ACCO Brands Corporation

Barclay's High Yield Bond & Syndicated Loan Conference

June 8, 2017

Artline AT·A·GLANCE DERWENT FIVE STAR GBC Hilroy Kensington LEITZ Mead Quartet Rapid Rexel Swingline tilibra wilson jones

Forward-Looking Statements

This presentation contains statements which may be "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are subject to certain risks and uncertainties, are made as of the date hereof and we undertake no obligation to update them. In particular, our business outlook is based on certain assumptions, which we believe to be reasonable under the circumstances. These include, without limitation, assumptions regarding changes in the macro environment, fluctuations in foreign currency rates, changes in the competitive landscape and consumer behavior and the effect of consolidation in the office products industry, as well as other factors described below.

Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Because actual results may differ from those predicted by such forward-looking statements, you should not place undue reliance on them when deciding whether to buy, sell or hold the Company's securities.

Among the factors that could affect our results or cause our plans, actions and results to differ materially from current expectations are: the concentration of our business with a relatively limited number of large and sophisticated customers; changes in our customers' business models and the consolidation of our customers; risks associated with foreign currency fluctuations; shifts in the channels of distribution of our products; challenges related to the highly competitive business environments in which we operate, including, low barriers to entry, customers who have the ability to source their own private label products, limited retail space, competitors' strong brands, competition from imports from a range of countries, including countries with lower production costs, competitors' ability to source lower-cost products in local currencies, and competition from a wide range of products and services, including electronic, digital and web-based products that can render obsolete or less desirable some of our products; our ability to develop and market innovative products that meet end-user demands; business, commercial and consumer spending decisions during periods of economic uncertainty or weakness; the failure, inadequacy or interruption of our information technology systems or supporting infrastructure or a cybersecurity incident or information security breach; risks associated with the changes to current U.S. government policies, including changes in trade relations and policies and/or changes to U.S. tax laws; our ability to successfully expand our business in emerging markets which generally involves more financial, operational, legal and compliance risks and creates more exposure to economic volatility, unstable political conditions and civil unrest; our ability to grow profitably through acquisitions; our ability to realize the synergies, growth opportunities and other potential benefits of the Pelikan Artline and Esselte acquisitions and successfully integrate Pelikan Artline and Esselte with our existing operations; our ability to successfully compete in a rapidly changing and highly competitive computer products market; the impact of litigation or other legal proceedings; the risks associated with outsourcing production of certain of our products, information systems and other administrative functions; the continued decline in the use of certain of our products, especially paper-based dated time management and productivity tools; risks associated with seasonality and raw material, labor and transportation cost fluctuations; increased cost of compliance with environmental, product safety and other laws; the impact of pension costs; any impairment of our goodwill or other intangible assets; risks associated with our indebtedness, including our debt service obligations, limitations imposed by restrictive covenants and our ability to comply with financial ratios and tests; our failure to comply with customer contracts; the insolvency, bankruptcy or financial instability of our customers and suppliers; our ability to secure, protect and maintain our intellectual property rights; product liability claims or regulatory actions; our ability to attract and retain key employees; the volatility of our stock price; material disruptions at one of our or our suppliers' major manufacturing or distribution facilities resulting from circumstances outside our control; and other risks and uncertainties described in "Part I, Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2016 and in other reports we file with the SEC.

Reg. G – Non-GAAP Financial Measures

ACCO BRANDS

To supplement our consolidated financial statements presented in accordance with generally accepted accounting principles in the U.S. ("GAAP"), in this presentation we provide investors with certain non-GAAP financial measures, including adjusted earnings per share, adjusted earnings before interest, taxes, depreciation and amortization ("EBITDA"), free cash flow, adjusted free cash flow, effective tax rate, adjusted gross profit, adjusted selling, general and administrative expenses, and certain modeling assumptions.

We believe these non-GAAP financial measures are appropriate to enhance an overall understanding of our past financial performance and also our prospects for the future, as well as to facilitate comparisons with our historical operating results. Adjustments to our GAAP results are made with the intent of providing both management and investors a more complete understanding of our underlying operational results and trends. For example, the non-GAAP results are an indication of our baseline performance before gains, losses or other charges that are considered by management to be outside our core operating results. In addition, these non-GAAP financial measures are among the primary indicators management uses as a basis for our planning and forecasting of future periods and senior management's incentive compensation is derived, in part, using certain of these non-GAAP financial measures.

