

2009 ANNUAL INFORMATION FORM



UNI-SELECT INC.

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ITEM 1: CORPORATE STRUCTURE

1.1 Name, Address and Incorporation

Uni-Select Inc. (“Uni-Select” or the “Company”) was incorporated by letters patent issued under Part I of the *Companies Act* (Québec) on November 22, 1968. On November 3, 1981, Uni-Select was continued under Part IA of the *Companies Act* (Québec). Certificates of Amendment were issued on March 1, 1985 and October 10, 1985 amending its share structure.

The head office and principal place of business of Uni-Select is located at 170 Industriel Boulevard, Boucherville, Québec, Canada J4B 2X3.

1.2 Inter-Corporate Relationships

The organizational chart set out in Schedule A describes the inter-corporate relationships between Uni-Select and its subsidiaries.

All references herein to Uni-Select refer to Uni-Select Inc. and/or its subsidiaries and references to Uni-Select USA refer to Uni-Select USA, Inc. and/or any of its subsidiaries, and any references to Beck/Arnley® refer to Beck/Arnley Worldparts, Inc.

ITEM 2: GENERAL DEVELOPMENT OF THE BUSINESS

2.1 Three Year History

2007

On August 31, 2007, Uni-Select USA purchased the assets of Consumer Auto Parts, Inc. an automotive replacement parts distributor and operator of 23 points of sale and one distribution centre active in the States of Connecticut, Massachusetts, Rhode Island and Vermont.

On September 25, 2007, Uni-Select USA acquired all of the assets of Parts Holding, LLC and its operating companies, which included Parts Distributors, LLC (“Parts Distributors”). Parts Distributors was an automotive replacement parts distributor servicing independent jobbers and fleet operators from 16 points of sale and one distribution centre in the States of New Jersey, New York, Pennsylvania, Virginia and Maryland.

Throughout the year, Uni-Select sold two of its corporate stores in Canada and concluded other acquisitions in Canada and the USA, including:

- Accessoires d’auto Lucien Poulin Itée (Québec, Canada)
- Autoprix Alma inc. (Québec, Canada)
- Pièces d’autos André Lord inc. (Québec, Canada)
- Marami inc. (Québec, Canada)
- North Shore Parts & Industrial Supplies Inc. (British Columbia, Canada)
- Beauce Auto Accessoires 2007 Itée (Québec, Canada)
- Mr. Auto Supply, Inc. (New Jersey, USA)
- Cobby’s Auto Parts, Inc. (New Jersey, USA)
- United Import Motors, Inc. (New York, USA)
- Thompson & Company, Inc. and MGT, Inc. (New Jersey / Pennsylvania, USA)
- R.I. Distributing, Inc. (Washington, USA)
- Longview Automotive, Inc. (Texas, USA)

None of these acquisitions were significant or material with regards to sales or purchase price.

2008

As part of a normal course issuer bid conducted through the Toronto Stock Exchange between December 18, 2007 and December 17, 2008, the Company repurchased for cancellation 48,200 common shares at an average price of \$21.24.

On January 4, 2008, Uni-Select acquired the assets of Replacement Parts Depot Limited, an automotive replacement parts distributor which operated a warehouse in the Greater Toronto Area (Ontario) and serviced 22 automotive parts wholesalers and retailers and a number of automotive related businesses that serviced the Ontario market.

On June 1, 2008, Uni-Select USA purchased the assets of Beck/Arnley Worldparts Corp. and its Canadian subsidiary Beck/Arnley Worldparts Canada ULC, both automotive replacement parts distributors specialized in parts for foreign nameplate vehicles.

On September 15, 2008, Uni-Select USA purchased the Mid-Atlantic parts distribution operations of Parts Depot, Inc., including nine regional parts distribution warehouses and 67 parts stores located in Virginia, West Virginia, North and South Carolina, Delaware, Maryland, Ohio, Pennsylvania and Tennessee that catered to independent jobbers, installers and, to a lesser extent, retail customers. Parts Depot retained its Florida-based warehouse and store operations.

Throughout the year, Uni-Select sold five of its corporate stores in Canada, closed one underperforming store and concluded other acquisitions in Canada and the USA, including:

- Warden Automotive (2005) Limited and Warden Leasing & Equipment Limited (Ontario, Canada)
- D&G Auto Parts, Inc. (New York, USA)
- McCullough Sales and Service, Inc. (Indiana, USA)

Uni-Select also acquired an equity interest in a joint venture which purchased the assets of Pat's Auto Supply (G.P.) Inc. and its subsidiaries located in Alberta, Canada.

None of these acquisitions were significant or material with regards to sales or purchase price. For information on the aggregate sales derived from the acquisitions, please refer to the Management Report for the financial year ended December 31, 2008 contained in Uni-Select's 2008 Annual Report.

2009

During the financial year, Uni-Select did not acquire any shares as part of its normal course issuer bid.

On March 16, 2009, Uni-Select USA acquired the assets of T.A.B Auto Parts Co, Inc. which operated an auto parts store in New York State.

On March 23, 2009, Uni-Select USA acquired the assets of American Performance Parts Warehouse, Inc., a company which specialised in the sale of parts in markets other than North American.

In August 2009, Palmar Inc. ("Palmar") sold almost all of its assets through various simultaneous transactions; the assets required to continue the sale of heavy duty truck parts were transferred to UAP Inc., while the assets relating to the sale of steel rims for all types of vehicles were transferred to Enterprise Robert Thibert inc.

During the fiscal year, the Company sold the assets of the majority of its auto parts stores located in the provinces of Ontario and Quebec.

In October 2009, Uni-Select USA purchased all 2,199.62 shares held by various minority shareholders for the price of \$42,562,627.65 US; consequently Uni-Select now holds all the shares of its subsidiary Uni-Select USA.

