

Executive Committee Charter

Purpose

The purpose of the Executive Committee (the “Committee”) of the Board of Directors (the “Board”) of ACCO Brands Corporation (the “Company”) is to provide an efficient means of considering matters that arise between regularly scheduled Board meetings and are such that they (i) require prompt attention or (ii) are deemed appropriate by the members of the Committee for consideration on behalf of the Board, including the preliminary screening, discussion and in-depth deliberation of matters that are to be brought before the full Board for approval.

Membership

The Committee shall be composed of not less than three directors (one of whom shall be the Chairman of the Board). 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 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. 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 and may exercise all the powers and authority of the Board in the management of the business and affairs of the Company except for:

- Powers specifically delegated to another committee of the Board;
- Powers that under the laws of the state of Delaware or federal law, the Company’s Certificate of Incorporation or the Bylaws, or the rules and regulations of the New York Stock Exchange (“NYSE”) or other relevant stock exchange, cannot be delegated by the Board to a committee;
- Matters that require the approval of stockholders and/or a committee of independent directors;
- Amending the Certificate of Incorporation or making, amending or repealing any By-law of the Company ;

- Adopting an agreement of merger or consolidation or an agreement for the sale, lease or exchange of all or substantially all the Company's property or assets;
- Electing or removing any director, or creating any new committee of the Board or filling any vacancy on any existing committee of the Board;
- Electing any officer, or removing from office the Chief Executive Officer;
- Amending or repealing any resolution theretofore adopted by the Board;
- Fixing the compensation of the directors for serving on the Board or on any committee; and
- Declaring a dividend, other than a dividend payable in accordance with an existing dividend policy established by the Board or authorizing the issuance of stock.

Additionally, the Committee shall have such power and authority and shall perform such responsibilities as specifically delegated or assigned by the Board pursuant to an express resolution from time to time.

Committee Advisors

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of any outside counsel or other advisors or consultants as it deems appropriate, including any consultant or search firm to be used to identify director candidates. The Committee shall be directly responsible for the appointment, termination, compensation and oversight of work performed by the counsel, advisors or consultants it retains, and is empowered to cause the Company to provide appropriate funding for the payment of the reasonable fees and expenses of such counsel, advisors or consultants. 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.

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