

Introduction

Domtar Corporation¹ (“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 Complaints Policy complements the procedures outlined in our Code of Business Conduct and Ethics 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.

Should you have any questions about this Policy and Procedures for the submission of complaints and the information processed by us under the related procedures, please do not hesitate to get in touch with the Vice-President, Internal Audit at 514-848-5753.

1. Policy Statement

This policy provides a means whereby any person (“Complainant”) may report issues and/or concerns in connection with an actual or perceived violation.

In responding to a complaint, Domtar will take appropriate action with respect to any individual named in the complaint, taking into account 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, including specifically for any lawful act done by an employee Complainant in providing information to the U.S. Securities and Exchange Commission (SEC) or any government agency or regulator in a manner or as permitted by any relevant law or regulation.

2. Nature of Complaints

Domtar has adopted the following procedures to facilitate the submission, on a confidential and anonymous basis, of complaints, reports and concerns by a

Complainant regarding (i) accounting, internal accounting controls, or auditing matters in accordance with the requirements of Rule 10A-3(b)(3) under the Securities Exchange Act of 1934, (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”).

Complaints regarding accounting, internal accounting controls, or auditing matters include the following:

- any fraud or deliberate error in the preparation, evaluation, review, or audit of Domtar’s financial statements;
- any fraud or deliberate error in the recording or maintenance of Domtar’s financial records;
- any deficiencies in or non-compliance with Domtar’s internal accounting controls;
- any deviation from full and fair reporting of Domtar’s financial condition;
- any override or attempted override of accounting policies or procedures by any level of management;
- any misrepresentations or false statements to or by a senior officer or accountant regarding a matter contained in Domtar’s financial records, financial reports, or audit reports.

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 or regulator 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.

Domtar and its directors, officers, employees and agents also shall not take any action to impede or interfere with any Complainant’s ability to communicate directly with the

SEC or any other government agency or regulator in connection with any Complaint or other allegation of a violation. Any such act of interference shall also be treated by Domtar as a violation of Domtar's policy and could result in disciplinary action put to and including discharge.

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 Complaint may be made anonymously as provided in Section 5 below, however, please keep in mind that anonymity may hinder Domtar from being able to thoroughly review and resolve the allegations in the Complaint.

5. How to Make a Complaint?

Any Complaint under this policy must be submitted through one of the following confidential means of communication:

- 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)
- 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		
Canada: 1-866-323-3653	Hong Kong: 800-964214	United Kingdom: 0800-89-0011*
Germany: 0-800-225-5288*	Taiwan: 00-801-102-880	United States: 1-866-323-3653

(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

Please note that when submitting information through the hotline, Domtar's external service provider, NAVEX, will process such information (including personal data) pursuant to NAVEX's terms and conditions.

Any Complaint should provide sufficient, precise, and relevant information, including, but not limited to, a description of the issue, dates, places, individuals involved and/or witnesses 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 shall be maintained in a secure location to protect the confidentiality of the Complainant.

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, always subject to applicable local laws. 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, always subject to applicable local laws.

7. Reporting

Each quarter, the Vice-President, Internal Audit shall report to the appropriate governing body of the Corporation 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 appropriate governing body of the Corporation, any Complaint that may have material consequences for the Corporation or that otherwise alleges a violation by a member of the Corporation's senior management.

¹ For the purposes of this policy "Domtar" includes Domtar Corporation and all of its subsidiaries.