



### Policy and Procedures for the Submission of Complaints Pertaining to Accounting, Internal Accounting Controls, Auditing and Other Matters

#### Introduction

Domtar Corporation<sup>1</sup> (“Domtar”) is a company rooted in values, and we strive to foster a work environment that brings forward our core values of agility, caring, and innovation. We are dedicated to the highest standards of ethics and quality, and we commit ourselves every day to doing the right thing for our company, our customers, and our community.

Our Code of Business Conduct and Ethics requires directors, officers and employees to observe high standards of business and personal ethics. As employees and representatives of Domtar, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

The Whistleblower Protection Policy complements the procedures outlined in our Code of Business Conduct and Ethics as well as our Communications Policy to deal with certain issues and concerns that may arise from time to time. Domtar is committed to open communication; this policy aims to provide an avenue for employees to raise concerns and to assure them that they will be protected from retaliation.

#### 1. Policy Statement

This policy provides a means whereby a Complainant may report issues and/or concerns in connection with an actual or perceived violation.

In responding to a complaint, Domtar will act fairly with respect to any individual named in the complaint, the seriousness of the issue raised, the credibility of the information or allegations in the complaint, and the prospects of an effective investigation.

Domtar will not retaliate, or threaten to retaliate, against any complainant for reporting violations pursuant to this policy, or for any lawful act done by the employee in providing information to the U.S. Securities and Exchange Commission (SEC) or any government agency in a manner or as permitted by any relevant law or regulation.

#### 2. Nature of Complaints

In accordance with the Sarbanes-Oxley Act, Sections 10A(m) and 21F of the Securities Exchange Act of 1934, and the listing standards of the New York Stock Exchange, Domtar has adopted the following procedures to facilitate the submission, on a confidential and anonymous basis, of complaints, reports and concerns by any person (“Complainant”) regarding (i) accounting, internal accounting controls, or auditing matters, (ii) actual or potential violations of laws, rules or regulations, and (iii) other

suspected wrongdoing, including in connection with the Code of Business Conduct and Ethics (a “violation”)<sup>2</sup>.

### 3. Protection of Complainants

This policy and related procedures offer protection from retaliation to Complainants with respect to matters that the Complainant reasonably believes are, or could give rise to, violations (“Complaints”).

No Complaint shall result in any retaliation or threat of retaliation against the Complainant. This means that Domtar and its directors, officers, employees and agents shall not penalize, discharge, demote, suspend, threaten, harass, transfer to an undesirable assignment or location, or otherwise discriminate (collectively, “retaliate” or “retaliation”) against any Complainant for making a Complaint or otherwise calling attention to suspected illegal or unethical acts. In addition, Domtar and its directors, officers, employees and agents shall not retaliate, or threaten to retaliate, against any employee as a result of lawful acts done by the employee in providing information to the U.S. Securities and Exchange Commission (SEC) or any government agency in a manner or as permitted by any relevant law or regulation.

Any act of retaliation shall itself be treated by Domtar as a violation of Domtar’s policy and could result in disciplinary action up to and including discharge. This protection extends to anyone providing information in relation to an investigation, including an internal investigation.

### 4. Confidentiality

Domtar will make reasonable efforts to treat all Complaints by Complainants as confidential and privileged to the fullest extent permitted by law. A Complainant is encouraged to put his/her name to any Complaint he/she makes, but it may also be made anonymously, where permitted by local laws, as provided in Section 5 below.

### 5. How to Make a Complaint?

Any Complaint under this policy must be submitted through one of the following confidential means of communication<sup>3</sup>:

- Vice-President, Internal Audit:
  - in person or by telephone to 514-848-5753
  - by mail: Domtar Corporation  
395 de Maisonneuve Blvd. West  
Montreal, Quebec H3A 1L6, Canada  
Attention: Vice-President, Internal Audit (Strictly Confidential)



# WHISTLEBLOWER PROTECTION POLICY

- Ethicspoint hotline:
  - Online at <http://www.domtar.ethicspoint.com>
  - by telephone at the toll-free numbers provided in the table below:

