



ANNUAL INFORMATION FORM 2014

MARCH 16, 2015

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CAUTION REGARDING FORWARD-LOOKING STATEMENTS

The Annual Information Form (“AIF”) is intended to provide investors with material information about Uni-Select Inc. and its subsidiaries in the context of historical and possible future development.

Certain sections of this AIF contain forward-looking statements within the meaning of securities legislation concerning the Corporation’s objectives, projections, estimates, expectations or forecasts.

These forward-looking statements are subject to a number of risks and uncertainties. Accordingly, actual results could differ materially from those indicated or underlying these forward-looking statements. The major factors that may lead to a material difference between the Corporation’s actual results and the projections or expectations expressed in these forward-looking statements are described in the “Risk Management” section of its Management Report for the year ended December 31, 2014 included in the Corporation’s Annual Report and filed with the Canadian securities regulatory authorities.

The Corporation’s results may also be affected by the competitive environment, consumer purchasing habits, vehicle fleet trends, general economic conditions and the Corporation’s financing capabilities. There can be no assurance as to the realization of the results, performance or achievements expressed or implied by forward-looking statements. Unless required to do so pursuant to applicable securities legislation, Management assumes no obligation as to the updating or revision of forward-looking statements as a result of new information, future events or other changes.

Unless otherwise stated, the information contained in this AIF is presented as at December 31, 2014 (the last day of the Corporation’s most recently completed financial year) and all dollar amounts are expressed in US dollars.

DOCUMENTS INCORPORATED BY REFERENCE

Each section of the Management Report for the year ended December 31, 2014 as well as for 2013 and 2012, that are referred to in this AIF are incorporated herein by reference, all of which are filed on SEDAR at sedar.com.

GLOSSARY

All references to the terms indicated in the AIF refer to the corporations listed in Reference.

TERMS	REFERENCE
“Uni-Select”, “Corporation”	Uni-Select Inc. and/or its subsidiaries
“Uni-Select USA”	Uni-Select USA, Inc.
“Beck/Arnley”	Beck/Arnley Worldparts, Inc.
“FinishMaster”	FinishMaster, Inc.

1 | CORPORATE STRUCTURE

1.1 | INCORPORATION

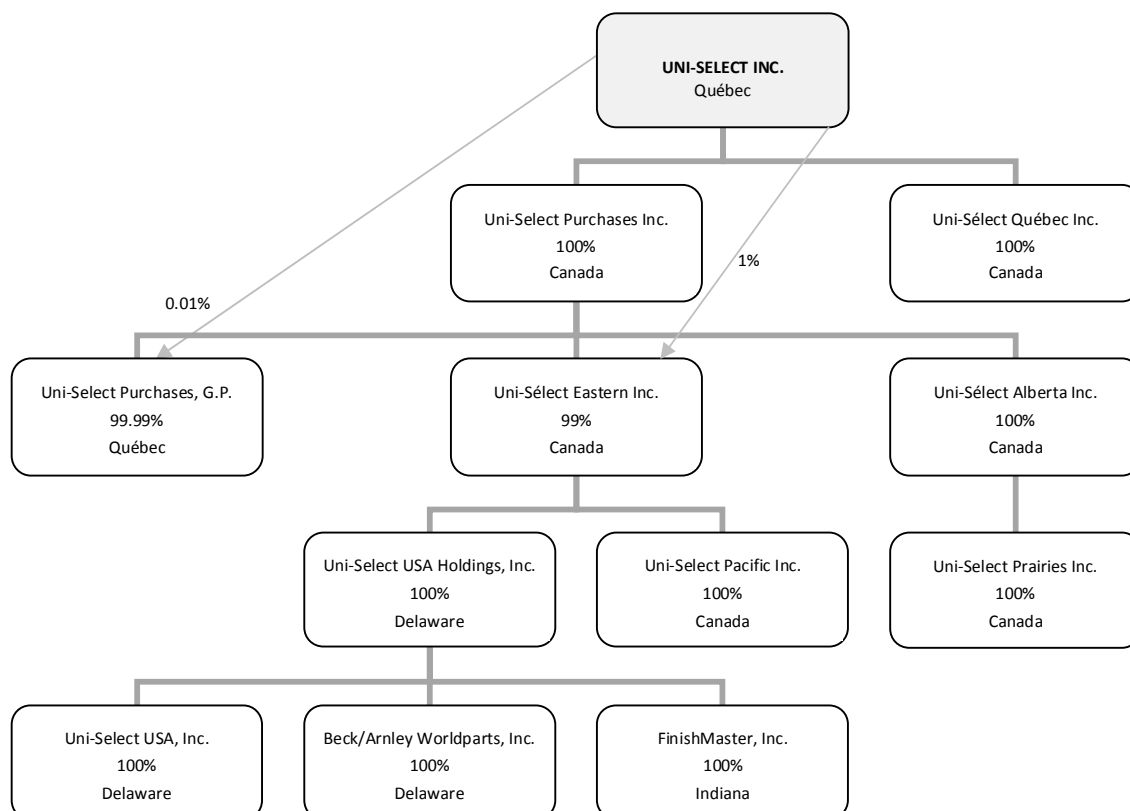
Uni-Select Inc. was incorporated by letters patent issued under Part I of the *Companies Act* (Québec) on November 22, 1968. On November 3, 1981, Uni-Select was continued under Part IA of the *Companies Act* (Québec). Certificates of Amendment were issued on March 1, 1985 and October 10, 1985 amending its share structure. Since February 14, 2011, Uni-Select is governed by the *Business Corporations Act* (Québec).

