



## RESOLUTE GUIDELINES FOR SUPPLIERS

### INTRODUCTION

At Resolute Forest Products Inc. (“Resolute”), we value our relationships with our customers, suppliers, fellow employees, the communities in which we do business and our shareholders. To maintain these relationships, it is imperative that all of our business be conducted with absolute integrity in an atmosphere of candor and good faith. Compliance with the law is a given. Our aims are considerably higher. These Guidelines set out the principles and standards applicable to each supplier that wishes to establish or maintain a commercial relationship with Resolute. Resolute will not knowingly do business with any persons or entities that operate in violation of laws and regulations. Resolute confirms its intention to do business solely with suppliers who demonstrate high standards of business integrity and ethical conduct. We therefore take steps to ensure that our suppliers understand the standards we apply to ourselves and that we expect from them.

### SCOPE

These Guidelines apply to Resolute’s direct suppliers, such as individuals and entities providing products or services to Resolute, as well as to any consultant, employee, agent or intermediary acting on behalf of any such supplier. These direct suppliers shall ensure that their respective suppliers and subcontractors comply with these Guidelines.

These Guidelines apply to all current or potential suppliers in the context of commercial and contractual negotiations and agreements with Resolute and/or any of its subsidiaries and affiliates.

#### **1. Observance of laws**

##### 1.1 Antitrust and Competition

Resolute believes in free and open competition. The basic purpose of competition laws is to protect and provide an open economic environment for independent businesses to compete in markets free from collusive or exclusionary behaviour.

Suppliers and potential suppliers must comply with all applicable antitrust and other competition laws. Penalties for violating antitrust and competition laws are severe for both the liable company and individuals, and may include significant fines and prison term.

Suppliers shall not participate in agreements among existing or potential competitors relating to price fixing or maintenance, terms of sales, manipulation of production output,



division of customers, markets or territories, nor shall they engage in bid rigging, use of deceptive trade practices, abuse of dominant position or in any other practices that could restrict competition.

## 1.2 Anti-Corruption and Bribery

Resolute is committed to compliance with anti-corruption laws that apply in countries where it conducts business, such as the *Corruption of Foreign Public Officials Act* (Canada), the *Foreign Corrupt Practices Act* (United States), the *Bribery Act* (United Kingdom) and any other local anti-bribery and anti-corruption laws.

In general, these laws prohibit offering, promising or giving any undue pecuniary or other advantage to a public official, whether directly or through intermediaries, in order that the official act or refrain from acting in relation to the performance of official duties for the purpose of obtaining or retaining business or getting another improper advantage in the conduct of business. In short, any attempt to improperly influence public officials is prohibited. As such, suppliers must not offer entertainment or gifts to government officials or make direct or indirect political contributions on behalf of Resolute.

The *Bribery Act* (United Kingdom) also extends to the private sector. As such, suppliers shall not make or offer to make any improper payments of any kind whatsoever or offer any advantage to any representative of Resolute in order to obtain or maintain a business arrangement with Resolute or to obtain an improper advantage from Resolute.

## 2. Corporate ethics

### 2.1 Conflict of Interest

Before entering into an agreement with Resolute, and at any time during the business relationship, a supplier or potential supplier must disclose all information concerning any actual or potential conflict of interest, including, without limitation, the disclosure of (i) any relationship that an employee of supplier may have with an employee of Resolute who can make a decision that may affect the supplier or with a relative of any such Resolute employee or (ii) any financial interests that a representative of Resolute or one of its relatives may have in an entity or business unit of the supplier or in one of its subsidiaries or affiliates. A supplier shall immediately disclose to Resolute any conflict of interest upon its occurrence.

### 2.2 Gifts, Invitations and Favors

Suppliers shall not in any way oblige or appear to oblige Resolute's employees by providing gifts, favors, gratuities or personal benefits; however, nothing in these Guidelines is intended to prevent an employee from accepting gifts (such as a promotional item) of less than \$50 in value per: year or casual entertainment. Disclosure obligations to Senior Management are applicable to Resolute employees relating to acceptance of gifts or entertainment above the



standards of this guideline. It should be noted that, when eating with a supplier, a Resolute employee is expected to pay for his or her own share of the meal cost, while the supplier shall pay for his or her own cost.

Resolute's employees are not permitted to request or solicit gifts, services or contributions from suppliers.

Solicitations to suppliers for donations, gifts, sponsorships or charitable financial contributions must be made officially, in writing, after having been authorized by the appropriate Resolute Senior Management.

