

SCHWEITZER-MAUDUIT INTERNATIONAL, INC.

CORPORATE GOVERNANCE GUIDELINES

(Amended as of February 27, 2014)

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SCHWEITZER-MAUDUIT INTERNATIONAL, INC.

CORPORATE GOVERNANCE GUIDELINES

(Amended as of February 27, 2014)

The Nominating & Governance Committee (the “Committee”) of the Board of Directors (“Board”) of Schweitzer-Mauduit International, Inc. (the “Company”) has developed, and the Board has adopted, the following Corporate Governance Guidelines (“Guidelines”) to assist the Board in the exercise of its responsibilities and to serve the best interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s Certificate of Incorporation, By-Laws, and other corporate governance documents. Along with the By-Laws and the charters for each of the Board’s standing committees, the Guidelines provide the framework for the governance of the Company. The Guidelines are subject to modification from time to time by the Board, as the Board may deem appropriate, in the best interests of the Company or as required by applicable laws and regulations.

1. **Board Make-Up.** The Board will have a substantial majority of directors who meet the criteria for independence required by the New York Stock Exchange (“NYSE”) and the Company’s standards for independent directors set forth in Section 5 of these Guidelines. The Board’s objective is to have no more than two management directors at any time.

2. **Selection of Chair, Chief Executive Officer and Lead Non-Management Director.** The Board believes that whether to have the same person occupy the offices of Chair of the Board and Chief Executive Officer should be decided by the Board in its business judgment, periodically, in particular at any time there is a vacancy in either position, after considering relevant factors, including the specific needs of the business and what is in the best interests of the Company and its stockholders.

If the same person holds the Chief Executive Officer and Chair of the Board roles, or if the Chair of the Board is not independent, the independent directors on the Board shall select one of the independent directors as the lead non-management director (the “Lead Non-Management Director”) to serve for a two-year term. The process for selecting the Lead Non-Management Director and his or her identity shall be disclosed in accordance with applicable law and NYSE listing standards. There shall not be any limit on the number of times that a director may stand for reelection as the Lead Non-Management Director; provided that no director shall hold the position of Lead Non-Management Director for two consecutive terms.

The Lead Non-Management Director will be responsible for providing oversight with respect to the functioning of the Board. The specific responsibilities of the Lead Non-Management Director will include:

- a) working closely with the Chief Executive Officer and the non-independent Chair of the Board in framing the issues for Board consideration and setting the Board's meeting schedule and agenda;
- b) working closely with the Chief Executive Officer and the non-independent Chair of the Board to ensure that there is sufficient time for discussion of all agenda items;
- c) working with the Chief Executive Officer and the non-independent Chair of the Board with respect to information sent to the Board for Board meetings;
- d) presiding at all meetings of the Board at which the Chair of the Board is not present and at all executive sessions of the non-management and independent directors;
- e) acting as a liaison between the independent directors and the Chair of the Board; and
- f) if requested by major stockholders, to be available for consultation and direct communication.

The Lead Non-Management Director will have the authority to call meetings of the non-management and independent directors.

3. **Director Qualifications & Company Equity Ownership.**

(a) The Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of nominees for director positions. Nominees shall be selected based on, among other things, personal and professional integrity, business background and skills, diversity of experience and perspective, commitment to devote adequate time to Board duties, and ability to meet the standards for independence and other relevant regulatory standards. The Committee, in accordance with the policies and principles in its charter, will select nominees for directorship for recommendation to the Board and will evaluate and provide its recommendation to the Board on any candidate proposed by stockholders in compliance with the Company's By-Laws and with applicable rules of the Securities and Exchange Commission ("SEC"). The invitation to join the Board should be extended by the Chair of the Committee.