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

1.2 | SUBSIDIARIES

The activities of the Corporation are conducted either directly or through subsidiaries. Schedule A hereto contains a complete organizational chart describing the inter-corporate relationships between Uni-Select and its subsidiaries.

The following organizational chart illustrates the corporate structure of Uni-Select and its significant subsidiaries, and their respective jurisdictions of incorporation or formation. For simplification purposes, the chart omits certain subsidiaries and indicates only the voting shares.



2 | GENERAL DEVELOPMENT OF THE BUSINESS

2.1 | GENERAL OVERVIEW

Uni-Select is involved in the distribution of automotive parts and paint products in Canada and the United States of America. Uni-Select's activities focus on the distribution, sale and marketing of automotive replacement parts and accessories, tools and equipment and paint and related products in Canada and the United States.

2.2 | HISTORY

2012

In 2012, Uni-Select initiated a plan to optimize its network ("**Consolidation Plan**"). The plan involved a complete overhaul of inventory, supply sources, delivery routes and personnel. The inventory was reduced by \$33.0 million by reducing the quantity of products with lower frequency sales and eliminating duplication of identical lines without impacting efficiency.

Throughout the year, Uni-Select concluded the purchase of the assets of 9034-9895 Québec Inc. ("**9034**"), a corporation operating 3 stores in Québec. In the USA, the Corporation sold one of its corporate stores, closed 24 other underperforming stores and concluded the acquisition of substantially all the assets of Royco Auto Parts, Inc. ("**Royco**"), Pro Finishes Plus, Inc. ("**Pro Finishes**") and Mid-State Automotive Paint and Body Shop Supply, Inc. ("**Mid-State**").

The acquisitions of the assets of 9034, Royco, Pro Finishes and Mid-State and the sale of a corporate store did not constitute "significant acquisitions" within the meaning of applicable securities laws. For information on the aggregate sales derived from the acquisitions, please refer to the Management Report for the fiscal year ended December 31, 2012.

As part of normal course issuer bids conducted through the TSX, in 2012 the Corporation repurchased for cancellation 87,366 common shares at an average price of C\$23.74.

2013

During the second quarter of 2013, the Corporation's Board of Directors approved an internal strategic and operational plan ("**Action Plan**"), which complements the distribution network Consolidation Plan announced in 2012. The Action Plan includes the closure and rightsizing of certain stores and warehouses, as well as the addition of two new facilities, among other initiatives. The total cost of implementing the Action Plan was expected to be approximately \$45.0 million, of which \$13.0 million represents cash disbursements net of income tax recoveries. The Action Plan generated cost savings of \$13.0 million in 2013. In 2013, Uni-Select closed 34 stores and 5 warehouses, divested 6 stores to some customers, relocated its US national distribution centre and restructured its operations leading to headcount reduction.

The 2013 year was also marked by the completion of the enterprise resource planning system deployment. The enterprise resource planning system allows improvement in customer service, accuracy of data information, harmonization and improvement of operational processes and therefore overall business.