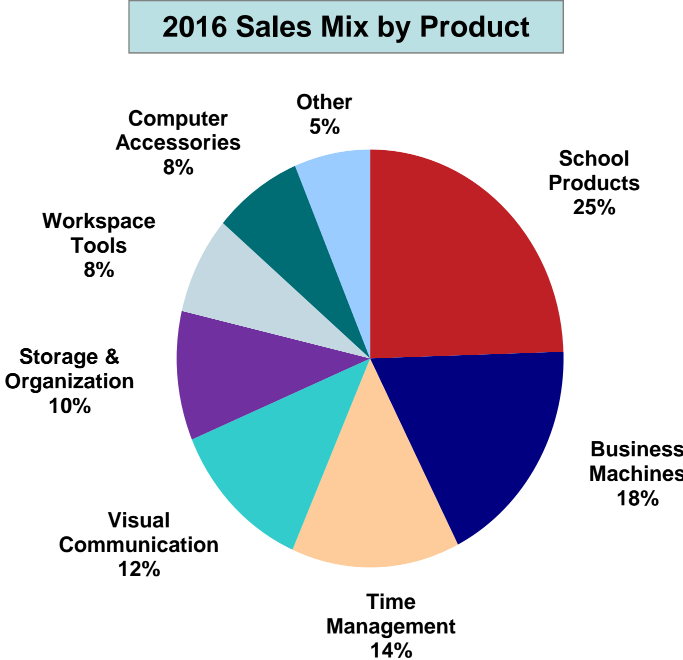
There are limitations in using non-GAAP financial measures because the non-GAAP financial measures are not prepared in accordance with generally accepted accounting principles and may be different from non-GAAP financial measures used by other companies. The non-GAAP financial measures are limited in value because they exclude certain items that may have a material impact upon our reported financial results such as unusual income tax items, restructuring and integration charges, acquisition-related expenses, goodwill or other asset impairment charges, foreign currency fluctuation, and other one-time or non-recurring items. The presentation of this additional information is not meant to be considered in isolation or as a substitute for the directly comparable financial measures prepared in accordance with GAAP. Investors should review the reconciliation of each non-GAAP financial measure to its most directly comparable GAAP financial measure found in the appendix of this presentation. The reconciliation for certain modeling assumptions is on slide 8.

The Company provides forward-looking financial information on a non-GAAP basis for adjusted earnings per share, free cash flow, adjusted free cash flow and effective tax rate. However, the Company does not provide a reconciliation of forward-looking adjusted earnings per share or effective tax rate to GAAP because the GAAP financial measure is not accessible on a forward-looking basis and reconciling information is not available without unreasonable effort due to the inherent difficulty of forecasting and quantifying certain amounts that are necessary for such a reconciliation, including adjustments that could be made for restructuring, integration and acquisition-related expenses, the variability of our effective tax rate and other charges reflected in our historical numbers. The probable significance of each of these items is high and, based on historical experience, could be material.

Portfolio of Leading Brands

- **Leading brands represent approximately 80% of sales**
  - Enhances ability to offer good, better, best price points
  - Strengthens position as a category leader and innovator with consumer insights

2016 Sales Mix by Product



Includes Pelikan Artline from May 2, 2016 forward.

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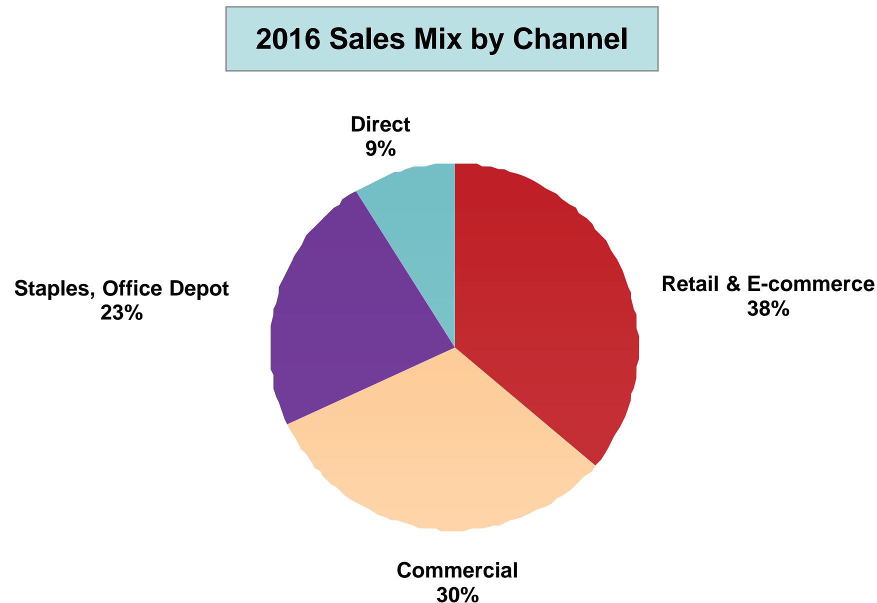
Broad Channel Presence

- **Expand and build upon strong and long-standing customer relationships**
  - Leverage scale, brands and service to grow share and reduce cost to serve
  - Manage evolving industry conditions by focusing resources on increasing share with growing channels
- **Expand e-commerce presence**
  - Be positioned to respond to the growing relevance of stockless independent dealers
  - Further serve pure e-commerce players
  - Further expand own e-commerce capabilities



Includes Pelikan Artline from May 2, 2016 forward.

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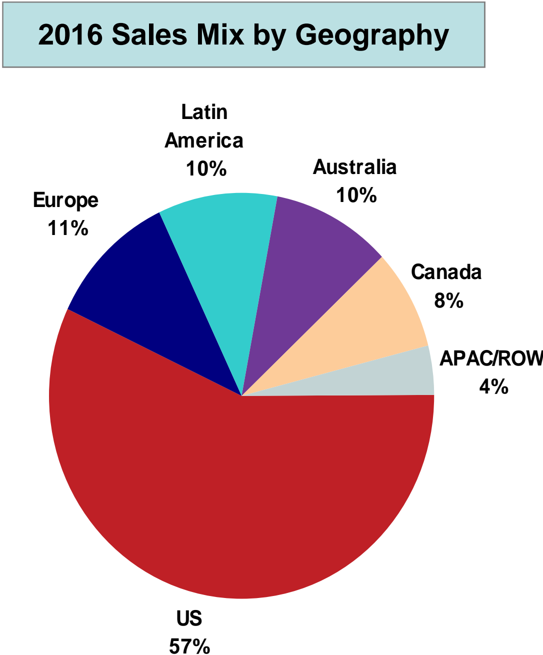
Broad Geographic Reach

- **Growth opportunities within and beyond mature markets**
  - Manage our mature markets for enhanced profitability
  - Company-wide Lean Six Sigma productivity program
- **Leverage cross-selling opportunities into faster-growing markets**
  - Brazil and Mexico have significant long-term revenue growth potential
  - Asia, Eastern Europe, Middle East and Africa potential

2016 Sales Mix by Geography



Includes Pelikan Artline from May 2, 2016 forward.