(b) In order to ensure that directors' interests are aligned with the interests of the Company's stockholders, each director shall be required to acquire and hold shares of the Company's common stock, or other units that have the same market risk exposure as ownership of the Company's common stock (collectively, "Equity"), meeting the following requirements within the later of February 23, 2017 or five years of his or her election to the Board:

- Equity holdings should be in an amount at least equal in value to five times the director's annual board cash retainer, as set from time to time (the "Minimum Requirement");

- Equity may be held directly, as stock units in the directors' Deferred Compensation Plan No. 2 or in any future director compensation vehicle that provides for payment or credit in the form of Equity;
- The Minimum Requirement must be met within the five-year compliance period and thereafter maintained as the director's annual board cash retainer changes and until the director's service as a member of the Board terminates for any reason; and
- The stock price used to determine the Minimum Requirement shall be fixed at the 2011 annual average stock price of \$56.00 per share, adjusted for any recapitalization events (as adjusted for the 2012 2 for 1 stock split).
- Once a director has achieved the applicable Minimum Requirement, the director will be considered in compliance, regardless of any change in the price of the Company's common stock, so long as the director continues to own at least the number of shares of the Company's common stock as the director owned in order to achieve the applicable Minimum Requirement.

4. **Definition of Independent Director.** An independent director is a person who is free from any relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Annually, the Board will assess the independence of each non-management director based on the existence or absence of a material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). The Company shall disclose its standards for determining a director's independence and any exceptions thereto to the Company's stockholders annually. The following persons shall not be considered independent:

- a) A director who is employed by the Company or any of its affiliates for the current year or any of the past five years.
- b) A director who is, or in the past five years has been, affiliated with or employed by an (present or former) auditor of the Company (or of an affiliate).
- c) A director who is, or in the past five years has been, part of an interlocking directorate in which an executive officer of the Company serves on the compensation committee of another company that concurrently employs the director.
- d) A director who is, or in the past five years has been, a Family Member of an individual who was employed by the Company or any of its affiliates as an executive officer. The term "Family Member" shall mean a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and any one (other than household employees) who shares such person's home.
- e) A director who, during the current fiscal year or any of the past five fiscal years, personally provided services to the Company or its affiliates that had an annual value in excess of \$60,000; or who was paid or accepted, or who has a non-employee Family Member who was paid or accepted, any payments from the Company or any of its affil-

iates in excess of \$60,000 other than compensation for board service, benefits under a tax-qualified retirement plan, or non-discretionary compensation.

- f) A director who is a partner in, or a controlling stockholder or an executive officer of, any organization (profit or non-profit) to which the Company made, or from which the Company received, payments (other than those arising solely from investments in the Company's securities) that exceed one percent (1%) of the recipient's annual consolidated gross revenues in the current year or any of the past five fiscal years; unless, for provisions (e) and (f), the Board expressly determines in its business judgment that the relationship does not interfere with the director's exercise of independent judgment.

5. **Director Responsibilities; Conflicts of Interest.** The directors' basic responsibility is to exercise their informed business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The directors shall also be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and the Company's Certificate of Incorporation, By-Laws and any indemnification agreements, and to exculpation as provided by state law and the Company's Certificate of Incorporation and By-Laws. Consistent with the responsibilities of a director, conflicts of interest and any appearance of a conflict of interest should be avoided. Where a matter is presented for decision by the Board and it potentially presents a conflict of interest for any director, the affected director(s) shall promptly advise the entire Board of such potential conflict in advance of any decision being taken and a determination by the Board, with the assistance of legal counsel, shall be made concerning participation by the affected director(s) in any vote on the matter and the impact under the By-Laws of the Company concerning any such determination.

6. **Size of Board.** The Board presently is authorized to have not less than 6 nor more than 9 members and it is the sense of the Board that this range allows for an appropriate Board size given the nature of the Company and the desire for a high level of active participation by Board members. However, the Board may consider increasing the size of the Board in order to accommodate the availability of an outstanding candidate or to obtain for the benefit of the Board a particular set of skills or background experience or for other appropriate reasons.

7. **Director Time Commitments.** Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. In addition, directors are encouraged to attend the Annual Meeting of Stockholders. Directors who also serve as executive officers of other public companies should not serve on more than two boards of public companies in addition to the Company's Board. Other directors should not serve on more than four other public company boards. No Audit Committee member shall serve on more than three public company audit committees, including the Company's Audit Committee. Further, directors should advise the Chair of the Board and the Chair of the Committee in advance of accepting an invitation to serve on another public company board or audit committee in order that the impact of such board membership on

the director's independence and continued ability to discharge the duties of a Company director may be assessed.

