

# ACCO BRANDS CORPORATION

## Granting of Equity-Based Compensation Awards Policy

### Background

The Compensation Committee of the Board of Directors (the “Committee”) of ACCO Brands Corporation (the “Company”) believes that equity-based compensation is an important component of the Company’s overall compensation structure. It has been the Committee’s practice to approve a broad-based grant of awards to key employees of the Company on an annual basis. As part of the annual grant and in accordance with the Committee’s practice, any equity award to the Chief Executive Officer of the Company is recommended by the Committee and submitted for approval by the full Board of Directors (excluding the Chief Executive Officer (the “Board”).

In addition to this annual grant, the Committee has delegated to the Chief Executive Officer of the Company in consultation with the Chairman of the Committee the authority (subject to certain limitations) to make other grants (referred to herein as “off-cycle grants”) in situations where the Company is seeking to attract a senior level hire, recognize employees for certain achievements or in other special circumstances except that any such award to a person who is or will be an “executive officer” (as that term is defined under applicable Securities and Exchange Commission regulations) or who is or will be subject to Section 16 of the Securities and Exchange Act of 1934 (collectively referred to as “executive officers” in this policy) must first be approved by the Committee as further described herein.

The Committee has adopted this policy to establish the framework for the timing of the issuance by the Company of equity-based compensation awards to key employees.

### General Statement of Policy

It is the policy of this Committee that neither the Committee nor any member of the Company’s management shall backdate any equity grant or manipulate the timing of the public release of material information or of any equity award with the intent of benefiting a grantee under an equity award. In furtherance of this policy, the Committee has adopted the specific practices described below.

### Annual and Off-Cycle Grants

The Committee believes that establishing fixed grant dates for the award of equity grants to the greatest extent possible is an important measure to ensure the integrity of the award granting process. Accordingly, each annual grant and off-cycle grant of equity-based compensation awards shall be made on a pre-determined date (unless circumstances dictate otherwise as determined by the Committee), as follows:

*Annual Grant.* The annual grant of equity-based compensation awards shall be approved by the Committee (and, with respect to any grant to the Chief Executive Officer included in the annual grant, by the Board) at the time of the regular meetings of the Board

scheduled in the first quarter of each year. The date the Committee or Board acts to approve an award, or a later-specified date during the regularly scheduled first quarter Committee or Board meetings as the Committee or Board shall designate in the approval, shall be the grant date of the award for purposes of the Company's equity compensation plans.

*Off-Cycle Awards.* Off-cycle awards for non-executive officers may be approved by the Chief Executive Officer and the Chairman of the Committee.

Off-cycle awards for executive officers shall be approved in advance by the Committee or a sub-committee of the Committee consisting of the Chairman of the Committee and at least one other Committee member.

The grant date for off-cycle awards for new hires shall be the first business day of the month following the employee's hire date (unless on such date the Company's shares do not trade on the New York Stock Exchange ("NYSE"), in which case the grant date shall be the next day that such trading occurs).

The grant date for off-cycle awards provided for other purposes shall be the first business day of the month following the date on which such off-cycle award is approved as provided herein (unless on such date the Company's shares do not trade on the NYSE, in which case the grant date shall be the next day that such trading occurs).

All such approvals shall be appropriately evidenced in accordance with the Delaware General Corporation Law and all off-cycle awards approved during a quarter shall be reported to the Committee at its next regular meeting.

### **Establishing Fair Market Value**

In no event shall the exercise price or value of an award be determined by reference to the fair market value of the Company's stock on a day other than the grant date of the award. The fair market value of the Company's stock on the grant date shall be the average of the high and low sale prices for a share of the Company's common stock on such day as reported on the NYSE Composite Tape, except that if there are no trades on such measurement date, on the first day on which a trade occurs next succeeding such measurement date.

### **Timing of Public Announcements**

The Company shall not purposely accelerate or delay the public release of material information in consideration of a pending equity grant in order to allow the grantee to benefit from a more favorable stock price. The Committee recognizes that a release of information by the Company in close proximity to an equity grant could create the appearance of an effort to time the announcement to a grantee's benefit even if no such benefit was intended. Accordingly, the Company's management is to advise the Committee whenever it is aware that material non-public information is planned to be released to the public in close proximity to the grant of an equity-based compensation award.

**Publication**

This Policy shall be posted in the “Corporate Governance” section of the Company’s Investor Relations website.

**Originally Adopted by the Compensation Committee on February 27, 2007**

**Amended: December 3, 2013**

**Amended: December 9, 2014**

**Amended: May 16, 2017**

**Amended: May 21, 2019**