



**THIRD QUARTER 2021**

**NON-GAAP  
RECONCILIATIONS**

November 3, 2021

# Appendix

## Reconciliation of Non-GAAP Financial Measures

We supplement our financial information prepared in accordance with U.S. GAAP with certain non-GAAP measures including Adjusted EBITDA (earnings before interest, income taxes, depreciation and amortization, restructuring charges, net, integration and acquisition expenses and other similar charges including any severance costs, costs associated with warehouse and office openings or closings, consolidation, and relocation and other business optimization expenses, stock-based compensation expense, changes in the LIFO reserve, non-restructuring asset impairment charges, non-restructuring severance charges, non-restructuring pension charges, net, fair value adjustments related to contingent liabilities assumed in mergers and acquisitions and certain other adjustments), free cash flow and other non-GAAP measures such as the Net Debt to Adjusted EBITDA ratio. We believe investors commonly use Adjusted EBITDA, free cash flow and these other non-GAAP measures as key financial metrics for valuing companies. In addition, the credit agreement governing our Asset-Based Lending Facility (the "ABL Facility") permits us to exclude the foregoing and other charges in calculating "Consolidated EBITDA", as defined in the ABL 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, free cash flow and these other non-GAAP measures are not alternative measures of financial performance or liquidity under U.S. GAAP. Non-GAAP measures do not have definitions under U.S. 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 U.S. GAAP. We caution investors not to place undue reliance on such non-GAAP measures and to consider them with the most directly comparable U.S. GAAP measures. Adjusted EBITDA, free cash flow 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 U.S. GAAP. Please see the following tables for reconciliations of non-GAAP measures to the most comparable U.S. GAAP measures.

# Appendix

## Reconciliation of Non-GAAP Financial Measures

**Table I**  
**VERITIV CORPORATION**  
**NET INCOME (LOSS) TO ADJUSTED EBITDA; ADJUSTED EBITDA MARGIN**  
(in millions, unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Net income (loss)	\$ 40.0	\$ 21.1	\$ 87.7	\$ 2.2
Interest expense, net	3.8	5.5	13.4	19.7
Income tax expense (benefit)	14.1	(0.1)	32.3	(0.2)
Depreciation and amortization	13.3	15.0	42.1	43.1
EBITDA	71.2	41.5	175.5	64.8
Restructuring charges, net	2.5	7.9	12.0	40.4
Facility closure charges, including (gain) loss from asset disposition	0.2	(7.4)	(1.0)	(5.4)
Stock-based compensation	1.0	4.8	5.7	14.9
LIFO reserve (decrease) increase	15.1	(0.4)	31.2	(4.6)
Non-restructuring severance charges	3.6	0.8	5.5	3.2
Non-restructuring pension charges, net	-	-	-	7.2
Fair value adjustment on Tax Receivable Agreement contingent liability	-	2.0	-	1.0
Fair value adjustment on contingent consideration liability	-	-	-	1.0
Other	0.1	0.7	(2.2)	3.4
Adjusted EBITDA	\$ 93.7	\$ 49.9	\$ 226.7	\$ 125.9
Net sales	\$ 1,767.8	\$ 1,591.2	\$ 4,985.7	\$ 4,703.3
Adjusted EBITDA as a % of net sales	5.3 %	3.1 %	4.5 %	2.7 %

# Appendix

## Reconciliation of Non-GAAP Financial Measures

**Table I.a.**  
**VERITIV CORPORATION**  
**NET INCOME (LOSS) TO ADJUSTED EBITDA GUIDANCE**  
(in millions, unaudited)

	<b>Forecast for Year Ending December 31, 2021</b>	
	<b>Low</b>	<b>High</b>
<b>Net income (loss)</b>	\$ 130	\$ 145
Interest expense, net	20	20
Income tax expense (benefit)	50	55
Depreciation and amortization	55	55
Other reconciling items	60	55
<b>Adjusted EBITDA</b>	<b>\$ 315</b>	<b>\$ 330</b>

# Appendix

## Reconciliation of Non-GAAP Financial Measures

**Table II**  
**VERITIV CORPORATION**  
**FREE CASH FLOW**  
(in millions, unaudited)

	<b>Three Months Ended</b>	<b>Nine Months Ended</b>
	<b>September 30, 2021</b>	<b>September 30, 2021</b>
Net cash provided by (used for) operating activities	\$ 41.5	\$ 91.6
Less: Capital expenditures	(5.0)	(14.1)
Free cash flow	<u>\$ 36.5</u>	<u>\$ 77.5</u>

# Appendix

## Reconciliation of Non-GAAP Financial Measures

Table II.a  
VERITIV CORPORATION  
FREE CASH FLOW GUIDANCE  
(in millions, unaudited)

	<b>Forecast for Year Ending December 31, 2021</b>
Net cash provided by (used for) operating activities	at least \$145
Less: Capital expenditures	(25)
<b>Free cash flow</b>	<b>at least \$120</b>
Add: Restructuring cash outlay	30
<b>Normalized free cash flow</b>	<b>at least \$150</b>

# Appendix

## Reconciliation of Non-GAAP Financial Measures

**Table III**  
**VERITIV CORPORATION**  
**NET DEBT TO ADJUSTED EBITDA**  
(in millions, unaudited)

	<b>September 30, 2021</b>	
Amount drawn on ABL Facility	\$	473.4
Less: Cash and cash equivalents		(43.4)
Net debt	\$	430.0
Last Twelve Months Adjusted EBITDA	\$	288.4
Net debt to Adjusted EBITDA		1.5x
	<b>Last Twelve Months</b>	
	<b>September 30, 2021</b>	
Net income (loss)	\$	119.7
Interest expense, net		18.8
Income tax expense (benefit)		41.3
Depreciation and amortization		56.7
EBITDA		236.5
Restructuring charges, net		23.8
Facility closure charges, including (gain) loss from asset disposition		0.7
Stock-based compensation		8.5
LIFO reserve (decrease) increase		34.3
Non-restructuring severance charges		6.4
Fair value adjustment on Tax Receivable Agreement contingent liability		(20.1)
Escheat audit contingent liability		(0.2)
Other		(1.5)
Adjusted EBITDA	\$	288.4