



Subject: Corporate Anti-Corruption Policy	Effective: June 30, 2011
Policy Owner: Senior VP, Secretary and General Counsel	Number: 063011
Approved By: Board of Directors	Page 1 of 9

ACCO BRANDS CORPORATION ANTI-CORRUPTION POLICY

I. INTRODUCTION AND STATEMENT OF PURPOSE

The commitment to excellence is fundamental to the philosophy of ACCO Brands Corporation (“ACCO” or the “Company”). This commitment to excellence means that we share a common set of objectives and benefit from the achievement of those objectives. One essential objective is to uphold ethical and legal standards in our corporate activities. The purpose of this Policy is to set forth the ethical principles on which the Company conducts business and provide basic guidelines for situations in which the Company’s employees, officers, and directors (“ACCO Personnel”) are confronted with potential bribery or corruption issues arising in connection with the Company’s corporate activities. This Policy expands upon, is consistent with and should be read and observed in conjunction with Sections XII, XIII, and XIV of the Company’s Code of Business Conduct and Ethics which can be accessed by clicking the “Conduct” link at <http://ir.accobrand.com>.

We strive to do business with customers and suppliers of sound business character and reputation. We expect all ACCO Personnel and all third parties with whom we work to perform their work with honesty and integrity and in a manner that will reflect favorably on the Company and each of us. It is the Company’s policy to comply with all applicable governmental laws, rules, and regulations relating to anti-bribery and anti-corruption. No ACCO personnel and no third party with whom the Company works has authority to violate any such law or to direct another employee or any other person to violate any such law on behalf of the Company.

All ACCO Personnel are responsible for observing this Policy. Further, each manager and supervisor is responsible for ensuring that all Company compliance procedures and controls are followed in letter and spirit. Ultimately, the Company’s General Counsel, or if so designated by our Board of Directors another compliance officer, is responsible for ensuring the Company’s compliance with this Policy and will monitor compliance in conjunction with the Corporate Internal Audit Services department.

No policy can cover all circumstances or anticipate every situation. If you encounter situations not addressed specifically by this Policy you should apply the overall philosophy and concepts of this Policy to the situation. If you have questions about any section of this Policy, direct them to your immediate supervisor, the Human Resources Department, or the Legal Department.

Further, if you become aware of a violation of this Policy, you are obligated to report it in accordance with procedures set forth in section IV.B below. No one has the authority to retaliate against an employee who reports a suspected violation. To the extent possible, the Company will maintain the confidentiality of communications about suspected violations that are made in good faith, except where law or policy may require disclosure. A violation of the provisions of this Policy may result in appropriate disciplinary measures up to and including termination for cause.

II. ANTI-CORRUPTION LAWS AND REGULATIONS

1. Definitions.

The following definitions shall apply to this Policy.

- (a) **Agent** means any third-party or consultant, retained or engaged in any capacity by ACCO either to obtain or retain business from or with, or to act on behalf of ACCO with or before any U.S., state or foreign government or instrumentality thereof, including any party acting on their behalf.
- (b) **Applicable Laws and Regulations** means the substantive anti-bribery and accounting provisions of the U.S. Foreign Corrupt Practices Act (“FCPA”), the anti-bribery laws of the United Kingdom Bribery Act 2010 (the “UK Act”) Corruption of Foreign Public Officials Act of Canada (“CFPOA”) or, in the case of other foreign countries, the substantive provisions of the OECD Convention and any implementing legislation enacted pursuant thereto, the commercial bribery, domestic corruption, anti-money laundering and anti-terrorism laws of the United States, as further set out herein in the definitions of Prohibited Payment, Government Official, Prohibited Transaction and Designated Party, as well as similar substantive laws of any other country in which ACCO conducts business.
- (c) **Business Partner** means any partner, joint venture partner or subcontractor engaged or retained by ACCO to perform work for ACCO, or provide equipment, supplies, materials or services to ACCO, or any third party to which ACCO sells or otherwise provides products or services.
- (d) **Compliance Officer** means the individual appointed by the Board of Directors to implement and oversee compliance with this Policy, as well as all staff members working for, or reporting to, that individual, and, in the absence of such an appointment, the Company’s General Counsel.
- (e) **Entertainment** means business courtesies, including but not limited to meals, refreshments, parties, and golf outings, as well as nightclub, theater, and sporting events. Entertainment that could be construed as a Prohibited Payment (defined in II. 1 (m) below) is prohibited notwithstanding its conformance with local law and custom.
- (f) **Facilitation Payment** means any payment intended to secure the performance of a Routine Governmental Action to which the payor is unquestionably entitled, made to a low-level Government Official whose duties are ministerial or clerical. The payment must be modest in amount and must not be intended to influence the exercise of discretion by the Government Official. Such payments must be legal under the laws of the home jurisdiction of ACCO, the country where it is offered or made and the country of the recipient. **A payment to a Government Official who is involved in the decision-making process with regard to ACCO’s business dealings with the government can never be considered a Facilitation Payment and is prohibited. Many countries (notably the United Kingdom) prohibit all facilitation payments except in**

