contained in this description may not be applicable to the employee.

Enrollment in the ESPP

The employee is not subject to tax when a stock purchase right is granted to him/her under the ESPP (*i.e.*, when the employee subscribes to the ESPP).

Purchase of Shares

When shares are purchased under the ESPP, the employee will be subject to personal income tax (at the normal progressive income tax rates) on the difference (or spread) between the fair market value of the shares on the date of purchase and the purchase price.

Example:
- Accumulated contributions at the end of a certain purchase period: US$ 650
- Purchase price: US$ 12.75
- Number of shares purchased: 50
- Stock exchange price on the purchase date: US$ 15

The employee will be taxed on the difference between US$ 15 and US$ 12.75 (*i.e*., US$ 2.25) times the number of shares purchased (*i.e*., 50) or 50 x US$ 2.25 = US$ 112.50 or EUR 86.85 (at an exchange rate of US$ 1: EUR 0.7725). This taxable amount, *i.e.*, US$ 112.50 or EUR 86.85 in the example, will be taxed at the normal progressive income tax rates. If the employee were, for instance, to be taxed at a 50% rate, the tax due will amount to US$ 56.25 or EUR 43.43 (at an exchange rate of US$ 1: EUR 0.7725).

If, however, the employee undertakes to hold the shares for a minimum period of two years as of their purchase in a written agreement with the Company, and actually hold the shares during that period of time, the fringe benefit may be reduced, from a tax perspective, to the difference between $100/120^{th}$ of the fair market value of the shares on the purchase date and the amount paid for the shares.

Sale of Shares

When the employee subsequently sells the shares purchased under the ESPP, he/she will, under the currently applicable legislation, normally not be subject to tax.

Dividends

Where shares are acquired under the ESPP, dividends may be paid with respect to these shares if the Company, in its discretion, declares a dividend. The dividends received will be subject to income tax in Belgium (at a rate of 21% or 25%, as the case may be) and to U.S. federal income withholding tax (at a rate of 30%). The employee may be entitled to reduce the U.S. federal income withholding tax rate (to 15%) provided that the appropriate certifications concerning domicile in Belgium are provided, required by the United States Internal Revenue Service (*i.e.*, Substitute Form W-8/BEN Certificate of Foreign Status and Instructions, available from the brokerage firm(s) retained by the Company).

If your yearly income from capital exceeds EUR 20.020 (amount applicable for 2012; to be indexed for future years), a supplementary 4% taxation will be levied on that part of the dividend income that is taxed at 21% and that exceeds the EUR 20.020 threshold (whereby the other income from capital, such as interest and dividends, are first included in the amount of income from capital in order to determine whether the overall EUR 20,020 threshold is exceeded).

Withholding and Reporting

Because the Company does not charge the costs related to the ESPP to the employee's local employer and because the local employer does not intervene in the ESPP, the local employer should not be required to withhold income tax at the time of the taxable event. Under the given facts, the employer should also not be required to report the taxable amount in the employee's salary forms. It is, however, the employee's responsibility to report the benefit in kind on his/her annual income tax return and to pay any taxes resulting from the purchase of the shares. In addition, the employee is obliged to report any security or bank account held outside Belgium on his/her annual income tax return.

Social Security

Because the Company does not charge the costs related to the ESPP to the employee's local employer and because the local employer is not directly or indirectly involved in the ESPP, no social security contributions are in principle due on the fringe benefit derived from the participation in the ESPP.

3. FINNISH TAX AND SOCIAL SECURITY CONSEQUENCES

The following is intended to briefly summarize certain tax consequences associated with the purchase of shares of Staples common stock under the ESPP, as well as the sale of shares obtained under the ESPP.

This discussion reflects the tax and other law as in effect on May 29, 2012. Such laws are often complex and change frequently. In particular, rates of income tax and social security contributions are expected to change in the coming years. As a result, the information contained in this description may be out of date at the time the employee is granted an award, acquires shares or sells shares acquired under the ESPP.

In addition, this description does not discuss all of the various laws, rules and regulations that may apply. It may not apply to your particular tax or financial situation and the Company is not in a position to assure the employee of any particular tax result. **Accordingly, the employee is strongly advised to seek appropriate professional advice as to how the tax or other laws in his/her country apply to his/her specific situation.**

If the employee is a citizen or resident of another country than Finland, the information contained in this description may not be applicable to the employee.

Enrollment in the ESPP

The employee is not subject to tax when he/she enrolls in the ESPP or a new purchase period begins.

Purchase of Shares

When shares are purchased under the ESPP, the employee will be subject to income tax on the difference between the fair market value of the shares on the date of purchase and the purchase price (the "spread").

Dividends

Where shares are acquired under the ESPP, dividends may be paid with respect to these shares if the Company, in its discretion, declares a dividend.

The employee will be subject to tax in Finland on any dividends received. 70% of the dividend income received from the Company is taxable in Finland as capital income at a rate of 30%, or 32% for taxable capital income in excess of EUR 50,000, and 30% is tax exempt.

The employee will also be subject to U.S. federal income withholding tax at source (at a rate of 30%). The employee may be entitled to reduce the U.S. federal income withholding tax rate (to 15%) provided that the appropriate certifications concerning residence in Finland are provided, as required by the United States Internal Revenue Service (*i.e.* Substitute Form W-8/BEN Certificate of Foreign Status and Instructions, available from Brokerage firm(s) retained by the Company). The employee may be entitled to a foreign tax credit against his/her Finnish income tax for the U.S. federal income tax withheld. This also applies to the dividends paid out in the form of shares according to the terms and conditions of the DRIP.

Sale of Shares

When the shares acquired under the ESPP are subsequently sold, any capital gain is taxed at a rate of 30%, or 32% for capital gain in excess of EUR 50,000. The gain is calculated as the difference between the sales price and the aggregate of the acquisition cost of the shares (*i.e.,* the fair market value of the shares at purchase) and the sales related expenses. As an alternative method for determining the capital gain, the employee may opt to use a deemed acquisition cost. The deemed acquisition cost is 20% of the sales proceeds or, where the employee has held the shares for a minimum of 10 years, 40% of the sales proceeds.

If the sale results in a capital loss, the loss is deductible against capital gains realized during the same tax year and the following five years.

Withholding and Reporting

The employer is required to withhold and report preliminary income tax on the spread to the Finnish Tax Agency. The tax must be withheld from the employee's salary in cash. The spread is added to the income of the month following the purchase. The amount withheld may not exceed the cash salary. If the amount withheld is greater than the monthly cash salary, it may be divided into even portions and withheld in each remaining month of the calendar year.

The employer must submit information returns concerning payroll wages and tax withholdings to the tax office. The monthly returns are due on the 12th of the month following the payment of wages. The employer must also provide to the tax office an annual notification by January 31 of the year following the income year.