Acquisitions Have Enhanced Our Footprint

- Pelikan Artline: Leading distributor of academic, consumer and business products in Australia and New Zealand
- Esselte: Premier branded pan-European player

2016 Sales by Geography

Region	ACCO Brands Standalone [1]	Combined Companies [2]
US	57%	45%
Europe	11%	29%
Latin America	10%	7%
Australia	10%	9%
Canada	8%	6%
APAC/ROW	4%	4%

2016 Sales in UK / Europe

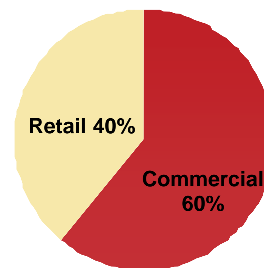
Region	ACCO Brands Standalone [1]	Combined Companies [2]
UK	35%	12%
Continental Europe	65%	86%

1. ACCO Brands Standalone includes Pelikan Artline from May 2, 2016 forward.
2. Combined companies includes ACCO Brands, Pelikan Artline and Esselte FY 2016 sales.

Pelikan Artline Joint Venture

- **Leading distributor of academic, consumer and business products in Australia and New Zealand with annual sales of approximately US$100 million**
- **A branded leader in writing instruments, school notebooks, dry erase boards, business machines and stamping products**
- **Strategic Rationale**
  - Creates the industry-leading premier branded academic and business products company in Australia and New Zealand
  - Complementary product offering, combining Pelikan Artline's consumer brands with ACCO Brands' trade brands under one umbrella
    - Extends ACCO Brands' reach into consumer and school categories
  - Enables more efficient operating structure, from go-to-market functions to back office and distribution infrastructure

Sales Mix by Channel



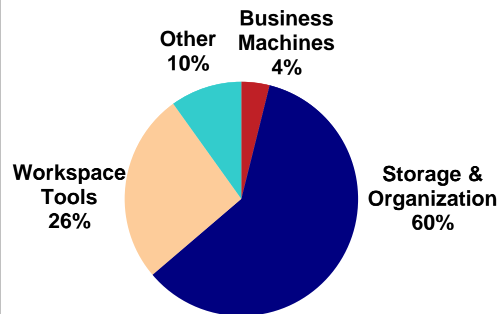
Key Transaction Details

- $103MM cash transaction
- ~4.1x for incremental $25MM annual adjusted EBITDA, incl. $8MM of synergies (6.1x pre-synergies)
- Immediately accretive to earnings, $0.06 in the first 12 month period, with $0.03 in 2016 and $0.03 in 2017, incl. synergies but excl. one-time charges ($15 million)

Esselte Acquisition

- **Esselte is a leading European manufacturer and marketer of office and consumer products**
- **Primary categories: lever arch and suspension files, staplers and punches, molded plastic workspace organizing products, pockets and folders, and professional and do-it-yourself work tools**
- **Strategic Rationale**
  - Creates a premier branded pan-European player with approximately $600 million in combined sales
  - Expands ACCO Brands' presence in continental Europe and enhances our global product leadership strategy (product innovation, category management expertise and customer relevance)
  - Expands our customer relationships in Europe and diversifies our global customer base

Sales Mix by Product



Key Transaction Details

- $333MM cash transaction
- ~4.0x for incremental $83MM of annual adjusted EBITDA, incl. $23MM of synergies (5.6x pre-synergies)
- Expect ~$23MM of synergies, or ~$0.13 per share, within 3 years, excl. one-time charges (~$55MM)
- Expect $0.12 adjusted EPS accretion in the first 12 months, incl. synergies of $0.03 but excl. one-time charges
- Incremental free cash flow of ~$55MM in year 3

Accretive Acquisitions Add to Free Cash Flow

December 31, 2015 -- $MM

	ACCO Brands [1]	Pelikan Artline [2]	Esselte [3]
Sales	$1510.4	$111.7	$457.9
Adjusted Operating Income	163.1	18.4	46.1
% margin	*10.8%*	*16.5%*	*10.1%*
Adjusted EBITDA	$239.0	$16.7	$59.7
Free Cash Flow	$146.6		
Adjusted EPS	$0.78		
Estimates:			
Synergies [4]		+$8	+$23
First 12 mo. Adjusted EPS Accretion [5]		+$0.06	+$0.12
Year 3 Free Cash Flow		+$15	+$55

1. *Based on adjusted results, refer to disclosure on non-GAAP financial measures on page 3 and a reconciliation of adjusted results to GAAP on pages 11-12.*
2. *Based on exchange rates of 1 AUD$: 0.75 US$. In accordance with Australian Accounting Standards. Transaction was completed May 2, 2016. Includes D&A associated with purchase accounting.*
3. *Based on exchange rates of 1 EUR: 1.12 US$. In accordance with IFRS. Excludes additional D&A that will be incurred due to purchase accounting.*
4. *Synergies reflect the annualized amount expected by the second full year for Pelikan Artline and within 3 years for Esselte and excludes one-time charges.*
5. *Includes incremental interest expense related to acquisition financing and estimates of additional D&A associated with purchase accounting; excludes one-time charges.*

