



INVESTOR PRESENTATION

November 2021

Forward Looking Statements

Certain statements contained in this presentation regarding Veritiv Corporation's (the "Company") future operating results, performance, business plans, prospects, guidance, the 2020 Restructuring Plan and any other restructuring, statements related to the impact of COVID-19 and any other statements not constituting historical fact are "forward-looking statements" subject to the safe harbor created by the Private Securities Litigation Reform Act of 1995. Where possible, the words "believe," "expect," "anticipate," "continue," "intend," "should," "will," "would," "planned," "estimated," "potential," "goal," "outlook," "may," "predicts," "could," or the negative of such terms, or other comparable expressions, as they relate to the Company or its business, have been used to identify such forward-looking statements. All forward-looking statements reflect only the Company's current beliefs and assumptions with respect to future operating results, performance, business plans, prospects, guidance and other matters, and are based on information currently available to the Company. Accordingly, the statements are subject to significant risks, uncertainties and contingencies, which could cause the Company's actual operating results, performance, business plans, prospects or guidance to differ materially from those expressed in, or implied by, these statements.

Factors that could cause actual results to differ materially from current expectations include risks and other factors described under "Risk Factors" in our Annual Report on Form 10-K and elsewhere in the Company's publicly available reports filed with the Securities and Exchange Commission ("SEC"), which contain a discussion of various factors that may affect the Company's business or financial results. Such risks and other factors, which in some instances are beyond the Company's control, include: adverse impacts of the COVID-19 pandemic; the industry-wide decline in demand for paper and related products; increased competition from existing and non-traditional sources; procurement and other risks in obtaining packaging, facility products and paper from our suppliers for resale to our customers; changes in prices for raw materials; changes in trade policies and regulations; increases in the cost of fuel and third-party freight and the availability of third-party freight providers; the loss of any of our significant customers; uncertainties as to the structure, timing, benefits and costs of the 2020 Restructuring Plan or any future restructuring plan that the Company may undertake; adverse developments in general business and economic conditions that could impair our ability to use net operating loss carryforwards and other deferred tax assets; our ability to adequately protect our material intellectual property and other proprietary rights, or to defend successfully against intellectual property infringement claims by third parties; our ability to attract, train and retain highly qualified employees; our pension and health care costs and participation in multi-employer pension, health and welfare plans; the effects of work stoppages, union negotiations and labor disputes; our ability to generate sufficient cash to service our debt; increasing interest rates; our ability to refinance or restructure our debt on reasonable terms and conditions as might be necessary from time to time; our ability to comply with the covenants contained in our debt agreements; costs to comply with laws, rules and regulations, including environmental, health and safety laws, and to satisfy any liability or obligation imposed under such laws; changes in tax laws; adverse results from litigation, governmental investigations or audits, or tax-related proceedings or audits; regulatory changes and judicial rulings impacting our business; the impact of adverse developments in general business and economic conditions as well as conditions in the global capital and credit markets on demand for our products and services, our business including our international operations, and our customers; foreign currency fluctuations; inclement weather, widespread outbreak of an illness, anti-terrorism measures and other disruptions to our supply chain, distribution system and operations; our dependence on a variety of information technology and telecommunications systems and the Internet; our reliance on third-party vendors for various services; cybersecurity risks; and other events of which we are presently unaware or that we currently deem immaterial that may result in unexpected adverse operating results. The Company is not responsible for updating the information contained in this presentation beyond the published date, or for changes made to this presentation by wire services or Internet service providers. This presentation is being furnished to the SEC through a Form 8-K.

We reference non-GAAP financial measures in this presentation. Please see the appendix for reconciliations of non-GAAP measures to the most comparable United States ("U.S.") GAAP measures.



Company Overview



NYSE: VRTV

Who is Veritiv?

New Leadership: 4Q 2020



Sal Abbate

Chief Executive Officer: October 2020

Previous Veritiv Roles:

- Chief Operating Officer: January 2020
- Chief Commercial Officer: April 2018

Previous Experience:

- Andersen Windows, SVP Chief Sales & Marketing Officer
2011 – 2018
- Eastman Chemical (formerly Solutia), VP Global Sales & Marketing
2008 – 2011

New leadership team is aligned around commercial-led strategy

Investor Engagement

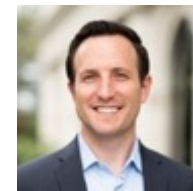


Steve Smith

Chief Financial Officer:
March 2014

Previous Experience:

- American Greetings: Chief Financial Officer:
2006 – 2014; VP of Investor Relations and
Treasurer: 2003 – 2006
- General Cable, Vice President and Treasurer:
1999 - 2003



Scott PalFREEMAN

**Director, Finance &
Investor Relations:**
September 2020

Veritiv at a Glance

A leading full-service provider of packaging products, services and solutions. Additionally, Veritiv provides facility supplies and solutions, print and publishing products, and logistics solutions.

