



KP TISSUE INC.

CHAIR OF THE BOARD POSITION DESCRIPTION

In addition to the responsibilities and specific duties set out in the mandate of the board of directors (the “**Board**”) of KP Tissue Inc. (the “**Corporation**”), the primary role and responsibility of the chair of the Board is to oversee the activities of the Board while assuming a leadership role with respect to:

1. DUTIES AND RESPONSIBILITIES

- 1.1 Assuming principal responsibility for the operation and functioning of the Board. The Chair provides overall leadership to the Board without limiting the principle of collective responsibility and the ability of the Board to function as a unit.
- 1.2 Fulfilling Board leadership responsibilities in a manner that will ensure that the Board is able to function in a transparent fashion, independently of management and that the Board is provided with full information on the condition of the Corporation, its business and any other element that is relevant to the matters that may come before the Board from time to time. Appropriate procedures must be in place for the Board to meet regularly without management present, and to allow for Board members to engage outside advisors at the expense of the Corporation in appropriate circumstances.
- 1.3 Consulting with the Board to set board agendas that are based on the responsibilities of the Board and reflect current priorities.
- 1.4 Chairing Board meetings effectively, including ensuring that appropriate briefing materials are delivered in a timely fashion, encouraging full participation and discussion by individual Board members, stimulating debate, facilitating consensus, and ensuring that clarity regarding decisions is reached and duly recorded.
- 1.5 Ensuring compliance with the governance policies of the Board regarding conduct of board meetings, managing and reporting information and other policies related to the conduct of the Board’s business.
- 1.6 Facilitating and encouraging open and effective communication and relationships between: (i) the management of the Corporation and the Board; and (ii) the Corporation and shareholders, stakeholders and the general public.
- 1.7 Ensuring that each committee of the Board has in place a policy or mandate and providing any needed input and support to the chairs of such Board committees.
- 1.8 Reviewing and evaluating the performance of the Board as a whole at least annually.

2. REVIEW OF POSITION DESCRIPTION

- 2.1 Once or more annually the Chair position description will be fully evaluated and updates recommended to the Board for consideration.