Financial Highlights: Executing Against Priorities

ACCO BRANDS

- **Excellent execution and strong financial performance**
- **Two accretive acquisitions strengthening our product offering and enhancing our footprint**
- **Potential for further margin expansion and profit growth driven by synergy savings**
- **Consistently strong and predictable free-cash-flow generator**
  - Generated nearly $150MM in free cash flow in each of the last three years
  - Cumulatively reduced debt by over $600M since the Mead acquisition (May 2012); reducing net leverage from 3.8x to 2.5x by FYE 2016
- **Disciplined capital allocation strategy**
- **Strong lending partnerships**
- **No financing compliance or maturity concerns**

History of Profit Improvement and Delevering

$MM – Adjusted Results

	2009	2010	2011	2012 PF	2013	2014	2015	2016
Net Sales	$1,233.3	$1,284.6	$1,318.4	$1,895.0	$1,765.1	$1,689.2	$1,510.4	$1,557.1
Gross Profit	368.0	382.6	399.2	584.5	547.9	529.9	478.4	515.5
Gross Margin	29.8%	29.8%	30.3%	30.8%	31.0%	31.4%	31.7%	33.1%
SG&A	261.8	266.7	272.8	363.7	342.9	328.6	295.7	308.0
SGA %	21.2%	20.8%	20.7%	19.2%	19.4%	19.5%	19.6%	19.8%
Operating Income	99.1	109.2	120.1	194.2	180.3	179.1	163.1	185.9
OI Margin	8.0%	8.5%	9.1%	10.2%	10.2%	10.6%	10.8%	11.9%
EPS	$0.46	$0.47	$0.63	$0.82	$0.76	$0.80	$0.78	$0.87
Share count	*56.1*	*57.2*	*57.6*	*114.8*	*115.7*	*116.3*	*110.6*	*109.2*
Adjusted EBITDA	145.4	157.9	167.6	280.0	269.5	260.4	239.0	259.4
EBITDA Margin	11.8%	12.3%	12.7%	14.8%	15.3%	15.4%	15.8%	16.7%
CapEx	10	13	14	30	28	30	28	19
Net Debt	682	644	548	1,022	867	747	674	653
Free Cash Flow	62	45	50	(35)	164	146	147	148
Net Debt/EBITDA	4.7x	4.1x	3.3x	3.7x	3.2x	2.9x	2.8x	2.5x

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Significant Debt Reduction

- Reduced debt by over $600 million since the Mead transaction in May 2012

Solid Capital Structure

- On January 27, 2017 entered into a new 5-year senior credit facility in conjunction with closing of Esselte acquisition
- On December 22, 2016 refinanced senior unsecured notes

Facility[1]	Balance[2]	Interest Rate Methodology	Rate
$400MM multicurrency revolver	$ 248	LIBOR+200 bps, 35 bps unused	3.37%
EUR Term Loan A	$ 321	Euro LIBOR+200bps (LIBOR floor 0%)	2.00%
AUD Term Loan A	$ 61	Australian BBSR+200bps	3.83%
Subtotal Senior secured credit facilities	$ 630	Weighted average	2.72%
Senior unsecured notes	$ 400	5.25% fixed	5.25%
Total	$ 1,030	Weighted average interest rate	3.70%

1. Capital structure as of March 31, 2017.
2. Currencies converted at March 31, 2017 using closing spot rates.

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Recent Refinancings Improved Debt Maturity Profile

$ in millions

Required debt repayment (2017–2021)

Year	Amount
2017	$19.1
2018	$28.6
2019	$34.3
2020	$47.6
2021	$47.6
2022	$603.8 (Term Loan A $203.8M; Revolver $400.0M)
2023	$0.0
2024	$400.0 (US 5.25% Senior Unsecured Notes)

