

**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)	(561) 438-4800 (Registrant's Telephone Number, Including Area Code)	33496 (Zip Code)

Former Name or Former Address, If Changed Since Last Report: N/A

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	Trading Symbol(s)	Name of Each Exchange on which Registered
Common Stock, par value \$0.01 per share	ODP	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 99.1 [Press Release of The ODP Corporation, dated November 2, 2022.](#)

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.

SIGNATURE

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.

Date: November 2, 2022

THE ODP CORPORATION

/s/ SARAH E. HLAVINKA

Name: Sarah E. Hlavinka

Title: EVP, Chief Legal Officer and Corporate Secretary



News Release



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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

Provides Long-Term Targets with Stable Revenue, Margin Expansion, and a Plan to Significantly Increase EPS by 2025

Realigned Structure Creates Solid Foundation for Steady Growth and Greater Transparency on the Value and Performance of Each Business Unit: ODP Business Solutions, Office Depot, Veyer, and Varis

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⁽¹⁾

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 to non-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; incurrence 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.

TODAY'S AGENDA

Overview of ODP	Gerry Smith
Culture, Community, Sustainability	Zoe Maloney
ODP Business Solutions	David Centrella
Office Depot	Kevin Moffitt
Veyer	John Gannfors
Varis	Prentis Wilson
Financial Review and Targets	Anthony Scaglione
Closing	Gerry Smith

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



7.5M
business customers

22M
total customers



15,000+ store
associates



Global sourcing
from **14 countries**



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%



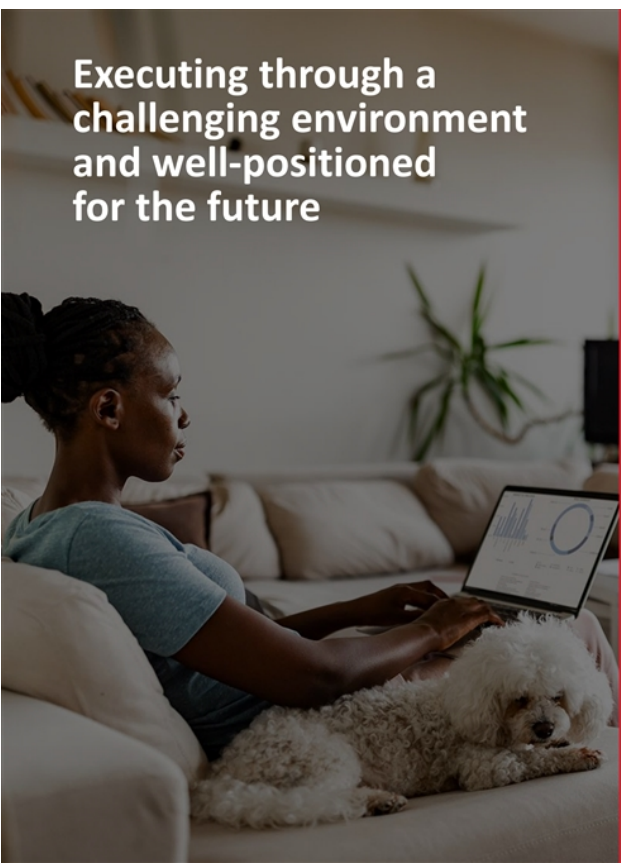
THE
ODP
CORPORATION

odp BUSINESS SOLUTIONS™

Office DEPOT
OfficeMax

VEYER

VARIS™



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



Announcing
ODP's new share
repurchase plan

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

THE
ODP
CORPORATION

Provide efficient
shared services

Establish goals
and incentives

Allocate
capital efficiently

THE
ODP
CORPORATION

odp BUSINESS SOLUTIONS™ | Office DEPOT OfficeMax™ | VEYER™ | VARIS™ 12

THE ODP CORPORATION

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

4-BU model unlocks full value



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



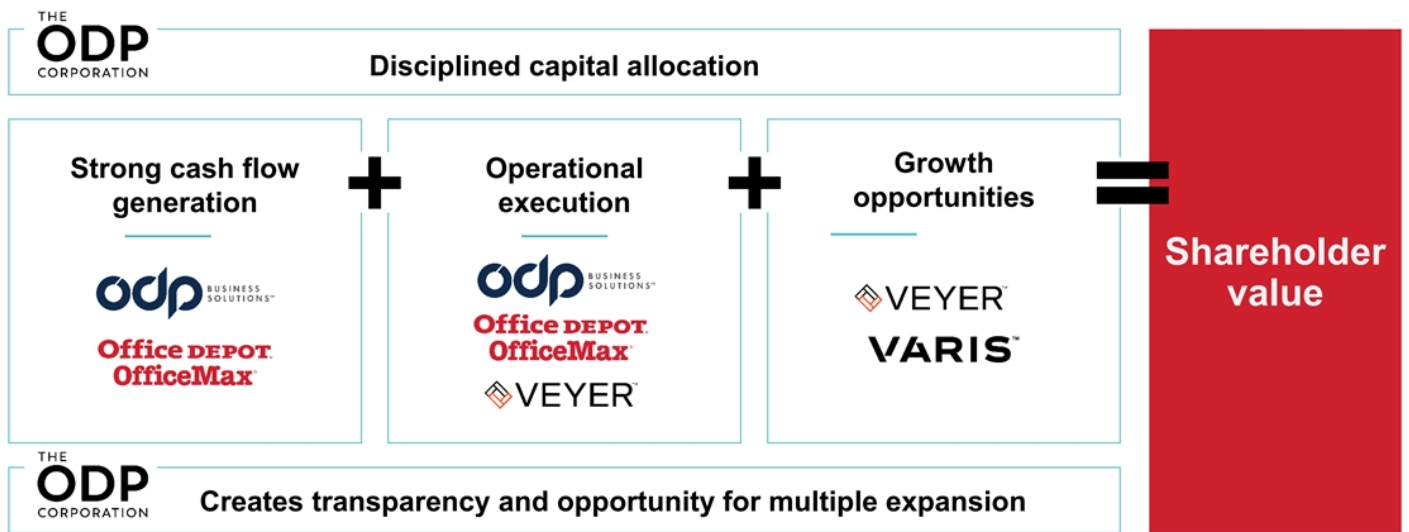
Customer • Commitment • Change
Caring • Creativity



Associate resource groups



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



Algorithm for shareholder value



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

THE
ODP
CORPORATION



Today's presenters



Gerry Smith
Chief Executive Officer,
The ODP Corporation



Zoë Maloney
EVP and Chief Human Resources
Officer, The ODP Corporation



David Centrella
EVP of The ODP Corporation and
President of ODP Business Solutions