It is the employee's responsibility to report and pay any taxes resulting from the purchase or sale of shares or the receipt of dividends. The employee must check in the pre-completed tax return that any benefit or income and any foreign withholding tax is reported on the tax return for the tax year.

Social Security

The spread will be subject to the employee's health insurance premium at a rate of 1.39%. The amount is included in general withholding percentage.

4. FRENCH TAX AND SOCIAL SECURITY CONSEQUENCES

The following is intended to briefly summarize certain tax and social security contributions consequences associated with the purchase of shares of Staples common stock under the ESPP, as well as the sale of shares obtained under the ESPP.

This discussion reflects the tax and other law as in effect on May 23, 2012. Such laws are often complex and change frequently. As a result, the information contained in this description may be out of date at the time the employee is granted an award, acquires shares or sells shares acquired under the ESPP. Please note that French Presidential elections occurred in May and that Parliamentary election will occur in June, a series of tax and social security contributions reforms should be proposed and discussed until the end of 2012.

In addition, this description does not discuss all of the various laws, rules and regulations that may apply. It may not apply to your particular tax or financial situation and the Company is not in a position to assure the employee of any particular tax result. **Accordingly, the employee is strongly advised to seek appropriate professional advice as to how the tax or other laws in his/her country apply to his/her specific situation.**

If the employee is a citizen or resident of another country than France and/or is not subject to the French social security contributions regime, the information contained in this description may not be applicable to the employee. In addition, if the employee transfers his or her tax residence out of France after the grant of awards, the employee may be subject to tax withholding on gain realized and possibly to exit tax if such tax is created in the future.

Enrollment in the ESPP

The employee is not subject to tax or social security contributions when he/she enrolls in the ESPP or in new purchase period begins.

Purchase of Shares

The difference (or discount) between the fair market value of the Company's shares on the date of purchase and the purchase price paid by the employees is treated as additional salary and subject to personal income tax. The additional salary will be subject to social security contributions (paid by the employer and the employee), to the general social insurance contribution ("CSG") and to the contribution for the reimbursement of social insurance debt ("CRDS").

Dividends

Whether received in France or abroad, revenues on foreign securities received by French tax residents is subject to personal income tax at the employee's marginal rate (up to 41%) after application of certain allowances. The employee may elect for a flat tax on the gross amount of dividends received prior to each payment of dividends. Such an election triggers some additional consequences which need to be reviewed by the employee before electing for such flat reduced tax at source.
Please note that a new additional 3% taxation of all types of top income from 250 K€ per single[1] to 500K€ per single, and a 4% taxation for income as from 500 K€ per single. Among measures announced by the new French President is the creation of a new personal income tax bracket.

Any tax withheld in the United States pursuant to the August 31, 1994 convention, to eliminate double taxation, in force between France and the United States gives rise to a tax credit in France up to the amount of French taxes corresponding to these revenues, if the required formalities are fulfilled pursuant to the August 31, 1994 convention, to eliminate double taxation, in force between France and the United States.

The dividends are also subject to additional social taxes computed on the gross amount of the dividends.

Sale of Shares

When the shares are later sold, the net sale gain calculated as the difference between the net sale price and the fair market value of the shares on the date of purchase, will be subject to capital gains tax for securities sales at the rate of 19% and to additional social taxes of 15.5%. The employee may realize a capital loss if the net sale price for the shares is lower than the fair market value on the date of purchase. The capital loss can be offset against the capital gain of the same nature realized by the employee (and his or her household) during the same year or during the 10 following years. The employee should review those rules with his/her personal tax advisor prior to selling his/her shares and filing the relevant personal income tax return. A capital loss cannot be offset against other kind of income (such as salary).

In addition, the employees must declare any bank and investment accounts opened, used or closed abroad during the fiscal year concerned to the French tax authorities. Also, if the employees transfer abroad or from a foreign source amounts, titles, securities without using the intermediary of financial organizations (banks, Treasury, Banque of France, Caisse des Dépôts et Consignations), the employee should declare to the custom authorities each transaction for an amount equal or exceed to EUR 10,000 (for 2012).

The information above is general in nature. The employees should address any particular questions to a specialized advisor.

Withholding and Reporting

The employer of the employee is not required to withhold personal income tax when the shares are purchased, provided that the employee is a French tax resident. However, because the income realized upon the purchase of the shares is treated as additional salary under French law, the employee's employer is required to report this income on its annual declaration of salaries which is filed with the social security

[1] For a couple, the taxation thresholds are 500 K€ and 1M€.

authorities and on the employee's pay slip for the month of the purchase. As of April 1st, 2011, withholding tax of French personal income tax will be required on the French source gain if you are not a French tax resident when you acquire the shares. Also, the employee's employer will pay the employer's portion of social security contributions and withhold the employee's portion of social security contributions due on the amount corresponding to the difference between the fair market value of the Company's shares on the date of purchase and the purchase price paid by the employees. If the total amount of social security contributions to be withheld exceeds the legal amount of authorized withholding from the salary of the employee, the employee undertakes to make satisfactory arrangements to pay the social security contributions for which he or she is liable. Alternatively, as authorized by the employee, the Company may withhold the applicable social security contributions from the shares which the employee acquires on the purchase date.

The additional salary will also be included in the taxable income that the employee must report on his or her personal income tax return to be filed with the French tax administration in the year following the year of purchase. If the employee realizes a capital gain or receives dividends, the employee must report these incomes on his or her personal income tax returns to be filed with the French tax administration, respectively, in the year following the year of sale of the shares or the year following the year of the receipt of the dividends. Specific reporting and paying obligations arises in the case where the employee elects for the flat reduced tax on dividends in which case the employee is responsible for reporting and paying this tax as well as the corresponding additional social taxes before the 15th of the month which follows the payment of dividends and - in principle and subject to certain conditions - after deduction of the tax allowance corresponding to the amount of taxes paid in the United States.

5. GERMAN TAX AND SOCIAL SECURITY CONSEQUENCES

The following is intended to briefly summarize certain tax consequences associated with the purchase of shares of Staples common stock under the ESPP, as well as the sale of shares obtained under the ESPP.

This discussion reflects the tax and other law as in effect on June 7, 2012. Such laws are often complex and change frequently. As a result, the information contained in this description may be out of date at the time the employee is granted an award, acquires shares or sells shares acquired under the ESPP.

In addition, this description does not discuss all of the various laws, rules and regulations that may apply. It may not apply to your particular tax or financial situation and the Company is not in a position to assure the employee of any particular tax result. **Accordingly, the employee is strongly advised to seek appropriate professional advice as to how the tax or other laws in his/her country apply to his/her specific situation.**

If the employee is a citizen or resident of another country than Germany, the information contained in this description may not be applicable to the employee.

Enrollment in the ESPP

The employee will not be subject to tax when an option is granted to him/her under the ESPP (*i.e.,* when the employee enrolls in the ESPP or are offered participation in the ESPP).

