WHISTLEBLOWER POLICY

Purpose:
Pursuant to its Charter and the Sarbanes-Oxley Act of 2002 (the "Act"), the Audit Committee of the Board of Directors of R.R. Donnelley & Sons Company ("RRD" or the "Company") establishes the following policy and procedures for (i) the receipt, retention, and treatment of complaints regarding matters relating to accounting, internal accounting controls, or auditing, (ii) the confidential, anonymous submission by employees, clients, shareholders, vendors, suppliers, agents, or Board members of the Company of concerns regarding questionable accounting or auditing matters; and (iii) complaints related to an actual or alleged violation of the Company's Anti-Bribery & Anti-Corruption Policy or other laws, rules, or regulations that the Whistleblower Committee determines are necessary (collectively "Whistleblower Complaints").

Applicability:
All domestic and international RRD departments, divisions, and wholly owned, majority owned, or controlled subsidiaries.

Policy and Procedures:

I. Receipt and Intake of Whistleblower Complaints

The Company shall encourage reporting of Whistleblower Complaints. All Whistleblower Complaints received, whether orally, in writing, or through electronic means, shall be forwarded through the Open Door procedures and directly to the Chief Compliance Officer. The Company shall also maintain a telephonic and on-line method for receiving confidential, anonymous Whistleblower Complaints, which shall be monitored by the Chief Compliance Officer. The availability of these processes and procedures shall be communicated in the Company's Principles of Ethical Business Conduct, in other significant policies of the Company, and through training. Such communications and resources shall be available in multiple languages as necessary to allow reporting by all employees. Anonymous complaints through all channels are welcomed.

II. Role of Chief Compliance Officer and Whistleblower Committee

The Chief Compliance Officer shall be responsible for supervising the handling of any Whistleblower Complaints by the Whistleblower Committee. The Whistleblower Committee shall consist of the following employees:

- Chief Compliance Officer
- Chief Financial Officer
- Chief Operating Officer or Chief Information Officer
- Head of Internal Audit
- Chief Human Resources Officer Designee

All reported Whistleblower Complaints shall be pursued to a resolution satisfactory to the Whistleblower Committee. All reported Whistleblower Complaints, as well as the results of any investigation and action taken, shall be categorized by the Committee according to content and recorded in such a way as to ensure appropriate retention in accordance with the Company's policy as set forth in this document and the provisions of the Act.

III. Whistleblower Protections

No person will be penalized for making a good-faith report of a Whistleblower Complaint, nor will the Company tolerate retaliation against an employee who makes such a good-faith report.

IV. Whistleblower Committee Protocol

A. The Chief Compliance Officer shall:

1. Receive all Whistleblower Complaints directly or through the Open Door procedures.

2. Check with the Human Resources Department to see if there are any human resources matters pending that might involve the complainant and place an indefinite hold on any employment actions related to the complainant.

3. Log-in the Whistleblower Complaint and circulate, orally or in written form, the complaint to the Whistleblower Committee.

4. Promptly convene a meeting of the Whistleblower Committee to review the complaint and assess and rank each Whistleblower Complaint based on the following categories:

   a. **Regular Priority** – any Whistleblower Complaint that is not ranked as **Accelerated Priority, High Priority,** or **Maximum Priority**.

   b. **Accelerated Priority** – any Whistleblower Complaint that asserts potentially significant corporate accounting impropriety or potentially significant auditing impropriety.

   c. **High Priority** – any Whistleblower Complaint that asserts a violation of the Company's Anti-Bribery & Anti-Corruption Policy ("ABAC Policy") and/or the Foreign Corrupt Practices Act ("FCPA").

d. **Maximum Priority** – any Whistleblower Complaint that meets the definition of **Accelerated Priority** and/or **High Priority** plus (a) involves a complaint or an alleged complaint to the SEC, any state or federal agency, or any newspaper, (b) explicitly alleges involvement by the Chief Executive Officer, Chief Financial Officer, General Counsel, Chief Operating Officer, the Controller, the Treasurer, the head of Internal Audit, the Company's independent auditor, or members of the Board of Directors, or (c) explicitly alleges a violation of the Company's "Code of Ethics for the Chief Executive Officer and Senior Financial Officers" by any officer subject to that code.