NET SALES¹

\$6.6
BILLION

- Serving customers across a wide array of industries both in North America and globally
- Conducting business with a diversified customer base including more than half of Fortune 500[®] companies
- Sourcing globally from leading manufacturers

1. Last twelve months as of September 30, 2021

LARGEST
B2B PACKAGING
DISTRIBUTOR IN
NORTH AMERICA

HQ
ATLANTA
GA

FORTUNE
500[®]
COMPANY

~\$2 BILLION
MARKET CAP
(November 3, 2021)

Extensive Supply Chain Network²



- 125 distribution centers in North America
- 17 million square feet of distribution center space
- 700+ truck fleet
- 13 Packaging design centers in North America and Asia

2. As of December 31, 2020

Founded in 2014 | Merger of Xpedx and Unisource

- Xpedx was spun off from International Paper
- Unisource was previously owned 60/40 by Bain Capital and Georgia-Pacific
- Bain Capital and Georgia-Pacific held 49% of shares when Veritiv went public in July 2014. Completed exit in March 2021.

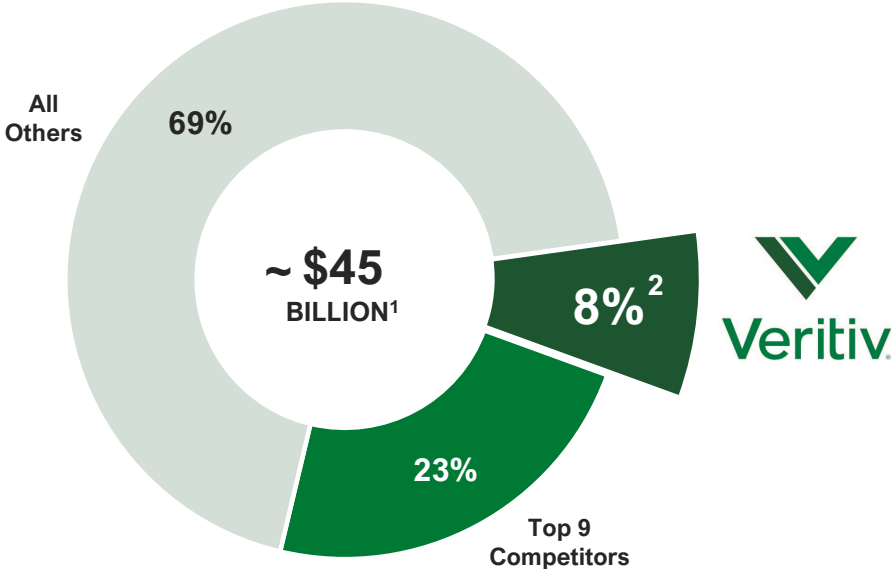
Segment Portfolio



1. Last twelve months as of September 30, 2021; Corporate and Other is excluded from the calculation for percentage of Adjusted EBITDA by Segment

Leader in Fragmented and Attractive Packaging Industry

Leader in highly fragmented competitive landscape within Packaging industry



¹Based on management estimates

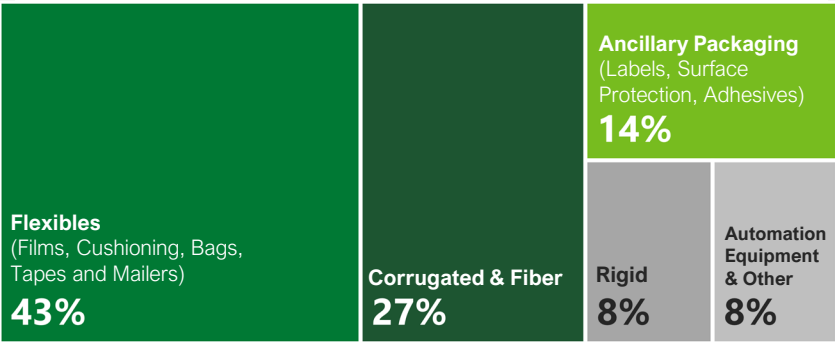
²Veritiv estimated market share based on last twelve months sales as of September 30, 2021

Well diversified Packaging business

Customer / Industry Sectors



Product Assortment³



³Approximately 50% of packaging products are custom

Full-Service Packaging Solutions Provider

Product Concept to Delivery



Value-Added Services¹

Product Design, Prototype & Structural Testing

Contract Product Packaging,
Inventory and
Program Management



Network of Global Suppliers

Source Product
from Leading and Niche Manufacturers

Solutions Expertise
for Quality, Economic Fit, and Sustainability



Veritiv-Managed Supply Chain

Comprehensive Hub & Spoke
Warehousing
Footprint across North America

In-House
Same-Day Delivery
Capability

¹Approximately 50% of packaging products are custom

Sustainability and Corporate Responsibility



- Commitment to comprehensive ESG program; transparency regarding progress
- Appointed Chief Compliance and Sustainability Officer in May 2021 to lead company-wide ESG initiatives
- Provide broad range of sustainable packaging solutions to meet customer needs
- Best-in-class supply-chain and office safety rating
- Company culture of equality and inclusion; Employee support through One Veritiv Fund
- Diverse board of directors
- 2020 Corporate Social Responsibility report published in April 2021

