

**ACCO Brands Corporation Board of Directors
Restated Compensation Committee Charter – Revised December 7, 2010**

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 compensation and benefit programs of the Company. The Committee ensures that the compensation and benefit programs for the officers, other senior management and key employees will enable the Company to attract, motivate, and retain high quality leadership aligned with stockholder interests and that those individuals are compensated in a manner that is consistent with competitive practices, performance and the requirements of appropriate regulatory bodies and listed exchange(s).

Membership

The Committee shall be composed entirely of directors affirmatively determined by the Board to be independent (as defined under the New York Stock Exchange Listing Rules). The Board shall remove any member of the Committee who has a conflict of interest or no longer meets these qualifications. A minimum of three Committee members shall be designated by the Board and serve on the Committee until their respective successor is designated and qualified.

Committee members shall also 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 upon recommendation of the Corporate Governance and Nominating Committee. Any vacancies on the Committee shall be filled in the same manner.

Meetings

The Committee shall meet at such times in person or telephonically as it deems necessary to fulfill its responsibilities, but not less than once per year. The Committee shall keep a record of its actions and proceedings and report to the Board at its next meeting. The Committee shall be governed by the same rules regarding meetings (including telephonic), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

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 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 Company's Certificate of Incorporation, (b) any provision of the Bylaws of the Company, or (c) 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. Also, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if, prior or subsequent to such action, all members of the Committee consent thereto.

Authority and Responsibilities

The Committee's primary responsibility is to assure that the Company's senior executives are compensated appropriately and in a manner consistent with competitive practices, performance and the requirements of the appropriate regulatory bodies. The Committee shall have the sole authority to:

- Set and approve the Company's compensation philosophy;
- Annually review and approve the compensation and performance goals for the chief executive officer;
- Evaluate the chief executive officer's performance in achieving those approved goals;
- Set the compensation and performance goals of all executive officers 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;
- Determine and award incentive compensation or other bonuses under any compensation plan to executive officers, and, if applicable, other key employees as it may determine;
- Recommend terms and conditions of incentive compensation and benefit plans and equity-based plans for the Board's approval;
- Exercise all powers and authorities of the Board regarding any supplemental retirement, health or other benefit arrangements for eligible elected officers, and oversee the administration of these arrangements;

- 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 regarding any perquisites provided to executive officers that must be disclosed in the Company's annual report and proxy statement, and oversee the administration of those perquisites;
- Exercise all powers and authorities of the Board regarding the Company's Amended and Restated 2005 Incentive Plan, and any future long-term incentive plans (LTIP Plans), other than any amendment of these plans which would require approval of the Company's stockholders;
- Grant awards under the LTIP Plans and authorize the issuance of the Company's stock upon exercise or payment of awards;
- Exercise all powers and authorities of the Board regarding compensation agreements and severance agreements with executive officers, and, if applicable, other key employees as it may determine and oversee management's administration of the agreements;
- 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;
- Maintain and implement stock ownership guidelines whereby executive officers and certain other key employees of the Company are required to maintain certain ownership levels of Company stock and to have the discretion to implement remedies in the event any such executive officer or key employee fails to satisfy the guidelines;
- Retain and terminate the engagement of any compensation consultants and legal advisors to the Committee (any 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) to assist in the evaluation of compensation and benefits for executive officers, and, if applicable, other key employees as it may determine, and approve the consultant's fees and other retention terms; 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 and proxy statement in compliance with applicable rules and regulations of the Securities and Exchange Commission and the New York Stock Exchange;

- Conduct annually a performance evaluation of the Committee and report same to the Board; and
- Review this Charter as necessary and recommend changes to the Board.

Adopted and effective December 7, 2010

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