

**OFFICE DEPOT, INC.**  
**RECONCILIATIONS OF NON-GAAP FINANCIAL MEASURES**

We report our results in accordance with accounting principles generally accepted in the United States (“GAAP”). We also review certain financial measures excluding impacts of transactions that are not related to our core operations (“non-GAAP”). Management believes that the presentation of these non-GAAP financial measures enhances the ability of its investors to analyze trends in its business and provides a means to compare periods that may be affected by various items that might obscure trends or developments in its business. Management uses both GAAP and non-GAAP measures to assist in making business decisions and assessing overall performance. Non-GAAP measures help to evaluate programs and activities that are intended to attract and satisfy customers, separate from expenses and credits directly associated with Merger, restructuring, and certain similar items. Certain non-GAAP measures are also used for short- and long-term incentive programs.

Our measurement of these non-GAAP financial measures may be different from similarly titled financial measures used by others and therefore may not be comparable. These non-GAAP financial measures should not be considered superior to the GAAP measures, but only to clarify some information and assist the reader. We have included reconciliations of this information to the most comparable GAAP measures in the tables included within this material.

The Company’s outlook for 2018 adjusted operating income excludes charges or credits not indicative of our core operations, which may include but not be limited to merger integration expenses, restructuring charges, asset impairments, and other significant items that currently cannot be predicted. The exact amount of these charges or credits are not currently determinable, but may be significant. Accordingly, the company is unable to provide a reconciliation to an equivalent operating income outlook for 2018.

**OFFICE DEPOT, INC.**  
**RECONCILIATION OF NON-GAAP FINANCIAL MEASURES**  
**NET INCOME**  
(Dollars in millions, except per share amounts) \*

	13 Weeks Ended		26 Weeks Ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
<b>Net Income</b>				
Net income (loss)	\$ 16	\$ 24	\$ 57	\$ 140
Discontinued operations, net of tax	3	(3)	(5)	(45)
Net income (loss) from continuing operations	19	21	52	95
Add (Less):				
Charges and credits, after tax	11	13	23	26
Adjusted net income from continuing operations	<u>\$ 30</u>	<u>\$ 34</u>	<u>\$ 75</u>	<u>\$ 122</u>
EPS from continuing operations (most dilutive) - GAAP	\$ 0.03	\$ 0.04	\$ 0.09	\$ 0.18
Charges and credits, after tax	(0.02)	(0.02)	(0.04)	(0.05)
Adjusted EPS from continuing operations (most dilutive)	<u>\$ 0.05</u>	<u>\$ 0.06</u>	<u>\$ 0.13</u>	<u>\$ 0.23</u>
Weighted average shares used:				
Basic	557	518	556	517
Diluted	565	532	564	532
<u>Charges/Credits</u>				
Merger and transaction related expenses, net				
Severance and retention	\$ 3	\$ -	\$ 5	\$ -
Transaction and integration	4	5	11	11
Facility closure, contract termination, and other expenses, net	5	(2)	8	2
Total Merger and transaction related expenses, net	<u>12</u>	<u>3</u>	<u>24</u>	<u>13</u>
Restructuring expenses				
Severance	-	6	-	15
Facility closure, contract termination, professional fees and other expenses, net	2	11	7	12
Total Restructuring expenses	<u>2</u>	<u>17</u>	<u>7</u>	<u>27</u>
Total Merger and restructuring expenses (income), net	<u>14</u>	<u>20</u>	<u>31</u>	<u>40</u>
Selling, general, and administrative expenses - Executive transition costs	1	1	-	5
Asset impairments	-	1	-	1
Charges and credits, pretax	<u>15</u>	<u>22</u>	<u>31</u>	<u>46</u>
Tax expense (benefit)	(4)	(9)	(8)	(20)
Charges and credits, after tax	<u>\$ 11</u>	<u>\$ 13</u>	<u>\$ 23</u>	<u>\$ 26</u>

\* Amounts may not foot due to rounding.