Key Messages

1



**Strategic Portfolio
Transformation**

2



**Inflection Point in
Business Fundamentals**

3



Invest in Growth

4



**Earnings Expansion
& Low Leverage**



1

Strategic Portfolio Transformation



NYSE: VRTV



Segment Mix Transformation

Strategic Shift to Packaging

FY 2014^{1, 2}

\$154
MILLION

ADJUSTED EBITDA
BY SEGMENT

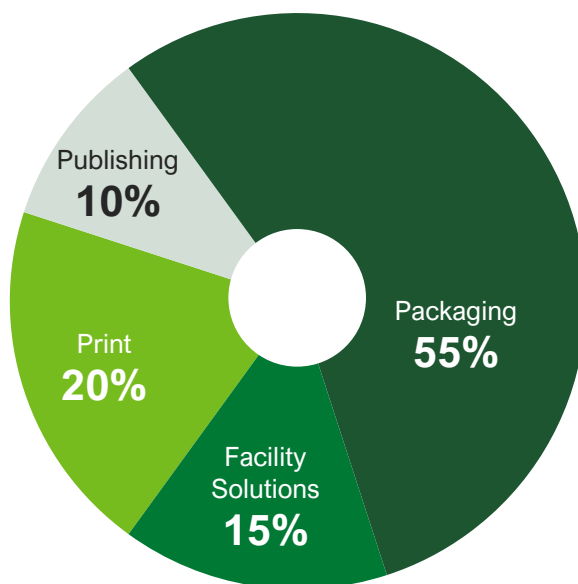
LTM 3Q21^{2, 3}

\$288
MILLION

FY 2021
Adj. EBITDA Guidance:

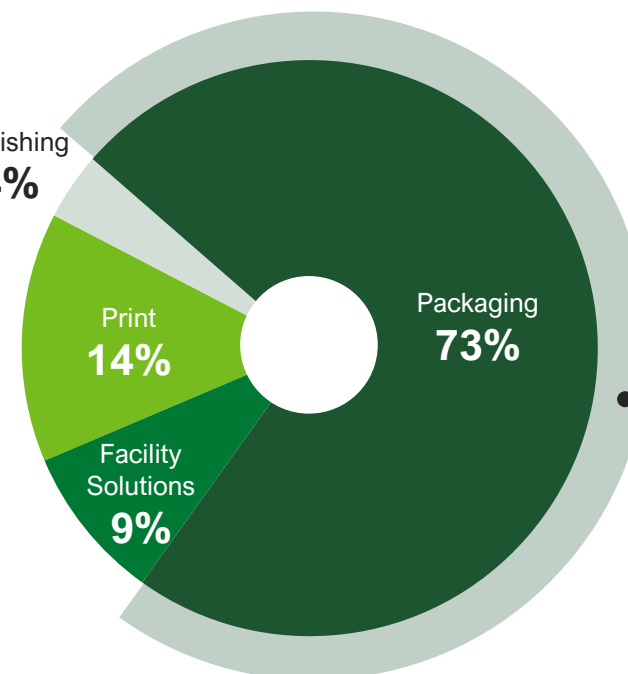
\$315 - \$330M

Print & Publishing
30%



Print & Publishing
18%

Publishing
4%



Packaging 7-Year
Adj. EBITDA CAGR:

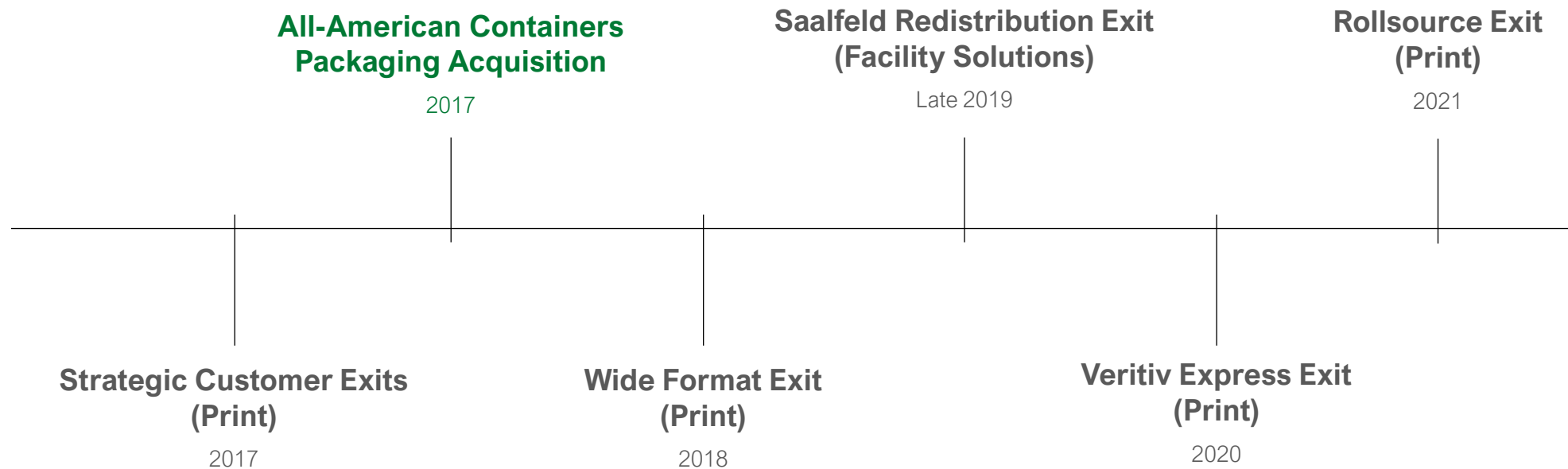
+10%

(12% Adj. EBITDA CAGR
since 2017)



Proactive Changes to Segment Portfolio

Strategic acquisition and divestitures enhanced shift in segment portfolio mix toward Packaging





2

Inflection Point in Business Fundamentals

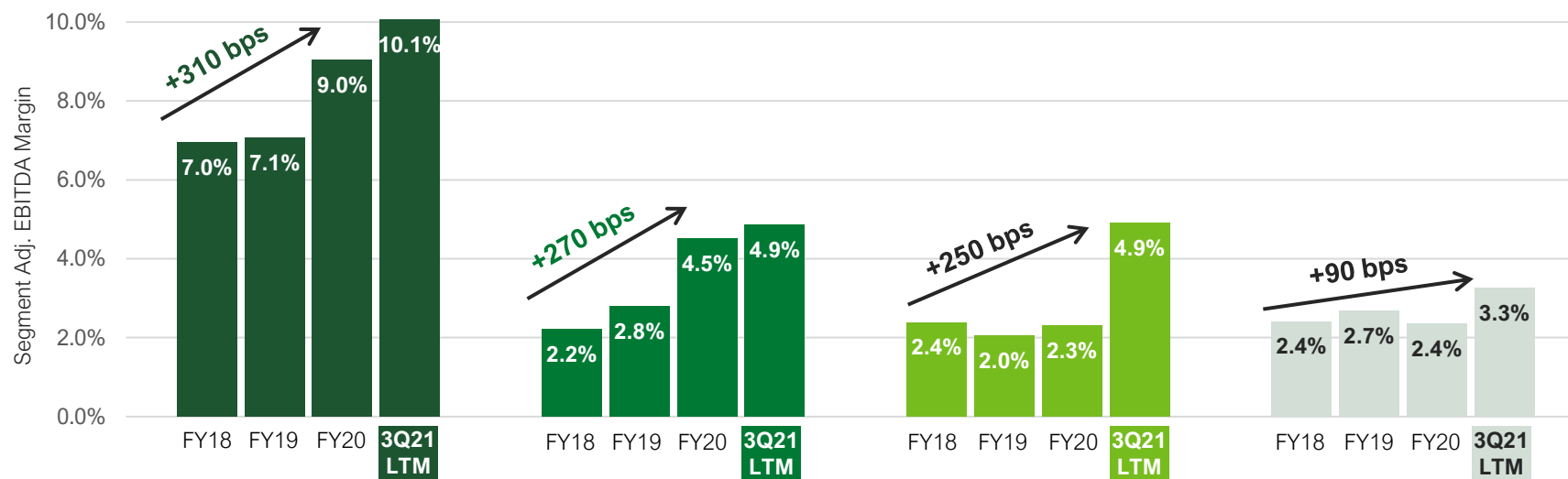


NYSE: VRTV



Fundamental Changes to our Business

Comprehensive optimization efforts drove enhanced Adjusted EBITDA margins across all our segments



Packaging

- Centralized cost and price management
- Commercial optimization
- Strategic customer rationalization
- Supply chain configuration alignment with long-term growth sectors

Facility Solutions

Print

- Supplier and product rationalization
- De-risked and rationalized customer portfolio
- Commercial optimization to align with secular decline in volume
- Supply chain network consolidation (Print)

Publishing



Accelerated Earnings Potential

Inflection point in business fundamentals and segment portfolio transformation expected to drive long-term earnings growth and margin expansion





3

Invest in Growth



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Packaging Growth Above Market

GDP+ Long Term Growth Rate

Long term growth above market driven by a combination of organic and inorganic growth initiatives

