# Finance and Planning Committee Charter

## Purpose

The purpose of the Finance and Planning Committee (the "Committee") is to assist the Board of Directors ("Board") of ACCO Brands Corporation (the "Company") in fulfilling its responsibilities to monitor and oversee the Company's financial affairs with respect to the Company's capital structure, investments, business and financing plans and policies as well as financing requirements. The Committee also evaluates specific financial proposals, plans, strategies, transactions and other initiatives as requested by the Board or management.

## Membership

The Committee shall be composed of not less than three directors and shall be composed entirely of directors who have been affirmatively determined by the Board to be independent (as defined in the Company's corporate governance principles and in accordance with applicable New York Stock Exchange independence requirements).

Members of the Committee, including its chairperson, shall be appointed by the Board upon recommendation of the Corporate Governance and Nominating Committee. Any vacancies on the Committee shall be filled in the same manner. The Board may remove any Committee member at any time with or without cause.

## Meetings and Quorum

The Committee shall meet with such frequency as the Chairperson deems necessary to fulfill its responsibilities, but no less than three times per year, and more frequently as circumstances dictate. Meetings may take place in person, by teleconference or by video conference. A majority of the members of the Committee shall constitute a quorum for the transaction of business at a meeting. The action of a majority of those present at a meeting, at which a quorum is present, shall be the action of the Committee. Any action required to be taken at a meeting may be taken without a meeting by a written consent executed by all members either before or after the action is taken. The Committee shall keep a record of its actions and proceedings and report to the Board at its next meeting.

The Committee may request that any member of the Company's management or any other person be present at Committee meetings. The Committee may form subcommittees comprised of Committee members for any purpose that it deems appropriate and may delegate to such subcommittees such power and authority it deems appropriate. The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of the Certificate of Incorporation or Bylaws of the Company, or (b) the laws of the state of Delaware. The Committee shall meet in executive session without the presence of any member of management as often as it deems appropriate.

## Authority and Responsibilities

The Committee shall:

- Review the capital structure and financing requirements of the Company as well as the Company's debt ratings and bank credit arrangements, and make recommendations to management concerning actions to be taken with respect to the liquidity needs of the Company.

- Review and approve the Company's policies relating to the use of hedging and derivative instruments, including without limitation, approving future authorizations for the Company and such of its subsidiaries as it controls to enter into swaps that are exempt from the requirements of Section 2(h)(1) or 2(h)(8) of the Commodity Exchange Act, or both, and approving each election of any such exemption, in whole or in part, by the Company or any such subsidiary.

- Review and make recommendations to the management regarding the annual business plan proposed for Board approval.

- Review and make recommendations to management on proposals for equity and debt transactions under consideration by the Company, including but not limited to issuances, repurchases, redemptions, retirements and recapitalizations, where more in-depth consideration may be warranted than is practical for the Board as a whole to undertake.

- Review and make recommendations to management on strategic actions under consideration by the Company, including any proposed acquisitions or divestitures, mergers, joint ventures or strategic alliances or investments or other actions to maintain or enhance shareholder value, where more in-depth consideration may be warranted than is practical for the Board as a whole to undertake.

- Review and make recommendations to management regarding the Company's dividend policy. Review proposals for regular or extraordinary cash or stock dividends or other shareholder distributions.

- Review annually the funding and investment performance of the Company's defined benefit, retirement and supplemental retirement plans, including the Company's 401(k) plans and report its findings and recommendations, if any, to the Chairperson of the Compensation Committee.

- Review and reassess the adequacy of this Charter annually, and recommend changes to the Board for approval.

- Annually evaluate the performance and effectiveness of the Committee and report the results of this evaluation to the Board.

- Provide such reviews of and recommendations concerning other transactions or financial issues and perform such other duties and responsibilities as may be assigned to the Committee from time to time by the Board.

The Committee shall act primarily in an advisory capacity to management and the full Board as outlined herein. For the avoidance of doubt, unless a resolution of the Board shall expressly so provide, the Committee shall not have the power and authority to approve the following matters to the extent they would require approval by the Board:

- Any issuance of stock or other equity interests in the Company or any dividend or equity repurchases, redemptions, retirements or recapitalizations.

- Any debt financing or other financial liability or extension of credit to a third party.

- Mergers, acquisitions, divestitures, joint ventures, strategic alliances or investments or any action requiring stockholders' approval.

**Committee Advisors**

The Committee shall have sole authority to retain and terminate outside counsel or other experts or consultants, as it deems appropriate, and to approve related fees and retention terms of such consultants or firms. All communications between the Committee and legal counsel in the course of rendering legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

*Last revision date: December 10, 2014*