UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2020

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _______ to _______

Commission File No.: 000-51826

MERCER INTERNATIONAL INC.

(Exact name of Registrant as specified in its charter)

Washington	**47-0956945**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*

Suite 1120, 700 West Pender Street, Vancouver, British Columbia, Canada, V6C 1G8
(Address of office)

(604) 684-1099
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $1.00 per share	**MERC**	**NASDAQ Global Select Market**

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the *Securities Exchange Act of 1934* during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). YES ☒ NO ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer", "accelerated filer", "non-accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES ☐ NO ☒

The Registrant had 65,868,086 shares of common stock outstanding as of October 28, 2020.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

MERCER INTERNATIONAL INC.

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020

(Unaudited)

MERCER INTERNATIONAL INC.
INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(In thousands of U.S. dollars, except per share data)

	Three Months Ended September 30		Nine Months Ended September 30	
	2020	2019	2020	2019
Revenues	$ 333,151	$ 383,536	$ 1,024,945	$ 1,293,239
Costs and expenses				
Cost of sales, excluding depreciation and amortization	272,165	314,894	832,554	994,360
Cost of sales depreciation and amortization	31,862	31,934	94,952	94,108
Selling, general and administrative expenses	15,388	17,961	49,326	54,662
Operating income	13,736	18,747	48,113	150,109
Other income (expenses)				
Interest expense	(19,864)	(18,183)	(60,056)	(55,103)
Other income	11,898	887	12,136	3,177
Total other expenses, net	(7,966)	(17,296)	(47,920)	(51,926)
Income before income taxes	5,770	1,451	193	98,183
Income tax recovery (provision)	1,775	(244)	(4,451)	(35,101)
Net income (loss)	$ 7,545	$ 1,207	$ (4,258)	$ 63,082
Net income (loss) per common share				
Basic and diluted	$ 0.11	$ 0.02	$ (0.06)	$ 0.96
Dividends declared per common share	$ 0.0650	$ 0.1375	$ 0.2675	$ 0.4000

INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Unaudited)
(In thousands of U.S. dollars)

	Three Months Ended September 30		Nine Months Ended September 30	
	2020	2019	2020	2019
Net income (loss)	$ 7,545	$ 1,207	$ (4,258)	$ 63,082
Other comprehensive income (loss), net of taxes				
Foreign currency translation adjustment	52,280	(48,538)	21,488	(28,285)
Change in unrecognized losses and prior service costs related to defined benefit pension plans, net of tax of $nil (2019 - $7 and $43, respectively)	8	39	31	134
Other comprehensive income (loss), net of taxes	52,288	(48,499)	21,519	(28,151)
Total comprehensive income (loss)	$ 59,833	$ (47,292)	$ 17,261	$ 34,931

See accompanying Notes to the Interim Consolidated Financial Statements.

MERCER INTERNATIONAL INC.
INTERIM CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In thousands of U.S. dollars, except share and per share data)

	September 30, 2020	December 31, 2019
ASSETS		
Current assets		
Cash and cash equivalents	$ 345,580	$ 351,085
Accounts receivable, net	202,619	208,740
Inventories	269,864	272,599
Prepaid expenses and other	16,417	12,273
Total current assets	834,480	844,697
Property, plant and equipment, net	1,065,345	1,074,242
Investment in joint ventures	47,865	53,122
Amortizable intangible assets, net	50,132	53,371
Operating lease right-of-use assets	12,932	13,004
Other long-term assets	32,744	26,038
Deferred income tax	1,237	1,246
Total assets	$ 2,044,735	$ 2,065,720
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and other	$ 199,992	$ 255,544
Pension and other post-retirement benefit obligations	724	768
Total current liabilities	200,716	256,312
Debt	1,124,202	1,087,932
Pension and other post-retirement benefit obligations	24,613	25,489
Finance lease liabilities	39,741	31,103
Operating lease liabilities	9,912	10,520
Other long-term liabilities	14,213	14,114
Deferred income tax	80,631	89,847
Total liabilities	1,494,028	1,515,317
Shareholders' equity		
Common shares $1 par value; 200,000,000 authorized; 65,868,000 issued and outstanding (2019 – 65,629,000)	65,800	65,598
Additional paid-in capital	345,583	344,994
Retained earnings	234,365	256,371
Accumulated other comprehensive loss	(95,041)	(116,560)
Total shareholders' equity	550,707	550,403
Total liabilities and shareholders' equity	$ 2,044,735	$ 2,065,720

Commitments and contingencies (Note 13)
Subsequent event (Note 7)

See accompanying Notes to the Interim Consolidated Financial Statements.

MERCER INTERNATIONAL INC.
INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited)
(In thousands of U.S. dollars)

	Common shares					
	Number (thousands of shares)	Amount, at Par Value	Additional Paid -in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
Three Months Ended September 30:						
Balance as of June 30, 2020	65,868	$ 65,800	$ 344,688	$ 231,101	$ (147,329)	$ 494,260
Stock compensation expense	—	—	895	—	—	895
Net income	—	—	—	7,545	—	7,545
Dividends declared	—	—	—	(4,281)	—	(4,281)
Other comprehensive income	—	—	—	—	52,288	52,288
Balance as of September 30, 2020	65,868	$ 65,800	$ 345,583	$ 234,365	$ (95,041)	$ 550,707
Balance as of June 30, 2019	65,629	$ 65,598	$ 342,815	$ 345,934	$ (107,822)	$ 646,525
Stock compensation expense	—	—	1,179	—	—	1,179
Net income	—	—	—	1,207	—	1,207
Dividends declared	—	—	—	(9,025)	—	(9,025)
Other comprehensive loss	—	—	—	—	(48,499)	(48,499)
Balance as of September 30, 2019	65,629	$ 65,598	$ 343,994	$ 338,116	$ (156,321)	$ 591,387
Nine Months Ended September 30:						
Balance as of December 31, 2019	65,629	$ 65,598	$ 344,994	$ 256,371	$ (116,560)	$ 550,403
Shares issued on grants of restricted shares	68	31	(31)	—	—	—
Shares issued on grants of performance share units	195	195	(195)	—	—	—
Stock compensation expense	—	—	815	—	—	815
Net loss	—	—	—	(4,258)	—	(4,258)
Dividends declared	—	—	—	(17,610)	—	(17,610)
Repurchase of common shares	(24)	(24)	—	(138)	—	(162)
Other comprehensive income	—	—	—	—	21,519	21,519
Balance as of September 30, 2020	65,868	$ 65,800	$ 345,583	$ 234,365	$ (95,041)	$ 550,707
Balance as of December 31, 2018	65,202	$ 65,171	$ 342,438	$ 301,990	$ (128,170)	$ 581,429
Shares issued on grants of restricted shares	31	31	(31)	—	—	—
Shares issued on grants of performance share units	449	449	(449)	—	—	—
Stock compensation expense	—	—	2,036	—	—	2,036
Net income	—	—	—	63,082	—	63,082
Dividends declared	—	—	—	(26,255)	—	(26,255)
Repurchase of common shares	(53)	(53)	—	(701)	—	(754)
Other comprehensive loss	—	—	—	—	(28,151)	(28,151)
Balance as of September 30, 2019	65,629	$ 65,598	$ 343,994	$ 338,116	$ (156,321)	$ 591,387

See accompanying Notes to the Interim Consolidated Financial Statements.

MERCER INTERNATIONAL INC.
INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands of U.S. dollars)

	Three Months Ended September 30		Nine Months Ended September 30	
	2020	**2019**	**2020**	**2019**
Cash flows from (used in) operating activities				
Net income (loss)	$ 7,545	$ 1,207	$ (4,258)	$ 63,082
Adjustments to reconcile net income (loss) to cash flows from operating activities				
Depreciation and amortization	31,884	32,052	95,031	94,447
Deferred income tax provision (recovery)	(4,255)	(1,706)	(10,330)	2,359
Inventory impairment	8,000	6,900	25,998	13,800
Defined benefit pension plans and other post-retirement benefit plan expense	769	866	2,270	2,582
Stock compensation expense	895	1,179	815	2,036
Gain on sale of investments	(15,443)	—	(15,443)	—
Foreign exchange transaction losses (gains)	3,384	(8,873)	4,120	369
Other	(1,801)	2,887	(2,993)	4,331
Defined benefit pension plans and other post-retirement benefit plan contributions	(783)	(1,200)	(2,495)	(2,628)
Changes in working capital				
Accounts receivable	17,226	41,381	11,238	17,232
Inventories	(8,031)	2,342	(20,443)	15,714
Accounts payable and accrued expenses	(4,219)	(16,691)	(54,000)	(12,667)
Other	(6,683)	(3,483)	(6,759)	(12,889)
Net cash from (used in) operating activities	28,488	56,861	22,751	187,768
Cash flows from (used in) investing activities				
Purchase of property, plant and equipment	(14,639)	(37,049)	(59,201)	(81,417)
Purchase of amortizable intangible assets	(30)	(215)	(557)	(710)
Purchase of investments	—	—	(9,370)	—
Proceeds from sale of investments	21,540	—	21,540	—
Other	396	162	1,243	(181)
Net cash from (used in) investing activities	7,267	(37,102)	(46,345)	(82,308)
Cash flows from (used in) financing activities				
Proceeds from (repayment of) revolving credit facilities, net	8,750	—	34,359	(58,404)
Dividend payments	(4,282)	(9,025)	(13,329)	(17,231)
Repurchase of common shares	—	—	(162)	(754)
Payment of debt issuance costs	—	(369)	—	(1,126)
Proceeds from government grants	—	147	299	6,467
Other	(302)	(1,735)	(2,729)	(8,664)
Net cash from (used in) financing activities	4,166	(10,982)	18,438	(79,712)
Effect of exchange rate changes on cash and cash equivalents	2,325	(1,200)	(349)	(1,340)
Net increase (decrease) in cash and cash equivalents	42,246	7,577	(5,505)	24,408
Cash and cash equivalents, beginning of period	303,334	257,322	351,085	240,491
Cash and cash equivalents, end of period	$ 345,580	$ 264,899	$ 345,580	$ 264,899
Supplemental cash flow disclosure				
Cash paid for interest	$ 38,029	$ 32,857	$ 76,257	$ 55,742
Cash paid for income taxes	$ 2,916	$ 3,337	$ 17,797	$ 42,074
Supplemental schedule of non-cash investing and financing activities:				
Leased production equipment	$ 510	$ —	$ 11,206	$ —

See accompanying Notes to the Interim Consolidated Financial Statements.

Note 1. The Company and Summary of Significant Accounting Policies

Nature of Operations and Basis of Presentation

The Interim Consolidated Financial Statements contained herein include the accounts of Mercer International Inc. ("Mercer Inc.") and all of its subsidiaries (collectively the "Company"). Mercer Inc. owns 100% of the economic interest in its subsidiaries with the exception of the 50% joint venture interest in the Cariboo mill with West Fraser Mills Ltd., which is accounted for using the equity method. The Company's shares of common stock are quoted and listed for trading on the NASDAQ Global Select Market.

The Interim Consolidated Financial Statements have been prepared by the Company pursuant to the rules and regulations of the United States Securities and Exchange Commission (the "SEC"). The year-end Consolidated Balance Sheet data was derived from audited financial statements. The footnote disclosure included herein has been prepared in accordance with accounting principles generally accepted for interim financial statements in the United States ("GAAP"). The unaudited Interim Consolidated Financial Statements should be read together with the audited Consolidated Financial Statements and accompanying notes included in the Company's latest Annual Report on Form 10-K for the fiscal year ended December 31, 2019. In the opinion of the Company, the unaudited Interim Consolidated Financial Statements contained herein have been prepared on a consistent basis (except for the change in policy referred to below) with the audited Consolidated Financial Statements and accompanying notes included in the Company's latest Annual Report on Form 10-K for the fiscal year ended December 31, 2019 and contain all adjustments necessary for a fair statement of the results of the interim periods included. The results for the periods included herein may not be indicative of the results for the entire year.

In these Interim Consolidated Financial Statements, unless otherwise indicated, all amounts are expressed in United States dollars ("U.S. dollars" or "$"). The symbol "€" refers to euros and the symbol "C$" refers to Canadian dollars.

Use of Estimates

Preparation of financial statements and related disclosures in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Significant management judgment is required in determining the accounting for, among other things, pension and other post-retirement benefit obligations, deferred income taxes (valuation allowance and permanent reinvestment), depreciation and amortization, future cash flows associated with impairment testing for long-lived assets, the allocation of the purchase price in a business combination to the assets acquired and liabilities assumed, legal liabilities and contingencies. Actual results could differ materially from these estimates, and changes in these estimates are recorded when known.