Inorganic Growth

Disciplined approach to acquisitions

- Scope & scale acquisitions
- Continue to increase high-margin segment mix

Above Market Organic Growth

100-200 bps above market

- Focus on high-growth sectors
- Differentiate with specialized solutions
- Leverage scale to win with growing and blue-chip companies

Large & Diverse Customer Base

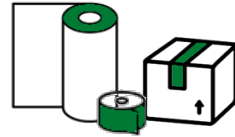
GDP-like growth

- Diversified customer base across North America (no customer greater than 5% of revenue)
- Extensive product offering and expertise



Organic Growth Above Market

Veritiv is an indispensable partner; developing Packaging solutions from concept to delivery



**Growth
Levers**

**Focus on
High-Growth
Sectors**

**Broad
Product
Expertise**

**Leading
Network of
Global Suppliers**

**Differentiate with
Value-Added
Solutions**

**Enhanced
Customer
Experience**

**Investment in
Capabilities**

Technology

Ecommerce

Supply Chain



Inorganic Growth Objectives

Disciplined Approach to Acquisitions

Acquisition Considerations:

Scope

- Packaging goods & services:
 - Enhanced product offering
 - Unique service capability
 - Deep industry expertise
 - Proprietary technology

Scale

- Synergistic companies with similar product & service capabilities
- Micro to small-cap

Targeted Financial Parameters:

- EBITDA: \$5 - \$100M
- EBITDA Margins > 10%

2017 Acquisition:

All-American Containers

Non-auction process, family-owned rigid packaging business



4

Earnings Expansion & Low Leverage

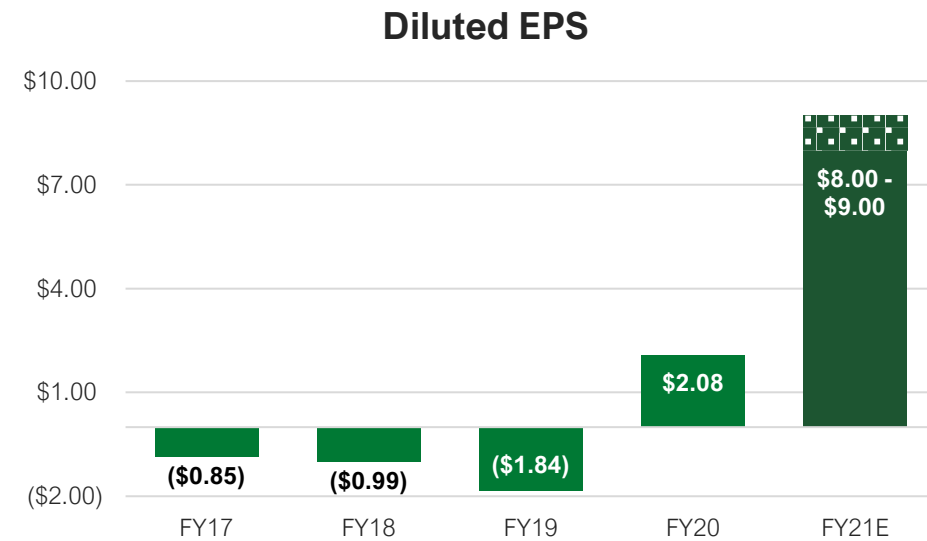
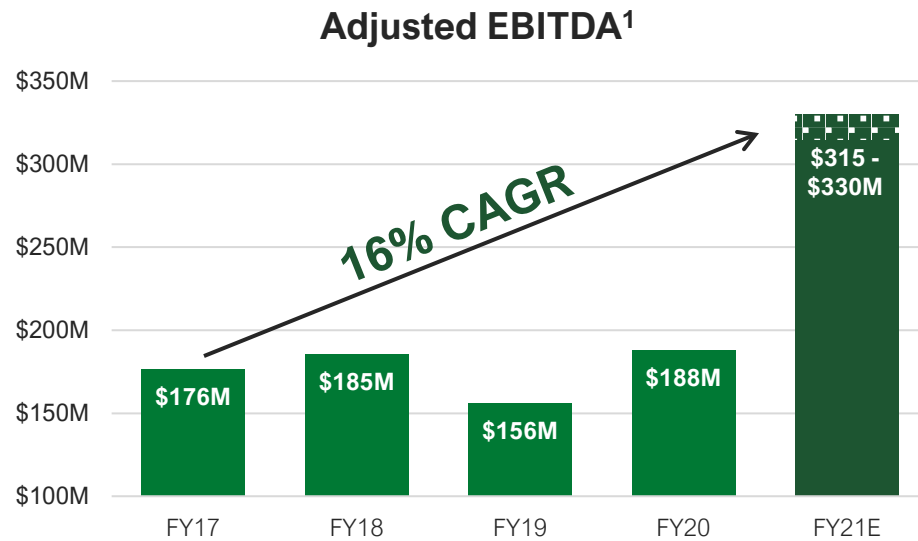


