UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported): November 2, 2022

THE ODP CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-10948
(Commission
File Number)

85-1457062
(IRS Employer
Identification No.)

6600 North Military Trail, Boca
Raton, FL
(Address of Principal Executive Offices)

33496
(Zip Code)

(561) 438-4800
(Registrant’s Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class
Common Stock, par value $0.01 per share

Trading Symbol(s)
ODP

Name of Each Exchange on which Registered
The NASDAQ Stock Market
(NASDAQ Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐
Item 7.01. Regulation FD Disclosure.

On November 2, 2022, The ODP Corporation (the “Company”) is holding its Virtual Investor Day Conference and addressing its strategic priorities for the future and its financial outlook through 2025. A copy of the press release and slides prepared for the purposes of the Virtual Investor Day Conference are furnished as Exhibits 99.1 and 99.2 hereto and are incorporated in this Item 7.01 by reference. A link to the conference call will be available on the Company’s investor day website at: https://odpinvestorday.com.

The information furnished in Item 7.01 of this Current Report on Form 8-K shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be deemed incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit 99.2 Virtual Investor Day Conference Presentation.
Exhibit 104 Cover Page Interactive Data File—the cover page XBRL tags are embedded within the Inline XBRL document.
Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE ODP CORPORATION

Date: November 2, 2022

/s/ SARAH E. HLAVINSA

Name: Sarah E. Hlavinka

Title: EVP, Chief Legal Officer and Corporate Secretary
The ODP Corporation Details Path to Unlocking Earnings Potential with Newly Realigned Business Units, Announces 2025 Financial Targets

Commitment to Drive Shareholder Value Includes $1 Billion Share Repurchase Plan Through 2025


Boca Raton, Fla., November 2, 2022 – The ODP Corporation (NASDAQ:ODP), a leading provider of products and services through an integrated business-to-business (B2B) distribution platform and omnichannel presence, today is hosting a virtual investor meeting: Unlocking Our Potential, to highlight its newly realigned business unit structure and capital allocation plan, outline its strategy to unlock the power of its assets, and showcase its path to drive sustained value for shareholders.

"Over the past two years, we’ve worked to complete our transformation into four distinct, synergistic business units that positions us to better meet customers’ needs, drive a more stable foundation to pursue growth, and expand our margins," said Gerry Smith, chief executive officer of The ODP Corporation. “This realigned framework builds on our track record of delivering strong operating results and generating consistent free cash flow, even in times of challenging market conditions.”

Smith continued, “Our efforts have led us to where we are today: a much stronger company with a strong balance sheet, a low-cost business model, and a newly realigned operating foundation designed to improve our ability to pursue profitable growth opportunities and more fully reflect the power of our businesses. As a key component of our commitment to returning value to shareholders, we announced a $1 billion share repurchase plan through 2025.”

The ODP Corporation’s third quarter 2022 earnings presentation and virtual investor day event, including live Q&A, will take place beginning at 9 a.m. ET today. This event can be accessed at https://odpinvestorday.com.
Financial Outlook Through 2025

On a consolidated basis, the realigned operating structure is forecasted to result in steady revenue growth, while increasing Adjusted EBITDA and significantly increasing Adjusted EPS – representing a meaningful financial transformation.

Specifically, over the next three years, the Company is forecasting:

- **Revenue**: Revenue increasing from approximately $8.45-8.60 billion in 2022 to $8.5-8.7 billion in 2025, representing a CAGR of approximately 1%.
- **Adjusted EBITDA Margin**: Adjusted EBITDA Margin expansion by 2025 of 100 bps, greater than 6%.
- **Adjusted EPS**: Adjusted earnings per share increasing from approximately $4.10-4.50 in 2022 to approximately $7.00-8.00 in 2025, representing a CAGR of approximately 15-25%.

ODP will highlight how the realigned four business unit structure enables the Company to prioritize high value opportunities across its operations and return capital to shareholders, while also providing greater transparency into the performance of each unit to allow investors to value them appropriately.

Smith concluded, “This adds up to a very compelling investor story. We will generate stable cash flows from our core operations, maximize the unique value of all our assets, and when combined with our commitment to returning capital to shareholders via our $1 billion authorization, lead to significant EPS growth. Today marks the start of the reimagined ODP, Unlocking Our Potential.”

(1) The Company’s outlook through 2025 included in this release includes non-GAAP measures, such as adjusted EBITDA and adjusted EPS. These measures exclude charges or credits not indicative of core operations, which may include but not be limited to merger integration expenses, restructuring charges, acquisition-related costs, executive transition costs, asset impairments and other significant items that currently cannot be predicted without unreasonable efforts. The exact amount of these charges or credits are not currently determinable but may be significant. Accordingly, the Company is unable to provide equivalent GAAP measures or reconciliations from GAAP for these financial measures.

About The ODP Corporation

The ODP Corporation (NASDAQ:ODP) is a leading provider of products and services through an integrated business-to-business (B2B) distribution platform and omnichannel presence, which includes world-class supply chain and distribution operations, dedicated sales professionals, a B2B digital procurement solution, online presence and a network of Office Depot and OfficeMax retail stores. Through its operating companies Office Depot, LLC; ODP Business Solutions, LLC; Veyer, LLC; and Varis, LLC, The ODP Corporation empowers every business, professional, and consumer to achieve more every day. For more information, visit theodpcorp.com.

