

IKON OFFICE SOLUTIONS, INC.
HUMAN RESOURCES COMMITTEE CHARTER

Purpose

The Human Resources Committee (the “Committee”) provides oversight and direction regarding IKON’s human resources strategy and ensures that key human resources decisions result in the achievement of IKON’s goals and sustained value creation for its shareholders.

Membership

The Human Resources Committee shall be composed of not less than three members of the Board who shall be appointed annually. The Committee shall be composed entirely of independent directors as defined under the standards of the New York Stock Exchange.

Responsibilities

The Committee shall oversee, and shall assist the Board of Directors in fulfilling its responsibilities to shareholders relating to:

- succession planning for the CEO position and officers who report directly to the CEO. At all times, the Committee will have identified, with the assistance of the CEO, succession plans relating to the CEO and other executive officers. The Committee will annually present to the Board the evaluations and recommendations for potential successors for the CEO and other executive officers;
- evaluation and approval of executive officers with determination of compensation;
- the review and approval of corporate goals and objectives relevant to CEO compensation;
- the annual evaluation by the Board (under the oversight of the Corporate Governance Committee) of the CEO’s performance in light of the specified goals and objectives; and
- the establishment of CEO compensation including base pay, annual bonus, and long term incentives based on such evaluation.

In addition, the Committee shall:

- approve and oversee the compensation of officers who report directly to the CEO;
- make recommendations to the Board with respect to non-CEO compensation, incentive-compensation plans and equity-based plans. As such, the Committee shall make recommendations to the Board stock option, stock purchase, defined contribution, defined benefit, deferred compensation, health & welfare, and retirement plans and plan committees with respect to IKON’s restricted stock (LTIP) and stock option plans, subject to any necessary shareholder approval;
- produce a report on executive compensation as required by the U.S. Securities and Exchange Commission to be included in IKON’s annual proxy statement or annual report on Form 10-K;

- advise on topics such as senior management organization structure; health and welfare strategy; training and development strategy; diversity strategy; third party representation strategy; senior management employment contract strategy; and approval of change-of-control agreements and executive officer employment contracts; and
- conduct an annual self-evaluation of the Committee's performance and of its charter.

Meetings

The Committee shall meet at least four times per year and at such other times as reasonably directed by the Chairman.

Continuous Flow of Information to Committee Members

The Human Resources Committee shall have access to all personnel of the Corporation and to all information necessary to carry out its responsibilities.