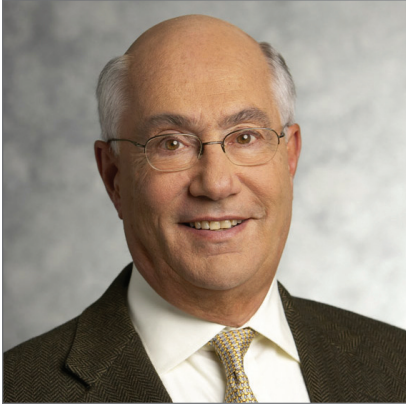


Integrity.  
Inclusion

**Office  
DEPOT.**

Code of **Ethical.**  
**Behavior**

Customer Focus  
Accountability  
Innovation



## A MESSAGE FROM OUR CEO

# NEIL AUSTRIAN

Dear Associates,

Our business should be conducted with uncompromising honesty and integrity. The way in which we conduct ourselves in this emerging global marketplace is how we set ourselves apart from our competitors. We must earn the trust of our coworkers, suppliers and customers each day based on the integrity of the decisions we make and the actions we take.

At Office Depot®, our Company values and Code of Ethical Behavior must serve as our moral compass in the way we navigate our business. Doing what is right is not always easy. It takes moral courage to set yourself apart from others when faced with tough, unethical situations. It means setting the standard of doing business openly and honestly and putting our vision and values into action within everything that we do.

As an Office Depot associate, it is important that you read, understand and comply with the Code of Ethical Behavior. Becoming familiar with the expectations set by the Code of Ethical Behavior will help explain your role and responsibilities as an associate. Such responsibilities include, but are not limited to, the reporting of any wrong doing or policy violations to Company management or to our Office Depot Hotline. Reporting wrong or unethical behavior of another associate is not considered “ratting out” a peer. Rather, it is ensuring that the individual does not take the entire Company down or tarnish our good reputation. We want to build a Company culture that understands right from wrong and doesn’t tolerate another associate harming the Company with incorrect behavior.

To be successful, we need to operate under a common vision, a clear set of priorities, shared values, and consistent standard of business conduct. The foundation of our commitment starts with our associates upholding the high standards of business integrity every day. Together, we can achieve great results for our company, our customers and shareholders.

*Neil Austrian*

Chairman and Chief Executive Officer



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North American Version  
Revised 11/1/2012



# OUR VISION

- DELIVERING:** Our actions speak louder than words. We are accountable: doing what we say we're going to do efficiently and on time.
- WINNING:** We act with confidence. We're proud to win. We push ourselves to greater heights. And we don't settle for less than being the best.
- SOLUTIONS:** We listen to our customers and understand their needs. We offer products, services and innovative thinking that enable our customers to achieve success.
- INSPIRE:** Our inspiration is contagious and enables us to unleash creativity to help people achieve their goals. Our motivation and enthusiasm inspire others to succeed.
- WORKLIFE:** We combine our energy for work with our passion for life — creating a fuller, more enriched lifestyle. We share the desire to maximize human potential to achieve personal dreams.



# OUR VALUES

**INTEGRITY:** We earn the trust and confidence of associates, customers, suppliers and shareholders by being open, honest and truthful in all that we do.

**INNOVATION:** With a culture of creativity and a thirst for intelligent risk-taking, we aspire to do what has never been done.

**INCLUSION:** We approach all opportunities and challenges by respecting the diverse thoughts, beliefs, backgrounds, cultures and energies of all associates, customers and suppliers.

**CUSTOMER FOCUS:** We fuel our customers' dreams by anticipating and listening to their needs and passionately delivering on our promises. Failure is not an option, as we promise to "wow" on recovery.

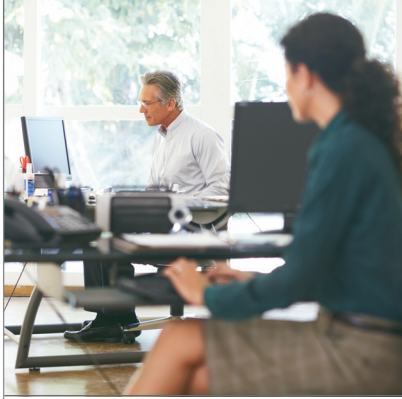
**ACCOUNTABILITY:** We are responsible for achieving and sustaining unprecedented results that create extraordinary value for our shareholders and stakeholders through personal commitment, sensible thrift, collaboration and shared leadership.