ODP and ODP Business Solutions are trademarks of ODP Business Solutions, LLC. Office Depot is a trademark of The Office Club, Inc. OfficeMax is a trademark of OMX, Inc. Veyer is a trademark of Veyer, LLC. Varis is a trademark of Varis, LLC. Grand&Toy is a trademark of Grand & Toy, LLC in Canada. Any other product or company names mentioned herein are the trademarks of their respective owners.
FORWARD LOOKING STATEMENTS

This communication may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements or disclosures may discuss goals, intentions and expectations as to future trends, plans, events, results of operations, cash flow or financial condition, the potential impacts on our business due to the unknown severity and duration of the COVID-19 pandemic, or state other information relating to, among other things, the Company, based on current beliefs and assumptions made by, and information currently available to, management. Forward-looking statements generally will be accompanied by words such as “anticipate,” “believe,” “plan,” “could,” “estimate,” “expect,” “forecast,” “guidance,” “expectations,” “outlook,” “intend,” “may,” “possible,” “potential,” “predict,” “project,” “propose” or other similar words, phrases or expressions, or other variations of such words. These forward-looking statements are subject to various risks and uncertainties, many of which are outside of the Company’s control. There can be no assurances that the Company will realize these expectations or that these beliefs will prove correct, and therefore investors and stakeholders should not place undue reliance on such statements.

Factors that could cause actual results to differ materially from those in the forward-looking statements include, among other things, highly competitive office products market and failure to differentiate the Company from other office supply resellers or respond to decline in general office supplies sales or to shifting consumer demands; competitive pressures on the Company’s sales and pricing; the risk that the Company is unable to transform the business into a service-driven, B2B platform that such a strategy will not result in the benefits anticipated; the risk that the Company will not be able to achieve the expected benefits of its strategic plans, including its strategic shift to maintain all of its businesses under common ownership; the risk that the Company may not be able to realize the anticipated benefits of acquisitions due to unforeseen liabilities, future capital expenditures, expenses, indebtedness and the unanticipated loss of key customers or the inability to achieve expected revenues, synergies, cost savings or financial performance; the risk that the Company is unable to successfully maintain a relevant omni-channel experience for its customers; the risk that the Company is unable to execute the Maximize B2B Restructuring Plan successfully or that such plan will not result in the benefits anticipated; failure to effectively manage the Company’s real estate portfolio; loss of business with government entities, purchasing consortiums, and sole- or limited-source distribution arrangements; failure to attract and retain qualified personnel, including employees in stores, service centers, distribution centers, field and corporate offices and executive management, and the inability to keep supply of skills and resources in balance with customer demand; failure to execute effective advertising efforts and maintain the Company’s reputation and brand at a high level; disruptions in computer systems, including delivery of technology services; breach of information technology systems affecting reputation, business partner and customer relationships and operations and resulting in high costs and lost revenue; unanticipated downturns in business relationships with customers or terms with the suppliers, third-party vendors and business partners; disruption of global sourcing activities, evolving foreign trade policy (including tariffs imposed on certain foreign made goods); exclusive Office Depot branded products are subject to additional product, supply chain and legal risks; product safety and quality concerns of manufacturers’ branded products and services and Office Depot private branded products; covenants in the credit facility; general disruption in the credit markets; insolvency of significant impairment charges; retained responsibility for liabilities of acquired companies; fluctuation in quarterly operating results due to seasonality of the Company’s business; changes in tax laws in jurisdictions where the Company operates; increases in wage and benefit costs and changes in labor regulations; changes in the regulatory environment, legal compliance risks and violations of the U.S. Foreign Corrupt Practices Act and other worldwide anti-bribery laws; volatility in the Company’s common stock price; changes in or the elimination of the payment of cash dividends on Company common stock; macroeconomic conditions such as future declines in business or consumer spending; increases in fuel and other commodity prices and the cost of material, energy and other production costs, or unexpected costs that cannot be recouped in product pricing; unexpected claims, charges, litigation, dispute resolutions or settlement expenses; catastrophic events, including the impact of weather events on the Company’s business; the discouragement of lawsuits by shareholders against the Company and its directors and officers as a result of the exclusive forum selection of the Court of Chancery, the federal district court for the District of Delaware or other Delaware state courts by the Company as the sole and exclusive forum for such lawsuits; and the impact of the COVID-19 pandemic on the Company’s business, including on the demand for its and our customers’ products and services, on trade and transport restrictions and generally on our ability to effectively manage the impacts of the COVID-19 pandemic on our business operations. The foregoing list of factors is not exhaustive. Investors and shareholders should carefully consider the foregoing factors and the other risks and uncertainties described in the Company’s Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K filed with the U.S. Securities and Exchange Commission. The Company does not assume any obligation to update or revise any forward-looking statements.
Unlocking our potential
Safe Harbor Statement

The Private Securities Litigation Reform Act of 1995, as amended, (the “Act”) provides protection from liability in private lawsuits for “forward-looking” statements made by public companies under certain circumstances, provided that the public company discloses with specificity the risk factors that may impact its future results. The Company wants to take advantage of the “safe harbor” provisions of the Act. Certain statements made during this presentation are forward-looking statements under the Act. Except for historical financial and business performance information, statements made during this presentation should be considered forward-looking as referred to in the Act. Much of the information that looks towards future performance of the Company is based on various factors and important assumptions about future events that may or may not actually come true, including the impacts on our business due to the unknown severity and duration of the COVID-19 pandemic including its impact on our supply chain, labor shortages and inflationary pressures and the risk that the Company will not be able to achieve the expected benefits of its strategic plans, including its strategic shift to maintain all of its businesses under common ownership. As a result, operations and financial results in the future could differ materially and substantially from those discussed in the forward-looking statements made during this presentation. Certain risks and uncertainties are detailed from time to time in the Company’s filings with the United States Securities and Exchange Commission (“SEC”). You are strongly urged to review all such filings for a more detailed discussion of such risks and uncertainties. The Company’s SEC filings are available at no charge at www.sec.gov and at the Company’s website at investor.theodpcorp.com.