Kevin Moffitt
EVP of The ODP Corporation and
President of Office Depot



John Gannfors
EVP of The ODP Corporation and
President of Veyer



Prentis Wilson
President of Varis



D. Anthony Scaglione
EVP and Chief Financial Officer,
The ODP Corporation



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

Commitment

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

Creativity

Challenge the norm, exhibit
courage, and innovate

Change

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

5C CULTURE

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



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



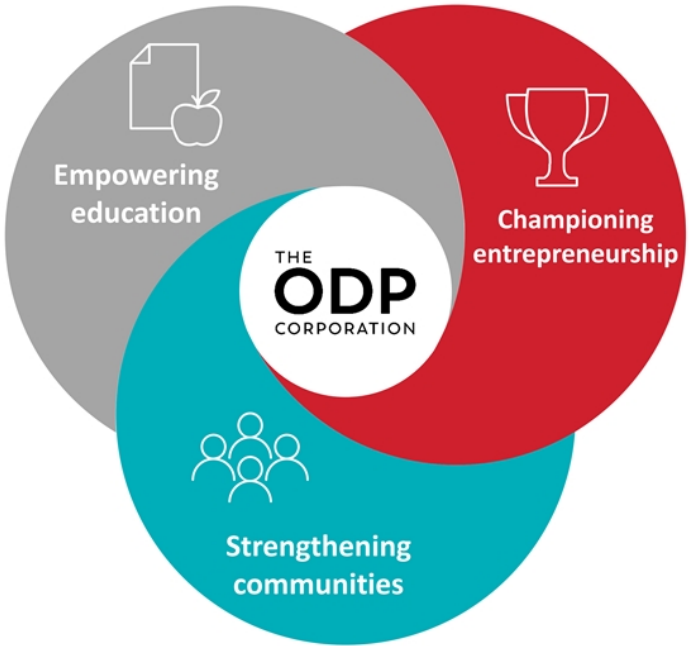
We work toward ambitious sustainability initiatives in both our workplace and marketplace



- ✔ Mandatory training on **sustainability best practices**
- ✔ Our **ESG story** effectively communicated to customers
- ✔ **How2Recycle labels** added to 100% of private label products by 2025
- ✔ Data provided to customers on **cost, emissions, and plastic savings**



Every day, we make a difference through our focus on community impact

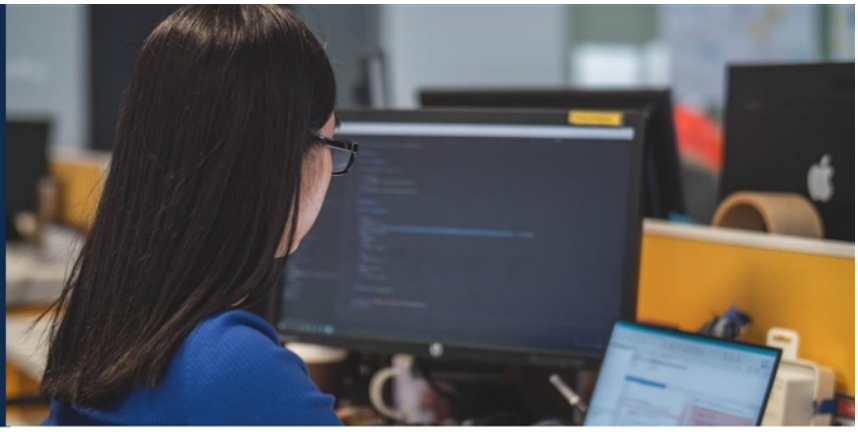




David Centrella

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



serve
140k+

B2B
customers



serve
24
of the 25 largest
school districts
in the US



>98%

revenue
retention



serve
>60%

of Fortune 100
as customers



1,200+

professional
sales associates

We empower our clients to grow their businesses



Three strategic priorities

1 Category Growth

Maintain strength in traditional office supplies business

Drive greater adoption across current accounts to win adjacencies – e.g., Janitorial & Sanitation (Jan/San)

2 Customer Growth

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

3 Margin Growth

Expand our margin in end markets

Commit to low-cost business model

Increase penetration of private label products

We maintain a strong position in our core categories (paper, ink, toner, supplies, etc.)



1

~\$10B
TAM

~30%
Share



Strength in core while driving growth in adjacencies...

1

CATEGORY	OUR MARKET SHARE	ODP MARKET OPPORTUNITY	TOP BRANDS		
 Jan/San  Furniture  Breakroom	<p><10%</p>	<p>Large and growing</p>	   Kimball realspace   HON		
 Technology  Print, Promo & Apparel			<p><2%</p>	<p>Large and stable</p>	  logitech  TAYLOR  

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

HIGHMARK.
CLEANS THINGS UP



CUSTOMER GROWTH

2

ESG

- ✓ 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

The background of this slide is an aerial view of a lush green forest with a river winding through it. The text and logos are overlaid on this image.

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

ODP
Business
Solutions
2025

\$4.4-4.6B

Revenue

>5%

EBITDA margins

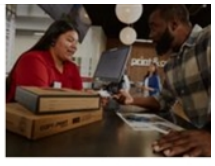
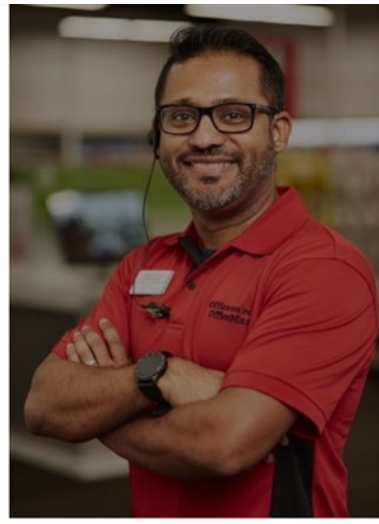


Office DEPOT. OfficeMax®

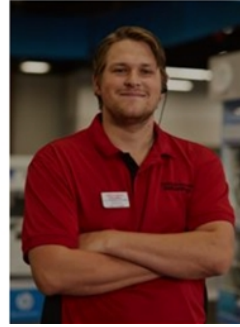


Kevin Moffitt

EVP of The ODP Corporation and
President of Office Depot



**Office DEPOT.
OfficeMax**



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 5C 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.**

1

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.**

2

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.