Purchase of Shares

When shares are purchased, the employee will be subject to income tax (up to 45%) on the difference (or spread) between the fair market value of the shares on the date of purchase and the purchase price. In addition, solidarity surcharge (5.5%) and church tax (up to 9%), if applicable, arise on the income tax owed. The employee also will be subject to social insurance contributions on the spread to the extent the employee has not already exceeded his/her applicable contribution ceiling.

The employee may be able to deduct from the spread an amount of EUR 360 per calendar year if the ESPP is offered to all employees of the employing local entity with a tenure of at least one year. The old rule, according to which the participating employee may be able to deduct from the discount the lesser of (i) EUR 135, and (ii) 50% of the value of the shares on the relevant date, remains applicable under certain circumstances. In principle, the old rule should apply according to the most favorable principle whenever an employee has a right to receive shares at a discount or without remuneration on the basis of an agreement which entered into force prior to April 1, 2009, the shares are transferred to the employee prior to January 1, 2016 and the employer is not obliged to apply the new rule outlined above in the same calendar year. The participating employee should confirm with his or her tax advisor whether any of these deductions apply in his or her particular situation.

Sale of Shares

As a matter of principle, any capital gain realized from the sale of shares will be subject to a flat rate capital gains withholding tax at a rate of 25% (plus solidarity surcharge and church tax, if applicable) irrespective of the holding period of the shares. The taxable amount is equal to the difference between the sale proceeds and the fair market value of the shares at the time of their purchase, less sales related costs. As a matter of principle, the flat tax is to be withheld at source by the financial institution in Germany where the shares are held in a custodial account. The Company does not assume any responsibility to withhold German income tax, etc. on the capital gain. If the flat rate withholding tax does not apply, e.g. because the shares are not held in a custodial account in Germany, the capital gain must be declared by the employee in his or her personal tax return as taxable income and the tax must be paid by the participating employee. The capital gain is, however, subject to the same tax rates as if the flat rate withholding taxation had applied. If the total investment income from all sources of the employee (including capital gains, dividend payments, interest income, etc.) in the particular tax year does not exceed EUR 801 (or EUR 1,602 for married tax payers filing jointly) the capital gain would be tax free in Germany. Furthermore, the employee may elect a personal assessment to apply his or her personal income tax rate in case the flat rate exceeds his or her personal income tax rate.

The flat rate withholding tax does, however, not apply to capital gains generated from the sale of shares if the employee owns or has owned at least 1% of the stated capital at any time during the last five years of the Company, or holds the shares as a business asset, which is rather unlikely in case of employees. In such circumstances, 60% of the capital gain realized will be taxed at the participating employee's ordinary income tax rate (plus solidarity surcharge and church tax, if applicable).

Dividends

When shares are acquired under the ESPP, dividends may be paid with respect to these shares if the Company, in its discretion, declares a dividend. In such case, the employee will be subject to income tax on dividend payments that he/she receives (plus solidarity surcharge and church tax, if applicable). The dividends received will be subject to income tax in Germany and to U.S. federal income withholding tax (at a rate of 30%). In Germany, dividend payments are subject to a flat rate tax of 25 % on the full amount of the dividend payment (plus solidarity surcharge and church tax, if applicable). As a matter of principle, the flat tax is to be withheld at source by the financial institution in Germany where the shares are held in a custodial account. The Company does not assume any responsibility to withhold German income tax, etc. on dividends. If the flat rate withholding tax does not apply, e.g. because the shares are not held in a custodial account in Germany, the dividend income must be declared by the employee in his or her personal tax return as taxable income and the tax must be paid by the participating employee. The dividend income is, however, subject to the same tax rates as if the flat rate withholding taxation had applied. However, if the total investment income from all sources of the employee (including capital gains, dividend payments, interest income, etc.) in the particular tax year does not exceed EUR 801 (or EUR 1,602 for married tax payers filing jointly) the dividend payments would be tax free in Germany. Furthermore, if the flat tax rate exceeds the personal income tax rate, the employee may elect a personal assessment to apply his or her personal income tax rate. The employee may be entitled to a tax credit against his/her German income tax for the U.S. federal income tax withheld.

Withholding and Reporting

The employer (local entity) will withhold, report and pay income tax, solidarity surcharge and church tax to the competent authority when shares are purchased for the employee under the ESPP. It is the employee's responsibility to pay and report any taxes due when he/she sell shares acquired under the ESPP and if he/she receives dividends unless the flat rate withholding tax on dividend income and capital gains applies.

Social Security

The employer (local entity) will withhold employee social security contributions when the shares are purchased by the employee (subject to applicable contribution ceilings). Furthermore, the employer will report and pay employer and employee social security contributions to the competent authority when the income is obtained at the purchase of the shares.

6. IRISH TAX AND SOCIAL SECURITY CONSEQUENCES

The following summary is intended to briefly summarize certain tax consequences associated with the purchase of shares of Staples common stock under the ESPP as well as the sale of shares obtained under the ESPP.

This discussion reflects the tax and other law as in effect on May 24, 2012. Such laws are often complex and change frequently. As a result, the information contained in this description may be out of date at the time the employee is granted an award, acquires shares or sells shares acquired under the ESPP.

In addition, this description does not discuss all of the various laws, rules and regulations that may apply. It may not apply to your particular tax or financial situation and the Company is not in a position to assure the employee of any particular tax result. **Accordingly, the employee is strongly advised to seek appropriate professional advice as to how the tax or other laws in his/her country apply to his/her specific situation.**

If the employee is a citizen or resident of another country other than Ireland, the information contained in this description may not be applicable to the employee.

Enrollment in the ESPP

The employee will not be subject to tax when he or she enrolls in the ESPP or a new purchase period begins.

Purchase of Shares

When shares are purchased under the ESPP, the employee will be subject to income tax and the Universal Social Charge ("USC") on the difference (or "spread") between the fair market value of the shares on the date of purchase and the purchase price.

Income tax and the USC due in respect of the spread must be paid directly by the employee to the Irish Collector General within 30 days of purchase. The employee must complete a return in the prescribed form (Form RTSO1) and submit it to the Irish Collector General together with the tax payment. Income tax due on the spread will be calculated using the higher rate of income tax (currently 41 per cent). However, where the employee is liable to income tax at the standard rate only on the basis that his/her total income does not exceed the standard rate threshold, an application may be made to the Irish Revenue Commissioners (on an individual basis) to pay the tax at the standard rate. The requisite approval must be obtained in advance of paying over the tax and if the employee does not receive the required approval in advance of the payment deadline date, the employee must calculate his or her tax liability at the higher income tax rate and later seek a refund of tax overpaid.

The amount of the USC depends on the annual income level of the employee. For the tax year 2012, USC at a rate of 2 per cent is payable on income up to €10,036 per annum. USC at a rate of 4 per cent is payable on income between €10,037 and €16,016 and USC at a rate of 7 per cent is payable on income in excess of €16,016.

