

Company Number: 02142066

ACCO EUROPE LIMITED

(the "Company")

SOLE MEMBERS' WRITTEN RESOLUTION

CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL
BAKER & MCKENZIE LLP
BAKER & MCKENZIE LLP
SOLICITORS
100 NEW BRIDGE STREET
LONDON EC4V 6JA

Circulation Date: 2nd March 2009 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution"):

SPECIAL RESOLUTION

THAT a new Article in the form below be and is hereby approved and be inserted into the Articles of Association of the Company as Article 115 and that the existing Articles be renumbered to reflect the insertion of the new Article 115.

"115 The contemporaneous connection of a number of the Directors not less than the quorum, regardless of physical location, by any means of electronic communication shall be deemed to constitute a properly held meeting of the Directors so long as the following conditions are met:

- (a) throughout the meeting each of the Directors taking part must be able to:
 - (i) hear each of the other Directors taking part; and
 - (ii) subject as mentioned below, send and receive communications simultaneously to and from all of the other Directors taking part;
- (b) at the beginning and at the conclusion of the meeting the Chairman shall ask all of those who have been a party to the proceedings to acknowledge their presence and to confirm that they have attended throughout the meeting.

Such a meeting shall be deemed to take place where it is convened to be held or (if no Director is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the Chairman of the meeting is. The word "meeting" in the Articles shall be construed accordingly. The meeting shall have been validly conducted notwithstanding that a Director may have been accidentally disconnected during the meeting, so long as a quorum of Directors were connected at all times. A minute of the proceedings shall be sufficient evidence of the observance of the necessary formalities if certified by a Director who was party to them."

Please read the Notes at the end of this document before signifying your agreement to the Resolution below.

BY ORDER OF THE BOARD

.....
Director

FRIDAY



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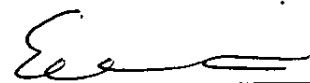
06/03/2009

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COMPANIES HOUSE

AGREEMENT

WE THE UNDERSIGNED, being all the members of the Company entitled to vote on the Resolution on the Circulation Date, HEREBY IRREVOCABLY AGREE to the Resolution.



Name: **C. DAVIES**
duly authorised signatory
for and on behalf of
ACCO Brands Europe Limited

Dated: **2nd March**.....2009

NOTES

1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand or returning the signed copy by post to the Company Secretary at Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ.
2. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.
5. A copy of this document was sent to the Company's auditors on the Circulation Date.