Impact of the COVID-19 Pandemic

The Company is subject to risks and uncertainties as a result of the COVID-19 pandemic. The extent of the impact of the COVID-19 pandemic on the Company's business is highly uncertain and difficult to predict, as the response to the pandemic and information continues to evolve. In mid-2020, many countries eased restrictions on economic and social activities to, among other things, reopen their economies by allowing businesses to restart and encourage economic recovery. Recently there has been a widespread increase or "second wave" in reported infections including in Europe and the U.S. In response, various countries including in Europe have announced the re-imposition of some restrictions on social, business and other activities. Such economic disruption could have a material adverse effect on our business.

Note 1. The Company and Summary of Significant Accounting Policies (continued)

The severity of the impact of the COVID-19 pandemic on the Company's business will depend on a number of factors, including, but not limited to, the duration and severity of the pandemic and the extent and severity of the impact on the Company's customers, all of which are uncertain and cannot be predicted. The Company's future results of operations and liquidity could be adversely impacted by delays in payments of outstanding receivable amounts beyond normal payment terms, supply chain disruptions and uncertain demand, and the impact of any initiatives or programs that the Company may undertake to address financial and operational challenges faced by its customers. As of the date of issuance of these Interim Consolidated Financial Statements, the extent to which the COVID-19 pandemic may materially impact the Company's financial condition, liquidity, or results of operations remain uncertain.

New Accounting Pronouncements

Accounting Pronouncements Adopted

In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, which replaces the current incurred loss impairment method with a method that reflects expected credit losses. In May 2019, the FASB issued ASU 2019-05, Financial Instruments – Credit Losses (Topic 326): Targeted Transition Relief, which provides entities with targeted transition relief that is intended to increase comparability of financial statement information for some entities that otherwise would have measured similar financial instruments using different measurement methodologies. These updates were effective for financial statements issued after December 15, 2019. The Company adopted these updates on January 1, 2020 using the modified-retrospective approach. The adoption of these updates did not have an impact on the Interim Consolidated Financial Statements as the Company’s credit risk associated with its sales is currently managed through the purchase of credit insurance, letters of credit and setting credit limits prior to the sale. The Company reviews new customers' credit history before granting credit and conducts regular reviews of existing customers' credit performance. The Company is exposed to credit risk in the event of non-performance by counterparties to its financial instruments. The Company attempts to minimize this exposure by entering into contracts with counterparties that are believed to be of high credit quality.

The Company's exposure to credit losses may increase if its customers are adversely affected by the COVID-19 pandemic. Although the Company has historically not experienced significant credit losses, it is possible that there could be a material adverse impact from potential adjustments of the carrying amount of trade receivables if the cash flows of the Company's customers are adversely impacted by the COVID-19 pandemic.

Accounting Pronouncements Not Yet Adopted

In December 2019, the FASB issued ASU 2019-12, Income Taxes – Simplifying the Accounting for Income Taxes, which removes certain exceptions for investments, intraperiod tax allocations and interim calculations, and adds guidance to reduce complexity in accounting for income taxes. This update is effective for financial statements issued for fiscal years beginning after December 15, 2020, with early adoption permitted. The Company is currently evaluating the impact of this update.

In March 2020, the FASB issued ASU 2020-04, Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting. The amendments provide optional guidance for a limited time to ease the potential burden in accounting for reference rate reform. The new guidance provides optional expedients and exceptions for applying U.S. GAAP to contracts, hedging relationships and other transactions affected by reference rate reform if certain criteria are met. The amendments apply only to contracts and hedging relationships that reference LIBOR or another reference rate expected to be discontinued due to reference rate reform. These amendments are effective immediately and may be applied prospectively to contract modifications made and hedging relationships entered into or evaluated on or before December 31, 2022. The Company is currently evaluating its contracts and the optional expedients provided by the new standard.

(In thousands of U.S. dollars, except share and per share data)

Note 2. Inventories

Inventories as of September 30, 2020 and December 31, 2019, were comprised of the following:

	September 30, 2020	December 31, 2019
Raw materials	$ 64,104	$ 99,754
Finished goods	102,570	77,815
Spare parts and other	103,190	95,030
	$ 269,864	$ 272,599

For the three and nine month periods ended September 30, 2020, as a result of low pulp prices and high fiber costs for the Canadian mills, the Company recorded inventory impairment charges of $8,000 and $25,998, respectively at certain Canadian mills (2019 – $6,900 and $13,800). These charges were recorded in "Cost of sales, excluding depreciation and amortization" in the Interim Consolidated Statements of Operations. As of September 30, 2020, $4,853 of the write-down was recorded against raw materials inventory and $3,147 was recorded against finished goods inventory. As of December 31, 2019, the Company recorded a $3,500 write-down against raw materials inventory and a $5,700 write-down against finished goods inventory.

Note 3. Accounts Payable and Other

Accounts payable and other as of September 30, 2020 and December 31, 2019, was comprised of the following:

	September 30, 2020	December 31, 2019
Trade payables	$ 62,169	$ 73,721
Accrued expenses	93,517	111,696
Interest payable	14,908	33,198
Income tax payable	14,453	28,080
Other	14,945	8,849
	$ 199,992	$ 255,544

Note 4. Debt

Debt as of September 30, 2020 and December 31, 2019, was comprised of the following:

	September 30, 2020	December 31, 2019
2024 Senior Notes, principal amount $250,000 (a)	$ 247,478	$ 246,911
2025 Senior Notes, principal amount $550,000 (a)	546,306	545,665
2026 Senior Notes, principal amount $300,000 (a)	295,933	295,356
Credit arrangements		
€200 million joint revolving credit facility (b)	—	—
C$60 million revolving credit facility (c)	22,490	—
C$60 million revolving credit facility (d)	11,995	—
€2.6 million demand loan (e)	—	—
	$ 1,124,202	$ 1,087,932

(In thousands of U.S. dollars, except share and per share data)

Note 4. Debt (continued)

The maturities of the principal portion of debt as of September 30, 2020 were as follows:

2020	$	—
2021		—
2022		—
2023		11,995
2024		272,490
Thereafter		850,000
	$	1,134,485

Certain of the Company's debt instruments were issued under agreements which, among other things, may limit its ability and the ability of its subsidiaries to make certain payments, including dividends. These limitations are subject to specific exceptions. As of September 30, 2020, the Company was in compliance with the terms of its debt agreements.

(a) In 2018, the Company issued $350,000 in aggregate principal amount of 7.375% senior notes which mature on January 15, 2025 (the "2025 Senior Notes"). The 2025 Senior Notes were issued at a price of 100% of their principal amount. The net proceeds of the offering were $342,682 after deducting the underwriter's discount and offering expenses. The net proceeds together with cash on hand were used to finance the acquisition of Mercer Peace River Pulp Ltd. ("MPR").

In October 2019, the Company issued an additional $200,000 in aggregate principal amount of 2025 Senior Notes at a price of 102.75% of their principal amount for a yield to worst of 6.435%. The net proceeds of the offering were $202,063 after deducting the underwriter's discount and offering expenses. The net proceeds were used to redeem $100,000 of remaining aggregate principal amount of outstanding senior notes due 2022 (the "2022 Senior Notes") and for general corporate purposes.

In 2017, the Company issued $300,000 in aggregate principal amount of 5.50% senior notes which mature on January 15, 2026 (the "2026 Senior Notes"). The 2026 Senior Notes were issued at a price of 100% of their principal amount. The net proceeds of the offering were $293,795 after deducting the underwriter's discount and offering expenses. In 2018, the net proceeds, together with cash on hand, were used to redeem $300,000 in aggregate principal amount of the 2022 Senior Notes.

In 2017, the Company issued $250,000 in aggregate principal amount of 6.50% senior notes which mature on February 1, 2024 (the "2024 Senior Notes" and collectively with the 2025 Senior Notes and 2026 Senior Notes, the "Senior Notes"). The 2024 Senior Notes were issued at a price of 100% of their principal amount. The net proceeds of the offering were $244,711 after deducting the underwriter's discount and offering expenses. The net proceeds, together with cash on hand, were used to redeem $227,000 of remaining aggregate principal amount of outstanding senior notes due 2019, to finance the acquisition of the Friesau mill and for general working capital purposes.

The Senior Notes are general unsecured senior obligations of the Company. They rank equal in right of payment with all existing and future unsecured senior indebtedness of the Company and are senior in right of payment to any current or future subordinated indebtedness of the Company. The Senior Notes are effectively junior in right of payment to all existing and future secured indebtedness, to the extent of the assets securing such indebtedness, and all indebtedness and liabilities of the Company's subsidiaries.

The Company may redeem all or a part of the 2025 Senior Notes or 2026 Senior Notes, upon not less than 10 days' or more than 60 days' notice and the Company may redeem all or a part of the 2024 Senior Notes, upon not less than 30 days' or more than 60 days' notice at the redemption price plus accrued and unpaid interest to (but not including) the applicable redemption date.

(In thousands of U.S. dollars, except share and per share data)

Note 4. Debt (continued)

The following table presents the redemption prices (expressed as percentages of principal amount) and the redemption periods of the outstanding Senior Notes:

2024 Senior Notes		2025 Senior Notes		2026 Senior Notes	
12 Month Period Beginning	**Percentage**	**12 Month Period Beginning**	**Percentage**	**12 Month Period Beginning**	**Percentage**
February 1, 2020	103.250%	January 15, 2021	103.688%	January 15, 2021	102.750%
February 1, 2021	101.625%	January 15, 2022	101.844%	January 15, 2022	101.375%
February 1, 2022 and thereafter	100.000%	January 15, 2023 and thereafter	100.000%	January 15, 2023 and thereafter	100.000%

(b) A €200.0 million joint revolving credit facility with all of the Company's German mills that matures in December 2023. Borrowings under the facility are unsecured and bear interest at Euribor plus a variable margin ranging from 1.05% to 2.00% dependent on conditions including but not limited to a prescribed leverage ratio. As of September 30, 2020, approximately €13.8 million ($16,142) of this facility was supporting bank guarantees and approximately €186.2 million ($218,018) was available.

(c) A C$60.0 million revolving credit facility for MPR that matures in February 2024. The facility is available by way of: (i) Canadian denominated advances, which bear interest at a designated prime rate per annum; (ii) banker's acceptance equivalent loans, which bear interest at the applicable Canadian dollar banker's acceptance plus 1.25% to 1.50% per annum; (iii) dollar denominated base rate advances at the greater of the federal funds rate plus 0.50%, a designated LIBOR rate plus 1.00% and the bank's applicable reference rate for U.S. dollar loans; and (iv) dollar LIBOR advances, which bear interest at LIBOR plus 1.25% to 1.50% per annum. Borrowings under the facility are collateralized by, among other things, the mill's inventories and accounts receivable. As of September 30, 2020, approximately C$30.0 million ($22,490) of this facility was drawn and accruing interest at a rate of 1.73%, approximately C$0.9 million ($695) was supporting letters of credit and approximately C$29.1 million ($21,795) was available.

(d) In June 2020, Celgar amended its revolving credit facility agreement to increase the principal amount to C$60.0 million. The revolving credit facility matures in July 2023. Borrowings under the facility are collateralized by the mill's inventories, accounts receivable, general intangibles and capital assets and are restricted by a borrowing base calculated on the mill's inventories and accounts receivable. The facility is available by way of: (i) Canadian and U.S. denominated advances, which bear interest at a designated prime rate less 0.125% to plus 0.125% per annum; (ii) banker's acceptance equivalent loans, which bear interest at the applicable Canadian dollar banker's acceptance plus 1.25% to 1.625% per annum; and (iii) dollar LIBOR advances, which bear interest at LIBOR plus 1.25% to 1.625% per annum. As of September 30, 2020, approximately C$16.0 million ($11,995) of this facility was drawn and accruing interest at a rate of 1.86%, approximately C$1.7 million ($1,274) was supporting letters of credit and approximately C$20.3 million ($15,194) was available.

(e) A €2.6 million demand loan at the Rosenthal mill that does not have a maturity date. Borrowings under this facility are unsecured and bear interest at the rate of the three-month Euribor plus 2.50%. As of September 30, 2020, approximately €2.6 million ($2,988) of this facility was supporting bank guarantees and approximately $nil was available.