During portions of today’s presentation, the Company may refer to results which are non-GAAP financial measures, including EPS, EBITDA and free cash flow which have been adjusted. A reconciliation of GAAP to non-GAAP financial measures is available on the Company’s website at investor.theodpcorp.com. These measures exclude charges or credits not indicative of core operations and the tax effects of these items, which may include but not be limited to merger integration, restructuring, acquisition costs, and asset impairments.

The Company’s outlook through 2025 included in this presentation includes non-GAAP measures, such as adjusted EBITDA and adjusted EPS. These measures exclude charges or credits not indicative of core operations, which may include but not be limited to merger integration expenses, restructuring charges, acquisition-related costs, executive transition costs, asset impairments and other significant items that currently cannot be predicted without unreasonable efforts. The exact amount of these charges or credits are not currently determinable but may be significant. Accordingly, the Company is unable to provide equivalent GAAP measures or reconciliations from GAAP to non-GAAP for these financial measures.
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<td><strong>Culture, Community, Sustainability</strong></td>
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<td><strong>Closing</strong></td>
<td>Gerry Smith</td>
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Overview of ODP

Gerry Smith
Chief Executive Officer,
The ODP Corporation
The ODP Corporation is a leading provider of business products and services with differentiated assets and capabilities

- **~$8.5B+** 2022F Sales
- **~$400M+** 2022F Adj. EBITDA
- **~$200M+** 2022F Adj. FCF

**Digital platforms**
- 25%+ eComm fulfilled through BOPIS
- Emerging tech-enabled B2B platform
- 80% ODP Business Solutions orders through digital channel

**Multiple routes to market**
- 140k enterprise customers
- ~1,000 retail stores
- Award-winning eCommerce

**Expanding portfolio of products and services**

**Strong balance sheet** (Cash and liquidity)

**Unique supply chain assets**
Expansive network with differentiated capabilities

**98.5% US with next-day delivery**
Executing through a challenging environment and well-positioned for the future

**Industry Challenges**
- Inflationary environment
- Evolution of hybrid work environment
- Supply chain and procurement challenges
- COVID disruptions
- Shifting demand patterns

**Competitive Advantages**
- Low-cost business model
- Flexible operating and cost structure
- High-quality supply chain services
- Multiple routes to market
- Strong balance sheet
Over the next 3 years, we expect to repurchase ~$1B of shares.
Our low-cost business model is central to our success

**Lowered** our cost base

**Optimized** our asset base

**Drove** efficiencies throughout our business

**Built** culture dedicated to continuous improvement

More than $500M+ cost reductions 2017-2022
We have delivered strong results

Delivered strong operating results
Generated consistent free cash flow
Enhanced returns

Strong returns to shareholders

Returned $750M+ to shareholders since 2017
Returned $400M+ to shareholders since 2021
Balanced returning capital with disciplined investments in our business

Supply chain technology enhancements in software as well as just-in-time delivery algorithms

Technical development and scaling of our Varis B2B digital platform

Federation acquisitions and enhanced salesforce capabilities in our B2B distribution business

Technology to improve retail associate productivity
Our actions have positioned ODP for success

Recent actions drive value
- Business acceleration program
- Optimizing store footprint
- Executing Federation strategy
- Corporate entity re-organization
- Strategic evaluation process

Lessons that underpin our strategy
- Continuing to drive low-cost business model
- Turning Retail into a cash engine
- Realizing full value of assets with flexible structure
- Leveraging deep B2B relationships
Our synergistic four business unit (4-BU) model

- **B2B Distribution**
  - Expand margins, grow in adjacencies, cash flow

- **Omnichannel Retail**
  - Generate stable cash flows

- **3rd Party Logistics**
  - Drive incremental income by leveraging current asset base

- **Digital procurement technology platform**
  - Expand client base and accelerate growth

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**THE ODP CORPORATION**

- Provide efficient shared services
- Establish goals and incentives
- Allocate capital efficiently
4-BU model unlocks full value

Scale buying & supply chain
Improved asset utilization
Focused go-to-market strategies to drive growth
Pooled, efficient shared services
Efficient capital allocation
Aligned BU incentives
Our Vision

Empower every business, professional, and consumer with the products and services they need to achieve more every day

Deliver stability, growth, and value creation to shareholders
Our foundation

Customer • Commitment • Change
Caring • Creativity

Associate resource groups
Strong cash flow generation + Operational execution + Growth opportunities = Enhanced shareholder value

Disciplined capital allocation

Strong cash flow generation + Operational execution + Growth opportunities = Shareholder value

Creates transparency and opportunity for multiple expansion
Algorithm for shareholder value

