

# VERITIV CORPORATION

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## Director Stock Ownership Guidelines

As Approved by the Board of Directors on December 15, 2020

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Objective

Veritiv Corporation's ("Veritiv") non-management directors currently receive annual stock retainers shortly after they are elected at each annual meeting of stockholders as part of the non-executive director compensation program. These guidelines are intended to create a linkage between stockholders and directors through a required level of stock ownership for the non-management directors.

Covered Directors/Duration

This policy covers all Veritiv non-management directors for the period they are serving as such.

Share Ownership Requirement

Pursuant to this policy, Veritiv's non-management directors must retain all shares of Veritiv common stock received in the form of a director equity award until such time as they achieve and maintain an aggregate value of Veritiv common stock equal to five times the then-current Annual Cash Retainer. For purposes of this policy, Veritiv common stock holdings will be deemed to include deferred share units, notional share units for stock awards deferred pursuant to the Veritiv Deferred Compensation Plan and/or outright stock grants.

Exceptions

Exceptions to this policy require approval of the Chair of the Compensation and Leadership Development Committee and the Independent Board Leader.