

**Staples, Inc.**  
**Board of Directors**

Compensation Committee Charter

*As approved by the Board of Directors on November 30, 2000. Updated and approved  
by the Board of Directors on December 9, 2003 and March 2, 2004.*

The Board of Directors (the “Board”) of Staples, Inc. (the “Company”) has established a Compensation Committee of the Board (the “Committee”) with the authority, responsibilities and specific duties described below.

**Composition**

The Committee shall be composed of at least three, but not more than five, members of the Board, one of whom shall serve as chairperson. Except as otherwise permitted by the applicable NASDAQ rules, each member of the Committee shall be an “Independent Director” (as that term is defined by the applicable NASDAQ rules). The Committee and its chairperson shall be nominated and elected by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Committee with or without cause.

**Authority and Responsibilities**

General

The Committee is responsible for recommending to the Board the compensation philosophy and policies of the Company for senior management. The objectives of the senior management compensation program are to align compensation with business objectives, individual performance, and the interests of the Company’s stockholders; motivate and reward high levels of performance; recognize and reward the achievement of Company and/or business unit goals; and enable the Company to attract, retain, and reward members of senior management who contribute to the long term success of the Company.

Specific

1. Executive Officer Compensation. The Committee, or a majority of the independent directors of the Board, shall review and approve, or recommend for approval by the Board, executive officer (including the Company’s Chief Executive Officer (the “CEO”)) compensation, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of executive officer compensation. The Committee or the independent directors of the Board, as the case may be, shall meet without the presence of executive officers when approving or deliberating on CEO compensation but may, in

its or their discretion, invite the CEO to be present during the approval of, or deliberations with respect to, other executive officer compensation.

2. Employee Benefit Plan Administration, Recommendations and Approvals. The Committee shall administer, periodically review and make recommendations to the Board with respect to employee benefit plans, including all incentive-compensation plans and equity-based plans. In addition, the Committee, or a majority of the independent directors of the Board, shall approve any tax-qualified, non-discriminatory employee benefit plans (and any parallel nonqualified plans) for which stockholder approval is not sought and pursuant to which options or stock may be acquired by officers, directors, employees or consultants of the Company.
3. Incentive Plan Administration. The Committee shall exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by a plan or resolution of the Board, the Committee shall not be authorized to amend any such plan. To the extent permitted by applicable law and the provisions of a given equity-based plan, and consistent with the requirements of applicable law and such equity-based plan, the Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company. The Committee, or a majority of the independent directors of the Board, shall approve any inducement awards granted in reliance on the exemption from shareholder approval contained in NASDAQ Rule 4350(i)(1)(A)(iv).
4. Director Compensation. The Committee shall periodically review and make recommendations to the Board with respect to director compensation.
5. Compensation Committee Report on Executive Compensation. The Committee shall prepare for inclusion where necessary in a proxy or information statement of the Company relating to an annual meeting of security holders at which directors are to be elected (or special meeting or written consents in lieu of such meeting), the report described in Item 402(k) of Regulation S-K.
6. Additional Powers. The Committee shall have such other duties as may be delegated from time to time by the Board.

## **Procedures**

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities but in no event less than three times each fiscal year. The Committee shall keep such records of its meetings as it shall deem appropriate.

2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.
3. Reports to the Board. The Committee shall report regularly to the Board.
4. Charter. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Nominating and Corporate Governance Committee for Board approval.
5. Independent Advisors. The Committee shall have the authority to engage such independent legal and other advisors and consultants as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors and consultants may be the regular advisors and consultants to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors and consultants as established by the Committee.
6. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
7. Action. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members.