ITEM 3: DESCRIPTION OF THE BUSINESS

3.1 General Summary

Before the month of August 2009, the activities of Uni-Select were divided into three defined segments: (1) Automotive Group Canada, (2) Automotive Group USA and (3) Heavy Duty Group.

Heavy Duty Group operated:

- Distribution centres that serviced national accounts; and
- Stores that sold to independent truck operators, retail customers and professional installers.

On August 17, 2009, the Heavy Duty Group ceased all operations except those relating to its liquidation.

Since August 2009, Uni-Select is involved only in the distribution of automotive parts in Canada and the United States of America.

The Automotive Group – Canada and USA – focus on the distribution, sale and marketing of automotive replacement parts and accessories, tools and equipment and paint and collision repair products.

3.1.1 Automotive Group Canada

Automotive Group Canada regroups the activities of Uni-Select Pacific Inc., Uni-Select Prairies Inc., Uni-Sélect Québec inc. and Uni-Select Eastern Inc., as described in item 3.4 hereof.

Automotive Group Canada operates 6 distribution centres, 7 pick-up warehouses, and 16 corporate stores across Canada.

At the end of the 2009 fiscal year, the distribution network of Uni-Select's Automotive Group Canada supplied 1,152 stores operating under different banners which, in turn, supply national chains of installers and major clients with a high volume of purchases.

Sales for Automotive Group Canada attained \$525.7 million in 2009 as compared to \$529.4 million in 2008.

3.1.2 Automotive Group USA

The activities of Automotive Group USA are carried out by Uni-Select USA and include 27 distribution centres, 24 pick-up warehouses and 257 corporate stores operating in 24 states.

Automotive Group USA services approximately 2,219 independent jobber stores.

Automotive Group USA operates a number of corporate stores under the Auto-Plus® trademark and continues to operate under a variety of business names including Main Auto Parts, Fleetparts, Parts Distributors and Consumer Auto Parts.

Sales for Automotive Group USA were \$884.2 million in 2009 as compared to \$718.1 million in 2008.

3.1.3 Heavy Duty Group

The operations of Heavy Duty Group were carried on until August 2009 by Palmar, which specialized in the sale and distribution of replacement parts for heavy-duty trucks, trailers and buses, specialty tools and replacement wheels for all types of vehicles. Palmar operated one distribution centre and 23 corporate stores, the majority of which were located in the Province of Québec.

The Company discontinued its Heavy Duty Group activities.

3.2 Products

3.2.1 Automotive Groups Canada and USA

The main products distributed by Automotive Groups Canada and USA are brake parts, suspension systems and exhaust components, paint and body shop products, lubricants and chemical products, equipment and tools, maintenance products including filtration as well as parts for temperature control, engines, fuel and engine management systems. Several of these products are available under Uni-Select's private brand, Auto Extra®.

Beck/Arnley® sells replacements parts for imported vehicles to wholesalers, installers, and consumers. Beck/Arnley® operates 1 distribution center measuring approximately 118,000 square feet located in Smyrna, Tennessee.

3.2.2 Heavy Duty Group

The main products distributed by Palmar before August 17, 2009 were parts for heavy-duty vehicles, trailers and buses, specialty tools as well as wheels and rims for all types of vehicles.

3.3 Uni-Select's Policies

3.3.1 Automotive Groups Canada and USA

(a) Customers

Automotive Group customers operate businesses involved in the wholesale and retail sale of automotive parts and accessories, equipment and tools. Several of these businesses also operate machine shops.

The price structure for products sold by Uni-Select and the trade discounts granted to customers vary by reason of geography and type of customer.

A number of customers, typically larger customers in Canada, are also shareholders of Uni-Select.

Uni-Select maintains contact with its customers through regularly held exhibitions and conventions and through the participation of customers in purchase and marketing advisory committees.

(b) Purchases

Uni-Select distinguishes itself in the automotive replacement parts industry by allowing its customers who are wholesalers to purchase products for direct shipment from suppliers or, from one of Uni-Select's distribution centres. Direct shipments from suppliers enable customers to reduce their acquisition costs for parts. Customers usually purchase products through a Uni-Select distribution centre when they need to place low volume orders or when they require parts immediately.

The choice of suppliers and product lines are selected following recommendations made by committees comprised of customers.

Uni-Select offers products under the private brand Auto Extra®; these products are quality supplies offered at competitive pricing in comparison to that of recognized manufacturers.

(c) ***Guarantees***

To secure the payment of sums owed to Uni-Select, a customer must, generally, grant sufficient security.

(d) ***Succession Planning and Corporate Stores***

In the context of industry consolidation, which is occurring both at the warehouse and the jobber level, Uni-Select has developed a program designed to facilitate its customers' expansion-by-acquisition. Furthermore, considering that some owners of replacement parts stores are aging, Uni-Select has also implemented succession programs to assist customers who wish to retire in the sale of their business. Though Uni-Select prefers to sell to independent jobbers, it recognizes that its customer base is changing and, in order to retain market share, it will own and operate corporate stores in all areas where independent jobbers are not present.

3.3.2 Heavy Duty Group

Until August 2009, Heavy Duty Group sold its products to its major customers directly from its distribution centre and to other clientele through a network of corporate stores. Customers included both small business operators and fleets. Aside from traditional heavy-duty replacement parts, Heavy Duty Group was also involved in the sale of specialty tools. Tools were a natural complement to the needs of the customers of Palmar and, though many tools sold have specialized applications, others are for general use.

Heavy Duty Group was also involved in the sale of steel rims for all vehicles but mostly for automobiles. Many drivers favour the use of steel rims for winter driving conditions and have taken the habit of installing winter tires on these wheels to, on the one hand, avoid disassembling the wheel and tire for the winter season and, on the other hand, to protect the alloy wheels often sold as original equipment. Steel rims were sold to large merchandisers and installers.