3

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.**

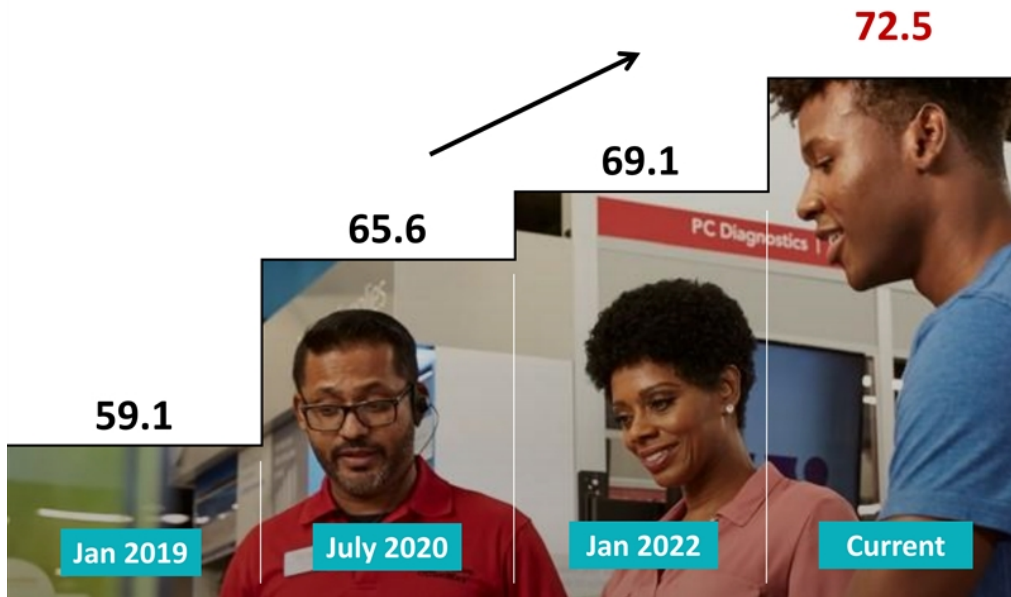
4

Live our culture and positively impact the communities we serve

Enable our 5C 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.**

5

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

We are focused on delivering value to our core customers 1

Small Business

Entrepreneurs and office managers, shopping primarily for work



7.5M

Active customers in 2021

Home Office

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



15M

Education

Teachers, parents, and students, shopping primarily for school



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

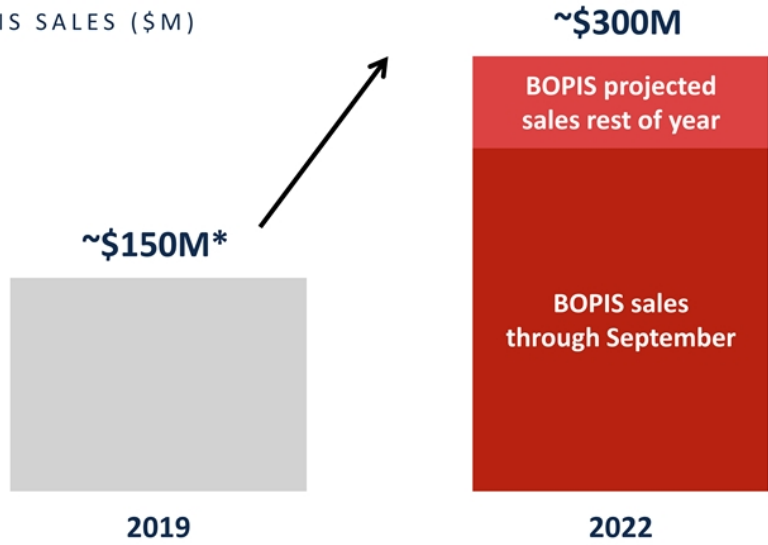
BOPIS lowers distribution costs and drives incremental trips

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



Our capabilities provide convenient options for our customers

BOPIS SALES (\$M)



* 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

5



Office Depot 2025

**\$3.8-
4.0B**



Revenue

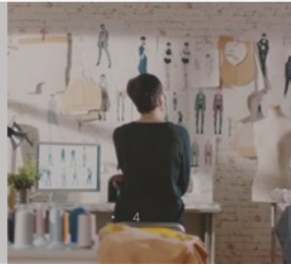
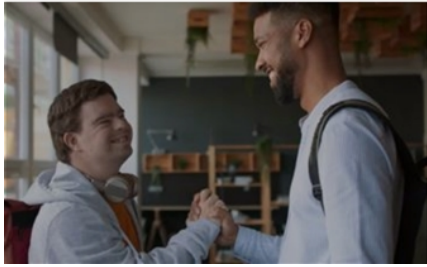
~7%



EBITDA
margin



ImagineSuccess™





John Gannfors

EVP of The ODP Corporation and
President of Veyer

World class assets and capabilities built over 35 years



Distribution network coverage

80M+ cartons delivered annually
9M+ sq. ft. of infrastructure
100 facilities – DCs, cross docks, and direct import centers
4,000+ team members

Logistics & transportation capacity

600 vehicles in Veyer delivery fleet
Enhanced last mile delivery services
Robust International and National carrier partnerships

Global sourcing capability

International sourcing offices
Buying power of \$7B+ across categories

Advanced technology

Leading tech solutions
Proprietary analytics and modeling technology driving efficiencies and **creating competitive advantage**



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

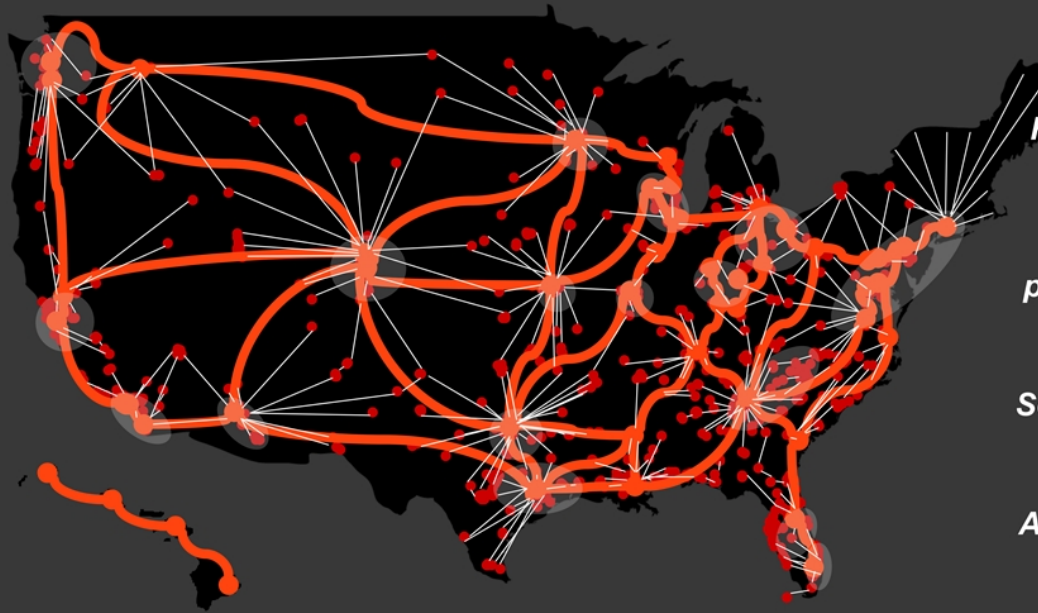
Servicing many of the world's largest companies, with best-in-class service levels

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



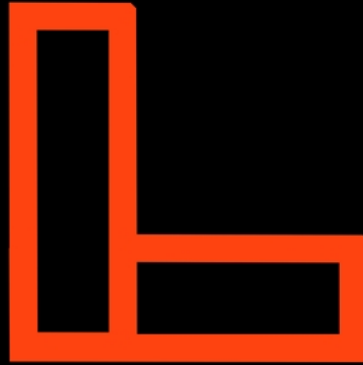
Why Veyer? Why now?

