

THE ODP CORPORATION

RECOUPMENT POLICY

If the Company restates its reported financial results for periods beginning after January 1, 2010, the Board of Directors may recoup, when appropriate and in accordance with applicable law, Recoverable Compensation made to executive officers (as defined under Rule 16a-1(f) of the Securities Exchange Act of 1934), including former executive officers, during the three completed fiscal years immediately preceding a restatement of financial results. To the extent practicable and in the best interests of shareholders, the amount recouped will include the excess of Recoverable Compensation that otherwise would not have been paid or granted or would not have vested had the actual payment, granting or vesting been calculated based on accurate data or restated financial results. “Recoverable Compensation is defined to include any cash or equity-based compensation earned upon the attainment of financial goals and any awards that are based purely on non-Financial Goals as well as stock options, restricted stock units and other equity awards that are only subject to service-based vesting conditions.