

CLEARWATER PAPER CORPORATION
NOMINATING AND GOVERNANCE COMMITTEE CHARTER
(As adopted by the Board of Directors effective as of December 11, 2015)

Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Clearwater Paper Corporation (the “Company”) shall be:

- to identify, evaluate, recruit and recommend to the Board for consideration and approval, the individuals to constitute the nominees of the Board for election as Directors at the annual meeting of stockholders or to fill vacancies on the Board;
- to develop and recommend to the Board a set of corporate governance principles applicable to the Company; and
- to oversee the evaluation of the Board and assist the Board and other committees in the evaluation of management.

Membership and Procedures

The Committee shall consist of at least three members of the Board, with the exact number being determined by the Board. Committee members shall be appointed from time to time by the Board having given consideration to the recommendations, if any, from the Committee. Also having given consideration to the recommendation, if any from the Committee, the Board shall designate a Chair of the Committee, provided that if the Board does not so designate a Chair, the members of the Committee, by a majority vote, may designate a Chair. The Chair (or in his or her absence a member designated by the Chair) shall preside at all meetings of the Committee.

Committee members may be removed, without cause, by the affirmative vote of the majority of the Board at any time. Any Committee member may resign effective upon giving oral or written notice to the Chair of the Board, the Corporate Secretary or the Board (unless the notice specifies a later time for the effectiveness of such resignation).

Each member of the Committee shall meet the objective test of independence established by the Board or, in the absence of such test, the Board shall make an individual determination that such director is independent within the meaning of any applicable law, including the rules and regulations promulgated thereunder, or any listing standard or rule established by the New York Stock Exchange (NYSE) and applicable to the Committee, provided that the exemptions from the independence requirements set forth in such rules and regulations shall also be applicable to members of the Committee. Each member of the Committee shall also meet any additional independence or experience requirements as may be established from time to time by the NYSE or the Securities and Exchange Commission and applicable to the Committee.

Resources and Authority

The Committee shall have the resources and appropriate authority, without seeking Board approval, to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of outside consultants and legal or other advisors to assist the Committee or a member of the Committee engaged in conducting the Committee's duties and responsibilities as it deems appropriate. The Committee may request that any director, officer or employee of the Company, the Company's outside counsel or independent auditors or such other persons the Committee deems appropriate, attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. The Committee shall have full access to all books, records, facilities and personnel of the Company in connection with the discharge of its responsibilities.

Delegation to Subcommittee

As appropriate, the Committee may form a subcommittee consisting of one or more members of the Committee to perform such duties and responsibilities as authorized by the Committee. The actions of such subcommittee shall be reported to the full Committee at the next scheduled Committee meeting.

Duties and Responsibilities

The following shall be the common recurring duties and responsibilities of the Committee:

- Assume a leadership role for the development of the Company's approach to corporate governance issues.
- Develop and recommend to the Board corporate governance guidelines applicable to the Company and thereafter periodically review and recommend to the Board any changes deemed appropriate by the Committee.
- Evaluate and make recommendations regarding the size and composition of the Board.
- Make recommendations to the Board regarding the composition of committees of the Board and the chair for each committee, with consideration of the desires of individual Board members.
- Monitor compliance with Board and Board committee membership criteria.
- Evaluate candidates for nomination to the Board, including those recommended by stockholders. In that connection, the Committee shall adopt procedures for the submission of recommendations by stockholders as it deems appropriate.
- Identify, evaluate, recruit and recommend to the Board for consideration and approval, the individuals to constitute the nominees of the Board for election as Directors at the annual meeting of stockholders or to fill vacancies on the Board.

- Evaluate the level and form of compensation paid to members of the Board for their service as directors and as members of committees of the Board and recommend to the Board any changes deemed appropriate by the Committee.
- Oversee the self-evaluation process of the Board and each of its committees.
- Periodically review and make recommendations to the Board regarding the Certificate of Incorporation and Bylaws of the Company and other corporate governance documents as necessary.
- Develop and recommend to the Board the qualification standards for directors and committee members, including defining specific criteria for independence as outlined in the Company's corporate governance guidelines, and from time to time or as necessary recommend to the Board any changes deemed appropriate by the Committee.
- Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board. The Committee also shall undertake an annual evaluation of its performance and report to the Board on the evaluation. The self-assessment shall be conducted in such manner as the Committee deems appropriate. In addition, the Committee shall lead the Board in an annual self-evaluation process, including a review of the self-evaluation process of each Board committee, and report its conclusions and any further recommendations to the Board.
- Make regular reports on the activities of the Committee to the Board.

These duties and responsibilities are to serve as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law, regulation or listing standard.