-  Participate in large and growing market
-  Fully leverage our asset base and unlock value
-  Capitalize on strong demand for our unique capabilities and services
-  Build on existing momentum with third-party customers

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



National scale



Differentiated capabilities

2

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

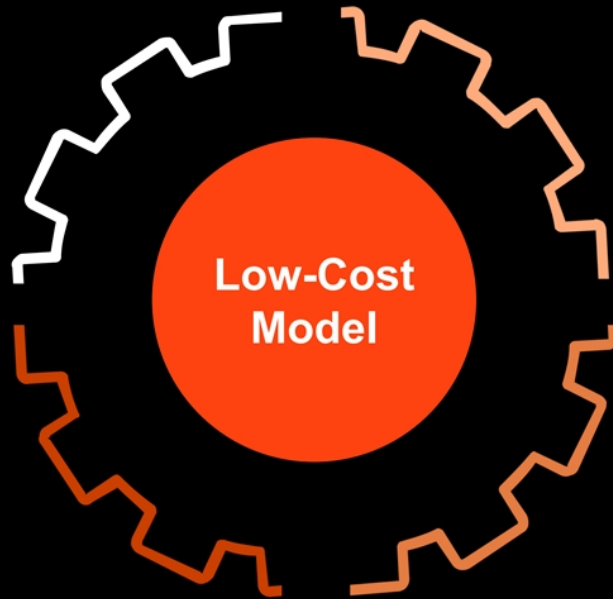
Leverage and monetize scale assets

4

Enhance value prop

3

Modernize and continuously improve capabilities



Veyer 2025



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

\$30M+

External customer EBITDA



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

\$90M+

Total enterprise EBITDA



Over time, growing new logos in 3PL and distribution business

VARIS



Prentis Wilson

President of Varis

VARIS

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

amazon  Honeywell




Manuela Ajayi
chief product officer

amazon  Microsoft



Daniel Smith
chief customer officer

amazon  perotsystems



Terry Leeper
chief technology officer

amazon  Microsoft



Anne Rung
public sector

amazon   Executive Office of POTUS



Stephanie Weeks
design

amazon  Blackboard

Uniquely solves challenges for buyers and suppliers

Supplier challenges

High customer acquisition costs

Unpredictable customer spending

Channels don't drive revenue or retention



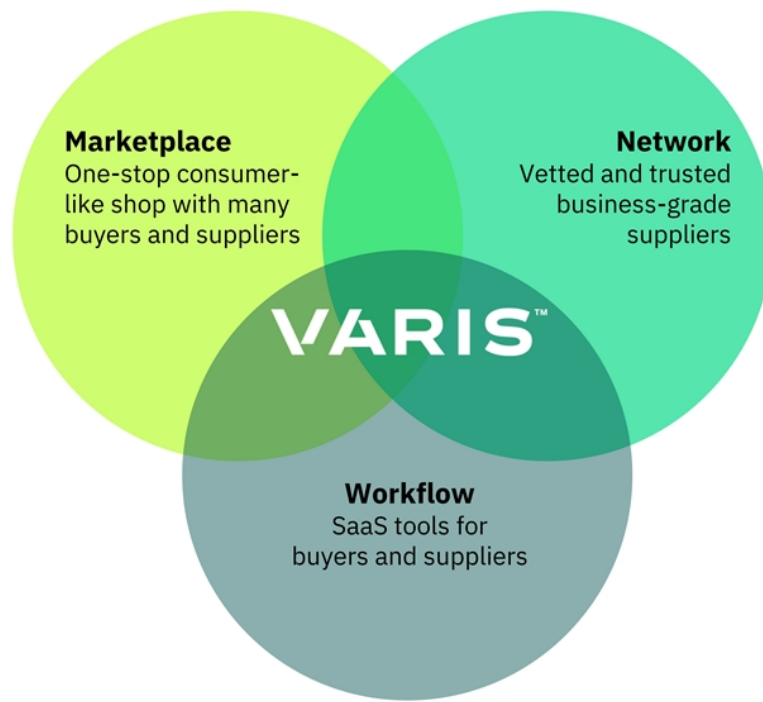
Buyer needs

Plan for continuity of critical supplies

Improve contract compliance and spend visibility

Identify and realize cost savings across categories

How Varis creates a trusted multi-sided platform



Varis has an industry leading e-procurement solution with a strong base of customers

100%

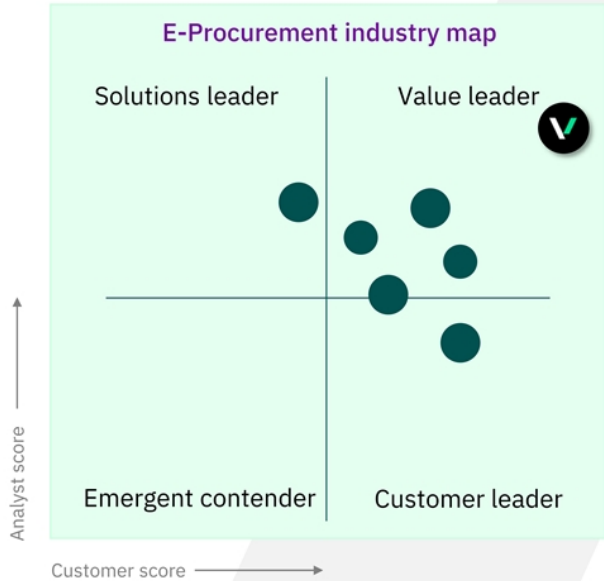
Customer retention since BuyerQuest acquisition

