



RESOLUTE FOREST PRODUCTS INC.

1010 De La Gauchetière Street West, Suite 400
Montreal, Quebec H3B 2N2, Canada

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held Virtually via the Internet on October 31, 2022

To the Stockholders of Resolute Forest Products Inc.:

A special meeting of stockholders of Resolute Forest Products Inc., a Delaware corporation (the “Company”), will be held virtually via live webcast on October 31, 2022, at 10:00 a.m. Eastern Time at <https://web.lumiagm.com/295854943> (including any postponements or adjournments thereof, the “special meeting”), for the following purposes:

1. to consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated as of July 5, 2022 (as it may be further amended, modified or supplemented from time to time, the “merger agreement”), by and among the Company, Domtar Corporation, a Delaware corporation (“Parent” or “Domtar”), Terra Acquisition Sub Inc., a Delaware corporation and a wholly owned subsidiary of Domtar (“Merger Sub”), Karta Halten B.V., a private limited company organized under the laws of the Netherlands (“Karta Halten”), and Paper Excellence B.V., a private limited company organized under the laws of the Netherlands (together with Domtar and Karta Halten, the “Parent Parties”), pursuant to which Merger Sub will be merged with and into the Company (the “merger”), with the Company surviving as a wholly owned subsidiary of Domtar; and
2. to consider and vote on a proposal to approve, by a non-binding advisory vote, the compensation that may be paid or become payable to the Company’s named executive officers that is based on or otherwise relates to the merger.

Stockholders of record at the close of business on September 19, 2022 are entitled to notice of, and to vote at, the special meeting. The special meeting will be held in a virtual meeting format only, via live webcast, without a physical meeting location. You will be able to listen, vote and submit questions from any remote location that has Internet connectivity. You may participate online by logging in at <https://web.lumiagm.com/295854943> and entering the 11, 12 or 16-digit control number on your proxy card or voting instruction form and the meeting password, resolute2022. Please be sure to follow instructions found on your proxy card and/or voting instruction form and subsequent instructions.

At least ten days prior to the date of the special meeting, a list of the Company stockholders entitled to vote at the special meeting will be available for inspection by the Company stockholders for any purpose germane to the special meeting during ordinary business hours at 1010 De La Gauchetière Street West, Suite 400, Montreal, Quebec, H3B 2N2, Canada.

For more information concerning the special meeting, the merger agreement, the merger and the other transactions contemplated by the merger agreement, please review the accompanying proxy statement and the copy of the merger agreement attached as Annex A to the accompanying proxy statement.

The board of directors of the Company (the “Board”) carefully reviewed and considered the terms and conditions of the merger agreement, the merger and the other transactions contemplated by the merger agreement. By a unanimous vote, the Board (i) determined that the terms of the merger agreement and the transactions contemplated by the merger agreement, including the merger, are fair to, and in the best interests of, the Company and its stockholders, (ii) determined that it is in the best interests of the Company and its stockholders and declared it advisable for the Company to enter into the merger agreement, (iii) approved the execution and delivery by the Company of the merger agreement, the performance by the Company of its covenants and agreements contained in the merger agreement and the consummation of the transactions contemplated by the merger agreement, including the merger, upon the terms and subject to the conditions contained in the merger agreement, and (iv) resolved to recommend that the Company’s stockholders approve the adoption of the merger agreement.

The Board unanimously recommends that at the special meeting you vote “FOR” the proposal to adopt the merger agreement and “FOR” the approval, by a non-binding advisory vote, of the compensation that may be paid or become payable to the Company’s named executive officers that is based on or otherwise relates to the merger.

To assure that your shares are represented at the special meeting, regardless of whether you plan to attend the special meeting virtually, please fill in your vote and sign and mail the enclosed proxy card or voting instruction form as soon as possible. We have enclosed a return envelope, which requires no postage if mailed in the United States or Canada. Alternatively, you may vote by telephone or through the Internet. Instructions regarding each of the methods of voting are provided on the enclosed proxy card or voting instruction form. If you are voting by telephone or through the Internet, then your voting instructions must be received by 11:59 p.m. Eastern Time on the day before the special meeting. Your proxy is being solicited by the Board and the other participants named in the accompanying proxy statement.

If you have any questions about the merger or how to submit your proxy, or if you need additional copies of this proxy statement or the enclosed proxy card or voting instruction form, please call our proxy solicitor, D.F. King & Co, Inc., toll free at (877) 283-0318.

If you fail to return your proxy, vote by telephone or through the Internet or attend the special meeting virtually, your shares will not be counted for purposes of determining whether a quorum is present at the special meeting and will have the same effect as a vote “AGAINST” the proposal to adopt the merger agreement.

By order of the board of directors



Stephanie Leclaire
Corporate Secretary
September 20, 2022, Montreal, Quebec, Canada

Please Vote Today—Your Vote is Important