With effect from 1 January 2011, the "income levy" has been abolished.

The employee will also be subject to Pay Related Social Insurance ("PRSI") at a rate of 4% on the spread, regardless of the date on which the purchase right was granted. Legislative provisions have been published which provide that, on enactment of the relevant legislative provisions, the employee is required to pay the employee PRSI due on the spread directly to the Department of Social Protection's Special Collections Unit. Thus, there is no withholding obligation on the employer in respect of employee PRSI arising on the spread. As at 24 May 2012, the regulations to enact these legislative provisions have yet to be published and enacted.

Dividends

Where shares are acquired under the ESPP, dividends may be paid with respect to those shares if the Company, in its discretion, declares a dividend. Any dividends paid will be subject to tax in Ireland and also to U.S. federal income withholding tax (at a rate of 30%). The employee may be entitled to reduce the U.S. federal income withholding tax rate (to 15%) provided that the appropriate certifications concerning residence in Ireland are provided, as required by the United States Internal Revenue Service (*i.e.* Substitute Form W-8/BEN Certificate of Foreign Status and Instructions, available from Brokerage firm(s) retained by the Company).

Dividends will be subject to income tax in Ireland at the employee's marginal rate and will also be liable to the USC at progressive rates depending on the individual's aggregate level of income during the relevant tax year in which the dividends are received. In addition, depending on the employee's personal circumstances, the employee may also be liable to pay social insurance on the dividend income received. Irish tax due on dividends must be paid by the employee directly to the Irish Revenue Commissioners under the self-assessment system. Tax due in respect of dividends received must generally be paid by 31 October following the end of the tax year in which the dividends are received. The dividend income must also be taken into account in determining whether an individual is required to make a preliminary tax payment by 31 October during the tax year. The employee will be taxed in Ireland on the gross dividend received but may be entitled to a credit for any U.S. federal income tax withheld in respect of those dividends.

Sale of Shares

When the employee sells shares acquired under the ESPP, he or she may be subject to capital gains tax. The taxable amount will be calculated as the difference between the sale price (net of any costs of sale) and the purchase price plus the amount on which the employee was subject to income tax in respect of the purchase of the shares. The capital gain must be calculated by reference to the Euro equivalent of the purchase price and sale price based on the rates of exchange pertaining on the respective dates. The gain is subject to capital gains tax to the extent it exceeds the employee's annual exemption amount (currently €1,270). Irish capital gains tax is charged at a rate of 30% in respect of disposals made on or after 6 December 2011.

Where the employee sells shares between 1 January and 30 November, he or she must report and pay any applicable capital gains tax by 15 December of the same tax year. Where the employee sells shares during December, he or she must report and pay any applicable capital gains tax by 31 January of the following year.

In the event that the employee is resident in Ireland, but not Irish domiciled, he or she will only be liable to pay capital gains tax on the gain realised on the disposal of the shares, to the extent that the proceeds of the disposal are remitted to Ireland. This is on the basis that the shares do not constitute Irish property.

Withholding and Reporting

The employer is not required to withhold income tax or the USC at the time the shares are purchased or sold. However, the employer will report the grant of purchase rights and the purchase of shares under the

ESPP to the Irish Revenue Commissioners by 31 March following the end of the tax year of grant or purchase, as appropriate. It is the employee's responsibility to report and pay any taxes resulting from the purchase or the sale of shares. As indicated above, legislative provisions have been published which provide that, on the enactment of the relevant provisions, the employer is not obliged to withhold employee PRSI from the spread arising at exercise of the options and instead require the employee to pay the relevant employee PRSI directly to the Department of Social Protection. As at 24 May 2012, the regulations to enact these provisions have yet to be published and enacted.

Additional Reporting Requirements

If the employee is a director, shadow director or secretary of an Irish subsidiary of the Company, he or she is subject to certain notification requirements under the Companies Act, 1990. Among these requirements is an obligation to notify the Irish subsidiary in writing when he or she receives an interest (e.g., stock purchase rights, shares) in the Company and the number and class of shares or rights to which the interest relates. In addition, the employee must notify the Irish subsidiary when he or she sells shares acquired under the ESPP. The employee must notify the Irish subsidiary of the acquisition or disposal of an interest in shares within five days following the day of acquisition or disposal of the interest in shares. These notification requirements also apply to any rights or shares acquired by the employee's spouse or child(ren) under the age of 18.

Social Security

As outlined above, Social Security (PRSI) is payable in respect of the purchase of shares acquired under the ESPP, but not in respect of the sale of those shares.

7. ITALIAN TAX AND SOCIAL SECURITY CONSEQUENCES

The following is intended to briefly summarize certain tax consequences associated with the purchase of shares of Staples common stock under the ESPP, as well as the sale of shares obtained under the ESPP.

This discussion reflects the tax and other law as in effect on May 28, 2012. Such laws are often complex and change frequently. As a result, the information contained in this description may be out of date at the time the employee is granted an award, acquires shares or sells shares acquired under the ESPP.

In addition, this description does not discuss all of the various laws, rules and regulations that may apply. It may not apply to your particular tax or financial situation and the Company is not in a position to assure the employee of any particular tax result. **Accordingly, the employee is strongly advised to seek appropriate professional advice as to how the tax or other laws in his/her country apply to his/her specific situation.**

If the employee is a citizen or resident of another country than Italy, the information contained in this description may not be applicable to the employee.

Enrollment in the ESPP

The employee is not subject to tax when he/she enrolls in the ESPP or a new purchase period begins.

Purchase of Shares

Provided that the employee does not sell the common stock received upon exercise to his/her employer or to Staples or, in the three years following the date of purchase, the employee does not otherwise dispose of the shares, the spread *(i.e.*, the difference between the average of the official prices of the shares in the month preceding the purchase and the price the employee pays for the shares) will not constitute taxable income up to a threshold of EUR 2,065 per year. Any benefit exceeding the EUR 2,065 threshold will be qualified as employment income and taxed as such in the year of purchase.

If the employee sells the shares acquired under the Plan before the three-year holding period expires, or, irrespective of the time of resale, sells the shares to its employer or to Staples, the discount previously exempted will be taxed in the year during which the sale occurs.

Accordingly, if the discount is taxed, the employer is required to withhold income tax and report the discount at purchase. In this case, the discount will also be subject to social insurance contributions.

Dividends

If shares are acquired under the ESPP, dividends may be paid with respect to those shares if the Company, in its discretion, declares a dividend. Dividends received will be subject to income tax in Italy and to U.S. federal income withholding tax (at a rate of 30%). The employee may be entitled to reduce U.S. federal income withholding tax rate (to 15%) provided that the appropriate certifications concerning domicile in Italy are provided, required by the United States Internal Revenue Service (*i.e.*, Substitute Form W-8/BEN Certificate of Foreign Status and Instructions, available from the brokerage firm(s) retained by the Company). Any dividends, including non-cash dividends, are also subject to a 20% Italian withholding tax, since it is highly likely that the employee holds a “non-qualified” shareholding (*i.e.*, 2% or less than 2% of the voting rights in the Company shareholders’ meeting or 5% or less than 5% of the capital of the Company). No tax credit for the withholding tax paid in U.S. is granted to offset the 20% Italian withholding tax. In the unlikely event that the employee holds a “qualified shareholding” (*i.e.*, more than 2% of the voting rights in the Company shareholders’ meeting or more than 5% of the capital of the Company) different rules on dividends taxation would apply.

