

## IKON Office Solutions, Inc.

### Corporate Governance Principles

#### **I. Introduction**

The Board of Directors (the “Board”) of IKON Office Solutions, Inc. (“IKON” or the “Company”) has adopted the following set of corporate governance principles (these “Principles”). This governance framework is designed to enhance the Board’s ability to serve the interests of IKON’s shareholders, employees, vendors and customers and shall at all times be subject to applicable Ohio law, as amended from time to time.

#### **II. Promoting Proper Business Environment**

All directors, members of management and other employees are expected to adhere to all laws and regulations and to uphold the ethical standards of the Company in carrying out their responsibilities to and on behalf of the Company. Copies of the current version of these Principles, the Company’s Code of Ethics and the charter of each key committee of the Board shall be made available on the Company’s website.

#### **III. Role of the Board**

The Board shall be responsible for ensuring that the interests of IKON’s shareholders are served through the long-term enhancement of the Company’s value. The Board shall be responsible for the selection and oversight of IKON’s executive officers. Subject to the Board’s oversight, the executive officers of the Company will be responsible for managing the Company, managing the preparation of financial statements, and strategic planning for the Company. In connection with the performance of these roles, the Board and the Company’s executive officers shall maintain an ongoing dialogue relating to the Company’s strategic direction. To facilitate this dialogue, the Board will conduct an annual review of the Company’s long-term strategic plans and principal issues faced by the Company. In addition, the Board shall periodically receive updates on these matters from the Company’s executive officers.

The Board shall have the express authority to retain independent advisors and consultants as it deems necessary in order to resolve or consider matters within its scope of duties. While discharging its obligations, directors are entitled to rely on the honesty and integrity of the Company’s executive officers and its independent advisors and auditors.

#### **IV. Composition of the Board**

- a. *Director Independence.* The Board shall consist of a majority of independent directors, in accordance with the listing standards of the New York Stock Exchange (“NYSE”). Further, directors are not permitted to serve on the Board of Directors of more than four public companies, and Audit Committee members are not permitted to serve on the Audit Committees of more than three public companies, unless approved by the Board of Directors. Directors shall notify the Chairman of the Board as well as the Chair of the Corporate Governance Committee prior to accepting a directorship on the board of any other public company, or prior to being assigned to the audit committee of any other public

company's board. The Board will annually review the relationship that each director has with IKON to ensure independence.

- b. *Size.* The Board shall consist of a reasonable number of directors as recommended by the Corporate Governance Committee and determined by the Board, which shall not be less than seven (7) and not more than sixteen (16). Directors shall be elected by shareholders at each annual shareholder meeting. The Board may approve new directors from time to time in accordance with the Company's Code of Regulations.
- c. *Selection of the Chairman of the Board.* The Chairman of the Board is selected by the Board. The decision on whether to combine or separate the offices of the Company's Chairman and Chief Executive Officer ("CEO") is made by the Board depending on what is in the Company's best interests at any given point in time. The Board shall appoint a Lead Independent Director if the positions of the CEO and Chairman are combined. The Lead Independent Director, at a minimum, shall:
- Preside at all meetings of the board at which the Chairman is not present, including executive sessions of the independent directors;
  - Serve as liaison between the Chairman and the independent directors;
  - Approve information sent to the Board;
  - Approve meeting agendas for the Board;
  - Approve meeting schedules to assure that there is sufficient time for discussion of all agenda items;
  - Have the authority to call meetings of the independent directors; and
  - If requested by major shareholders, ensure that he or she is available for consultation and direct communication with such shareholders.
- d. *Committees.* The committees of the Board of Directors shall consist of an Audit Committee, a Corporate Governance Committee, an Executive Committee, a Human Resources Committee, and an Investment and Strategy Committee. The Board shall have the authority to appoint committee members and create new or disband committees, as it deems necessary. In addition, the Board may determine to form ad hoc committees from time to time and determine the composition and areas of competence of such committees. All members of each of these committees, other than the Executive Committee, shall consist of independent directors, in accordance with the listing standards of the NYSE and, as applicable, the requirements of the Securities and Exchange Commission. At all times the Executive Committee will consist of a majority of independent directors. From time to time, the Board may deem it advisable either to reconfigure these committees or to establish additional standing committees, ad hoc committees or subcommittees. The Board, after considering the recommendations of the Corporate Governance Committee, shall make all committee assignments. Although rotation of directors among committees, including committee chairs, is not mandatory in any given year, the Corporate Governance Committee shall annually review and give due consideration to the periodic rotation of directors in making its recommendations of assignments to the Board.

Each committee, other than the Executive Committee, shall have its own written charter setting forth the purposes and responsibilities of the committee. The charter of each committee shall also provide that the committee will annually evaluate its own performance.