# INTRODUCTION

The foundation of our culture is based on our company history and our core values: Integrity, Innovation, Inclusion, Customer Focus and Accountability. These values guide our decision making and how we act. We should always conduct ourselves and our business with uncompromising honesty and integrity. We make this commitment on a global scale to our customers, associates, business partners and shareholders because it is the right thing to do.

This Code of Ethical Behavior (the “Code”) offers guidance for how we work together to build value, to serve our customers and to partner with our suppliers and others. This Code provides Office Depot’s expectations regarding things you are expected to do, activities you should avoid, and questions you should ask yourself before you act. This Code is not intended to address every possible issue that could arise; rather, it is intended to provide a framework to guide you in conducting yourself in a manner consistent with our values.

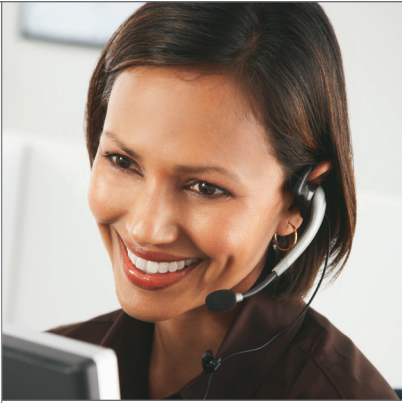


This Code of Ethical Behavior applies to all of our associates worldwide and to the Company's Board of Directors ("Directors"). For executive officers, waiver of this Code may be made only by the Audit Committee of the Board of Directors. The waiver needs to be disclosed promptly as required by law. As an associate of Office Depot or its subsidiaries, you are obligated to conduct yourself in accordance with the spirit, as well as the intent, of the guidelines set forth in the Code and in other Company policies and manuals.

## INTERPRETATION & **APPLICABILITY**

Situations will occur that do not fall precisely within the parameters of these guidelines. When that happens, our rule is: do the right thing. You know what it is. If you need assistance in interpreting the Code, or if you observe or suspect any violation of Office Depot policies, including this Code of Ethical Behavior, you should consult with your manager or any other manager in your reporting chain, a Human Resources representative, the Loss Prevention or Compliance Department, or an attorney in the Legal Department for further guidance. For the most current version of the Office Depot Code of Ethical Behavior, please visit the Company Facts section on the Office Depot homepage or the Compliance and Ethics site on the Company Intranet.

No question is a bad question. When in doubt, please ask. If you are uncomfortable talking to your manager for any reason, or if you observe or suspect what you believe to be serious problems, an emergency situation, or any violation of law, you must call or e-mail one of the individuals in Appendix A as soon as possible.



### **HOTLINE INFORMATION:**

**Phone:** 1-866-634-6854  
(toll free)

**Web:** [odhotline.com](http://odhotline.com)

## **THE OFFICE DEPOT HOTLINE**

You may also contact our Office Depot Hotline, which allows for anonymous reporting (where permitted by local law) and is operated by an independent, third party. For more information on what happens when you call the Office Depot Hotline, see Appendix C.

We take all reports seriously and will look into each matter and take appropriate action. You have an obligation to report any potential or actual violations of law, the Code of Ethical Behavior, or any other Company guidelines so they may be investigated.

### **Non-Retaliation**

Office Depot does not tolerate any retaliatory action against anyone who has acted in good faith in reporting possible violations of law, the Code of Ethical Behavior, or Company guidelines.