NYSE: VRTV



Upward Revision to 2021 Earnings Guidance

Adjusted EBITDA and EPS growth in 2020 despite COVID-related headwinds; accelerated earnings growth in 2021

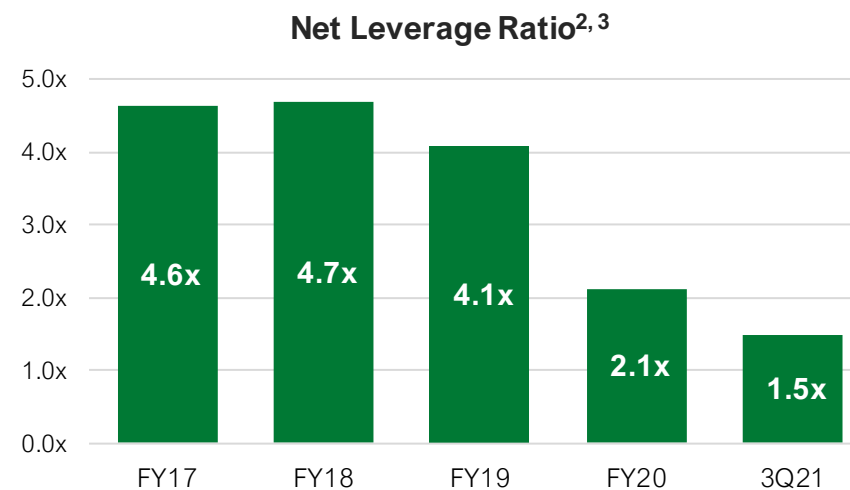
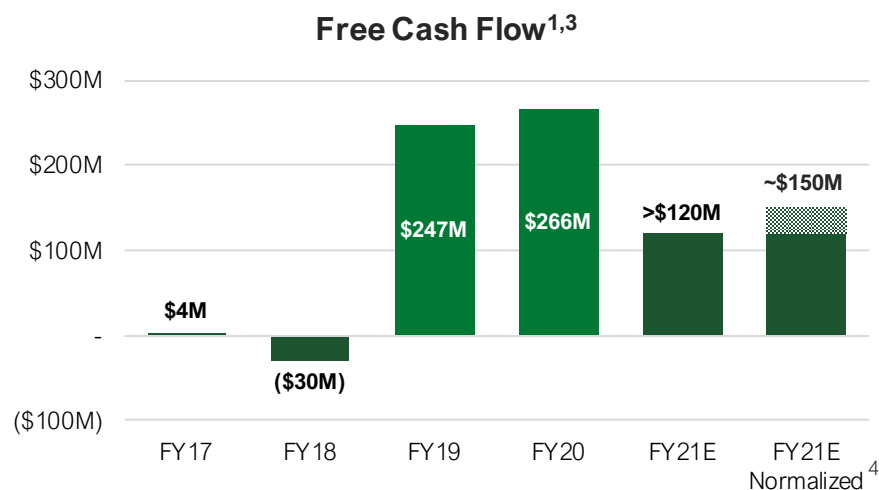


1. See appendix for reconciliations of non-GAAP measures to the most comparable U.S. GAAP measures.



Cash Flow; Low Leverage

Significant net leverage reduction driven by healthy free cash flow generated from increased earnings and disciplined working capital reductions



1. Cash flow from operations less capital expenditures.
2. Calculated as net debt divided by trailing twelve months of Adjusted EBITDA.
3. See appendix for reconciliations of non-GAAP measures to the most comparable U.S. GAAP measures.
4. Normalized Free Cash Flow removes the impact of one-time cash items.