2017-2021

Accelerate adjusted EPS growth

+15-25% CAGR

2022-2025

Continue to

1. Provide clear, defined capital allocation plan
2. Embed low-cost business model across BUs
3. Generate strong adjusted EBITDA and cash flow conversion
A compelling investment

Disciplined capital allocation to balance return of capital to shareholders with investment

Maximizing value of our assets across B2B relationships and supply chain

Balancing near-term opportunities and long-term growth across portfolio of BUs

Providing transparency across 4-BUs to ensure shareholder visibility into BU performance and peer multiples

Stable cash flow from long-standing customer relationships and established routes to market
Culture, Community, and Sustainability

Zoë Maloney
EVP and Chief Human Resources Officer, The ODP Corporation
Our 5C Culture drives everything we do

Customer
Build trust in our team, power the customer experience, and drive results

Creativity
Challenge the norm, exhibit courage, and innovate

Commitment
Align on key priorities, ensure accountability, and make informed decisions

Change
Demonstrate agility, explore new possibilities, and seek to learn and grow

Caring
Collaborate, build connections, and embody a sense of purpose
We continually invest in our most important asset—our people

Provide real-time coaching
Capitalize on unique opportunities for real-time and ongoing development

Create strategic formal trainings
Conduct targeted training on critical skills to thrive in the current business environment

Empower our employees
Reward and recognize achievement as they grow their careers with The ODP Corporation
We are committed to promoting Diversity, Equity, & Inclusion.

We have been recognized as DEI leaders:

- Best Places to Work for LGBTQ Equality
- Best Place to Work for Women
- Hispanic
- Latina Style 50
- Tripp Scott Diversity Champion Award
- Top Supplier Development Council
- Florida State Minority Supplier Development Council

We’re always improving our DEI work, introducing major new programs over the past five years:

- Grew our selection of diverse suppliers
- Joined the National Diversity Council
- Expanded Associate Resource Groups
We work toward ambitious sustainability initiatives in both our workplace and marketplace.

- Mandatory training on sustainability best practices
- How2Recycle labels added to 100% of private label products by 2025
- Our ESG story effectively communicated to customers
- Data provided to customers on cost, emissions, and plastic savings
Every day, we make a difference through our focus on community impact.
David Centrella
EVP of The ODP Corp and President of ODP Business Solutions
ODP Business Solutions is a leading provider of workplace products and technology solutions.

- ~$4B revenue
- 140k+ B2B customers
- 24 serving the 25 largest school districts in the US
- >98% revenue retention
- >60% revenue from Fortune 100 customers
- 1,200+ professional sales associates
We empower our clients to grow their businesses

Customized digital customer experience

Tailored spend reporting and controls

Curated assortment and personalized pricing

EDI and procurement integration including Varis

Differentiated value
We offer a depth and breadth of capabilities and solutions customized to our clients’ needs

Dedicated sales team with national footprint, local focus

Low-cost, high-quality products including private brand

Specialized delivery options including desktop delivery and store pick-up

Capabilities to support clients’ in-person and hybrid work models
<table>
<thead>
<tr>
<th></th>
<th>Category Growth</th>
<th>Customer Growth</th>
<th>Margin Growth</th>
</tr>
</thead>
</table>
| 1 | **Maintain strength** in traditional office supplies business  
**Drive greater adoption** across current accounts to win adjacencies - e.g., Janitorial & Sanitation (Jan/San) | **Grow in public sector** where we have a proven right-to-win and strategic partnerships  
**Continue Federation Acquisition Strategy** with M&A in new markets and expanded assortments  
**Leverage ESG requirement** trends to drive competitive advantage and deeper relationships with focus on Enterprise clients | **Expand our margin** in end markets  
**Commit to low-cost business model**  
**Increase penetration of private label products** |

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*Note: The text is a summary of strategic priorities for a business.*
We maintain a strong position in our core categories (paper, ink, toner, supplies, etc.)

~$10B TAM

~30% Share
### Strength in core while driving growth in adjacencies...

<table>
<thead>
<tr>
<th>CATEGORY</th>
<th>OUR MARKET SHARE</th>
<th>ODP MARKET OPPORTUNITY</th>
<th>TOP BRANDS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jan/San</td>
<td>&lt;10%</td>
<td>Large and growing</td>
<td>HIGHMARK, 3M, gojo, Kimball, WORKPRO, global, HON, GP, BLUETRITON, HP, Apple, logitech, EPSON, TAYLOR, TUL, h &amp; p</td>
</tr>
<tr>
<td>Furniture</td>
<td></td>
<td>Large and stable</td>
<td></td>
</tr>
<tr>
<td>Breakroom</td>
<td>&lt;2%</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Technology</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Print, Promo &amp; Apparel</td>
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</table>

41%* of revenue comes from adjacencies beyond traditional office supplies.

*FY2021
We offer flexibility to meet customers wherever they work.

End markets are robust, and we will further benefit from return to office tailwinds.

Demand projected to increase as customers return to offices & schools.

