

VERITIV CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

(Effective as of December 20, 2017)

Purpose

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Veritiv Corporation (the “Company”) to assist the Board in overseeing, and discharging its responsibilities related to:

- the Company’s corporate governance principles, including compliance with the Company’s Certificate of Incorporation, and By-laws, as well as with the Company’s Corporate Governance Guidelines that are developed and recommended by the Committee and adopted by the Board;
- the identification and evaluation of persons qualified to be board members (“director-candidates”), and for evaluating sitting directors being considered for re-election (“director-nominees”) at the next annual stockholders’ meeting, consistent with qualification criteria approved by the Board and applicable laws and regulations; and
- the processes for the evaluation of the Board, its committees and Company management.

Committee Membership

1. Members of the Committee shall be elected by the Board upon the recommendation of the Committee, and the Committee shall consist of no fewer than three members. Committee members may be removed and/or replaced by the Board. One member of the Committee shall be designated as the Chair of the Committee by the Board (the “Committee Chair”). All members of the Committee shall meet the independence requirements of the New York Stock Exchange (“NYSE”) Listed Company Manual and such other standards as may be established by the Board from time to time.
2. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided the subcommittees are composed entirely of directors satisfying the foregoing independence standards, if applicable.

Meetings

3. The Committee shall meet at least twice per year and at such other times as it deems necessary or desirable to fulfill its duties and responsibilities. The Committee Chair shall preside at each meeting of the Committee. In the event the Committee Chair is not

present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of that meeting. The Committee shall be afforded the opportunity, as it deems necessary and at the Committee's discretion, to meet in separate executive sessions as a Committee and with members of leadership, consultants and/or advisors.

Committee Duties and Responsibilities

4. The Committee shall recommend to the Board the Corporate Governance Guidelines applicable to the Company, and periodically review and reassess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
5. The Committee shall (a) make regular reports to the Board, including reports on the Committee's activities and actions at Board Meetings, (b) annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval and (c) annually review the Committee's own performance.
6. The Committee shall review the size and composition of the Board, and its committees, to assure that the Board and its committees function effectively, and discharge their respective responsibilities. In this context, the Committee shall approve the process and oversee the conduct of an annual Board and Committee Self-Assessment that will be reviewed with the Board.
7. The Committee shall recommend to the Board appropriate criteria to evaluate a director-candidate's and director-nominee's qualifications for board membership and shall periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria. Such criteria shall include whether the director would be deemed "independent" under NYSE Company Listing Manual standards as well as independence standards developed by the Committee and approved by the Board. Criteria to be considered include a person's skills, current and previous occupations, other board memberships and professional experiences in the context of the needs of the Board. The Committee shall seek qualified candidates with diverse backgrounds, including but not limited to such factors as race, gender, and ethnicity. In conjunction with its review of director qualifications, the Committee shall also review the institutional, board and other affiliations of director-candidates and director-nominees, and consider any potential or actual conflicts of interest that may compromise their ability to discharge their duties as directors. Potential conflicts of interest involving the CEO and Chairman shall be reviewed by the independent members of the Board.
8. The Committee shall seek individuals qualified to become directors, and shall evaluate and recommend possible candidates for Board approval. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy through appointment as provided in the Company's Certificate of Incorporation.

9. The Committee shall identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and, together with the Chairman of the Board, recommend that the Board appoint the identified member or members to the respective committee. In recommending a member for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation, the Company's Corporate Governance Guidelines, the consistency of the member's experience with the goals of the committee and the interplay of the member's experience with the experience of the other committee members. The Committee shall evaluate current directors for re-appointment to committees of the Board and in doing so, assess the performance of such directors. The Committee shall also, together with the Chairman of the Board, recommend directors to serve as chairs of each committee.
10. The Committee shall establish and maintain procedures for the submission of unsolicited recommendations for nominees, including appropriate deadlines and the type of information that must be provided with recommendations.
11. The Committee shall review and make recommendations to the Board on a bi-annual basis, or more frequently as deemed necessary or appropriate by the Committee, with respect to the compensation of non-management directors, including the Presiding Director. The Committee shall also review and approve any equity-based compensation plans for non-employee directors. Compensation of the CEO who is also Chairman of the Board and of any other executives who are also directors shall be considered and reviewed by the Compensation and Leadership Development Committee, and recommended to the full board for its approval.
12. The Committee shall consider and, after consultation with the Compensation Committee, recommend to the Board the frequency of the Company's advisory vote on executive compensation.
13. The Committee shall review policies and procedures relating to meetings of the Board, director attendance at the annual general meeting of stockholders and carrying out the Board's responsibilities, including oversight and periodic review of the Company's policy for communications with the Board, and recommending any changes to the Board.
14. The Committee shall exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein or as may from time to time be delegated to the Committee by the Board.

Authority and Resources

The Committee shall have the sole authority, without further approval by the Board, to select, retain and terminate a consultant or search firm to be used to identify director candidates and to approve any compensation payable by the Company to such consultant or search firm, including the fees, terms and other conditions for the performance of such services. In addition, the Committee may, without further approval by the Board, obtain

such advice and assistance from outside legal or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder. Any legal or other advisor retained by the Committee may, but need not, be otherwise engaged by the Company for any other purpose.

The Company shall pay to any consultant or search firm or outside legal or other advisor retained by the Committee pursuant to the preceding paragraph such compensation, including, without limitation, usual and customary expenses and charges, as shall be determined by the Committee.