## 2.3 Protection of Resolute's Information and Records

### 2.3.1 Privacy

In the context of its relationship with Resolute, suppliers may receive or obtain certain documents, data and other information which may include Personal Information (as defined below), such as personal information concerning Resolute's employees, consultants, subcontractors, agents or other individuals doing business with Resolute. Such Personal Information must be treated as Confidential Information (see 2.3.2 below). In addition, suppliers shall: (a) take all security measures necessary to ensure the protection of any Personal Information collected, used, communicated, kept or destroyed and that are reasonable given the sensitivity of the information, the purposes for which it is to be used, the quantity and distribution of the information and the medium on which it is stored, including without limitation, to protect and secure Personal Information so as to ensure that it remains confidential and not to disclose same to any third party without the express authorization of Resolute; (b) not, without the prior written consent of Resolute, process, store or transmit Personal Information in or to a country other than the country where it was initially received or obtained; (c) abide by all applicable laws relating to the protection of Personal Information; and (d) immediately advise Resolute if supplier knows or suspects that the Personal Information may have been compromised or if supplier or any affiliated party is served with an order, demand, warrant or any other document purporting to compel the production or disclosure of any of the Personal Information. "**Personal Information**" means any information relating to a natural person and which allows that person to be identified.

### 2.3.2 Confidential Information and Intellectual Property

In the context of their business relationship with Resolute, suppliers may have access to Confidential Information. For the purposes hereof, "**Confidential Information**" shall mean all non-public, confidential or proprietary materials and information relating to the respective businesses and operations of Resolute, its



subsidiaries and affiliates, whether owned by them or third parties, in whatever form, and includes, without limitation, financial information, business plans, products and services, marketing and sales information, customer lists, volumes and pricing information, purchasing information, employee lists, policies and files, trade secrets, operating and training procedures, production processes, research and development data, samples, test results, formulas, designs, specifications, know-how, inventions and ideas, improvements, discoveries, software (including passwords and source and object code), database technologies, and any other intellectual property and other technical information, all agreements and transaction information and all notes, summaries, studies, analyses and other material that are prepared by supplier and contain or are generated from Confidential Information. However, “Confidential Information” does not include information that is or becomes generally known by or available to the public other than as a result of a disclosure by a supplier in violation of these Guidelines.

Suppliers shall keep the Confidential Information in strict confidence and shall not, directly or indirectly, disclose or give access to the Confidential Information to anyone, unless specifically consented to in writing by Resolute. Suppliers shall only use or copy the Confidential Information for the purpose of performing their obligations for the benefit of Resolute.

Suppliers acknowledge that all patents, industrial designs, trade names, trademarks, copyrights, trade secrets and other intellectual property rights of Resolute are the sole property of Resolute.

### 2.3.3 Insider Trading Prohibition

Certain Confidential Information, if made public, may have an effect on the price of Resolute’s securities or could be considered material by investors in deciding to buy, sell or trade Resolute’s securities. It is illegal for a supplier, an employee of a supplier or a relative of any such supplier employee to engage in transactions of Resolute’s securities based on Confidential Information. Similarly, it is also illegal to communicate any such Confidential Information to third parties who may buy, sell or otherwise trade in securities.

### 2.3.4 Health and Safety

Occupational Health and Safety is a top priority for Resolute. When accessing Resolute’s premises, all suppliers shall comply with Resolute’s policies regarding health and safety as well as with applicable laws and regulations. Suppliers are expected to report any situation of concern to the manager of the business unit where the work is performed.



### 2.3.5 Environment

Resolute is committed to preserve the environment in the communities where it operates through responsible and sustainable business practices. Suppliers shall comply with Resolute's rules and policies relating to environment as well as with applicable laws and regulations. Suppliers shall report any incidents to the manager of the business unit where the incident occurred.

## 3. Compliance Procedure

3.1 Resolute requires that all suppliers abide by the principles and conditions of these guidelines. Suppliers shall ensure that these Guidelines are being upheld and respected and shall take all necessary measures to prevent and deal with any violation of these Guidelines.

### 3.2 Reporting of Violations

Any supplier or any person with reason to believe that these Guidelines are not being respected by an employee of Resolute or by a supplier shall report this situation to Resolute. To do so, the person may communicate directly with Resolute Senior Management or with any member of the Legal Department or the Internal Audit Team.

Every reported violation of these Guidelines will be examined and investigated. Resolute will not penalize or discriminate against anyone for reporting in good faith an act committed by a supplier or by a Resolute employee in the context of dealing with a supplier that is potentially against these Guidelines.

Depending on the results of the investigation, sanctions will be applied, from a formal warning to termination of the business relationship with Resolute. In a case where criminal activity is suspected, Resolute will refer it to the appropriate authorities.

## 4. Governance

The Vice President, Strategy and Corporate Development shall be responsible for the implementation of these Guidelines.

Each Resolute manager will have the responsibility to explain to his personnel the conduct expected from suppliers and to ensure that personnel negotiate and do business only with suppliers who comply with these Guidelines.

Resolute may update these guidelines from time to time at its discretion.