



Ethics Reporting Policy of Resolute Forest Products



ETHICS REPORTING POLICY

1. SCOPE AND PURPOSE OF THIS POLICY

It is essential to our company's success that we each comply with our Code of Business Conduct which establishes the fundamental ethical values and standards of behaviour that we are expected to demonstrate in all our work and business activities. Business results should never be achieved at the expense of unethical conduct or non-compliance.

This Ethics Reporting Policy ("Policy") is an important complement to our Code of Business Conduct. It confirms that each one of us has a duty to raise and report our questions, complaints and concerns relating to the application or potential or suspected breaches of the law, the Code of Business Conduct, this Policy or other applicable policies and procedures dealing with ethics and compliance (each, a "Concern"¹; a Concern relating to a potential or suspected breach is referred to as a "Wrongdoing"). This Policy also provides details on the process for raising and reporting Concerns as well as information on how Concerns will be handled.

While this Policy sometimes refers to "employees", it applies to all employees and officers of Resolute Forest Products Inc., its wholly owned subsidiaries and their divisions (collectively, the "Company" or "Resolute"), including anyone who works for the Company, at any level, in any division, whether on a full-time, part-time, contractual, seasonal, temporary, consulting or other basis. When we refer to "affiliates", this means, in addition to our wholly owned subsidiaries, Domtar Corporation ("Domtar") and its subsidiaries which are part of the larger Paper Excellence Group.

The Company and its affiliates may adopt additional policies and procedures detailing how to implement the guidelines contained in this Policy. We may change or revise this Policy and our other policies and procedures at any time. It may also amend or add to this Policy to deal with specific requirements or restrictions of local laws applicable in the countries where it conducts business². This Policy, however, is not intended to supersede the terms of any applicable collective bargaining agreements.

This Policy and the Code of Business Conduct are available on Resolute's website at the following address: https://www.resolutefp.com/uploadedFiles/About_Us/Corporate_Governance.

¹ This Policy does not cover complaints, concerns and questions that relate solely to labour relations, grievances or the interpretation or application of collective bargaining agreements.

² Whenever a country amendment is adopted, "Policy" refers to this Policy as so amended when applied to an employee located in that country.

2. ROLES AND RESPONSIBILITIES

Each one of us is accountable for our own behaviour and for upholding Resolute's commitment to integrity, ethics and compliance. Resolute expects and encourages each one of us to be an **active participant** in its ethics and compliance program.

Employees. Each employee is responsible for understanding and complying with the Code of Business Conduct, this Policy and the other policies and procedures that apply to him/her and for raising any Concerns he/she may have. As described below, you have multiple options to raise your Concerns. In addition, you are expected to cooperate with the Company on investigations, including those conducted under this Policy.

Supervisors and Managers. Supervisors and managers must lead by example and demonstrate their commitment to the Code of Business Conduct, this Policy and other applicable policies and procedures. They should ensure that all employees under their supervision feel comfortable raising Concerns, without fear of reprisals, and that they are informed of the channels for doing so.

When handling Concerns, supervisors and managers must follow the guidelines set forth in this Policy and other applicable policies and procedures, including the requirements to:

- Promptly handle any questions and requests for guidance raised directly with them and
- Immediately report all potential or suspected Wrongdoings (including those raised directly with them) to:
 - a Compliance Officer or a Case Management Committee member (see Appendix A)³ or
 - the relevant Company resource designated by a Compliance Officer under applicable policies and procedures⁴ to investigate the type of Wrongdoing that is alleged except if it involves a "Sensitive Concern" (as defined below), in which case the alleged Wrongdoing must immediately be reported to the Global Chief Legal Officer (see Appendix A)⁵.

Compliance Officers. The ongoing implementation of this Policy is entrusted to the Company's Compliance Officers ("Compliance Officers"). They are supported by the Case Management Committee and the Case Managers.

Case Management Committee. The Case Management Committee is comprised of senior managers (see Appendix A) appointed to act as Case Managers, to assist other Case Managers in their handling of Concerns, to resolve cases of potential or suspected Wrongdoings and to periodically review Wrongdoing cases.

Case Managers. Case Managers are appointed from different management functions (mainly, Human Resources, Legal and Internal Audit) for the purpose of reviewing and investigating Concerns that are referred to them for handling.

