

# VERITIV CORPORATION

## COMPENSATION AND LEADERSHIP DEVELOPMENT COMMITTEE CHARTER

(Effective as of December 19, 2018)

### Purpose

The Compensation and Leadership Development 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 overall compensation programs of the Company and approving compensation of the Company’s “officers” (as defined in SEC Rule 16a-1(f)) and other members of the Company’s senior leadership (as determined by the Committee from time to time, the “Senior Leadership Group”) (other than the Chief Executive Officer);
- the recommendation of the Chief Executive Officer’s (“CEO”) compensation to the independent directors for approval;
- a written evaluation of the performance of the CEO in accordance with the process established by the Presiding Director;
- the review and approval (including making recommendations to the Board regarding approval) of the Compensation Discussion & Analysis for inclusion in the Company’s annual proxy statement or Annual Report on Form 10-K and annual compensation-related risk assessment, and providing the required disclosure under Item 407(e)(5) of Regulation S-K; and
- the policies and programs for the development of the Senior Leadership Group and Senior Leadership Group succession planning.

### Committee Membership

1. 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 shall meet the independence requirements of the New York Stock Exchange (“NYSE”) Listed Company Manual and other applicable standards, including such standards as may be established by the Board from time to time. Unless the Board shall determine otherwise, at least two members of the Committee shall satisfy the requirements of a “Non-Employee Director” for purpose of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (“Rule 16b-3”) and, if applicable, an “outside director” for the purpose of Section 162(m) of the Internal Revenue Code, as in effect from time to time and the rules promulgated thereunder (together, “Section 162(m) Rules”).
2. If any member of the Committee shall not satisfy the requirements of a “Non-Employee Director” for purposes of Rule 16b-3, the Committee shall delegate to the

Board or to a subcommittee of the Committee consisting of at least two members, each of whom satisfies the requirements of a “Non-Employee Director” for purposes of Rule 16b-3, all approvals, certifications and administrative and other determinations with respect to equity-based compensation intended to satisfy the exception provided under Rule 16b-3, and the Board or such subcommittee shall have the full authority of the Committee with respect to such matters. As to any compensation plan that is intended to be administered by the Committee in a manner consistent with the Section 162(m) Rules, if any member of the Committee shall not satisfy the requirements of an “outside director” for purpose of the Section 162(m) Rules, such subcommittee shall have the full authority of the Committee with respect to all approvals, certifications and administrative and other determinations with respect to compensation intended to satisfy the requirements for the “qualified performance-based compensation” exception under the Section 162(m) Rules.

3. 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**

4. 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. The Committee shall meet in executive session on compensation matters pertaining to the CEO.

### **Committee Duties and Responsibilities**

5. The Committee shall establish and periodically review the Company’s general compensation philosophy, and oversee the development and implementation of compensation programs for the Senior Leadership Group.
6. The Committee shall review and approve corporate and individual performance measures and objectives for the Senior Leadership Group.
7. The Committee shall review at least annually senior management succession planning and periodically review Company policies and programs for the development of leadership personnel. These reviews may take place at private sessions of the Board.
8. The Committee shall approve annual and long-term incentive compensation plans for the Senior Leadership Group, including plan design. The Committee shall also approve the Company’s performance achievement as measured against its incentive compensation plan metrics, and the resulting payouts.
9. The Committee shall review and approve the following compensation components for the Senior Leadership Group (other than the CEO): base pay, including merit or promotional adjustments, short-term incentive award targets and payouts, long-term

incentive award targets and payouts, and other equity grants. Actual compensation paid shall be based on individual performance achievement of pre-established objectives in consultation with the CEO and internal equity.

