

VERITIV CORPORATION

RELATED PERSON TRANSACTION POLICY

(Effective as of December 19, 2017)

1. Policy Statement

Veritiv Corporation (the “Company”) recognizes that a Related Person Transaction (as defined below) may raise a conflict of interest between the Related Person (as defined below) and the interests of the Company. The Company’s Code of Business Conduct and Ethics, which applies to all directors, officers and employees of the Company and its subsidiaries, provides that all conflicts of interest should be avoided. It is the Company’s policy to review any Related Person Transaction. The Company’s Board of Directors (the “Board”), acting through the Audit and Finance Committee (the “Committee”) or as otherwise described herein, shall review the Related Person Transaction in question to determine whether the Related Person Transaction is in, or is not inconsistent with, the best interests of the Company. If, after any such review, a Related Person Transaction is determined to be in, or not inconsistent with, the best interests of the Company, then the Related Person Transaction may be approved or ratified as set forth in the procedures below.

This policy was initially approved by the Board and the Committee. The Committee will review and may amend this policy from time to time.

2. Related Person Transactions

For the purposes of this policy, a “Related Person Transaction” is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the Company (including any of its subsidiaries) was, is or will be a participant and the amount involved exceeds \$120,000, and in which any Related Person had, has or will have a direct or indirect material interest.

For purposes of this Policy, a “Related Person” means:

- (a) any person who is, or at any time since the beginning of the Company’s last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company;
- (b) any person who is known to the Company to be the beneficial owner (within the meaning of Rule 13d-3 under the Securities Exchange Act of 1934) of more than 5% of the Company’s common stock; and

- (c) any “immediate family member” of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the director, executive officer, nominee or more than 5% beneficial owner, and any person (other than a tenant or employee) sharing the household of such director, executive officer, nominee or more than 5% beneficial owner.

Notwithstanding the foregoing, the following shall not be deemed Related Person Transactions:

- (a) any transaction that involves compensation to an executive officer of the Company, so long as: (i) the related compensation is required to be reported in the Company’s proxy statement under applicable compensation disclosure requirements (generally applicable to “named executive officers”) or (ii) the executive officer is not an immediate family member of another executive officer or director of the Company, or nominee for director, and the related compensation would be reported in the Company’s proxy statement under applicable disclosure requirements if the executive officer was a “named executive officer,” and the Company’s Compensation and Leadership Development Committee approved (or recommended that the Board approve) such compensation;
- (b) any compensation paid to a director if the compensation is required to be reported in the Company’s proxy statement under applicable compensation disclosure requirements;
- (c) any transaction with another company in which the Related Person’s interest derives solely from his or her service as a director of the other company that is a party to the transaction;
- (d) any transaction with another company in which the Related Person’s interest derives solely from his or her direct or indirect ownership of less than 10% of the equity interest in another person (other than a general partnership interest) who is a party to the transaction;
- (e) any transaction where the Related Person’s interest arises solely from the ownership of Company common stock and all holders of such common stock receive the same benefit on a pro rata basis (e.g., dividends);
- (f) any transaction involving a Related Person where the rates or charges involved are determined by competitive bids;

- (g) any transaction that involves the rendering of services as a common carrier or public utility at rates or charges fixed in conformity with law or governmental regulations; and
- (h) any transaction that involves services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture or similar services.

3. Approval Procedures

Related Person Transactions that are identified as such prior to the entering into, completion or amendment of, may be entered into, completed or amended if the following steps are taken:

- (a) Prior to entering into the Related Person Transaction (1) the Related Person, (2) the director, executive officer, nominee or beneficial owner who is an immediate family member of the Related Person, or (3) the Company's business unit or function/department leader responsible for the potential Related Person Transaction shall provide notice to the General Counsel of the facts and circumstances of the proposed Related Person Transaction, including: (A) the Related Person's relationship to the Company and interest in the transaction; (B) the material facts of the proposed Related Person Transaction, including the proposed aggregate value of such transaction or, in the case of indebtedness, the amount of principal that would be involved; (C) the benefits to the Company of the proposed Related Person Transaction; (D) if applicable, the availability of other sources of comparable products or services; and (E) an assessment of whether the proposed Related Person Transaction is on terms that are comparable to the terms available to an unrelated third party or to associates generally. In the event the notice is provided to the General Counsel by someone other than the Company's business unit or function/department leader responsible for the potential Related Person Transaction, the General Counsel shall meet with the relevant business unit or function/department leader to confirm and supplement the information provided in the original notice. The General Counsel will assess whether the proposed transaction is a Related Person Transaction for purposes of this policy.
- (b) If the General Counsel determines that the proposed transaction is a Related Person Transaction, the proposed Related Person Transaction shall be submitted to the Committee for consideration at the next regularly scheduled Committee meeting or, in those instances in which the General Counsel, in consultation with the Chief Executive Officer or the Chief Financial Officer, determines that it is not practicable or desirable for the Company to wait until the next regularly scheduled Committee meeting, to

the Chair of the Committee (who shall possess delegated authority to act between Committee meetings).

- (c) The Committee, or where submitted to the Chair, the Chair, shall consider all of the relevant facts and circumstances available to the Committee or the Chair, including (if applicable) but not limited to: the benefits to the Company; the impact on a director's independence in the event the Related Person is a director, an immediate family member of a director or an entity in which a director is a partner, shareholder or executive officer; the availability of other sources for comparable products or services; the terms of the transaction; and the terms available to unrelated third parties or to associates generally. No member of the Committee shall participate in any review or approval of any Related Person Transaction with respect to which such member or any of his or her immediate family members is the Related Person. The Committee (or the Chair) shall approve only those Related Person Transactions that are in, or are not inconsistent with, the best interests of the Company, as the Committee (or the Chair) determines in good faith. The Committee or Chair, as applicable, shall convey the decision to the General Counsel, who shall convey the decision to the appropriate persons within the Company.
- (d) The Chair of the Committee shall report to the Committee at the next Committee meeting any approval under this policy pursuant to delegated authority.

4. Ratification Procedures

If the Chief Executive Officer, Chief Financial Officer or General Counsel becomes aware of a Related Person Transaction that has not been previously approved or previously ratified under this policy:

- (a) If the transaction is pending or ongoing, it shall be submitted to the Committee or Chair of the Committee promptly, and the Committee or Chair shall consider all of the relevant facts and circumstances available to the Committee or the Chair, including (if applicable) but not limited to: the benefits to the Company; the impact on a director's independence in the event the Related Person is a director, an immediate family member of a director or an entity in which a director is a partner, shareholder or executive officer; the availability of other sources for comparable products or services; the terms of the transaction; and the terms available to unrelated third parties or to associates generally. Based on the conclusions reached, the Committee or the Chair shall evaluate all options, including but not limited to ratification, amendment or termination of the Related Person Transaction; and

- (b) If the transaction is completed, the Committee or Chair of the Committee shall evaluate the transaction, taking into account the same factors described above, to determine if rescission of the transaction and/or any disciplinary action is appropriate, and shall request that the General Counsel evaluate the Company's controls and procedures to ascertain the reason the transaction was not submitted to the Committee or Chair for prior approval and whether any changes to these procedures are recommended.

5. Review of Ongoing Transactions

At the Committee's first regularly scheduled meeting of each fiscal year, the Committee shall review any previously approved or ratified Related Person Transactions that remain ongoing and have a remaining term of more than six months or remaining amounts payable to or receivable from the Company of more than \$120,000. Based on all relevant facts and circumstances, taking into consideration the Company's contractual obligations, the Committee shall determine if it is in the best interests of the Company to continue, modify or terminate the Related Person Transaction.

6. Disclosure

All Related Person Transactions that are required to be disclosed in the Company's filings with the SEC, pursuant to the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

The material features of this policy shall be disclosed in the Company's annual report on Form 10-K or in the Company's proxy statement, as required by applicable laws, rules and regulations.