very limited circumstances.

- g) **Family Member** means a parent, spouse, domestic partner, child, sibling, uncle or aunt.
- h) **Government Official** means (a) any officer or employee of a government department (whether executive, legislative, judicial or administrative), agency or instrumentality of such government, including a regional governmental body or a government-owned or controlled business; (b) any person acting in an official capacity for or on behalf of such government, department, agency, instrumentality; (c) any person holding a legislative, administrative or judicial office, whether appointed or elected; (d) any person exercising a governmental function, including for a government agency or government enterprise; (e) an agent, advisor or consultant to such person; (f) an officer of a political party or a candidate for public office; or (g) an officer, employee, or person acting in an official capacity for or on behalf of a Public International Organization. It should be noted that there are companies partially owned by governments that would constitute a Government Official.
- i) **Hospitality or Reasonable and Bona Fide Expenditures (“Hospitality”)** means the payment, gift, offer or promise of anything of value to (1) a Government Official, such as for travel and lodging expenses, that are reasonable under all of the circumstances, incurred by or on behalf of that Government Official, that are bona fide and directly related to (a) the promotion, demonstration or explanation of products or services; or (b) the execution or performance of a contract with a government or agency thereof made in good faith and closely connected to legitimate promotional purposes, or (2) an agent, intermediary or employee of another company in connection with a transaction with that company. Such payments must be legal under the laws of the home jurisdiction of ACCO, the country in which the payment is offered or made, and the country of the recipient, reasonable in amount and appropriate under the circumstances in order to avoid an appearance of impropriety. Hospitality or Reasonable and Bona Fide Expenditures that could be construed as Prohibited Payments are prohibited notwithstanding their conformance with local law and custom.
- j) **Improper Advantage** means obtaining something to which the individual or entity making a Prohibited Payment was not entitled. Examples of an Improper Advantage are obtaining an operating permit for a business that does not meet statutory requirements or making a Prohibited Payment to a purchasing agent in order to obtain competitive bid information.
- k) **Improper Payment** means any payment prohibited by this Policy that is not otherwise prohibited by Applicable Laws and Regulations or does not constitute a Prohibited Payment.
- l) **Knowing** means having actual knowledge or reasonable grounds to believe that certain facts or circumstances exist. If there are reasonable grounds to believe that some or all of a payment to a third party will be used to make a Prohibited Payment to a Government Official or Business Partner, the person making the payment to the third party will be deemed to have made the payment to the third party with knowledge of the third party’s intention. Knowledge can be inferred from “willful blindness” to, or “conscious disregard” of, facts and

circumstances. Deliberately ignoring circumstances, such as Red Flags, that should reasonably alert a person that further inquiry is required or that an event or course of conduct is likely to occur may give rise to an inference that the person who did not inquire further acted with knowledge.