On December 2, 2013, Uni-Select sold the shares it held in the capital stock of one of its members, Pièces d'auto St-Jean Inc. ("**PA St-Jean**"). Throughout the year, Uni-Select sold 2 of its corporate stores and 1 machine shop in Canada and 2 Motorcraft original equipment ("**OE**") dealer businesses in the USA. Also, Uni-Select concluded the acquisition of substantially all the assets of P & P of Virginia, LLC ("**P & P**"), Central Paint & Car Specialty ("**Central Paint**") and El-Mar Co., Inc. ("**El-Mar**").

The sale of the shares of PA St-Jean, the acquisitions of the assets of P & P, Central Paint and El-Mar and the sale of the corporate stores, Motorcraft OE dealer businesses and machine shop did not constitute "significant acquisitions" within the meaning of applicable securities laws. For information on the aggregate sales derived from the acquisitions, please refer to the Management Report for the fiscal year ended December 31, 2013.

As part of normal course issuer bids conducted through the TSX, in 2013 the Corporation repurchased for cancellation 287,501 common shares at an average price of C\$22.87.

2014

The Action Plan generated cost savings of \$15.7 million in 2014 for a cumulative amount since its inception of \$28.7 million.

In 2014, the Corporation closed 3 warehouses, sold or closed 4 corporate stores, opened 1 distribution centre and reconfigured and optimized 2 warehouses.

Throughout the year, Uni-Select concluded the purchase of the assets of Auto Paint & Supply of Lakeland, Inc. ("**Lakeland**"), Midwest Refinishings Supply, Inc., Metro Paint Supplies, Inc. and Automotive Coatings & Equipment, LLC (collectively "**Metro Paint**"), Atlantic Automotive Paints, Inc. ("**Atlantic**"), J.K. Distributors, Inc. ("**JK**"), Syracuse Motor Parts, Inc. ("**Syracuse**") and purchased the shares of Hartman Auto Supply (1996) Ltd. ("**Hartman**"). It also sold assets related to one store located in Indiana to MC Entrepreneurs Inc. ("**MC**").

The acquisitions of the assets of Lakeland, Metro Paint, Atlantic, JK & Syracuse, the purchase of the shares of Hartman and the sale of the assets to MC represented, in the aggregate, \$29.8 million. These acquisitions did not constitute "significant acquisitions" within the meaning of applicable securities laws. For information on the aggregate sales derived from the acquisitions, please refer to the Management Report for the fiscal year ended December 31, 2014.

As part of normal course issuer bids conducted through the TSX, in 2014 the Corporation repurchased for cancellation 58,115 common shares at an average price of C\$27.94.

On December 11, 2014, Uni-Select sent notices of redemption for all of its outstanding 5.9% Extendible Convertible Unsecured Subordinated Debentures due on January 31, 2016 ("**Debentures**").

The entire aggregate principal amount of the \$51,750,000 of Debentures outstanding was redeemed as of February 1, 2015 (“**Redemption Date**”), upon payment by the Corporation of a redemption amount of \$1,000 for each \$1,000 principal amount of Debentures. All accrued and unpaid interest on the Debentures up to and including January 31, 2015, inclusively, was paid immediately prior to the Redemption Date. The Debentures were delisted from the Toronto Stock Exchange at the close of business on January 30, 2015.

On February 9, 2015, the Corporation entered into an agreement for the sale of substantially all of the assets of Uni-Select USA, Inc. and Beck/Arnley Worldparts, Inc. to an affiliate of Icahn Enterprises L.P. at a purchase price of approximately \$340 million, subject to adjustments based on the net tangible book value of assets sold at closing. FinishMaster, Uni-Select’s automotive paint distribution activities, as well as its Canadian automotive products distribution business unit are not subject to the transaction. The transaction is expected to close during the first half of 2015 and is subject to customary closing conditions, including obtaining regulatory approvals.

