



## **NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

To Shareholders of Uni-Select Inc.

You are convened to the Annual and Special Meeting of the Shareholders of Uni-Select Inc. that will be held on Thursday, May 10, 2007 at 1:30 pm in the Gold and Grey Room, Ritz Carlton Hotel, 1228 Sherbrooke Street West, Montreal, Quebec. The meeting will have the following purposes:

1. to receive the financial statements of Uni-Select Inc. for the fiscal year ended December 31, 2006 and the auditors' report relating thereto;
2. to elect the directors;
3. to appoint the auditors and authorize the directors to determine their remuneration;
4. to consider and, if deemed advisable, to approve a resolution authorizing Uni-Select Inc. to repeal By-law 1 and to ratify and confirm a new By-law 1-A; and
5. To transact such other business as may properly be brought before the meeting.

If you are unable to attend the meeting in person, kindly complete and return the enclosed form of proxy to Computershare Trust Company of Canada, in the envelope provided to this effect. The proxy must be received at least 48 hours (Saturdays and statutory holidays not included) before the calling to order of the meeting or any adjournment thereof, in order to ensure the registration of your vote.

You will find enclosed a copy of the Annual Report, Information Circular for the Solicitation of Proxies and a Proxy Form.

By order of the Board of Directors,

Me Pierre Chesnay,  
Secretary

Boucherville, Quebec  
March 16, 2007

## INFORMATION CIRCULAR

### **SOLICITATION OF PROXIES**

This Information Circular is submitted to you in connection with the solicitation of proxies by the management of UNI-SELECT INC. (the “Company” or “Uni-Select”) for use at the annual and special meeting (the “Meeting”) of the holders of common shares of the Company to be held on May 10, 2007 at the time, place and for the purposes set forth in the foregoing Notice of Meeting and at any adjournment thereof.

#### **WHO IS SOLICITING MY PROXY?**

The management of Uni-Select is soliciting your proxy for use at the annual and special meeting of common shareholders.

#### **WHAT WILL I BE VOTING ON?**

You will be voting on the following matters:

- the election of the directors of Uni-Select (see page 4);
- the appointment of Raymond Chabot Grant Thornton LLP as the auditors of Uni-Select (see page 5); and
- the approval, if deemed advisable, of the resolution approving the repeal of By-law 1 and the ratification of new By-law 1-A (see “Amendment to By-laws” on page 5).

#### **HOW WILL THESE MATTERS BE DECIDED AT THE MEETING?**

A simple majority of the votes cast, by proxy or in person, will constitute approval of the election of the directors of Uni-Select and the appointment of Raymond Chabot Grant Thornton LLP as the auditors of Uni-Select Inc.

Two-thirds of the votes cast, by proxy or in person, will constitute approval of the resolution repealing By-law I and ratifying By-law I-A.

#### **HOW MANY VOTES DO I HAVE?**

You will have one vote for every common share of Uni-Select you own at the close of business on March 23, 2007, the record date for the Meeting.

To vote shares you acquired subsequent to the record date, you must no later than 10 days before the Meeting:

- request that Uni-Select add your name to the voters’ list; and
- produce properly endorsed share certificates or otherwise establish that you own the shares.

#### **HOW MANY SHARES ARE ELIGIBLE TO VOTE?**

The number of common shares outstanding on March 16, 2007, was 19,725,154. Each common share entitles the holder thereof to a right to vote such that the total number of votes attached to all the outstanding shares is 19,725,154.

To the knowledge of the directors and officers of Uni-Select, as of March 16, 2007, no person or company beneficially owned, directly or indirectly, or exercised control or direction over more than 10% of the outstanding common shares of the Company, except:

Name	Number of Common Shares	Percentage
Jarilowsky, Fraser Limited	3,448,410	17.48%

## **HOW DO I VOTE?**

If you are eligible to vote and your shares are registered in your name, you can vote your shares in person at the Meeting or by proxy, as explained below.

If your shares are held in the name of a nominee (usually a bank, trust company, securities broker or other financial institution), please see the instructions below under the heading “How Can a Non-Registered Shareholder Vote?” and “How Can a Non-Registered Shareholder Vote in Person at the Meeting?”.

## **VOTING BY PROXY**

Whether or not you attend the Meeting, you can appoint someone to vote for you as your proxyholder. You can use the enclosed proxy form, or any other proper proxy form, to appoint your proxyholder.

**The persons named in the enclosed proxy form are directors or officers of Uni-Select; however, you can choose to name another person or company to be your proxyholder, including someone who is not a shareholder of Uni-Select. You may do so by crossing out the names printed on the proxy and inserting another person’s name in the blank space provided, or by completing another proper proxy form.**

## **HOW WILL MY VOTING RIGHTS BE EXERCISED?**

On the proxy form, you can indicate how you want your proxyholder to vote your shares or you can let your proxyholder decide for you.

If you have specified on the proxy form the manner in which you want your shares to be voted on a particular issue (by marking FOR, AGAINST, or WITHHOLD FROM VOTING), then your proxyholder must accordingly vote your shares or withhold your shares from voting.

If you have not specified on the proxy form how you want your shares to be voted on a particular issue, then your proxyholder can vote your shares as he or she sees fit.

**Unless contrary instructions are provided, common shares represented by proxies received by management will be voted:**

**FOR the election, as directors, of the proposed nominees whose names are set out on the following pages;**

**FOR the appointment of Raymond Chabot Grant Thornton LLP, as auditors; and**

**FOR the approval of the resolution repealing By-law 1 and ratifying new By-law 1-A.**

## **WHAT IF THERE ARE AMENDMENTS OR IF OTHER MATTERS ARE BROUGHT BEFORE THE MEETING?**

The enclosed proxy form gives the persons named the authority to use their discretion in voting on amendments or variations to matters identified in the Notice of Meeting and other matters which may properly come before the Meeting.

As at the time of printing of this Information Circular, management was not aware of any amendments, variations or other matters to be presented for action at the Meeting. However, if other matters properly come before the Meeting, the persons named on the enclosed proxy form will vote on them according to their judgment, pursuant to the discretionary authority conferred on them by the proxy form with respect to such matters.

## **WHAT IF I CHANGE MY MIND AND WANT TO REVOKE MY PROXY?**

You can revoke your proxy at any time before it is acted upon. You can do this by stating clearly, in writing, that you want to revoke your proxy and by delivering this written statement to the Secretary of Uni-Select not later than the last business day before the day of the Meeting or to the Chair of the Meeting at the opening of the Meeting or any adjournment thereof.

## **WHO COUNTS THE VOTES?**

Proxies are counted by Computershare Trust Company of Canada, the transfer agent of Uni-Select.

## **IS MY VOTE CONFIDENTIAL?**

The transfer agent preserves the confidentiality of shareholder votes except (a) where the shareholder clearly intends to communicate his or her individual position to management, and (b) as necessary to comply with legal requirements.

## **HOW ARE PROXIES SOLICITED?**

The management of Uni-Select requests that you sign and return the proxy form to ensure your vote is exercised at the Meeting. The solicitation of proxies will be primarily by mail. However, the directors, officers and full-time employees of Uni-Select may also solicit proxies by telephone, in writing or in person. Uni-Select may also use the services of outside firms to solicit proxies. The cost of proxy solicitation will be paid by Uni-Select.

## **HOW CAN A NON-REGISTERED SHAREHOLDER VOTE?**

If your common shares are not registered in your name, they are therefore held in the name of a “nominee”, which is usually a trust company, securities broker or other financial institution. Your nominee is required to seek your instructions as to how to vote your shares. For that reason, you have received this Information Circular from your nominee, together with a voting instruction form. Each nominee has its own instructions regarding the signature and return of documents, which you should follow carefully to ensure your shares will be voted.

## **HOW CAN A NON-REGISTERED SHAREHOLDER VOTE IN PERSON AT THE MEETING?**

Since Uni-Select does not have access to the names of its non-registered shareholders, if you attend the Meeting, Uni-Select will have no record of your shareholdings or of your entitlement to vote unless your nominee has appointed you as proxyholder. Therefore, if you are a non-registered shareholder and wish to vote in person at the Meeting, please insert your own name in the space provided on the voting instruction form sent to you by your nominee. By doing so, you are instructing your nominee to appoint you as proxyholder. Then follow the instructions provided by your nominee for the signature and return of documents. Do not otherwise complete the form, as you will be voting at the Meeting.

# **MATTERS TO BE ACTED UPON**

## **FINANCIAL STATEMENTS**

The consolidated financial statements for the year ended December 31, 2006 are included in the 2006 Annual Report mailed to the shareholders with this Information Circular and also available on the Company’s website at [www.uni-select.com](http://www.uni-select.com) or on SEDAR at [www.sedar.com](http://www.sedar.com).

