

ANNOUNCEMENT

OF ARCTIC PAPER SPÓŁKA AKCYJNA MANAGEMENT BOARD

CONVENING THE EXTRAORDINARY SHAREHOLDERS MEETING

Arctic Paper Spółka Akcyjna with its place of business in Poznań, J. H. Dąbrowskiego 334A street, 60-406 Poznań, incorporated at the District Court in Poznań – Nowe Miasto i Wilda, 8-th Business Department of the National Court Register, with the KRS number 0000306944, (hereinafter Company), convenes the Extraordinary Shareholders Meeting which will be held on 3rd December 2012.

1. DATE, TIME AND PLACE, AS WELL AS DETAILED AGENDA OF THE EXTRAORDINARY SHAREHOLDERS MEETING

1.1 Date and place

Pursuant to article 395 and 399 §1 of the Commercial Companies Code, the Company Management Board herewith convenes the Extraordinary Shareholders Meeting to be held on December 3rd, 2012, at 11 a.m. in WORLD TRADE CENTER Poznań Sp. z o.o. building in Poznań, Bukowska 12, 60-810 Poznań, seminar room no 112, 2nd floor.

1.2 Agenda of the meeting:

1. Opening the meeting and appointment of Chairman of the Shareholders Meeting.
2. Confirmation of correct convention of the Shareholders Meeting and its ability to adopt valid resolutions.
3. Adoption of the agenda.
4. Adoption of a resolution to refrain from appointing a Returning Committee of the Shareholders Meeting.
5. Adoption of resolutions regarding conditional increase of the share capital of the Company by way of issuance of series F shares, deprivation of the existing shareholders of the pre-emptive right, issuance of Subscription Warrants, granting approval for execution of the transaction as well as amendment of the Company's Articles of Association.
6. Adoption of a resolution regarding amendment of the Company's Articles of Association.
7. Closing of the Meeting.

2. ELECTRONIC COMMUNICATION OF SHAREHOLDERS WITH THE COMPANY

To the extent permitted by the Commercial Companies Code, shareholders may contact the Company by electronic means, in particular submitting requests, demands, questions, notices and documents.

All correspondence referred to above should be sent by e-mail to: wza@arcticpaper.com

All notices, submissions, demands and statements made to the Company by means of electronic media are deemed made to the Company when entered into an electronic communications medium in a manner enabling a representative of the Company to become acquainted with them during normal work hours of the Management Board office, as advertised in the Company website or in relevant notice convening the Shareholders Meeting.

The Company cannot be held liable for:

- (i) Results of inability to use electronic means of contacting the Company,
- (ii) Non-delivery of correspondence sent by eligible electronic participant to the Company,
- (iii) Any other results of the shareholder's use of electronic means of contacting the Company if not attributable to circumstances under the control of the Company.

All documents sent by shareholder to the Company should be scanned images in .pdf file format.

The scans referred to above must be legible and give no rise to doubt as to the nature and legitimacy of the original documents.

When documents are submitted by shareholder to the Company which had been executed in a language other than Polish, a certified translation of such documents to Polish must also be submitted to the Company.

3. RIGHT OF SHAREHOLDER TO REQUEST INCLUSION OF SPECIFIC ITEMS IN THE SHAREHOLDERS MEETING AGENDA

Shareholder or shareholders representing at least five percent of the company share capital may request inclusion of specific items in the Shareholders Meeting agenda. Such request should be made to the Management Board no later than twenty one days before the date of the Meeting, that is no later than on November 12th, 2012.

Such demand to put a specific item on the agenda must include justification or draft resolution concerning the agenda item. Request can be made in writing or in electronic form, according to provisions of item 2 above.

Whether made in writing or in electronic form, such demand must be accompanied with copy of deposit certificate and documents specified under item 6.2 below.

4. SHAREHOLDER'S RIGHT TO SUBMIT DRAFT RESOLUTIONS CONCERNING ITEMS INCLUDED IN SHAREHOLDERS MEETING AGENDA OR OTHER ITEMS TO BE INCLUDED IN THE AGENDA PRIOR TO THE SHAREHOLDERS MEETING DATE

Before the date of the Shareholders Meeting, shareholder or shareholders representing at least five percent of the Company share capital may submit to the Company, in compliance with provisions of item 2 above, draft resolutions concerning items included, or planned to be included, to the Shareholders Meeting agenda.