3 | DESCRIPTION OF THE BUSINESS

3.1 | OVERVIEW

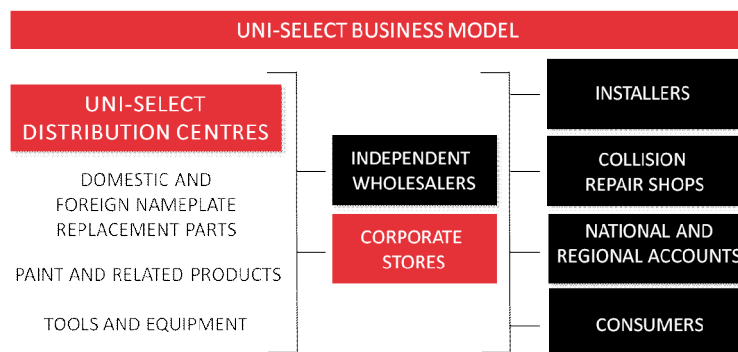
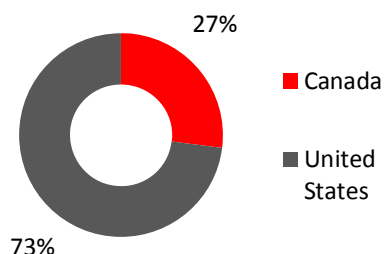
Founded in Québec, Canada in 1968, Uni-Select is a leading North American distributor of replacement parts, equipment, tools, accessories, paint and related products in the automotive aftermarket. Leader in the Canadian market, Uni-Select is the fifth largest parts distributor and the largest independent distributor of paint and related products in North America.

Uni-Select serves one the most extensive networks of independent distributors of automotive parts and accessories in North America, serving nearly 3,100 wholesalers from its distribution centres. It also supplies tens of thousands of installers and collision repair shops as well as national and regional accounts and consumers from its corporate stores.

Uni-Select’s customers have access to over 2 million replacement parts for domestic and imported vehicles and almost 30,000 different paint products and collision repair shop accessories. Inventory of nearly 300,000 different parts is constantly maintained to meet customers’ needs. Its wide range of products includes national and private brands. Its suppliers stand among the largest manufacturers of automotive parts and paint products in the world.

Its activities are mainly focused on the distribution, sale and marketing of automotive replacement parts and accessories, tools and equipment and paint and related products in Canada and the United States. With respect to sales generated by the Corporation, the second and third quarters have historically generated higher sales than the first and fourth quarters.

Uni-Select 2014 Sales









PRODUCTS

The main products distributed by Uni-Select are brake parts, suspension parts, driveline 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, fuel systems and engine management components. Several of these products are available under Uni-Select's private brands, Auto Extra®, Worldparts® and Mäktig™, which are quality products offered at competitive pricing in comparison to that of recognized manufacturers.

Beck/Arnley sells replacement parts for foreign nameplate vehicles under the trademark Beck/Arnley®. The maintenance and repair parts offered under this brand are sourced globally from manufacturers of high quality products that meet OE standards. The parts are sold to warehouse distributors who, in turn, distribute them to independent distributors, automotive service providers, and consumers throughout Canada and the USA. The brands are viewed as premium, reliable and genuine reflecting 100 years of business in the automotive import aftermarket and benefit from a high awareness level among service technicians.

FinishMaster sells automotive paints, coatings and related accessories. In addition to its own private brand of refinishing accessory products, SMART, FinishMaster provides a comprehensive selection of brand name products supplied by Axalta Coating Systems, PPG Industries, Inc., 3M Company and BASF Corporation. FinishMaster is dependent on such suppliers with its top ten vendor partners accounting for approximately 90% of its purchases. SMART is FinishMaster's own private label brand of associated products that are designed to meet the high standards demanded by automotive aftermarket customers. SMART has a national brand identity and offers exceptional value to the automotive aftermarket.

TRADEMARKS FOR PRODUCTS		
TRADEMARKS	DESCRIPTION	IDENTIFICATION
Auto Extra®	Parts products exclusively packaged for Uni-Select	
ColorXtra®	Paint products exclusively packaged for Uni-Select	
Worldparts®	Parts products sold by Uni-Select	
Beck/Arnley®	Distinctive industry brand of maintenance and repair parts for foreign nameplate vehicles	
SMART	Paint and refinishing accessory products sold by FinishMaster	
The Cooling Depot®	Product brand for temperature control and engine cooling systems	

CUSTOMERS

The customers of Uni-Select operate businesses involved in the wholesale and retail sale of automotive parts and accessories, equipment and tools and paint and collision repair products. Several of these businesses also operate repair and collision repair shops. Uni-Select also sells products to fleet operators and national account customers.

