



Non-GAAP Reconciliations

Third Quarter 2016
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Appendix: Reconciliation of Non-GAAP Financial Measures



We supplement our financial information prepared in accordance with GAAP with certain non-GAAP measures including Adjusted EBITDA (earnings before interest, income taxes, depreciation and amortization, restructuring charges, stock-based compensation expense, LIFO (income) expense, non-restructuring asset impairment charges, non-restructuring severance charges, non-restructuring pension charges, integration expenses, fair value adjustments on the contingent liability associated with the Tax Receivable Agreement ("TRA") and certain other adjustments) because we believe investors commonly use Adjusted EBITDA and these other non-GAAP measures as key financial metrics for valuing companies. In addition, the credit agreement governing our asset-based lending facility permits us to exclude the foregoing and other charges in calculating "Consolidated EBITDA", as defined in the facility. We approximate foreign currency effects by applying the foreign currency exchange rate for the prior period to the local currency results for the current period.

Adjusted EBITDA and these other non-GAAP measures are not alternative measures of financial performance under GAAP. Non-GAAP measures do not have definitions under GAAP and may be defined differently by, and not be comparable to, similarly titled measures used by other companies. As a result, we consider and evaluate non-GAAP measures in connection with a review of the most directly comparable measure calculated in accordance with GAAP. We caution investors not to place undue reliance on such non-GAAP measures and to consider them with the most directly comparable GAAP measures. Adjusted EBITDA and these other non-GAAP measures have limitations as analytical tools and should not be considered in isolation or as a substitute for analyzing our results as reported under GAAP. Please see the following tables for reconciliations of non-GAAP measures to the most comparable GAAP measures.

Appendix: Reconciliation of Non-GAAP Financial Measures



Table I
VERITIV CORPORATION
RECONCILIATION OF NON-GAAP MEASURES
NET INCOME TO ADJUSTED EBITDA; ADJUSTED EBITDA MARGIN
(in millions, unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net income	\$ 5.6	\$ 14.5	\$ 16.8	\$ 16.6
Interest expense, net	8.2	7.0	21.1	19.8
Income tax expense	8.0	8.9	18.4	15.5
Depreciation and amortization	13.4	13.7	40.5	42.5
EBITDA	35.2	44.1	96.8	94.4
Restructuring charges	5.8	3.0	7.2	8.6
Stock-based compensation	2.1	1.0	7.2	3.0
LIFO (income) expense	0.4	2.2	(2.7)	(7.8)
Non-restructuring asset impairment charges	3.1	—	4.0	—
Non-restructuring severance charges	0.2	0.5	2.4	1.9
Non-restructuring pension charges	2.3	—	2.3	—
Integration expenses	7.3	8.3	19.6	28.6
Fair value adjustments on TRA contingent liability	1.0	0.3	4.8	(0.1)
Other	(0.3)	1.2	0.5	1.1
Adjusted EBITDA	\$ 57.1	\$ 60.6	\$ 142.1	\$ 129.7
Net sales	\$ 2,126.6	\$ 2,219.8	\$ 6,207.2	\$ 6,517.0
Adjusted EBITDA as a % of net sales	2.7%	2.7%	2.3%	2.0%

Appendix: Reconciliation of Non-GAAP Financial Measures



Table II
VERITIV CORPORATION
RECONCILIATION OF NON-GAAP MEASURES
FREE CASH FLOW
(in millions, unaudited)

	Nine Months Ended September 30, 2016
Net cash flows provided by operating activities	\$ 59.9
Less: Capital expenditures	(29.8)
Free cash flow	30.1
Add back:	
Cash payments for restructuring expenses	4.6
Cash payments for integration expenses	23.3
Cash payments for integration-related capex	16.5
Free cash flow excluding cash impact of restructuring and integration-related items	\$ 74.5

Appendix: Reconciliation of Non-GAAP Financial Measures



Table III
VERITIV CORPORATION
RECONCILIATION OF NON-GAAP MEASURES
NET DEBT TO ADJUSTED EBITDA
(in millions, unaudited)

	<u>September 30, 2016</u>
Amount drawn on ABL Facility	\$ 753.4
Less: Cash	(59.2)
Net debt	<u>694.2</u>
Last Twelve Months Adjusted EBITDA	\$ 194.4
Net debt to Adjusted EBITDA	3.6x
	 <u>Last Twelve Months</u> <u>September 30, 2016</u>
Net income	\$ 26.9
Interest expense, net	28.3
Income tax expense	21.1
Depreciation and amortization	54.9
EBITDA	<u>131.2</u>
Restructuring charges	9.9
Stock-based compensation	8.0
LIFO (income) expense	(2.2)
Non-restructuring asset impairment charges	6.6
Non-restructuring severance charges	3.8
Non-restructuring pension charges	2.3
Integration expenses	25.9
Fair value adjustments on TRA contingent liability	6.8
Other	2.1
Adjusted EBITDA	<u>\$ 194.4</u>