## **ELECTION OF DIRECTORS**

The 11 nominees proposed for election as Directors, which were recommended by the Corporate Governance Committee, are listed below under the heading “Proposed Nominees to the Board of Directors”. Unless a position becomes vacant during the year, each director elected will hold office until the next annual meeting or until that director’s successor is duly elected in accordance with the relevant provisions of applicable laws and the by-laws of the Company.

The Board of Directors recently adopted a policy providing that in an uncontested election of directors, any nominee who receives a greater number of votes “withheld” than votes “for” will tender his or her resignation to the Chairman of the Board promptly following the Meeting. The Corporate Governance Committee will consider the offer of resignation and will recommend that the Board accept or refuse the resignation. The Board of Directors will make its decision and announce it in a press release including the reasons for rejecting the resignation, if applicable. A director who tenders his or her resignation in accordance with this policy will not participate at the directors’ or Corporate Governance Committee meetings at which his or her resignation will be discussed.

Unless otherwise instructed, the management proxies designated in the proxy form intend to vote FOR the election of the 11 Board nominees listed below under the heading “Proposed Nominees to the Board of Directors”.

## APPOINTMENT OF AUDITORS

The Board, on the recommendation of the Audit Committee, recommends the renewal of the mandate of Raymond Chabot Grant Thornton LLP as the auditors of the Company. Raymond Chabot Grant Thornton LLP have been the auditors of the Company since April 26, 1985. Management solicits the vote of its shareholders for the appointment of Raymond Chabot Grant Thornton LLP. The auditors will hold office until the next annual meeting of shareholders of the Company or until their successors are appointed.

Unless otherwise instructed, the management proxies designated in the proxy form intend to vote FOR the appointment of Raymond Chabot Grant Thornton LLP as the auditors of the Company and to vote in favour of authorizing the Board of Directors to determine their remuneration, on recommendation of the Audit Committee.

## AMENDMENT TO BY-LAWS

The existing general by-laws of the Company have been in effect since September 30, 1985. In view of the number of amendments to By-law 1 contemplated by the Company in order to comply with the provisions of the *Companies Act* (Québec) and its regulations, the Board determined that it was desirable to repeal the existing By-law 1 in favour of an amended and consolidated By-law 1-A, being a by-law relating generally to the administration of the Company. On December 18, 2006, the Board adopted By-law 1-A approving the repeal of the Company's existing By-law 1 and ratifying By-law 1-A General By-laws. By-law 1-A amends the previous by-law in various respects to make it compliant with the provisions of the *Companies Act* (Québec) and its regulations; however, in the Board's view, it makes no substantive changes to how the Company conducts its affairs. The full text of By-law 1 repealing By-law 1 and ratifying By-law 1-A General By-laws is attached as **Schedule 1** to this Circular.

Management requests that shareholders of the Company approve or reject, by special resolution, By-law 1-A repealing By-law 1 of the Company and ratifying By-law 1-A General By-laws. To pass, a special resolution requires the affirmative vote of two-thirds of the votes cast by the shareholders present at the Meeting or by proxy.

Unless otherwise instructed, the management proxies designated in the proxy form intend to vote FOR the adoption of By-law 1 repealing By-law 1 of the Company and ratifying By-law 1-A General By-laws.

## PROPOSED NOMINEES TO THE BOARD OF DIRECTORS

The following are the nominees proposed for election as Directors of Uni-Select. All are currently directors of the Company, save for Jean Dulac.

The information indicated in the following table is as of March 16, 2007.

Clay E. Buzzard (Texas, U.S.A.)				
Shares: 1,000,000 Independent	Mr. Buzzard was the Chairman of the Board and Chief Executive Officer of Middle Atlantic Warehouse Distributor, Inc. for numerous years until November 1, 2004. Mr. Buzzard is currently the Chairman of the Board and Chief Executive Officer of Clarit Realty, Ltd., a real estate holding company, Chairman Emeritus of AWDA University Foundation and President of Automotive Warehousing Institute, an organization devoted to promoting excellence in management of automotive distribution.			
	Board/Committee Membership	Attendance during fiscal year 2006		Public Board Membership During Last Five Years
	Board of Directors (2005)	5 of 5	100%	
	Executive Committee	None held		

**Pierre Desjardins (Quebec, Canada)**

Shares: 5,167 Independent	Mr. Desjardins is a corporate director and a member of the Human Resources, Strategy and Corporate Governance Committees of SFK Pulp Fund.			
	Board/Committee Membership	Attendance during fiscal year 2006		Public Board Membership During Last Five Years
	Board of Directors (1998)	5 of 5	100%	SFK Pulp Fund
	Audit Committee	4 of 4	100%	Cinar Corporation
	Executive Committee	None held		Discreet Logic Inc. Total Containment, Inc. <sup>1</sup> TouchTunes Music Corporation

**Jean Dulac, B.Comm., M.B.A., Adm.A. (Quebec, Canada)**

Shares: 350 Independent	Mr. Dulac is the President of M&M Nord Ouest Inc., a distributor of automotive parts and industrial equipment for use in the mining and forestry industries and a member of the Uni-Select network.
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**Jean-Louis Dulac, B.A., B.Comm., M.Sc.C. (Quebec, Canada)**

Shares: 915,200 Independent	Mr. Dulac is the Chair of the Board of Uni-Select Inc. and the President of Les Entreprises J.L. Dulac (Canada) Ltée, a holding company. He has also served on the Board of Directors of Hydro Québec.			
	Board/Committee Membership	Attendance during fiscal year 2006		Public Board Membership During Last Five Years
	Board of Directors, Chair (1968)	5 of 5	100%	
	Corporate Governance Committee	2 of 2	100%	
	Human Resources and Compensation Committee	4 of 4	100%	
	Executive Committee	None held		

**Jean Guénette, B.Comm., CA (Quebec, Canada)**

Shares: 16,000 Independent	Mr. Guénette has been extensively involved in the automotive parts distribution business, is a corporate director and is a member of the Board of a number of companies that are not public issuers.			
	Board/Committee Membership	Attendance during fiscal year 2006		Public Board Membership During Last Five Years
	Board of Directors (1985)	5 of 5	100%	
	Audit Committee, Chair	4 of 4	100%	

<sup>1</sup> On March 4, 2004, Total Containment Inc. sought protection under Chapter 11 of the U.S. Bankruptcy Code.

<b>John A. Hanna, FCGA (Quebec, Canada)</b>				
Shares: 1,000 Independent	Mr. Hanna was the Chief Executive Officer of Rexel Canada Electrical Inc., a distributor of electrical products, from 2003 to 2005, and Executive Vice-President and Chief Financial Officer of Rexel North America Inc. between 2000 and 2003. Mr. Hanna is a member of the Telus Advisory Committee for Quebec and Chair of the Audit Committee of Innergex Power Income Fund.			
	<b>Board/Committee Membership</b>	<b>Attendance during fiscal year 2006</b>		<b>Public Board Membership During Last Five Years</b>
	Board of Directors (2006) <sup>2</sup>	3 of 5	60%	Innergex Power Income Fund
Audit Committee <sup>2</sup>	2 of 4	50%		

<b>Jacques Landreville (Quebec, Canada)</b>				
Shares: 50,630 Non-Independent <sup>3</sup>	Mr. Landreville is President and Chief Executive Officer of Uni-Select.			
	<b>Board/Committee Membership</b>	<b>Attendance during fiscal year 2006</b>		<b>Public Board Membership During Last Five Years</b>
	Board of Directors (1991)	5 of 5	100%	Bestar Inc. Colabor Income Fund Groupe ADF Inc. Lassonde Industries Inc. Livingston International Income Fund Rona Inc.

<b>Léo Leblanc (Quebec, Canada)</b>				
Shares: 348,000 Independent	Mr. Leblanc is the President of Accessoires d'Auto Leblanc Ltée, an operator of automotive jobber stores.			
	<b>Board/Committee Membership</b>	<b>Attendance during fiscal year 2006</b>		<b>Public Board Membership During Last Five Years</b>
	Board of Directors (1982)	5 of 5	100%	
	Audit Committee <sup>4</sup>	2 of 4	50%	
	Human Resources and Compensation Committee <sup>5</sup>	3 of 4	75%	
Corporate Governance Committee <sup>5</sup>	2 of 2	100%		

<sup>2</sup> Appointed in May 2006. Since his appointment, Mr. Hanna has attended all meetings of the Board and the Committee.

<sup>3</sup> Mr. Landreville is the President and Chief Executive Officer of the Company.

<sup>4</sup> Member until May 2006. Prior to May 2006, Mr. Leblanc attended all meetings of the Committee.

<sup>5</sup> Appointed in May 2006. Since his appointment, Mr. Leblanc has attended all meetings of the Committees.