*“Doing the right thing is something you learned as a child, at home, in kindergarten and on the playground. Understanding the law is very important and the legal team worldwide is here to help you, but, if you follow your values, then it is not hard to make the right decision.”*

**ELISA GARCIA**

*Executive Vice President and  
General Counsel*

## **FOLLOWING THE LETTER & SPIRIT OF THE LAW**

We are responsible for knowing and following the laws, rules, and regulations of federal, state and local governments, domestic or international, in any location in which business is conducted. In addition, Office Depot associates should avoid any activity that may create the appearance of improper or questionable conduct. If you have any doubt about the applicable law of a foreign country, or if local law appears to conflict with U.S. law, Office Depot policies or the Code of Ethical Behavior, consult our Legal Department.



### **THE CODE IN ACTION:**

Promoting Company Policy

#### **The Situation:**

As a new manager to the Company, you have a question about a Company policy that is not answered in the Code of Ethical Behavior. What should you do?

#### **The Right Action:**

Consult with your immediate supervisor or Human Resources manager for guidance. There are many additional supporting policies (i.e. Global Information Security Policy, Records Retention Manual, Legal Guide for Associates and the People Manual) that offer further guidance to business related concerns to help you make the best decisions for associates and our business.

## **TREATING EACH OTHER WITH RESPECT**

One of our core values is Inclusion. We respect each other, we resolve conflicts in a professional manner and we communicate honestly. Verbal or physical altercations, intimidating behavior, threats of violence, verbal or physical harassment or other types of unprofessional behavior is strictly prohibited.

Office Depot encourages associates to raise work-related issues or concerns with their immediate managers as soon as possible.

### **Open-Door Philosophy**

If any area of your work is causing you concern, you have the responsibility to address this concern with a manager. Most problems can and should be solved in discussion with your immediate manager; this is encouraged as your first effort to solve a problem. Managers, in turn, should seek help from Human Resources or the Legal Departments if they're unclear. Whether you have a problem, a complaint or a suggestion, your managers want to hear from you. Associates are the core of Office Depot and essential to our success as a company. By listening to you, the company is able to improve, identify and address complaints and foster associate understanding of the rationale for policies, processes and decisions. But an open-door philosophy means that you may also discuss your issues and concerns with the next level of management and/or a Human Resources representative. Associates can read more about this and other associate policies in the Office Depot People Manual.

No matter how you approach your concern, you will find that Office Depot managers at all levels of the organization are willing to listen and help bring about a solution or a clarification. For those associates who may wish to choose a more formal process, please contact Human Resources, the Loss Prevention or Compliance Departments, an attorney in the Legal Department, or the Office Depot Hotline.



## AVOIDING CONFLICTS OF **INTEREST**

The potential for a conflict of interest exists whenever your personal and Company interests are different. As an Office Depot associate, you must be free of any conflict of interest or even the appearance of a conflict to ensure that you exercise independent judgment. Any activity that could cast doubt on your ability to act objectively or which would benefit you, a family member, or a friend and could be to the detriment of Office Depot is a conflict of interest. Seek guidance from a manager if you are in this position.

### **Political Activities**

Office Depot recognizes that with increasing frequency the actions of public policymakers at the federal, state and local levels both elected and appointed - impact our daily business operations. Our Government Relations team and senior management endeavor to maintain awareness of these issues and help our business navigate through the political influences that affect our business. Corporate political activity is regulated by federal, state, and local laws and violations of these laws carry civil and criminal penalties. All political activities conducted on behalf of Office Depot are conducted solely through the Government Relations group. In this context, “political activities” include membership in political organizations, the engagement of lobbyists, attending meetings or events sponsored by political candidates, associations or government-related entities, and any contributions to political organizations or campaigns. Information regarding our Government Relations efforts can be found in the Legal Guide for Associates.

If you would like to participate in political activities, as it relates to your personal interests, you should do so on your own time and with your own resources.



### FOR CONSIDERATION:

- While you may have employment outside of Office Depot, it must not conflict with your duties or the business of Office Depot.
- You may create a conflict of interest if you have a significant investment in, or are an officer, director or associate of another enterprise.
- You should demand the same honesty and integrity of your vendors as Office Depot demands of you.

### Outside Employment

You may work for yourself or others on your own time provided such work does not compromise your duty of loyalty and dedication to Office Depot. This includes scheduling conflicts. If you have access to confidential or proprietary information, you may not engage in any outside employment that may involve the use of such information. You may not utilize resources, equipment or facilities owned by Office Depot for your own personal financial gain or that of another employer.