(In thousands of U.S. dollars, except share and per share data)

Note 5. Pension and Other Post-Retirement Benefit Obligations

Defined Benefit Plans

Pension benefits are based on employees' earnings and years of service. The defined benefit plans are funded by contributions from the Company based on actuarial estimates and statutory requirements. The components of the net benefit costs for the Celgar and MPR defined benefit plans, in aggregate for the three and nine month periods ended September 30, 2020 and 2019 were as follows:

	Three Months Ended September 30,			
	2020		2019	
	Pension	Other Post-Retirement Benefits	Pension	Other Post-Retirement Benefits
Service cost	$ 857	$ 65	$ 721	$ 68
Interest cost	848	97	883	137
Expected return on plan assets	(1,106)	—	(1,009)	—
Amortization of unrecognized items	232	(224)	236	(170)
Net benefit costs	$ 831	$ (62)	$ 831	$ 35

	Nine Months Ended September 30,			
	2020		2019	
	Pension	Other Post-Retirement Benefits	Pension	Other Post-Retirement Benefits
Service cost	$ 2,530	$ 192	$ 2,148	$ 203
Interest cost	2,502	286	2,632	410
Expected return on plan assets	(3,271)	—	(3,008)	—
Amortization of unrecognized items	693	(662)	704	(507)
Net benefit costs	$ 2,454	$ (184)	$ 2,476	$ 106

The components of the net benefit costs other than service cost are recorded in "Other income" in the Interim Consolidated Statements of Operations. The amortization of unrecognized items relates to net actuarial losses and prior service costs.

Defined Contribution Plan

Effective December 31, 2008, the defined benefit plans at the Celgar mill were closed to new members. In addition, the related defined benefit service accrual ceased on December 31, 2008, and members began to receive pension benefits, at a fixed contractual rate, under a new defined contribution plan effective January 1, 2009. During the three and nine month periods ended September 30, 2020, the Company made contributions of $320 and $791, respectively to this plan (2019 – $242 and $988).

Multiemployer Plan

The Company participates in a multiemployer plan for the hourly-paid employees at the Celgar mill. The contributions to the plan are determined based on a percentage of pensionable earnings pursuant to a collective bargaining agreement. The Company has no current or future contribution obligations in excess of the contractual contributions. During the three and nine month periods ended September 30, 2020, the Company made contributions of $475 and $1,481, respectively to this plan (2019 – $598 and $1,569).

(In thousands of U.S. dollars, except share and per share data)

Note 6. Income Taxes

Differences between the U.S. Federal statutory and the Company's effective rates for the three and nine month periods ended September 30, 2020 and 2019, were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	**2019**	**2020**	**2019**
U.S. Federal statutory rate	21%	21%	21%	21%
U.S. Federal statutory rate on income before income taxes	$ (1,212)	$ (304)	$ (41)	$ (20,618)
Tax differential on foreign income	611	(1,177)	(1,270)	(9,539)
Effect of foreign earnings (a)	468	892	(2,402)	(11,148)
Valuation allowance	(919)	(8,934)	(4,084)	(5,173)
Tax benefit of partnership structure	935	960	2,805	2,881
Non-taxable foreign subsidies	734	1,571	2,098	2,965
True-up of prior year taxes	(1,996)	6,733	(2,150)	5,612
Other	3,154	15	593	(81)
	$ 1,775	$ (244)	$ (4,451)	$ (35,101)
Comprised of:				
Current income tax provision	$ (2,480)	$ (1,950)	$ (14,781)	$ (32,742)
Deferred income tax recovery (provision)	4,255	1,706	10,330	(2,359)
	$ 1,775	$ (244)	$ (4,451)	$ (35,101)

(a) Primarily due to the impact of the global intangible low-taxed income provision in the Tax Cuts and Jobs Act of 2017.

Note 7. Shareholders' Equity

Dividends

During the nine month period ended September 30, 2020, the Company's board of directors declared the following quarterly dividends:

Date Declared	Dividend Per Common Share	Amount
February 13, 2020	$ 0.1375	$ 9,047
April 30, 2020	0.0650	4,282
July 30, 2020	0.0650	4,281
	$ 0.2675	$ 17,610

On October 29, 2020, the Company's board of directors declared a quarterly dividend of $0.065 per common share. Payment of the dividend will be made on December 30, 2020 to all shareholders of record on December 23, 2020. Future dividends are subject to approval by the board of directors and may be adjusted as business and industry conditions warrant.

Share Repurchase Program

In May 2019, the Company's board of directors authorized a common stock repurchase program, under which the Company may repurchase up to $50,000 of its shares, which expired in May 2020. During the nine month period ended September 30, 2020, prior to the expiration the Company paid $162 to acquire 23,584 common shares at an average repurchase price of $6.84. The shares were retired upon repurchase.

(In thousands of U.S. dollars, except share and per share data)

Note 7. Shareholders' Equity (continued)

Stock Based Compensation

In June 2010, the Company adopted a stock incentive plan which provides for options, restricted stock rights, restricted shares, performance shares, performance share units ("PSUs") and stock appreciation rights to be awarded to employees, consultants and non-employee directors. During the three and nine month periods ended September 30, 2020, there were no issued and outstanding options, restricted stock rights, performance shares or stock appreciation rights. As of September 30, 2020, after factoring in all allocated shares, there remain approximately 1.7 million common shares available for grant.

PSUs

PSUs comprise rights to receive common shares at a future date that are contingent on the Company and the grantee achieving certain performance objectives. The performance objective period is generally three years. For the three and nine month periods ended September 30, 2020, the Company recognized an expense of $757 and $444, respectively related to PSUs (2019 – $1,066 and $1,669).

The following table summarizes PSU activity during the period:

	Number of PSUs
Outstanding as of January 1, 2020	1,764,976
Granted	1,140,834
Vested and issued	(194,948)
Forfeited	(319,780)
Outstanding as of September 30, 2020	2,391,082

Restricted Shares

Restricted shares generally vest at the end of one year. For the three and nine month periods ended September 30, 2020, the Company recognized an expense of $138 and $371, respectively related to restricted shares (2019 - $113 and $367). As of September 30, 2020, the total remaining unrecognized compensation cost related to restricted shares amounted to approximately $367 which will be amortized over the remaining vesting periods.

The following table summarizes restricted share activity during the period:

	Number of Restricted Shares
Outstanding as of January 1, 2020	31,405
Granted	68,140
Vested	(31,405)
Outstanding as of September 30, 2020	68,140

(In thousands of U.S. dollars, except share and per share data)

Note 8. Net Income (Loss) Per Common Share

The reconciliation of basic and diluted net income (loss) per common share for the three and nine month periods ended September 30, 2020 and 2019 was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	**2019**	**2020**	**2019**
Net income (loss)				
Basic and diluted	$ 7,545	$ 1,207	$ (4,258)	$ 63,082
Net income (loss) per common share				
Basic and diluted	$ 0.11	$ 0.02	$ (0.06)	$ 0.96
Weighted average number of common shares outstanding:				
Basic (a)	65,799,946	65,598,177	65,757,921	65,538,037
Effect of dilutive instruments:				
PSUs	79,489	372,495	—	358,851
Restricted shares	11,413	3,198	—	13,437
Diluted	65,890,848	65,973,870	65,757,921	65,910,325

(a) For the three and nine month periods ended September 30, 2020, the basic weighted average number of common shares outstanding excludes 68,140 restricted shares which have been issued, but have not vested as of September 30, 2020 (2019 – 31,405 restricted shares).

The calculation of diluted net income (loss) per common share does not assume the exercise of any instruments that would have an anti-dilutive effect on net income (loss) per common share. Instruments excluded from the calculation of net income (loss) per common share because they were anti-dilutive for the three and nine month periods ended September 30, 2020 and 2019 were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	**2019**	**2020**	**2019**
PSUs	—	—	2,391,082	—
Restricted shares	—	—	68,140	—

Note 9. Accumulated Other Comprehensive Loss

The change in the accumulated other comprehensive loss by component (net of tax) for the nine month period ended September 30, 2020 was as follows:

	Foreign Currency Translation Adjustment	Defined Benefit Pension and Other Post-Retirement Benefit Items	Total
Balance as of January 1, 2020	$ (114,709)	$ (1,851)	$ (116,560)
Other comprehensive income before reclassifications	21,488	—	21,488
Amounts reclassified from accumulated other comprehensive loss	—	31	31
Other comprehensive income, net of taxes	21,488	31	21,519
Balance as of September 30, 2020	$ (93,221)	$ (1,820)	$ (95,041)

(In thousands of U.S. dollars, except share and per share data)

Note 10. Related Party Transactions

The Company enters into related party transactions with its joint ventures. For the three and nine month periods ended September 30, 2020, pulp purchases from the Company's 50% owned Cariboo mill, which are transacted at the Cariboo mill's cost, were $20,717 and $54,253, respectively (2019 – $21,232 and $76,388) and as of September 30, 2020 the Company had a receivable balance from the Cariboo mill of $4,482 (December 31, 2019 – $3,462). For the three and nine month periods ended September 30, 2020, services from the Company's 50% owned logging and chipping operation, which are transacted at arm's length negotiated prices, were $3,265 and $11,543, respectively (2019 – $3,074 and $11,923) and as of September 30, 2020 the Company had a payable balance to the operation of $463 (December 31, 2019 – $1,151).

Note 11. Segment Information

The Company is managed based on the primary products it manufactures: pulp and wood products. Accordingly, the Company's four pulp mills and its 50% interest in the Cariboo mill are aggregated into the pulp segment, and the Friesau sawmill is a separate reportable segment, wood products. The Company's sandalwood business is included in corporate and other as it does not meet the criteria to be reported as a separate reportable segment.

None of the income or loss items following operating income in the Company's Interim Consolidated Statements of Operations are allocated to the segments, as those items are reviewed separately by management.

Information about certain segment data for the three and nine month periods ended September 30, 2020 and 2019, was as follows:

Three Months Ended September 30, 2020	**Pulp**	**Wood Products**	**Corporate and Other**	**Consolidated**
Revenues from external customers	$ 274,916	$ 57,053	$ 1,182	$ 333,151
Operating income (loss)	$ 3,753	$ 11,963	$ (1,980)	$ 13,736
Depreciation and amortization	$ 28,251	$ 3,446	$ 187	$ 31,884
Revenues by major products				
Pulp	$ 253,056	$ —	$ —	$ 253,056
Lumber	—	53,612	—	53,612
Energy and chemicals	21,860	2,226	1,182	25,268
Wood residuals	—	1,215	—	1,215
Total revenues	$ 274,916	$ 57,053	$ 1,182	$ 333,151
Revenues by geographical markets (a)				
U.S.	$ 29,295	$ 31,466	$ 540	$ 61,301
Germany	79,535	11,744	—	91,279
China	83,554	—	—	83,554
Other countries	82,532	13,843	642	97,017
Total revenues	$ 274,916	$ 57,053	$ 1,182	$ 333,151

(a) Sales are attributed to countries based on the ship-to location provided by the customer.

(In thousands of U.S. dollars, except share and per share data)

Note 11. Segment Information (continued)

Three Months Ended September 30, 2019	Pulp	Wood Products	Corporate and Other	Consolidated
Revenues from external customers	$ 345,060	$ 36,458	$ 2,018	$ 383,536
Operating income (loss)	$ 21,386	$ 544	$ (3,183)	$ 18,747
Depreciation and amortization	$ 29,744	$ 2,016	$ 292	$ 32,052
Revenues by major products				
Pulp	$ 322,707	$ —	$ —	$ 322,707
Lumber	—	32,687	—	32,687
Energy and chemicals	22,353	1,621	2,018	25,992
Wood residuals	—	2,150	—	2,150
Total revenues	$ 345,060	$ 36,458	$ 2,018	$ 383,536
Revenues by geographical markets (a)				
U.S.	$ 30,693	$ 13,027	$ —	$ 43,720
Germany	97,339	11,915	—	109,254
China	113,578	—	—	113,578
Other countries	103,450	11,516	2,018	116,984
Total revenues	$ 345,060	$ 36,458	$ 2,018	$ 383,536

(a) Sales are attributed to countries based on the ship-to location provided by the customer.