Sale of Shares

The employee will be subject to capital gains tax when he/she subsequently sells the shares purchased under the Plan.

The capital gains realized will be subject to a 20% rate, since it is highly likely that the shares sold represent 2% or less than 2% of the voting rights (or 5% or less than 5% of the outstanding shares) of Staples stock (*i.e.*, is a "non-qualified" shareholding). Should the stock exceed the above percentage, different rules of determination of the capital gain tax would apply.

If the shares were totally exempt from tax at purchase (*i.e.*, when the spread did not exceed EUR 2,065), the capital gain will be the difference between the sale price and the purchase price (*i.e.*, the net profit). In the case of shares that were previously totally taxed (*i.e.*, when the shares were sold to the employer or to Staples or during the three years holding period) or partially taxed at purchase (*i.e.*, where the spread exceeded EUR 2,065), the taxable capital gain is the difference between the sale price and the sum of the purchase price and the amount subject to taxation as employment income.

In calculating capital gains tax, the employee may subtract any expenses incurred to produce the gain, except interest, and losses from the sale of any other non-qualified shareholding (or from the sale of any other qualified shareholding) or from the sale of other capital investments. If losses exceed gains, the difference can be carried forward for the next four years. Capital gains (or losses) must be reported in the employee's annual tax return and the applicable capital gains tax shall be paid, together with the personal income tax.

If the employee sells a non-qualified shareholding (as defined above), he/she may also elect to be taxed under one of two alternative tax regimes, which are designed to preserve the anonymity of the securities owner. To be eligible for either of these methods, the employee must however keep the stock certificates in the custody of a broker authorized by the Italian Ministry of Finance. Common feature of the two alternative regimes is that the broker takes care of the calculation and payment of the capital gain tax which is in any case levied at 20% rate.

Withholding and Reporting

The local employer has no withholding or reporting obligations at the time the employees join the ESPP and are granted a stock purchase right.

Withholding and reporting of income taxes and social insurance taxes will be required in the event the discount is taxed as income in-kind, *i.e.*, when the discount exceeds the EUR 2,065 threshold and when the employee sells the shares to his/her employer or to Staples or during the mandatory three-year holding period.

The employee is responsible for reporting the employment income, including the discount in the event it is taxable, on his/her annual tax return. Further, if the employee subsequently sells his/her shares to Staples or during the mandatory three-year holding period, it is also his/her responsibility to notify his/her employer of the sale. The employee is also responsible for reporting capital gains (or losses) and any dividends he/she receives in his/her annual tax return and paying the applicable taxes, if no substitute tax or definitive withholding tax have been previously applied on the same items of income.

In addition, the employee must report in his/her annual tax returns (or a special form if no tax return is due) any foreign investments, including shares, he/she holds abroad at the end of the year in excess of EUR 10,000.

Pursuant to legislation enacted at the end of 2011, the fair market value of any company stocks held outside of Italy will be subject to a foreign assets tax. The tax will apply at an annual rate of 0.1% for fiscal years 2011 and 2012, and at an annual rate of 0.15% beginning in fiscal year 2013. The employee is advised to seek appropriate professional advice as to how the foreign assets tax applies to his/her specific situation.

Social Security

Although a different view may be maintained, it is prudent interpretation of the Italian legislation that social insurance taxes will be required in the event the discount is taxed as income in-kind, *i.e.*, when and to the extent the discount exceeds the EUR 2,065 threshold and when the employee sells the shares to his/her employer or to Staples or during the mandatory three-year holding period.

8. NETHERLANDS TAX AND SOCIAL SECURITY CONSEQUENCES

The following is intended to briefly summarize certain tax consequences associated with the purchase of shares of Staples common stock under the ESPP, as well as the sale of shares obtained under the ESPP.

This discussion reflects the tax and other law as in effect on May 30, 2012. Such laws are often complex and change frequently. As a result, the information contained in this description may be out of date at the time the employee is granted an award, acquires shares or sells shares acquired under the ESPP.

In addition, this description does not discuss all of the various laws, rules and regulations that may apply. It may not apply to the employee's particular tax or financial situation and the Company is not in a position to assure the employee of any particular tax result. **Accordingly, the employee is strongly advised to seek appropriate professional advice as to how the tax or other laws in his/her country apply to his/her specific situation.**

If the employee is a citizen or resident of another country than the Netherlands, the information contained in this description may not be applicable to the employee.

Enrollment in the ESPP

The employee is not subject to tax when he/she enrolls in the ESPP or when a new purchase period begins.

Purchase of Shares

The employee will be subject to tax when the right to purchase shares under the ESPP becomes unconditional. This will likely occur at the time of purchase. The employee will be subject to income tax/wage withholding tax and social insurance contributions (in respect of the latter to the extent the employee has not already exceeded the applicable wage ceiling of approximately € 50,000 for 2012) on the difference between the fair market value of the shares on the date of purchase and the purchase price.

Dividends

If shares are acquired under the ESPP, dividends may be paid with respect to those shares if the Company, in its discretion, declares a dividend. Any dividends paid will be subject to U.S. federal income withholding tax (based on the Netherlands – United States tax treaty at a rate of 15%). Dividends are exempt from taxation in the Netherlands, provided the employee holds less than 5% of the Company's issued share capital. The employee may be entitled to a tax credit against his/her Dutch income tax for the U.S. federal income tax withheld.

Investment Tax

In case the employee holds less than 5% of the Company's issued share capital, the employee is subject to an investment yield tax of effectively 1.2% (*i.e.*, Box III income) on the value of all assets (including shares of the Company) held by the employee on 1 January of the calendar year at issue. An exemption is available on the first EUR 21,139 (for 2012) of the value of the assets held on 1 January of the calendar year involved.

Sale of Shares

When the employee subsequently sells the shares purchased under the ESPP, he/she will not be subject to any capital gains tax, provided he/she holds less than 5% of the Company's issued share capital.

Withholding and Reporting

The employer is required to withhold and report any wage tax and social insurance contributions (if any) on the taxable amount when the right to purchase shares under the ESPP becomes unconditional (this will likely occur at the time of purchase). The employee will be responsible for paying the difference, if any, between the wage taxes withheld and the actual income tax liability. The employee will have to report any taxable benefit derived from the ESPP on his/her personal income tax return.