### Outside Organizations

Other areas to evaluate carefully are any material investments or positions you may hold in another enterprise. You may create a conflict of interest if you have a significant investment in, or are an officer or director of, another enterprise. While these circumstances are not automatically prohibited, they are at least questionable and must be disclosed fully and on a timely basis to your manager. This requirement does not apply to charitable, civic, religious or social organizations whose activities do not conflict or compete with your personal commitment to, or the business interests of Office Depot.



### THE CODE IN ACTION:

#### Vendor Relations

##### The Situation:

A sales associate manages a territory that includes a small business managed by his sister. The sales associate considers if that relationship requires special action.

##### The Right Action:

Yes, it does require special action. All customers must be treated fairly and honestly. Even if the sister is not receiving preferential treatment, the relationship could give the appearance of such treatment. The sales associate should tell his manager about the relationship.

### Vendor Relations

You should conduct your business relationships with uncompromising honesty and integrity. All contracting and purchasing decisions must be based on quality, service and price. Your decisions on behalf of the Company must never reflect personal interests, biases or friendships unless they represent the best proposal. Associates who purchase goods or services for Office Depot, or who may influence such purchases, must observe the following guidelines:

- While we value long-term relationships, Office Depot treats all suppliers equally, basing purchasing decisions on objective criteria such as price, additional vendor support, quality and service.
- Associates shall respect and maintain the confidentiality of all suppliers' proprietary information, including prices and terms and conditions contained in bids and contracts.
- Associates are prohibited from purchasing products from an Office Depot vendor at cost or receiving these products for free. Instead, associates should purchase products from an Office Depot vendor either at a store or through our online website using their associate ID number and associate discount.
- Associates shall not accept bribes or kick backs in any form.
- Sample products must be donated or used in contest(s) as approved by the Operating Committee after a reasonable trial period.



*“Our business is predicated on hiring, developing and retaining associates who have the moral compass to always do the right thing. It takes time to build a brand with a great reputation. It takes seconds to ruin it. That’s why our ethics are at the center of everything we do.”*

### **MICHAEL ALLISON**

*Executive Vice President,  
Human Resources*

## Corporate Opportunities and Assets

Directors may not take advantage of opportunities that are discovered through the use of Company property, information or position, for their personal benefit or the benefit of anyone outside the Company, unless the company has no real or potential interest in the opportunity or does not have the capacity to engage in the opportunity. Directors may not use company assets for personal gain. Loans from the company to Directors are strictly prohibited.

## Handling Conflicts of Interest

Office Depot recognizes that a conflict of interest may arise without any deliberate action on your part and that a change in circumstances may create a conflict or an appearance of one.

If you become aware of a possible conflict, disclose it immediately to your manager, and share all pertinent facts. The manager, with the help of the Legal Department or Chief Compliance Officer as necessary, will determine whether a conflict of interest exists and what, if anything, needs to be done to resolve the conflict.

## Bribery is Prohibited

Office Depot strictly prohibits giving or receiving kickbacks (anything of value to influence a business decision), bribes, or payoffs to influence a decision affecting Office Depot’s business for the personal gain of a Company officer or associate. Such conduct may constitute a violation of local and/or international bribery laws, in addition to violating our Global Anti-Corruption and Bribery Policy.

## FOR CONSIDERATION:

Proper financial records are critical to the credibility and integrity of Office Depot. We are all responsible for maintaining accurate, timely and honest financial records. For example, we never:

- Falsify any financial information even if directed by your supervisor.
- Record false sales or record them early.
- Understate or overstate known liabilities and assets.
- Defer recording items that should be expensed or entries that intentionally hide or disguise the true nature of any transaction.
- Allow undisclosed or unrecorded funds or assets.