Nine Months Ended September 30, 2020	Pulp	Wood Products	Corporate and Other	Consolidated
Revenues from external customers	$ 876,567	$ 144,558	$ 3,820	$ 1,024,945
Operating income (loss)	$ 33,302	$ 21,845	$ (7,034)	$ 48,113
Depreciation and amortization	$ 85,841	$ 8,627	$ 563	$ 95,031
Total assets (a)	$ 1,767,397	$ 99,743	$ 177,595	$ 2,044,735
Revenues by major products				
Pulp	$ 808,923	$ —	$ —	$ 808,923
Lumber	—	132,209	—	132,209
Energy and chemicals	67,644	7,486	3,820	78,950
Wood residuals	—	4,863	—	4,863
Total revenues	$ 876,567	$ 144,558	$ 3,820	$ 1,024,945
Revenues by geographical markets (b)				
U.S.	$ 102,813	$ 66,710	$ 1,701	$ 171,224
Germany	246,775	38,941	—	285,716
China	247,916	—	—	247,916
Other countries	279,063	38,907	2,119	320,089
Total revenues	$ 876,567	$ 144,558	$ 3,820	$ 1,024,945

(a) Total assets for the pulp segment includes the Company's $47,865 investment in joint ventures, primarily for the Cariboo mill.
(b) Sales are attributed to countries based on the ship-to location provided by the customer.

(In thousands of U.S. dollars, except share and per share data)

Note 11. Segment Information (continued)

Nine Months Ended September 30, 2019	**Pulp**	**Wood Products**	**Corporate and Other**	**Consolidated**
Revenues from external customers	$ 1,166,333	$ 120,349	$ 6,557	$ 1,293,239
Operating income (loss)	$ 157,157	$ 2,075	$ (9,123)	$ 150,109
Depreciation and amortization	$ 87,616	$ 5,937	$ 894	$ 94,447
Revenues by major products				
Pulp	$ 1,095,225	$ —	$ —	$ 1,095,225
Lumber	—	107,172	—	107,172
Energy and chemicals	71,108	7,075	6,557	84,740
Wood residuals	—	6,102	—	6,102
Total revenues	$ 1,166,333	$ 120,349	$ 6,557	$ 1,293,239
Revenues by geographical markets (a)				
U.S.	$ 124,039	$ 38,997	$ —	$ 163,036
Germany	338,678	40,860	—	379,538
China	347,232	—	—	347,232
Other countries	356,384	40,492	6,557	403,433
Total revenues	$ 1,166,333	$ 120,349	$ 6,557	$ 1,293,239

(a) Sales are attributed to countries based on the ship-to location provided by the customer.

As of December 31, 2019, the Company had total assets of $1,782,105 in the pulp segment, $83,102 in the wood products segment and $200,513 in corporate and other. Total assets for the pulp segment includes the Company's $53,122 investment in joint ventures, primarily for the Cariboo mill.

Revenues between segments are accounted for at prices that approximate fair value. These include revenues from the sale of residual fiber from the wood products segment to the pulp segment for use in the pulp production process and from the sale of residual fuel from the pulp segment to the wood products segment for use in energy production. For the three and nine month periods ended September 30, 2020, the pulp segment sold $42 and $388, respectively of residual fuel to the wood products segment (2019 – $59 and $423) and the wood products segment sold $2,246 and $9,676, respectively of residual fiber to the pulp segment (2019 – $2,360 and $11,713).

(In thousands of U.S. dollars, except share and per share data)

Note 12. Financial Instruments and Fair Value Measurement

Due to their short-term maturity, the carrying amounts of cash and cash equivalents, accounts receivable and accounts payable and other approximates their fair value.

The estimated fair values of the Company's outstanding debt under the fair value hierarchy as of September 30, 2020 and December 31, 2019 were as follows:

	Fair value measurements as of September 30, 2020 using:			
Description	**Level 1**	**Level 2**	**Level 3**	**Total**
Revolving credit facilities	$ —	$ 34,485	$ —	$ 34,485
Senior Notes	—	1,095,500	—	1,095,500
	$ —	$ 1,129,985	$ —	$ 1,129,985

	Fair value measurements as of December 31, 2019 using:			
Description	**Level 1**	**Level 2**	**Level 3**	**Total**
Senior Notes	$ —	$ 1,156,673	$ —	$ 1,156,673

The carrying value of the revolving credit facilities classified as Level 2 approximates the fair value as the variable interest rates reflect current interest rates for financial instruments with similar characteristics and maturities.

The fair value of the Senior Notes classified as Level 2 was determined using quoted prices in a dealer market, or using recent market transactions. The Company's Senior Notes are not carried at fair value on the Interim Consolidated Balance Sheets as of September 30, 2020 or December 31, 2019. However, fair value disclosure is required. The carrying value of the Company's Senior Notes, net of note issuance costs and premium is $1,089,717 as of September 30, 2020 (December 31, 2019 – $1,087,932).

For the three and nine month periods ended September 30, 2020, the Company recognized a realized gain of $15,443 on the sale of investments in “Other income” in the Interim Consolidated Statements of Operations.

Credit Risk

The Company’s credit risk is primarily attributable to cash held in bank accounts and accounts receivable. The Company maintains cash balances in foreign financial institutions in excess of insured limits. The Company limits its credit exposure on cash held in bank accounts by periodically investing cash in excess of short-term operating requirements and debt obligations in low risk government bonds, or similar debt instruments. The Company’s credit risk associated with the sale of pulp, lumber and other wood residuals is managed through setting credit limits, the purchase of credit insurance and for certain customers a letter of credit is received prior to shipping the product. The Company reviews new customers’ credit history before granting credit and conducts regular reviews of existing customers’ credit performance. Concentrations of credit risk on the sale of pulp, lumber and other wood residuals are with customers and agents based primarily in Germany, China, the U.S. and Italy.

The Company’s exposure to credit losses may increase if its customers are adversely affected by the COVID-19 pandemic. Although the Company has historically not experienced significant credit losses, it is possible that there could be a material adverse impact from potential adjustments of the carrying amount of trade receivables if the cash flows of the Company’s customers are adversely impacted by the COVID-19 pandemic.

The carrying amount of cash and cash equivalents of $345,580 and accounts receivable of $202,619 recorded in the Interim Consolidated Balance Sheet, net of any allowances for losses, represents the Company’s maximum exposure to credit risk.

Note 13. Commitments and Contingencies

(a) The Company is involved in legal actions and claims arising in the ordinary course of business. While the outcome of any legal actions and claims cannot be predicted with certainty, it is the opinion of management that the outcome of any such claims which are pending or threatened, either individually or on a combined basis, will not have a material adverse effect on the consolidated financial condition, results of operations or liquidity of the Company.

(b) The Company is subject to regulations that require the handling and disposal of asbestos in a prescribed manner if a property undergoes a major renovation or demolition. Otherwise, the Company is not required to remove asbestos from its facilities. Generally asbestos is found on steam and condensate piping systems as well as certain cladding on buildings and in building insulation throughout older facilities. The Company's obligation for the proper removal and disposal of asbestos products from the Company's mills is a conditional asset retirement obligation. As a result of the longevity of the Company's mills, due in part to the maintenance procedures and the fact that the Company does not have plans for major changes that require the removal of asbestos, the timing of the asbestos removal is indeterminate. As a result, the Company is currently unable to reasonably estimate the fair value of its asbestos removal and disposal obligation. The Company will recognize a liability in the period in which sufficient information is available to reasonably estimate its fair value.

NON-GAAP FINANCIAL MEASURES

This quarterly report on Form 10-Q contains “non-GAAP financial measures”, that is, financial measures that either exclude or include amounts that are not excluded or included in the most directly comparable measure calculated and presented in accordance with the generally accepted accounting principles in the United States, referred to as “GAAP”. Specifically, we make use of the non-GAAP measure “Operating EBITDA”.

Operating EBITDA is defined as operating income plus depreciation and amortization and non-recurring capital asset impairment charges. We use Operating EBITDA as a benchmark measurement of our own operating results and as a benchmark relative to our competitors. We consider it to be a meaningful supplement to operating income as a performance measure primarily because depreciation expense and non-recurring capital asset impairment charges are not actual cash costs, and depreciation expense varies widely from company to company in a manner that we consider largely independent of the underlying cost efficiency of our operating facilities. In addition, we believe Operating EBITDA is commonly used by securities analysts, investors and other interested parties to evaluate our financial performance.

Operating EBITDA does not reflect the impact of a number of items that affect our net income (loss), including financing costs and the effect of derivative instruments. Operating EBITDA is not a measure of financial performance under GAAP, and should not be considered as an alternative to net income (loss) or operating income as a measure of performance, or as an alternative to net cash from (used in) operating activities as a measure of liquidity. Operating EBITDA is an internal measure and therefore may not be comparable to other companies.

Operating EBITDA has significant limitations as an analytical tool, and should not be considered in isolation, or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are that Operating EBITDA does not reflect: (i) our cash expenditures, or future requirements, for capital expenditures or contractual commitments; (ii) changes in, or cash requirements for, working capital needs; (iii) the significant interest expense, or the cash requirements necessary to service interest or principal payments, on our outstanding debt; (iv) the impact of realized or marked to market changes in our derivative positions, which can be substantial; and (v) the impact of non-recurring impairment charges against our investments or assets. Because of these limitations, Operating EBITDA should only be considered as a supplemental performance measure and should not be considered as a measure of liquidity or cash available to us to invest in the growth of our business. Because all companies do not calculate Operating EBITDA in the same manner, Operating EBITDA as calculated by us may differ from Operating EBITDA or EBITDA as calculated by other companies. We compensate for these limitations by using Operating EBITDA as a supplemental measure of our performance and by relying primarily on our GAAP financial statements.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

In this document: (i) unless the context otherwise requires, references to "we", "our", "us", the "Company" or "Mercer" mean Mercer International Inc. and its subsidiaries; (ii) references to "Mercer Inc." mean the Company excluding its subsidiaries; (iii) information is provided as of September 30, 2020, unless otherwise stated; (iv) our reporting currency is dollars and references to "€" mean euros and "C$" mean Canadian dollars; (v) "ADMTs" refers to air-dried metric tonnes; (vi) "NBSK" refers to northern bleached softwood kraft; (vii) "NBHK" refers to northern bleached hardwood kraft; (viii) "MW" refers to megawatts and "MWh" refers to megawatt hours; (ix) "Mfbm" refers to thousand board feet of lumber and "MMfbm" mean million board feet of lumber; and (x) our lumber metrics are converted from cubic meters to Mfbm using a conversion ratio of 1.6 cubic meters to one Mfbm, which is the ratio commonly used in the industry.

Due to rounding, numbers presented throughout this report may not add up precisely to totals we provide and percentages may not precisely reflect the absolute figure.

The following discussion and analysis of our results of operations and financial condition for the three and nine months ended September 30, 2020 should be read in conjunction with our Interim Consolidated Financial Statements and related notes included in this quarterly report, as well as our most recent annual report on Form 10-K for the fiscal year ended December 31, 2019 filed with the Securities and Exchange Commission, referred to as the "SEC".

Results of Operations

General

We have two reportable operating segments:

- **Pulp** – consists of the manufacture, sale and distribution of pulp, electricity and other by-products at our pulp mills.
- **Wood Products** – consists of the manufacture, sale and distribution of lumber, electricity and other wood residuals at the Friesau sawmill.

Each segment offers primarily different products and requires different manufacturing processes, technology and sales and marketing.

Current Market Environment

The COVID-19 pandemic continues to cause significant widespread global infections and fatalities. It has materially adversely affected global economic activity, caused significant market volatility and resulted in numerous governments declaring emergencies and implementing measures, such as travel bans, quarantines, business closures, shelter-in-place and other restrictions.

In mid-2020, many countries eased restrictions on economic and social activities to, among other things, reopen their economies by allowing businesses to restart and encourage economic recovery. The results of such economic measures and the reopening have varied from country to country.

Recently there has been a widespread increase or "second wave" in reported infections including in Europe and the United States. In response, various countries including in Europe have announced the re-imposition of some restrictions on social, business and other activities. Currently we are unable to predict the impact of the recent resurgence in infections, the extent of measures governments may take in response thereto, including imposing some or all prior or new restrictive measures, including business closures, or the overall impact on global economic activity, including the pace of any economic recovery. See "Part II. Other Information – Item 1A. Risk Factors – The COVID-19 pandemic could materially adversely affect our business, financial position and results of operations".

We are continuing with important health and safety measures at our operations to protect our employees and to allow our mills to operate responsibly and efficiently including with respect to social distancing, sanitation and personal protection equipment. Further, we are constantly monitoring our operations and guidance from governmental and health organizations to ensure we take appropriate and necessary actions to protect our people.