Country / Toll-Free Direct Access Numbers		
Austria: 0-800-200-288*	Germany: 0-800-225-5288*	Switzerland: 0-800-890011*
Belgium: 0-800-100-10*	Hong Kong : 800-964214	The Netherlands: 0800-022-9111*
Canada: 1-866-323-3653	Norway: 800-190-11*	United Kingdom: 0800-89-0011*
France: 0-800-99-0011*	Portugal: 800-800-128*	United States: 1-866-323-3653
Sweden: 020-799-111*	Spain: 900-99-0011*	

*(Please note there is no caller identification on these telephone numbers)*

*\* This is a direct access toll-free number. Once the direct access number is dialed, the caller will hear an English prompt, at which point the caller must dial 1-866-323-3653.*

- by e-mail: [whistleblower@domtar.com](mailto:whistleblower@domtar.com)

Any Complaint should provide sufficient, precise, and relevant information pertaining, among others, to dates, places, persons/witnesses, numbers, etc., so that a reasonable investigation can be conducted. If the Complainant wishes to discuss any such matter with the Vice-President, Internal Audit, he/she should indicate this in the submission or message and include a telephone number at which he/she might be contacted if the Vice-President, Internal Audit deems it appropriate. When possible, the Vice-President, Internal Audit shall acknowledge receipt of the complaint to the sender.

## 6. Investigation

Upon receiving a Complaint, the Vice-President, Internal Audit shall immediately register it in a log of complaints and open a file, which file shall be maintained in a secure location to protect the confidentiality of the Complainant. The Vice-President, Internal Audit shall then determine whether the Complaint pertains to a subject covered under this policy and is admissible pursuant to applicable local law.

If the Vice-President, Internal Audit determines that the Complaint is covered by this policy, he/she shall then initiate an investigation. In conducting the investigation, the Vice-President, Internal Audit may enlist inside or outside legal, accounting, human resources, or other advisors, as appropriate. The Vice-President, Internal Audit shall have access, during an investigation, to all books and records of Domtar. Domtar directors, officers, employees and agents are expected to fully co-operate in the investigation. In conducting any investigation, the Vice-President, Internal Audit shall use reasonable efforts to protect the confidentiality of the Complainant to the fullest extent permitted by law.

Investigations will be conducted as quickly as possible, taking into account the nature and complexity of the complaint and the issues raised therein. To the extent possible, the following timeline will be followed to ensure timely investigation of complaints:

- Receipt of Complaints will be acknowledged within 7 days of receipt\*
- To the extent possible, investigations will be completed within 90 days of receipt of Complaint

*\* The acknowledgement of receipt is dependent upon having an available channel of communication with the Complainant (either through <http://www.domtar.ethicspoint.com> or via e-mail, mail or phone)*

The Vice-President, Internal Audit shall retain as a part of the records any and all Complaints, reports or concerns and related documentation for a period of no less than seven (7) years from the moment the claim is resolved and file closed.

## 7. Reporting to the Audit Committee

Each quarter, the Vice-President, Internal Audit shall report to the Audit Committee of the Board of Directors of the Corporation (the “Committee”) and to the external auditors, in the aggregate, the number, the nature, and the outcome of Complaints received and investigated under this policy.

Notwithstanding the foregoing, the Vice-President, Internal Audit shall promptly report to the Committee any Complaint that may have material consequences for the Corporation.

<sup>1</sup> For the purposes of this policy “Domtar” includes Domtar Corporation and all of its subsidiaries.

<sup>2</sup> Pursuant to applicable local laws, in certain European jurisdictions, there may be restrictions with respect to the nature of complaints that may be made and whether complaints may be made anonymously. The Complainant will be informed of these particular requirements when accessing the Ethicspoint hotline. However, all complaints, reports and concerns relating to accounting, internal accounting controls, or auditing matters will be admissible in accordance with Sections 10A(m) and 21F of the Securities Exchange Act of 1934.

<sup>3</sup> In Europe, complaints may only be submitted via the Ethicspoint hotline (internet or toll-free direct access numbers).