

**CHARTER OF THE FINANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF ESSENDANT INC.**

(Adopted as of June 1, 2015)

**PURPOSE:**

The purpose of the Finance Committee (the “Committee”) is to review, approve and provide recommendations to the Company’s Board of Directors (the “Board”) and management with respect to the Company’s present and future significant capital requirements and opportunities, as well as financial proposals, plans, strategies, policies and transactions affecting its capital structure.

**MEMBERSHIP:**

The Committee will consist of at least two members of the Board, each of whom will satisfy the general “independence” criteria of the National Association of Securities Dealers, Inc. (the “NASD”). The Board will appoint Committee members, considering the recommendation of the Governance Committee, and designate a Committee Chairperson. The Board in its discretion may remove any Committee member at any time.

**MEETINGS AND PROCEDURAL MATTERS:**

The Committee will meet as often as it determines to be appropriate, and at least twice per year. The Committee may request any such Company officers or employees, consultants, advisors or other individuals as the Committee deems appropriate to attend a Committee meeting (including any separate executive sessions) or to otherwise meet with any members of, or advisors to, the Committee at any time. Committee actions and meeting results will be reported regularly to the full Board.

Except as otherwise prescribed by the Company’s Bylaws, applicable law or NASD rules, the Committee may establish its own procedural rules. The Committee Chairperson will have the authority to determine the frequency and length of Committee meetings and to set meeting agendas, consistent with this Charter. The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee, subject to such terms and conditions (including required reporting back to the full Committee) as the Committee may prescribe.

**RESOURCES AND AUTHORITY:**

The Committee will have the authority to obtain advice and assistance from any such internal or external legal, financial, accounting or other advisors as it deems appropriate. The Committee will have the sole authority to approve retention terms and fees for any consulting firms or other outside advisors it retains, and the Company will provide appropriate funding, as determined by the Committee, to compensate any such firms or advisors.

## **KEY RESPONSIBILITIES AND FUNCTIONS:**

The following key responsibilities and functions are set forth as a general guide for Committee activities, with the understanding that the Committee may adjust this guide as it deems appropriate. In general, as, when and to the extent the Board requests or the Committee deems appropriate, and subject to the limitations set forth in Section 4.3 of the Company's Bylaws, the Committee will:

1. Review the financial condition of the Company, including its total capital resources and anticipated needs and key financial metrics and trends;
2. Evaluate the Company's capital structure and plans, and develop recommendations to the Board with respect thereto;
3. Review proposals for equity and debt transactions, including but not limited to issuances, repurchases, redemptions, retirements and recapitalizations;
4. Review periodically the Company's existing debt financing, including any asset-backed securitization programs, and related actual and projected availability and needs, and approve any replacements, extensions and renewals thereof and any modifications thereto;
5. Assess the financial implications of proposed acquisitions, divestitures, mergers, joint ventures or strategic alliances or investments, evaluate other actions to maintain and enhance shareholder value and develop recommendations to the Board with respect thereto;
6. Review the financial implications of the Company's capital expenditure plans and significant capital projects proposed for Board approval;
7. Evaluate the Company's actual versus projected performance on major capital investment projects and transactions;
8. Review proposals for regular or extraordinary cash or stock dividend proposals or other stockholder distributions;
9. Review Company working capital management plans and strategies and cash management activities and programs;
10. Evaluate periodically the results of the management of the Company's pension plan assets and the reasonableness of the key discount rate, actuarial and other assumptions that impact funding of pension benefits;
11. Assess Company financial risk management activities and plans, including those relating to the scope, adequacy, terms and providers of insurance coverage, including Directors and Officers Insurance, and the financing of non-U.S. operations and currency exposure risk management;

12. Review annually and report to the Board on takeover environment and vulnerability;  
and,
13. Provide such reviews and approvals of other transactions or financial issues or perform such other duties and responsibilities as may be assigned to the Committee from time to time by the Board or the Chairman of the Board.

**COMMITTEE GOVERNANCE MATTERS:**

The Committee will review and reassess the adequacy of this Charter annually and recommend any changes to the Board for approval. The Committee also will review and evaluate its own performance annually.