During the third quarter of 2020, our average NBSK pulp sales realizations were approximately 2% lower compared to the second quarter of 2020 as a result of market uncertainty.

At the end of the current quarter, NBSK list prices in Europe and North America were approximately $840 per ADMT and $1,130 per ADMT, respectively. Commencing in 2020 only net prices (which are net of discounts, allowances and rebates) are published for China. At the end of the current quarter, NBSK net prices in China were approximately $590 per ADMT. NBHK list prices in North America were approximately $860 per ADMT and NBHK net prices in China were approximately $445 per ADMT.

Although there is continued economic uncertainty resulting from the COVID-19 pandemic, we are currently expecting generally stable pulp demand during the fourth quarter of 2020 with some modest price improvements due to improving global economic activity, particularly in China.

On the pulp supply side, to date various pulp mills globally have delayed their annual maintenance schedules due to the COVID-19 pandemic. As a result, we currently expect mills to curtail production to implement such delayed maintenance in the later part of this year or the early part of next year.

In the third quarter of 2020, lumber sales realizations increased by approximately 31% from the second quarter of 2020 due to strong demand from the U.S. market. We currently expect continuing strong lumber demand and lumber prices in the U.S. market and steady demand and modestly improving sales realizations in the European lumber market in the upcoming quarter.

Summary Financial Highlights

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
	(in thousands, other than per share amounts)			
Statement of Operations Data				
Pulp segment revenues	$ 274,916	$ 345,060	$ 876,567	$ 1,166,333
Wood products segment revenues	57,053	36,458	144,558	120,349
Corporate and other revenues	1,182	2,018	3,820	6,557
Total revenues	$ 333,151	$ 383,536	$ 1,024,945	$ 1,293,239
Pulp segment operating income	$ 3,753	$ 21,386	$ 33,302	$ 157,157
Wood products segment operating income	11,963	544	21,845	2,075
Corporate and other operating loss	(1,980)	(3,183)	(7,034)	(9,123)
Total operating income	$ 13,736	$ 18,747	$ 48,113	$ 150,109
Pulp segment depreciation and amortization	$ 28,251	$ 29,744	$ 85,841	$ 87,616
Wood products segment depreciation and amortization	3,446	2,016	8,627	5,937
Corporate and other depreciation and amortization	187	292	563	894
Total depreciation and amortization	$ 31,884	$ 32,052	$ 95,031	$ 94,447
Operating EBITDA(1)	$ 45,620	$ 50,799	$ 143,144	$ 244,556
Income tax recovery (provision)	$ 1,775	$ (244)	$ (4,451)	$ (35,101)
Net income (loss)	$ 7,545	$ 1,207	$ (4,258)	$ 63,082
Net income (loss) per common share				
Basic and diluted	$ 0.11	$ 0.02	$ (0.06)	$ 0.96
Common shares outstanding at period end	65,868	65,629	65,868	65,629

(1) The following table provides a reconciliation of net income (loss) to operating income and Operating EBITDA for the periods indicated:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
	(in thousands)			
Net income (loss)	$ 7,545	$ 1,207	$ (4,258)	$ 63,082
Income tax provision (recovery)	(1,775)	244	4,451	35,101
Interest expense	19,864	18,183	60,056	55,103
Other income	(11,898)	(887)	(12,136)	(3,177)
Operating income	13,736	18,747	48,113	150,109
Add: Depreciation and amortization	31,884	32,052	95,031	94,447
Operating EBITDA	$ 45,620	$ 50,799	$ 143,144	$ 244,556

Selected Production, Sales and Other Data

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	**2019**	**2020**	**2019**
Pulp Segment				
Pulp production (‘000 ADMTs)				
NBSK	400.2	441.7	1,279.1	1,355.1
NBHK	79.8	75.3	247.6	243.3
Annual maintenance downtime (‘000 ADMTs)	15.0	14.1	28.6	21.6
Annual maintenance downtime (days)	10	13	27	28
Pulp sales (‘000 ADMTs)				
NBSK	369.9	451.2	1,230.8	1,356.6
NBHK	100.1	91.0	235.4	260.4
Average NBSK pulp prices ($/ADMT)(1)				
Europe	840	860	841	987
China	572	555	572	628
North America	1,133	1,170	1,139	1,281
Average NBHK pulp prices ($/ADMT)(1)				
China	443	477	456	593
North America	868	970	885	1,083
Average pulp sales realizations ($/ADMT)(2)				
NBSK	562	609	565	689
NBHK	424	499	451	589
Energy production (‘000 MWh)(3)	529.2	572.5	1,670.5	1,708.3
Energy sales (‘000 MWh)(3)	215.5	224.7	669.3	668.4
Average energy sales realizations ($/MWh)(3)	96	89	92	92
Wood Products Segment				
Lumber production (MMfbm)	96.8	96.6	326.6	308.0
Lumber sales (MMfbm)	118.5	97.0	345.2	307.7
Average lumber sales realizations ($/Mfbm)	453	337	383	348
Energy production and sales (‘000 MWh)	17.8	13.9	63.3	60.4
Average energy sales realizations ($/MWh)	125	116	118	117
Average Spot Currency Exchange Rates				
$ / €(4)	1.1698	1.1120	1.1248	1.1234
$ / C$(4)	0.7508	0.7573	0.7388	0.7523

(1) Source: RISI pricing report. Europe and North America are list prices. China are net prices which include discounts, allowances and rebates. Effective January 2020, the RISI pricing report does not provide list prices for China.
(2) Sales realizations after customer discounts, rebates and other selling concessions. Incorporates the effect of pulp price variations occurring between the order and shipment dates.
(3) Does not include our 50% joint venture interest in the Cariboo mill, which is accounted for using the equity method.
(4) Average Federal Reserve Bank of New York Noon Buying Rates over the reporting period.

Consolidated – Three Months Ended September 30, 2020 Compared to Three Months Ended September 30, 2019

Total revenues for the three months ended September 30, 2020 decreased by approximately 13% to $333.2 million from $383.5 million in the same quarter of 2019 primarily due to lower pulp sales volumes and pulp sales realizations partially offset by higher lumber sales realizations and volumes.

Costs and expenses in the current quarter decreased by approximately 12% to $319.4 million from $364.8 million in the third quarter of 2019 primarily due to lower pulp sales volumes, per unit fiber costs and maintenance costs partially offset by the negative impact of a weaker dollar primarily on our euro denominated costs and expenses.

In the third quarter of 2020, cost of sales depreciation and amortization was flat at $31.9 million when compared to the same quarter of 2019.

Selling, general and administrative expenses decreased by approximately 14% to $15.4 million in the third quarter of 2020 from $18.0 million in the same quarter of 2019 primarily due to cost reduction initiatives.

In the third quarter of 2020, our operating income decreased by approximately 27% to $13.7 million from $18.7 million in the same quarter of 2019 primarily due to lower pulp sales realizations and the negative impact of a weaker dollar primarily on our euro denominated costs and expenses partially offset by lower per unit fiber costs and significantly higher wood products segment operating income.

Interest expense in the current quarter increased to $19.9 million from $18.2 million in the same quarter of 2019 primarily as a result of higher indebtedness.

In the third quarter of 2020, other income increased to $11.9 million from $0.9 million in the same quarter of 2019 primarily as a result of $15.4 million of realized gains on the sale of investments in the current quarter.

During the third quarter of 2020, we had a recovery for income taxes of $1.8 million primarily due to the income tax recoveries for our Canadian operations only partially offset by the tax provision for our German operations. In the comparative quarter of 2019, the provision for income taxes was $0.2 million.

For the third quarter of 2020, our net income was $7.5 million, or $0.11 per share compared to $1.2 million, or $0.02 per share, in the same quarter of 2019.

In the third quarter of 2020, Operating EBITDA decreased by approximately 10% to $45.6 million from $50.8 million in the same quarter of 2019 primarily due to lower pulp sales realizations and the negative impact of a weaker dollar primarily on our euro denominated costs and expenses partially offset by lower per unit fiber costs and higher lumber sales realizations.

Operating Results by Business Segment

None of the income or loss items following operating income in our Interim Consolidated Statements of Operations are allocated to our segments, since those items are reviewed separately by management.

Pulp Segment – Three Months Ended September 30, 2020 Compared to Three Months Ended September 30, 2019

Selected Financial Information

	Three Months Ended September 30,	
	2020	2019
	(in thousands)	
Pulp revenues	$ 253,056	$ 322,707
Energy and chemical revenues	$ 21,860	$ 22,353
Depreciation and amortization	$ 28,251	$ 29,744
Operating income	$ 3,753	$ 21,386

Pulp revenues in the third quarter of 2020 decreased by approximately 22% to $253.1 million from $322.7 million in the same quarter of 2019 due to lower sales volumes and sales realizations.

Energy and chemical revenues decreased by approximately 2% to $21.9 million in the third quarter of 2020 from $22.4 million in the same quarter of 2019 primarily due lower chemical production at our German mills. In September 2020, our Celgar mill finalized a new electricity purchase agreement with the local utility for the sale of electricity from the mill to replace its expiring agreement. The new agreement is for a ten-year term and provides for the sale of approximately 80% of the mill’s surplus power at about 80% of the previous price but provides us with greater flexibility and optionality to pursue and effect “market” sales and other strategic initiatives with respect to the mill’s surplus power.

NBSK pulp production declined approximately 9% to 400,172 ADMTs in the current quarter from 441,672 ADMTs in the same quarter of 2019 primarily due to market related downtime at our Celgar mill. In the current quarter of

2020, our pulp mills had ten days of annual maintenance downtime (approximately 15,000 ADMTs) and in July 2020 our Celgar mill had 30 days of market related downtime. In the comparative quarter of 2019, our pulp mills had 13 days of scheduled maintenance downtime (approximately 14,100 ADMTs).

We estimate that annual maintenance downtime in the current quarter adversely impacted our operating income by approximately $7.5 million, comprised of approximately $4.4 million in direct out-of-pocket expenses and the balance in reduced production.

In the fourth quarter of 2020, our pulp mills currently have 17 days of planned annual maintenance downtime (approximately 19,600 ADMTs).

NBSK pulp sales volumes decreased by approximately 18% to 369,913 ADMTs in the current quarter from 451,171 ADMTs in the same quarter of 2019 primarily due to lower production and modestly lower sales for all of our mills.

In the current quarter of 2020, overall prices for NBSK pulp were generally flat from the same quarter of 2019. Average list prices for NBSK pulp in Europe and North America were approximately $840 per ADMT and $1,133 per ADMT, respectively in the third quarter of 2020 compared to approximately $860 per ADMT and $1,170 per ADMT, respectively, in the same quarter of 2019. Average NBSK net prices in China were approximately $572 per ADMT in the current quarter compared to approximately $555 per ADMT in the same quarter of 2019.

Average NBSK pulp sales realizations decreased by approximately 8% to $562 per ADMT in the third quarter of 2020 from approximately $609 per ADMT in the same quarter of 2019.

In the current quarter of 2020 our Canadian mills recorded a non-cash write down of our inventory carrying values of $8.0 million as a result of low pulp sales realizations and high per unit fiber costs. In the same quarter of the prior year our Canadian mills recorded a non-cash write down of our inventory carrying values of $6.9 million.

In the current quarter of 2020 primarily as a result of the effect of the weaker dollar on our euro denominated costs and expenses, we recorded a negative impact of approximately $15.8 million in operating income due to foreign exchange compared to the same quarter of 2019.

Costs and expenses in the current quarter decreased by approximately 16% to $271.2 million from $323.7 million in the third quarter of 2019 primarily due to lower pulp sales volumes, per unit fiber costs and maintenance costs partially offset by the negative impact of a weaker dollar. In the current quarter of 2020 we received approximately $3.5 million of wage assistance under a Canadian government wage subsidy program.

In the third quarter of 2020, depreciation and amortization decreased to $28.3 million from $29.7 million in the same quarter of 2019.

In the current quarter per unit fiber costs decreased by approximately 12% from the same quarter of 2019 due to lower per unit fiber costs for all of our mills. In the current quarter, per unit fiber costs for our German mills declined due to the continued availability of beetle damaged wood. For our Canadian mills, per unit fiber costs declined due to increased sawmill activity but remained at historically high levels due to strong demand for fiber in the mills' fiber procurement areas. We currently expect stable per unit fiber costs in the fourth quarter of 2020.

Transportation costs for our pulp segment decreased to $32.6 million in the current quarter from $37.2 million in the same quarter of 2019 primarily as a result of lower sales volumes.