3.4 Programs for Merchant Members

3.4.1 Automotive Group Canada

(a) ***Auto Parts Plus® and Auto-Plus®***

The Auto Parts Plus® and Auto-Plus® banners regroup merchant members who are, at times, shareholders of Uni-Select and operate jobber or retail businesses for the sale of automotive parts. The purchases by Auto Parts Plus® and Auto-Plus® customers from Uni-Select during the 2009 fiscal year represented most of the sales of Automotive Group Canada.

(b) ***Bumper to Bumper®***

The Bumper to Bumper® trademark identifies customers located primarily in the Prairies, who operate jobber and retail businesses which sell automotive parts.

(c) ***Other Distribution Programs***

Uni-Select also supplies independent merchants that are not identified by a Uni-Select trademark.

3.4.2 Automotive Group USA

Automotive Group USA was, until December 31, 2009, the largest member of Automotive Distribution Network ("ADN"), an entity that strives to combine purchases of its members in the hopes of negotiating better conditions with suppliers and to present a unified image.

(a) Auto-Plus®

At the end of the fiscal year, Uni-Select USA terminated its membership with ADN to pursue independent development, without the restrictions associated to a group membership and without significant loss to its purchasing power. As a result, Uni-Select has put in place a procedure to accelerate the transition of the signage of their corporate stores and their client stores from Parts Plus® (a trademark of ADN) to Auto-Plus®, a trademark owned by Uni-Select.

Some 887 stores operate under the Auto-Plus® trademark.

(b) Other Distribution Programs

Uni-Select USA has, over the years, grown by acquisition often keeping the trade names of the businesses acquired to retain local awareness. As a result, Automotive Group USA uses many different business names; the use of these names will continue during the period of transition to the Auto-Plus® trademark.

3.4.3 Heavy Duty Group

Palmar was a member of HD America, a US-based organization that favours group purchases of heavy-duty parts and equipment. Palmar has since terminated its HD America membership in Canada, following the sale of its assets on August 17, 2009. Since then, Uni-Select USA has joined HD America to increase the products they offer and to include certain heavy duty truck parts.

3.5 Programs for Merchant Members' Customers (Installers)

3.5.1 Automotive Group Canada

Uni-Select, through merchant members operating under its various trademarks, including Auto-Plus®, Auto Parts Plus® and Bumper to Bumper® supplies, among others, a large clientele of service stations, repair shops, owners of fleets, collision repair shops, automobile and heavy machinery dealers, private and public sector businesses and consumers. Some of these clients are licensed to use a Uni-Select trademark.

(a) Uni-Pro®

Uni-Pro® installers located primarily in the Province of Québec operate repair shops specialized in the sale and installation of exhaust, suspension systems and brakes. Their suppliers are Auto Parts Plus® and Auto-Plus® merchant members.

(b) Pro Color®

Collision repair specialists, recognized for the quality of their workmanship, are offered a license to use the Pro Color® and Pro Color® Prestige trademarks provided they respect quality standards and purchase parts and body shop products through the network of Uni-Select jobbers.

(c) Specialist®

Licensees of the Specialist® trademark operate repair and maintenance shops for motor vehicles. Their suppliers are Auto Parts Plus® and Auto-Plus® merchant members.

(d) SelectAutoXpert

Uni-Select offers the SelectAutoXpert program (“SAX”) to repair shops. This program offers quality-assurance protection which includes a 90-day warranty for parts and labour, an extended 365-day warranty on parts, loyalty rebates, reduced credit card fees, discounts on purchases, promotional materials and commercial and group insurance.

3.5.2 Automotive Group USA

Automotive Group USA offers a variety of business solutions such as marketing and communication assistance and training for independent technicians and shop owners. These services are offered for the identification of the following shop banners: AutoServicePlus® for shop identification, Tools & Equipment Connection for the purchases of parts and equipment through our catalogue service or Counter Connect Online® for internet purchases.

3.6 Support Programs

3.6.1 Automotive Groups Canada and USA

The Automotive Groups also provide a variety of support and management services. These services are directed at marketing, product promotion, advertising materials, exhibitions and store layouts. The services offered to the merchants also include administration services, preferred freight rates, recognized credit card services as well as insurance programs for their employees and their businesses.

3.6.2 National Chains of Installers

Uni-Select is a supplier of parts in Canada to a number of major companies including Prime Carcare Group (Minute Muffler/Speedy), Kal-Tire, TireCraft, OK Tire, Midas, Goodyear, Leader Auto Resources and Canadian Tire, as well as governmental and para governmental organizations. In the USA, Uni-Select is a supplier to governmental bodies and major companies including Amazon, Gateway Tire, Rock Auto and Automotive Tire Distributors.

3.7 Distinctive Brands

3.7.1 Automotive Groups Canada and USA

(a) Auto Extra®

Auto Extra® is Uni-Select's own distinctive house brand line of automotive replacement parts which identifies quality products sold in Canada and the USA.

(b) Beck/Arnley® and Worldparts®

Beck/Arnley® and Worldparts® are distinctive industry brands of maintenance and repair parts for foreign nameplate vehicles, which are sourced globally from manufacturers of high quality products that meet OE standards. The parts are sold to warehouse distributors and retail customers, who in turn distribute them to jobbers, automotive service providers, and consumers throughout Canada and the USA. The brands are viewed as premium, reliable and genuine reflecting nearly 100 years of business in the automotive import aftermarket and benefit from a high awareness level among service technicians.

3.8 Trademarks and Business Names

In the course of its activities, the Automotive Groups of Uni-Select use a number of trademarks and business names, some of which may feature a logo, including those identified in Schedule B hereto.