Our agile processes allow us to help our clients maintain operational continuity regardless of work setting for their employees.
Targeted customer acquisition with a focus on public sector business

~$1B in revenue
10K+ active K-12 customers
~40% purchases are beyond office supplies

PUBLIC SECTOR

~$6B addressable market across government and education

Today, we have ~15% market share

We have strategic partnerships driving strong competitive position
Continue our disciplined Federation strategy to enter underpenetrated markets & categories

Our Federation strategy has been highly accretive

Rationale

1. Allows us to enter new markets more efficiently
2. Further leverages our supply chain and procurement assets
3. Provides attractive revenue and growth opportunity
Leverage ESG requirements as differentiator across sectors

- Live ESG as part of our own 5C culture
- Leverage ESG requirement to drive competitive advantage and deeper relationships
- Opportunity to differentiate with product assortment, supplier agreements, and delivery consolidation
Grow EBITDA margins to >5% by 2025, exceeding pre-COVID levels

OUR APPROACH

- Maintain strength in traditional office supplies, while expanding to high growth adjacencies
- Employ disciplined pricing and sales strategies
- Expand margin to be commensurate with end markets
- Increase penetration of private label products
- Continue expansion of our Federation strategy
- Drive low-cost operating model

Continuous improvement and back-to-office tailwinds

2019 2020 2021 2022 2023 2024 2025
ODP
Business Solutions
2025

$4.4-4.6B
Revenue

>5%
EBITDA margins
Kevin Moffitt
EVP of The ODP Corporation and President of Office Depot
We see many opportunities to improve our business by combining our core assets

**Nationally Known Retail Brands**
Office Depot & OfficeMax brands that appeal to and drive loyalty with our target customer segments

**Strong Customer Base**
22M+ small business and consumer customers, including 15M loyalty members, generating over 300M Omnichannel interactions per year

**Innovative Omnichannel Capabilities**
High volume eCommerce website and mobile apps, robust digital marketing programs, industry-leading 20 Minute Pickup Promise, Same Day Delivery, and Ship from Store

**Large-Scale Store Footprint**
~1,000 retail stores in convenient locations across 43 states, PR & US Virgin Islands

**Client-Focused Team**
15k+ associates, generating 70+ store NPS, providing 24/7 phone, chat and social support. Committed to our SC Culture and achieving outstanding results

**Broad Services Portfolio**
Business Service Centers in all stores for copy, print, shipping & shredding, regional print facilities, technology services, and innovative co-working in seven states
Our five key strategies for success

Engage with our high value customer segments
Increase brand awareness, traffic, customer acquisition, and life-time value through expanded marketing and loyalty programs tailored to our three priority customer segments: Small Business, Home Office, and Education.

Innovate our assortment of products and services
Expand our solutions portfolio based on the specific needs of our three priority segments. Expand Private Brands, including both lower cost alternatives to national brands and exclusive, higher-quality products. Integrate products and services from local small businesses to support entrepreneurship and innovation.

Lead in Omnichannel
Improve and seamlessly integrate the physical and digital customer experiences, promoting convenience, partnership, and discovery. Update KPIs and team member incentives to encourage Omnichannel behaviors. Expand the capabilities of our eCommerce, mobile, and in-store technologies. Leverage stores as primary fulfillment points.

Deliver strong cash flow and EBITDA
Maximize cash generation by both reducing costs and ultimately growing sales. Leverage cash to both invest in the business and maximize shareholder value.

Live our culture and positively impact the communities we serve
Enable our SC Culture across the entire organization. Work as a unified team to increase diversity in all functional areas and at all levels. Advocate for education, entrepreneurship, and personal success in every community we serve.
Outstanding customer service is leading to improvements in Net Promoter Score.

Commitment to our customers has led to major wins:

- Grew customer satisfaction level despite COVID challenges.
- Focus on associate training resulted in highest NPS scores in ODP history.
- Effectively responded to changing customer needs through BOPIS acceleration.

Jan 2019: 59.1
July 2020: 65.6
Jan 2022: 69.1
Current: 72.5
We are focused on delivering value to our core customers.

**Small Business**
Entrepreneurs and office managers, shopping primarily for work

**Home Office**
Remote/hybrid/on-the-go professionals, shopping primarily for home

**Education**
Teachers, parents, and students, shopping primarily for school

7.5M Active customers in 2021

15M Active customers in 2021
We are innovating across our assortment to better serve our core customers

- SMB services including mail & ship
- Home office accessories
- Arts & crafts
BOPIS (Buy online, pickup in store) is growing and highly profitable.

Sustained jump in BOPIS demand vs. prior to pandemic

BOPIS lowers distribution costs and drives incremental trips

20-minute guarantee—Lead the industry in order turnaround time

Our capabilities provide convenient options for our customers

**BOPIS Sales ($M)**

<table>
<thead>
<tr>
<th>2019</th>
<th>2022</th>
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<tbody>
<tr>
<td>~$150M*</td>
<td>~$300M</td>
</tr>
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</table>

* Same store BOPIS sales – excludes stores closed between 2019 – 2022 and contribution from ODP Business Solutions order pick-up
Our strategy is focused on cash generation and profitability growth.

