

Corporate Political Contributions and Government Activity Policy Statement

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Staples, Inc. (“Staples”) has developed and adopted, based on delegated authority from the Board, this policy statement, which sets forth basic principles governing Staples’ political contributions and government activity. This policy statement, together with Staples’ Code of Ethics and its other policies and procedures, guides Staples’ approach to corporate political contributions and involvement with regard to affecting the policies or activities of government in the United States. The Committee oversees this policy statement and Staples’ public disclosure regarding political contributions and government activity.

Overview

- Staples strives to ensure corporate funds are used in ways that advance its long term interests and enhance shareholder value, and Staples is committed to participating in the political process in a responsible way.
- Staples maintains procedures 1) to ensure compliance with applicable laws and regulations governing political contributions made with corporate funds or corporate assets, and 2) to approve membership in trade associations and participation in lobbying activities which may affect government policies or activities.
- Staples discloses on its website all corporate political contributions, certain fees paid to trade associations and all payments made to lobbyists.

Political Contributions

Generally, Staples and its affiliates do not make corporate contributions to candidates for public office, political parties, political committees or organizations organized under Section 527 of the Internal Revenue Code. In appropriate circumstances, however, such contributions may be made and, therefore, Staples has adopted procedures to consider requests for corporate political contributions. This process includes a review of the legality and appropriateness of each contribution, and a determination that such contribution would be in the interest of Staples. Requests for Staples to make a monetary or in-kind political contribution (e.g., use of facilities for a fundraiser, provision of office supplies, purchase of tickets for receptions or dinners, advertisements in journals or payment for services) must be forwarded to the General Counsel, who is responsible for approving such political contributions. The standard for such contribution is the same as for the use of corporate funds, namely that review includes the legality and appropriateness of each contribution, and a determination that such contribution would be in the interest of Staples.

In the United States, the campaign finance laws generally require disclosure of political contributions by the recipient, the contributor or both. These laws require disclosure reports to include contributions made or received by the reporting entity. Staples maintains procedures to comply with these disclosure and reporting obligations.

An annual report of monetary contributions using corporate funds to candidates for public office, political parties, political committees or organizations organized under Section 527 of the Internal Revenue Code during the most recent fiscal year is available at the Staples website. Corporate political contributions in the United States are also reported to, and available at, the appropriate government agencies.

Government Policies or Activities

In order for Staples to pursue its interests, at times involvement in activities of government is warranted. Staples believes that it should engage in such activities when it drives business opportunity, aligns with corporate objectives and values and enhances our world-class brand image. This activity may include interacting with federal, state or local government or authorities to advocate for or against a specific policy, law or regulation. Staples may do this through the submission of written statements of our position, meeting with appropriate governmental officials, or having involvement through other parties, including lobbyists and trade associations. The decision as to each such involvement is made by the Office of the General Counsel, with consultation, as deemed necessary by the Office of the General Counsel, with the Staples' Management Executive Committee and the Government Relations Group.

Staples belongs to trade associations and pays regular dues to these groups. Staples believes membership in trade associations helps promote Staples' long term interests by providing valuable benchmarking, assistance with creating operational efficiencies and frameworks for compliance with laws, among other benefits. Staples does not typically make additional, non-dues contributions to these organizations to support the association's political activities.

Corporate dues or payments of \$10,000 or more, which Staples considers material, to trade associations or other groups that engage in such activities will be disclosed on its website for the most recent fiscal year, commencing in 2013 for our 2012 fiscal year. Staples will inquire and make a reasonable effort to obtain from the trade association what portion of the company's dues or payments were used for lobbying expenditures or political contributions that if made directly by Staples would not be deductible under Section 162(e)(1) of the Internal Revenue Code and will disclose such amount. In the event Staples makes payments to trade associations that are designed for political purposes and that are beyond the required annual dues, to the extent those payments are material, Staples will also disclose such payments on its website.

Any amounts spent for lobbying services will also be disclosed on the Staples' website.

Individual Participation

Staples values the right and responsibility of its employees to participate in the political process and encourages employees to participate as individual citizens in political and governmental affairs. Decisions to become involved are personal and voluntary. An employee's political activities are required to be done on the employee's own time and with the employee's resources. Staples will not reimburse or otherwise compensate any employee for his or her political contributions. Employees may not use their position to coerce or pressure other employees to make contributions or to support or oppose candidates. In addition, overt, visible and partisan political activity that could cause someone to believe that an employee's actions reflect the views or positions of Staples is prohibited. Individuals engaging in political campaign activities are expected to do so as private citizens and not as representatives of Staples.

Policy first adopted by the Board of Directors of Staples on March 6, 2006. Updated and approved by the Committee on March 6, 2012.