

STAPLES, INC.

FINANCE COMMITTEE CHARTER

A. Purposes

From time to time, Staples, Inc. (“Staples” or the “Company”) (i) evaluates its capital structure and creates policies governing its capital structure, (ii) considers events and actions which would or could impact the Company’s capital structure, (iii) evaluates and sets Company borrowing practices (the policies, considerations and practices described in clauses (i)-(iii) being hereinafter referred to as “Capital Policies and Practices”), and (iv) engages in debt or equity financings, credit arrangements, investments, mergers, acquisitions, joint ventures, divestitures and other similar transactions as part of its business strategy (such transactions being hereinafter referred to as “Financial Transactions”). The process for identifying, evaluating, developing, negotiating, implementing and/or executing Capital Policies and Practices and Financial Transactions is important to the continuing success of Staples. The purpose of the Finance Committee is to be available, as needed, to evaluate and consult with and advise Staples’ management and the Staples Board of Directors (the “Board”) with respect to, any Capital Policies and Practices and Financial Transactions involving Staples or any of its subsidiaries. For the avoidance of doubt, the purposes of the Finance Committee shall not include the evaluation of the Company’s financial performance or reporting, the controls relating to the Company’s financial performance or reporting or any other functions that are the express functions of the Company’s Audit Committee as set forth in the Company’s Audit Committee’s Charter, as the same may be amended from time to time.

B. Structure and Membership

1. Number. The Finance Committee shall consist of three (3) directors, all of whom shall be independent. The Board may at any time modify the number of directors serving on the Finance Committee.
2. Chair. Unless the Board elects a Chair of the Finance Committee, the Committee shall elect a Chair by majority vote.
3. Compensation. The compensation of Finance Committee members shall be as determined by the Board.
4. Selection and Removal. Members of the Finance Committee shall be appointed by the Board, as recommended by the Nominating and Corporate Governance Committee. The Board may remove members of the Finance Committee from such Committee, with or without cause.

C. Authority and Responsibilities

1. Advise Management. The Finance Committee shall be available, as needed, to consult with and advise members of Staples' management with respect to any Capital Policies and Practices and/or any Financial Transactions, in each case involving Staples or any of its subsidiaries. This assistance may include, from time to time, advice with respect to (i) the underlying concept and the practical implementation requirements of proposed Capital Policies and Practices and (ii) the structure, timing or other terms or conditions of a proposed Financial Transaction.
2. Make Recommendations to the Board. The Finance Committee may, as appropriate, make recommendations to the Board as to the advisability of (i) adopting new Capital Policies and Practices, (ii) modifying or terminating existing Capital Policies and Practices, (iii) entering into a proposed Financial Transaction, (iv) modifying, terminating or extending any existing arrangement relating to or resulting from a particular Financial Transaction, or (v) any other actions or matters related to Capital Policies and Practices and/or Financial Transactions that are consistent with the purposes set forth in this charter, as the same may be amended from time to time.
3. Independent Advisors. In connection with a proposed Transaction, the Finance Committee shall, if requested, assist in the engagement of investment and financial advisors and consultants.
4. Additional Powers and Duties. The Finance Committee shall have such other powers and duties as may be delegated to it from time to time by the Board with respect to a particular Transaction or type of Transaction.

D. Procedures and Administration

1. Meetings. The Finance Committee shall meet at least one (1) time per calendar year, and otherwise as often as it deems necessary in order to perform its responsibilities. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Reports to the Board. The Finance Committee shall report regularly to the Board.
3. Charter. The Finance 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 Board for approval.

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