

# VERITIV CORPORATION

## AUDIT AND FINANCE COMMITTEE CHARTER

(Effective as of December 19, 2018)

### **Purpose**

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

- the quality and integrity of the financial statements of the Company;
- the integrity of the Company’s system of internal accounting and financial controls;
- the independent auditor’s qualifications, independence and performance;
- the performance of the Company’s internal audit function;
- the Company’s risk assessment and risk management practices and compliance with legal and regulatory requirements; and
- the oversight of the Company’s financial management practices.

In addition, the Committee shall monitor the risk of financial fraud involving management and prepare the report of the Committee required to be included in the Company’s annual Proxy Statement under the rules of the Securities and Exchange Commission (“SEC”).

The Committee’s function is one of oversight. The Company’s management is responsible for preparing the Company’s financial statements and the independent auditors are responsible for auditing those financial statements. In adopting this Charter, the Board recognizes that the financial management and the independent auditors of the Company have more knowledge of, and more detailed information on, the Company than do members of the Committee. In carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company’s financial statements or any professional certification as to the independent auditor’s work. In addition, each Committee member shall be entitled to rely, to the maximum extent permitted under applicable law, on the integrity of those persons, both internal and external, providing information to the Committee, and on the accuracy and completeness of such information, absent actual knowledge to the contrary (which shall be promptly reported to the Board).

### **Committee Membership**

Members of the Committee shall be appointed by the Board, upon the recommendation of the Nominating and Governance 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 and experience requirements of the New York Stock Exchange (“NYSE”) Listed Company Manual, Section 10A(m) of the Securities Exchange Act of 1934 (the

“Exchange Act”), the rules and regulations of the SEC and such other standards as may be established by the Nominating and Governance Committee and the Board from time to time. At least one member of the Committee shall be an “audit committee financial expert” as defined by the SEC, and all Committee members shall meet minimum financial literacy requirements, in each case, as such qualification is interpreted by the Board in its business judgment.

No member may serve on the Committee if such member simultaneously serves on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee.

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**

The Committee shall meet as often as it determines, but not less frequently than once every fiscal quarter. 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 meet periodically, as it deems necessary and at the Committee’s discretion, as a Committee and with the Chief Financial Officer, the head of internal audit, the independent auditor and such other members of senior management as it shall deem appropriate, in separate executive sessions.

### **Committee Duties and Responsibilities**

The Committee shall have the sole authority to select, retain and replace the independent auditor. The Committee shall be responsible for the compensation and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

The Committee shall pre-approve all auditing services and permitted non-audit services to be performed for the Company by its independent auditor. The Committee may delegate the authority to grant pre-approvals of audit and permitted non-audit services to a subcommittee consisting of one or more Committee members. The subcommittee shall present a report to the full Committee at its next scheduled meeting. When pre-approving non-audit services by the independent auditor, the Committee shall consider whether provision of such services is consistent with maintaining the independent auditor’s independence.

The Committee shall (1) make regular reports to the Board, including reports on the Committee’s activities and actions at Board meetings; (2) annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval; and (3) annually review the Committee’s own performance.

The Committee shall prepare and approve the “Report of the Audit Committee” required by the rules of the SEC and its inclusion in the Company’s annual proxy statement and annual report to shareholders.

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.

The Committee further shall:

Financial Reporting and Disclosure Matters

1. Review and discuss prior to issuance drafts of the Company's annual audited financial statements and unaudited quarterly financial statements with management and the independent auditor, including disclosures made in management's discussion and analysis, and recommend to the Board whether such audited and unaudited financial statements should be included in the Company's Form 10-K or Form 10-Q, as applicable.
2. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.
3. Review with the independent auditor any audit problems or difficulties and management's response thereto.
4. The Committee shall review and discuss with the independent auditor (a) the report of their annual audit, or proposed report of their annual audit; (b) material written communications between the independent auditor and management, such as any management letter or internal control letter issued or proposed to be issued, or schedule of unadjusted differences; (c) the reports of their reviews of the Company's interim financial statements conducted in accordance with Auditing Standard 4105 and (d) the reports of the results of such other examinations outside of the course of the independent auditor's normal audit procedures that the independent auditor may from time to time undertake. The Committee shall review and discuss with management, the internal auditors and the independent auditor, as appropriate (a) all matters required to be communicated to the Committee under GAAP; (b) significant issues regarding accounting and auditing principles and practices and financial statement presentations, including all critical accounting policies and estimates, any significant changes in the Company's selection or application of accounting or auditing principles and any significant issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (c) analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements and the treatment preferred by the independent auditor; (d) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures; (e) all significant valuation allowances and liabilities, restructuring, and other reserves; and (f) the reports required by Section 204 of the Sarbanes-Oxley Act and all rules promulgated thereunder by the SEC. On a regular basis, the Committee shall meet separately with the independent auditor and/or

internal auditors to discuss any matters that the Committee, independent auditor, and/or internal audit director believe should be discussed privately.

5. Discuss with management the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and ratings agencies. This discussion may be done generally and the Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.
6. Discuss with the independent auditor, out of the presence of management if deemed appropriate, the matters required to be communicated to audit committees in accordance with the auditing standards of the PCAOB as they may be modified or supplemented, relating to the conduct of the audit, including under Auditing Standard No. 1301.
7. Review disclosures made by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Form 10-K and Form 10-Qs.
8. Review with the independent auditor any "critical accounting matters" that are being considered for inclusion in the audit opinion. A "critical accounting matter" is any matter communicated or required to be communicated to the Committee that both relates to material accounts or disclosures that are material to the financial statements and involves "especially challenging, subjective or complex auditor judgment."

