

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

(Effective January 18, 2018)

PURPOSE

The Executive Committee (“the Committee”) is a standing committee of the Board of Directors (“Board”) charged with supporting the Board and assisting the Board in managing the Company’s business between full meetings of the Board. The Executive Committee exercises all or any of the powers of the Board in the management of the business and affairs of the Company, except where Delaware law requires action by the full Board or where the matter is required to be approved by a committee of independent Directors. Notwithstanding the foregoing, the Committee shall not have the following powers:

- (i) to amend the Certificate of Incorporation;
- (ii) to adopt an agreement of merger or consolidation;
- (iii) to recommend to the stockholders of the Company the sale, lease or exchange of all or substantially all of the Company’s property or assets;
- (iv) to recommend to the stockholders a dissolution of the Company or a revocation of a dissolution;
- (v) to amend the Bylaws of the corporation;
- (vi) to declare dividends on shares of stock of the Company;
- (vii) to authorize the issuance of shares of stock of the Company.

MEMBERSHIP

The Committee shall be comprised of three Directors; provided that the number of Directors that shall comprise the Committee may be increased or decreased from time to time by resolution adopted by the Committee or the Board. The Board will appoint the Committee members and a Chair, and may fill vacancies on the Committee. The Board may remove a Committee member from the membership of the Committee at any time with or without cause.

MEETINGS AND PROCEDURAL MATTERS:

The Committee will meet as often as it determines to be appropriate. A majority of the members of the Committee shall constitute a quorum at a meeting for transacting business of the Committee. The Committee may request any Company officers or employees, consultants, advisors or other individuals that it 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.

The Committee Chair 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.

KEY RESPONSIBILITIES AND FUNCTIONS:

When feasible and practical, the Board will meet as a whole to manage Company business. When it is not feasible and practical for the Board to meet as a whole, the Committee may meet to:

- (i) preliminarily screen, discuss and recommend matters that are to be brought before the full Board;
- (ii) act for the Board in any situation that needs prompt action, to the extent permitted by law;
- (iii) be utilized when it is not practicable to convene the full Board, or as a sounding board for the Company's Chief Executive Officer;
- (iv) approve and finalize contractual relationships as directed by the Board;
- (v) perform any responsibilities and functions delegated or assigned to it by the Board from time to time; and
- (vi) take any other action not inconsistent with this Charter.

The responsibilities and functions set forth above are a general guide for Committee activities, with the understanding that the Committee may adjust this guide from time to time as it deems appropriate.

COMMITTEE GOVERNANCE MATTERS:

The Committee will review and reassess the adequacy of this Charter periodically and recommend changes to the Board for approval as it deems appropriate. The Committee also will review and evaluate its own performance annually in years when it meets.