B. The Whistleblower Committee shall, upon ranking each Complaint, notify and investigate the allegation pursuant to the following:

	Notification		**Investigation**
	To Chairman of Audit Committee	**To Independent Auditor**	
Regular Priority	Promptly	Upon completion	Internal investigation with outside resources, as needed
Accelerated Priority	Promptly	Promptly	Internal Audit and a designee of the Corporate Legal Department conduct the investigation using outside resources as needed; Audit Committee may participate or take control of the investigation
High Priority	Immediately	Immediately	Per ABAC Policy Violation Protocol in Appendix A
Maximum Priority	Immediately	Immediately	Audit Committee to determine scope of the investigation and use of internal or external resources per Appendix B

Upon notification and after consultation with the Chairman of the Audit Committee, a decision will be made regarding the timing of notification of the entire Audit Committee, whether at the next regularly scheduled meeting or at a special meeting. If at any time after the initial categorization of a complaint and during the investigation of such complaint it becomes apparent that the complaint should be ranked differently, the Whistleblower Committee shall reconvene to discuss a change in categorization, and record any change made to the rank and the reasons for the change.

C. Role of Disclosure Committee

The Chief Compliance Officer shall report to the Disclosure Committee all matters, including those unresolved from prior reports, related to the receipt, retention, and treatment of any Whistleblower Complaints that are determined, following investigation, to be material, or capable of becoming material with reasonable probability, or that otherwise may affect the financial reports of the Company.

Procedures for High Priority Investigations
Appendix A
Alleged Anti-Bribery & Anti-Corruption Policy Violation Protocol

I. Management of Allegations of Anti-Bribery & Anti-Corruption Policy Violations. This document, Appendix A to the Whistleblower Policy, sets forth the Company's investigation protocol with respect to an alleged violation of its Anti-Bribery & Anti-Corruption Policy.

II. Creation of the Investigation Team. Immediately upon categorization by the Whistleblower Committee of an allegation as **High Priority**, the Whistleblower Committee shall create an Investigation Team. The team will include a representative of the Corporate Legal Department and a representative of the Internal Audit Department.

III. Protocol for the Investigation Team. The Investigation Team, along with and under the direction of the Whistleblower Committee, shall abide by the following protocols as implicated by a given complaint:

First Hours Protocol:
1. Implement document preservation protocols
2. Develop a list of "need to know" personnel
3. Evaluate whether external counsel is warranted
4. Assess the status and location of key witnesses
5. Assess the need to and feasibility of securing network documents and emails

First Days Protocol:
1. Communications, to be handled by the CFO, as necessary, to:
    a. the Audit Committee of the Board of Directors
    b. the outside auditor
    c. the media, if required
    d. employees, if necessary
    e. clients and suppliers, if necessary
2. Determine the need and scope of any investigation
3. Assess government amnesty/leniency opportunities, as applicable
4. Report to the Whistleblower Committee on a regular basis

First Week Protocol:
1. Investigation begins
    a. Key witness interviews by Investigation Team and/or external counsel
    b. Identification, collection, and preservation of key documents
    c. Review of documents for evidence addressing the allegation
2. Further analyze scope of exposure

3. Coordinate strategies for
    a. Internal communications, if necessary
    b. Communicating with the government, if applicable
4. Track civil case filings (if any)
5. Protect the attorney-client privilege, including understanding the Department of Justice and SEC guidelines related to privilege and the risks/benefits of selective waiver pursuant to Federal Rule of Evidence 502
6. Continue to report to Whistleblower Committee, as needed
7. The CFO or General Counsel shall communicate with the Audit Committee of the Board of Directors and the independent auditors regularly

Officially Close the Investigation:

1. The Investigation Team shall report its findings to the Whistleblower Committee in oral and/or written form when its investigation is complete
2. Upon agreement of the Whistleblower Committee that the matter has been appropriately investigated, the Whistleblower Committee shall officially close the investigation at a meeting between the Whistleblower Committee and one or more members of the Investigation Team (the "Closing Meeting")
3. The Whistleblower Committee and Investigation Team shall discuss any necessary human resources actions to be taken
4. At the Closing Meeting, the participants shall determine whether a written or an oral report is appropriate for the Audit Committee of the Board of Directors
5. The General Counsel shall be responsible for reporting to the Audit Committee of the Board of Directors on the findings of the investigation and any next steps, including contact with the government
6. After reporting to the Audit Committee of the Board of Directors, the matter shall be considered closed
7. The Whistleblower Committee, the Audit Committee, or the Board of Directors may require the creation of a formal Action Plan to monitor the remediation of any control deficiency or misconduct identified in the investigation if it is deemed prudent
8. The Whistleblower Committee, the Audit Committee, or a designee of either committee, shall inform the Company's outside auditors of the conclusions reached at the Closing Meeting

IV. Resources and Authority of the Investigation Team. The Investigation Team shall have the resources (at the Company's expense) and authority appropriate to discharge its responsibilities, including the authority to engage forensic auditors and/or attorneys, among other third party experts, as a part of its investigation into allegations falling under this Appendix A.

Procedures for Maximum Priority Investigations

Appendix B

Investigation Protocol

I. Management of Allegations Categorized as Maximum Priority. This document, Appendix B to the Whistleblower Policy, sets forth the Company's investigation protocol with respect to an alleged Whistleblower violation, prioritized as maximum priority.

II. Commencing the Investigation. Immediately upon categorization by the Whistleblower Committee of an allegation as **Maximum Priority**, the CFO shall contact the Chairman of the Audit Committee so that the Audit Committee may determine whether the allegations will be investigated internally or through external resources and appoint the appropriate person to lead the investigation. If the allegations involve alleged misconduct by the CFO, the General Counsel shall contact the Audit Committee Chairman. If the allegations involve alleged misconduct by the GC only, then the CFO shall contact the Audit Committee Chairman. If both the GC and CFO are alleged to be involved, the CEO shall contact the Audit Committee Chairman.

III. Protocol for the Audit Committee. The Audit Committee shall abide by the following protocols:

1. With the assistance of the Executive Assistant to the CEO or the General Counsel, immediately set up an emergency, virtual Audit Committee meeting
2. During the Audit Committee call, in executive session, review the allegations
3. Determine whether the investigation will be conducted using internal or external resources
4. If the Audit Committee chooses to rely upon an outside law firm, consult the Addendum for Maximum Priority Investigations for suggested law firms and lawyers. As needed, the Audit Committee may consult with the General Counsel and/or outside counsel on appropriate counsel given the nature of the allegations
5. The Audit Committee shall direct management to fully cooperate in the investigation
6. Once an internal or external Investigation Team is engaged, the Audit Committee shall establish a regular cadence of reporting, not less than one report per week to the Chairman of the Audit Committee
7. The Audit Committee shall discuss with the Investigation Team whether the executive team members who are subjects of the investigation, if any, may or should remain at work during the course of the investigation or be placed on a leave of absence
8. Upon appointment, the Investigation Team shall follow the investigation protocol set forth in Appendix A to the Whistleblower Policy

9. The Audit Committee shall oversee the investigation to completion

IV. Resources and Authority of the Investigation Team. The Investigation Team shall have the resources (at the Company's expense) and authority appropriate to discharge its responsibilities, including the authority to engage forensic auditors and/or additional attorneys, among other third party experts, as a part of its investigation into allegations falling under this Appendix B.

V. Disclosures. Throughout the pendency of the investigation, the Investigation Team, under the direction of the Chairman of the Audit Committee, shall fully brief the Audit Committee and the independent auditors.

ADDENDUM FOR INVESTIGATIONS – Whom to Call

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