Global Chief Legal Officer. The Global Chief Legal Officer of the Paper Excellence Group (the "Global

³ If the Concern is "Sensitive" (as defined below), it must also be reported to the Interim Global Chief Legal Officer (see Appendix A).

⁴ See, for instance, Resolute's harassment policies and procedures.

⁵ For greater clarity, in case of conflict between this Policy and another corporate policy or procedure regarding the person to whom a Sensitive Concern should be reported or by whom it can be handled, this Policy will prevail.

Chief Legal Officer”) handles “Sensitive Concerns”⁶. A Concern is “Sensitive” if: (i) it relates to an executive officer or the chief accounting officer of the Company; (ii) it involves a potential or suspected breach of this Policy by a Compliance Officer, Case Management Committee member or Case Manager in the carrying out of their respective duties under this Policy; or (iii) a Compliance Officer, Case Management Committee member or Case Manager decides for any reason that the Concern would be best handled by the Global Chief Legal Officer.

3. RAISING YOUR CONCERNS

To increase stakeholder confidence in its commitment to maintain a culture of integrity, Resolute has put in place the following process to allow you to raise and report your Concerns.

What to Report:

Each Resolute employee has a **duty to raise and report all Concerns**. By reporting your Concerns, you not only fulfil your duty but you also contribute to strengthening the ethical culture within Resolute. Remember, the ethical performance of the Company is the sum of the actions taken by each of us.

This means that you are **encouraged and expected** to:

- Ask the questions you may have on ethics and compliance to help you better understand the Company's core values and ethical expectations
- Seek guidance proactively before any problem arises
- Promptly report any suspected Wrongdoing.

<u>Examples of Wrongdoing</u>	
The following are examples - but <u>not</u> an exhaustive list - of Wrongdoings that, when suspected, should be reported promptly:	
<ul style="list-style-type: none"> ➤ Actions that endanger the health and safety of an individual ➤ Any criminal offence by an employee, supplier or other individual or entity ➤ Violations of competition/antitrust laws ➤ Violations of securities laws ➤ Bribery ➤ Any other failure to comply with applicable laws and regulations ➤ Discrimination or harassment ➤ Actions that cause or could cause environmental damage 	<ul style="list-style-type: none"> ➤ Financial impropriety (ex.: irregularities in financial reporting, accounting, internal accounting controls and auditing) ➤ Fraud ➤ Actions that are unethical, illegal or otherwise not in line with Company values ➤ Any other violation of the Code of Business Conduct or other applicable policies or procedures (including this Policy) ➤ Any action that could result in any of the above if not stopped ➤ Deliberate concealment of information concerning any of the above

⁶ For greater clarity, Sensitive Concerns that involve a potential or suspected Wrongdoing should only be investigated by the Interim Global Chief Legal Officer even if other Company policies and procedures provide otherwise.

When to Report:

It is in everyone's best interest to raise and report your Concerns **as early as possible**. When the Company learns about a Concern early, it can take action to stop or, ideally, to prevent problems, and to minimize or even to avoid any resulting damage.

How to Report:

Resolute strives to create an environment where each employee is comfortable coming forward directly to management on an identified basis to communicate any Concern. It encourages personal contact because this facilitates dialogue and follow-up with the employee, which in turn improves the resolution process. Supervisors, managers and local Human Resources representatives are there to help as are all other members of the Human Resources, Legal and Internal Audit teams and senior management. Each one of them will make time for an open and honest discussion about any of your Concerns.

Resolute recognizes, however, that in some situations anonymity and confidentiality are essential for an individual to feel safe about reporting a Concern, especially when a Wrongdoing is suspected. To this end, it has retained the services of an independent ethics reporting service⁷ to offer employees an alternative to raise a Concern in an anonymous and confidential manner.

Any employee who wants to raise or report a Concern, including to seek guidance on expected behaviour, to get help on a potential ethical or compliance question or to report a suspected Wrongdoing, can contact any of the following:

Reporting Options

1. An immediate **supervisor** or local **Human Resources representative**;
2. Any member of the **Human Resources, Legal or Internal Audit team** or of **senior management**;
3. Any **Compliance Officer** (see Appendix A);
4. The **independent ethics reporting service** by:
 - a. **Calling the hotline/helpline toll-free at 1-877-319-8904** (the hotline/helpline toll-free number is available 24/7 and has no caller-id feature; translators are available for most languages);
 - b. **Making a report at www.clearviewconnects.com** (available 24/7, web form available in English and French, but answers can be provided in your preferred language and translated by the ethics reporting service); **or**
 - c. **Writing a letter to:**
P.O. Box 11017
Toronto, Ontario
Canada M1E 1N0 (the ethics reporting service transcribes handwritten notes and translates as required)
➤ **When reporting a potential or suspected Wrongdoing to the independent ethics reporting service, an employee is not required to leave his/her name.**
5. The **Global Chief Legal Officer** (see Appendix A) for any Sensitive Concern.

