

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

1. Purpose

The Corporate Governance Committee is appointed by the Board (1) to identify individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) to recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) to lead the Board in its annual review of the Board's performance; and (4) to recommend to the Board director nominees for each committee.

2. Committee Membership

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

3. Committee Authority and Responsibilities

(a) *Identification of New Directors.* The Corporate Governance Committee shall identify individuals qualified to become Board members. The Committee shall recommend to the Board the selection of director nominees for (i) election at the next annual meeting and (ii) election by the Board to fill a vacancy as provided in the Company's bylaws.

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

(c) *Corporate Compliance Program.* The Corporate Governance Committee shall administer the Company's Corporate Compliance Program.

(d) *Assessment of Board Performance.* The Corporate Governance Committee shall oversee an annual review of the Board's performance.

(e) *Corporate Governance Guidelines.* The Corporate Governance Committee shall review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.

(f) *Succession Planning.* The Corporate Governance Committee will ensure the Board annually reviews the Company's succession plan.

(g) *Delegation of Authority.* The Corporate Governance Committee may form and delegate authority to subcommittees when appropriate.

(h) *Reports to Board.* The Corporate Governance Committee shall make regular reports to the Board.

(i) *Annual Review.* The Corporate Governance 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.