

## **ACCO Brands Corporation Board of Directors Restated Compensation Committee Charter**

### **Purpose**

The purpose of the Compensation Committee (the "Committee") is to discharge the responsibilities of the Board of Directors (the "Board") 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 and retain high quality leadership and that those individuals are compensated in a manner that is consistent with competitive practices, performance and the requirements of appropriate regulatory bodies.

### **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.

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

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.

A majority of the members of the Committee shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting, at which a quorum is present, shall be the action of the Committee.

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 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:

- Annually review and recommend to the independent members of the Board for approval the compensation and performance goals for the chief executive officer;
- Evaluate the chief executive officer's performance in achieving these approved goals and recommend to the independent members of the Board for approval his or her compensation based on this evaluation;
- Set the salaries of all officers elected by the Board who hold offices of vice president or above (other than the chief executive officer);
- Determine and award incentive compensation or other bonuses under any compensation plan to officers elected by the Board who hold the office of vice president or above (other than the chief executive officer);
- 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 any eligible elected executive officer who holds the office of vice president or above;
- Exercise all powers and authorities of the Board regarding any perquisites provided to any eligible elected officer that must be disclosed in the Company's 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 shareholders;
  
- Make recommendations for grants of awards under LTIP Plans to the chief executive officer for consideration of and approval by the independent members of the Board;
  
- Grant awards under the LTIP Plans and authorize the issuance of the Company's stock upon exercise or payment of awards for those other than the CEO;
  
- Exercise all powers and authorities of the Board regarding compensation agreements and severance agreements with elected executive officers, and oversee management's administration of these agreements;
  
- Retain and terminate the engagement of any compensation consultants to assist in the evaluation of senior executive compensation and benefits, and approve the consultant's fees and other retention terms;
  
- Produce an annual report on executive compensation for inclusion in the Company's proxy statement;
  
- Conduct annually a performance evaluation of the Committee; and
  
- Review and recommend changes to this Charter as necessary.

Adopted and effective May 15, 2007