- (m) **Prohibited Payment** means any offer, gift, payment, promise to pay, or authorization of the payment of any money or anything of value, including charitable contributions, directly or indirectly, to a Government Official, Business Partner or a political party, or to a third party, if one knows or has reasonable grounds for believing that all or a portion of the money or thing of value which was given or is to be given to the third party will be paid, offered, promised, given or authorized to be paid, directly or indirectly, to a Government Official or Business Partner, for the purpose of:
- (i) influencing any act or decision of the Government Official or Business Partner in his official or business capacity;
 - (ii) inducing the Government Official or Business Partner to do or omit to do any act in violation of his lawful duty;
 - (iii) securing any Improper Advantage; or
 - (iv) inducing the Government Official to use his influence with a non-U.S. government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality,

in order to assist in obtaining or retaining business or in directing business to any party.

- (n) **Prohibited Transaction** means any transaction (including any act of omission, commission, assistance to another, or aiding and abetting in furtherance of the transaction) that involves the receipt, transfer, transportation, retention, use, structuring, diverting, or hiding the proceeds of any criminal activity whatsoever, including fraud or bribery of a Government Official or Business Partner.
- (o) **Public International Organization** means any international organization formed by states, governments or other public international organizations, including, for example, the United Nations and The World Bank.
- (p) **Red Flag** means a circumstance that should alert a reasonable person that illegal or improper conduct is substantially likely to occur and, therefore, further inquiry is necessary before a proposed action is taken.
- (q) **Routine Governmental Action** means ministerial, non-discretionary governmental acts performed by government functionaries, that are required by law and for which there is a clear entitlement, in contrast to an Improper Advantage. Routine Governmental Actions include:
- (i) obtaining permits and licenses or processing governmental papers such as visas and work permits, or other official documents that qualify a person to conduct business or work in a foreign country; or

- (ii) providing such services as police protection, telephone service, power and water supply, loading and unloading cargo, etc.

Any decision directly related to ACCO obtaining or retaining business is not a Routine Governmental Action.

2. Corruption Involving Government Officials or Business Partners.

It is ACCO's policy that all ACCO Personnel and ACCO's agents when acting for ACCO must adhere strictly to the FCPA, the UK Act, the CFPOA and all other anti-corruption and anti-bribery laws and regulations of each country in which ACCO conducts business. The requirements of this Policy apply to all ACCO Personnel and its agents even if local law or custom permits business conduct that is otherwise prohibited by this Policy. All ACCO Personnel are responsible for complying with the domestic and commercial bribery laws of the countries in which they conduct business.

ACCO recognizes that observing the anti-corruption and anti-bribery laws and regulations may place ACCO at a competitive disadvantage. ACCO nevertheless requires strict adherence to this Policy and all other Applicable Laws and Regulations. The value to ACCO of compliance with this Policy and Applicable Laws and Regulations far outweighs any business that may be lost. Accordingly:

- (a) No one acting for or on behalf of ACCO shall, either directly or indirectly, offer, make, promise, approve or authorize the making of any Prohibited Payment nor shall any ACCO Personnel or any of their Family Members receive or induce the receipt of any such payment .
- (b) No one acting for or on behalf of ACCO shall, either directly or indirectly, offer, make, promise, approve or authorize the making of any payment to any other person or entity "Knowing" or having reason to believe that that person or entity will, directly or indirectly, offer, make, promise, approve or authorize the making of any Prohibited Payment.
- (c) No Facilitation Payments or any other payments for Routine Governmental Action shall be made (A) unless such payments are legal under the laws of the home jurisdiction of ACCO and the countries in which the offer or payment is made and (B) without the prior written approval of the Compliance Officer. The only exception to this standard is that a Facilitation Payment may be made where it may be necessary to protect against: (1) loss of life or liberty, or (2) physical harm.

3. Domestic and Local Corruption Laws.

It is ACCO's policy to fully comply with all applicable local laws prohibiting bribery and corruption of a Government Official. ACCO Personnel and their agents shall exercise extreme care and caution when any transaction that could benefit any such person is contemplated and shall not take any action without the prior written authorization of the Compliance Officer. Accordingly:

- (a) ACCO Personnel and their agents shall not, directly or indirectly, for or on behalf of ACCO, promise, offer or make any payment or give anything of value to, or supplement the income of, a Government Official. In addition to money, "payments" shall also include any gifts, loans or extraordinary Hospitality or

Entertainment (see subsection 5 below).

