

RR DONNELLEY

To: The Board of Directors of RR Donnelley and Sons Company

From: The RR Donnelley Government Affairs Department

Date: October 1, 2016

Background: There is a recent trend among states and localities to enact so-called "pay-to-play" laws. These laws restrict the Company's lobbying, donations, and gifts/entertainment to public officials and entities in local jurisdictions, states, and even abroad.

Application of Laws and Policies to Directors: Some of these laws prohibit RR Donnelley from entering into a government agreement or contract for a certain number of years if a director makes or solicits a covered contribution. Other jurisdictions require RR Donnelley merely to report contributions made or solicited by directors, without the accompanying ban. Note that depending on the jurisdiction, the law may even apply to certain family members (such as spouses and children) of the director. Violating these requirements may lead to civil, and under certain circumstances, criminal liability.

RR Donnelley requests that directors *make no contributions* on behalf of the Company.

Pre-Clearance Procedure: To address these laws, RR Donnelley is requesting directors to pre-clear direct or indirect personal political contributions in the jurisdictions that have pay-to-play laws banning certain contributions (see Pre-Clearance list below). This request applies to political contributions made to, or solicited on behalf of, any candidate, political party committee, or other political committee (e.g., a PAC) in those jurisdictions. The pre-clearance requirements also apply to the director's family members.

Please note that these procedures **do not apply to contributions to federal candidates or Congress**, unless the federal candidate is a state or local official at the time of the donation or solicitation.

In advance of making any donation, as described above, please contact Tom Carroll (630-322-6005; Thomas.carroll@rrd.com).

Pre-Clearance List: Pre-clearance is requested in the following jurisdictions (please note that in the states listed below, pre-clearance is requested for both state and local political contributions):

• Culver City, California	• Pennsylvania
• Los Angeles, California	• Texas
• Pasadena, California	• Dallas, Texas
• San Francisco, California	• Houston, Texas
• Denver, Colorado	• Virginia
• Connecticut	• Cook County, Illinois
• Illinois	• Missouri
• Maryland	• Philadelphia, Pennsylvania
• New Jersey	• Vermont
• New Mexico	