Uni-Select invests in its trademarks on a continuous basis and all have value but none are essential to marketing its goods and services.

(a) Canada and USA

Uni-Select is trying to harmonize the banner programs and their trademarks within Canada and the United States, as follows:

Auto-Plus® and Auto Parts Plus® are the main trademarks licensed for use by Uni-Select merchant members to identify their stores in Canada. Bumper to Bumper® is a trademark licensed for use by Canadian customers located in the Prairies. Auto-Plus® is the principal trademark used to identify stores that sell parts.

Pro Color®, Pro Equip® and Pro Import identify merchant members specialized respectively in paint and body shop equipment, garage equipment and imported car parts.

The Cooling Depot® is a trademark related to temperature control systems and is licensed for use by merchant members that offer specialized services in this field.

ColorXtra® and Auto Extra® are used for the branding of products exclusively packaged for Uni-Select. These products serve niche markets, such as paint products and parts.

The Specialist® and Uni-Pro® trademarks are the main installer marketing programs, whereas Pro Color® Prestige, Pro Color® Auto and Color Plus serve the same purpose for specialized body shop/collision repair specialists. Uni-Select does not sell products directly to these businesses, but the marks identify the relationship between Uni-Select, its merchant members and their customers.

Counter Connect OnLine® is a trademark used in relation to e-commerce between installers, merchant members and the Uni-Select distribution centres. In the United States, the banner program under Auto Service Plus offers its marketing, communication and training solutions to independent technicians and shop owners, and the trademark, Import Parts Source, identifies the marketing program for those vehicles manufactured by foreign manufacturers, whether or not the vehicles are assembled in North America.

3.9 Real Estate

Uni-Select favours leasing the facilities out of which its operations are conducted. It owns a limited amount of real estate.

(a) Canada

Uni-Select owns the building where its head office is located in Boucherville, Québec. The land stands on an area of 350,480 square feet and the building covers approximately 195,500 square feet of which 32,300 are reserved for administration.

Some subsidiaries and joint ventures of Uni-Select own real estate out of which they operate their activities. Uni-Select Eastern Inc. is currently the owner of the 59,000 square foot building in London, Ontario and land (including a building) measuring 26,664 square feet in Clinton, Ontario which it leases to members. Uni-Select Québec inc. is the owner of a multi-tenant property in Sainte-Julienne, Québec that it rents to a car parts store.

(b) USA

Uni-Select USA does not own any significant facilities.

3.10 Competition

At the wholesale level, automotive parts are available through a variety of sources, the main sources being warehouse distributors, car dealers and national chains. Based on volume of sales, Uni-Select believes that it ranks second in Canada among traditional warehouse distributors. Automotive Group USA is believed to be the 7th largest seller of aftermarket parts in the USA. Notwithstanding the fact that Uni-Select's two major competitors in Canada are held by American interests, it is possible that another major American competitor could establish a base in Canada, thereby increasing competition. Conversely, in the United States, a number of large competitors are actively expanding their operations by opening new stores or acquiring existing businesses. Nonetheless, the wholesale business in the United States remains unconsolidated if due only to the breadth of the market.

3.11 Human Resources

Uni-Select believes that the quality of its staff is a key factor of its success. Uni-Select considers its labour relations with its employees to be satisfactory. It employs close to 5,000 persons in Canada and the United States.

(a) *Canada*

Warehouse employees of the distribution centres located in Boucherville, Québec and Burnaby, British Columbia, employees of the satellite distribution centre located in Québec City and employees of stores located in the Beauce region are unionized.

(b) *USA*

Warehouse employees of the Tonawanda, New York facility are unionized.

3.12 Environmental Risk

Uni-Select is principally a distributor of parts and is not involved in manufacturing activities. It does not have any research and development operations in respect of new products. Other than an unforeseen incident, such as a fire in a distribution centre, the Company's environmental risk is limited to the accidental spill of limited quantities of hazardous materials during transport or handling.

3.13 Risk Factors

The Company incorporates by reference the disclosure describing the risk factors to which the Company's business is exposed contained in its Management Report for the year ended December 31, 2009 under the heading "Risk Management" which is included in the 2009 Annual Report. The Annual Report is available on www.sedar.com as well as on Uni-Select's website at www.uniselect.com.

ITEM 4: DIVIDEND POLICY

Uni-Select has a dividend payment policy in place since 1998. The Company declares yearly dividends, subject to profitability, liquidity requirements to finance growth, the general financial health of the Company and other factors determined by the Board of Directors. Uni-Select's policy has been to declare a dividend at a rate of approximately 20% of the previous year's net earnings.

For the first quarter of 2010, Uni-Select declared a dividend of \$0.1165 per share. In 2009, Uni-Select declared a dividend of \$0.1165 per share per quarter. In 2008, Uni-Select had declared a dividend of \$0.1075 per share per quarter.

ITEM 5: DESCRIPTION OF CAPITAL STRUCTURE

5.1 General Description of Capital Structure

Uni-Select Inc.'s capital structure is composed of an unlimited number of common shares, without par value, and an unlimited number of preferred shares, without par value, issuable in series with the following characteristics:

(a) *Common Shares*

Each common share entitles the holder thereof to one vote and to receive dividends in such amounts and payable at such time as the Board of Directors shall determine after the payment of dividends to the preferred shares. In the event of a liquidation, dissolution or winding-up, the holders shall be entitled to participate in the distribution of the assets after payment to the holders of the preferred shares.

(b) *Preferred Shares*

The preferred shares are non-voting shares issuable in series. The Board of Directors has the right, from time to time, to fix the number of, and to determine the designation, rights, privileges, restrictions and conditions attaching to the preferred shares of each series. The holders of any series of preferred shares are entitled to receive dividends and to participate in the distribution of the assets upon liquidation, dissolution and winding-up in priority to the common shares. There are no issued and outstanding preferred shares.