- Prioritize low-cost business model and expense management
- Optimize our retail store footprint
- Drive greater profitability through promoting BOPIS and private brand sales
Our culture is centered on achieving great results and making positive contributions in our communities.
Office Depot 2025

Revenue

$3.8-4.0B

EBITDA margin

~7%
John Gannfors
EVP of The ODP Corporation and President of Veyer
**World class assets and capabilities built over 35 years**

<table>
<thead>
<tr>
<th>Distribution network coverage</th>
<th>Logistics &amp; transportation capacity</th>
<th>Global sourcing capability</th>
<th>Advanced technology</th>
</tr>
</thead>
<tbody>
<tr>
<td>80M+ cartons delivered annually</td>
<td>600 vehicles in Veyer delivery fleet</td>
<td>International sourcing offices</td>
<td>Leading tech solutions</td>
</tr>
<tr>
<td>9M+ sq. ft. of infrastructure</td>
<td>Enhanced last mile delivery services</td>
<td>Buying power of $7B+ across categories</td>
<td>Proprietary analytics and modeling technology driving efficiencies and creating competitive advantage</td>
</tr>
<tr>
<td>100 facilities – DCs, cross docks, and direct import centers</td>
<td>Robust International and National carrier partnerships</td>
<td></td>
<td></td>
</tr>
<tr>
<td>4,000+ team members</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Strong value proposition to drive growth in 3PL market

Next-day delivery to 98.5% of US population
Advanced network specializing in B2B and B2C service delivery, at scale

Delivery to more than 60% of Fortune 100
Servicing many of the world's largest companies, with best-in-class service levels

End-to-end supply chain services offering
From procurement to fulfillment, Veyer can solve customers' largest logistics challenges

Three decades operating at scale make us uniquely able to deliver across a $600B+ market, unlocking value of experience and assets
Efficient and effective supply chain network

Veyer facilities
Form an extensive network
Across all major population demand centers
Serving hundreds of stores
And reaching 98.5% of US population next-day
<table>
<thead>
<tr>
<th>Why Veyer? Why now?</th>
</tr>
</thead>
<tbody>
<tr>
<td>Participate in large and growing market</td>
</tr>
<tr>
<td>Fully leverage our asset base and unlock value</td>
</tr>
<tr>
<td>Capitalize on strong demand for our unique capabilities and services</td>
</tr>
<tr>
<td>Build on existing momentum with third-party customers</td>
</tr>
</tbody>
</table>
2022-2025 Focus

1. Provide high quality service at competitive prices to internal customers through low-cost business model

2. Drive growth with new clients and services through continued modernization
1 Value proposition to internal customers

Low-cost model

High-quality service
Value proposition

National scale

Differentiated capabilities

Value proposition to external customers
Modernizing capabilities and maximizing utilization

Continue modernization to drive new revenue opportunities …

…while maintaining existing supply chain assets to maximize utilization
Unlocking the value of Veyer

1. Add new customers
2. Leverage and monetize scale assets
3. Modernize and continuously improve capabilities
4. Enhance value prop
Veyer 2025

In the near-term, driving capacity utilization in linehaul, backhaul, and freight consolidation

$30M+
External customer EBITDA

$90M+
Total enterprise EBITDA

Arms-length, market-based commercial agreements with ODP Business Solutions and Office Depot

Over time, growing new logos in 3PL and distribution business
Prentis Wilson
President of Varis
Transforming the complete procurement ecosystem for buying organizations and the suppliers who serve them.

Transform B2B commerce through digital platform

Solve pain points for buyers and suppliers

Deliver value for buyers and suppliers
Experienced business and product team

Prentis Wilson
president

Manuela Ajayi
chief product officer

Daniel Smith
chief customer officer

Terry Leeper
chief technology officer

Anne Rung
public sector

Stephanie Weeks
design

VARIS
Uniquely solves challenges for buyers and suppliers

Supplier challenges
- High customer acquisition costs
- Unpredictable customer spending
- Channels don’t drive revenue or retention

Buyer needs
- Plan for continuity of critical supplies
- Improve contract compliance and spend visibility
- Identify and realize cost savings across categories

$8T indirect spend
How Varis creates a trusted multi-sided platform

- **Marketplace**: One-stop consumer-like shop with many buyers and suppliers
- **Network**: Vetted and trusted business-grade suppliers
- **Workflow**: SaaS tools for buyers and suppliers
Varis has an industry leading e-procurement solution with a strong base of customers

100%
Customer retention since BuyerQuest acquisition

64%+
Annual growth in spend under management since March 2020

>21k
Unique locations using Varis

E-Procurement industry map

- Solutions leader
- Value leader
- Emergent contender
- Customer leader

The center of the axes represents the average SolutionMap scores (not 0.0) which vary with each release. Source: SpendMatters
Varis is expanding to the underserved small, medium, and mid-market customer segment

Varis' enterprise customer base today (subscription model)

Mid-market

Full potential Varis target market (GMV model)

Small and medium

Clear value:

- Consumer-like user experience
- Enterprise-grade controls
- Enterprise-volume pricing
- Vetted B2B grade suppliers
Varis is accelerating growth through a mix of subscription and GMV revenue-share models.

Pricing model benefits buyers and suppliers:
- Flexible cost structure
- Aligns with value creation

GMV revenue-share influenced by several factors including:
- Customer
- Categories
- Complexity
- … and others
Roadmap to deliver shareholder value quickly while building long-term scale

**Becoming Varis**
Prentis Wilson joined, and the Varis leadership team was formed. Varis acquires BuyerQuest software and team.

**Launched Varis platform**
Signed key buyers and suppliers, began ramping customer onboarding.

**Massive scalability that decreases costs**
Focus on rapid deployment of marketplaces and suppliers.

**Expand offerings and capabilities**
New opportunities for buyers, suppliers and more in areas like inventory, logistics, payments, and advertising.

