

ACCO BRANDS CORPORATION

Granting of Equity-Based Compensation Awards Policy

Background

The Board of Directors (the “Board”) and the Compensation and Human Capital 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 any 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 independent members of the Board of Directors the “Board”), and the Board also approves equity grants that may be made to the non-employee members of 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 off-cycle 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.

General Statement of Policy

This policy is intended to create a consistent framework for the timing and process of granting equity and equity-based awards to executive officers, key employees and directors of the Company. 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 Grants.

Annual grants of equity-based compensation, if awarded, 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 regularly scheduled meetings of the Board that occur in the first quarter of each year after the release of full-year earnings (the “First Quarter Meetings”). The date the Committee or Board approves an award during the First Quarter Meetings shall be the grant date of the award for purposes of the Company’s equity compensation plans, unless a later grant date is specified by the Committee or the Board consistent with this Policy.

Annual grants of equity-based compensation to non-employee directors, if awarded, shall be approved by the Board and granted on the date of the Company’s annual meeting of stockholders each year unless a later grant date is specified by the Board consistent with this Policy.

Off-Cycle Awards.

Any off-cycle awards for non-executive officers may be approved by the Chief Executive Officer and the Chairman of the Committee. Any 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 any off-cycle awards (i) to new hires shall be the first Trading Day of the month following the employee’s hire date; and (ii) for other purposes shall be the first Trading Day of the month following the date on which such off-cycle award is approved; provided that, if the first Trading Day of the month will occur during an Option Grant Limitation Period and the off-cycle award consists of stock options, SARS or similar option-like instruments to a person who is or will reasonably likely be a “named executive officer,” then such grant date shall be the first Trading Day immediately following the end of the applicable Option Grant Limitation Period, except as otherwise determined by the Committee.

As used herein

- “Trading Day” means a day on which trading in the common stock of the Company generally occurs on the New York Stock Exchange
- “Option Grant Limitation Period” means the period beginning four (4) business days prior to the filing of a Form 10-K or Form 10-Q by the Company, or any Form 8-K containing financial results or other material nonpublic information of the Company, and ending one (1) business day after the filing of such report by the Company.

The grant date for any off-cycle equity-based award to any new non-employee director elected by the Board shall be the first Trading Day of the month following such director’s appointment, unless otherwise determined by the Board.

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 schedule or otherwise accelerate or delay the public release of material information in order to allow a grantee an opportunity to benefit from a more favorable stock price or increased award value. The Committee recognizes that a release of information by the Company in close proximity to an equity grant could, among other things, 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 promptly 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 so that the Committee can consider that information in connection with the timing of the grant of such awards.

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

Amended: February 7, 2025