ITEM 6: MARKET FOR THE NEGOTIATION OF SECURITIES

The common shares of Uni-Select Inc. are listed for trading on the TSX under the UNS ticker symbol.

The table below provides the price ranges and volume traded on the TSX for each month of the most recently completed financial year.

Month	Price (Low) (\$)	Price (High) (\$)	Volume
January	20.58	28.15	185,416
February	21.41	27.00	332,214
March	20.45	26.99	271,625
April	23.85	28.50	360,559
May	25.52	29.00	243,924
June	24.30	27.75	212,588
July	23.41	25.96	344,201
August	25.35	27.92	473,786
September	25.22	27.95	370,317
October	26.22	27.87	183,234
November	26.21	28.57	265,048
December	27.42	31.21	181,993

ITEM 7: EXECUTIVE OFFICERS AND DIRECTORS

7.1 Executive Officers

As at March 30, 2010, the name, province or state and country of residence of the executive officers that compose the management team of Uni-Select and their present title are as follows:

Name & Province / State of Residency	Current Position	Name & Province / State of Residency	Current Position
Richard G. Roy, CA Québec, Canada	President and Chief Executive Officer	Martin Labrecque, CMA Québec, Canada	Vice President, Finance and Control
William Alexander Virginia, USA	Executive Vice President, Corporate Stores	Michel Laverdure Québec, Canada	Vice President, Corporate Purchasing
Guy Archambault, eng. Québec, Canada	Vice President, Corporate Development	Luc L'Espérance Québec, Canada	Vice President, Human Resources
Jean-Pierre Beaulieu Québec, Canada	Vice President and Chief Information Officer	Denis Mathieu, CA Québec, Canada	Vice President and Chief Financial Officer
James Buzzard New York, USA	Senior Vice President Corporate Stores, USA	Gary O'Connor Québec, Canada	Executive Vice President
Robert Buzzard New York, USA	Vice President, IT and Administration Uni-Select USA, Inc.	Michel Ravaclely Québec, Canada	Vice President, Supply Chain & Integration
Pierre Chesnay, LL.L. Québec, Canada	Vice President, Legal Affairs & Secretary	Michèle Raymond Québec, Canada	Vice President, Communications and Strategic Development
Max C. Dull Tennessee, USA	Vice President and General Manager Beck/Arnley Worldparts, Inc.	Jean Rivard Québec, Canada	Vice President, Special Projects
Florent Jacques Québec, Canada	Senior Vice President, Distribution & Integration	Brent Windom Tennessee, USA	Vice President, Marketing and Product Management, North America

All of the above executive officers have held the position indicated opposite their name or held a similar position with Uni-Select during the last five years, except:

- (i) Richard G. Roy who, until April 2007, held the position of Vice President, Administration and Chief Financial Officer of Uni-Select when he acceded to the position of Chief Operating Officer prior to being named President and Chief Executive Officer of Uni-Select on January 1, 2008;
- (ii) William Alexander who, from September 2006 to September 2008 was President and Chief Executive Officer of Parts Depot, Inc. and thereafter was Vice President, Mid-Atlantic Region of Uni-Select USA, Inc. until January 1, 2010;
- (iii) Jean-Pierre Beaulieu who held the position of Manager, Information Technologies at Sico Inc. until December 2006;
- (iv) James Buzzard who, until December 16, 2009, was Executive Vice President, Automotive Group USA;
- (v) Max C. Dull who from March 2004 to April 2005 was Vice President, General Manager of Beck/Arnley Worldparts Corp., and thereafter was appointed President and Chief Executive Officer thereof until he joined Beck/Arnley Worldparts, Inc. as Vice President in June 2008;
- (vi) Florent Jacques who, prior to August 2007, was Vice President, Distribution and Integration of Uni-Select;
- (vii) Martin Labrecque who, prior to May 2007, was Corporate Controller of Uni-Select;
- (viii) Michel Laverdure who, prior to January 2, 2007, was Manager, Corporate Purchasing at Uni-Select;
- (ix) Denis Mathieu who, prior to February 2007, was the Executive Vice President of Transcontinental Direct USA Inc.;
- (x) Gary O'Connor who, prior to September 2005, was the Vice President and General Manager, Customer Relations of Affinia Canada Corp. and until December 16, 2009, was Executive Vice President, Automotive Group Canada;
- (xi) Michel Ravacley who, until November 2005 was the Vice President, Global Operations at The Hockey Corporation CCM Reebok and prior to November 2008, was the Vice President, Global Supply Chain for Mega Brand Inc.;
- (xii) Michèle Raymond who, prior to January 2007, held the position of Vice President, Sales at Datamark Systems.
- (xiii) Jean Rivard who, prior to May 2006, was General Manager at Laidlaw Carriers G.P. Inc. and until December 16, 2009, was Executive Vice President, Heavy Duty Group; and
- (xiv) Brent Windom who, prior to December 2008 was, Vice President, Marketing and Product Management of Uni-Select USA, Inc.

7.2 Directors

The Company incorporates by reference the disclosure under the heading "Election of Directors" relating to the Company's directors contained in Uni-Select's Information Circular prepared in connection with the Annual and General Shareholders' Meeting to be held on May 14, 2010, which is available at www.sedar.com or upon request from the Secretary of the Company.

As at March 30, 2010, the executive officers and directors of Uni-Select, as a group, beneficially owned or controlled or directed, directly or indirectly, 2,034,354 common shares of Uni-Select Inc. representing 10.32% of the issued and outstanding common shares of Uni-Select Inc.