8. **Director Age Limit; Retirement & Resignation.** The Company's By-Laws provide that a director shall not be eligible for election or re-election as a director of the Company after his 72nd birthday, but do not otherwise provide for term limits. The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increased insight into the Company and its operations and, therefore, provide an increased contribution to the Board as a whole. While the provisions of the By-Laws are to be generally followed with respect to the age limit on directors, the Board believes that in appropriate circumstances due to the skills, insight or expertise of a director, the age limit may be waived by unanimous decision of the Board. As an alternative to term limits, the Committee will review each director's continuation on the Board every three years as part of its recommendation concerning nomination for election to the Board, including any recommendation that the age limit be waived in appropriate circumstances. This will allow each director the opportunity to confirm his or her desire to continue as a director and an opportunity for the Committee to review a director's continuing ability to discharge the duties of a member of the Board.

A director who retires or experiences another significant change in his or her principal employment following his or her election to the Board shall, together with an explanation of the circumstances behind such change in position, offer to resign from the Board. The Committee shall evaluate the circumstances surrounding the director's change in position and recommend to the Board whether or not to accept the offer of resignation.

9. **Meeting Materials Distributed in Advance.** Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors at least five business days before the meeting when practical, and directors should review these materials in advance of the meeting.

10. **Selection of Meeting Dates & Agenda Items for Board Meetings** The Board shall meet at least five times annually. At least one of these meetings shall be devoted to long-term strategic planning. The Chair will establish an agenda for each Board meeting. At the beginning of the year the Chair will establish a schedule of meetings and, to the extent practicable, the general agenda of subjects to be discussed during the year. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

11. **Management Attendance at Board Meetings.** The Board welcomes regular attendance at each Board meeting of senior officers of the Company. If the Chief Executive Officer wishes to have additional Company personnel attendees on a regular basis, such shall be permitted absent an objection raised by a director and the Board's determination to exclude such additional attendees.

12. **Meetings of Non-Management and Independent Directors.** The non-management directors will schedule one or more meetings in executive session each year. For purposes of efficiency and effective utilization of the directors' time, the non-management directors will meet immediately before or after each regularly scheduled Board meeting. In addition, any director may request a meeting of the non-management or independent directors. If the non-management directors include any directors who are not independent, the independent directors will meet in executive session at least once per year as required by NYSE listing standards. Written minutes of the meetings may be prepared and, if prepared, they shall be promptly filed in the Company's records.

13. **Board Committees.** The Board will have at all times an Audit Committee, a Compensation Committee and a Nominating & Governance Committee. All of the members of these committees will be independent directors under the criteria established by applicable laws, rules and regulations, the listing standards of the NYSE and any more stringent requirements established by the Board of Directors. Committee members and each committee Chair will be appointed by the Board upon recommendation of the Committee and with consideration given to the desires and capabilities of individual directors. It is the sense of the Board that some consideration should be given to rotating committee members periodically, but the Board does not feel that rotation should be mandated as a policy. Members of the Audit Committee shall be financially literate or committed to becoming so shortly after their appointment. It is the Company's objective to always have at least one member on the Audit Committee that qualifies as an "audit committee financial expert" as such term is defined in Item 407(d)(5) of Regulation S-K or any successor provision.

14. **Committee Governance Provisions.** The following Committee provisions shall apply:

- a) Each committee will have a charter. The charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that the respective committee members will evaluate each committee's performance annually. The committee charters will be published on the Company's web site.
- b) The Chair of each committee, in consultation with the committee's members and management, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chair of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's meeting agenda.
- c) The Board may, from time to time, establish or maintain additional committees or eliminate committees as necessary or appropriate subject to applicable laws and NYSE listing standards.
- d) Directors may direct a request for any committee meeting schedule and agenda to the committee chair and a director may be allowed to attend any committee meeting on a non-voting basis.

