

WAUSAU PAPER CORP.
COMPENSATION COMMITTEE CHARTER
As adopted February 11, 2003

1. Purpose

The Compensation Committee is appointed by the Board to (1) discharge the Board's responsibilities relating to compensation of the Company's directors and officers and (2) produce an annual report on executive compensation for inclusion in the Company's proxy statement. The Committee has overall responsibility for approving and evaluating the director and officer compensation plans, policies and programs of the Company.

2. Committee Membership

The Compensation Committee shall consist of no fewer than three members. The members of the Compensation Committee shall meet the independence requirements of the New York Stock Exchange and shall be appointed and may be removed by the Board on the recommendation of the Corporate Governance Committee.

3. Committee Authority and Responsibilities

(a) *General Principles.* In determining the levels of base salary and incentive compensation of executive officers and the adoption of, or granting of awards under, any other compensatory plans, program, agreements, or benefits intended to benefit executive officers or employees, the Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards at comparable companies, and salary and the awards given in past years.

(b) *CEO Performance and Compensation.* The Compensation Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation and evaluate the CEO's performance in light of those goals and objectives. The Committee shall (i) annually review and approve the annual base salary level and annual incentive opportunity level for the CEO, and (ii) from time to time, review and adopt or enter into such other compensatory plans, programs, agreements, or benefits as it deems appropriate in the discharge of its obligations.

(c) *Executive Officer Compensation.* The Compensation Committee shall annually consider the CEO's performance reviews of the executive officers of the Company (other than the CEO, Chairman and Vice Chairman, if any). The Committee shall (i) annually review and approve for all executive officers other than the CEO the annual base salary level and the annual incentive opportunity level and (ii) from time to time, review and adopt or enter into such other compensatory plans, programs, agreements, or benefits as it deems appropriate in the discharge of its obligations.

(d) *Director Compensation.* The Compensation Committee shall determine the form and amount of compensation of the directors. This determination shall be made after consideration by the Committee of director compensation at comparable companies, the performance of the Company, and such other factors as the Committee may, from time to time, consider appropriate, including the recommendations of outside consultants.

(e) *Incentive and Equity-based Plans.* The Compensation Committee shall annually review the Company's incentive-compensation plans and equity-based plans and shall amend such plans or adopt (subject to any requirements of shareholder approval) successor or additional plans as it deems appropriate in light of the Company's performance and relative shareholder return, similar plans at comparable companies, and the total compensation and other benefits provided to officers and employees of the Company.

(f) *Stock Options and SARs.* The Compensation Committee shall administer the stock option, stock appreciation rights, dividend equivalent, and all other equity-based compensation plans of the Company as from time to time in effect and shall have the sole authority to make grants thereunder.

(g) *Use of Advisors.* The Compensation Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

(h) *Delegation of Authority.* The Compensation Committee may form and delegate authority to subcommittees when appropriate.

(i) *Reports to Board.* The Compensation Committee shall make regular reports to the Board.

(j) *Annual Review.* The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.