

Corporate Governance and Nominating Committee Charter

Purpose

The Corporate Governance and Nominating Committee (the “Committee”) is responsible for providing counsel and assistance to the Board of Directors (the “Board”) of ACCO Brands Corporation (the “Company”) in fulfilling its fiduciary obligations to the Company and its shareholders. Without limiting the foregoing, the purpose of the Committee is to (1) develop and oversee the Company’s corporate governance policies and provide counsel with respect to other matters relating to corporate governance and the rights and interests of shareholders, (2) advise the Board with respect to the organization, evaluation and function of the Board and its committees, (3) identify, review and recommend qualified candidates for election and/or appointment to the Board and its committees, (4) review and recommend the compensation to be paid to non-employee directors, and (5) oversee the Company’s enterprise risk management program and underlying risks delegated to it, including the Company’s corporate social responsibility and environmental sustainability programs..

Membership

The Committee shall be composed of not less than three directors and shall be composed entirely of directors who have been affirmatively determined by the Board to be independent (as defined in the Company’s corporate governance principles and in accordance with applicable New York Stock Exchange independence requirements as in effect from time to time).

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 shall remove any Committee member who the Board has determined is no longer independent and 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 the authority and responsibility to:

Corporate Governance

- Develop and recommend to the Board for adoption a set of corporate governance principles to foster an effective corporate governance environment, including with regard to compliance with New York Stock Exchange corporate governance requirements and other applicable regulations, and annually review and recommend any changes or improvements to the Board.

Director Nomination and Board and Committee Organization and Function

- Establish and periodically review criteria and policies relating to the qualifications, candidacy, service and tenure of directors
- Establish and periodically review procedures for the consideration of director candidates recommended for consideration by the Company's shareholders.
- Identify and assess individuals qualified to become potential director nominees and recommend candidates as nominees for election or appointment as members of the Board.
- Establish and periodically review criteria and qualifications for membership on the Audit Committee, Compensation Committee, the Corporate Governance and Nominating Committee and any other committees established from time to time by the Board and recommend directors (and where applicable, management personnel) for membership on such committees
- Periodically review and make recommendations concerning the size, composition and structure of the Board, and the charters, duties, powers, composition and structure of Board committees (in consultation with the applicable committee Chairpersons), according to existing and planned Company objectives and governance principles.
- Review and make recommendations to the Board regarding stockholder proposals properly submitted to the Company, including any properly submitted proposal relating to the nomination of a candidate for election to the Board.
- Review the format of Board meetings and make recommendations for the improvement of such meetings.
- Manage the annual evaluation and performance review process of the Board and its committees.

Enterprise Risk Management, Social Responsibility and Environmental Sustainability

- Oversee management's administration of the Company's enterprise risk management program and related activities.
- In connection with the Company's enterprise risk management program:
 1. Periodically review the Company's Code of Business Conduct and oversee the Company's procedures to monitor compliance with and enforce this code.

2. Oversee management's administration of the Company's corporate social responsibility and environmental sustainability programs, including its employee health and safety and product safety programs.
3. Except as otherwise specifically delegated to the Audit Committee, oversee management's legal and regulatory compliance programs including, without limitation, the Company's policies and procedures relating to anti-corruption, bribery and money laundering.

Director Compensation

- Annually review and make recommendations to the Board regarding the level and composition of compensation for non-employee directors, including with respect to awards of equity-based compensation.
- Oversee the administration of the non-employee director deferred compensation plan of the Company.
- Develop, recommend and periodically review non-employee director stock ownership guidelines.

Other Matters

- Review and reassess the adequacy of this Charter and recommend changes to the Board.
- Report Committee findings to the Board on a regular basis and make such recommendations to the Board as deemed appropriate.
- Annually conduct a self-evaluation of the Committee's performance and effectiveness and report the results to the Board.
- Perform such other duties and activities consistent with this charter and undertake such other responsibilities and exercise such other authorities as may be delegated to the Committee from time to time by the Board.

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, other 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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