⁷ Currently, ClearView Strategic Partners Inc.

You are encouraged to **make your report as complete as possible**. Those handling Concerns are typically looking for answers to the following questions:

1. Who is or may become involved? What is the relationship between you and the other parties involved?
2. What happened? What issue is under consideration?
3. When did it, or is it expected to, happen?
4. Where did it, or is it expected to, happen (geographic location, mill, office, systems, function, department)?
5. Why did it, or is it expected to, happen (ex.: pressures, motives or thinking)?

Report in Good Faith:

Resolute expects employees to act in good faith and not to make false accusations when raising a Concern or assisting in the resolution of a Concern. A Concern involving an allegation of Wrongdoing is raised in good faith when the allegation is made by someone who has a reasonable basis to believe that a Wrongdoing has occurred or could reasonably occur. An allegation is not made in good faith when it is made maliciously, without a reasonable belief that the information is accurate or reliable, or by turning a blind eye to facts that would disprove the allegation. An employee who knowingly or recklessly makes a false allegation or raises Concerns in bad faith may be subject to disciplinary action, up to and including dismissal.

4. HANDLING OF YOUR CONCERNS

What to Expect:

No Retaliation. Anyone who, in good faith, raises a Concern or assists in the resolution of a Concern, whether under this Policy, the Code of Business Conduct or applicable law, will not suffer any adverse action regarding its employee status or position with Resolute (such as dismissal, discharge, victimization, demotion, disciplinary action or discrimination) as a result. This is so even if the alleged facts are not proven to be true following an investigation. Employees who raise a Concern are still, however, expected to continue to meet their job requirements, including complying with the Code of Business Conduct and other applicable Company policies and procedures.

Resolute will strictly enforce this non-retaliation policy and violations may result in disciplinary action, up to and including dismissal.

Anonymity and Confidentiality. Resolute and those handling Concerns on its behalf will take all reasonable measures to preserve the anonymity of an employee who raised a Concern anonymously, to keep confidential the identity of an employee who requested that his/her identity not be disclosed, and only to disclose information relating to Concerns on a need-to-know basis.

There are instances, however, where it may become necessary for Resolute to ascertain or reveal your identity or to disclose information relating to a Concern. This may be required by law, to properly handle or resolve a case, to protect Resolute's rights and property (ex.: disclosure to insurers to claim benefits or to the authorities), or to report a criminal act. If it becomes necessary for any such reasons to disclose your identity, the Case Manager or the Global Chief Legal Officer, as the case may be, would attempt, to the extent possible, to inform you. The identity of an employee who has raised a Concern may also become apparent during the resolution process although Resolute has made every effort to protect it.

While Resolute takes anonymity and confidentiality very seriously, they can never be guaranteed.

Fair, Timely and Consistent Handling. You can expect that each Concern you raise will be handled in a fair, timely and consistent fashion. Resolute is committed to resolving Concerns as promptly as possible. In addition, all those entrusted with the handling and resolution of Concerns have the ability to consult with, and be assisted by, other members of management, other employees and independent advisors, at any time in the process, as they feel necessary or appropriate to properly handle Concerns and carry out their duties under this Policy.

How Your Concerns Are Handled:

The process for handling a Concern you have raised will depend on the nature of your Concern and the Reporting Option you have used. **In all cases, you can expect that your Concern will be handled as indicated under “What to Expect” above.** Managers, Case Managers and the Global Chief Legal Officer are expected to handle all Concerns in accordance with the guidelines set forth in this Policy and additional guidelines that the Company may issue to them from time to time.