In the third quarter of 2020, pulp segment operating income decreased to $3.8 million from $21.4 million in the same quarter of 2019 as lower pulp sales realizations and the negative impact of a weaker dollar were only partially offset by the positive impact of lower per unit fiber costs and lower maintenance costs.

Wood Products Segment – Three Months Ended September 30, 2020 Compared to Three Months Ended September 30, 2019

Selected Financial Information

	Three Months Ended September 30,			
	2020		2019	
	(in thousands)			
Lumber revenues	$	53,612	$	32,687
Energy revenues	$	2,226	$	1,621
Wood residual revenues	$	1,215	$	2,150
Depreciation and amortization	$	3,446	$	2,016
Operating income	$	11,963	$	544

In the third quarter of 2020, lumber revenues increased by approximately 64% to $53.6 million from $32.7 million in the same quarter of 2019 due to higher sales realizations and sales volumes. In the current quarter, U.S. markets were particularly robust with approximately 59% of our lumber revenues and 39% of lumber sales volumes to such market. The majority of the balance of our lumber sales were to Europe.

Energy and wood residual revenues in the third quarter of 2020 decreased by approximately 11% to $3.4 million from $3.8 million in the same quarter of 2019 primarily due to a lower realized sales price for wood residuals.

Lumber production was flat at 96.8 MMfbm in the current quarter of 2020 from 96.6 MMfbm in the same quarter of 2019. In the current quarter of 2020, our mill had approximately ten days of planned downtime for our sawmill upgrade project.

Average lumber sales realizations increased by approximately 34% to $453 per Mfbm in the third quarter of 2020 from approximately $337 per Mfbm in the same quarter of 2019 primarily due to higher pricing in the U.S. market. U.S. lumber pricing increased due to strong demand during the current quarter. European lumber pricing modestly decreased due to the supply of lumber processed from beetle damaged wood which generally obtains a lower price.

Fiber costs were approximately 70% of our lumber cash production costs in the current quarter. In the third quarter of 2020 per unit fiber costs decreased by approximately 6% from the same period of 2019 primarily due to the availability of lower cost beetle damaged wood. We currently expect stable per unit fiber costs in the fourth quarter of 2020 due to the continuing availability of beetle damaged wood.

In the third quarter of 2020, depreciation and amortization increased to $3.4 million from $2.0 million in the same quarter of 2019 primarily due to the completion of capital projects.

Transportation costs for our wood products segment in the third quarter of 2020 increased by approximately 43% to $8.0 million from $5.6 million in the same quarter of 2019 primarily due to higher sales volumes to the U.S.

In the third quarter of 2020, our wood products segment had record operating income of $12.0 million compared to $0.5 million in the same quarter of 2019 primarily due to a higher lumber realized sales price.

Consolidated – Nine Months Ended September 30, 2020 Compared to Nine Months Ended September 30, 2019

Total revenues for the nine months ended September 30, 2020 decreased by approximately 21% to $1,024.9 million from $1,293.2 million in the nine months ended September 30, 2019 primarily due to lower pulp sales realizations and pulp sales volumes partially offset by higher lumber sales volumes and realizations.

Costs and expenses in the nine months ended September 30, 2020 decreased by approximately 15% to $976.8 million from $1,143.1 million in the nine months ended September 30, 2019 primarily due to lower pulp sales volumes, per unit fiber costs and maintenance costs.

In the nine months ended September 30, 2020, cost of sales depreciation and amortization increased to $95.0 million from $94.1 million in the same period of 2019.

Selling, general and administrative expenses decreased to $49.3 million in the nine months ended September 30, 2020 from $54.7 million in the same period of 2019 primarily due to cost reduction initiatives and lower stock based compensation expense.

In the nine months ended September 30, 2020, operating income decreased by approximately 68% to $48.1 million from $150.1 million in the same period of 2019 primarily due to lower pulp sales realizations and pulp sales volumes partially offset by lower per unit fiber costs, lower maintenance costs and significantly higher wood products segment operating income.

Interest expense in the nine months ended September 30, 2020 increased to $60.1 million from $55.1 million in the same period of 2019 primarily as a result of higher indebtedness resulting from our issuance of an additional $100.0 million of senior notes in October 2019.

Other income in the nine months ended September 30, 2020 increased to $12.1 million from $3.2 million in the same period of 2019 primarily due to $15.4 million of realized gains on the sale of investments.

During the nine months ended September 30, 2020, the provision for income taxes was $4.5 million primarily due to income before tax for our German operations only partially offset by tax recoveries for our Canadian operations. In the same period of 2019, the provision for income taxes was $35.1 million due to higher income.

For the nine months ended September 30, 2020, our net loss was $4.3 million, or $0.06 per share compared to net income of $63.1 million, or $0.96 per share, in the same period of 2019.

In the nine months ended September 30, 2020, Operating EBITDA decreased by approximately 41% to $143.1 million from $244.6 million in the same period of 2019 primarily due to lower pulp sales realizations and pulp sales volumes partially offset by lower per unit fiber costs, lower maintenance costs and higher lumber sales realizations.

Pulp Segment – Nine Months Ended September 30, 2020 Compared to Nine Months Ended September 30, 2019

Selected Financial Information

	Nine Months Ended September 30,	
	2020	**2019**
	(in thousands)	
Pulp revenues	$ 808,923	$ 1,095,225
Energy and chemical revenues	$ 67,644	$ 71,108
Depreciation and amortization	$ 85,841	$ 87,616
Operating income	$ 33,302	$ 157,157

Pulp revenues in the nine months ended September 30, 2020 decreased by approximately 26% to $808.9 million from $1,095.2 million in the same period of 2019 due to lower sales realizations and sales volumes.

Energy and chemical revenues decreased by approximately 5% to $67.6 million in the nine months ended September 30, 2020 from $71.1 million in the same period of 2019 primarily due to lower chemical production caused by our German mills processing dry beetle damaged wood.

NBSK pulp production declined approximately 6% to 1,279,137 ADMTs in the nine months ended September 30, 2020 from 1,355,120 ADMTs in the same period of 2019. In the current period, we had annual maintenance downtime of 27 days (approximately 28,600 ADMTs) and planned market related downtime of 30 days at our Celgar mill and four weeks at our 50% joint venture Cariboo mill compared to 28 days (approximately 21,600 ADMTs) of scheduled maintenance downtime in the same period of 2019. We estimate that annual maintenance downtime in the nine months ended September 30, 2020 adversely impacted our operating income by approximately

$13.1 million, comprised of approximately $6.8 million in direct out-of-pocket expenses and the balance in reduced production.

NBSK pulp sales volumes decreased by approximately 9% to 1,230,825 ADMTs in the nine months ended September 30, 2020 from 1,356,584 ADMTs in the same period of 2019 primarily due to lower production.

In the nine months ended September 30, 2020, prices for NBSK pulp decreased from the same period of 2019, largely as a result of high producer inventory levels and market uncertainty due to the COVID-19 pandemic. Average list prices for NBSK pulp in Europe and North America were approximately $841 per ADMT and $1,139 per ADMT, respectively in the nine months ended September 30, 2020 compared to approximately $987 per ADMT and $1,281 per ADMT, respectively, in the same period of 2019. Average NBSK net prices in China were approximately $572 per ADMT in the nine months ended September 30, 2020 compared to approximately $628 per ADMT in the nine months ended September 30, 2019.

Average NBSK pulp sales realizations decreased by approximately 18% to $565 per ADMT in the nine months ended September 30, 2020 from approximately $689 per ADMT in the same period of 2019.

In the nine months ended September 30, 2020, our Canadian mills recorded non-cash write downs of our inventory carrying values of $26.0 million as a result of lower pulp sales realizations and high fiber costs. In the same period of 2019 our Canadian mills recorded a non-cash write down of our inventory carrying values of $13.8 million.

In the nine months ended September 30, 2020, primarily as a result of the effect of the strengthening dollar on our Canadian dollar denominated costs and expenses, we recorded a positive impact of approximately $5.8 million in operating income due to foreign exchange compared to the same period of 2019.

Costs and expenses in the nine months ended September 30, 2020 decreased by approximately 16% to $843.7 million from $1,009.6 million in the nine months ended September 30, 2019 primarily due to lower pulp sales volumes, per unit fiber costs and maintenance costs. In the nine months ended September 30, 2020 we have received approximately $8.0 million of wage assistance under a Canadian government wage subsidy program.

In the nine months ended September 30, 2020, depreciation and amortization decreased to $85.8 million from $87.6 million in the same period of 2019.

On average, in the nine months ended September 30, 2020 overall per unit fiber costs decreased by approximately 13% from the same period of 2019 due to lower per unit fiber costs at all of our mills. In the nine months ended September 30, 2020, per unit fiber costs for our German mills declined due to the continued availability of beetle damaged wood. For our Canadian mills, per unit fiber costs declined due to increased sawmill activity but remained at historically high levels due to strong demand for fiber in the mills' fiber procurement areas.

Transportation costs for our pulp segment decreased to $102.8 million in the nine months ended September 30, 2020 from $111.4 million in the same period of 2019 primarily as a result of lower sales volumes.

In the nine months ended September 30, 2020, pulp segment operating income decreased to $33.3 million from $157.2 million in the same period of 2019 as lower pulp sales realizations and pulp sales volumes were only partially offset by the positive impact of lower per unit fiber costs and lower maintenance costs.

Wood Products Segment – Nine Months Ended September 30, 2020 Compared to Nine Months Ended September 30, 2019

Selected Financial Information

		Nine Months Ended September 30,		
		2020		2019
		(in thousands)		
Lumber revenues	$	132,209	$	107,172
Energy revenues	$	7,486	$	7,075
Wood residual revenues	$	4,863	$	6,102
Depreciation and amortization	$	8,627	$	5,937
Operating income	$	21,845	$	2,075

In the nine months ended September 30, 2020, lumber revenues increased approximately 23% to $132.2 million from $107.2 million in the same period of 2019 due to higher sales volumes and a higher realized sales price. Overall, in the nine months ended September 30, 2020, U.S. markets were strong with approximately 50% of our lumber revenues and 36% of sales volumes to such market. The majority of the balance of our lumber sales were to Europe.

Energy and wood residual revenues decreased approximately 7% to $12.3 million in the nine months ended September 30, 2020 from $13.2 million in the same period of 2019 primarily due to lower sales realizations for wood residuals.

Lumber production increased by approximately 6% to 326.6 MMfbm in the nine months ended September 30, 2020 from 308.0 MMfbm in the same period of 2019 primarily due to capital improvements. In the nine months ended September 30, 2020, our mill had approximately ten days of planned downtime for our sawmill upgrade project.

Average lumber sales realizations increased by approximately 10% to $383 per Mfbm in the nine months ended September 30, 2020 from approximately $348 per Mfbm in the same period of 2019 due to higher pricing in the U.S. market resulting from strong demand only partially offset by lower pricing in Europe. European lumber pricing declined due to an increase in the supply of lumber processed from beetle damaged wood which generally obtains lower prices.

Fiber costs were approximately 70% of our lumber cash production costs in the nine months ended September 30, 2020. In the nine months ended September 30, 2020 per unit fiber costs decreased by approximately 21% from the same period of 2019 primarily due to the availability of lower cost beetle damaged wood. We currently expect stable per unit fiber costs in the fourth quarter of 2020 due to the continuing availability of beetle damaged wood.

In the nine months ended September 30, 2020, depreciation and amortization increased to $8.6 million from $5.9 million in the same period of 2019 primarily due to the completion of capital projects.

Transportation costs for our wood products segment in the nine months ended September 30, 2020 increased by approximately 24% to $22.0 million from $17.7 million in the same period of 2019 primarily due to higher sales volumes to the U.S.

In the nine months ended September 30, 2020, our wood products segment had operating income of $21.8 million compared to $2.1 million in the same period of 2019 primarily due to a higher lumber realized sales price, lower per unit fiber costs and strong production.

Liquidity and Capital Resources

Summary of Cash Flows

	Nine Months Ended September 30,	
	2020	**2019**
	(in thousands)	
Net cash from operating activities	$ 22,751	$ 187,768
Net cash used in investing activities	(46,345)	(82,308)
Net cash from (used in) financing activities	18,438	(79,712)
Effect of exchange rate changes on cash and cash equivalents	(349)	(1,340)
Net increase (decrease) in cash and cash equivalents	$ (5,505)	$ 24,408

We operate in a cyclical industry and our operating cash flows vary accordingly. Our principal operating cash expenditures are for fiber, labor and chemicals. Working capital levels fluctuate throughout the year and are affected by maintenance downtime, changing sales patterns, seasonality and the timing of receivables and sales and the payment of payables and expenses.

