

## **Compensation Committee Charter**

### **Purpose**

The purpose of the Compensation Committee (the “Committee”) is to discharge the responsibilities of the Board of Directors (the “Board”) of ACCO Brands Corporation (the “Company”) relating to executive compensation and benefit programs of the Company. The Committee oversees compensation and benefit programs for executive officers and other senior management with a view toward attracting, motivating, and retaining high quality leadership and compensating those individuals in a manner that is aligned with stockholder interests, consistent with competitive practices, commensurate with performance and in compliance with the requirements of appropriate regulatory bodies. The Committee also oversees the succession planning process for all executive officers.

### **Membership**

The Committee shall be composed of not less than three directors and shall be composed entirely of directors 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 (“NYSE”) independence requirements, including those pertaining to compensation committee member independence, as in effect from time to time).

Committee members also must qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934 (“Act”), as amended, and as “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (“Code”).

Members of the Committee, including its Chairperson, shall be appointed by the Board in accordance with the Company’s By-laws upon recommendation of the Corporate Governance and Nominating Committee. Any vacancies on the Committee shall be filled in the same manner. The Board shall remove any Committee member who the Board has determined is no longer independent and 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 four times a 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 the 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 have the authority and responsibility to:

#### *Executive Compensation and Benefit Plans*

- Set and approve the Company's executive compensation philosophy;
- At least annually (i) review and approve the corporate and performance goals for the Chief Executive Officer, (ii) evaluate the Chief Executive Officer's performance in achieving established goals and (iii) based on its evaluation and other factors it deems relevant, determine and recommend for approval by the Board the compensation of the Chief Executive Officer, including salary, bonus and incentive compensation, equity compensation, executive perquisites and other forms of executive compensation;
- At least annually review and approve the performance goals of all other executive officers (including the Executive Chairman of the Board, if any) who have been determined to be an "executive officer" under the provisions and rules of the Act (and, if applicable, other key employees as it may determine) and determine and approve (or in the case of the executive Chairman of the Board recommend for approval by the Board) their compensation, including salary, bonus and incentive compensation, equity compensation, executive perquisites and other forms of executive compensation;
- Administer, review and exercise all powers and authorities of the Board with respect to benefit, equity-based, and annual and long-term incentive compensation plans of the Company (other than approvals of any plan amendments that would require approval by the Company's stockholders), and determine and approve grants of awards under such plans to executive officers (or recommend to the Board grants of awards with respect to the Chief Executive Officer and Executive Chairman of the Board, if any) and, if applicable, other key employees as it may determine (including the authorization at the time of grant of the reservation and issuance of shares of the Company's stock in connection with the future exercise or settlement of such awards), and to the extent permitted by applicable law and the provisions of the applicable equity-based plan, delegate at its discretion to the Chief Executive Officer or to one or more other executive officers the authority to grant equity-based and incentive awards to non-executive employees of the Company or any subsidiary of the Company;
- Exercise all powers and authorities of the Board regarding any grantor trust or similar arrangements for paying, funding or securing the payment of any nonqualified benefits to executive officers, and, if applicable, other key employees as it may determine;
- Exercise all powers and authorities of the Board with respect to the oversight and, where applicable, administration of the Company's health and benefit and defined benefit, retirement and supplemental retirement plans, including the Company's 401(k) plans, for the Company's employees (the "Retirement Plans"); provided that

the Finance and Planning Committee shall annually review the funding and investment performance of the Retirement Plans and report its findings and recommendations, if any, to the Committee Chairperson;

- Exercise all powers and authorities of the Board regarding employment, compensation, severance and change-in-control arrangements or agreements with executive officers, and, if applicable, other key employees as it may determine, and oversee management's administration of such agreements or arrangements;

*Succession Planning; Other Policies and Guidelines*

- Oversee the succession planning process for all executive officers and other key employees as it may determine and recommend processes to the Board of Directors in connection with succession planning for the Company's Chief Executive Officer;
- Establish, implement, administer and periodically review stock ownership guidelines requiring executive officers and certain other key employees of the Company to maintain certain levels of stock ownership in the Company, including the discretion to implement remedies in the event an executive officer or other key employee fails to satisfy the guidelines;
- Establish, implement and periodically review equity award timing policies;
- Periodically review the incentive compensation reimbursement or recoupment policies applicable to the Company's executive officers and from time-to-time update or make recommendations to the Board regarding updates to such policies;

*Public Reporting and Disclosure Responsibilities*

- Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and recommend to the Board that the CD&A be included in the Company's annual report on Form 10-K and proxy statement in compliance with applicable rules and regulations of the Securities and Exchange Commission ("SEC");
- Prepare for inclusion in the Company's annual proxy statement the Compensation Committee Report required by SEC rules;
- Review and oversee potential risks associated with the Company's compensation policies and practices and discuss, at least annually, with management issues of risk as it relates to the Company's compensation policies and practices;
- Oversee the Company's compliance with SEC and NYSE rules and regulations regarding (i) shareholder approval of certain executive compensation matters and equity compensation plans, and (ii) advisory votes on executive compensation and the frequency of such votes, and review and assess the results of such advisory votes and the impact, if any, on future decisions regarding the compensation of the Company's executive officers;

*Other Matters*

- Annually conduct a self-evaluation of the Committee's performance and effectiveness and report the results to the Board;
- Review and reassess the adequacy of this Charter annually and recommend changes to the Board as necessary; and
- Perform such other duties and activities consistent with this charter and undertake such other responsibilities and exercise such other authorities as may be delegated to the Committee from time to time by the Board.

**Compensation Consultants and Other Committee Advisors**

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of any compensation consultant, independent legal counsel or other advisors that it deems necessary or advisable to assist the Committee in the performance of its duties and responsibilities. The Committee shall be directly responsible for the appointment, termination, compensation and oversight of the work performed by the consultants, counsel and other advisors it retains, and is empowered to cause the Company to provide appropriate funding for the payment of the reasonable fees and expenses of such consultants, counsel and other advisors. Prior to selecting any compensation consultant, counsel or advisor, the Committee shall consider all factors relevant to the independence from management of such consultant, counsel or advisor, including the factors to be considered under and as specified in the rules and regulations of the SEC and the NYSE.

All communications between the Committee and legal counsel in the course of obtaining 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: October 19, 2016*