15. **Director Access to Officers and Employees and Independent Advisors.** Directors have full and free access to the Company's officers and employees. Any meetings or contacts that a director wishes to initiate should be arranged through the Chief Executive Officer or the Secretary. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent appropriate, copy the Chief Executive Officer on any written communications between a director and an officer or employee of the Company. In the case of any investigation undertaken by the Board on its own initiative or in response to allegations of misfeasance, malfeasance, criminal conduct or otherwise of any officer or employee of the Company, the directors shall act in a manner that is consistent with protecting the confidentiality of persons reporting allegedly improper or illegal behavior and with due regard for substantive and procedural due process for the persons involved.

The Board and each committee shall have the power to hire and fire such independent legal, financial or other advisors as they may deem reasonably necessary and appropriate to discharge their duties as directors. The Company shall fund the expenses associated with any such experts or advisors.

16. **Director Compensation.** The Compensation Committee will determine the form and amount of director compensation in accordance with the policies and principles set forth in its charter, and it will conduct a periodic review of director compensation. In so doing, the Compensation Committee will consider that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels. The Company shall not make charitable contributions to organizations with which a director is affiliated. The Company shall not enter into a consulting contract or any other form of business dealing with (or provide other indirect forms of compensation to) a director or an organization with which a director is affiliated if such director is a member of the Audit Committee. The Company should generally avoid dealings with directors that provide a direct or indirect financial benefit, other than for services as a director, as might impair a director's independence or present a conflict of interest or the appearance of a conflict of interest. The Compensation Committee shall further be guided by the requirements of the NYSE and the SEC concerning any further limitations on the compensation of directors and those serving on specific committees of the Board.

17. **Directors Subject to Code of Conduct.** The directors shall be subject to the Company's Code of Conduct and shall abide by its terms and conditions. In particular, directors are required to maintain the confidentiality of information received in connection with their service on the Board or any of its committees.

18. **Prohibition on Hedging and Pledging.** No director shall engage in or be a party to any hedge, swap, short, pooling, derivative or other form of transaction designed or intended to mitigate, control, shift or otherwise manage the risk associated with his or her personal direct or beneficial ownership of the Company's equity or debt securities. Directors may not pledge a significant number of shares of the Company's stock as collateral for a loan or any other purpose or hold such shares in a margin account.

19. **Director Orientation and Continuing Education.** All new directors must participate in the Company's Orientation Program, which should be conducted within two months of the date on which new directors are elected or appointed. This Orientation Program will include presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting, internal control and risk management issues, its compliance programs, its Code of Conduct, its principal officers, and its internal control processes and independent auditors. In addition, the Orientation Program and continuing director education will include visits to Company headquarters and, to the extent practicable, certain of the Company's significant facilities, which will occur over the normal course of Board meetings held at those locations. As appropriate to an understanding of the Company and the strategic and other issues it confronts, the Chair of the Board will utilize the occasion of Board meetings and other appropriate opportunities to address or have others address the Board on such matters. At least annually, each director will be asked to notify the Chair of the Committee of any relevant educational programs such director completed during the year. Directors are encouraged to take advantage of continuing education opportunities as they arise and should strive to remain engaged and aware of emerging issues and developments in director and board best practices. Director Orientation and Continuing Education is more fully described in the policy document attached to these Guidelines as Appendix A. The approved budget for educational programs will be reviewed and established annually at the September Board meeting.

20. **Chief Executive Officer Evaluation.** The Board, with input from the Chief Executive Officer, shall annually establish the performance criteria (including both long-term and short-term goals) to be considered in connection with the Chief Executive Officer's annual performance evaluation. Each year, the Chief Executive Officer shall make a presentation to the Compensation Committee in order for the committee to conduct an annual review of the Chief Executive Officer's performance, as set forth in its charter. The Board will review the Compensation Committee's report with the independent directors in order to ensure that the Chief Executive Officer is providing appropriate long and short-term leadership for the Company. The Chair of the Compensation Committee and Lead Non-Management Director should report the evaluation of the Chief Executive Officer to him.

21. **Management Succession Planning.** The Committee shall oversee and report to the Board on the succession planning process with respect to the Company's Chief Executive Officer, including a periodic review of the Transition Plan in the Event of Unexpected Departure or Permanent or Temporary Incapacity of the Chief Executive Officer. The full Board is responsible for selecting the individual(s) to serve as the Chair of the Board and the Chief Executive Officer.