Cash Flows from Operating Activities. Cash provided by operating activities was $22.8 million in the nine months ended September 30, 2020 compared to $187.8 million in the comparative period of 2019. A decrease in accounts receivable provided cash of $11.2 million in the nine months ended September 30, 2020 compared to $17.2 million in the same period of 2019. An increase in inventories used cash of $20.4 million in the nine months ended September 30, 2020 compared to a decrease in inventories providing cash of $15.7 million in the same period of 2019. A decrease in accounts payable and accrued expenses used cash of $54.0 million in the nine months ended September 30, 2020 compared to $12.7 million in the same period of 2019.

Cash Flows from Investing Activities. Investing activities in the nine months ended September 30, 2020 used cash of $46.3 million primarily related to capital expenditures of $59.2 million and $9.4 million for other investments partially offset by proceeds of $21.5 million from the sale of such investments. In the nine months ended September 30, 2020, capital expenditures included the Phase II expansion and optimization project at our Friesau sawmill, additional land for fiber storage at the Stendal mill and other smaller maintenance and optimization projects. In the nine months ended September 30, 2019, investing activities used cash of $82.3 million primarily related to capital expenditures of $81.4 million. In the nine months ended September 30, 2019, capital expenditures included improvements to the bale line and a turpentine extraction project at our Celgar mill, the planer line replacement project at our Friesau sawmill and wastewater improvement projects at our German pulp mills.

Cash Flows from Financing Activities. In the nine months ended September 30, 2020, financing activities provided cash of $18.4 million primarily from $34.4 million of borrowings under our revolving credit facilities. In the nine months ended September 30, 2020 we paid dividends of $13.3 million and used $0.2 million to repurchase common shares. In the nine months ended September 30, 2019, financing activities used cash of $79.7 million primarily to repay $58.4 million under our revolving credit facilities. In the nine months ended September 30, 2019, we received $6.5 million of government grants related to our Peace River mill, paid dividends of $17.2 million and used $0.8 million to repurchase common shares.

Balance Sheet Data

The following table is a summary of selected financial information as of the dates indicated:

	September 30, 2020	December 31, 2019
	(in thousands)	
Cash and cash equivalents	$ 345,580	$ 351,085
Working capital	$ 633,764	$ 588,385
Total assets	$ 2,044,735	$ 2,065,720
Long-term liabilities	$ 1,293,312	$ 1,259,005
Total equity	$ 550,707	$ 550,403

Sources and Uses of Funds

Our principal sources of funds are cash flows from operations and cash and cash equivalents on hand. Our principal uses of funds consist of operating expenditures, capital expenditures and interest payments on our senior notes.

The following table sets out our total capital expenditures and interest expense for the periods indicated:

	Nine Months Ended September 30,	
	2020	2019
	(in thousands)	
Capital expenditures	$ 59,201	$ 81,417
Cash paid for interest expense(1)	$ 76,257	$ 55,742
Interest expense(2)	$ 60,056	$ 55,103

(1) Amounts differ from interest expense which includes non-cash items. See supplemental disclosure of cash flow information from our Interim Consolidated Statements of Cash Flows included in this report.

(2) Interest on our senior notes due 2022 was paid semi-annually in June and December of each year. In October 2019, we redeemed the remaining $100.0 million of our senior notes due 2022. Interest on our senior notes due 2024 is paid semi-annually in February and August of each year. Interest on our senior notes due 2025 and on our senior notes due 2026 is paid semi-annually in January and July of each year, commencing in July 2019 for our senior notes due 2025.

As of September 30, 2020 we had cash and cash equivalents of $345.6 million and approximately $255.0 million available under our revolving credit facilities and as a result aggregate liquidity of about $600.6 million.

We currently consider the majority of undistributed earnings of our foreign subsidiaries to be indefinitely reinvested and, accordingly, no U.S. income tax has been provided on such earnings. However, if we were required to repatriate funds to the United States, we believe that we currently could repatriate the majority thereof without incurring any material amount of taxes as a result of our shareholder advances and U.S. tax reform. However, it is currently not practical to estimate the income tax liability that might be incurred if such earnings were remitted to the United States. Substantially all of our undistributed earnings are held by our foreign subsidiaries outside of the United States.

Based upon the current level of operations and our current expectations for future periods in light of the current economic environment, and in particular, current and expected pulp and lumber pricing and foreign exchange rates, we believe that cash flow from operations and available cash, together with available borrowings under our revolving credit facilities, will be adequate to finance the capital requirements for our business including the payment of our quarterly dividend during the next 12 months.

In the future we may make acquisitions of businesses or assets or commitments to additional capital projects. To achieve the long-term goals of expanding our assets and earnings, including through acquisitions, capital resources will be required. Depending on the size of a transaction, the capital resources that will be required can be substantial. The necessary resources will be generated from cash flow from operations, cash on hand, borrowing against our assets or the issuance of securities.

Debt Covenants

Certain of our long-term obligations contain various financial tests and covenants customary to these types of arrangements. See our annual report on Form 10-K for the fiscal year ended December 31, 2019.

As of September 30, 2020, we were in full compliance with all of the covenants of our indebtedness.

Off-Balance Sheet Arrangements

At September 30, 2020, we did not have any off-balance sheet arrangements (as defined in Item 303(a)(4)(ii) of Regulation S-K).

Contractual Obligations and Commitments

There were no material changes outside the ordinary course to any of our material contractual obligations during the nine months ended September 30, 2020.

Foreign Currency

As a majority of our assets, liabilities and expenditures are held or denominated in euros or Canadian dollars, our consolidated financial results are subject to foreign currency exchange rate fluctuations.

We translate foreign denominated assets and liabilities into dollars at the rate of exchange on the balance sheet date. Equity accounts are translated using historical exchange rates. Unrealized gains or losses from these translations are recorded in other comprehensive income (loss) and do not affect our net earnings.

As a result of the weakening of the dollar versus the euro as of September 30, 2020, we recorded a non-cash increase of $21.5 million in the carrying value of our net assets, consisting primarily of our fixed assets denominated in euros. This non-cash increase does not affect our net income (loss), Operating EBITDA or cash but is reflected in our other comprehensive income (loss) and as an increase to our total equity. As a result, our accumulated other comprehensive loss decreased to $95.0 million.

Based upon the exchange rate as of September 30, 2020, the dollar has weakened by approximately 4% against the euro and has strengthened by approximately 3% against the Canadian dollar since December 31, 2019. See "Quantitative and Qualitative Disclosures about Market Risk".

Credit Rating of Senior Notes

We and our Senior Notes are rated by Standard & Poor's Rating Services, referred to as "S&P", and Moody's Investors Service, Inc., referred to as "Moody's".

In July 2020 Moody's confirmed its rating on our Senior Notes is Ba3 and its outlook is stable. In April 2020, S&P reduced its rating on our Senior Notes to B+ from BB- and its outlook to negative from stable. Its recovery rating remained unchanged at "3". Credit ratings are not recommendations to buy, sell or hold securities and may be subject to revision or withdrawal by the assigning rating organization. Each rating should be evaluated independently of any other rating.

Critical Accounting Policies

The preparation of financial statements and related disclosures in conformity with GAAP requires management to make estimates and assumptions that affect both the amount and the timing of the recording of assets, liabilities, revenues, and expenses in the consolidated financial statements and accompanying note disclosures. Our management routinely makes judgments and estimates about the effects of matters that are inherently uncertain. As the number of variables and assumptions affecting the probable future resolution of the uncertainties increases, these judgments become even more subjective and complex.

Our significant accounting policies are disclosed in Note 1 to our audited annual financial statements included in our annual report on Form 10-K for the fiscal year ended December 31, 2019. While all of the significant accounting policies are important to the consolidated financial statements, some of these policies may be viewed as having a high degree of judgment. On an ongoing basis using currently available information, management reviews its estimates, including those related to accounting for, among other things, pension and other post-retirement benefit obligations, deferred income taxes (valuation allowance and permanent reinvestment), depreciation and amortization, future cash flows associated with impairment testing for long-lived assets, the allocation of the purchase price in a business combination to the assets acquired and liabilities assumed, legal liabilities and contingencies. Actual results could differ materially from these estimates, and changes in these estimates are recorded when known.

We have identified certain accounting policies that are the most important to the portrayal of our current financial condition and results of operations.

For information about both our significant and critical accounting policies, see our annual report on Form 10-K for the fiscal year ended December 31, 2019.

Cautionary Statement Regarding Forward-Looking Information

The statements in this report that are not reported financial results or other historical information are "forward-looking statements" within the meaning of the *Private Securities Litigation Reform Act of 1995*, as amended.

Generally, forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. They often include words such as "expects", "anticipates", "intends", "plans", "believes", "seeks", "estimates", or words of similar meaning, or future or conditional verbs, such as "will", "should", "could", or "may", although not all forward-looking statements contain these identifying words. Forward-looking statements are based on expectations, forecasts and assumptions by our management and involve a number of risks, uncertainties and other factors, many of which are beyond our control, that could cause actual conditions, events or results to differ significantly from those described in the forward-looking statements. These factors include, but are not limited to, the following:

- our business is highly cyclical in nature;
- a weakening of the global economy, including capital and credit markets, could adversely affect our business and financial results and have a material adverse effect on our liquidity and capital resources;
- the COVID-19 pandemic could materially adversely affect our business, financial position and results of operations;
- our level of indebtedness could negatively impact our financial condition, results of operations and liquidity;
- cyclical fluctuations in the price and supply of our raw materials, particularly fiber, could adversely affect our business;
- we face intense competition in our markets;
- we are exposed to currency exchange rate fluctuations;
- political uncertainty and an increase in trade protectionism could have a material adverse effect on global macro-economic activities and trade and adversely affect our business, results of operations and financial condition;
- we are subject to extensive environmental regulation and we could incur substantial costs as a result of compliance with, violations of or liabilities under applicable environmental laws and regulations;
- our business is subject to risks associated with climate change and social and government responses thereto;
- our operations require substantial capital and we may be unable to maintain adequate capital resources to provide for such capital requirements;
- future acquisitions may result in additional risks and uncertainties in our business;
- we have limited control over the operations of the Cariboo mill;
- fluctuations in prices and demand for lumber could adversely affect our business;
- adverse housing market conditions may increase the credit risk from customers of our wood products segment;
- our wood products segment lumber products are vulnerable to declines in demand due to competing technologies or materials;
- changes in credit ratings issued by nationally recognized statistical rating organizations could adversely affect our cost of financing and have an adverse effect on the market price of our securities;

- we sell surplus energy pursuant to statutory energy programs in Germany and electricity purchase agreements with a utility in Western Canada;
- we may experience material disruptions to our production;
- we are subject to risks related to our employees;
- we are dependent on key personnel;
- if our long-lived assets become impaired, we may be required to record non-cash impairment charges that could have a material impact on our results of operations;
- we may incur losses as a result of unforeseen or catastrophic events, including the emergence of a pandemic, terrorist attacks or natural disasters;
- our insurance coverage may not be adequate;
- we rely on third parties for transportation services;
- we periodically use derivatives to manage certain risks which could cause significant fluctuations in our operating results;
- failures or security breaches of our information technology systems could disrupt our operations and negatively impact our business;
- the price of our common stock may be volatile;
- a small number of our shareholders could significantly influence our business;
- our international sales and operations are subject to applicable laws relating to trade, export controls and foreign corrupt practices, the violation of which could adversely affect our operations; and
- we are exposed to interest rate fluctuations.

Given these uncertainties, you should not place undue reliance on our forward-looking statements. The foregoing review of important factors is not exhaustive or necessarily in order of importance and should be read in conjunction with the risks and assumptions including those set forth under "Part II. Other Information – Item 1A. Risk Factors" and in reports and other documents we have filed with or furnished to the SEC, including in our annual report on Form 10-K for the fiscal year ended December 31, 2019. We advise you that these cautionary remarks expressly qualify in their entirety all forward-looking statements attributable to us or persons acting on our behalf. Unless required by law, we do not assume any obligation to update forward-looking statements based on unanticipated events or changed expectations. However, you should carefully review the reports and other documents we file from time to time with the SEC.