Our free cash flow will be primarily used to reduce our debt

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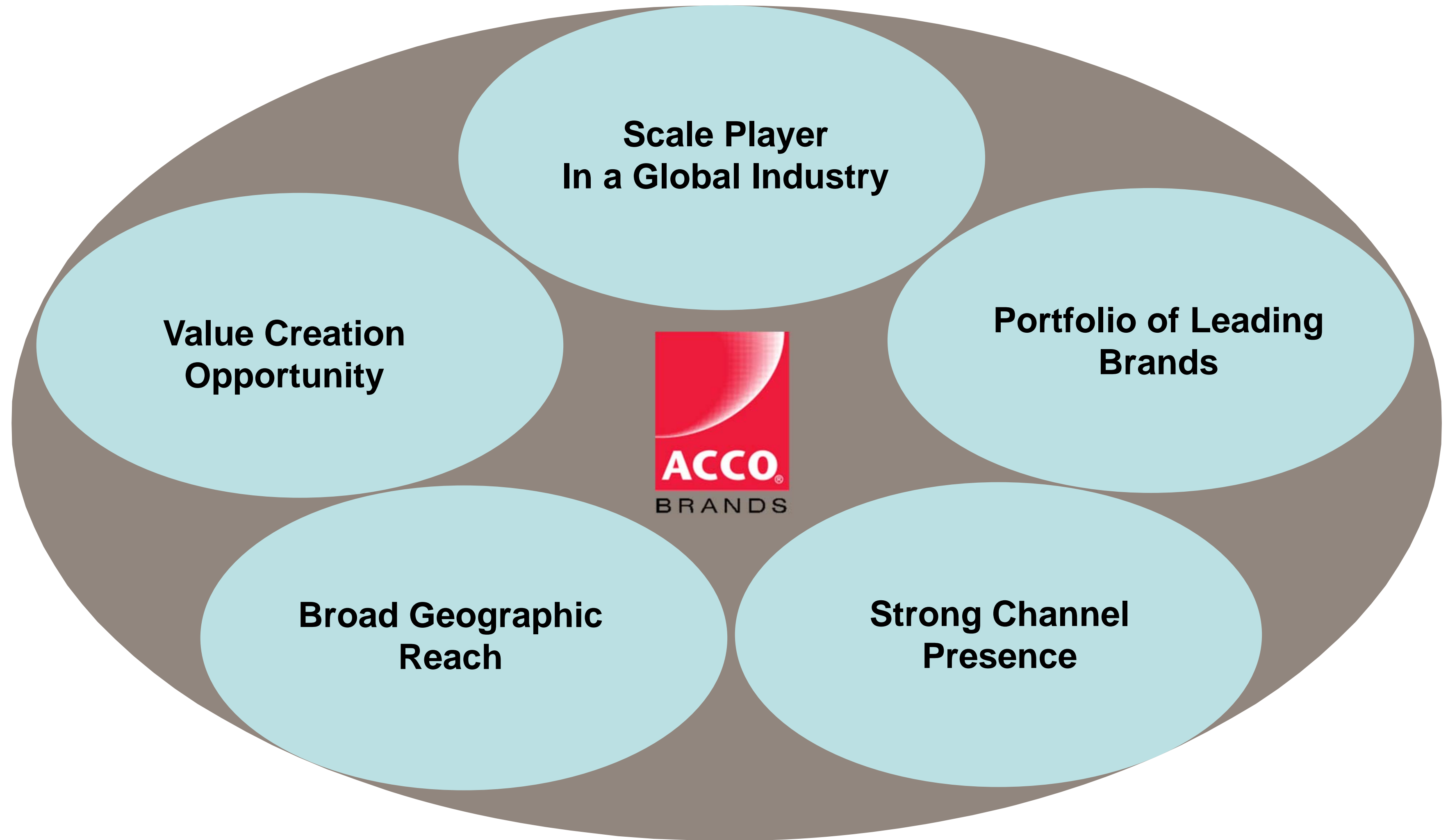
Scale Player
In a Global Industry
Value Creation
Opportunity
Portfolio of Leading
Brands
ACCO
BRANDS
Broad Geographic
Reach
Strong Channel
Presence

Modeling Assumptions[1]

$MM	2016 Actual	2017 Estimate [1]
Capital Expenditures	$19	$35
Cash Restructuring / Transaction Expenses [2]	$17	$20
Cash Interest, net [3]	$37	$30
Book Interest Expense, net [4]	$40	$33
Net Working Capital / other [5]	Use	Use
Depreciation	$30	$45
Amortization	$22	$35
Amortization of Stock Comp Expense	$19	$16
Cash Taxes	$17	$50
Effective Tax Rate	35%	32%
Diluted Shares (ex. future repurchases)	109	112

1. *Directional information for modeling purposes only.*
2. *2016 includes $12 million of cash costs for the Esselte and Pelikan Artline acquisitions and $5 million of cash restructuring costs, and 2017 includes an estimate of $14 million of cash restructuring and $6 million of integration costs.*
3. *Non-GAAP number; excludes $6 million of accelerated interest expense in 2016. Comparable 2016 GAAP number is $43 million.*
4. *Non-GAAP number; excludes accelerated debt amortization expense of $3 million in 2016. Comparable 2016 GAAP number is $43 million.*
5. *Includes a $13 million pension-related impact on cash conversion in 2016 and an estimated $25 million impact on cash conversion in 2017.*

Appendix: Reg G Reconciliations

ACCO Brands Corporation
Reconciliation of GAAP to Adjusted Non-GAAP Information (Unaudited)
(In millions of dollars, except per share data)

“Adjusted” results exclude all unusual tax items, restructuring, transaction and integration charges, costs associated with refinancing of the Company's debt and debt repurchases, Mead C&OP parent allocations, net, which will not continue as part of the combined Company, asset impairment charges, in order to provide a comparison of underlying results of operations and taxes have been recalculated at normalized tax rates.

	2016					2015				
	Reported GAAP	**% of Sales**	Adjusted Items	Adjusted Non-GAAP	% of Sales	**Reported GAAP**	**% of Sales**	Adjusted Items	Adjusted Non-GAAP	% of Sales
Gross profit	**$ 515.1**	33.1 %	0.4	515.5	33.1%	**$ 478.4**	31.7 %	-	478.4	31.7%
Advertising, selling, general and administrative expenses	**320.8**	20.6 %	(12.8)	308.0	19.8%	**295.7**	19.6 %	-	295.7	19.6%
Restructuring charges (credits)	**5.4**		$ (5.4)	$ -		**(0.4)**		$ 0.4	$ -	
Operating income	**167.3**	10.7 %	18.6	185.9	11.9 %	**163.5**	10.8 %	(0.4)	163.1	10.8 %
Interest expense	**49.3**		(2.5)	46.8		**44.5**		(0.1)	44.4	
Other expense, net	**1.4**		-	1.4		**2.1**		(1.9)	0.2	
Income before income tax	**125.1**	8.0 %	21.1	146.2	9.4 %	**131.4**	8.7 %	1.6	133.0	8.8 %
Income tax expense	**29.6**		21.5	51.1		**45.5**		1.1	46.6	
Income tax rate	**23.7 %**			35.0 %		**34.6 %**			35.0 %	
Net income	**$ 95.5**	6.1 %	$ (0.4)	$ 95.1	6.1 %	**$ 85.9**	5.7 %	$ 0.5	$ 86.4	5.7 %
Diluted income per share	**$ 0.87**		$ (0.00)	$ 0.87		**$ 0.78**		$ 0.00	$ 0.78	
Weighted average number of shares outstanding:										
Diluted	**109.2**			109.2		**110.6**			110.6	

