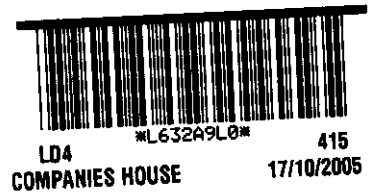


ACCO EUROPE LIMITED
(Registered number: 02142066)
(the "Company")



The Companies Act 1985 (as amended) (the "Act")

Written Resolution of the Company

We, being all the members entitled to attend and vote at meetings of the Company convened for the purpose of passing the following resolutions which shall take effect as special resolutions (the "**Resolutions**") hereby resolve unanimously in accordance with Section 381A of the Act as follows:

Resolutions:

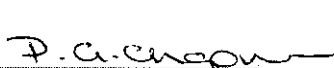
1. THAT it is in the best interests of, and to the further benefit and advantage of, the Company's subsidiaries ACCO Eastlight Limited ("**ACCO Eastlight**") and ACCO UK Limited ("**ACCO UK**") to enter into the following documents:
 - (a) a guarantee (the "**Guarantee**") between, amongst others, ACCO Eastlight and ACCO UK as guarantors and Citicorp North America, Inc (the "**Trustee**") as trustee for the Secured Parties (as defined therein) pursuant to which the Eastlight and UK will guarantee to the Trustee the performance by certain subsidiaries of ACCO Brands Corporation (the "**Foreign Loan Parties**") of all of their present and future obligations and liabilities under a credit agreement dated as of 17 August 2005 (the "**Credit Agreement**") and the other Loan Documents (as defined in the Credit Agreement) and the payment of all sums owing by the Foreign Loan Parties under the Credit Agreement and those Loan Documents (the "**Secured Obligations**");
 - (b) a debenture (the "**Debenture**") between, amongst others, ACCO Eastlight and ACCO UK and the Trustee as trustee for the Secured Parties pursuant to which ACCO Eastlight and ACCO UK grant security interests over all of their assets and undertaking in favour of the Trustee to secure the discharge of the Secured Obligations;
 - (c) an accession deed (the "**Trust Accession Deed**") in connection with a trust agreement dated 12 August 2005 between the Secured Parties (as defined therein) the Trustee, Citicorp North America, Inc. as Administrative Agent and certain companies named therein, pursuant to which (i) each Secured Party appoints the Trustee to act as its agent and trustee under, amongst other things, the Guarantee, the Debenture, and (ii) ACCO Eastlight and ACCO UK give certain undertakings and grants certain indemnities in favour of the Trustee;
 - (d) a legal mortgage (the "**Mortgage**") in favour of the Trustee as trustee for the Secured Parties, pursuant to which ACCO UK will grant a legal mortgage over certain of its real property to secure the discharge of the Secured Obligations; and
 - (e) an intercompany loan agreement (the "**Upstream Loan Agreement**") between, amongst others, ACCO Eastlight and ACCO UK as lenders and ACCO Brands Europe Limited as the borrower, pursuant to which the ACCO

Eastlight and ACCO UK will make available to ACCO Brands Europe Limited a revolving loan facility to be used in meeting its payment obligations under the Credit Agreement,

(the Guarantee, the Debenture, the Trust Accession Deed, the Mortgage, and the Upstream Loan Agreement are together referred to as the "Assistance Documents").

2. THAT, subject to compliance with sections 155 to 158 of the Act, the giving of financial assistance by ACCO Eastlight and ACCO UK to ACCO Brands Europe Limited for the purpose of acquiring shares in ACCO Europe Limited or reducing or discharging any liabilities ACCO Brands Europe Limited or any other person or persons have incurred within the meaning of Section 152(3) of the Act by entering into the Assistance Documents be approved.
3. THAT the approval for ACCO Eastlight and ACCO UK to enter into the Assistance Documents be given notwithstanding the fact that ACCO Eastlight and ACCO UK might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Act.
4. THAT the directors of the Company, ACCO Eastlight and ACCO UK are instructed to take any action in connection with the negotiation, execution and performance of the Assistance Documents as they shall deem necessary or appropriate.
5. We confirm that a copy of the Statutory Declaration made pursuant to section 155(b) of the Act and the related Auditors' Report have been supplied to us at or before the time at which this document was supplied to us for signature (in accordance with schedule 15A paragraph 4 of the Act).

AP
Signed: 
For and on behalf of
ACCO Brands Europe Limited

PC
Signed: 
For and on behalf of
Rexel Limited

Date: 5th October 2005