Handling Process Summary

- 1. Log of Concerns into the Independent Ethics Reporting System.** If you have raised your Concern through the independent ethics reporting service (Reporting Option 4), you will obtain, usually within 3-5 business days:
 - an acknowledgement of receipt of your Concern
 - the name of the assigned manager or Case Manager, as applicable
 - a case/report reference number
 - if you have used the toll-free phone number or web form, a security code (login + password) allowing you to use the ethics reporting website to communicate anonymously with the person responsible for your case, to post a reply or to add new information to the case. **Caution:** Keep the security code in a safe place as it cannot be retrieved if lost.
- 2. Preliminary Review of Concerns.** Promptly after receipt of your report (irrespective of the Reporting Option you have used), the manager or Case Manager who received it will start reviewing your Concern and determine the appropriate next steps. Note that he/she may request from you additional information to properly handle your Concern and you should answer the request within the required time frame, failing which the matter could be considered closed. It could, however, be re-opened later if additional information is found or provided.
- 3. Handling of Matters Not Related to Ethics or Compliance.** If the manager or Case Manager, as applicable, who reviews your Concern determines, in his/her best judgment, that the matter does not relate to ethics or compliance⁸, he/she will promptly provide you with a response or refer the matter to another Company resource who can assist you.
- 4. Handling of Concerns Solely Involving a Question or Request for Guidance.** Similarly, if the manager or Case Manager, as applicable, who reviews your Concern determines, in his/her best judgment, that it is solely a question or request for guidance on an ethics or compliance matter and does not involve a potential or suspected Wrongdoing, he/she will promptly provide you with a response or refer the matter to another Company resource who can assist you.

⁸ Examples of matters not related to ethics or compliance are complaints, concerns and questions relating solely to: labour relations, grievances or the interpretation or application of collective bargaining agreements; organizational change; compensation, pension or benefits.

5. **Handling of Wrongdoings.** If you reported a potential or suspected Wrongdoing⁹, your case will be assigned to the designated Company resource, to a Case Manager or, if it is Sensitive, to the Global Chief Legal Officer who will investigate it and develop a proposed action plan to address the issue (ex.: the perpetrator should be subject to disciplinary measures). Once the action plan is finalized, it will be implemented. You will be informed when the matter is resolved unless this is prohibited by applicable law or may negatively impact the implementation of the action plan or the exercise of the Company's rights. Note: If a Concern involves a possible criminal offence, it may be referred to the authorities; in that case, the Company may be legally prevented from taking any further action and may not have the option of informing you.

This Policy does not create any contractual right to employment or continued employment nor to employee benefits or other terms and conditions of employment.

⁹ As indicated in Section 2 above (*Roles and Responsibilities*), if you have used Reporting Option 1 or 2, the manager with whom you raised your Concern must immediately report it to a Compliance Officer, a Case Management Committee member or the relevant Company resource designated by a Compliance Officer under applicable corporate policies and procedures to investigate the type of Wrongdoing that is alleged.

APPENDIX A CONTACT INFORMATION

ROLE	NAME AND TITLE	CONTACT INFORMATION
Compliance Officers:	Sandra Gaudreault <i>Vice President, Legal Affairs</i>	Resolute Forest Products Inc. 1010 De La Gauchetière Street West, Suite 400 Montreal (Quebec), Canada, H3B 2N2 Phone: 514-394-3614 Fax: 514-394-3695 E-mail: sandra.gaudreault@resolutefp.com
	Daniel Ouellet <i>Senior Vice President, Human Resources</i>	Resolute Forest Products Inc. 1010 De La Gauchetière Street West, Suite 400 Montreal (Quebec), Canada, H3B 2N2 Phone: 514-394-2357 Fax: 514-394-2241 E-mail: daniel.ouellet@resolutefp.com
	Simon St-Laurent <i>Vice President, Internal Audit</i>	Resolute Forest Products Inc. 1010 De La Gauchetière Street West, Suite 400 Montreal (Quebec), Canada, H3B 2N2 Phone: 514-394-3651 Fax: 514-394-2257 E-mail: simon.st-laurent@resolutefp.com
Case Management Committee Members:	Chair: Simon St-Laurent <i>Vice President, Internal Audit</i>	See above
	Sandra Gaudreault <i>Vice President, Legal Affairs</i>	See above
	Daniel Ouellet <i>Senior Vice President, Human Resources</i>	See above
Global Chief Legal Officer	Nancy Klembus Interim Global Chief Legal Officer	Domtar Corporation 100 Kingsley Park Drive Fort Mill, SC 29715 U.S.A. Phone: 1-803-802-8065, x68065 E-mail: Nancy.Klembus@domtar.com