64%+

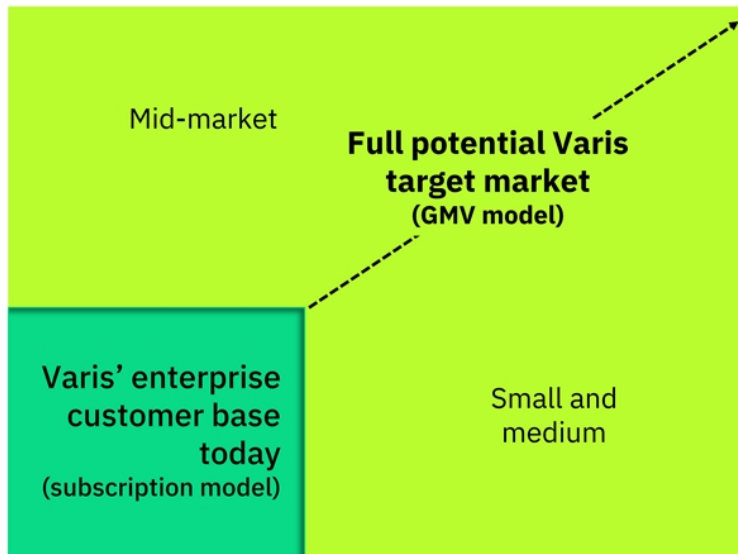
Annual growth in spend under management since March 2020

>21k

Unique locations using Varis



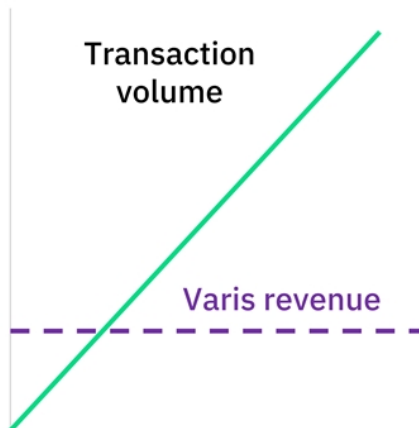
Varis is expanding to the underserved small, medium, and mid-market customer segment



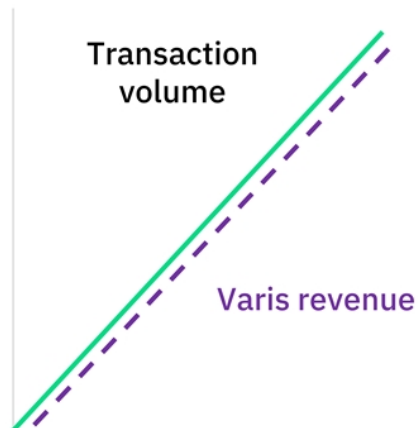
Clear value:

- ✓ 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



Example customer in subscription model



Example customer in GMV revenue-share model

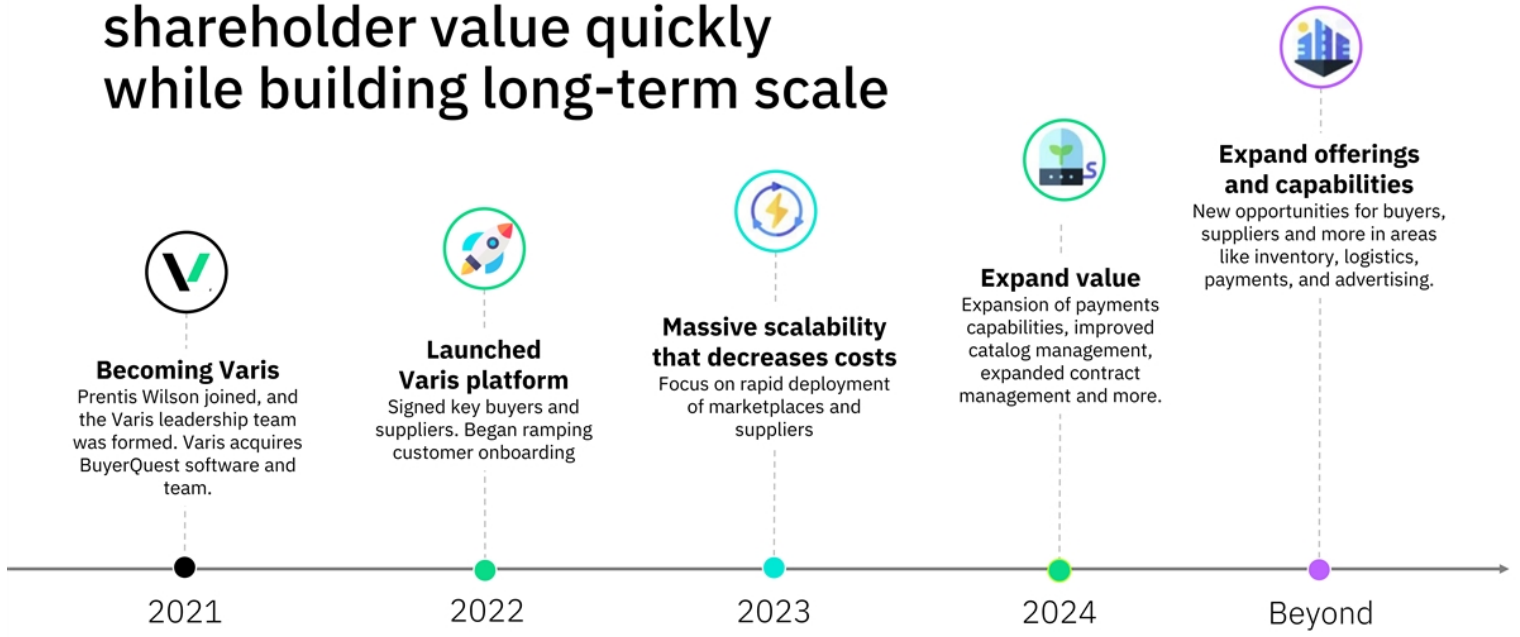
Pricing model benefits buyers and suppliers:

- ✓ 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



Varis is a logical expansion for The ODP Corporation



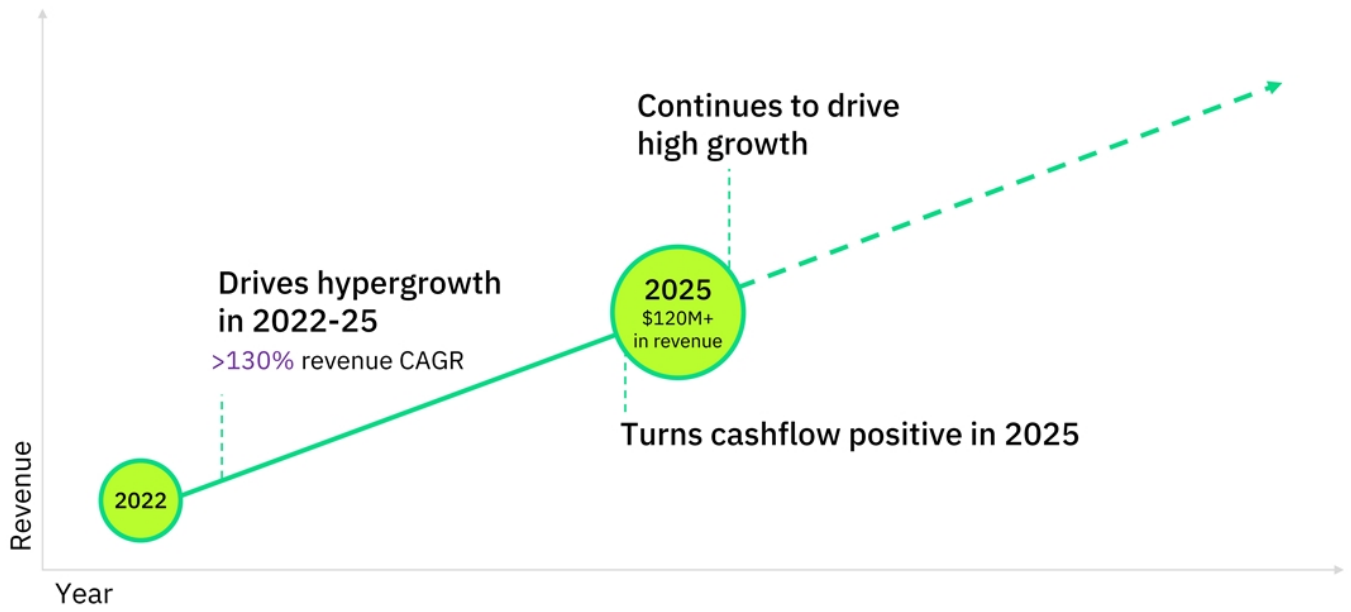
Procurement technology is a logical extension of the business solutions The ODP Corporation has created for our customers and shareholders.

ODP Business Solutions' strong B2B relationships accelerate growth for Varis, and Varis drives **increased value and growth** for ODP Business Solutions.

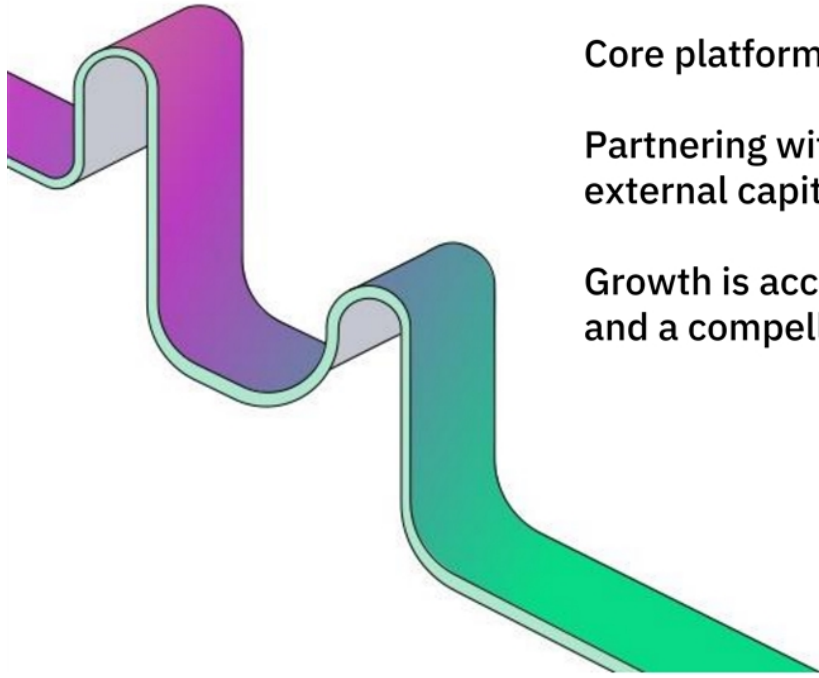


VARIS **Future-proofing revenue streams:** as a digital-first platform, Varis expands avenues for growth and value creation.

Aspiration: path for long-term value creation



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

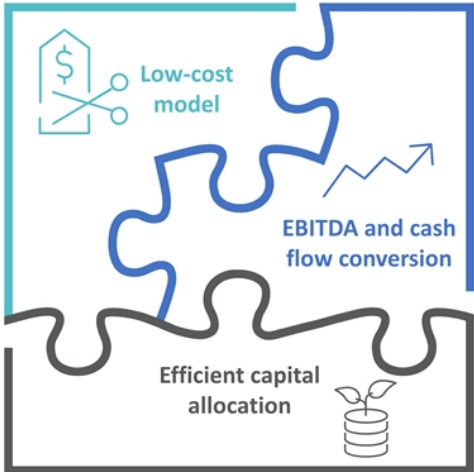
Illustrative re-mapped 4-BU structure

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

2021 FY ODP	Business Solutions Division	Retail	Corporate/Other	THE ODP CORPORATION
Revenue	\$4.6B	\$3.8B	\$30M	\$8.5B
Adj. EBITDA	\$140M	\$350M	(\$25M)	\$465M
Margin	3.0%	9.2%	-	5.5%

2021 FY ODP Illustrative Recast	odp BUSINESS SOLUTIONS™	Office DEPOT OfficeMax	VEYER	VARIS™	Corporate and inter-company eliminations	THE ODP CORPORATION
Revenue	\$3.6B	\$4.8B	\$5.6B	\$5M	(\$5.6B)	\$8.5B
Adj. EBITDA	\$75M	\$375M	\$70M	(\$25M)	(\$30M)	\$465M
Margin	2.1%	7.8%	1.3%	N/A	-	5.5%