During 2016, we incurred $0.4 million related to amortization of step-up in value of finished goods inventory associated with the acquisition of Pelikan Artline. During 2016, we had $9.2 million and $3.6 million in transaction and integration charges associated with the acquisition of Esselte and Pelikan Artline, respectively. During 2016, we had $1.6 million of accelerated interest expense related to the refinancing of our Senior Unsecured Notes, a loan breakage fee of $0.5 million incurred in the acquisition of Pelikan Artline and the write-off of debt issuance costs of $0.4 million due to a debt swap of part of our USD term loan for the new Australian dollar revolving loan. Income tax expense adjustment primarily reflects the tax effect of the adjustments above and adjusts the Company's effective tax rate to a normalized rate of 35%. The Company's estimated long-term rate is subject to variations from the mix of earnings across the Company's operating jurisdictions.

During 2015, we wrote-off $2.0 million in debt issuance costs and other costs associated with the Company's refinancing. Income tax expense adjustment primarily reflects the tax effect of the adjustments above and adjusts the Company's effective tax rate to a normalized rate of 35%. The Company's estimated long-term rate is subject to variations from the mix of earnings across the Company's operating jurisdictions.

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	2014					2013				
	Reported GAAP	**% of Sales**	Adjusted Items	Adjusted Non-GAAP	% of Sales	**Reported GAAP**	**% of Sales**	Adjusted Items	Adjusted Non-GAAP	% of Sales
Advertising, selling, general and administrative expenses	**$ 328.6**	19.5 %	-	328.6	19.5%	**$ 347.3**	19.7 %	(4.4)	342.9	19.4%
Restructuring charges	**5.5**		$ (5.5)	$ -		**30.1**		(30.1)	-	
Operating income	**173.6**	10.3 %	5.5	179.1	10.6 %	**145.8**	8.3 %	34.5	180.3	10.2 %
Interest expense, net	**43.9**		(0.7)	43.2		**54.7**		(1.6)	53.1	
Other expense, net	**0.8**		-	0.8		**7.6**		(7.4)	0.2	
Income from continuing operations before income tax	**137.0**	8.1 %	6.2	143.2	8.5 %	**91.7**	5.2 %	43.5	135.2	7.7 %
Income tax expense	**45.4**		4.7	50.1		**14.4**		32.9	47.3	
Income tax rate	**33.1 %**			35.0 %		**15.7 %**			35.0 %	
Income from continuing operations	**$ 91.6**	5.4 %	$ 1.5	$ 93.1	5.5 %	**$ 77.3**	4.4 %	$ 10.6	$ 87.9	5.0 %
Diluted income per share	**$ 0.79**		$ 0.01	$ 0.80		**$ 0.67**		$ 0.09	$ 0.76	
Weighted average number of shares outstanding:										
Diluted	**116.3**			116.3		**115.7**			115.7	

During 2014, we accelerated amortization of $0.7 million in debt issuance costs resulting from accelerated bank debt repayments. Income tax expense adjustment primarily reflects the tax effect of the adjustments above and adjusts the Company's effective tax rate to a normalized rate of 35%. The Company's estimated long-term rate is subject to variations from the mix of earnings across the Company's operating jurisdictions.

During 2013, we incurred $4.4 million in integration charges. During 2013, we had $1.6 million in accelerated amortization of debt issuance costs resulting from accelerated bank debt repayments. During 2013, we incurred a loss on debt extinguishment, other costs associated with the Company's refinancing, and a bargain purchase gain on a acquisition, net total of $7.4 million. Income tax expense adjustment primarily reflects the tax effect of the adjustments above and adjusts the Company's effective tax rate to a normalized rate of 35%. The Company had incurred significant operating losses in several jurisdictions in prior periods. In accordance with GAAP, tax valuation allowances had been recorded on certain of the Company's deferred tax assets. As a result, the operating results in these locations recorded no tax benefit or expense. Excluding this impact, the Company's effective tax rate would approximate 35% in 2013. The Company's estimated long-term rate is subject to variations from the mix of earnings across the Company's operating jurisdictions.