<b>Jacques L. Maltais (Quebec, Canada)</b>				
Shares: 3,000 Independent	Mr. Maltais has served on the Board of Directors of Foresbec.			
	<b>Board/Committee Membership</b>	<b>Attendance during fiscal year 2006</b>		<b>Public Board Membership During Last Five Years</b>
	Board of Directors (1988)	5 of 5	100%	
	Human Resources and Compensation Committee, Chair	4 of 4	100%	
	Corporate Governance Committee	2 of 2	100%	

<b>Hubert Marleau (Quebec, Canada)</b>				
Shares: 4,000 Independent	Mr. Marleau is a professional money manager and President of Palos Capital Corporation, a Canadian investment management firm. In the past, he was governor of the Montreal Exchange, governor of the Vancouver Exchange, director of the IDA and a member of the Toronto Listing Committee.			
	<b>Board/Committee Membership</b>	<b>Attendance during fiscal year 2006</b>		<b>Public Board Membership During Last Five Years</b>
	Board of Directors (1994)	5 of 5	100%	CanAlaska Ventures Ltd.
	Audit Committee	4 of 4	100%	Freegold Ventures Ltd. GC-Global Capital Corp. Gobimin Inc. Huntington Exploration Inc. Buzz Telecommunications Services Inc. Liquidation World Inc. Magistral Biotech Inc. Malette Industries Inc. Maudore Minerals Ltd. Mitec Telecom Inc. Niocan Inc. Normabec Mining Resources Ltd. North Hatley Capital Inc. ORTHOsoft Inc. Plexmar Resources Inc. Warnex Inc



Jeanne Wojas (Quebec, Canada)					
Shares: 2,000 Independent	Mrs. Wojas is an attorney at law and a corporate director and is a member of the Board of Directors of Schroders Canada Inc. and a number of other companies that are not public issuers.				
	Board/Committee Membership		Attendance during fiscal year 2006		Public Board Membership During Last Five Years
	Board of Directors (1997)		5 of 5	100%	Bowater Produits Forestiers du Canada Inc. Shermag Inc.
Corporate Governance Committee, Chair		2 of 2	100%		
Human Resources and Compensation Committee		4 of 4	100%		

As at March 16, 2007, the directors, as a group, beneficially owned, directly or indirectly, or exercised control or direction over, 2,344,997 common shares of Uni-Select representing 12% of the issued and outstanding common shares of Uni-Select.

Information regarding the shares beneficially owned by each director or proposed director or over which each exercised control or direction, has been furnished personally by each director or proposed director.

## DIRECTOR COMPENSATION AND ATTENDANCE

### COMPENSATION OF DIRECTORS

Jacques Landreville, the President and Chief Executive Officer, does not receive any remuneration as a director of Uni-Select.

The following table provides the annual retainers and attendance fees that each non-management director received during the fiscal year ended December 31, 2006 for their participation on the Board of Directors of Uni-Select.

Name	Board Retainer (\$)	Board Attendance Fees (\$)	Committee Chair Attendance Fees (\$)	Committee and Other Attendance Fees (\$)	Total Fees (\$)
Clay E. Buzzard	\$20,000	\$6,250	--	--	\$26,250
Pierre Desjardins	\$20,000	\$6,250	--	\$6,250	\$32,500
Jean-Louis Dulac	\$57,000	--	--	--	\$57,000
Jean Guénette	\$20,000	\$6,250	\$4,000	\$5,000	\$35,250
John A. Hanna	\$20,000	\$3,750	--	\$2,500	\$26,250
Léo Leblanc	\$20,000	\$6,250	--	\$7,500	\$33,750
Jacques L. Maltais	\$20,000	\$6,250	\$4,000	\$7,500	\$37,750
Hubert Marleau	\$20,000	\$6,250	--	\$5,000	\$31,250
André Poirier	\$10,000	\$2,500	--	\$1,250	\$13,750
Jeanne Wojas	\$20,000	\$6,250	\$2,000	\$7,500	\$35,750
<b>Total</b>					<b>\$329,500</b>

## SUMMARY OF DIRECTORS' ATTENDANCE RECORD

The following table indicates the attendance record of each director for all Board and Committee meetings held since January 1, 2006.

Name	Number of meetings which he/she attended in 2006			
	Board 5 meetings	Audit Committee 4 meetings	Human Resources and Compensation Committee 4 meetings	Corporate Governance Committee 2 meetings
Clay E. Buzzard	5	--	--	--
Jean-Louis Dulac	5	--	4	4
Pierre Desjardins	5	4	1	--
Jean Guénette	5	4	--	--
John A. Hanna <sup>(1)</sup>	3	2	--	--
Jacques Landreville	5	--	--	--
Léo Leblanc	5	2	3	2
Jacques L. Maltais	5	--	4	2
Hubert Marleau	5	4	--	--
André Poirier <sup>(2)</sup>	2	--	1	--
Jeanne Wojas	5	--	4	2

(1) Mr. John A. Hanna was nominated to the Board of Directors in May 2006.

(2) Mr André Poirier did not seek re-election in May 2006

The Executive Committee did not meet in 2006.

## REPORT ON EXECUTIVE COMPENSATION

Compensation is one of the primary tools used by Uni-Select to attract, retain and motivate employees with the skills and commitment needed to enhance shareholder value. This is particularly true for most executive officers of Uni-Select who have a significant influence on corporate performance.

The compensation policies and the guiding principles with respect to the short and long-term incentive plans aim to: recognize and equitably reward executives who distinguish themselves by their contribution; ensure a balance between individual performance, financial performance and compensation; maintain the global compensation of executives at a competitive level with respect to market practices; allow the compensation of the executives to vary according to the achievement of profitability objectives and the appreciation of the Company's shares; and facilitate the recruitment of external candidates for executive positions.

### *Composition of the Human Resources and Compensation Committee*

The Human Resources and Compensation Committee (the "Committee") of the Board of Directors is comprised of the following directors: Jean-Louis Dulac, Jacques L. Maltais, Léo Leblanc and Jeanne Wojas.

All served for the entire year. During the financial year ended December 31, 2006, no member of the Committee was an officer or employee of Uni-Select or any of its subsidiaries or a former officer of Uni-Select or any of its subsidiaries.

The Committee reviews overall compensation policies and makes recommendations to the Board of Directors on the compensation for the management of Uni-Select, including the compensation of the President and Chief Executive Officer, Vice President, Administration and Chief Financial Officer and the three most highly remunerated executive officers of Uni-Select (the "Named Executive Officers"). The Board reviews the recommendations of the Committee and renders the final decision on compensation matters for the senior officers of Uni-Select as well as on major policy changes related to remuneration.

This report on executive compensation was prepared and presented to the Board of Directors by the Committee and approved by the Board of Directors.

### ***Human Resources and Compensation Committee's Annual Review Process***

The Committee must ensure that the overall compensation reflects the principles implemented by Uni-Select with regards to compensation and takes into account the financial results of the Company. To ensure that Uni-Select provides competitive compensation to its executive officers, the Committee reviews information provided by external compensation advisors, as well as the compensation practices of companies in Canada with comparable breadth of operations and market capitalization.

In the Committee's opinion, the salary of the executive officers is appropriate given Uni-Select's size, the range of its activities and the return to its shareholders.

The Committee has approved the 2006 Short-term and Long-term Incentive Plans that were ratified by the Board of Directors at a meeting held on March 14, 2006. The Committee is responsible for the administration of the Short-Term and Long-term Incentive Plans and the Board of Directors of the Company approves amounts paid under these plans.

### ***Uni-Select's Executive Compensation***

The compensation package for the executive officers of Uni-Select has three (3) components:

- Base salary and benefits;
- Short-Term Incentive Plan; and
- Long-Term Incentive Plan.

#### *Base salary*

Base salaries for the executive officers reflect the hierarchical level, the responsibilities and the complexity of each position. They are determined by taking into account market practices for similar positions and the information obtained from external compensation consultants and salary surveys. The base salary for each executive officer is revised annually.

#### *Short-Term Incentive Plan*

The Short-Term Incentive Plan is comprised of (i) an annual bonus for one part based on a minimum return on shareholders' equity at January 1, 2006 (after payment of any amount payable under the Short-Term Incentive Plan) (the "ROE") and for the other on the achievement of specific objectives and (ii) a "value enhancement" bonus payable only to certain senior executives.

The bonus based on a measure of ROE allows executive officers to participate in the financial success of the Company. The Company establishes, annually, a scale of achievement taking into account the ROE determined by the Board of Directors. For 2006, the scale provided for a payment to executive officers if the ROE attained no less than 13.15% and a maximum payment if the ROE was no less than 16.43%. Furthermore, bonuses paid to executive officers as a measure of achievement of ROE goals, cannot exceed 70% of their base salary.