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

odp BUSINESS SOLUTIONS™

B2B Distribution

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

THE
ODP
CORPORATION

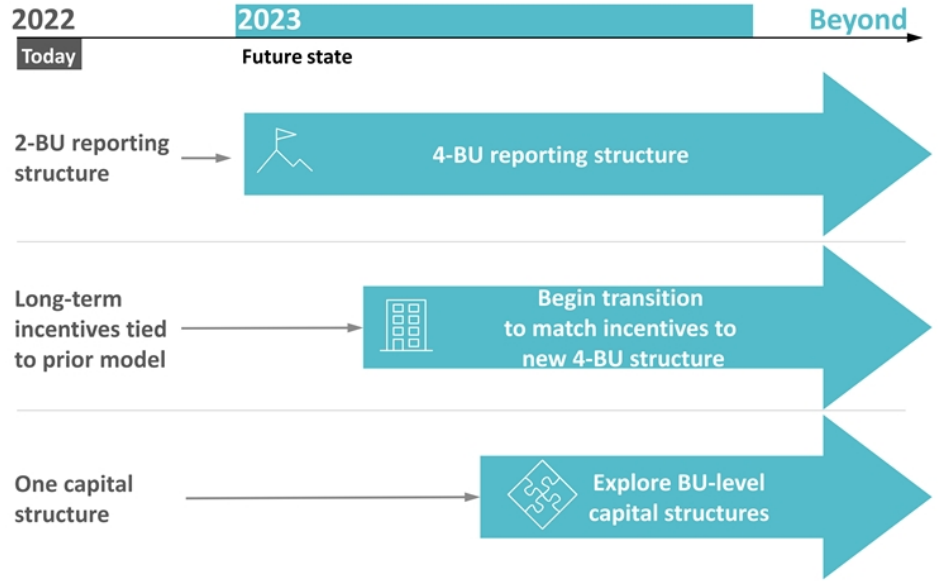
odp BUSINESS SOLUTIONS™

Office DEPOT
OfficeMax

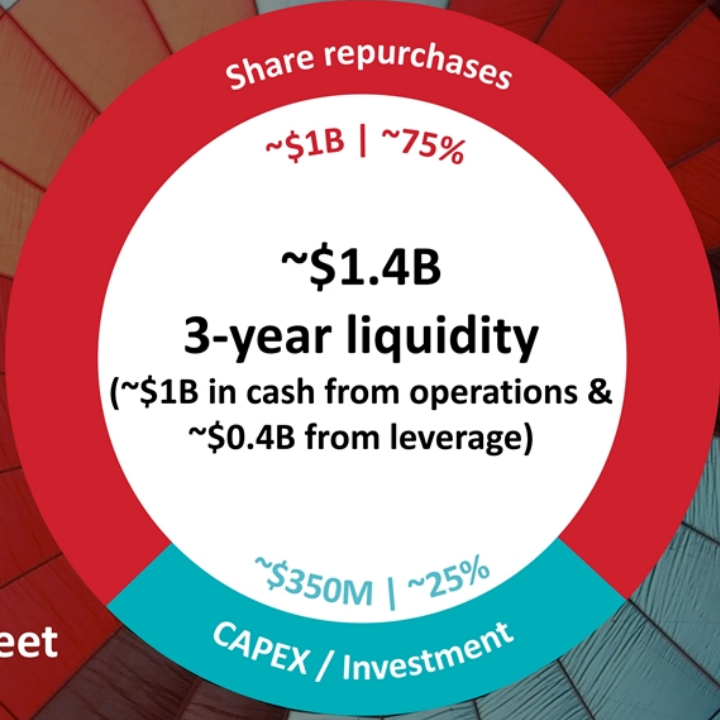
 **VEYER**

VARIS™

Evolution of our 4-BU model over time



**Disciplined
capital
allocation
plan
2023-2025**



**Strong FCF
generation
and balance street**

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



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



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



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

Consolidated results



Revenue



Adj. EBITDA %



Adj. EPS

ODP
THE ODP CORPORATION

THE
ODP
CORPORATION

2019-2021

2022

2022-2025

2025

(6%) CAGR ~\$8.45-8.60B

~1% CAGR \$8.5-8.7B

(20) BPS ~5%

+100 BPS >6%

2% CAGR ~\$4.10-4.50

~15-25% CAGR **~\$7.00-8.00**

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



Online
penetration



External customer
EBITDA contribution

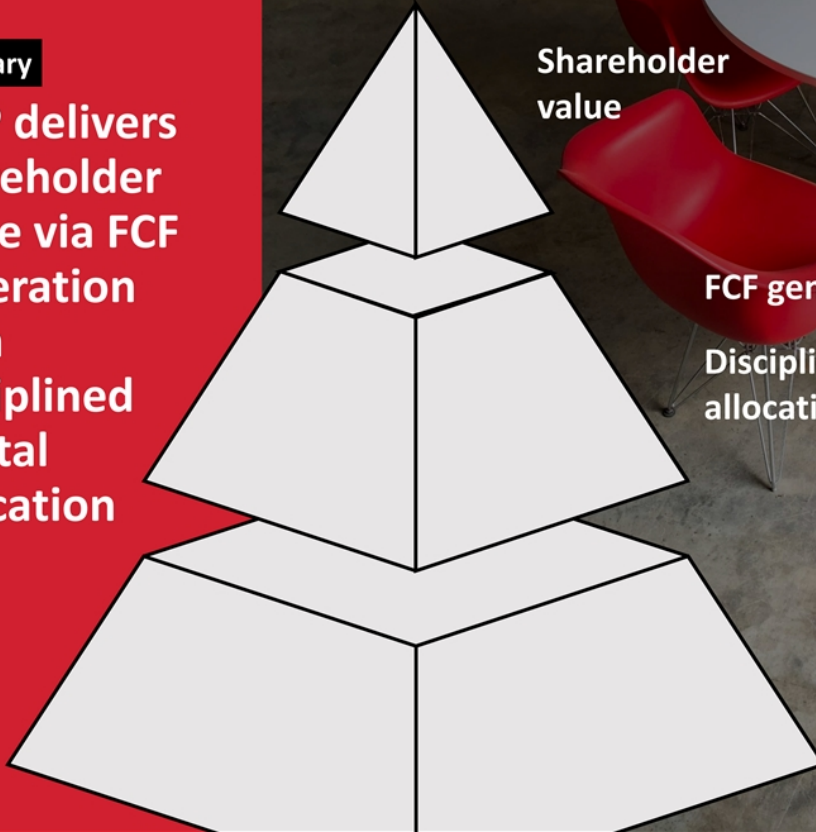


Gross
merchandising
volume (GMV on
revenue share)

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

THE
ODP
 CORPORATION
 Unlocking
 value from
 our 4-BU
 model

BUSINESS UNIT	INDUSTRY CLASSIFICATION	PORTFOLIO ROLE
Office DEPOT. OfficeMax	Omnichannel Retail 	Generate stable cash flows
	B2B Distribution 	Expand margins, grow in adjacencies, cash flow
	3 rd Party Logistics 	Drive incremental income by leveraging current asset base
VARIS	Digital Procurement Technology Platform 	Expand client base and accelerate growth

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



Accelerate EPS Growth



Unlocking our potential



Supplementary information



Appendix

Veyer EBITDA ambition

INTERNAL

\$60M
2025 EBITDA



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

EXTERNAL

\$30M
2025 EBITDA



Drive growth with **external customers** through **differentiated capabilities** and **national scale**

\$90M
2025 EBITDA

INTERNAL

Veyer charges for end-to-end supply chain services via two market-based rate cards