Cyclical Nature of Business

Revenues

The pulp and lumber businesses are highly cyclical in nature and markets are characterized by periods of supply and demand imbalance, which in turn can materially affect prices. Pulp and lumber markets are sensitive to cyclical changes in the global economy, industry capacity and foreign exchange rates, all of which can have a significant influence on selling prices and our operating results. The length and magnitude of industry cycles have varied over time but generally reflect changes in macro-economic conditions and levels of industry capacity. Pulp and lumber are commodities that are generally available from other producers. Because commodity products have few distinguishing qualities from producer to producer, competition is generally based upon price, which is generally determined by supply relative to demand.

Industry capacity can fluctuate as changing industry conditions can influence producers to idle production capacity or permanently close mills. In addition, to avoid substantial cash costs in idling or closing a mill, some producers will choose to operate at a loss, sometimes even a cash loss, which can prolong weak pricing environments due to oversupply. Oversupply of our products can also result from producers introducing new capacity in response to favorable pricing trends. Certain integrated pulp and paper producers have the ability to discontinue paper production by idling their paper machines and selling their pulp production on the market, if market conditions, prices and trends warrant such actions.

Demand for each of pulp and lumber has historically been determined primarily by general global macro-economic conditions and has been closely tied to overall business activity. Pulp prices have been and are likely to continue to be volatile and can fluctuate widely over time. Between 2010 and 2019, European list prices for NBSK pulp have fluctuated between a low of approximately $760 per ADMT in 2012 to a high of $1,230 per ADMT in 2018. In the same period, the average North American NBHK price has fluctuated between a low of $700 per ADMT in 2012 to a high of $1,235 per ADMT in 2018.

Our mills and operations voluntarily subject themselves to third-party certification as to compliance with internationally recognized, sustainable management standards because end use paper and lumber customers have shown an increased interest in understanding the origin of products they purchase. Demand for our products could be adversely affected if we, or our suppliers, are unable to achieve compliance, or are perceived by the public as failing to comply, with these standards or if our customers require compliance with alternate standards for which our operations are not certified.

A pulp producer's actual sales price realizations are net of customer discounts, rebates and other selling concessions.

Accordingly, prices for pulp and lumber are driven by many factors outside our control, and we have little influence over the timing and extent of price changes, which are often volatile. Because market conditions beyond our control determine the prices for pulp and lumber, prices may fall below our cash production costs, requiring us to either incur short-term losses on product sales or cease production at one or more of our mills. Therefore, our profitability depends on managing our cost structure, particularly raw materials which represent a significant component of our operating costs and can fluctuate based upon factors beyond our control. If the prices of our products decline, or if prices for our raw materials increase, or both, our results of operations and cash flows could be materially adversely affected.

Costs

Our production costs are influenced by the availability and cost of raw materials, energy and labor, and our plant efficiencies and productivity. Our main raw material is fiber in the form of wood chips, pulp logs and sawlogs. Wood chip, pulp log and sawlog costs are primarily affected by the supply of, and demand for, lumber and pulp, which are both highly cyclical. Higher fiber prices could affect producer profit margins if they are unable to pass along price increases to pulp and lumber customers or purchasers of surplus energy.

Currency

We have manufacturing operations in Germany and Canada. Most of the operating costs and expenses of our German mills are incurred in euros and those of our Canadian mills in Canadian dollars. However, the majority of our sales are in products quoted in dollars. Our results of operations and financial condition are reported in dollars. As a result, our costs generally benefit from a strengthening dollar but are adversely affected by a decrease in the value of the dollar relative to the euro and to the Canadian dollar. Such declines in the dollar relative to the euro and the Canadian dollar reduce our operating margins and the cash flow available to fund our operations and to service our debt. This could have a material adverse effect on our business, financial condition, results of operations and cash flows.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks from changes in interest rates and foreign currency exchange rates, particularly the exchange rates between the dollar and the euro and Canadian dollar. Changes in these rates may affect our results of operations and financial condition and, consequently, our fair value. We seek to manage these risks through internal risk management policies as well as the periodic use of derivatives.

For additional information, please refer to Part II, Item 7A. Quantitative and Qualitative Disclosures about Market Risk included in our annual report on Form 10-K for the fiscal year ended December 31, 2019.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, referred to as the "Exchange Act"), as of the end of the period covered by this report. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. Based on such evaluation, our principal executive officer and principal financial officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by us in the reports that we file or submit under the Exchange Act.

It should be noted that any system of controls is based in part upon certain assumptions designed to obtain reasonable (and not absolute) assurance as to its effectiveness and there can be no assurance that any design will succeed in achieving its stated goals.

Changes in Internal Controls

There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are subject to routine litigation incidental to our business, including that which is described in our latest annual report on Form 10-K for the fiscal year ended December 31, 2019. We do not believe that the outcome of such litigation will have a material adverse effect on our business or financial condition.

ITEM 1A. RISK FACTORS

Other than as set out below, there have been no material changes to the factors disclosed in Item 1A. Risk Factors in our annual report on Form 10-K for the fiscal year ended December 31, 2019.

The COVID-19 pandemic could materially adversely affect our business, financial position and results of operations.

The outbreak of COVID-19 in late 2019 initially in China and its subsequent spread globally through 2020 has resulted in significant and widespread global infections and fatalities. In March 2020, the World Health Organization declared the spread of the COVID-19 virus a pandemic. The rapid spread of the virus has resulted in various federal, state and provincial governments declaring emergency measures and the implementation of numerous measures to attempt to contain the virus, including travel bans and restrictions, quarantines, business closures, shelter in place orders and other shutdowns and restrictions.

The impact of the pandemic and the global response thereto has, among other things, significantly disrupted global economic activity, negatively impacted gross domestic product and caused significant volatility in financial markets, with various countries already reporting significant declines in gross domestic product and business activity and material increases in unemployment. While various countries, including the United States, Germany, Canada and China have implemented stimulus packages and other fiscal measures to attempt to reduce the impact of the pandemic on their economies, the impact of the pandemic on global economic activity and markets both in the short and longer term is uncertain at this time.

As demand for our products has principally historically been determined by general global macro-economic activities, demand and prices for our products have historically decreased substantially during economic slowdowns. A significant economic downturn may adversely affect our sales and profitability and may also adversely affect our customers and suppliers. Additionally, significant disruptions and volatility in financial markets could have a negative impact on our ability to access capital in the future.

In mid-2020, many countries eased restrictions on economic and social activities to, among other things, reopen their economies by allowing businesses to restart and encourage economic recovery. The results of such economic measures and the reopening have varied from country to country.

Recently there has been a widespread increase or "second wave" in reported infections including in Europe and the United States. In response, various countries including in Europe have announced the re-imposition of some restrictions on social, business and other activities. Currently we are unable to predict the impact of the recent resurgence in infections, the extent of measures governments may take in response thereto, including imposing some or all prior or new restrictive measures, including business closures. Further, we are currently unable to predict the overall impact of such resurgence on global economic activity or the pace of any economic recovery.

Our products are an important constituent of many pandemic related high demand goods such as tissue and cleaning products and certain personal protective equipment. However, our mills could experience disruptions, downtime and closures in the future as a result of changes to existing government response measures, outbreaks of the virus among our employees or operations or disruptions to raw material supplies or access to logistics networks.

The magnitude and duration of the disruption and resulting decline in business activity resulting from the COVID-19 pandemic is currently uncertain. The extent to which the COVID-19 pandemic impacts our business, operations and financial results will depend on numerous evolving factors that we may not be able to accurately predict, including:

- the duration and scope of the pandemic;
- governmental, business and individuals' actions that have been and may in the future be taken in response to the pandemic including any resurgence or additional waves of viral infection;
- the impact of the pandemic on economic activity and actions taken in response including the recent easing of health and safety restrictions, measures and closures to reopened economies;
- any resurgence in infections and fatalities resulting from recent efforts of governments to reopen economies;
- any additional waves of the virus;
- if any successful treatment option or vaccine will be developed and, if so, when will they be widely available;
- the effect on our customers' demand for pulp and wood products;
- our vendors' ability to supply us with raw materials;
- the availability of logistics networks, our ability to ship our products to customers and the availability of any required contractors to perform maintenance services;
- the ability of our customers to pay for our products; and
- any closures of our and our customers' facilities and offices.

The effect of the pandemic, including remote working arrangements for employees, has also increased the risk of cyberattacks on, and other material breaches of, our and our third party service providers' information technology systems.

Any of these events could cause or contribute to the risks and uncertainties enumerated in our annual report on Form 10-K for the year ended December 31, 2019 and could materially adversely affect our business, financial position and results of operations.

ITEM 2. UNREGISTERED SALE OF EQUITY SECURITIES AND USE OF PROCEEDS

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

In May 2019, our board of directors authorized a common stock repurchase program, under which we may purchase up to $50 million of our shares, which expired in May 2020. Repurchases may be made from time to time under the program through open market or in privately negotiated transactions, through block trades or pursuant to any trading plan that may be adopted in accordance with Rule 10b5-1 under the Exchange Act. The repurchase program was subject to market conditions, applicable legal requirements and other factors.

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of a Publicly Announced Program	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Program
March 1 - March 31, 2020	23,584	$ 6.84	23,584	$ 49,084,880

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit No.	Description
31.1	Section 302 Certification of Chief Executive Officer
31.2	Section 302 Certification of Chief Financial Officer
32.1*	Section 906 Certification of Chief Executive Officer
32.2*	Section 906 Certification of Chief Financial Officer
101	The following financial information from the Quarterly Report on Form 10-Q for the fiscal period ended September 30, 2020 of Mercer International Inc., formatted in Inline Extensible Business Reporting Language (iXBRL): (i) Interim Consolidated Statements of Operations; (ii) Interim Consolidated Statements of Comprehensive Income (Loss); (iii) Interim Consolidated Balance Sheets; (iv) Interim Consolidated Statements of Changes in Shareholders' Equity; (v) Interim Consolidated Statements of Cash Flows; and (vi) Notes to the Interim Consolidated Financial Statements.
104	The cover page from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2020 has been formatted in Inline XBRL.

* In accordance with Release No. 33-8212 of the SEC, these Certifications: (i) are "furnished" to the SEC and are not "filed" for the purposes of liability under the Securities Exchange Act of 1934, as amended; and (ii) are not to be subject to automatic incorporation by reference into any of the Company's registration statements filed under the Securities Act of 1933, as amended, for the purposes of liability thereunder or any offering memorandum, unless the Company specifically incorporates them by reference therein.

SIGNATURES

Pursuant to the requirements of the *Securities Exchange Act of 1934*, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MERCER INTERNATIONAL INC.

By: /s/ David M. Gandossi
David M. Gandossi
Chief Executive Officer and President

Date: October 29, 2020

EXHIBIT 31.1

CERTIFICATION OF PERIODIC REPORT

I, David M. Gandossi, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Mercer International Inc. (the "Registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Dated: October 29, 2020

/s/ David M. Gandossi
David M. Gandossi
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF PERIODIC REPORT

I, David K. Ure, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Mercer International Inc. (the "Registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Dated: October 29, 2020

/s/ David K. Ure
David K. Ure
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION OF PERIODIC REPORT

I, David M. Gandossi, Chief Executive Officer of Mercer International Inc. (the "Company"), certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the *Sarbanes-Oxley Act of 2002,* that, to my knowledge:

(1) the Quarterly Report on Form 10-Q of the Company for the quarterly period ended September 30, 2020 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the *Securities Exchange Act of 1934*; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: October 29, 2020

/s/ David M. Gandossi
David M. Gandossi
Chief Executive Officer

A signed original of this written statement required by Section 906 of the *Sarbanes-Oxley Act of 2002* has been provided to Mercer International Inc. and will be retained by Mercer International Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

This certification accompanies the Report pursuant to Section 906 of the *Sarbanes-Oxley Act of 2002* and shall not, except to the extent required by the *Sarbanes-Oxley Act of 2002,* be deemed filed by the Company for purposes of Section 18 of the *Securities Exchange Act of 1934,* as amended.

EXHIBIT 32.2

CERTIFICATION OF PERIODIC REPORT

I, David K. Ure, Chief Financial Officer of Mercer International Inc. (the "Company"), certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(1) the Quarterly Report on Form 10-Q of the Company for the quarterly period ended September 30, 2020 (the "Report") fully complies with the requirements of Section 13(a) or 15 (d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: October 29, 2020

/s/ David K. Ure
David K. Ure
Chief Financial Officer

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to Mercer International Inc. and will be retained by Mercer International Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.