ITEM 8: CONFLICTS OF INTEREST

Mr. Clay E. Buzzard, a member of the Board of Directors of Uni-Select Inc., is the majority shareholder of Clarit Realty, Ltd., the owner and landlord of 43 buildings leased by Uni-Select USA across the United States. The current terms and conditions of the leases are at fair market value and the leases provide for an arbitration mechanism in the event of any disagreement.

ITEM 9: TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar of Uni-Select Inc. is Computershare Trust Company of Canada who keeps the Company's register of transfers at its offices in Montreal, Québec.

ITEM 10: INTERESTS OF EXPERTS

Raymond Chabot Grant Thornton LLP, the auditors of the Company, is the only person, company or partnership which is named as having prepared or certified a report, valuation, statement or opinion described, included or

referred to in a filing made by the Company during or relating to the Company's most recently completed financial year and whose profession gives authority to the report, valuation, statement or opinion made.

Raymond Chabot Grant Thornton LLP is independent in accordance with the auditor's rules of professional conduct.

ITEM 11: AUDIT COMMITTEE

11.1 Audit Committee Charter

The Board of Directors of Uni-Select adopted a charter describing in detail the mandate of the Audit Committee. A copy of the Audit Committee Charter is attached as Schedule C.

11.2 Composition of the Audit Committee

The members of the Audit Committee are Pierre Desjardins, John A. Hanna, Hubert Marleau and Jean Guénette, who chairs the committee. Each member is "independent" and "financially literate" within the meaning of Regulation 52-110 – Audit Committees.

11.3 Relevant Education and Experience

Pierre Desjardins has been President and Chief Executive Officer of a number of entities, including public corporations and is a member of the human resources and corporate governance committees of SFK Pulp Fund. John A. Hanna was designated a Fellow of CGA Canada (FGCA), has held the office of Chief Financial Officer of Rexel North America Inc. and is a director of Innergex Power Income Fund Chairs, its audit committee and is a member of its acquisition committee. He is also an independent member of the audit committee of Transport Canada and Infrastructure Canada. Hubert Marleau is a professional money manager. He has been extensively involved in portfolio management and business valuations and has served as director of numerous companies. Jean Guénette is a Chartered Accountant and a corporate director. He serves on the board and the audit committee of Novexco Inc. and over the course of his professional life, has held positions as controller and Vice President, Finance.

11.4 Outside Consultants or Advisors

In addition, the Audit Committee may retain, at the Company's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate.

11.5 External Auditor Service Fees

The Company, as a rule, retains the services of external consultants to avoid potential conflict of interest situations involving its auditors. The Company did not retain the services of its auditors in the period ended December 31, 2009, to act in any of the following matters:

- bookkeeping or other services related to its accounting records or financial statements;
- the design and implementation of information systems related to its financial information;
- actuarial services;
- internal audits;
- management functions and/or human resources consulting services; or
- legal opinions.

The following table shows fees paid to Raymond Chabot Grant Thornton LLP in Canadian dollars in the past two fiscal years for various services provided to Uni-Select:

	Year ended December 31	
	2009	2008
Audit Fees	\$606,000	\$588,465
Audit-Related Fees	\$79,000	\$58,704
Tax Fees	\$356,000	\$124,269
All Other Fees	\$0	\$0
Total Fees	\$1,041,000	\$771,438

Audit Fees

These fees include professional services rendered by the external auditors for statutory audits of the annual financial statements.

Audit-Related Fees

These fees include professional services and ancillary services reasonably related to the audit of the Company's financial statements.

Tax Fees

These fees include professional services for tax compliance and tax advice and excludes overall tax planning for which Uni-Select retains the services of a third-party accounting firm.

ITEM 12: ADDITIONAL INFORMATION

Additional information relating to Uni-Select may be found on SEDAR at www.sedar.com.

Further information, including information regarding directors' and officers' remuneration and indebtedness, security holdings, the principal shareholders of Uni-Select, securities authorized for issuance under equity compensation plans and risk factors, if applicable, are included in the Information Circular, audited financial statements of the Company for the period ended December 31, 2009 and management's report are incorporated into this Annual Information Form by reference. They may be found on the SEDAR Internet site, www.sedar.com.

Certain statements made in this Annual Information Form contain forward-looking statements which, by their very nature, include risks and uncertainties, such that actual results could differ from those indicated in those forward-looking statements. Unless required to do so pursuant to applicable securities legislation, Uni-Select assumes no obligation as to the updating or revision of the forward-looking statements as a result of new information, future events or other changes.

For further information or to obtain copies of any of the above-mentioned documents, please contact:

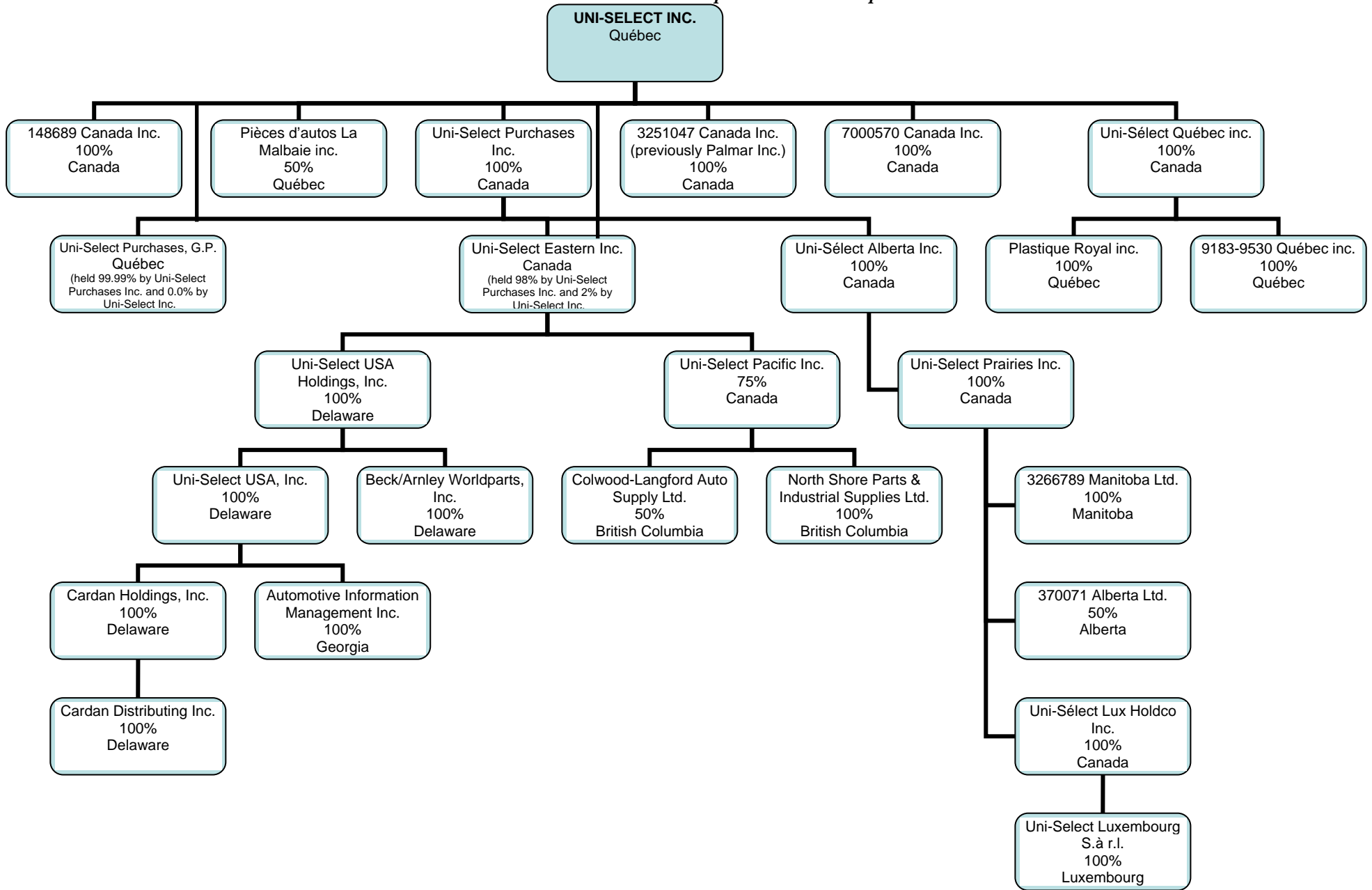
Uni-Select Inc.
170 Industriel Blvd.
Boucherville, Québec J4B 2X3

Attention: Secretary, Pierre Chesnay
(450) 641-2440

March 30, 2010

SCHEDULE A

Uni-Select and its subsidiaries – Inter-Corporate Relationships – March 2010



SCHEDULE B

MAIN TRADEMARKS



UNI-SELECT®



BECK/ARNLEY®



WORLDPARTS®

MAIN PARTS IDENTIFICATION TRADEMARKS



MAIN STORE IDENTIFICATION TRADEMARKS



BUMPER TO BUMPER®

MAIN INSTALLER IDENTIFICATION TRADEMARKS

SPECIALIST®



SPECIALIZED SERVICES IDENTIFICATION TRADEMARKS



Used exclusively in the US.



Used exclusively in the US.

SCHEDULE C
AUDIT COMMITTEE CHARTER

PART I. COMMITTEE STRUCTURE

1. PURPOSE OF COMMITTEE

The Audit Committee is established by the Board of Directors to assist the Board in fulfilling its responsibilities with respect to the integrity of the Company's financial statements, reports and financial reporting process. In so doing, it is the responsibility of the Committee to maintain free and open communication between the Board, the external auditors and management of the Company and monitor their performance, recognizing that the external auditors are ultimately responsible to the Committee, the Board and the shareholders of the Company.

2. COMPOSITION OF COMMITTEE

The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three directors, provided that each member of the Committee shall be an independent director. In addition, each member of the Committee shall be financially literate and at least one member of the Committee shall have accounting or financial experience.

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 Company. 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.

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, provided that the Committee shall meet at least four times per year. 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.

11. ACCESS

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

12. ATTENDANCE OF OFFICERS OR EMPLOYEES AT A MEETING

The President and Chief Executive Officer of the Company and, at the invitation of the Chair, one or more officers or employees of the Company 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 Company'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, including sole authority to approve the fees and other retention terms for such persons.

PART III. MANDATE OF COMMITTEE

1. MONITORING THE PRESENTATION OF FINANCIAL INFORMATION

The Committee shall:

- (a) verify the quality and integrity of: accounting procedures and the process for presenting financial information; controls and the procedures for disclosing information; and the Company's internal control systems by means of discussions with management and external auditors;
- (b) review with management and the external auditors and recommend to the Board for approval the annual audited financial statements to be incorporated in the Company's annual report, including information provided in the Company's Management Report and annual and interim earnings press releases, prior to their publication, filing or circulation;
- (c) review with management and recommend to the Board for approval the consolidated quarterly financial statements of the Company and related information, including information provided in the Company's Management Report, prior to their publication, filing and communication, and review the level and type of financial information communicated, on occasion, to the financial markets;
- (d) review the financial information contained in material public disclosure documents such as prospectuses, offering memorandums, annual information forms, press releases and other reports, financial or otherwise, submitted to the Board for approval prior to their release;
- (e) review with the external auditors and management the quality, relevancy and the communication of the Company's accounting principles and policies and the underlying hypothesis and practices with regards to the presentation of information as well as, proposed amendments to the above;
- (f) satisfy itself that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and periodically assess the adequacy of those procedures;
- (g) review the analyses and other written communications prepared by management or the external auditors raising important questions regarding the presentation of the financial information and the decisions taken in the preparation of the financial statements, including, the analyses of the impact of using other accounting methods, in accordance with generally accepted accounting principles, on the financial statements;
- (h) verify that the management certificates with regards to the financial reports are in compliance with applicable legislation;
- (i) review the results of the external audit, the important problems that caught the attention of the auditors during the audit as well as, the reaction or plan of action of management with regards to all letters of recommendation of the external auditors and all important recommendations submitted.

