

Company Number: 2142066

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

ACCO EUROPE PLC

(the "Company")

Persuant to Section 53 of the Companies Act 1985

At the Annual General Meeting of the Company duly convened and held at Gatehouse Road, Aylesbury, Buckinghamshire HP19 8DT on Monday, 11th July 2005 at 10.00 a.m. the following resolutions were passed unanimously as Special Resolutions of the Company.

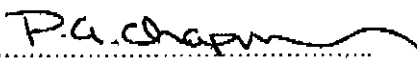
SPECIAL RESOLUTIONS

1. The Company apply for re-registration as a private company limited by shares.
2. The name of the Company be and is hereby changed to "ACCO Europe Limited".
3. Pursuant to Section 53, Companies Act 1985 the company be re-registered as a private company with effect from 11th July and that the Memorandum of Association be thereupon altered as follows:

(a) by deleting the existing clause 1 and 2 and substituting therefor the following clause to be number 1:

"1 the name of the Company is ACCO Europe Limited"

(b) and THAT the existing Articles of Association be changed to reflect the name of the Company is ACCO Europe Limited.


CHAIRMAN

Dated: 11th July 2005

Note: A member entitled to attend and vote is entitled to appoint a proxy to attend and on a poll, vote in his/her place. Such proxy need not be a member of the Company.