**OFFICE DEPOT, INC.**  
**RECONCILIATION OF NON-GAAP FINANCIAL MEASURES**  
**OPERATING INCOME**  
(Dollars in millions)\*

	13 Weeks Ended		26 Weeks Ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
<b>Operating Income</b>				
Operating income	\$ 48	\$ 41	\$ 125	\$ 165
Add:				
Charges and credits, pretax	15	22	31	46
Adjusted operating income	<u>\$ 63</u>	<u>\$ 63</u>	<u>\$ 156</u>	<u>\$ 212</u>
Sales	\$ 2,628	\$ 2,363	\$ 5,458	\$ 5,039
Operating income margin	1.8%	1.7%	2.3%	3.3%
Adjusted operating income margin	2.4%	2.7%	2.9%	4.2%

Note: Prior period amounts have been recast to reflect the adoption of the accounting standard update over the presentation of defined benefit plan expense.

\* Amounts may not foot due to rounding.

The Company's outlook for 2018 adjusted operating income excludes charges or credits not indicative of our core operations, which may include but not be limited to merger integration expenses, restructuring charges, asset impairments, and other significant items that currently cannot be predicted. The exact amount of these charges or credits are not currently determinable, but may be significant. Accordingly, the Company is unable to provide a reconciliation to an equivalent operating income outlook for 2018.

OFFICE DEPOT, INC.  
RECONCILIATION OF NON-GAAP FINANCIAL MEASURES  
ADJUSTED EBITDA  
(Dollars in millions)\*

	13 Weeks Ended		26 Weeks Ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
<b>Adjusted EBITDA</b>				
Net Income	16	24	57	140
Discontinued operations, net of tax	3	(3)	(5)	(45)
Net income from continuing operations	19	21	52	95
Income tax expense	9	14	31	61
Income from continuing operations before income taxes	28	35	83	156
Add (subtract):				
Interest income	(6)	(6)	(12)	(12)
Interest expense	31	14	60	27
Depreciation and amortization	47	39	98	79
Charges and credits, pretax	15	22	31	46
Adjusted EBITDA	<u>115</u>	<u>104</u>	<u>260</u>	<u>296</u>

**OFFICE DEPOT, INC.**  
**RECONCILIATION OF NON-GAAP FINANCIAL MEASURES**  
**FREE CASH FLOW**  
(Dollars in millions)

We define free cash flow as net cash provided by (used in) operating activities less capital expenditures. We believe that reporting free cash flow is useful to management and investors because it relates operating cash flow to the capital that is spent to continue and improve our existing businesses. Further, free cash flow facilitates management's ability to strengthen our balance sheet, repay our debt obligations and consider investment alternatives. Free cash flow is not a measure of financial performance under generally accepted accounting principles in the U.S. and may not be defined and calculated by other companies in the same manner. Free cash flow does not represent the residual cash flow available for discretionary expenditures as it does not incorporate certain cash payments, including payments made on capital lease obligations, scheduled debt repayments or other firm commitments and payments. Free cash flow should not be considered in isolation or as an alternative to cash flow provided by operating activities as an indicator of performance.

	13 Weeks Ended		26 Weeks Ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
<b>Cash Flow Summary (As Reported)</b>				
Net cash provided by operating activities of continuing operations	\$ 44	\$ 27	\$ 251	\$ 115
Net cash used in investing activities of continuing operations	(36)	-	(102)	(22)
Net cash used in financing activities of continuing operations	(66)	(34)	(107)	(72)
Net cash provided by (used in) operating activities of discontinued operations	1	7	11	21
Net cash provided by (used in) investing activities of discontinued operations	33	23	63	(26)
Net cash provided by (used in) financing activities of discontinued operations	-	(8)	-	(8)
Effect of exchange rate changes on cash and cash equivalents	(3)	3	(5)	5
Net increase in cash and cash equivalents	<u>\$ (27)</u>	<u>\$ 18</u>	<u>\$ 111</u>	<u>\$ 13</u>
<b>Free Cash Flow</b>				
Net cash provided by operating activities of continuing operations	\$ 44	\$ 27	\$ 251	\$ 115
Less: Capital expenditures	37	25	74	55
Free Cash Flow of continuing operations	<u>\$ 7</u>	<u>\$ 2</u>	<u>\$ 177</u>	<u>\$ 60</u>

Amounts may not foot due to rounding.