*“Reporting accurate and timely financial information is what we expect of ourselves in all circumstances, regardless of the outcome.”*

### MIKE NEWMAN

*Executive Vice President and  
Chief Financial Officer*

## MAINTAINING FINANCIAL INTEGRITY

Office Depot monitors a number of scores and measurements to assist us in determining performance at individual worksites and the company as a whole. Associates are expected to maintain and report accurate numbers at all times. Falsifying numbers, such as sales, vendor support, service levels, inventory, hours worked, expenses, logs, or timekeeping, is unethical and illegal. Submitting, maintaining or altering such records for any reason is prohibited.

Office Depot Chief Executive Officer, Chief Financial Officer and Departments of Investor Relations and Public Relations are the company's sole spokespersons to the financial community and the media. All requests for financial information should be referred to one of the following: the Vice President, Investor Relations or the Chief Financial Officer. The company has a policy with specific rules regarding who may have conversations with securities analysts and investors as well as the topics and when the conversations may be held (the "Fair Disclosure Policy" or "FD Policy"). Without the express written approval of the General Counsel, associates are not authorized to speak to or communicate with securities analysts, Company shareholders, media reporters or any others outside the company regarding Office Depot's financial matters. Any questions regarding the Fair Disclosure Policy should be directed to the General Counsel.



### **THE CODE IN ACTION:**

#### **No Improper Influence on Audits**

##### **The Situation:**

If one of our auditors asked you a question about a business process, but you were not sure of the answer, how would you reply?

##### **The Right Action:**

To cooperate with any auditors and ensure integrity of your response, advise them that you are unsure of the answer and that you will perform the additional research to obtain the correct answer in a timely manner. In other words, you should give thorough and complete answers to all questions asked of you by an internal or external auditor. The only exception to the foregoing policy is if the information is possibly governed by the attorney-client privilege, in which case you should consult with the General Counsel or an attorney in the Legal Department prior to disclosure.

## **Compliance with Laws and Regulations and Fair Dealing**

Office Depot communicates full, fair, accurate, timely and understandable disclosure in all of our public communications and in the information that we provide to the Securities and Exchange Commission, the New York Stock Exchange and the public. Associates must carry out their responsibilities in compliance with all laws applicable to the company, including securities and insider trading laws. Associates must deal fairly with the company's customers, suppliers, competitors and employees, and must not take unfair advantage of anyone through manipulation, concealment, misrepresentation or through other unethical or illegal practices.

## **No Improper Influence on Audits**

You are expected to cooperate with our internal and external auditors. You must not directly or indirectly take any action to coerce, manipulate, mislead or fraudulently influence any internal or external auditor engaged in the performance of an audit or review of our financial statements. The only exception to the foregoing policy is that you should not disclose attorney-client privileged information to either our internal or external auditors. Generally, the attorney-client privilege provides for the confidentiality of communications between an attorney and his/her client when the communications are for the purpose of obtaining legal advice. The question of whether information is governed by the attorney-client privilege can be answered by the Legal Department. Should a situation arise where you believe that information that you are about to disclose is governed by the attorney-client privilege, please consult with the General Counsel or an attorney in the Legal Department prior to disclosure.





# GIFTS

## AND ENTERTAINMENT

Gifts and entertainment can help reinforce business partnerships, but can also lead to the appearance of favoritism. Our business and the decisions we make must be conducted with uncompromising honesty and integrity. A gift is any item of value, including but not limited to, loans, donations, personal or household merchandise and services purposefully given. Discounts or rebates on goods and services can also be considered a gift unless they are offered to all associates.

Associates should never give or accept gifts from anyone, including a current or prospective vendor or any other third party, when doing so might compromise – or appear to compromise – the objectivity of business decisions. Furthermore, under no circumstance should an associate, for personal use or benefit, solicit invitations or gifts from any vendor, customer or other business acquaintance.

Our policy on gift giving is outlined on the following pages. Further guidance can be found in our Gifts and Entertainment FAQ. When appropriate, associates are encouraged to explain our gift giving policy with the person giving the gift. Any deviations from this policy must be reviewed by the Office of the Chief Compliance Officer in order to avoid violating the Office Depot Code of Ethical Behavior.