A second component of the bonus allocated to executive officers (and some senior employees) is based on the level of attainment of specific objectives set in the first quarter of the year. An objective may be partially or totally attained. The allocated bonus under the specific objectives component may vary from 5% of base salary for the first level of management to 60% of base salary for the President and Chief Executive Officer.

The President and Chief Executive Officer evaluates the achievement of the specific objectives by the Vice President, Administration and Chief Financial Officer and the three most highly remunerated executive officers under the bonus plan while the Chair of the Board assesses the performance of the President and Chief Executive Officer. These evaluations are reviewed by the Committee and approved by the Board of Directors.

For the period ended December 31, 2006, \$584,166 was distributed to the Named Executive Officers under the Short-Term Incentive Plan. This amount represents an assessment of 92.67% on the achievement of the main corporate objective.

#### Value Enhancement Bonus

A "value enhancement" element has been added to the bonus plan for some senior executives. For 2006, senior executives to whom this objective applied are the President and Chief Executive Officer, the Executive Vice President - Automotive Group Canada, the Executive Vice President - Automotive Group USA, the Executive Vice President - Heavy Duty Group, the Vice President, Administration and Chief Financial Officer and the Vice President, Corporate Development. The objective of this measure of compensation is to favour and reward an increase in the share value of the Company and the performance of the share value relative to a peer group of companies.

The cash bonuses awarded to the Named Executive Officers for 2006 are included in the summary compensation table set out on page 15 of this Information Circular.

*Long-Term Incentive Plan*

The Long-Term Incentive Plan is also referred to as the Deferred Performance Unit Program, a summary of which is found under the heading “Deferred Performance Unit Program” below.

**2006 Corporate Performance and President and Chief Executive Officer Compensation**

The compensation of the President and Chief Executive Officer is determined according to the same guidelines and criteria as those applicable to the other executive officers of the Company. In addition, the compensation of the President and Chief Executive Officer is determined by taking into account the realization of the objectives set out in the business plan of the Company, the implementation of strategic orientations and the creation of shareholder value. The objectives of the President and the Chief Executive Officer under the Short-Term Incentive Plan for 2006 were set as follows:

1. 70% of the bonus (up to 42% of the base salary) was directly related to the achievement of a 16.43% return on equity;
2. 15% of the bonus (up to 9% of base salary) was related to the “value enhancement” component referred to earlier in the section entitled “Short-Term Incentive Plan”; and
3. 15% of the bonus (up to 9% of the base salary), is tied into the attainment of three (3) specific business objectives related to developments of the North American operations.

The Chair of the Board annually reviews the performance of the President and Chief Executive Officer and makes his recommendations to the Committee. The review includes an interview with the President and Chief Executive Officer and a review of the achievement of the annual corporate objectives along with personal objectives as they were set at the beginning of the year. This review is the basis upon which the President and Chief Executive Officer’s compensation is determined.

Over 2006, the Company’s ROE exceeded 16.43% and the President and Chief Executive Officer met or exceeded its specific objectives. However, the Company’s share value deteriorated from \$29.95 as at December 31, 2005 to \$28.98 as at December 31, 2006 and as a result the President and Chief Executive Officer did not fully achieve the Value Enhancement Bonus. After review, the Board, pursuant to the recommendation of the Committee, awarded the President and Chief Executive Officer a bonus for his 2006 performance in the amount of \$246,125.

The following table provides the total annual compensation of the President and Chief Executive Officer for 2006.

<b>Compensation</b>	<b>Value (CDN\$)</b>
Base salary	\$439,615
Short-Term Incentive	
Bonus based on measure of ROE	\$186,900
Bonus- specific objectives	\$34,750
Value Enhancement Bonus	\$24,475
Other annual compensation	\$15,163 <sup>(1)</sup>
Long-Term Incentive	
3,700 units awarded under the 2004 grant of the Deferred Performance Unit Program	\$481,000 <sup>(2)</sup>
Value of stock options	Nil <sup>(3)</sup>
Value of defined contribution pension plans accrued in 2006	\$60,000
<b>Total compensation</b>	<b>\$1,242,003</b>

<sup>(1)</sup> Allocation for the use of an automobile.

<sup>(2)</sup> At December 31, 2006, the value of no other units awarded under the DPU Program were vested. The estimated value of the units awarded to the President and Chief Executive Officer for 2005 (4,000 units) is, should they be vested, \$293,334 and for 2006 (4,250 units), \$141,667.

<sup>(3)</sup> The last grant of options to the President and Chief Executive Officer was awarded by the Board in 2001. All shares that could be purchased under the grant were fully exercised as at January 1, 2006.

## DEFERRED PERFORMANCE UNIT PROGRAM

In August 2002, Uni-Select implemented a Long-Term Incentive Plan for its officers, the Deferred Performance Unit (“DPU”) Program. This program became effective on January 1, 2003. The DPU Program was implemented because of the limited number of shares that could be granted as options and is in replacement of the Stock Option Plan (please refer to the heading “Stock Option Plan” below). The DPU Program must not be compared to a form of stock option plan and is only a measure to determine the amount of an eventual bonus to a participant. DPU units do not have any voting or profit sharing attributes the like of which are attributable to stock.

The officers eligible under this program are those who have a direct influence on the long-term results of the Company. The Committee nominates participants to the DPU Program.

Each participant to the DPU Program receives a different quantity of units as a long-term incentive that recognizes his or her contribution to the financial performance of the Company. The number of DPUs granted to a participant takes into account the annual salary of the participant and his or her hierarchical level. The measurement of the results is the return on average shareholder equity over a three-year period (“RASE”).

The first day of a three-year cycle, each participant is granted a number of DPUs whose base value is \$100. The program has an average RASE of 15% as target for each three-year cycle that will result in the payment of the bonus at the target level, that is \$100 per DPU. The attainment of objectives is rewarded by an escalating scale, the lowest threshold being fixed at \$80 for a RASE between 13.5% and 14.25% and the maximum threshold being fixed at \$180 for a RASE of 16.7% or more. The value of a unit is \$0 for a RASE inferior to 13.5%.

The three-year cycles are movable (“rolling cycles”) and a new cycle begins each year. Except in cases of retirement or death, the participant does not have a vested right to the payment of a bonus before the expiry of each cycle and payments are contingent upon a participant being an employee of the Company at the date of payment.

### DEFERRED PERFORMANCE UNIT PROGRAM

Name	Number of DPUs granted – triennial grant 2004	Number of DPUs granted – triennial grant 2005	Number of DPUs granted – triennial grant 2006	Period for return or other period before expiry or payment	Estimated future bonus pursuant to DPU Program		
					Minimum threshold per DPU	Target per DPU	Maximum threshold per DPU
Jacques Landreville	3,700	4,000	4,250	A grant vests after 3 years	\$80	\$100	\$180
Florent Jacques	850	875	950		\$80	\$100	\$180
Gary O’Connor	Nil	Nil	975		\$80	\$100	\$180
Richard G. Roy	875	925	1,000		\$80	\$100	\$180
Russell D. Sturgeon	540	563	600		\$80	\$100	\$180

## STOCK OPTION PLAN

In 1985, the Company established a Stock Option Plan for management employees and officers (the “Option Plan”). The purpose of the Option Plan was to assist the Company in attracting and retaining experienced and competent officers and employees and to encourage share ownership by such persons. The Board of Directors of the Company approves the grant of options under the Option Plan. The Option Plan was amended on May 11, 1995 in order to increase the number of shares that may be issued under the Option Plan.

The Option Plan is managed by the Board of Directors. The Board of Directors has full and complete authority relating to the application of the Option Plan. It may grant an option on any number of shares, up to 100% of all shares in the Option Plan, to any management employee or any officer of the Company (a “Beneficiary”). It may adopt any measure it judges necessary or advisable for the management of the Option Plan.

As at December 31, 2006, 89,152 options were outstanding. Options are vested by increments of 20% of the number of shares granted under the option for each consecutive 12-month period. The price at which common shares may be acquired is equal to the closing price of the common shares on the Toronto Stock Exchange on the day preceding the date the option is granted. The maximum number of common shares that may be issued pursuant to the Option Plan may not exceed 1,859,400 common shares,

which represents approximately 9.43% of the currently outstanding common shares of the Company. Since the introduction of the Option Plan, options providing for the purchase of 1,770,274 shares have been granted.

There have been no options granted since 2002.