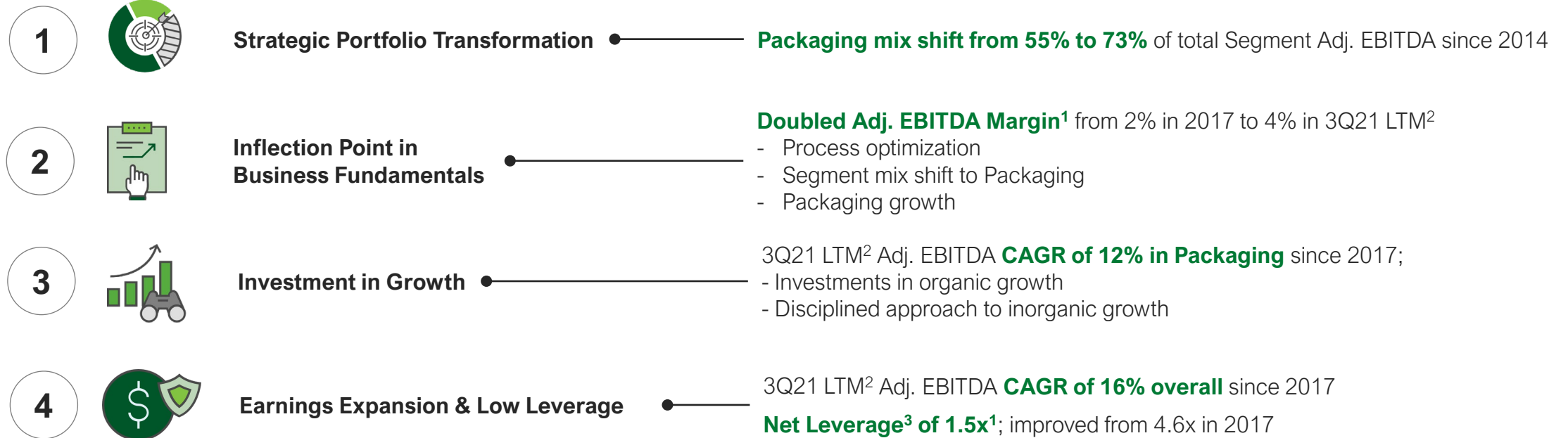
Disciplined Capital Allocation

Reduction in net leverage enabled successful completion of share repurchase program and investments in growth

Capital Allocation Priorities:

- Invest in the business:
 - Organic
 - 2021 CapEx: Approximately \$25M**
 - Inorganic
 - Scope and/or Scale Acquisitions**
Disciplined Approach
- Return value to shareholders
 - \$100M Share Repurchase Program in 2021**
Completed in 3Q 2021
- Support restructuring initiatives
 - 2020 Restructuring Plan**
Expect to be substantially completed by EOY 2021

Conclusion



1. See appendix for reconciliations of non-GAAP measures to the most comparable U.S. GAAP measures.

2. Last twelve months (LTM) as of September 30, 2021.

3. Calculated as net debt divided by trailing twelve months of Adjusted EBITDA, as of September 30, 2021.



APPENDIX



NYSE: VRTV

Board of Directors



**Stephen E.
Macadam, Chairman**

Former CEO of EnPro
(Industrial Distribution)



**Salvatore A.
Abbate**

Chief Executive
Officer, Veritiv



**Shantella E.
Cooper**

Former Chief Transformation Officer
of WestRock
(Paper & Packaging)



**David E.
Flitman**

CEO of Builders FirstSource
(Building Materials)



**Daniel T.
Henry**

Former CFO of
American Express
(Financial Services)



**Tracy A.
Leinbach**

Former CFO of Ryder
(Supply Chain Logistics)



**Gregory B.
Morrison**

Former Chief Information
Officer of Cox Enterprises
(Communication)



**Michael P.
Muldowney**

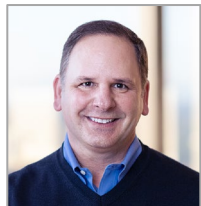
CEO of Foxford Capital, LLC
(Financial Services)



**Charles G.
Ward, III**

Former Partner at
Perella Weinberg Partners
(Financial Services)

Senior Leadership Team



**Salvatore A.
Abbate**

Chief Executive Officer



**Stephen J.
Smith**

Senior Vice President
and Chief Financial Officer



**Dean A.
Adelman**

Senior Vice President
and Chief Human
Resources Officer



**Daniel B.
Calderwood**

Senior Vice President,
Marketing and Business
Management



**Mark W.
Hianik**

Senior Vice President,
General Counsel and
Corporate Secretary



**Stephanie E.
Mayerle**

Senior Vice President,
Sales



**Karen K.
Renner**

Senior Vice President and
Chief Information Officer



**Susan B.
Salyer**

Senior Vice President and
Chief Compliance and Sustainability
Officer



**Peter C.
Troup**

Vice President,
Corporate Development



**Michael D.
Walkenhorst**

Senior Vice President,
Developing Businesses and
Global Operations



**Daniel J.
Watkoske**

Senior Vice President of
Print and Publishing

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.