*“Vendor partners are integral to our success. While outside activities (e.g. meals, golf) can be a vital part of vendor relationship building, associates must be mindful that these activities may lead to the appearance of partiality.”*

**STEVE SCHMIDT**  
*President, International*

### Giving Gifts

#### Among Associates

- Associates may partake in collections for department gifts (i.e. farewell, wedding, baby shower, etc). Participation in such collections must be voluntary. Any gifts purchased are not considered reimbursable by Office Depot.
- Gifts are never to be given to your supervisor, not even for birthdays or holidays.
- Gifts given as part of a cultural or holiday exchange should be nominal in value and in accordance with local gift giving guidelines.

#### To Third Parties (non-OD Associate) on Behalf of Office Depot

- The purchase and distribution of gift cards must be in accordance with the Office Depot Gift Card Usage Policy.
- Gifts given by associates to third parties must first be approved by your manager in writing, not exceed \$50 and be given in a business context (i.e., promotional items with Company logo, etc.)
- Gifts are never to be given to government officials.
- All expenditures for gifts and entertainment provided by Office Depot associates must be fairly and accurately recorded and accounted for.

### Receiving Gifts

#### From Third Parties (non-OD Associates)

- Associates cannot accept gifts over \$50 in value. Gifts must be politely returned or donated to an approved charity or the Office Depot Foundation.
- Monetary gifts of any value (i.e. gift cards or cash equivalents) are strictly prohibited and can not be accepted.
- Perishable gifts such as food, candy or flowers must be shared within the department.
- Associates should never accept gifts from government officials.
- Gift giving customs vary by country. If returning the gift would cause embarrassment, discuss the concern with your local Legal Department and make arrangements to donate the gift to an approved charity.



### THE CODE IN ACTION:

#### Gifts and Entertainment

##### The Situation:

During the holidays, a vendor sends you a large gift basket full of chocolates for your efforts during a recent project. How can you best handle this situation in accordance with the Office Depot Code of Ethical Behavior?

##### The Right Action:

Thank the vendor and advise them that you will be sharing this gift with the entire project team. Share the contents of the gift basket with all parties involved or put it in a central location for all associates to enjoy.

## Events

- If an associate is offered tickets or is invited to attend an event that is not generally open to the public, the associate is required to obtain written approval from his or her department officer prior to acceptance.
- If an associate is offered tickets or is invited to attend an event that is generally open to the public and valued over \$50, the associate must have written approval from his or her department officer prior to acceptance.
- Compensated travel or hotel accommodations offered by third parties must be declined.

## Meals

- Business meals should always be reasonable whether or not they are hosted by Office Depot associates or third parties.
- Excessive consumption of alcohol is never acceptable in any setting.
- When Office Depot is hosting a dinner or similar event, the most senior Office Depot associate attending must pay for the dinner or event.
- Questionable entertainment such as “adult” entertainment or any entertainment that may reflect inappropriately on the company is prohibited regardless of who may be hosting the meal or event.

## Associate Conduct

All associates must uphold the highest standards of honest and ethical conduct while at work. It is important to be conscious of appearances and relationships that could be damaging to the Company. It is also important that all Company associates avoid engaging in any kind of conduct or business activities that may put themselves in an adverse circumstance that could reflect negatively on the company.

## International Exceptions

As a global Company, we respect the cultural differences when it comes to gifts and entertainment. However, deviations from the Code are not permitted unless reviewed and approved in writing by the Legal Department in advance.

### FOR CONSIDERATION:

Do not share any Company or associate records with any unauthorized person. Protecting our information assets is crucial to our future success.

*“As we focus on helping our associates and customers, it is critical that our handling of their sensitive information is done with integrity and security in mind. Our goal is to build a lifetime relationship with our associates and customers based on earning their trust and business every day.”*

### BOB MOORE

*Executive Vice President and Chief Marketing & Merchandising Officer*

# CONFIDENTIAL DATA

It is your responsibility to preserve our assets, including its information, property, facilities, offices and equipment. You should use your best efforts to maintain all confidential information – whether verbal or written in any form of media – in a secure and confidential manner. This includes properly marking documents as “Confidential” or otherwise following our Global Information Security Policy, which includes locking file cabinets, drawers or your office where such documents are stored or used. You should discard drafts of documents if they are no longer needed, subject to the requirements of the Office Depot Records Retention Policy. If you are discarding documents that contain confidential information, please ensure that they are shredded.