Each option is exercisable during a period (“Option Period”) established by the Board of Directors. The Option Period shall not commence earlier than the date of the granting of the option and shall expire no later than after the tenth anniversary of such date except that:

- (a) should a Beneficiary die, either before or after retirement, the Option Period for options then outstanding shall expire 12 months after the date of death (but no later than the expiry date);
- (b) should a Beneficiary retire from his employment, the Option Period for options then outstanding shall expire 90 days following his retirement or on such later date as the Board of Directors may set (but no later than the expiry date first established by the Board of Directors);
- (c) should the employment of a Beneficiary terminate or should a Beneficiary resign or voluntarily leave his employment with the Company, or any of its subsidiaries or a company which is an associate of the Company within the meaning of the *Securities Act* (Quebec), as the case may be, except in situations mentioned at sections (a) and (b), the Option Period for options then outstanding shall expire on the 90<sup>th</sup> day following such termination of employment, resignation or voluntary departure or on such later date as the Board of Directors may set (but no later than the expiry date first established by the Board of Directors);
- (d) should a Beneficiary be dismissed for fraud or wilful misconduct or neglect, the Option Period for options then outstanding and all the rights therefrom shall expire on the date of such dismissal; and
- (e) unless the Board of Directors decides otherwise, in the case of a Beneficiary with less than one year of service with the Company at the date of the grant of the option, the Option Period shall begin no earlier than the first anniversary of the start of his employment, and if such employment terminates for any cause other than death prior to such first anniversary, the Option Period shall expire on the date of such termination of employment.

The Beneficiary loses all rights under an option which is not exercised prior to the expiry date and also loses any rights if the Option Period has not commenced prior to the date of the Beneficiary’s death or of the termination of the Beneficiary’s employment with the Company.

No option or any interest therein shall be assignable by the Beneficiary other than by will or the law of succession.

Subject to the prior approval of the Toronto Stock Exchange and any other regulatory body requiring similar approval, the Board of Directors, may at any time and from time to time, amend, suspend or terminate the Option Plan in whole or in part, provided however that the Board of Directors may not, without approval of the holders of a majority of the common shares present and voting in person or by proxy at a meeting of shareholders of the Company, materially increase the benefit accruing to participants under the Option Plan, increase the number of shares issuable pursuant to the Option Plan, or materially modify the requirements as to eligibility for participation under the Option Plan.

No such amendment, suspension or termination of the Option Plan by a decision of the Board of Directors may, without the consent of Beneficiaries to whom options shall theretofore have been granted, adversely affect the rights of such Beneficiaries.

The Company does not provide financial assistance to participants of the Option Plan.

The Board has suspended the application of the allocation rules given the limited quantity of shares that could be granted as options. The Board retains the discretionary power to grant options to an employee subject to the limitations of the Option Plan.

The following table summarizes, for each of the Named Executive Officers, each exercise of options during the financial year ended December 31, 2006, the value realized upon exercise thereof, the unexercised options and the value of the unexercised options as at December 31, 2006 under the Option Plan. It should be noted that the unexercised options may never be exercised and the actual gains, if any, will depend on the value of the Company’s shares as at the date of exercise. There is no guarantee that these values will be realized.

## AGGREGATE OPTION EXERCISES IN 2006 AND 2006 YEAR-END OPTION VALUES

Name	Shares acquired on exercise	Aggregate value realised upon exercise (\$) <sup>(2)</sup>	Number of unexercised options as at 12/31/06		Value of unexercised in-the-money options as at 12/31/06 <sup>(1)</sup>	
			Exercisable	Unexercisable	Exercisable (\$)	Unexercisable (\$)
Jacques Landreville	Nil	Nil	Nil	Nil	Nil	Nil
Florent Jacques	20,220	\$340,365	Nil	Nil	Nil	Nil
Gary O'Connor	Nil	Nil	Nil	Nil	Nil	Nil
Richard G. Roy	6,000	\$107,136	24,737	Nil	\$359,746	Nil
Russell D. Sturgeon	Nil	Nil	Nil	Nil	Nil	Nil

<sup>(1)</sup> The value of an unexercised option at the end of the financial year is equal to the difference between the closing price of the common shares on the Toronto Stock Exchange on December 31, 2006, being \$28.98 per share, and the exercise price of the option. The options are in-the-money on December 31, 2006 if the market value of the shares on that date exceeds the exercise price of the option.

<sup>(2)</sup> The value realized upon exercise of the options represents the difference between the closing price of the shares on the Toronto Stock Exchange at the date of exercise and the exercise price of the options.

### SUMMARY COMPENSATION TABLE

The following table provides details on the annual compensation, the long-term compensation and all other compensation awarded during the financial years ended December 31, 2006, 2005 and 2004 to the Named Executive Officers.

#### SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	ANNUAL COMPENSATION			LONG-TERM COMPENSATION <sup>(1)</sup>	All Other Compensation (\$)
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	DPU Payouts (\$)	
Jacques Landreville President & Chief Executive Officer	2006	\$439,615	\$246,125	NIL	\$481,000	\$15,163
	2005	\$418,365	\$238,500	NIL	\$621,000	NIL
	2004	\$392,154	\$244,000	NIL	NIL	NIL
Florent Jacques VP, Distribution & Integration	2006	\$194,165	\$95,893	NIL	\$110,500	\$11,181
	2005	\$186,019	\$86,839	NIL	\$148,500	NIL
	2004	\$173,692	\$101,250	NIL	NIL	NIL
Gary O'Connor Executive Vice President, Automotive Group Canada	2006	\$198,654	\$86,000	NIL	\$85,313	\$11,181
	2005	\$56,250	\$78,022	NIL	NIL	NIL
	2004	N/A	N/A	NIL	NIL	NIL
Richard G. Roy VP, Administration & Chief Financial Officer	2006	\$204,385	\$91,052	NIL	\$113,750	\$11,181
	2005	\$196,019	\$90,600	NIL	\$148,500	NIL
	2004	\$182,384	\$96,300	NIL	NIL	NIL
Russell D. Sturgeon VP, Corporate Purchasing	2006	\$162,874	\$65,096	NIL	\$70,200	\$11,181
	2005	\$157,346	\$60,800	NIL	\$94,500	NIL
	2004	\$148,431	\$58,500	NIL	NIL	NIL

(1) Uni-Select has not granted any options since 2002.

### PENSION PLAN

To provide appropriate income replacement during retirement, the Company offers pension benefits through a basic registered pension plan, a registered pension plan for senior management and a non-registered supplemental pension plan for certain senior members of management.

The following table shows the estimated annual pension payable at age 60 from the Company's basic, senior management and supplemental pension plans, based on years of membership. The salary, for purposes of the basic plan, includes the bonus up to a total admissible remuneration of \$168,889 for 2006. The following calculations assume that at retirement, the maximum pension payable under the *Income Tax Act* (Canada) will be \$2,111 per year of participation and the pension payable under the Québec Pension Plan (QPP) will be \$7,094 for 2006.

Final average earnings (Base salary)	Years of membership				
	5	10	15	20	25
(\$)					
125,000	11,700	30,400	49,200	59,700	70,300
150,000	15,400	37,900	60,400	71,000	81,500
175,000	19,200	45,400	71,700	82,200	92,800
200,000	22,900	52,900	82,900	93,500	104,000
225,000	26,700	60,400	94,200	104,700	115,300
250,000	30,400	67,900	105,400	116,000	126,500
300,000	37,900	82,900	127,900	138,500	149,000
350,000	45,400	97,900	150,400	161,000	171,500
400,000	52,900	112,900	172,900	183,500	194,000
450,000	60,400	127,900	195,400	206,000	216,500
500,000	67,900	142,900	217,900	228,500	239,000
550,000	75,400	157,900	240,400	251,000	261,500
600,000	82,900	172,900	262,900	273,500	284,000
650,000	90,400	187,900	285,400	296,000	306,500
700,000	97,900	202,900	307,900	318,500	329,000
750,000	105,400	217,900	330,400	341,000	351,500
800,000	112,900	232,900	352,900	363,500	374,000

The pension plans are defined benefit plans.

The annual pension payable under the basic plan for service prior to 2003 (or prior to 2002 for Uni-Select Prairies Inc. members) is equal to 1.5% of the five best average earning years over the last ten years (final average earnings) multiplied by the years of membership prior to January 1, 2003 (or January 1, 2002 for Uni-Select Prairies Inc. members) minus 0.6% of the participant's final average earnings not exceeding the final average yearly maximum pensionable earnings multiplied by the years of credited service.

The annual pension payable under the basic plan for service after 2002 (or after 2001 for Uni-Select Prairies Inc. members) is equal to 1.25% of the final average earnings multiplied by the years of membership as of January 1, 2003 (or January 1, 2002 for Uni-Select Prairies Inc. members).

The usual method of payment is a life annuity with 60 monthly payments guaranteed. The normal retirement age is 65. However, an employee may retire as early as age 55 and receive a pension reduced by 6% for each year of early retirement. In addition, the employee will be entitled to an unreduced pension if he is at least aged 62 and has 25 years of membership at retirement.

As of age 65, the annual pension payable under the basic plan is reduced by 0.6% of the average maximum pensionable earnings of the last five years multiplied by the years of membership prior to January 1, 2003 (or January 1, 2002 for Uni-Select Prairies Inc. members). The pension payable prior to age 65 is in fact a temporary pension.