10. The Committee shall annually review and approve the CEO's individual objectives and evaluate the CEO's performance achievement of such objectives in a confidential written evaluation provided to the independent directors not less than annually.
11. The Committee shall recommend to the independent directors the following compensation components for the CEO: base pay, including merit or promotional adjustments, short-term incentive award targets and payouts, long-term incentive award targets, and other equity grants. In determining long-term incentive award opportunities, the Committee may consider Company performance, relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the value of the awards given to the CEO in past years. Actual compensation recommended to the independent directors shall be based on the CEO's performance achievement in accordance with the process described in Section 10.
12. The Committee shall review and approve employment agreements, severance agreements and change in control agreements, and any additional special or supplemental benefits, for the Senior Leadership Group (other than the CEO). Any such agreements or benefits for the CEO and any employee director shall be approved by the independent directors.
13. The Committee shall review and approve establishment of, changes in, or delegations of authority with respect to, Company retirement and benefit plans for the Senior Leadership Group, and shall review and approve any proposed significant changes in plan design for other employee retirement and benefit plans.
14. The Committee shall periodically review the terms of the stock ownership guidelines applicable to directors and officers of the Company, if any, including compliance therewith, and report to the Board on such review.
15. The Committee shall review the results of any advisory stockholder votes on executive compensation and any other feedback received through the Company's stockholder engagement or outreach efforts and consider whether to adjust (or recommend that the Board adjusts) the Company's executive compensation policies and practices in response to such voting results and stockholder feedback.
16. The Committee shall develop and implement policies with respect to the recovery or "clawback" of any excess compensation (including equity awards) paid to members of the Senior Leadership Group as required by the rules of the NYSE or applicable law, or otherwise determined to be in the best interest of the Company.
17. The Committee shall prepare, review and approve the "Report of the Compensation Committee", as required by Item 407(e)(5) of Regulation S-K, for inclusion in the Company's annual proxy statement or Annual Report on Form 10-K in accordance with applicable SEC rules and regulations.
18. The Committee shall monitor and evaluate matters relating to the compensation and benefits structure of the Company as the Committee deems appropriate, including

evaluating whether the risks arising from the Company's compensation policies and practices for its employees would be reasonably likely to have a material adverse effect on the Company.

19. 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 assess the adequacy of this Charter, and recommend any proposed changes to the Board for approval and (c) annually review the Committee's own performance.
20. 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 appropriate resources and authority to discharge its responsibilities, including appropriate funding in such amount as the Committee deems necessary to compensate any consultant, independent counsel, expert or advisor (collectively, "Compensation Advisors") retained by the Committee, without further approval by the Board. The Committee shall have the sole authority and responsibility, without further approval from the Board, (a) to select and retain and terminate Compensation Advisors to assist in the evaluation of CEO and Senior Leadership Group compensation, director compensation or any other compensation related matter, (b) to oversee the work of any Compensation Advisor and (c) to approve any compensation payable by the Company to such Compensation Advisor. In selecting a Compensation Advisor, the Committee shall have the sole authority to select any Compensation Advisor it shall deem appropriate; provided, however, that, prior to such selection, the Committee shall assess the independence of such Compensation Advisor, taking into consideration such factors as the Committee determines to be appropriate or as required by applicable law or stock exchange rules, including but not limited to (i) the provision of other services to the Company by the person that employs the Compensation Advisor (the "Advisor's Employer"); (ii) the amount of fees received from the Company by the Advisor's Employer; (iii) the policies and procedures of the Advisor's Employer that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the Compensation Advisor with any member of the Committee; (v) any stock of the Company owned by the Compensation Advisor and (vi) any business or personal relationship of the Compensation Advisor or the Advisor's Employer with an executive officer of the Company. Notwithstanding the foregoing, an independence assessment will not be required prior to seeking advice from in-house counsel for the Company or when an advisor is (a) consulting on a broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and is available generally to all salaried employees or (b) providing information that is not customized for the Company or that is customized based on parameters that are not developed by the Compensation Advisor and about which the Compensation Advisor does not provide advice. The Committee, following an independence assessment as described in this paragraph, shall not be prohibited from retaining a Compensation Advisor who is not independent and the Committee shall have

no obligation to implement or act consistently with the advice or recommendation of any Compensation Advisor.

In carrying out the foregoing powers and responsibilities, the Committee may, in its discretion, (a) decline to act on matters and refer such matters to the full Board for its determination or (b) take actions subject to further approval of the Board. Nothing in this Charter shall be construed as limiting the power of the Board, in its sole discretion, to take action that has been delegated to the Committee hereunder. With respect to the foregoing powers and responsibilities, and to minimize administrative burdens, the Committee may, in its discretion, establish thresholds below which approval for some of these activities and associated transactions can be delegated to management without direct Committee involvement; provided, however, that no member of management shall be delegated authority over his or her own compensation (other than with respect to benefit plans in which such member of management participates on the same basis as other employees generally). Such delegation may include authority to form management committees with respect to the employee benefit plans, including but not limited to committees formed for the administration and investment of the 401(k) plan and other benefit plans, to the extent not otherwise inconsistent with its obligations and responsibilities and applicable law (including, without limitation, Rule 16b-3 and Section 162(m) of the Internal Revenue Code). The Committee shall oversee the work of any such management committees and those committees shall periodically report their activities to the Committee. The Committee's role is one of oversight and, except as the Committee otherwise expressly determines or applicable law otherwise expressly requires, the Committee shall not act as a fiduciary with respect to any benefit plans or programs under ERISA or otherwise.

In fulfilling its responsibilities, the Committee will have full access to all of the Company's books, records, facilities and personnel.