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	2012 - Pro Forma					2011				
	Reported GAAP	% of Sales	Adjusted Items	Adjusted Non-GAAP	% of Sales	Reported GAAP	% of Sales	Adjusted Items	Adjusted Non-GAAP	% of Sales
Gross profit	$ 582.0	30.7 %	$ 2.5	$ 584.5	30.8%	$ 399.2	30.3 %	-	399.2	30.3%
Advertising, selling, general and administrative expenses	377.3	19.9 %	(13.6)	363.7	19.2%	278.4	21.1 %	$ (5.6)	$ 272.8	20.7%
Restructuring charges (credits)	24.8		(24.8)	-		(0.7)		0.7	-	
Operating income	153.3	8.1 %	40.9	194.2	10.2 %	115.2	8.7 %	4.9	120.1	9.1 %
Interest expense, net	75.3		(6.1)	69.2		77.2		(1.2)	76.0	
Equity in earnings of joint ventures	(6.9)		(1.9)	(8.8)		(8.5)		-	(8.5)	
Other (income) expense, net	(0.1)		-	(0.1)		3.6		(3.0)	0.6	
Income from continuing operations before income tax	85.0	4.5 %	48.9	133.9	7.1 %	42.9	3.3 %	9.1	52.0	3.9 %
Income tax expense	17.5		22.7	40.2		24.3		(8.7)	15.6	
Income tax rate	20.6 %			30.0 %		56.6 %			30.0 %	
Income from continuing operations	$ 67.5	3.6 %	$ 26.2	$ 93.7	4.9 %	$ 18.6	1.4 %	$ 17.8	$ 36.4	2.8 %
Diluted income per share	$ 0.59		$ 0.23	$ 0.82		$ 0.32		$ 0.31	$ 0.63	
Weighted average number of shares outstanding:										
Diluted	114.8			114.8		57.6			57.6	

During 2012, we incurred $2.5 million related to amortization of step-up in value of finished goods inventory. During 2012, we had $6.3 million and $7.3 million in Mead C&OP parent allocations, net and transaction and integration charges, respectively. During 2012, we had $6.1 million related to Mead C&OP, net interest expense and accelerated amortization of debt issuance costs resulting from bond repurchases and bank debt repayments. During 2012, we had $1.9 million related to an impairment charge for our Neschen joint venture. Income tax expense adjustment primarily reflects the tax effect of the adjustments above and adjusts the Company's effective tax rate to a normalized rate of 30%. The Company had incurred significant operating losses in several jurisdictions in prior periods. In accordance with GAAP, tax valuation allowances had been recorded on certain of the Company's deferred tax assets. As a result, the operating results in these locations recorded no tax benefit or expense. Excluding this impact, the Company's effective tax rate would approximate 30% in 2012. The Company's principle tax valuation allowances for the U.S. were reversed during 2012. The Company's estimated long-term rate is subject to variations from the mix of earnings across the Company's operating jurisdictions.

During 2011, we incurred $5.6 million in transaction cost associated with the pending acquisition of Mead C&OP business. During 2011, we incurred costs of $4.2 million due to the repurchase of our debt. Income tax expense adjustment primarily reflects the tax effect of the adjustments above and adjusts the Company's effective tax rate to a normalized rate of 30%. The Company has incurred significant pre-tax losses in several jurisdictions in prior periods. In accordance with GAAP, tax valuation allowances have been recorded on certain of the Company's deferred tax assets. As a result, the results in these locations have recorded no tax benefit or expense. Assuming all the locations become profitable in the future and the valuation allowances were reversed, the Company's ongoing effective tax rate would approximate 30%. The Company's estimated long-term rate is subject to variations from the mix of earnings across the Company's operating jurisdictions.

Appendix: Reg G Reconciliations

ACCO Brands Corporation
Reconciliation of GAAP to Adjusted Non-GAAP Information (Unaudited)
(In millions of dollars, except per share data)

"Adjusted" results exclude all unusual tax items, restructuring, transaction and integration charges, costs associated with refinancing of the Company's debt and debt repurchases, Mead C&OP parent allocations, net, which will not continue as part of the combined Company, and asset impairment charges, in order to provide a comparison of underlying results of operations. In addition certain other charges that have been recorded within cost of products sold and advertising, selling, general and administrative expenses have also been excluded. These charges were incremental to the cost of the Company's underlying restructuring actions and did not qualify as restructuring. These charges included redundant warehousing or storage costs during the transition to a new distribution center, equipment and other asset move costs, facility overhead and maintenance costs after exit and employee retention incentives, net of gains on the sale of exited facilities.

	2010					2009				
	Reported GAAP	**% of Sales**	Adjusted Items	Adjusted Non-GAAP	% of Sales	**Reported GAAP**	**% of Sales**	Adjusted Items	Adjusted Non-GAAP	% of Sales
Gross profit	**$ 382.6**	29.8 %	$ -	$ 382.6	29.8%	**$ 364.6**	29.6 %	$ 3.4	$ 368.0	29.8%
Advertising, selling, general and administrative expenses	**266.7**	20.8 %	$ -	$ 266.7	20.8%	**263.0**	21.3 %	(1.2)	261.8	21.2%
Restructuring charges (credits)	**(0.5)**		0.5	-		**17.4**		(17.4)	-	
Asset impairment charges	**-**		-	-		**1.7**		(1.7)	-	
Operating income	**109.7**	8.5 %	(0.5)	109.2	8.5 %	**75.4**	6.1 %	23.7	99.1	8.0 %
Other expense, net	**1.2**		-	1.2		**5.4**		(4.2)	1.2	
Income from continuing operations before income tax	**38.5**	3.0 %	(0.5)	38.0	3.0 %	**7.4**	0.6 %	27.9	35.3	2.9 %
Income tax expense	**30.7**		(19.3)	11.4		**126.0**		(116.5)	9.5	
Income tax rate	**79.7 %**			30.0 %		**NM**			27.0 %	
Income (loss) from continuing operations	**$ 7.8**	0.6 %	$ 18.8	$ 26.6	2.1 %	**$ (118.6)**	(9.6)%	$ 144.4	$ 25.8	2.1 %
Diluted income (loss) per share	**$ 0.14**		$ 0.33	$ 0.47		**$ (2.18)**		$ 2.65	$ 0.46	
Weighted average number of shares outstanding:										
Diluted	**57.2**			57.2		**54.5**			56.1	

Income tax expense adjustment primarily reflects the tax effect of the adjustments above and adjusts the Company's effective tax rate to a normalized rate of 30%. The Company has incurred significant pre-tax losses in several jurisdictions in prior periods. In accordance with GAAP, tax valuation allowances have been recorded on certain of the Company's deferred tax assets. As a result, the results in these locations have recorded no tax benefit or expense. Assuming all the locations become profitable in the future and the valuation allowances were reversed, the Company's ongoing effective tax rate would approximate 30%. The Company's estimated long-term rate is subject to variations from the mix of earnings across the Company's operating jurisdictions.

