
TEMBEC INC.

<h3>ENVIRONMENT, HEALTH AND SAFETY COMMITTEE CHARTER</h3>
--

I. OVERALL PURPOSE / OBJECTIVES

The Environment, Health and Safety Committee (the “**Committee**”) has the responsibility of regularly reviewing environmental activities in terms of Tembec Inc.’s (the “**Corporation**”) environmental policy and of reporting on its findings to the Board of Directors (the “**Board**”). The Committee shall review occupational health and safety matters, as the Board may direct and such independent consultants, if any, as the Committee shall consider appropriate, such reports to note in particular any significant government requests for action and the manner of dealing with the same.

II. COMPOSITION

The Committee shall consist of not fewer than three directors, all of whom will be environmentally knowledgeable. Members of the Committee shall be appointed by the Board and shall serve at the pleasure of the Board. Unless a Chairman is appointed by the Board, the members of the Committee will select its Chairman.

III. MEETINGS

The Committee shall meet at least four times annually and monitor activities of the Corporation on a quarterly basis, or more frequently if circumstances dictate. Meetings of the Committee may be called by its Chairman, the Chairman of the Board or the President and Chief Executive Officer.

Minutes of all meetings of the Committee shall be maintained and submitted as soon as practicable to the Board. In addition, the Board will be kept informed of the Committee’s activities by a report presented at the Board meeting following each Committee meeting.

A majority of Committee members shall constitute a quorum.

The members of the Committee shall have the right, for the purposes of discharging the powers and responsibilities of the Committee, to inspect any relevant records of the Corporation and its subsidiaries. The Committee shall also have the right to hire independent counsel and other advisors at the Corporation’s expense, if necessary to carry out its duties.

IV. DUTIES AND RESPONSIBILITIES

With respect to occupational health & safety and environmental matters, the Committee shall:

- (1) review the appropriateness of and update the Corporation's occupational health & safety policies and environmental policies and related management systems, standards and programs annually in the context of competitive, legal and operational considerations and report to the Board thereon, with appropriate recommendations;
- (2) ensure that the Corporation has the necessary tools to measure its business units' occupational health & safety performance and environmental performance and compliance with applicable regulatory standards;
- (3) review the occupational health & safety performance and environmental performance and any non-compliance situation of the Corporation's business units with policies, standards and applicable legislation. The Committee will ensure that the required corrective measures are taken in a timely fashion and report to the Board on the status of such matters;
- (4) ensure that management procedures and emergency response measures are in place for occupational health & safety risks and environmental risks and are periodically updated and distributed within the Corporation. The Committee will review the appropriateness of these procedures and measures and make appropriate recommendations and report to the Board on the status of such matters;
- (5) assess occupational health & safety risks and environmental risks and emergency situations brought to its attention with a view to approving the required corrective measures;
- (6) ensure processes are in place in order for management to immediately communicate any incident giving rise to significant occupational and health & safety risks and environmental risks to the Board;
- (7) report to the Board whether the Corporation exercised due diligence with respect to non-compliance situations, occupational health & safety risks, environmental risks or emergency situations brought to its attention;
- (8) review and report to the Board on all legal notices or civil, penal and/or criminal prosecutions brought to its attention;
- (9) recommend to the Board measures, including necessary investments, taking into account available technologies and economic and financial considerations, to ensure compliance with regulatory standards and the Corporation's occupational health & safety policies and programs and environmental policies and programs;
- (10) analyze all occupational health & safety matters and environmental matters brought to its attention and deemed relevant or that the Board specifically asks the Committee to review;

- (11) report to the Board on the Corporation's (i) occupational health & safety policies, programs and situation; and (ii) environmental policies, programs and situation, including the Corporation's state of readiness to respond to crisis situations, and make appropriate recommendations. Such report shall contain sufficient information, indicating the nature and object of each of the Committee's recommendations, to ensure an efficient follow-up;
- (12) assist management in the formulation and implementation of sustainability policies, principles, and practices; monitor the Corporation's compliance therewith and review and approve external reporting on the Corporation's corporate responsibility and major sustainability policies and initiatives, including the review and approval of the sustainability report prepared by management.