9. NORWEGIAN TAX AND SOCIAL SECURITY CONSEQUENCES

The following is intended to briefly summarize certain tax consequences associated with the purchase of shares of Staples common stock under the ESPP, as well as the sale of shares acquired under the ESPP.

This discussion reflects the tax and other laws in effect on May 29, 2012. Such laws are often complex and change frequently. As a result, the information contained in this description may be out of date at the time the employee is granted an award, acquires shares or sells shares acquired under the ESPP.

In addition, this description does not discuss all of the various laws, rules and regulations that may apply. It may not apply to the employee's particular tax or financial situation and the Company is not in a position to assure the employee of any particular tax result. **Accordingly, the employee is strongly advised to seek appropriate professional advice as to how the tax or other laws in his/her country apply to his/her specific situation.**

If the employee is a citizen or resident of another country than Norway, the information contained in this description may not be applicable to the employee.

Enrollment in the ESPP

The employee is not subject to tax when he/she enrolls in the ESPP or a new purchase period begins.

Purchase of Shares

On the exercise date, when the employee purchases shares of Staples common stock, the employee will be subject to taxation on the difference between the fair market value of such shares at the time the shares are made available to the employee and the exercise price paid for the shares (the “spread”). The spread will be taxable as employment income, subject to income tax and social insurance contribution at a marginal tax rate of 47.8% (2012 rates, including the employee’s part of the social security contribution). The employee may be able to exclude from the taxable amount up to 20% of the fair market value of the shares on the date of exercise (when the shares were made available to the employee), but not more than NOK 1,500 per year, if the ESPP is offered to “all employees”.

Dividends

Where shares are acquired under the ESPP, dividends may be paid with respect to those shares if the Company, in its discretion, declares a dividend. Any dividends paid will be subject to tax in Norway and also to U.S. federal income withholding tax (at a rate of 30%). The employee may be entitled to reduce the U.S. federal income withholding tax rate (to 15%) provided that the appropriate certifications concerning residence in Norway are provided, as required by the United States Internal Revenue Service (*i.e.* Substitute Form W-8/BEN Certificate of Foreign Status and Instructions, available from Brokerage firm(s) retained by the Company).

The employee will be subject to Norwegian income tax on any dividends distributed on the shares acquired under the ESPP at a tax rate of 28%. Norwegian personal shareholders may be entitled to deduct a calculated allowance when calculating their taxable dividend income.

The allowance is calculated on a share-by-share basis, and the allowance for each share is equal to the fair market value of the shares at the time the shares were made available to the employee (base value), multiplied by a risk-free interest rate. Any part of the calculated allowance in one year exceeding the dividend distributed on this share is added to the base value and included in the basis for calculating the allowance the following year.

Any withholding tax which is levied, might be set off against Norwegian tax on the dividend.

Sale of Shares

When the employee subsequently sells or otherwise disposes of the shares acquired under the ESPP, the employee will be subject to taxation at a tax rate of 28%. The taxable amount will equal the difference between the sale proceeds and the market value of the shares at the time the shares were made available to the employee (base value), less any costs such as brokerage fees.

The employee may be entitled to deduct an allowance when calculating the taxable amount. The allowance for each share is equal to the total of allowance amounts calculated for dividends for this share for previous years less dividends distributed on this share. The allowance may be deducted only to reduce a taxable gain, and may not be deducted to produce or increase a capital loss for tax purposes.

Tax Withholding and Reporting

In general, the local Norwegian subsidiary will be required to report the grant of options under the ESPP to the tax authorities. The local Norwegian subsidiary will also be required to report the spread on the date of exercise as taxable income to the local tax authorities, and will also be required to withhold income taxes and social insurance charges on such amount.

The employee is required to report the taxable dividend income, and any income realized on the subsequent realization of shares acquired under the ESPP. The employee will also be responsible for paying the tax on such amounts to the tax authorities.

Wealth Tax

Wealth tax is assessed at the end of each tax year, and the tax is based on the fair market value of the assets held on 1 January in the year following the relevant tax year. Both options and shares held are subject to wealth tax.

The employee will be subject to wealth tax on the value of the accumulated payroll deduction held on behalf of the employee on 1 January in the year following the relevant tax year.

The value of the option for wealth tax purposes is the fair market value of the option on 1 January in the year following the relevant tax year. However, if the options are unvested, non-transferable and conditioned upon the requirement that the employee remains employed at the time of exercise, the options may be exempt from wealth tax. Since there is uncertainty regarding the applicability of this exemption, the employee should provide the tax authorities with information regarding the options in his/her annual tax return if he/she maintains that no wealth tax is payable. The employee should include an explanation as to why the option should not be subject to wealth tax (*e.g.*, the option has not vested yet, the option is non-transferable, the option is conditioned upon the achievement of certain requirements).

Finally, the shares held at the end of the year will be subject to wealth tax based on the fair market value of the shares on 1 January in the year following the relevant tax year.

The marginal wealth tax rate is 1.1% (2012 rates).

10. PORTUGUESE TAX AND SOCIAL SECURITY CONSEQUENCES

The following is intended to briefly summarize certain tax consequences associated with the purchase of shares of Staples common stock under the ESPP, as well as the sale of shares obtained under the ESPP.

This discussion reflects the tax and other law as in effect on May 30,2012. Such laws are often complex and change frequently. As a result, the information contained in this description may be out of date at the time the employee is granted an award, acquires shares or sells shares acquired under the ESPP.

In addition, this description does not discuss all of the various laws, rules and regulations that may apply. It may not apply to your particular tax or financial situation and the Company is not in a position to assure the employee of any particular tax result. **Accordingly, the employee is strongly advised to seek**

appropriate professional advice as to how the tax or other laws in his/her country apply to his/her specific situation.

If the employee is a citizen or resident of another country than Portugal, the information contained in this description may not be applicable to the employee.

Enrollment in the ESPP

The employee is not subject to tax when he/she enrolls in the ESPP or a new purchase period begins.

Purchase of Shares

When shares are purchased under the ESPP, the employee will be subject to income tax on the difference between the fair market value of the shares on the date of purchase and the purchase price (the “spread”). This income will qualify as employment income and consequently, will be subject to the progressive tax rates of up to 46,5% (and possible to the additional surcharge of 2,5% applicable exceptionally in years 2012 and 2013, to taxpayers with annual taxable income over €153.300).

Dividends

Where shares are acquired under the ESPP, dividends may be paid with respect to these shares if the Company, in its discretion, declares a dividend.

The employee will be subject to tax in Portugal on any dividends received at a 25% special flat rate (alternatively, the employee may opt to tax the dividend with its total annual income at the aforementioned tax rates.). This will also apply to the dividends paid out in the form of shares according to the terms and conditions of the DRIP. The employee will also be subject to U.S. federal income withholding tax at source at a rate of 30%. The employee may be entitled to reduce the U.S. federal income withholding tax rate to 15% provided that the appropriate certifications concerning residence in Portugal are provided, as required by the United States Internal Revenue Service (*i.e.* Substitute Form W-8/BEN Certificate of Foreign Status and Instructions, available from Brokerage firm(s) retained by the Company). The employee may be entitled to a deduction against his/her Portuguese income tax for the U.S. federal income tax withheld.