2. MONITOR THE MANAGEMENT OF RISK AND INTERNAL CONTROLS

The Committee shall:

- (a) receive and review, periodically, a management report evaluating the adequate character and effectiveness of accounting and financial controls, the procedures for the communication of information and the internal control systems of the Company and satisfy itself that management is responding on a timely basis to any significant weaknesses which have been identified;
- (b) examine the adequacy of insurance coverage each year and as needed;
- (c) review the evaluation and risk management policies of the Company, including the Company's policies with regards to credit;
- (d) review fixed asset expenditures and other important expenses, asset sales, leases and transactions between the Company and directors (with the Corporate Governance Committee, if applicable), and all other transactions that may modify the financial or organizational structure of the Company or influence them in a considerable manner, including any off balance sheet items;
- (e) manage, review and recommend, when deemed advisable, the Audit Committee Whistleblower Procedures;

- (f) request that a special audit be undertaken, as needed;
- (g) review the litigations, claims and other eventualities and regulatory or accounting initiatives that may influence, in a significant manner, the financial situation or results of the Company and verify the relevancy of their communication in the documents examined by the Committee.

3. MONITORING THE EXTERNAL AUDITORS

The Committee shall:

- (a) recommend to the Board the appointment of the external auditors and, if required, their removal (in each case, subject to shareholder approval), evaluate and recommend the approval of the remuneration of the auditors, as well as, control their qualifications and their independence;
- (b) approve all the auditing services provided by the external auditors of the Company or its subsidiaries, determine the services, other than auditing services, that the external auditors are not authorized to provide and review and approve in advance all non-audit services that the external auditors are authorized to provide and the fees for such services;
- (c) review the recommendations made by the shareholders and the Board regarding the renewal of the mandate of the external auditors or their replacement for the Company and all the Pension Funds of the Company;
- (d) ensure that the external auditors report freely to the Committee and the Board;
- (e) discuss with the external auditors not only of the compliance of the Company's accounting principles but also their quality, including (i) all essential accounting practices and policies used, (ii) other ways of treating the financial information that is the subject of discussions with management, the scope of their usage and the treatment preferred by the external auditors and (iii) all other important written communications between the Company and the external auditors (including any disagreements with management) and to report to the Board on such meetings;
- (f) review, at least once a year, the external auditor's report describing their internal quality control procedures, all important questions raised at the last internal quality control review of their firm or, on occasion, during a control by their peers or at the time of an investigation by governmental or professional authorities in the preceding five years, relating to one or more audit mandates executed by the auditors, as long as the documents are available, and the solutions implemented pursuant to such review;
- (g) review, at least once a year, the official disclosure report of the external auditors describing all their relations with the Company and confirming their independence, and have discussions with the external auditors with regards to the relations or services that may influence their objectivity or their independence;
- (h) review the Company's practices with regards to the hiring of actual or former partners or employees of its present or former external auditors;
- (i) oversee the work of the external auditor including, the resolution of disagreements between management and the external auditor regarding financial reporting;
- (j) ensure that the Committee has, at all times, direct communications with the external auditor and meets separately with the external auditors, in the absence of management, at least once a year and as often as it deems it necessary.

4. REVIEW OF FINANCINGS

Review the appropriateness and the conditions of financings and equity offerings.

5. OVERSIGHT IN RESPECT OF PENSION MATTERS

The Committee shall:

- (a) consider, and in accordance with regulatory requirements, recommend for approval any changes in the Company's pension plans after consultation with the Human Resources and Compensation Committee when such changes may adversely affect the financial situation of the Company;
- (b) recommend the termination of investment managers in light of the performance of the Company's pension plans;

- (c) receive, review and report to the Board on the actuarial valuation and funding requirements for the Company's pension plans.

6. LIMITATION OF RESPONSIBILITY

Although the Committee has the responsibilities and powers established by the present Charter, it is not obligated to plan or conduct the audits or to determine if the financial statements of the Company are complete and accurate and if they are in compliance with generally accepted accounting principles. This responsibility rests with management and the external auditors.

No provision of the present Charter assigns to the Committee the Board's responsibility of ensuring that the Company respects all laws or applicable regulations or to extend the scope of the standards that apply to the liability of the directors or the members of the Committee pursuant to legal or regulatory requirements. Even if the Committee has a precise mandate and its members may have financial experience, they do not have the obligation to act as auditors or to conduct an audit, nor to determine if the financial statements of the Company are complete and accurate. The members of the Committee have the right to rely upon, absent information to the contrary, (i) the integrity of the persons and the organizations that submit information to them, (ii) the exactness and integrity of the information provided, and (iii) the representations made by management regarding services, other than auditing services, that the external auditors provide to the Company. The Committee has not been given the responsibility to monitor so that it may determine independently if (i) management applied the proper principles with regards to accounting or the presentation of the financial information or proper internal controls and procedures or (ii) the financial statements of the Company were reviewed and, where applicable, audited according to generally accepted accounting principles.

7. 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 Corporate Governance Committee and approved by the Board, and shall report to the Board the results of the self-evaluation.

8. REVIEW OF DISCLOSURE

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

9. 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.

10. 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.