



UNI-SELECT®

CORPORATE CHARTER

Date issued	2005-11-17
Date updated	2016-02-11
Issued and approved by	Uni-Select Inc. Board of Directors

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

PART I. COMMITTEE STRUCTURE

1. PURPOSE OF COMMITTEE

The Corporate Governance and Nominating Committee (“**Committee**”) is established by the Board of Directors to assist the Board in fulfilling its responsibilities in overseeing the implementation of corporate governance rules, procedures and policies as well as compliance therewith, in particular by establishing and reviewing the functions of the Board and its committees, and those of the Chair of the Board, identifying candidates qualified to become members of the Board and to assist the Board in reviewing and assessing the size, composition, competencies and skills of the Board and Board committees. It also periodically reviews the selection and succession criteria and procedures for directors. Furthermore, it ensures that a process is set up to assess the performance and effectiveness of the Board, the committees and their members.

The Committee shall ensure that full and complete disclosure of the Corporation’s systems of corporate governance is made, where appropriate, in the Corporation’s disclosure documents.

2. COMPOSITION OF COMMITTEE

“**Independent Director**” means a director who meets the independence criteria set out in section 1.4 of Multilateral Instrument 52-110 Audit Committees adopted by the Canadian Securities Administrators.

The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three directors. All members of the Committee shall be Independent Directors.

3. APPOINTMENT AND REMOVAL OF COMMITTEE MEMBERS

The members of the Committee shall be appointed by the Board on the recommendation of the Chair of the Board. The members of the Committee shall be appointed annually at the meeting of the directors immediately following the annual meeting of shareholders, and shall hold office until the next annual meeting or until their successors are appointed or until they cease to be directors of the Corporation. The Board may remove and replace any member of the Committee.

PART II. COMMITTEE OPERATIONS

1. VACANCIES

Where a vacancy occurs in the membership of the Committee, it may be filled by the Board on the recommendation of the Chair of the Board, and shall be filled by the Board if the membership of the Committee is fewer than three directors.

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2. COMMITTEE CHAIR

The Board shall appoint a Chair for the Committee. The Chair may be removed and replaced by the Board.

3. ABSENCE OF CHAIR

If the Chair is not present at a meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside at the meeting.

4. SECRETARY OF COMMITTEE

Members of the Committee shall designate from time to time a person who may, but need not be, a member of the Committee or a director, to be secretary of the Committee. The secretary shall keep minutes of the meetings of the Committee.

5. REGULAR MEETINGS

The Chair, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings. The Committee may, at any time, and at each regularly scheduled Committee meeting shall, meet without the presence of management or non-independent directors.

6. SPECIAL MEETINGS

The Chair, or any two members of the Committee, may call a special meeting of the Committee.

7. QUORUM

A majority of the members of the Committee present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to each other shall constitute a quorum.

8. NOTICE OF MEETINGS

Notice of the time and place of every meeting shall be given in writing or by e-mail or facsimile communication to each member of the Committee at least 24 hours prior to the time fixed for such meeting; provided, however, that a member may in any manner waive a notice of a meeting and attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

9. AGENDA

The Chair shall develop and set the Committee's agenda in consultation with other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

10. DELEGATION

The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee, as it considers appropriate.

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11. ACCESS

In discharging its responsibilities, the Committee shall have full access to all books, records, facilities and personnel of the Corporation.

12. ATTENDANCE OF OFFICERS OR EMPLOYEES AT A MEETING

The President and Chief Executive Officer of the Corporation and, at the invitation of the Chair, one or more officers or employees of the Corporation may, and if required by the Committee shall, attend a meeting of the Committee.

13. PROCEDURE, RECORDS AND REPORTING

The Committee shall fix its own procedure at meetings, keep records of its proceedings and report to the Board on its activities when the Committee may deem appropriate but no later than the next meeting of the Board.

14. OUTSIDE CONSULTANTS OR ADVISORS

The Committee, when it considers it necessary or advisable, may retain, at the Corporation's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate. The Committee shall have the sole authority to retain and terminate any such consultants or advisors or any search firm to be used to identify director candidates, including sole authority to approve the fees and other retention terms for such persons.