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

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

Appendix

Reconciliation of Non-GAAP Financial Measures

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

	Year Ended December 31,				Year Ended December 31, 2014		
	2020	2019	2018	2017	Veritiv As Reported	Pro Forma Adjustments	Veritiv Pro Forma
Net income (loss)	\$ 34.2	\$ (29.5)	\$ (15.7)	\$ (13.3)	\$ (19.6)	\$ (16.2)	\$ (35.8)
Interest expense, net	25.1	38.1	42.3	31.2	14.0	12.4	26.4
Income tax expense (benefit)	8.8	0.7	5.5	11.4	(2.1)	6.8	4.7
Depreciation and amortization	57.7	53.5	53.5	54.2	37.6	16.8	54.4
EBITDA	125.8	62.8	85.6	83.5	29.9	19.8	49.7
Restructuring charges, net	52.2	28.8	21.3	16.7	4.0	0.2	4.2
Facility closure charges, including (gain) loss from asset disposition	(3.7)	-	-	-	-	-	-
Stock-based compensation	17.7	14.6	18.1	15.7	4.0	0.1	4.1
LIFO reserve (decrease) increase	(1.5)	(3.7)	19.9	7.1	6.3	1.3	7.6
Non-restructuring asset impairment charges	-	-	0.4	8.4	-	-	-
Non-restructuring severance charges	4.1	8.4	4.9	3.5	2.6	0.4	3.0
Non-restructuring pension charges, net	7.2	6.6	11.3	2.2	-	-	-
Gain on sale of joint venture	-	-	-	-	-	(6.6)	(6.6)
Integration, acquisition and merger expenses	-	17.5	31.8	36.5	75.1	14.1	89.2
Fair value adjustment on Tax Receivable Agreement contingent liability	(19.1)	0.3	(1.2)	(9.4)	1.7	-	1.7
Fair value adjustment on contingent consideration liability	1.0	13.1	(12.3)	2.0	-	-	-
Escheat audit contingent liability	(0.2)	3.7	2.5	7.5	-	-	-
Other	4.1	3.8	3.1	2.7	(1.7)	2.3	0.6
Loss from discontinued operations, net of income taxes	-	-	-	-	0.1	-	0.1
Adjusted EBITDA	\$ 187.6	\$ 155.9	\$ 185.4	\$ 176.4	\$ 122.0	\$ 31.6	\$ 153.6
Net Sales	\$ 6,345.6	\$ 7,659.4	\$ 8,696.2	\$ 8,364.7	\$ 7,406.5	\$ 1,907.6	\$ 9,314.1
Adjusted EBITDA/Pro Forma Adjusted EBITDA as a % of net sales	3.0%	2.0%	2.1%	2.1%	1.6%		1.6%

* Pro forma adjustments take into account the merger with UWW Holdings, Inc. and the related financing as if they occurred on January 1, 2014, as well as purchase accounting adjustments and adjustments for one-time costs related to the merger.

Appendix

Reconciliation of Non-GAAP Financial Measures

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

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

Appendix

Reconciliation of Non-GAAP Financial Measures

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

	Year Ended December 31,			
	2020	2019	2018	2017
Net cash flows provided by operating activities	\$ 289.2	\$ 281.0	\$ 15.0	\$ 36.6
Less: Capital expenditures	(23.6)	(34.1)	(45.4)	(32.5)
Free cash flow	<u>\$ 265.6</u>	<u>\$ 246.9</u>	<u>\$ (30.4)</u>	<u>\$ 4.1</u>

Appendix

Reconciliation of Non-GAAP Financial Measures

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

	<u>September 30, 2021</u>
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

	<u>Last Twelve Months</u>
	<u>September 30, 2021</u>
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	<u>\$ 288.4</u>

Net Sales	6,628.0
Adjusted EBITDA as a % of Net Sales	4.4%

Appendix

Reconciliation of Non-GAAP Financial Measures

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

	Year Ended December 31,			
	2020	2019	2018	2017
Amount drawn on ABL Facility	\$ 520.2	\$ 673.2	\$ 932.1	\$ 897.7
Less: Cash and cash equivalents	(120.6)	(38.0)	(64.3)	(80.3)
Net debt	\$ 399.6	\$ 635.2	\$ 867.8	\$ 817.4
Last twelve months Adjusted EBITDA	\$ 187.6	\$ 155.9	\$ 185.4	\$ 176.4
Net debt to Adjusted EBITDA	2.1	4.1	4.7	4.6
Last Twelve Months December 31,				
	2020	2019	2018	2017
Net income (loss)	\$ 34.2	\$ (29.5)	\$ (15.7)	\$ (13.3)
Interest expense, net	25.1	38.1	42.3	31.2
Income tax expense (benefit)	8.8	0.7	5.5	11.4
Depreciation and amortization	57.7	53.5	53.5	54.2
EBITDA	125.8	62.8	85.6	83.5
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Facility closure charges, including (gain) loss from asset disposition	(3.7)	-	-	-
Stock-based compensation	17.7	14.6	18.1	15.7
LIFO reserve (decrease) increase	(1.5)	(3.7)	19.9	7.1
Non-restructuring asset impairment charges	-	-	0.4	8.4
Non-restructuring severance charges	4.1	8.4	4.9	3.5
Non-restructuring pension charges, net	7.2	6.6	11.3	2.2
Integration, acquisition and merger expenses	-	17.5	31.8	36.5
Fair value adjustment on Tax Receivable Agreement contingent liability	(19.1)	0.3	(1.2)	(9.4)
Fair value adjustment on contingent consideration liability	1.0	13.1	(12.3)	2.0
Escheat audit contingent liability	(0.2)	3.7	2.5	7.5
Other	4.1	3.8	3.1	2.7
Adjusted EBITDA	\$ 187.6	\$ 155.9	\$ 185.4	\$ 176.4



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