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 Canadian customers 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.

PURCHASES

Uni-Select distinguishes itself in the automotive replacement parts industry by allowing its customers who are independent distributors (wholesalers) to purchase products for direct shipment from suppliers (subject to certain minimum criteria) or from one of Uni-Select's distribution centres. Direct shipments from suppliers enable customers to reduce their acquisition cost for parts.

Customers purchase products through a Uni-Select distribution centre for low volume orders or when they require parts immediately.

SECURITIES AND GUARANTEES

To secure the payment of sums owed to Uni-Select, a customer must, generally, grant security over its inventory and provide personal guarantees from its shareholders.

SUCCESSION PLANNING AND CORPORATE STORES

Considering that some owners of replacement parts stores are aging, Uni-Select may assist customers who wish to retire in the sale of their business. Though Uni-Select prefers to sell to independent distributors, it recognizes that its customer base is changing and, to retain market share, it will own and operate stores in certain markets.

SUPPORT AND MANAGEMENT SERVICES

Uni-Select also provides 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 independent distributors include administration services, preferred freight rates, loyalty credit cards as well as insurance programs for their employees and their businesses.

COMPETITION

At the wholesale level, automotive parts are available through a variety of sources. The main sources are warehouse distributors, car dealers and national chains. Based on volume of sales, Uni-Select believes that it is a leader in Canada among traditional warehouse distributors for light vehicles and would be the fifth largest distributor of aftermarket parts in North America. Notwithstanding the fact that Uni-Select's two major competitors in Canada are held by American interests, it is feasible for other foreign competitors to 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 only due to the breadth of the market.

The aftermarket distribution of automotive refinishes remains fragmented and competitive with many independent distributors competing primarily on the basis of technical assistance and expertise, price, breadth of product offering and financial assistance. There are a number of independent regional distributors, many of which are in direct competition with FinishMaster on a regional or local level. Competition in the purchase of independent distributors and sales outlets may occur between FinishMaster and other automotive refinishing distributors that are also pursuing growth through acquisitions. FinishMaster may also encounter significant sales competition from new market entrants, automotive paint manufacturers, buying groups or other large distributors that may seek to enter such markets or may seek to compete with it for attractive acquisition candidates. Although the largest automotive paint manufacturers have generally not operated their own distributors, or have done so only on a limited basis, they may decide to expand such activity in the future.

3.2 | CANADA

Uni-Select's Canadian operations are conducted by Uni-Select Pacific Inc., Uni-Select Prairies Inc., Uni-Sélect Québec Inc. and Uni-Sélect Eastern Inc.

In Canada, Uni-Select operates 10 distribution centres, for a total of approximately 825,040 square feet of warehouse space, and 14 corporate stores. Sales in 2014 were \$479.7 million compared to \$494.0 million in 2013. The decrease of 2.9% is related to the impact of the declining Canadian dollar while organic sales increased by 4.0% or \$19.9 million.

Most of its sales are achieved through the distribution of automotive products to independent distributors commonly known as jobbers. These jobbers supply national chains of installers, service stations, repair shops, fleet operators, collision repair shops, automobile and heavy machinery dealers, private and public sector businesses and consumers. At the end of 2014, Uni-Select supplied 628 stores owned by jobbers operating under different banners.

Uni-Select is also a supplier of parts to a number of major businesses including Canadian Tire, Midas, Prime Carcare Group (Minute Muffler/Speedy), Kal-Tire, OK Tire, Bridgestone, Leader Auto Resources LAR Inc., as well as governmental and para-governmental organizations. Uni-Select has an alliance with Collision Solutions Network Inc. which allows them to offer a national coverage to insurance companies. Such alliance also allows Uni-Select's customers to sell products to the repair shops affiliated with Collision Solutions Network Inc.

PROGRAMS FOR INDEPENDENT JOBBERS

In Canada, Uni-Select offers 3 banner programs to its independent jobbers. It also supplies jobbers that are not identified by a Uni-Select trademark.