#### Oversight of the Independent Auditor

9. Review the proposed audit scope, approach and staffing, including coordination of the audit effort with the internal audit.
10. Obtain and review a report from the independent auditor at least annually detailing:  
(i) the independent auditor's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor; (iii) any publicly available reports issued within the past five years by the Public Company Accounting Oversight Board (the "PCAOB") or other governmental or professional authorities concerning the independent auditor; (iv) any PCAOB review of the independent auditor, or any inquiry or investigation by governmental or professional authorities within the past five years of the independent auditor, and any steps taken to deal with such issues; and (v) all relationships between the independent auditor and the Company consistent with the applicable requirements of the PCAOB.
11. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management and internal auditors, and present its conclusions with respect to the independent auditor to the Board.
12. Monitor the rotation of the lead audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.

13. In connection with the retention of the Company's independent auditor, the Committee shall (a) review and confirm the independence of the independent auditor by obtaining statements on relationships between the independent auditor and the Company (including the auditors' fees billed for audit services, audit-related fees, tax fees, and all other non-audit services, respectively, for each fiscal year); (b) establish, and periodically review, policies for the Company's hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Company's financial statements; (c) engage in a dialogue with the independent auditor with respect to any disclosed relationship or service that may impact the auditor's independence and objectivity and (d) present its conclusions and recommendations with respect to the independent auditor to the Board at least annually.
14. Discuss with the Company's audit team items pertaining to the audit that the audit team discussed with the independent auditor's national office.
15. Obtain annually assurance, if necessary or deemed advisable by the Committee, from the independent auditor that the audit was conducted in a manner consistent with Section 10A of the Exchange Act.

#### Oversight of the Company's Internal Audit Function

16. Periodically review the organization of the internal audit department and the adequacy of its resources.
17. Review the results of internal auditors' examinations, including summaries of needs improvement audits and fraud investigations and management's response. The internal auditors shall report to the Committee, with an administrative reporting relationship to the Chief Financial Officer.
18. Discuss with the independent auditor and management the internal audit department responsibilities, performance, budget and staffing and any recommended changes in the planned scope of the internal audit.
19. Review the appointment, replacement or dismissal of senior internal audit personnel.
20. Periodically review internal audit policies.
21. Review with management, the internal auditors, and the independent auditor, as appropriate, significant findings and recommendations with respect to (a) the adequacy of the Company's internal accounting controls; (b) the Company's financial, auditing, and accounting organizations and personnel; (c) internal control related reports and procedures, including (i) management's internal control report prepared in accordance with rules promulgated by the SEC pursuant to Sections 302 and 404 of the Sarbanes-Oxley Act, and (ii) the procedures undertaken by the Chief Executive Officer and Chief Financial Officer in connection with their certifications contained in the Company's periodic reports, including their evaluation of the Company's disclosure controls and procedures and internal control over financial reporting.

#### Risk Management and Compliance Oversight

22. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies, the results of the annual corporate-wide risk assessment and the related corporate guidelines and policies and commitment of internal audit resources. Such discussions should occur quarterly and include the Company's major financial and accounting risk exposures and the actions management has taken to control them.
23. Obtain from the independent auditor assurance that the Committee has been informed of any illegal act that the independent auditor becomes aware of.
24. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
25. Periodically review management's antifraud programs and controls, including management's identification of fraud risks and implementation of antifraud measures.
26. Regularly review with the General Counsel material litigation, any material reports or inquiries received by the Company from regulators or governmental agencies, and other legal or compliance matters, including the scope and effectiveness of compliance policies and programs.
27. Address reports concerning evidence of any material violations of law and Helpline reports regarding questionable accounting or auditing matters.
28. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that may raise material issues regarding the Company's financial statements or accounting policies.
29. Review and approve all Related Person Transactions, as defined in the Company's Related Person Transaction Policy, in accordance with that policy.

#### Financial Management Oversight

30. Review management's dividend recommendations, as applicable, and recommend to the Board approval of dividends.
31. Review financing and capital structure plans, taking into consideration current and projected cash positions, proposals for significant new debt or equity issuance or changes in treasury stock.
32. Review the nature of any unusual or significant commitments or contingent liabilities including the Company's plans to manage foreign currency exposure, financing of non-U.S. operations, insurance and asset risk management, and derivative and hedging strategies.
33. Review and recommend chief executive officer and/or chief financial officer approval authority for capital expenditures, financings, and acquisitions and divestments.

34. Review performance of Board approved capital projects and acquisitions versus projected performance, as applicable.

### **Authority and Resources**

The Committee may, without further approval by the Board, obtain such advice and assistance, including, without limitation, the performance of special audits, reviews and other procedures, from outside accounting, 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 accounting, legal or other advisor retained by the Committee may, but need not, be in the case of an outside accountant, the same accounting firm employed by the Company for the purpose of rendering or issuing an audit report on the Company's annual financial statements, or in the case of an outside legal or other advisor, otherwise engaged by the Company for any other purpose.

The Company shall pay to any independent auditor employed by the Company for the purpose of rendering or issuing an audit report or performing other audit, review or attest services and to any outside accounting, 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. The Company shall pay ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties, as shall be determined by the Committee.