The annual pension payable under the senior management plan corresponds to the difference between 2% of the final average earnings per year of membership, up to the maximum payable under the *Income Tax Act* (Canada), and the pension payable from the basic plan. For the purposes of the senior management plan, earnings for 2006 include bonuses up to a maximum of \$105,556. The usual method of payment is a reversible life annuity of 50% to the surviving spouse. The normal retirement age is 65. However, an employee may retire as early as age 55 and receive a pension reduced by 6% for each year of early retirement before age 60. The employee is entitled to an unreduced pension as of age 60.



The employee also receives a temporary pension, payable as of the early retirement date until age 65, corresponding to the difference between:

- a)  $1/35 \times 25\% \times$  the average maximum pensionable earnings for the year of retirement and for the two preceding years, multiplied by the years of membership (up to a maximum of 35 years); and
- b) the temporary pension payable under the basic plan.

In addition to the basic and senior management pension plans, the supplemental pension plan established for certain senior members of management aged 45 and over ensures a total pension representing 45% of final earnings, excluding bonuses, after 15 years of membership. This pension is reduced by the pension payable under the basic and senior management plans for the years corresponding to the years of membership to the supplemental plan and by the QPP maximum pension payable at age 60. The retirement age under the supplemental pension plan is 60. The normal form of payment is a reversible life annuity of 50% to the surviving spouse.

Name	Years of membership in the registered plans as at December 31, 2006	Years of membership in the supplemental plan as at December 31, 2006
Jacques Landreville	15.70	15.00
Florent Jacques	9.84	9.00
Gary O'Connor	1.00	1.00
Richard G. Roy	8.00	6.42
Russell D. Sturgeon	12.00	12.00

#### *Estimated Pension Plan Benefits*

Each Named Executive Officer may receive full pension benefits upon reaching the age of 60.

The pension benefits indicated in the following table include the aggregate of the benefits under the basic plan, the senior management plan and the supplemental plan.

In estimating pension benefits some assumptions have been made. The assumptions used in this table are identical to the assumptions reflected in the audited annual financial statements for the year ended December 31, 2006 and include a projected annual salary increase of 4% and a discount rate of 5.25%.

	Pension liabilities as at December 31, 2006	Pension cost as at December 31, 2006	Estimated pension income at age 60
Jacques Landreville	\$2,350,200	\$60,100	\$170,000
Florent Jacques	\$592,200	\$51,400	\$50,100
Gary O'Connor	\$49,800	\$48,500	\$88,300
Richard G. Roy	\$498,100	\$57,800	\$136,300
Russell D. Sturgeon	\$640,100	\$55,500	\$47,200

## EQUITY COMPENSATION PLAN INFORMATION

The following table provides information as at December 31, 2006 about the common shares that may be issued upon the exercise of options, warrants and rights under the Company's equity compensation plans:

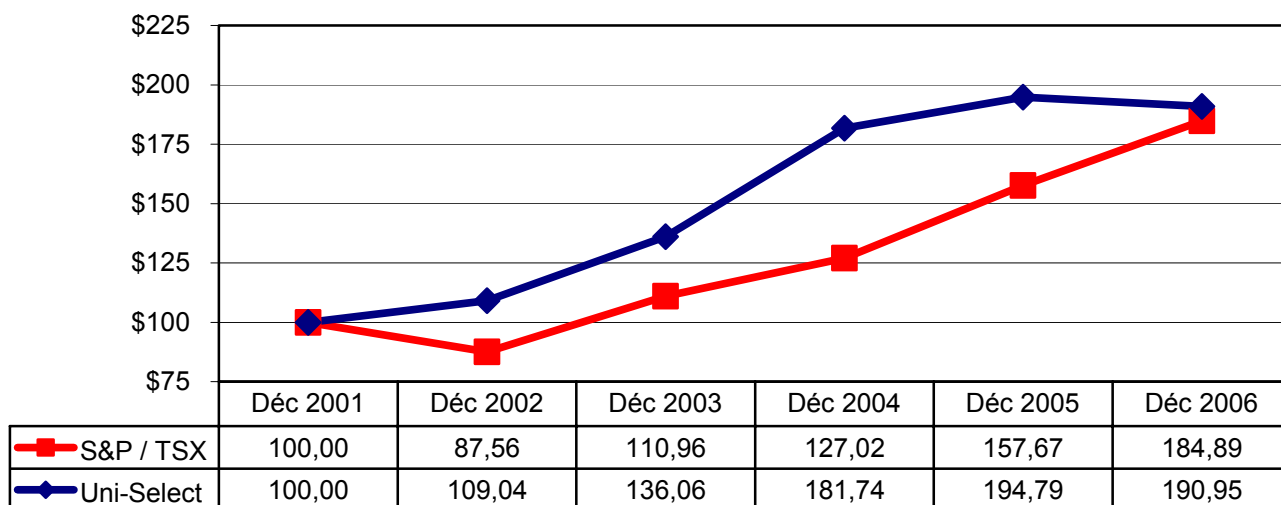
Plan Category	Number of common shares to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of common shares remaining for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by shareholders	89,152	\$14.50	89,126
Equity compensation plans not approved by shareholders	Ø	Ø	Ø
TOTAL	89,152	\$14.50	89,126

## PERFORMANCE GRAPH

The graph below illustrates the annual percentage change in the Company's cumulative return on shareholders' equity on the stock of the Company in relation to the cumulative return of the S&P/TSX Index over a six-year period ended December 31, 2006.

The year-end valuation of each investment is based on the increase in share value, adjusted for cash dividends reinvested as at the date on which they were paid. These calculations do not account for brokerage fees or taxes. The total return on shareholders' equity for each investment, whether measured in dollars or as a percentage, may be calculated from the year-end values shown on the graph below.

### Uni-Sélect Inc. Stock Performance Chart



## CORPORATE GOVERNANCE DISCLOSURE

### BOARD OF DIRECTORS

The Board of Directors is comprised of 10 directors: Jean-Louis Dulac, the Chair of the Board, Clay E. Buzzard, Pierre Desjardins, Jean Gu nette, John A. Hanna, Jacques Landreville, L o Leblanc, Jacques L. Maltais, Hubert Marleau and Jeanne Wojas.

The Board of Directors regularly schedules meetings of the Board at which non-independent directors and members of management are not in attendance. In 2006, the independent directors have held five (5) meetings in the absence of non-independent directors and members of management.

The Chair of the Board is responsible for effectively managing the affairs of the Board in accordance with corporate governance principles. For a more detailed description of the role and responsibilities of the Chair of the Board see the Position Description of the Chair of the Board available on Uni-Select's website at [www.uni-select.com](http://www.uni-select.com) or, upon request, from the Secretary of the Company.

### BOARD MANDATE

The Board of Directors adopted a Board of Directors' Charter in order to identify the specific responsibilities of the Board of Directors and thereby to enhance coordination and communication between the Board and management. For a more detailed description of the mandate of the Board, see the Board of Directors' Charter available on Uni-Select's website at [www.uni-select.com](http://www.uni-select.com) or, upon request, from the Secretary of the Company.

### POSITION DESCRIPTIONS

The Board of Directors has developed Charters for the four Committees of the Board, as well as respective position descriptions for the Chair of the Board, for the Committee chairs and for the President and Chief Executive Officer to compliment the Board of Directors' Charter. A copy of the Committee Charters and Position Descriptions are available on Uni-Select's website at [www.uni-select.com](http://www.uni-select.com) or, upon request, from the Secretary of the Company.

### ORIENTATION AND CONTINUING EDUCATION

The Board ensures that all new directors receive a comprehensive orientation regarding the nature and operation of the Company's business. Management provides new directors with a general information record on the Company and the new directors are given the opportunity to meet with executive management and operational personnel and the opportunity to visit the Company's warehouses and other facilities.

New directors are also provided with a basic understanding of the role of the Board and its Committees, as well as the contribution individual directors are expected to make (including, in particular, the commitment of time and resources that the Company expects from its directors) in order to assist the new directors in contributing effectively to the Board.

The Board also ensures that the directors receive continuing education. On a regular basis, management or independent consultants give presentations to the Board of Directors on various topics and update the Board on governance initiatives and issues. In addition, the Board makes continuing education activities and programs available to the directors, such as membership to the Institute of Corporate Directors, in order to maintain or enhance their skills and abilities as directors, as well as to ensure that their knowledge and understanding of the Company's business remains current.

### ETHICAL BUSINESS CONDUCT

The responsibilities identified in the Board of Directors' Charter are to be carried out consistently with the principles stated in the Company's Code of Business and Workplace Ethics which applies to all of the Company's directors, officers and employees. A copy of the Code of Business and Workplace Ethics is available on Uni-Select's website at [www.uni-select.com](http://www.uni-select.com) or, upon request, from the Secretary of the Company.