## Confidential Associate and Customer Data

Office Depot respects the privacy of its associates and customers. You are required to handle company information in a confidential and responsible manner — just as you expect your private information to be handled. Proprietary business records containing personal information about associates or customers including credit card information and social security numbers must be kept confidential and protected in a secure manner. Failure to do so may be grounds for termination of your employment with Office Depot and could lead to individual civil or criminal charges being brought against Office Depot — and/or you.



### THE CODE IN ACTION:

#### Confidentiality

##### The Situation:

A large Office Depot customer sends you an email requesting an account be set up for one of their new employees. Among other information, the email contains the employee's company credit card number and expiration date. What steps should be taken to ensure the safety of that information?

##### The Right Action:

Complete the request, but when replying to the customer, remove the full credit card number from the original email. Immediately delete all credit card data from the email if you intend to retain the request for business purposes. Keep all information encountered during the course of your employment confidential.

## Associate Records

Access to associate records is strictly limited to managers and others with a specific need for the information in the performance of their duties. You must handle confidential associate information responsibly. To ensure security of such information, do not permanently store confidential associate data on local hard drives. Further, do not share or disclose your password to anyone. Certain programs offer delegate designations, so please consult with Information Security about permissible options to assist you in completing your duties without compromising confidential data. Personnel files, records and documents, including medical files maintained by the company on current and former associates, may not be disclosed to anyone outside the company without the consent of both the associate and the company, unless the company is complying with a legal requirement, such as a court order. These requests should be brought to the attention of the Legal Department prior to any document disclosure.

The company has established procedures to ensure that associates' medical information will remain confidential and protected from unauthorized use and disclosure. Associates who have access to private health information must be trained on and follow the Health Insurance Portability and Accountability Act (HIPAA) privacy rules and the privacy protections under the Americans with Disability Act and the Genetic Information Non-Discrimination Act. Further, security controls and systems are in place to restrict access to privileged medical information. It is important to follow the established procedures. The company may, however, provide some information in response to legitimate inquiries for references on current and former associates. See the Reference Requests Policy in the People Manual for additional information.

## Customer Records

Access to customer records is strictly limited to those who have a need for the information in the performance of their duties. You must handle private customer information, such as credit card information responsibly.



## CODE OF ETHICAL BEHAVIOR

# VIOLATIONS

The policies set forth in the Office Depot Code of Ethical Behavior together with good common sense and your own sense of right and wrong, are meant to guide your business decisions. Your strict adherence to this Code and other company policies is required. Office Depot associates and agents found to have violated company policies, or who fail to communicate knowledge of such violations, will be subject to appropriate disciplinary action. This includes termination of their employment or services with Office Depot, and in some cases could be subject to potential civil and criminal liability.

### Certification of Compliance

You are required to periodically certify that you have read and are in compliance with our Code of Ethical Behavior. Appendix B contains the certification.

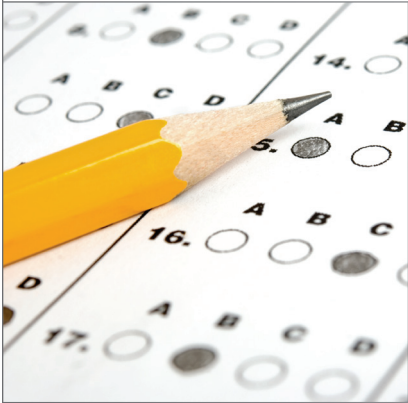


# COMPANY POLICIES

## WE NEED TO FOLLOW

In addition to this Code, there are other policies which will provide associates additional guidance and with which you must be familiar. These include:

- Office Depot People Manual
- Associate Handbook
- Legal Guide For Associates
- Records Management Manual
- Global Information Security Policy
- Office Depot Gift Card Usage Policy
- Global Anti-Corruption and Bribery Policy



# TEST YOURSELF

Would you choose the right path? What would you do when confronted with a potentially unethical situation? For any given situation, ask yourself...

