

**CHARTER OF THE  
TECHNOLOGY ADVISORY COMMITTEE  
OF THE BOARD OF DIRECTORS OF ESSENDANT INC.**

(Adopted as of July 28, 2004)

(Amended as of May 2014)

(Amended as of June 2015)

(Amended as of February 2016)

**PURPOSE:**

The purpose of the Technology Advisory Committee (the “Committee”) is to assist the Company’s Board of Directors (the “Board”) in fulfilling its oversight responsibilities relating to: (i) alignment of the Company’s IT strategic direction, investment needs and priorities with its overall business vision, goals and strategies; (ii) evaluation and oversight of the Company’s marketing initiatives, eBusiness strategy and Digital-based marketing and merchandising efforts, including the commercial aspects of how eBusiness will impact relationships with Customers, 3PV technology providers, and Manufacturers; (iii) assessment and management of the Company’s portfolio of information technology (“IT”) assets and systems; (iv) promotion of an effective, efficient, scalable, flexible, secure and reliable IT infrastructure; and (v) consideration of the impact of emerging IT developments that may affect the IT function’s ability to support the needs of the business.

**MEMBERSHIP:**

The Committee will consist of at least two members of the Board, all 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, but not less than two times 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 IT, legal, financial or other advisors as it deems appropriate. The Committee will have the sole authority to approve retention terms and fees for any outside advisors it retains, and the Company will provide appropriate funding, as determined by the Committee, to compensate any such 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 and to the extent the Committee deems appropriate, the Committee will:

1. Assist in defining a strategic vision and plan for IT that aligns with the company's business and marketing strategies, and positions the Company for the execution of growth plans based on such strategies, while fostering competitive advantage.
2. Advise the Board on the effectiveness of the Company's marketing initiatives, including the marketplace impact of digital-based marketing and merchandising capabilities.
3. Review the strategic implications of third party vendor IT ("3PV") systems that support independent reseller customers.
4. Receive and review information on the Company's IT assets and infrastructure (among other things, in terms of its capabilities, currency, effectiveness, efficiency, interoperability, flexibility and scalability), consider its alignment with the Company's current and projected future needs and engage management on identifying timely and cost-effective solutions to such needs.
5. Review the Company IT priorities and related capital expenditure/expense budgets, as well as IT project review protocols (including justification/approval standards), project implementation planning protocols (such as those involving quality assurance, risk assessment and contingency planning) and key performance metrics and best practices for implementing and managing IT investments.
6. Consider and engage management with respect to specific significant IT project proposals by the Company, including those relating to any new major applications, development of expanded Internet capabilities, or other major e-commerce initiatives, and related change management.
7. Review and provide advice on IT security and controls to preserve data integrity, confidentiality, availability and authenticity, support cyber security and privacy standards and promote the Company's internal controls, in conformity with Sarbanes-Oxley Act requirements.
8. Review and advise the Company on the development and dissemination of Company policies covering the appropriate use of its IT assets, including those relating to data privacy, confidential information protections and IT system access restrictions and other security standards.
9. Consider and offer suggestions regarding the Company's IT enterprise risk mitigation activities, including those relating to deterrence, detection, defense, response and restoration/resumption of IT systems and related business operations.

10. Review and provide advice to the Board on emerging IT advances/obsolescence and trends that affect or may affect the Company, help to assess their implications for the Company and recommend any adjustments in the Company's IT direction.
11. 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.