Whether made in writing or in electronic form, such submission must be accompanied with copy of deposit certificate and documents specified under item 6.2 below.

5. SHAREHOLDER'S RIGHT TO SUBMIT DRAFT RESOLUTIONS CONCERNING ITEMS INCLUDED TO THE AGENDA DURING THE SHAREHOLDERS MEETING

Draft resolutions concerning items on the approved agenda can be submitted by all Company shareholders during the Shareholders Meeting.

6. INFORMATION ON EXERCISE OF VOTING RIGHTS BY PROXY, PARTICULARLY FORMS USED FOR VOTING THROUGH PROXY AND NOTIFYING THE COMPANY ABOUT APPOINTMENT OF PROXY BY ELECTRONIC MEANS

Company shareholders being real persons may participate in the Shareholders Meeting and exercise their voting rights in person or by proxy.

Company shareholders not being real persons may participate in the Shareholders Meeting and exercise their voting rights through person(s) authorized to make statements of will on their behalf or through proxy.

Power of attorney to participate in the Shareholders Meeting and to exercise voting rights must be in writing or in electronic format.

Commencing on the day of convening the Assembly, the forms enabling exercise of voting rights through proxy will be available in the Company web page at <http://www.arcticpaper.com/> in the Investor Relations tag. There are different forms for shareholders being real and legal persons.

6.1 Written power of attorney

If power of attorney is granted by shareholder in written form, the proxy is required to present the following documents at drawing of the attendance list:

- (a) Original power of attorney;
- (b) Copy register where the shareholder is incorporated, or other document proving authority of the representative(s) to act on the shareholder's behalf; and
- (c) Document enabling confirmation of the proxy's identity.

When any of the above documents is executed in a language other than Polish, a certified translation of such documents to Polish must also be submitted.

6.2 Electronic means of notification to the Company regarding granting power of attorney

Shareholders may notify the Company about granting power of attorney by electronic means, in writing or by using the dedicated e-mail address specified under item 2. The notification must include the shareholder's and its proxy's phone numbers and e-mail addresses which the Company may use to communicate with them in order to verify the fact of granting of the power of attorney.

The notification above in electronic format must be accompanied with the following which must be sent to the Company:

- (i) Content of the power of attorney;
- (ii) In case of real person shareholders – scan of ID card, passport or other official document confirming identity of the shareholder;
- (iii) In case of other shareholders – scanned excerpt of register where the shareholder is incorporated, or scan of other document confirming the authority of the shareholder's representatives to act on its behalf,
- (iv) In case of real person proxies– scan of ID card, passport or other official document confirming identity of the proxy;
- (v) In case of other proxies – scanned excerpt of register where the proxy is incorporated, or scan of other document confirming the authority of the proxy's representatives to act on its behalf.

In case of doubt as to genuineness of the copy documents specified above, the Company may request the proxy to present the following documents at drawing of the attendance list:

- (a) For real person shareholders – original or certified copy documents referred to under items (ii) and (iv), accuracy of such copy to be confirmed by duly appointed entity
- (b) For other shareholders - original or certified copy documents referred to under items (iii) and (v), accuracy of such copy to be confirmed by duly appointed entity

All notices concerning the grant or cancellation of power of attorney in electronic form must be submitted before midday on the day preceding commencement of the Shareholders Meeting, i.e. December 2nd, 2012.

The above provisions apply to notifying the Company about cancellation of power of attorney accordingly.

6.3 Verification of power of attorney validity and identification of shareholder and proxy

If the notice under item 6.2 is given according to this notice convening the Shareholders Meeting, the Company confirms correctness of such notice forthwith to the shareholder and proxy.

If the notice under item 6.2 is not given according to this notice convening the Shareholders Meeting, the Company duly informs the notifying party forthwith, specifying any deficiencies of the notice. Such deficiencies may result in refusal to of admission to the Shareholders Meeting.

The Company may use the phone number specified by the shareholder or reply to the e-mail in order to verify the grant of power of attorney in electronic form. The Company may contact both the shareholder and the proxy.

Additionally, the Company may take other reasonable steps (adequate to the purpose) to confirm the identity of the shareholder and proxy or the validity of power of attorney granted in electronic format.

6.4 Power of attorney granted to a Member of the Company Management Board or employee of the Company

Members of the Company Management Board and Company employees may be proxies to shareholders at the Shareholders Meeting.