- (b) ACCO Personnel must comply with the domestic and local bribery and corruption laws of the countries in which they conduct business or work.

4. Commercial Bribery Laws.

- (a) ACCO Personnel and their agents shall not offer, pay, promise or give, directly or indirectly, anything of value in any form to an agent, intermediary or employee of another company with the intent to improperly influence the recipient's action in relation to that company's affairs or business.
- (b) ACCO Personnel and their agents shall not deprive another company of the honest and faithful services of its agents, representatives, intermediaries or employees. To that end, ACCO shall not provide Hospitality, Entertainment or gifts to non-government employees that are excessive in amount or frequency or that would give rise to the appearance of improper conduct. All such Hospitality, Entertainment and gifts must be reasonable and appropriate under the circumstances.
- (c) ACCO Personnel shall not receive any bribe, nor shall any ACCO Personnel request or agree to receive bribes (directly or indirectly).
- (d) ACCO Personnel shall not accept, or request the provision of Hospitality, Entertainment or gifts that are excessive in amount or frequency or that would give rise to the appearance of improper conduct. All such Hospitality, Entertainment and gifts must be reasonable and appropriate under the circumstances.
- (e) In all circumstances, ACCO Personnel and their agents must deal with other companies fairly, openly and honestly, and not in a corrupt manner.

5. Hospitality, Entertainment and Gifts to Government Officials.

- (a) No offer or payment for Hospitality or Entertainment of Government Officials, including travel expenses, may be made without prior written approval of the Compliance Officer. In any event, all Hospitality, Entertainment, and gifts must be closely monitored as to frequency and amount to ensure that cumulatively they do not create the appearance of impropriety or result in a violation of Applicable Laws and Regulations.
- (b) Gifts of nominal value of less than US\$50.00, or the equivalent, may be given to a Government Official when associated with promotional activities, imprinted with the ACCO, or other brand name owned by ACCO, corporate logo and approved by the Compliance Officer for general distribution.
- (c) Any Hospitality, Entertainment, or gift, which under the circumstances would constitute a Prohibited Payment is forbidden, regardless of the value involved.

- (d) All Hospitality, Entertainment and gifts must be accurately recorded in the books and records of ACCO.
- (e) All Hospitality, Entertainment and gifts must comply with the laws of the jurisdiction in which it is offered or given.

6. Political and Charitable Contributions.

- (a) Contributions to foreign political parties, to candidates and campaigns for foreign public office or to charities championed by a Government Official made on behalf of ACCO must be authorized in writing, in advance, by the Compliance Officer.
- (b) A contribution to a foreign political party or a candidate or campaign for foreign public office or a charitable contribution that could be construed as being a Prohibited Payment is prohibited regardless of the intent of the donor.
- (c) All political contributions must comply with all Applicable Laws and Regulations.
- (d) Contributions to political parties or candidates by ACCO Personnel acting solely for themselves, may not involve the use of any ACCO funds, time, equipment, supplies or facilities.
- (e) All other charitable contributions on behalf of ACCO must comply with all Applicable Laws and Regulations and corporate policies as to such in effect from time-to-time.

III. COMPLIANCE WITH THIS POLICY

Compliance is the individual responsibility of each of us. We have the personal responsibility to understand and follow this Policy and the other policies of the Company applicable to us. A violation of this Policy may result in appropriate disciplinary action, up to and including termination for cause, without additional warning. However, it is not the threat of discipline or termination that should govern your actions. We expect you to share our belief that a dedicated commitment to ethical behavior is the right thing to do and is good business.

Each of the Company's employees, officers, and directors will be provided access to a copy of this Policy annually along with the Company's Code of Business Conduct. Certain employees and all officers have an obligation to certify annually that he or she has reviewed and understands his or her obligations under the Policy by signing a Compliance Certification that will be made available to them.

This Policy reflects general principles to guide ACCO Personnel in making ethical decisions and cannot and is not intended to address every specific situation. No code or set of values can address every ethical choice we face in business. Each of us must use good common sense and good judgment in our personal conduct and perform our work with honesty and integrity. It is our goal to foster an environment in which integrity issues and concerns may be raised and discussed with supervisors or with others without the fear of retribution.

