

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

(Revised as of December 12, 2017)

**PURPOSE:**

The purpose of the Governance Committee (the “Committee”) is to assist the Company’s Board of Directors (the “Board”) in: (a) recommending individuals to become members of the Company’s Board, (b) considering and making recommendations with respect to the appropriate composition of the Board and its committees, (c) recommending and overseeing processes to assess and strengthen Board effectiveness, (d) fulfilling its oversight responsibilities with respect to the performance of, and succession planning for, the Company’s chief executive officer (“CEO”), and (d) advising the Board on corporate governance matters and recommending appropriate corporate governance principles for the Company.

**MEMBERSHIP:**

The Committee will consist of at least three members of the Board, all of whom will satisfy the general “independence” criteria of The Nasdaq Stock Market (“Nasdaq”). The Board will appoint Committee members, considering the recommendation of the 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 three 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 Nasdaq 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 sole authority to retain and terminate any search firms to be used to identify Director candidates. It also will have the authority to obtain advice and assistance from any such internal or external legal, financial, compensation, accounting or other advisors as it deems appropriate. The Committee will have the sole authority to approve retention terms and fees for any search 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 and to the extent the Committee deems appropriate, the Committee will:

1. Review periodically and make recommendations to the Board with respect to the needs and appropriate composition of the Board, and advise on any recommended changes in Board composition.
2. Consider questions and make recommendations to the Board regarding determinations of the independence of individual Board members or candidates.
3. Develop and reassess periodically qualification criteria for Board members, review Director candidates submitted by stockholders, identify and screen qualified Director candidates and either determine appropriate nominees for election to the Company's Board or make nominee recommendations for determination by the independent Directors on the Board, in each case consistent with the needs of the Board and the Company's Corporate Governance Principles.
4. Determine prior to a Director's or executive officer's acceptance of any new public company board membership whether it would impair his or her ability to serve the Company or, in the case of a Director, whether it would impair his or her independence.
5. Annually review with Directors whose terms are expiring, their contributions, interest in continuing to serve as a Director, and other matters as may be appropriate concerning their nomination for reelection at the annual stockholders meeting.
6. Consider and make recommendations to the Board regarding acceptance of a Director resignation, including any resignation tendered by a Director after his or her change in principal position or his or her receipt of a greater number of votes "withheld" from his or her election than votes "for" in an uncontested director election as set forth in the Company's Corporate Governance Principles.
7. Review annually, or more often if appropriate, the structure, membership (including qualifications and requirements) and functions of the Board's committees, considering any periodic rotation deemed appropriate in light of the Company's Corporate Governance Principles, and recommend to the Board for its approval Directors to serve as members of each committee.
8. Develop and periodically reassess and make recommendations to the Board with respect to Director orientation programs and continuing Director education.

9. Design, periodically assess, oversee annual implementation and make recommendations to the Board with respect to self-evaluation processes for the Board and each of its committees.
10. Evaluate and recommend to the Board any revisions to Board and committee meeting policies, procedures or logistics.
11. Develop and recommend to the Board for its approval, and reassess at least annually and recommend to the Board any necessary changes in, a set of corporate governance principles for the Company.
12. Develop and recommend to the Board a code of business conduct and ethics and a plan for its general implementation, and periodically reassess it and recommend any appropriate changes.
13. Review and recommend to the Board corporate annual performance goals and objectives for the Company's chief executive officer ("CEO"), oversee the annual evaluation of the CEO's performance in light of the goals and objectives previously established by the Board and provide related input and recommendations to the Human Resources Committee and/or the Board, as appropriate.
14. Review annually the Company's succession plan for the CEO, and assist the Board in developing a contingency plan for interim succession in the event of an unexpected occurrence affecting the CEO.
15. Review annually and advise the Board with respect to the Company's compensation and benefit plans, programs and practices for its non-employee Directors (including cash and equity compensation for service on the Board and any Board committees), with such assistance and input from the Human Resources Committee of the Board as the Committee or the Board deems advisable, and recommend any appropriate changes to the full Board.
16. Review and maintain Chairperson succession processes.
17. Review annually and advise the Board with respect to compliance with Stock Ownership Guidelines by Directors.
18. Consider annually the governance ratings and analysis of proxy advisors.
19. Review any shareholder proposals and report to the Board as appropriate.
20. Monitor developments, trends and best practices in corporate governance, and take, or recommend to the Board, as applicable, such actions in accordance therewith as it deems appropriate.
21. Oversee the Company's compliance with the Political Activities and Contributions Policy.

22. Approve any substantive changes to provisions of the Company's Corporate Approvals Policy and Authorization Matrix ("Matrix") that require Board or Board Committee approval, approve any exceptions or waivers of such provisions, and periodically review the Matrix.
23. 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 or as otherwise set forth in the Company's Corporate Governance Principles.

**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.