

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

*Nominating and Corporate Governance Committee Charter  
As approved by the Board of Directors on December 1, 1999. Updated and approved by  
the Board of Directors on March 4, 2003, March 2, 2004 and March 7, 2006.*

**Purpose**

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Staples, Inc. (the "Company") is to:

1. advise the Board concerning appropriate composition of the Board and its committees;
2. identify individuals qualified to become Board members;
3. recommend to the Board the persons to be nominated by the Board for election as directors at any meeting of stockholders;
4. develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and assist the Board in complying with them;
5. develop and recommend to the Board a Code of Ethics applicable to the Company;
6. review and resolve conflicts of interest situations and, if necessary, (a) other than with respect to executive officers or directors of the Company, grant waivers under the Company's Code of Ethics and (b) in the case of executive officers and directors of the Company, make recommendations to the full Board regarding the grant of waivers under the Company's Code of Ethics;
7. oversee the Company's political contributions; and
8. oversee the evaluation of the Board.

**Composition**

1. Number. The Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Independence. Except as otherwise permitted by the applicable rules of NASDAQ, each member of the Committee shall be an "independent director" as defined by such rules.
3. Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Committee members shall be as determined by the Board.

5. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Committee in accordance with the procedures set forth in the Guidelines (as defined below). The Board may remove members of the Committee from such Committee, with or without cause.

## **Responsibilities**

The Committee has developed, and the Board has adopted, written Directors' Corporate Governance Guidelines (the "Guidelines"). These Guidelines include provisions relating to:

- Composition of the Board;
- Operation of the Board; and
- Board interaction with management.

The Committee's specific responsibilities are set forth in the Guidelines. The Committee shall assist the Board in carrying out the Guidelines, shall monitor the compliance by the Board and its committees with the Guidelines, and, from time to time as it deems appropriate, review and reassess the adequacy of the Guidelines and recommend any proposed revisions to the Guidelines to the Board for approval.

The Committee also has developed, and the Board has adopted, a written Corporate Political Contributions Policy Statement (the "Political Contributions Policy"). The Political Contributions Policy describes the Company's policies and practices applicable to reviewing requests for corporate political contributions and disclosing political contributions made with corporate funds. The Committee shall oversee the Company's political contributions and, from time to time as it deems appropriate, review and reassess the adequacy of the Political Contributions Policy and recommend any proposed revisions to the Board for approval.

## **Board and Committee Membership**

1. Selection of Director Nominees. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to nominate directors, the Committee shall be responsible for recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.
2. Criteria for Selecting Directors. The Board's criteria for selecting directors are as set forth in the Guidelines. The Committee shall use such criteria and the

principles set forth in such Guidelines to guide its director selection process. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.

3. Selection of Committee Members. The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board in accordance with the procedures set forth in the Guidelines.

### **Evaluation of the Board; Succession of Chief Executive Officer**

1. Evaluation of the Board. The Committee shall be responsible for overseeing every other year a self-evaluation of the Board and its committees to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation and supervise the conduct of the evaluation.
2. Succession of Chief Executive Officer. The Committee is responsible for continuously reviewing succession planning as it relates to the Chief Executive Officer of the Company (the "CEO"). If it is determined that a new CEO should be hired, the Committee shall manage the process of identifying and selecting the new CEO, with the full participation of each of the Non-Management Directors (as defined in the Guidelines) and the current CEO, if appropriate.
3. Related-Party Transactions. The Committee shall review all "related party transactions" (defined as transactions required to be disclosed pursuant to Item 404 of Regulation S-K) on an ongoing basis, and all such transactions must be approved by the Committee.

### **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 Board for 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.

8. Additional Powers

The Committee shall have such other duties as may be delegated to it from time to time by the Board.