**Expand value**
Expansion of payments capabilities, improved catalog management, expanded contract management and more.

2021  2022  2023  2024  Beyond
Varis is a logical expansion for The ODP Corporation

Procurement technology is a logical extension of the business solutions The ODP Corporation has created for our customers and shareholders.


Future-proofing revenue streams: as a digital-first platform, Varis expands avenues for growth and value creation.
Aspiration: path for long-term value creation

- Continues to drive high growth
- Drives hypergrowth in 2022-25
  >130% revenue CAGR
- 2025: $120M+ in revenue
- Turns cashflow positive in 2025
We are exploring alternative funding structures

Core platform investments are complete

Partnering with Perella Weinberg to raise external capital for the next phase of Varis

Growth is accelerating with reference customers and a compelling value proposition
Financial Review and Targets

D. Anthony Scaglione
EVP and Chief Financial Officer, The ODP Corporation
**Illustrative re-mapped 4-BU structure**

Division-specific and recast financials are illustrative, unaudited and rounded.

<table>
<thead>
<tr>
<th>2021 FY ODP</th>
<th>Business Solutions Division</th>
<th>Retail</th>
<th>Corporate/Other</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
<td>$4.6B</td>
<td>$3.8B</td>
<td>$30M</td>
</tr>
<tr>
<td>Adj. EBITDA</td>
<td>$140M</td>
<td>$350M</td>
<td>($25M)</td>
</tr>
<tr>
<td>Margin</td>
<td>3.0%</td>
<td>9.2%</td>
<td>-</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Adjusted Corporate/Other</th>
<th>The ODP Corporation</th>
</tr>
</thead>
<tbody>
<tr>
<td>$30M</td>
<td>$5.5%</td>
</tr>
<tr>
<td>($25M)</td>
<td>($5.6B)</td>
</tr>
<tr>
<td>($30M)</td>
<td>$465M</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>2021 FY ODP</th>
<th>Illustrative Recast</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
<td>ODP</td>
</tr>
<tr>
<td>$3.6B</td>
<td>$4.8B</td>
</tr>
<tr>
<td>Adj. EBITDA</td>
<td>$75M</td>
</tr>
<tr>
<td>Margin</td>
<td>2.1%</td>
</tr>
</tbody>
</table>
Our algorithm for shareholder value

1. Embed low-cost business model across our BUs
2. Strong EBITDA and cash flow conversion
3. Provide clear, defined capital allocation plan
Each of our 4 business units has a dedicated role in the portfolio.

**THE ODP CORPORATION**

- **Low-cost business model**
- **EBITDA and EPS growth**
- **Responsible capital allocation**

---

**B2B Distribution**

- **ODP Business Solutions**
- Expand margins, grow in adjacencies, cash flow

**Office Depot OfficeMax**

- **Omnichannel Retail**
- Generate stable cash flows

**VEYER**

- **3rd Party Logistics**
- Drive incremental income by leveraging current asset base

**VARIS**

- **Digital procurement technology platform**
- Expand client base and accelerate growth
Evolution of our 4-BU model over time

2022:
- Today
- 2-BU reporting structure
- Long-term incentives tied to prior model
- One capital structure

2023:
- Future state
- 4-BU reporting structure
- Begin transition to match incentives to new 4-BU structure

Beyond:
- Explore BU-level capital structures
Disciplined capital allocation plan 2023-2025

~$1.4B 3-year liquidity
(~$1B in cash from operations & ~$0.4B from leverage)

Share repurchases
~$1B | ~75%

Strong FCF generation and balance sheet

CAPEX / Investment
~$350M | ~25%
We will invest in highest ROI opportunities

**CAPEX / Investment plan highlights**

- **Continuing our disciplined Federation strategy** to enter underpenetrated markets & categories
- **Expanding assortment** in adjacent categories

**Office DEPOT OfficeMax**

- **Maintaining with CAPEX to preserve stable FCF generation**
- **Investing in select technological tools** to optimize margins and connect to customers

**VEYER**

- **Lowering operating costs** to serve Business Solutions and Office Depot
- **Adding capabilities to enable external customer growth in high value supply chain services**

**VARIS**

- **Scaling through targeted automation** to lower operating costs
- **Adding monetizable functionality** that addresses B2B industry pain points
## Consolidated results

<table>
<thead>
<tr>
<th></th>
<th>2019-2021</th>
<th>2022</th>
<th>2022-2025</th>
<th>2025</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Revenue</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(6%) CAGR</td>
<td>~$8.45-8.60B</td>
<td>~1% CAGR</td>
<td>~$8.5-8.7B</td>
<td></td>
</tr>
<tr>
<td><strong>Adj. EBITDA %</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(20) BPS</td>
<td>~5%</td>
<td>&gt;6%</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2% CAGR</td>
<td>~$4.10-4.50</td>
<td>~15-25% CAGR</td>
<td>~$7.00-8.00</td>
<td></td>
</tr>
</tbody>
</table>

Note: Revenue and EBITDA are post intercompany eliminations, data excludes CompuCom figures.
ODP has tools at its disposal to navigate through economic cycles

1. Accelerate ongoing low-cost business model initiatives
2. Strong balance sheet to support additional liquidity
3. Flexible capital allocation
Investors can track our progress with metrics for each business unit:

- Total adjacency % of revenue
- Same store sales comp
- External customer EBITDA contribution
- Gross merchandising volume (GMV on revenue share)

We will continue to review and evolve relevant metrics to track performance.
Summary
ODP delivers shareholder value via FCF generation with disciplined capital allocation.