Sale of Shares

When the shares acquired under the ESPP are subsequently sold, any capital gain is taxed at a special flat rate of 25%. The gain is calculated as the difference between the sales price and the aggregate of the acquisition cost of the shares (*i.e.,* the fair market value of the shares at purchase) and the sales related expenses. As a Portuguese resident, the employee may qualify for an exemption of up to €500 of net capital gains.

Withholding and Reporting

The employer is not required to withhold income tax when the employee purchases shares under the ESPP. The employer will, however, report the income the employee realizes from the purchase of shares.

The employer also will maintain a registry regarding the employees participating in the ESPP and provide each employee with a copy of the portion of the registry that pertains to him or her. It is the employee's responsibility to report and pay any taxes resulting from the purchase and sale of shares under the ESPP or the receipt of dividends.

Social Security

The employee will likely not be subject to social insurance contributions on the spread, since the law excludes from taxation any discount granted to the employers for the acquisition of the employer's stock

11. SWEDISH TAX AND SOCIAL SECURITY CONSEQUENCES

The following is intended to briefly summarize certain tax consequences associated with the purchase of shares of Staples common stock under the ESPP, as well as the sale of shares obtained under the ESPP.

This discussion reflects the tax and other laws as in effect on May 28 , 2012. Such laws are often complex and change frequently. In particular, rates of income tax and social security contributions are expected to change in the coming years. As a result, the information contained in this description may be out of date at the time the employee is granted an award, acquires shares or sells shares acquired under the ESPP.

In addition, this description does not discuss all of the various laws, rules and regulations that may apply. It may not apply to your particular tax or financial situation and the Company is not in a position to assure the employee of any particular tax result. **Accordingly, the employee is strongly advised to seek appropriate professional advice as to how the tax or other laws in his/her country apply to his/her specific situation.**

If the employee is a citizen or resident of another country than Sweden, the information contained in this description may not be applicable to the employee.

Enrollment in the ESPP

The employee is not subject to tax when he/she enrolls in the ESPP or a new purchase period begins.

Purchase of Shares

When shares are purchased under the ESPP, the employee will be subject to income tax on the difference between the fair market value of the shares on the date of purchase and the purchase price (the "spread"). Swedish income tax consists of both municipal tax and state tax. The rate of municipal tax depends on the municipality and ranges from approximately 29 percent to 34 percent. The average municipal tax rate is approximately 32 percent. In addition to municipal tax, taxpayers who have a net taxable income of more than SEK 401,100 per year must pay a state tax of 20 percent on any excess amount. For taxpayers who have a net taxable income of more than SEK 574,300 per year, an additional 5 percentage points of tax is levied on any excess amount which brings the top state tax rate to 25 percent. Accordingly, an average combined municipal and state tax rate of approximately 57 percent applies to individuals who have a net taxable income of more than SEK 574,300 per year.

Dividends

Where shares are acquired under the ESPP, dividends may be paid with respect to these shares if the Company, in its discretion, declares a dividend. The employee will be subject to capital gains tax in Sweden at a flat rate of 30 percent if the underlying shares are listed on an exchange (e.g., the Nasdaq) and otherwise at a flat rate of 25 percent. This also applies to dividends reinvested in accordance with the terms and conditions of the DRIP. The employee will also be subject to U.S. federal income withholding tax at source (at a rate of 30 percent). The employee may be entitled to reduce the U.S. federal income withholding tax rate (to 15 percent) provided that the appropriate certifications concerning residence in Sweden are provided, as required by the United States Internal Revenue Service (*i.e.* Substitute Form W-8/BEN Certificate of Foreign Status and Instructions, available from Brokerage firm(s) retained by the Company). The employee may be entitled to a foreign tax credit against his/her Swedish income tax for the U.S. federal income tax withheld.

Sale of Shares

When the shares acquired under the ESPP are subsequently sold, any capital gain is taxed at a flat rate of 30 percent if the shares are listed (and otherwise at a flat rate of 25 percent). The gain is calculated as the difference between the sales price and the fair market value of the shares at purchase (i.e. the taxed value of the benefit plus the purchase price equals the cost of acquisition). As an alternative, the employee may opt to be taxed on 80 percent of the sale proceeds, i.e., at a standardized purchase price at 20 percent, provided the shares are listed.

If the sale results in a capital loss, the loss is deductible against certain types of capital gains realized during the same year. A tax reduction against other types of income, e.g., income from employment, is allowed to the extent the loss cannot be offset against capital gains realized in the same year. The amount that may be used to reduce the tax on income from other categories than capital income corresponds to 30 percent of the part of the deficit not exceeding SEK 100,000 and 21 percent of the deficit exceeding that amount.

Withholding and Reporting

The employer is required to withhold and report preliminary income tax on the spread at purchase to the Swedish Tax Agency. The employer may not retain shares of the Company stock to satisfy this withholding obligation without the employee’s consent, but may withhold from the proceeds of shares sold on the date of purchase, if any. The employer must withhold from the employee’s salary in the same calendar month shares are purchased. If the sum of the employee’s monthly cash salary and other cash payments constituting remuneration for work does not cover the preliminary taxes that are to be withheld and reported by the employer, it is the employee’s responsibility to make an extra payment to the Swedish Tax Agency. In addition, the employee is required by law to report the purchase of shares to the employer by the end of the month following the month in which a purchase is made, and in no event later than January 15 of the year following the year in which shares are purchased. Please note that the employer’s withholding and reporting obligations arise at the time of purchase, even though the employee has additional time to fulfil his/her reporting obligation.

The employer must file a statement of income (form SKV 2300). The income statement must be submitted to the Swedish Tax Agency no later than January 31 of the year following the year in which shares are purchased.

It is ultimately the employee's responsibility to report and pay any taxes resulting from the sale of shares or receipt of dividends.

Social Security

Social insurance contributions will be calculated on the spread at a rate of 31.42 percent (rate for income year 2012, uncapped). However, it is the employer's responsibility, and not the employee's, to pay and report the social insurance contributions.

12. UNITED KINGDOM TAX AND SOCIAL SECURITY CONSEQUENCES

The following is intended to briefly summarize certain tax consequences associated with the purchase of shares of Staples common stock under the ESPP, as well as the sale of shares obtained under the ESPP, by employees who are resident and ordinarily resident in the United Kingdom.

This discussion reflects the tax and other law as in effect on May 24, 2012. Such laws are often complex and change frequently. As a result, the information contained in this description may be out of date at the time the employee is granted an award, acquires shares, receives dividends or sells shares acquired under the ESPP.