Yearly, each director delivers to the Secretary a list of the companies for which he acts as director or in which he has a material ownership interest. In the event a director has a material interest in a transaction, he/she discloses this interest to the Board and is excused from the meeting until the Chair invites him/her to return to the meeting. In any event, the director involved abstains from the discussions and the vote.

## **NOMINATION OF DIRECTORS**

The Corporate Governance 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. 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 also ensures that full and complete disclosure of the Company's systems of corporate governance is made, where appropriate, in the Company's disclosure documents.

The Corporate Governance Committee is composed of Jean-Louis Dulac, Jacques L. Maltais, Léo Leblanc and Jeanne Wojas, chair of the Committee. The members of the Committee are independent directors.

The Corporate Governance Committee is responsible for identifying and recommending 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 takes 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, 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 also considers legal, regulatory and listing requirements applicable to the Company in respect of the composition of the Board and its Committees.

For a more detailed description of the role and responsibilities of the Corporate Governance Committee, see the Corporate Governance Committee Charter available on Uni-Select's website at [www.uni-select.com](http://www.uni-select.com) or, upon request, from the Secretary of the Company.

## **MAJORITY VOTING**

The Board of Directors has adopted a policy providing that in an uncontested election of directors, any nominee who receives a greater number of votes "withheld" than votes "for" will tender a resignation to the Chairman of the Board promptly following the Company's Annual Meeting. The Corporate Governance Committee will consider the offer of resignation and will recommend that the Board accept or refuse the resignation. The Board of Directors will make its decision and announce it in a press release, including the reasons for rejecting the resignation, if applicable. A director who tenders his/her resignation in accordance with this policy will not participate at the directors' or Corporate Governance Committee meetings at which his/her resignation will be discussed.

The Company adopted its majority voting policy which will apply at the annual and special shareholders' meeting to be held on May 10, 2007, for the purpose of, among others, electing nominees as directors.

## **EXECUTIVE COMPENSATION**

The Human Resources and Compensation Committee is established by the Board of Directors to assist the Board in fulfilling its responsibilities relating to matters of human resources and compensation including equity-based compensation, and to establish a succession plan and development of senior management. The Committee has the responsibility for evaluating and making recommendations to the Board regarding the compensation of the Company's executives and the equity-based and incentive compensation plans, policies and programs of the Company. In addition, the Committee produces an annual report on executive compensation for inclusion where appropriate in the Company's disclosure documents.

The Human Resources and Compensation Committee is composed of Jean-Louis Dulac, Jacques L. Maltais, Léo Leblanc and Jeanne Wojas. Jacques L. Maltais chairs the Committee. The members of the Committee are independent directors.

The Committee reviews and approves corporate goals and objectives relevant to the total compensation package of the President and Chief Executive Officer, recommends a performance evaluation process for the President and Chief Executive Officer, evaluates the performance of the President and Chief Executive Officer in light of these goals and objectives and using this process, makes recommendations to the Board with respect to the President and Chief Executive Officer's compensation level based on this evaluation. In addition, the Committee consults with the President and Chief Executive Officer, to evaluate the Company's executives, other than the President and Chief Executive Officer, and makes recommendations to the Board with respect to the total compensation package for the Company's executives, other than the President and Chief Executive Officer, and directors' compensation.

For a more detailed description of the role and responsibilities of the Human Resources and Compensation Committee, see the Human Resources and Compensation Committee Charter available on Uni-Select's website at [www.uni-select.com](http://www.uni-select.com) or, upon request, from the Secretary of the Company.

To assist it in completing its mandate, the Committee has had recourse to the services of AON in 2006. Uni-Select has consulted with AON for several years in order to assist in developing its human resources strategy, particularly with respect to remuneration. Advisers from the Montreal and Chicago offices were retained in 2006.

#### **AUDIT COMMITTEE**

Information regarding the Company's Audit Committee is provided in Item 11 of the Company's Annual Information Form for 2006, which is incorporated herein by reference. A copy of the Annual Information Form is available on SEDAR at [www.sedar.com](http://www.sedar.com) or, upon request, from the Secretary of Uni-Select.

For a more detailed description of the role and responsibilities of the Audit Committee, see the Audit Committee Charter available on Uni-Select's website at [www.uni-select.com](http://www.uni-select.com) or, upon request, from the Secretary of the Company.

#### **EXECUTIVE COMMITTEE**

The Board of Directors has established an Executive Committee to assist the Board in the oversight of specific matters and the implementation of specific Board resolutions within such parameters as specifically delegated by the Board to the Committee.

For a more detailed description of the role and responsibilities of the Executive Committee, see the Executive Committee Charter available on Uni-Select's website at [www.uni-select.com](http://www.uni-select.com) or, upon request, from the Secretary of the Company.

#### **ASSESSMENTS**

The Corporate Governance Committee establishes criteria for, and annually implements, an evaluation process for the Board, the Board Chair, each Committee of the Board and individual directors in order to assess their effectiveness and contribution and recommends steps which may be taken to improve effectiveness. Such assessment takes into consideration, 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. Each of the Board, the Board Chair, the Committees of the Board and the individual directors then conduct an annual performance self-evaluation including a review of their compliance with their Charter or Position Description, in accordance with the process developed by the Corporate Governance Committee and approved by the Board, and shall report to the Board the results of the self-evaluation.

### **ADDITIONAL INFORMATION**

Unless otherwise indicated, the information contained herein is provided as at March 16, 2007. The Company is not aware of any matters that could be submitted at the Meeting other than those indicated in the Notice of Meeting. Should any unknown matters be properly submitted at the Meeting, the persons named in the form of proxy will vote on such matters according to their best judgment.

## AVAILABILITY OF ADDITIONAL DOCUMENTS

Uni-Select is a reporting issuer and is subject to securities legislation and, accordingly, must file its annual financial statements and information circular. Uni-Select must also file an annual information form with the securities commissions. Financial information is provided in the Company's comparative financial statements and Management Report for its most recently completed financial year. Copies of this Information Circular, as well as the Company's latest Annual Information Form, Annual Report and Management Report for the year ended December 31, 2006, and its quarterly financial statements produced after the latest annual financial statements may be obtained from the Company's website at [www.uni-select.com](http://www.uni-select.com) or by mail from the Secretary at 170 Industriel Blvd., Boucherville, Quebec, J4B 2X3.

Interested parties may also access Uni-Select's disclosure documents and any reports, statements or other information filed with the Canadian provincial securities commissions on SEDAR at [www.sedar.com](http://www.sedar.com).

## APPROVAL OF THE DIRECTORS

The directors of the Company have approved the contents and the sending of this Information Circular.

The Secretary,



Me Pierre Chesnay  
March 16, 2007  
Boucherville, Quebec

**SCHEDULE 1**  
**DRAFT RESOLUTION– BY-LAW 1-A**

The Board of Directors recommends to shareholders to vote FOR the following proposal:

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WHEREAS it is in the interest of the Company to amend its General By-laws to comply with the *Companies Act* and its applicable regulation; and

WHEREAS the Board of Directors has adopted BY-LAW 1-A, General By-laws at its December 18, 2006 meeting, subject to its ratification by the Company shareholders;

On a motion, it is resolved to ratify the Board of Directors' resolution on By-law 1-A to repeal By-law 1, General By-laws enacted and ratified September 30, 1985, and to replace this By-law 1 by By-law 1-A, General By-laws which reads as follows:

BY-LAW 1-A

GENERAL BY-LAWS

**Offices of the Company**

1. **Offices of the Company.** The head office of the Company shall be established in the province of Quebec, Canada. The Company may establish offices at any place determined by resolution of the Board of Directors.

**Shareholders**

2. **Annual General Meeting.** Subject to the relevant provisions of the applicable laws, the Annual General Meeting of shareholders of the Company shall be held no later than 140 days following the end of the fiscal year at the place, date and time determined by the Board of Directors.
3. **Special General Meetings.** In addition to the provisions of the applicable laws governing the calling of special general meetings, special general meetings of the shareholders may be convened at anytime by order of the Chair of the Board, the president or by request of a majority of the Company's directors.

Special general meetings of the shareholders shall be held at the place, date and time determined by the Board of Directors.

4. **Notice of Meeting.** A notice indicating the place, date, time and purpose of any meeting of the shareholders must be given, in accordance with the relevant provisions of the applicable laws and by-laws, to all shareholders entitled to received such notice, or be sent to them by mail in a prepaid stamped envelop; this notice must be addressed to their last known address and mailed at least 21 days but no more than 60 days prior to the date set for the meeting.

Where a share is jointly held, any notice of meeting is addressed to the person firstly indicated in the registers as one of the holders, and a notice so transmitted is valid for all joint holders.