Nothing in this Policy prohibits or restricts the Company from taking any disciplinary action on any matters pertaining to employee conduct, whether or not they are expressly discussed in this document. This Policy

is not intended to create any express or implied contract with any employee or third party. In particular, nothing in this document creates any employment contract between the Company and any of its employees.

The Board of Directors of the Company and the Audit Committee have the exclusive responsibility and authority for the final interpretation and enforcement of this Policy.

IV. REPORTING SUSPECTED NON-COMPLIANCE

A. General Policy.

As part of its commitment to ethical and legal conduct, the Company expects its employees to bring to the attention of the Compliance Officer, or any person he or she designates information about suspected violations of this Policy or the law by any ACCO Personnel or agent. Employees are required to come forward with any such information, without regard to the identity or position of the suspected offender. The Company will treat the information in a confidential manner to the extent possible (consistent with law and corporate policy and the requirements necessary to conduct an effective investigation) and will seek to ensure that no acts of retribution or retaliation will be taken against anyone for making a report in good faith.

B. Compliance Procedures.

1. Notification of Complaint.

Information about known or suspected violations by any ACCO Personnel or agent should be reported promptly. Whenever practical, an employee should do so in writing.

(a) Complaints Regarding Possible Violations of Accounting Rules, Internal Accounting Controls, Auditing Matters, or Anti-Corruption Laws and Regulations.

The Audit Committee has created a process for employees to transmit confidential complaints to the Audit Committee about possible violations of accounting rules, internal accounting controls, auditing matters, and anti-corruption laws. If you wish to raise a question or concern or report a violation to the Audit Committee regarding accounting rules, internal accounting controls, auditing matters, or anti-corruption laws, you should contact the Compliance Officer, who will promptly communicate your concern to the Chairman of the Audit Committee. You need not identify yourself. Alternatively, you can submit a confidential report through any of the following:

- **Call:** The ACCO Brands Ethics Hotline, toll free at 1-866-294-9546 and leave a detailed message. Note: Caller ID is not used on this Hotline. From anywhere outside of North America, toll-free access numbers are available by going to myACCO.com and clicking on the Global Ethics Hotline link on the home page. You can file a written report through this link as well.
- **Internet:** Go to www.ethicspoint.com to file a report; hit the “File Report” link and then follow the instructions.
- **Write or Fax :** ACCO Brands Corporation
300 Tower Parkway
Lincolnshire, IL 60069
Mark the envelope “Confidential for Attention of the General

Counsel” or “Confidential for Attention of Vice President, Audit Services”

Or Fax: 847-484-4144

2. Investigation.

If you report a violation to a person other than the Compliance Officer, that person shall be required to notify the Compliance Officer of the report. Reports of violations will be investigated by the General Counsel or, where appropriate, the Corporate Internal Audit Services Department with reports made, where appropriate, to the Audit Committee. If you have identified yourself, you will be informed of the outcome of the investigation. In order to facilitate the implementation of this Policy, employees have a duty and are expected to cooperate in the investigation of reported violations. This duty includes maintaining the confidentiality of investigative information unless specifically authorized or required by law to disclose such information.

3. Confidentiality.

The Audit Committee and Compliance Officer will not, to the extent practical and appropriate under the circumstances to protect the privacy of the persons involved, disclose the identity of anyone who reports a suspected violation or who participates in the investigation. Employees should be aware that the Audit Committee, the Compliance Officer, and those assisting them in any investigation are obligated to act in the best interests of the Company; they do not act as personal representatives of or lawyers for employees.

4. Protection Against Retaliation.

Retaliation in any form against an individual, who in good faith reports an alleged violation of this Policy or of law, even if the report is mistaken, or who assists in the investigation of a reported violation, is itself a serious violation of this policy. Acts of retaliation should be reported immediately and will be disciplined appropriately, including termination for cause.

ACCO Brands Corporation, at its sole discretion, reserves the right to change, modify, or terminate this Policy at any time.

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