In addition, this description does not discuss all of the various laws, rules and regulations that may apply. It may not apply to the employee's particular tax or financial situation and the Company is not in a position to assure the employee of any particular tax result. **Accordingly, the employee is strongly advised to seek appropriate professional advice as to how the tax or other laws in his/her country apply to his/her specific situation.**

If the employee was not resident and ordinarily resident in the United Kingdom at the time the purchase rights under the ESPP were granted or subsequently, or the employee is a citizen or resident of a country other than the United Kingdom, or the employee is subject to the remittance basis of taxation, the information contained in this description may not be applicable to the employee.

Enrollment in the ESPP

The employee is not subject to tax when he/she enrolls in the ESPP or when a new purchase period begins.

Purchase of Shares

When shares are purchased, the employee will be subject to income tax and employee National Insurance contributions ("NICs") on the amount by which the market value of the shares on the date of purchase exceeds the purchase price (the "spread"). The spread will be classified as employment income and will be included in the employee's overall income in the tax year of purchase. The spread will be subject to income tax at the employee's marginal income tax rate (of up to 50%, depending on the employee's total annual earnings). In addition, employee NICs will be due on the spread at a rate of 12% to the extent the employee has not exceeded the upper earnings limit, which for the tax year 6 April 2012 to 5 April 2013 is £42,484 per annum (or £817 per week). To the extent the employee has exceeded the upper earnings limit, the employee will be subject to employee NICs at a rate of 2% on the spread.

Generally, the employer will withhold and account to HM Revenue and Customs ("HMRC") income tax and employee NICs when shares are purchased for the employee under the ESPP by deductions from his/her salary or other payments due to the employee, via the Pay-As-You-Earn ("PAYE") tax withholding system. Alternatively, the Company may sell or arrange for the sale of the shares that the employee acquires under the ESPP to cover these amounts. However, the employee is ultimately responsible for the payment of any income tax and employee NICs due.

Please note that, in the event that there is no such withholding or the amount withheld is insufficient to cover the employee's actual liability, the employee must reimburse his/her employer for the income tax due (in excess of the amount withheld from the employee's salary or covered by the sale of shares, if any) within 90 days of the date of purchase of the employee's shares to avoid further tax consequences If the employee fails to pay this amount to his/her employer within that time limit the employee may be treated as having received a deemed benefit in kind equal to the amount of tax not paid to his/her employer and he/she will have to pay further income tax and employee NICs on this benefit. In such case, the employer is not required to withhold income tax or the employee NICs on the benefit in kind, and the employee must include this in his/her self-assessment tax return for the tax year in which the purchase occurs.

Sale of Shares

If the employee subsequently sells the shares that he/she purchased under the ESPP, any capital gain, (*i.e.*, the amount by which the sale proceeds exceed the market value of the shares at the time of purchase) may be subject to capital gains tax.

Capital gains tax is payable on gains from all sources in excess of the annual personal exemption in any tax year. For the tax year 6 April 2012 to 5 April 2013, this personal exemption is £10,600.

A capital gains tax rate of 28% is payable on the amount of any gain (or any parts of gains) that exceeds the upper limit of the income tax basic rate band when aggregated with the employee's cumulative taxable income and other chargeable gains in any tax year. For the 2012/2013 tax year, the upper limit of the income tax basic rate band is £34,370. Below this limit, capital gains tax is payable at a rate of 18%.

If the employee acquires other shares in the Company, the employee will need to take into account the share identification rules in calculating the capital gains tax liability. Since 6 April 2008, the share identification rules have been revised. All shares of the same class in the Company will be treated as forming a single asset (a share pool), regardless of when they were originally acquired. The base cost of the shares in the share pool is calculated on the average base cost of all the shares in the share pool (rather than being calculated on the basis of selected shares within the share pool). However, any shares in the Company that the employee acquires on the same day as he/she sells any of their existing shares in the Company, and then those shares which he/she acquires within the following 30 days, will be treated as being disposed of first in time, before the other shares in the share pool. Disposals are therefore taken to be made in the following order:

- against acquisitions on the same day;
- against acquisitions within the 30 days following the disposal; and
- against shares in the share pool.

The employee is personally responsible for reporting any taxable income arising upon the sale or disposal of shares that he/she purchased under the ESPP on the employee's personal HMRC Self-Assessment Tax Return and for paying the applicable taxes directly to HMRC. The Company and/or the employee's employer have no responsibility in respect of the employee's capital gains tax liability.

Please note that the capital gains tax rules are complex and their impact will vary according to the employee's own circumstances. **It is therefore recommended that the employee obtain his/her own independent tax advice prior to any acquisition, sale or disposal of shares by the employee.**

Dividends

Where shares are acquired under the ESPP, dividends may be paid with respect to these shares if the Company, in its discretion, declares a dividend. The dividends received will be subject to income tax in the United Kingdom (at the employee's marginal income tax rate) and to U.S. federal income tax withholding at source (at a rate of 30%). No NICs are due on dividends. The employee may be entitled to reduce U.S. federal income withholding tax rate (to 15%) provided that the appropriate certifications concerning domicile in the United Kingdom are provided, required by the United States Internal Revenue Service (*i.e.*, Substitute Form W-8/BEN Certificate of Foreign Status and Instructions, available from the brokerage firm(s) retained by the Company). The employee may be entitled to a U.K. tax credit for the U.S. taxes paid provided certain conditions are met.

Withholding and Reporting

The employer will be required to withhold and account to HMRC the income tax and employee NICs due when shares are purchased by the employee under the ESPP by deductions (via the PAYE tax withholding system) from his/her salary or other payments due to the employee. However, the employee is ultimately responsible for the payment of any income tax and employee NICs due. As mentioned above, if the amount withheld is not sufficient to cover the employee's actual liability, he/she is responsible for paying the difference to the employer and the employee must do so within 90 days of the date of purchase of the shares to avoid further tax consequences (as discussed above).

The employee should report details of any liabilities arising from the shares he/she acquires under the ESPP and shares sold or disposed of, together with details of any dividend income, to HMRC on the employee's personal HMRC Self-Assessment Tax Return. The employee will also be responsible for paying, directly to HMRC, any capital gains tax due as a result of the sale of shares acquired under the ESPP and any income tax due on dividends received. The Company has no responsibilities in respect of the employee's income tax liability in relation to dividends or capital gains.

The employer is required to report the details of the grant of purchase rights and the purchase of shares, as well as details of the spread and any tax and employee NICs withheld, to HMRC on its Annual UK Revenue Tax Return and its Annual Share Schemes Return.

Social Security

As set out above, when the shares are purchased the employee will be subject to employee NICs on the spread at a rate of 12% to the extent the employee has not exceeded the upper earnings limit, which for the tax year 6 April 2012 to 5 April 2013 is £42,484 per annum (or £817 per week). To the extent the employee has exceeded the upper earnings limit, the employee will be subject to employee NICs at a rate of 2% on the spread.