**Is this action the right thing to do and in accordance with our Code Of Ethical Behavior?**

**YES** Proceed

**NO** /not sure: Do not proceed with the action. Review the Code Of Ethical Behavior for more information or speak with your manager for further guidance.

**Is this action consistent with the Office Depot Vision and Values?**

**YES** Proceed

**NO** /not sure: Do not proceed with the action. All Office Depot business should be conducted with uncompromising honesty and integrity.

**Would you feel comfortable if your action(s) made the local news?**

**YES** Proceed

**NO** /not sure: Do not proceed with the action until you have consulted with your manager or the Legal Department for advice.

**Is the action ethical/legal?**

**YES** You choose the right path

**NO** /not sure: Stop the action. Any situation that is clearly not legal or ethical should result in further discussion with Office Depot management.





## **OFFICE DEPOT, INC.**

**Corporate Headquarters**  
6600 North Military Trail  
Boca Raton, Florida 33496  
1-800 937-3600

# **APPENDIX A**

## **COMPANY OFFICERS**

Associates may contact any of the officers listed below to report matters regarding the Code of Ethical Behavior.

**ROBERT BREWER** **Senior Vice President and Chief Compliance Officer**  
(561) 438-3970 • Robert.Brewer@officedepot.com

**MICHAEL ALLISON** **Executive Vice President, Human Resources**  
(561) 438-0618 • Michael.Allison@officedepot.com

**ELISA GARCIA** **Executive Vice President and General Counsel**  
(561) 438-1837 • Elisa.Garcia@officedepot.com

**BOUBACAR DIARRA** **Vice President, Legal Counsel Europe**  
+31-77-3238879 • Boubacar.Diarra@officedepot.com

Should the officer you initially call be unavailable, associates should contact the Office Depot Hotline at 1-866-634-6854 (toll free) or via odhotline.com.



**OFFICE DEPOT, INC.**

Code of Ethical Behavior  
Compliance Certificate

# APPENDIX B

## COMPLIANCE CERTIFICATE

I have received, read, understand and agree to the terms and conditions set forth in the Office Depot, Inc., Code of Ethical Behavior. In addition, to the best of my knowledge, information and belief, I affirm that:

- I have not engaged in any actions that could be considered as violating the Code of Ethical Behavior.
- I am not aware of anyone who reports to me who has engaged in any actions that could be considered as violating the Code of Ethical Behavior (either now or at any time during the past year)
- I do not have knowledge of any other person who has engaged in any such conduct, except as indicated below (Write "NONE", if appropriate)
- I will promptly report any violations of this code in the future.

Signature: \_\_\_\_\_ Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

Operating Group or Subsidiary: \_\_\_\_\_

Location / Facility: \_\_\_\_\_ Date: \_\_\_\_\_

Violations of Which I am Aware: \_\_\_\_\_



### **HOTLINE INFORMATION:**

We consistently ask our Associates to contact the Office Depot Hotline to report any concerns about unethical behavior in the workplace such as fraud, policy violations, or workplace misconduct. The Company understands that you may have questions about what actually happens when you make contact with the hotline, so we have created this outline to explain the process.

# **APPENDIX C**

## **THE OFFICE DEPOT HOTLINE**

- STEP 1:** You contact the Hotline, which is always available, via the web or your local access number.
- STEP 2:** Your concern is heard by an independent, third-party program administrator who specializes in hotline case management.
- STEP 3:** The third-party program administrator will review your concerns or the incident in question, including details such as location, time, persons involved, and so forth. You can choose to remain anonymous (where applicable by local law) with your submission.
- STEP 4:** The third-party provider submits the report to Office Depot electronically. You are not identified in any way if you have chosen to remain anonymous. You are given a report ID and PIN number that can be used to identify the report you generated.
- STEP 5:** The Office Depot Management team reviews the report and assigns an investigator to it.
- STEP 6:** The investigator researches the incident in accordance with Office Depot policies and guidelines and will follow the incident until it is closed.
- STEP 7:** You can contact the hotline with the report ID and PIN given to check case status at any time.