Irregularities in the Notice of meeting or in the manner of transmission, as well as the involuntary omission of transmitting the Notice of meeting to a shareholder or the fact that a shareholder did not receive said Notice, does not invalidate any resolution passed, action performed or any measure taken at said meeting.

5. **Quorum, vote and adjournments.** Five persons representing, in person or by proxy, 30% of the outstanding shares of the share capital of the Company with voting rights at the meeting, shall constitute the required quorum for conducting business at any meeting of shareholders.

Subject to the relevant provisions of the applicable laws, articles of incorporation or any other by-law of the Company, any issue submitted at a meeting of the shareholders shall be decided by majority vote and shall constitute the measures taken by all shareholders.

If there is no quorum, the shareholders present in person and having the right to be counted for the purpose of constituting a quorum shall have the authority to adjourn any meeting of the shareholders from time to time and from one place to another, without any other notice than the one given at said meeting and that, until there is quorum. Any business that should have been conducted prior to its adjournment may be dealt with when the meeting reconvenes provided there is quorum.

6. **Voting rights and proxy.** Voting shall be conducted either in person or by proxy.

At all meetings of shareholders, each shareholder, in attendance and entitled to vote thereat, shall be entitled to one vote when voting by show of hands and, when voting is carried out by ballot, each shareholder entitled to vote thereat, in person or by proxy, shall be entitled to one vote per share carrying the right to vote at such meeting and registered under his or her name in the Company registers at the time of the meeting or, if determined, on the Record date. Before or immediately after the results of the vote by show of hands, any shareholder or proxy holder may call for a vote to be carried out by ballot.

7. **Chair of the Meeting.** The Chair of the Board or, in his or her absence, any member of the Board chosen by a majority of the members of the Board of Directors shall preside any meeting of shareholders. Should the person considered to preside any meeting of shareholders be absent or withdraw, the persons in attendance may choose among themselves a person to perform the duties of Chair of the meeting.
8. **Scrutineers.** The Chair of any meeting of shareholders may appoint one or more persons, who need not be shareholders, to act as scruteneers at the meeting.

### **Directors**

9. **Number.** Subject to future amendments in accordance with the relevant provisions of the applicable laws, the Board of Directors of the Company shall be composed of a minimum of five persons and a maximum of 20 persons.
10. **Election.** Each director must be elected at each annual meeting of shareholders. This election shall be carried out by a vote by show of hands unless a ballot thereon is demanded. Where there are vacancies on the Board of Directors, (vacancies means including vacancies that cannot exceed two persons caused by the increase in the number of directors set by resolution of the Board of Directors or the resignation of a director), the directors may fill these vacancies, by resolution, by nominating persons to fill these vacancies and these persons shall hold office for the rest of the term until re-elected, replaced or removed.
11. **Quorum.** Directors may establish quorum for meetings of directors, failing which, a majority of directors holding office constitutes quorum.



12. **Remuneration.** Directors may establish their remuneration and shall have the right to be reimbursed for their travelling expenses to attend the meetings of the Board of Directors, as well as any other disbursements resulting from the business activities of the Company.
13. **Meetings of Directors.** Immediately after each annual general meeting of shareholders, the elected and attending directors shall meet, without prior notice, and, if quorum is secured, shall appoint the officers of the Company and transact any other business on the agenda.

Meetings of the Board of Directors may be convened at any time by or on the order of the Chair of the Board, the president or a majority of the Company's directors.

14. **Notice of Meetings.** A notice for any meeting of the Board of Directors, indicating the place, date and time of such meeting, must be served upon each director or left at said director's usual residence or place of business, or shall be sent by prepaid mail or by fax or electronic means at least two clear days prior to the date of said meeting.

Whenever the Chair of the Board, the president or a majority of the Company's directors considers it urgent to call a meeting of the Board of Directors, such meeting may be called by giving a notice of at least 12 hours to each director by the most appropriate means in such circumstances, and such notice shall be sufficient to convene said meeting.

Irregularities in the Notice of meeting or in the manner it is delivered, as well as the involuntary failure to transmit the Notice of meeting to a director or the fact that a director has not received said Notice, shall not invalidate any resolution adopted, any action performed or any measure taken at said meeting.

15. **Chair of Meeting.** The Chair of the Board shall preside all meetings of the Board of Directors. In his or her absence, any director appointed by a majority of the members of the Board of Directors shall preside the meeting.
16. **Votes.** Any business submitted to a vote at a meeting of the Board of Directors is decided by a majority of votes. In the case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.
17. **Indemnification.** In addition to the provisions of the applicable laws governing the indemnification of representatives of the Company, the Board of Directors may contract insurance for directors, officers or their predecessors or any other person who has undertaken or is about to undertake a liability for the Company or for any of the corporations controlled by the latter, covering the liability they are incurring for having acted as a director or officer of the Company, except for the liability resulting from their own negligence or personal fault that is not related to the performance of their duties.

### **Borrowing Powers**

18. **General Borrowing Powers.** The Directors may from time to time:
  - a. borrow money upon the credit of the Company;
  - b. limit or increase the loan to be contracted;
  - c. issue bonds, debentures or other securities of the Company and pledge or sell the same for such sums and at such prices as may be deemed expedient;

- d. notwithstanding the provisions of the Civil Code, hypothecate, charge or pledge in whole or in part movable or immovable property, present or future, of the Company, to secure payment of such bonds, debentures or other securities; and to hypothecate, charge or pledge such by deed of trust, in compliance with sections 28 and 29 of the *Act respecting the special powers of legal persons* (R.S.Q. c. P-16), or in any other manner;
- e. hypothecate or charge immovables, or pledge or otherwise create a security interest on any of the movable property of the Company, or give these various guarantees to secure payment of loans contracted by any other means than by the issuance of bonds or debentures, as well as the payment or the execution of other debts, contracts and undertakings of the Company.

The Directors may delegate all or each of these powers listed above to such officers or such directors of the Company to the extent and in such manner as they deem appropriate.

None of the foregoing shall limit or restrain the borrowing by the Company on bills of exchange or promissory notes made, drawn, accepted or endorsed by the Company or on its behalf.

### **Share Capital**

- 19. **Share Certificates.** The form and content of certificates representing shares of the Company's share capital must be approved by the Board of Directors.

These share certificates shall bear the signature of two of the following officers: the president, the secretary, a vice-president or the deputy-secretary of the Company. To be valid, each share certificate must also be countersigned by the transfer agent or agent in charge of the registers.

The signature of these persons may be engraved, lithographed or otherwise reproduced mechanically or digitally on the certificates.

- 20. **Assignment of Shares.** No assignment of shares is valid unless the share certificate or certificates representing the shares to be assigned are surrendered for cancellation.
- 21. **Record Date.** The Board of Directors may set a date in the future no more than 60 clear days prior to the date of the Company's meeting of shareholders, or the date set for the payment of a dividend or the date set for the attribution of rights, as being the Record Date to determine which shareholders are entitled to receive the Notice of meeting of such meeting or of such adjournment, to receive payment of such dividends or to be given such rights, so that, in such cases, only the shareholders registered at the closing of business on the Record Date so set shall be entitled to receive payment of such dividends or be granted such rights, as the case may be, notwithstanding any assignment of shares in the Company's registers after said Record Date.

### **Fiscal Year**

- 22. **Fiscal Year.** The Company's fiscal year shall terminate on the last day of the month of December in each year.

### **Negotiable instruments, contracts, judicial statements**

- 23. **Cheques, letters of exchange, etc.** All cheques, letters of exchange, promissory notes and other negotiable instruments must be signed by the person or officer designated by the Board of Directors. Unless a resolution of the Board of Directors indicates otherwise, all endorsements of cheques, letters of exchange, promissory notes or other negotiable instruments, payable to the Company must be done for

collection or deposit to the credit of the Company at a bank or other duly authorized custodian. These endorsements may be done with a stamp or other devices.

24. **Contracts, etc.** All deeds, agreements, documents, contracts and other written instruments requiring the signature of the Company may be executed by the president, a vice-president, the secretary, the treasurer, a deputy-secretary or in the manner authorized by the Board of Directors, and all deeds, agreements, documents, contracts and all other written instruments so executed shall be binding upon the Company without any further formality or authorization.
25. **Judicial Statements.** The president, any vice-president, the secretary, the treasurer, a deputy-treasurer or a deputy-secretary, any director and any person appointed by one of the foregoing persons, shall be authorized to make, on behalf of the Company, any statements on attachment, before or after judgment, and answer any examination upon articulated facts and other procedures that may be necessary in a litigation involving the Company; to make any application for dissolution or liquidation, or any motion for a declaration of bankruptcy against any debtor of the Company and grant any power of attorney relevant to these procedures; to represent the Company at any meeting of creditors where the Company has interests to protect and to vote and to make any decisions at these meetings.