Shareholder value

FCF generation

Disciplined capital allocation strategy

Revenue stability

Low-cost business model

Growth through new product and service categories
Closing remarks

Gerry Smith
Chief Executive Officer,
The ODP Corporation
<table>
<thead>
<tr>
<th>BUSINESS UNIT</th>
<th>INDUSTRY CLASSIFICATION</th>
<th>PORTFOLIO ROLE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Office Depot</td>
<td>Omnichannel Retail</td>
<td>Generate stable cash flows</td>
</tr>
<tr>
<td>OfficeMax</td>
<td>B2B Distribution</td>
<td>Expand margins, grow in adjacencies, cash flow</td>
</tr>
<tr>
<td>ODP Business Solutions</td>
<td>3rd Party Logistics</td>
<td>Drive incremental income by leveraging current asset base</td>
</tr>
<tr>
<td>Veyer</td>
<td>Digital Procurement Technology Platform</td>
<td>Expand client base and accelerate growth</td>
</tr>
<tr>
<td>VARIS</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
A compelling investment

- **Disciplined capital allocation** to balance return of capital to shareholders with investment
- **Maximizing value of our assets** across B2B relationships and supply chain
- **Balancing near-term opportunities and long-term growth** across portfolio of BUs
- **Providing transparency** across 4-BUs to ensure shareholder visibility into BU performance and peer multiples
- **Stable cash flow** from long-standing customer relationships and established routes to market

Over the next 3 years, we expect to repurchase ~$1B of shares

+15-25% CAGR

2017-2021

2022-2025

Accelerate EPS Growth
Unlocking our potential
Supplementary information
Appendix
Veyer EBITDA ambition

**INTERNAL**

$60M  
2025 EBITDA

**EXTERNAL**

$90M  
2025 EBITDA

$90M  
2025 EBITDA

$30M  
2025 EBITDA

Provide high quality service at competitive prices to internal customers, Office Depot / Office Max and ODP Business Solutions.

Drive growth with external customers through differentiated capabilities and national scale.
Veyer charges for end-to-end supply chain services via two market-based rate cards.

**Revenue**

Volume
Veyer provides end-to-end supply chain services from sourcing to fulfillment and distribution for Office Depot / OfficeMax and ODP Business Solutions.

Two rate cards: sourcing & supply chain
Commercial Agreements (CAs) with internal customers set market-based rate cards for Veyer services.

**Profit**

Margin commensurate with value added
Veyer profits in line with value created by assets and capabilities.

**Strategic focus**

Low-cost provider at best service levels
Incentive structure keeps Veyer focused on low cost at best service levels.
<table>
<thead>
<tr>
<th>Service description</th>
<th>Linehaul and backhaul</th>
<th>Freight consolidation</th>
<th>Sourcing and supply chain services</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Monetizing capacity on current routes</td>
<td>• Inbound freight services for existing vendors, offsetting portion of product cost</td>
<td>• End-to-end supply chain services from sourcing to distribution and fulfillment</td>
<td></td>
</tr>
</tbody>
</table>

**Representative Customers**
- Global CPG brand
- Global grocery chain
- Cleaning supplies brand
- Pen manufacturer

**Unit economics**
- High EBITDA passthrough due to low incremental costs
- Mid-to-high EBITDA generation through cost reduction for services provided (explained on next page)
- In line with other 3PLs – Moderate-to-low EBITDA conversion from complex services

**Growth path**
- Source incremental demand through brokers to increase use of existing assets
- Expand coverage of existing vendors to increase use of existing assets
- Continue modernization roadmap to unlock growth

**Timing**
- Near-term growth with existing capabilities
- Near-term growth with existing capabilities
- Ramping in 2024-2025 through modernization efforts

Veyer offers 3 key services
Freight consolidation for existing vendors generates EBITDA, targeting $10-15M EBITDA in 2025.

Veyer does not recognize freight consolidation as revenue, but rather through contra expense against product costs. EBITDA contributed would require ~$65-85M of revenue for a typical 3PL.
2025
Path to ~$30M external EBITDA

Key investments in 2022-25
- ERP enhancements
- Inventory separation and visibility
- Processes needed to support 3rd-party at scale
- Self-funded investments in salesforce
Varis connects buyers and suppliers

 Suppliers

- Spend control
- Cost savings
- Predictable supply

 Varis

 Buyers

- Acquisition channel
- Customer relationships
- Predictable demand

- Consumer-like buying
- Integrated catalogs
- Accounts payable automation
- Payments processing
- Reporting
- Procurement tools
Key takeaways about Varis

We’re creating a **transformative**, customer-centric B2B digital procurement platform

We are growing and scaling in a **massive**, underserved market

We have **momentum** - technology and customer partnerships well underway; strong internal and external validation

We have an **experienced leadership team** who have successfully disrupted B2B e-commerce before

We have a **clear roadmap** focused on efficient scaling to decrease costs and rapid growth

We are expanding models to a GMV-based revenue-share that will increase monetization, leading to our goal of $120M+ revenue in 2025

We are pursuing outside investment to help fund the business and accelerate growth