PART III. MANDATE OF COMMITTEE

1. EVALUATION, IDENTIFICATION AND RECOMMENDATION OF NOMINEES TO THE BOARD

The Committee shall:

- a) identify and recommend to the Board nominees for election or re-election to the Board or for appointment to fill any vacancy that is anticipated or has arisen on the Board. When recommending candidates to the Board, the Committee shall take into consideration such factors as i) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess; ii) the competencies and skills that the Board considers each existing director to possess; iii) the competencies and skills each new nominee will bring to the Board; and iv) whether or not each new nominee can devote sufficient time and resources to his or her duties as a board member. In addition, judgment, independence, skill, diversity, gender, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members and the extent to which the candidate would be a desirable addition to the Board and any committee of the Board will also be considered. The Committee shall also consider legal, regulatory and listing requirements applicable to the Corporation in respect of the composition of the Board and its committees;
- b) evaluate candidates for the Board recommended by shareholders; and
- c) report to the Board regularly on the status of these efforts.

2. MONITORING AND REVIEW OF BOARD MEMBER EDUCATION AND COMMITMENTS

The Committee shall:

- a) review, monitor and make recommendations regarding the initial orientation and education of new Board members, and the ongoing education of directors; and
- b) upon a significant change in a director's principal occupation or upon a director assuming any significant outside commitments, review, as appropriate and in light of the then current Board policies, the continued Board membership of such director.

3. DEVELOPMENT OF CORPORATE GOVERNANCE GUIDELINES

The Committee shall develop and recommend to the Board for approval a set of Corporate Governance Guidelines for the Corporation. The Committee periodically shall review the Corporation's Corporate Governance Guidelines to determine whether the Guidelines remain appropriate for the Corporation and shall develop and recommend to the Board for approval any changes in the Guidelines that the Committee determines to be necessary or advisable. The Committee shall be responsible for the Corporation's reports regarding compliance with the Guidelines, recommendations or requirements of any applicable regulator.

4. BOARD GUIDELINES, POLICIES, PROCEDURES AND CHARTER

In order to implement the Corporate Governance Guidelines of the Corporation, the Committee shall:

- a) review periodically, for Board approval, the Position Descriptions and/or Charters for the Board, committees of the Board, the Board Chair, Committee Chairs and the President and Chief Executive Officer;
- b) develop, review (where applicable with the Human Resources and Compensation Committee) and recommend to the Board strategic corporate policies such as corporate disclosure policies, insider trading policies, confidentiality policies, code(s) of conduct and other relevant policies associated with ensuring an effective system of corporate governance. In this regard, the Committee will review with counsel the Corporation's compliance with applicable laws and regulations and inquiries received from regulators and governmental agencies;
- c) review the Corporation's structures and procedures to ensure the Board is able to, and in fact does, function independently of management;
- d) monitor the quality of the relationship between management and the Board and recommend improvements as deemed necessary or desirable;
- e) ensure that any issues of corporate governance identified by any directors are raised to management;
- f) advise the Board regularly with respect to significant developments in the law and practice of corporate governance, as well as the compliance by the Corporation with its Corporate Governance Guidelines and applicable laws and regulations;

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- g) make recommendations to the Board on all matters of corporate governance, including any reports that may be required or considered advisable, and on any corrective action to be taken, as the Committee may deem appropriate;
- h) at the request of the Board Chair or the Board, undertake such other corporate governance initiatives as may be necessary or desirable to contribute to the success of the Corporation; and
- i) review related-party transactions.

5. ESTABLISHMENT AND IMPLEMENTATION OF EVALUATION PROCESSES

The Committee shall establish criteria for, and annually implement, an evaluation process for the Board, the Board Chair, each committee of the Board and individual directors in order to assess the effectiveness of the Board as a whole, the Board Chair, each committee of the Board and the contribution of individual directors and recommend steps which may be taken to improve effectiveness. Such assessment should consider, in the case of the Board or a Board Committee, its charter and, in the case of an individual director, the applicable position description, as well as the competencies and skills each individual director is expected to bring to the Board.

6. SELF-EVALUATION

The Committee shall conduct an annual performance self-evaluation, including a review of its compliance with this Charter, in accordance with the process developed by the Committee and approved by the Board, and shall report to the Board the results of the self-evaluation.

7. REVIEW OF DISCLOSURE

The Committee shall review those portions of the Corporation's annual disclosure documents containing information relating to matters within the Committee's mandate before the Corporation publicly discloses this information.

8. REVIEW OF COMMITTEE'S CHARTER

The Committee shall assess the adequacy of this Charter on an annual basis and recommend any changes to the Board.

9. NON-EXHAUSTIVE LIST

The foregoing list of duties is not exhaustive and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its responsibilities.