- e. *Succession Planning and CEO Evaluation.* At least annually, the Human Resources Committee and the Corporate Governance Committee shall present to the Board evaluations and recommendations of potential successors for the CEO and the executive officers of the Company. At all times, the Human Resources Committee shall have identified, with the assistance of the CEO, a succession plan in the unexpected event the CEO or another executive officer of the Company is unable to fulfill his or her responsibilities.

The performance of the CEO shall be evaluated annually by the Board.

- f. *Related Person Transactions.* Each related person transaction reportable under the requirements of the Securities and Exchange Commission shall be (1) reviewed, (2) determined to be in, or not inconsistent with, the best interests of the Company and its shareholders and (3) approved or ratified by the disinterested members of the Board.

## **V. Board Meetings**

The Board shall meet at least five (5) times per year and hold an annual organizational meeting to elect IKON's officers and to transact other business. The Chairman and the Secretary of the Board shall create the agenda for each Board meeting, and an annual topical agenda of standard items to be discussed throughout the year, each of which shall be approved by the Lead Independent Director. Board members are permitted to request that certain items be added to an agenda by contacting the Chairman or Secretary of the Board. The agenda for each committee meeting shall be created by the respective committee chairs and the Secretary of the Board. Board and committee materials related to agenda items shall be provided to Board members prior to Board and committee meetings to allow the directors ample time to prepare for discussion of the items at the meeting. In accordance with the NYSE listing standards the independent directors of the Board shall hold executive sessions, which will be chaired by the Lead Independent Director.

Directors are expected to regularly attend Board meetings and meetings of committees on which they serve and to spend the time necessary to discharge their duties diligently and responsibly.

The Board shall have access to all members of management and other employees of IKON, as necessary, to fulfill its responsibilities, and may from time to time invite executive officers or other members of management to Board and committee meetings. Such individuals shall attend Board meetings, or portions thereof, in order to participate in discussions relating to their area of responsibility or expertise. The executive officers of the Company shall be responsible for presenting matters to be considered by the Board or any committee, in accordance with the agenda set by the Chairman and the Secretary of the Board.

## **VI. Director Qualifications**

Directors must possess integrity and strong ethics in order to serve on the Board. Directors shall be experienced in leading major organizations as executive officers. In addition, the Company is

committed to maintaining diversity within the Board and confirms that its policies of non-discrimination based on sex, race, religion or national origin apply in the selection of directors. Upon a material change in a director's employment, such director shall be required to submit a letter of resignation to the Corporate Governance Committee which may be accepted or rejected by the Corporate Governance Committee. Directors shall not stand for re-election to the Board once they reach the age of seventy (70).

## **VII. Director Compensation and Stock Ownership**

The Corporate Governance Committee shall review and make recommendations to the Board regarding the form and amount of compensation and other benefits to be paid to directors for their service on the Board and its committees. In making its recommendations, the Corporate Governance Committee shall give proper consideration to what is customary compensation for directors of comparable companies and any other factors it deems appropriate that are consistent with the policies and principles set forth in its charter and these Principles. A director who is also an executive officer of the Company shall not receive additional compensation for his or her service as a director.

IKON maintains Director Equity Ownership Guidelines stating that each director must own IKON stock representing a current market value of at least five (5) times the annual cash retainer paid to the director for his or her service on the Board, which amount may be achieved over a period of five years from the date the director commences his or her service on the Board.

## **VIII. Director Orientation and Continuing Education**

Each new director must participate in a new director orientation program that has been approved by the Board and facilitated by IKON management. Through the orientation program, the director shall be provided with orientation materials which shall include information regarding the Company, Board scheduling, contacts, agendas, committees, officers, compensation, and SEC reporting requirements. The materials shall also include IKON's Code of Ethics and other policies relating to directors. The new director shall also be given opportunities to meet with key executive officers or other members of management, and to visit the Company's headquarters and one or more major Company facilities. The orientation program shall be followed up in six months with a meeting between the new director and the CEO.

All current directors are highly encouraged to attend director education programs periodically in order to enhance their director skills and become more effective leaders. Such education programs should provide the director with up-to-date information about directorship and should explore best practices in corporate governance. Directors should contact the Board Secretary's office for scheduling information and program options.

## **IX. Board Assessment**

The Corporate Governance Committee shall periodically recommend to the Board an appropriate annual review and evaluation process for the Board, each Committee and members of the Board. This annual assessment shall provide directors with the opportunity to make suggestions and review current practices.

**X. Periodic Review and Modification**

These Principles shall be reviewed annually by the Corporate Governance Committee and are subject to modification by the Board from time to time.