Revenue

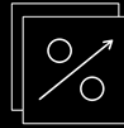
Profit

Strategic focus



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



Margin commensurate with value added

Veyer profits in line with value created by assets and capabilities



Low-cost provider at best service levels


Incentive structure keeps Veyer focused on low cost at best service levels

Transportation services

Sourcing and supply chain services

Linehaul and backhaul

Freight consolidation

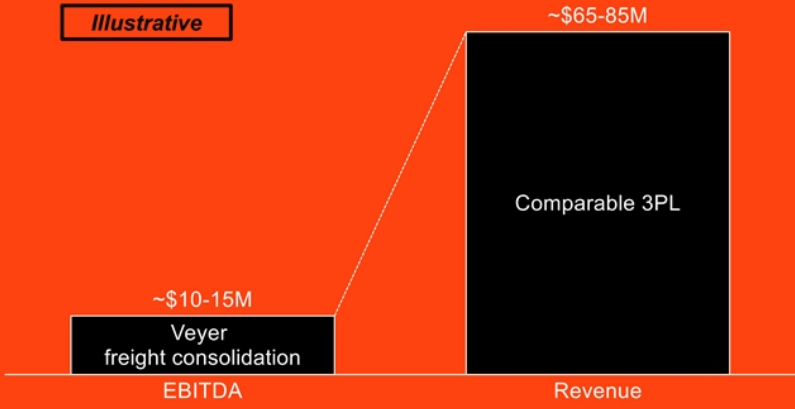
Service description	<ul style="list-style-type: none"> Monetizing capacity on current routes 	<ul style="list-style-type: none"> Inbound freight services for existing vendors, offsetting portion of product cost 	<ul style="list-style-type: none"> End-to-end supply chain services from sourcing to distribution and fulfillment
Representative Customers	<ul style="list-style-type: none"> Global CPG brand Global grocery chain 	<ul style="list-style-type: none"> Cleaning supplies brand Pen manufacturer 	 
Unit economics	<ul style="list-style-type: none"> High EBITDA passthrough due to low incremental costs 	<ul style="list-style-type: none"> Mid-to-high EBITDA generation through cost reduction for services provided (<i>explained on next page</i>) 	<ul style="list-style-type: none"> In line with other 3PLs – Moderate-to-low EBITDA conversion from complex services
Growth path	<ul style="list-style-type: none"> Source incremental demand through brokers to increase use of existing assets 	<ul style="list-style-type: none"> Expand coverage of existing vendors to increase use of existing assets 	<ul style="list-style-type: none"> Continue modernization roadmap to unlock growth
Timing	<ul style="list-style-type: none"> Near-term growth with existing capabilities 	<ul style="list-style-type: none"> Near-term growth with existing capabilities 	<ul style="list-style-type: none"> Ramping in 2024-2025 through modernization efforts



EXTERNAL

Veyer offers 3 key services

Illustrative



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



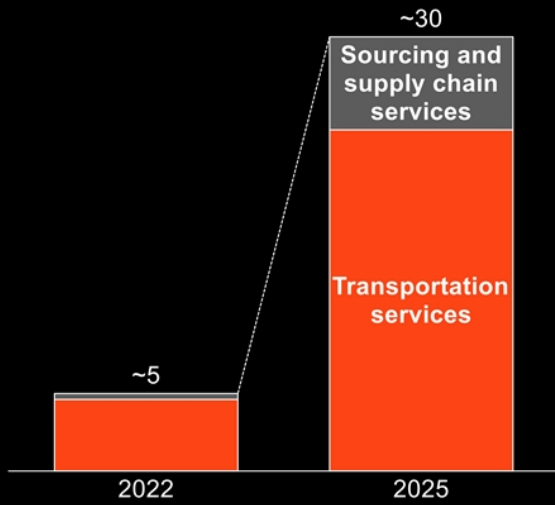
EXTERNAL

Freight consolidation economics

2025

Path to ~\$30M external EBITDA

Illustrative Veyer EBITDA (\$M)



Key investments in 2022-25

- ERP enhancements
- Inventory separation and visibility
- Processes needed to support 3rd-party at scale
- Self-funded investments in salesforce

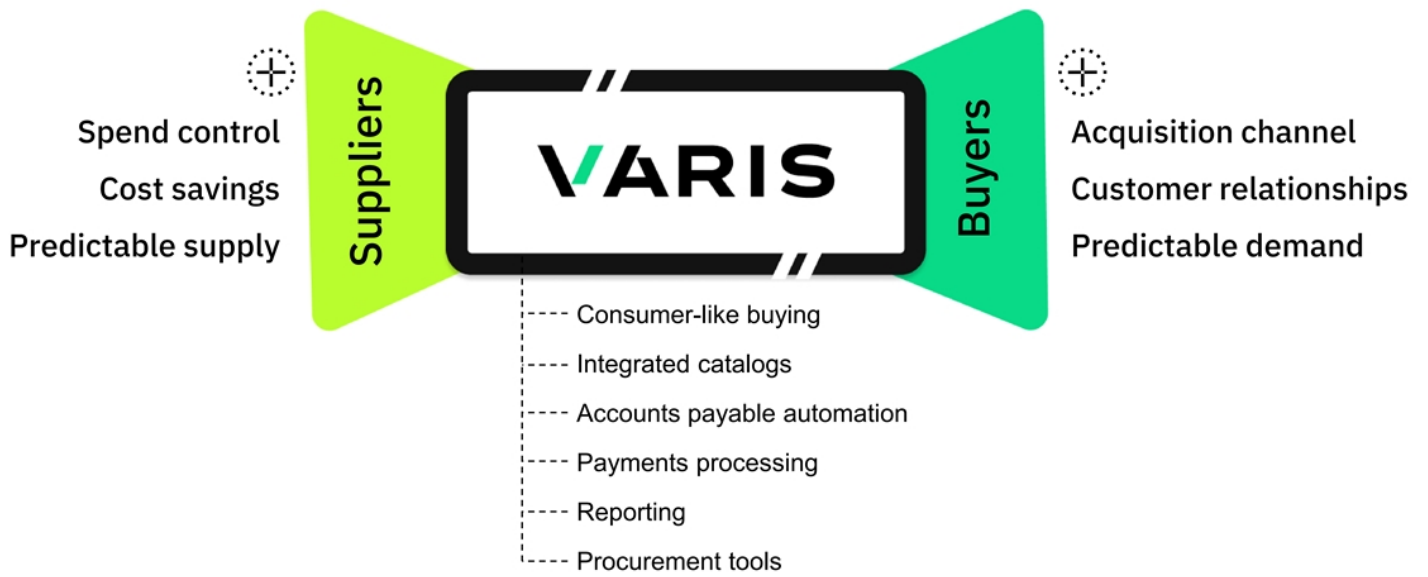
VARIS

Appendix

VARIS

95

Varis connects buyers and suppliers



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