

## **OFFICE DEPOT, INC.**

### **FINANCE COMMITTEE CHARTER**

This charter ("Charter") is adopted as the Charter of the Finance Committee (the "Committee") of Office Depot, Inc. by the Board of Directors, on July 27, 2005. The Committee shall consist of at least three (3) members of the Board of Directors. The Committee shall meet as needed, and may meet in any manner permitted by law and the Bylaws of the Company, including telephonically. A majority of the Committee members shall constitute a quorum, and a majority of the members present shall decide any question brought before the Committee. The Committee shall report to the full Board any actions taken at its meetings at the Board meeting next following each Committee meeting.

#### **The Committee shall:**

The Finance Committee shall review with management all material matters relating to the Company's capital structure, financial policies, capital investments, business and financial plans and related matters and make recommendations to the Board relating to such matters as may require action by the Board.

#### **Duties & Responsibilities**

1. Review the annual capital budget prepared by management. (Note: operating budgets and strategic plans will continue to be reviewed by the entire Board).
2. At least annually, review with the CEO and CFO the long range financial objectives of the Company.
3. Monitor the corporation's financial condition and standing in the financial and investment communities, including relationships with rating agencies.
4. Review with management the Company's capital structure, including significant leasing arrangements, share repurchases, dividend payments and changes to equity and debt structure.
5. Review the Company's overall tax strategy and related obligations.
6. Review and approve or disapprove capital expenditure requests that individually (or in the aggregate if related to a program of activities) exceed \$25 million per annum.
7. Review the post-completion performance of individual capital investments or acquisitions in excess of \$25 million.
8. Review and make recommendations to the Board of Directors concerning acquisitions and divestitures of major assets or business units.
9. Review the financial institutions where the Company deposits its funds.
10. Review the terms of deposits to and withdrawal of funds from the Company's accounts.
11. Review the terms of the Company's lines of credit, loan arrangements and borrowing facilities, any proposed changes in such credit arrangements, and any proposals to enter into new such arrangements.
12. Review corporate investment portfolios.

13. Review any other material matters concerning the corporation's financial structure, condition, financing plans and policies.

### **Advisors**

In discharging its duties, the Finance Committee, in co-operation with management, is empowered to engage accountants, attorneys, advisors, consultants and other outside professionals and experts to assist it in its decision-making and recommendations to the Board and to make expenditures to such professionals and experts for their fees and expenses.