In case of the shareholder's proxy at the Shareholders Meeting being:

- (a) Member of the Company Management Board;
- (b) Member of the Company Supervisory Board;
- (c) Company employee; or
- (d) Officer or employee of a Company subsidiary,

The power of attorney may authorize representation at the Shareholders Meeting only.

The proxy must inform the Company shareholder about any circumstances which might result in conflict of interest. Grant of any further power of attorney is then prohibited.

If proxy is appointed as specified above, the shareholder instructs the proxy about the desired manner of voting, and the proxy is required to follow such instructions.

6.5 Power of attorney granted to Company shareholder

Subject to the requirements of the preceding item 6.4, the Company shareholder may act as proxy to another shareholder and act on their behalf on resolutions concerning their liability to the Company, regardless of its nature, including grant of vote of acceptance, release from obligations to the Company or dispute with the Company, on condition the provisions of item 6.4. as above have been fulfilled.

7. PARTICIPATION IN SHAREHOLDERS MEETING BY ELECTRONIC MEANS

The Company does not permit participation in the Shareholders Meeting by use of electronic means of communication.

8. SPEAKING AT THE SHAREHOLDERS MEETING BY USE OF ELECTRONIC MEANS

The Company does not permit speaking at the Shareholders Meeting by use of electronic means of communication.

9. EXERCISE OF VOTING RIGHTS BY MAIL OR BY USE OF ELECTRONIC MEANS

The Company does not permit exercise of voting rights by use of mail or electronic means of communication.

10. DEADLINE FOR REGISTRATION OF SHAREHOLDERS MEETING PARTICIPATION

Pursuant to article 406 (1) of the Commercial Companies Code, the last day of registration of the Shareholders Meeting participants is November 17th, 2012 (hereinafter **Registration Date**).

11. ELIGIBILITY TO PARTICPATE IN THE SHAREHOLDERS MEETING

The Shareholders Meeting can only be attended by persons deemed shareholders on the Registration Date.

At the request of entity with voting rights from dematerialized bearer shares made no earlier than after convention of the Shareholders Meeting, i.e. not prior to November 7th, 2012, and not later than on the first working day following the Registration Date, i.e. November 19th, 2012, the entity maintaining the relevant securities account should issue an inscribed certificate of eligibility to participate in the Shareholders Meeting.

The list of holders of bearer shares eligible to participate in the Shareholders Meeting will be determined according to register prepared by the National Depository of Securities, in line with regulations governing the trade in financial instruments.

The National Depository of Securities will draw up the register referred to above on the basis of lists submitted by eligible entities not later than twelve days prior to the date of the Shareholders Meeting in line with regulations governing the trade in financial instruments. The lists submitted to the National Depository of Securities are compiled on the basis of certificates of eligibility to participate in Shareholders Meeting.

12. LIST OF SHAREHOLDERS

Pursuant to article 407 § 1, of the Commercial Companies Code, the list of shareholders eligible to attend to the Shareholders Meeting will be displayed at the seat of the Company Management Board three working days prior to the date of the Meeting, i.e. on November 28th, 2012 (Wednesday, Thursday, Friday).

The abovementioned list of shareholders will be compiled according to the list provided to the Company by the National Depository of Securities according to article 406(3) § 7 and § 8 of the Commercial Companies Code.

Shareholders may request the Company to send the list of eligible shareholders by electronic mail free of charge by specifying the e-mail address to which such list is to be sent. The request should be sent to the Company at its e-mail address specified under item 2 hereof.

According to article 407 § 2 of the of the Commercial Companies Code, shareholders may request provision of copy proposals concerning items of the agenda one week before the date of the Shareholders Meeting.

13. ACCESS TO DOCUMENTATION

Pursuant to article 402(3) § 1 of the Commercial Companies Code, full text of documentation to be presented at the Shareholders Meeting, including draft resolutions (or comments of the Management Board in case of matters not to be covered by resolutions) will be available in the Company web page at <http://www.arcticpaper.com/> in the Investor Relations tag, starting on the day of convening the General Meeting.

14. WEB PAGE ADDRESS WHERE INFORMATION ABOUT THE SHAREHOLDERS MEETING WILL BE PROVIDED

All information regarding the Shareholders Meeting are available on the Company web page at <http://www.arcticpaper.com/> in the Investor Relations tag.