22. **Annual Performance Evaluation.** The Board will conduct a formal annual self-evaluation to determine whether it, its committees and individual directors are functioning effectively. However, the Board believes that evaluation is an ongoing process. The Committee will have the primary responsibility for overseeing the self-evaluation process in accordance with its charter. These assessments will be discussed with the full Board following the end of each fiscal year. The assessments will focus on areas in which the Board or management believes that the Board, its committees and individual directors could improve.

23. **Annual Compliance Evaluation.** The Audit Committee will annually report to the Board on the status of the Company's programs and procedures for complying with legal and regulatory requirements and on any deficiencies noted in the Company's legal compliance program or in the enforcement of the Company's Code of Conduct. The Audit Committee will also report annually to the Board on the status of the Company's internal controls and procedures for compliance with the financial and other reporting required by the securities laws.

24. **Board Communication Policy.** It is important that public communications by the Company comply with the applicable securities laws including, but not limited to, the fair disclosure rules commonly known as Regulation FD. It is similarly important that the Company speak accurately and in a consistent manner in any public statements. The Board believes that management speaks for the Company. From time to time, at the request of management, individual Board members may meet or otherwise communicate with various constituencies that are involved with the Company. Where comments from the Board are appropriate, they will normally come from the Chair of the Board.

Appendix A

Policy on Orientation and Continuing Education of Board of Directors

1. Purpose

The purpose of this Director Orientation and Continuing Education Policy (the "Policy") is to set forth SWM's (the "Company") process of orientation for newly appointed outside Directors to familiarize them with the duties, obligations and role of a director in a U.S. public company and the specific duties associated with service on the Company's Board of Directors and standing and special committees as well as an orientation on the operation of the Company's business activities. The Policy also indicates the elements of continuing education of the Board of Directors to ensure the Company's directors maintain the skill and knowledge necessary to meet their obligations as directors.

2. Orientation for New Directors

New Directors shall meet with the Lead Non-Management Director, Chair of the Board & Chief Executive Officer and Corporate Secretary and with other members of management in charge of various key functions to discuss the functioning of the Board of Directors and its committees and the nature and operation of the Company's business activities, Areas of focus will, at a minimum, include financial management and controls, enterprise risk management, marketing and sales, research & development, operations and safety, SEC disclosure and insider trading compliance, legal compliance, litigation risks and exposures. In addition, new Directors are provided with copies of the following Company documentation:

- Annual Reports;
- Most recent Proxy Statement
- Annual Calendar of Board and Board Committee Meetings
- Corporate Governance Guidelines, Audit Committee Charter, Compensation Committee Charter, Nominating & Governance Committee Charter, Emergency CEO Succession Plan and Insider Trading Policy;
- The Code of Conduct and other relevant policies adopted by the Board of Directors; and
- Directors and Officers Insurance Coverage and Indemnification information.

3. Continuing Education

The following actions shall be taken to ensure the continuing education of Directors:

- Management will provide to Directors on a regular basis pertinent articles, materials and books relating to the Company's business, its competitors, corporate governance and regulatory issues;
- Management will provide Directors with subscriptions to pertinent magazines or journals;

- Regular presentations to Directors by key Company executives and outside experts regarding business activities and proposed business activities and duties and obligations of directors;
- Presentations to Directors by the Chief Financial Officer and/or the General Counsel on new legal and regulatory requirements;
- Providing Directors with an annual board education allowance in respect of continuing education with the amount of such allowance to be set by the Board of Directors at each September Board meeting;
- Providing Directors, individually or collectively, with tours of the Company's facilities and detailed reviews by various company functional areas from time to time; and
- Directors are encouraged to take advantage of various free seminars hosted by accounting, legal and other professional organizations in multiple locations around the country.

4. Director Reporting

Directors shall report to the Chair of the Nominating & Governance Committee, at least annually, the actions, courses and other activities they engaged in beyond Company sponsored educational events during the calendar year.