During 2009 we incurred $4.6 million in certain other charges that have been recorded within cost of products sold and advertising, selling, general and administrative expenses, these charges were incremental to the cost of the Company's underlying restructuring actions and did not qualify as restructuring. During 2009, the Company recorded a loss on debt extinguishment of $4.2 million. Income tax expense adjustment primarily reflects the tax effect of the adjustments above and a non-cash charge of $108.1 million to establish a valuation allowance against its U.S. deferred taxes.

Artline AT-A-GLANCE DERWENT FIVE STAR GBC Hilroy Kensington LEITZ Mead Quartet Rapid Rexel Swingline tilibra wilson jones

Appendix: Reg G Reconciliations

ACCO Brands Corporation
Reconciliation of Net Income to Adjusted EBITDA (Unaudited)
(In millions of dollars)

The following table sets forth a reconciliation of reported net income (loss) in accordance with GAAP to Adjusted EBITDA. "Adjusted EBITDA" represents net income (loss) after adding back depreciation; stock-based compensation expense; amortization of intangibles; interest expense, net; other expense (income), net and income tax expense. Adjusted EBITDA also excludes loss (income) from discontinued operations, net of income taxes, amortization of step-up in value of finished goods inventory, Mead C&OP parent allocation expenses, net, transaction and integration expenses, other one-time items, impairments and restructuring charges (credits).

	2009	2010	2011	2012PF	2013	2014	2015	2016
Net income (loss)	**$ (126.1)**	**$ 12.4**	**$ 56.7**	**$ 70.0**	**$ 77.1**	**$ 91.6**	**$ 85.9**	**$ 95.5**
Loss (income) from discontinued operations, net of income taxes	7.5	(4.6)	(38.1)	1.6	0.2	—	—	—
Inventory step-up amortization	—	—	—	2.5	—	—	—	0.4
Mead C&OP parent allocation expenses, net	—	—	—	6.3	—	—	—	—
Transaction and integration expenses	—	—	5.6	7.3	4.4	—	—	12.8
Other one-time COGS and SG&A items	4.6	—	—	—	—	—	—	—
Goodwill and asset impairment charges	1.7	—	—	1.9	—	—	—	—
Restructuring charges (credits)	17.4	(0.5)	(0.7)	24.8	30.1	5.5	(0.4)	5.4
Depreciation	32.0	29.5	26.4	40.1	39.9	35.3	32.4	30.4
Stock-based compensation	2.8	4.2	6.3	10.3	16.4	15.7	16.0	19.4
Amortization of intangibles	7.1	6.7	6.3	26.6	24.7	22.2	19.6	21.6
Interest expense, net	67.0	78.3	77.2	75.3	54.7	43.9	37.9	42.9
Other expense (income), net	5.4	1.2	3.6	(0.1)	7.6	0.8	2.1	1.4
Income tax expense	126.0	30.7	24.3	13.4	14.4	45.4	45.5	29.6
Adjusted EBITDA (non-GAAP)	$ 145.4	$ 157.9	$ 167.6	$ 280.0	$ 269.5	$ 260.4	$ 239.0	$ 259.4

Artline AT-A-GLANCE DERWENT FIVE STAR GBC Hilroy Kensington LEITZ Mead Quartet Rapid Rexel Swingline tilibra wilson jones

Appendix: Reg G Reconciliations

ACCO Brands Corporation
Reconciliation of Net Cash Provided by Operating Activities to Free Cash Flow (Unaudited)
(In millions of dollars)

"Free Cash Flow" represents cash flow from operating activities less additions to property, plant and equipment, net of proceeds from the disposition of assets and other investing. The following table sets forth a reconciliation of reported net cash provided (used) by operating activities in accordance with GAAP to Free Cash Flow.

	2009	2010	2011	2012 (1)	2013	2014	2015	2016 (2)
Net cash provided (used) by operating activities	**$ 71.5**	**$ 54.9**	**$ 61.8**	**$ (7.5)**	**$ 194.5**	**$ 171.7**	**$ 171.2**	**$ 165.9**
Net cash (used) provided by:								
Additions to property, plant and equipment	(10.3)	(12.6)	(13.5)	(30.3)	(36.6)	(29.6)	(27.6)	(18.5)
Proceeds from the disposition of assets	0.6	2.5	1.4	3.1	6.1	3.8	2.8	0.7
Other investing	—	—	—	—	—	—	0.2	0.2
Free cash flow (non-GAAP)	$ 61.8	$ 44.8	$ 49.7	$ (34.7)	$ 164.0	$ 145.9	$ 146.6	$ 148.3

(1) Note includes $78 million of Mead C&OP transaction costs and only 7 months (May to December) of Mead C&OP results.

(2) Note includes $6.5 million of accelerated interest payments from refinancing of senior unsecured notes and $11.6 million of transaction and integration