AUTO PARTS PLUS® AND AUTO-PLUS®

The Auto Parts Plus and Auto-Plus banners regroup independent jobbers who are, at times, shareholders of Uni-Select and operate commercial or retail businesses for the sale of automotive parts. The purchases by Auto Parts Plus and Auto-Plus customers from Uni-Select during fiscal 2014 represented most of the sales from the Canadian operations.

Uni-Select's 14 corporate stores also operate under the Auto Parts Plus banner.

BUMPER TO BUMPER®

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

TRADEMARKS FOR INDEPENDENT JOBBERS IN CANADA		
TRADEMARKS	DESCRIPTION	IDENTIFICATION
Auto Parts Plus®	Main trademark licensed for use by Uni-Select independent jobbers to identify their stores in Canada	
Auto-Plus®	Main trademark licensed for use by Uni-Select independent jobbers to identify their stores in Canada	
Bumper to Bumper®	Trademark identifying customers who operate commercial and retail businesses primarily located in the Prairies	

PROGRAMS FOR INSTALLERS

Since April 2014, Uni-Select launched a new banner strategy for Canadian repair shops. The new strategy lets shops choose the banner under which they want to operate (Auto-Select®, Uni-Pro® or The Specialist (or their program Select AutoXpert (SAX))) and supports their growth with a flexible and diverse line-up of services specifically adapted to each shop's particular needs. Joining one of these programs provides shops with more visibility, the support of a network in promoting their services and helps increase customer loyalty.

AUTO-SELECT®

Uni-Select offers the Auto-Select program to shops that offer a higher level of service to their customers. The minimum criteria in place ensure the standards are met and the integrity of the brand respected. It is positioned as a "select" banner that easily competes with the dealership. It offers the most comprehensive warranty programs for both shops and consumers, as well as all the technology solutions required to efficiently manage a shop. The Auto-Select banner is a turnkey program for installers looking for a complete line-up in a premium brand. This concept includes all of the high-end options most commonly requested by progressive shops, with a strong brand image and communication plan.

BUILD YOUR OWN PROGRAM

The Build Your Own Program is a program that offers an optional brand image (Uni-Pro® or The Specialist) and an à la carte menu of options, with many warranties for the shops and their customers. Installers can also take advantage of training programs, diagnostic tools and business management coaching. The program also gives access to SmartLink, a telematics system that sends out personalized reminders and alerts as well as education tips on preventive maintenance. This solution includes reminders for the regularly-scheduled maintenance recommended by a vehicle's manufacturer, a maintenance history, detailed notices when the engine warning light turns on, a stolen vehicle locator and a battery monitor. The data collected can help users save on fuel and make their vehicles more reliable.

The Specialist installers are located throughout Canada and operate repair shops specialized in the sale and installation of exhaust, suspension systems and brakes. Their suppliers are Auto Parts Plus® and Auto-Plus® jobbers.

Uni-Pro® installers are located primarily in the Province of Québec and operate repair and maintenance shops for motor vehicles. Their suppliers are Auto Parts Plus® and Auto-Plus® jobbers.

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 insurances. Repair shops looking for an affordable, easy-to-use solution with competitive discounts can opt for the SAX program.

PROCOLOR®

Collision repair specialists, recognized for the quality of their workmanship, are offered a license to use the ProColor trademark provided they respect quality standards and purchase parts and body shop products through the network of Uni-Select jobbers. Many of these collision repair specialists located in Québec are identified by the Carrossier ProColor banner.

COLORPLUS

Uni-Select offers the program to specialized body shop and collision repair specialists.

TRADEMARKS FOR INSTALLERS IN CANADA		
TRADEMARKS	DESCRIPTION	IDENTIFICATION
Uni-Pro®	Main installer marketing program	 
Auto-Select®	Main installer marketing program	
SelectAutoXpert	Main installer marketing program	
ProColor®	Identification for shop owners specialized in paint and body shop	ProColor®
Specialist	Main installer marketing program	
ColorPlus	Installer marketing program for specialized body shop/collision repair specialists	

EMPLOYEE RELATIONS

As of December 31, 2014, Uni-Select employed 854 full-time equivalent persons in Canada. Warehouse employees of the distribution centres located in Boucherville, Québec and Coquitlam, British Columbia and employees of stores located in the Beauce region of Québec are unionized.

The labour agreement for the Boucherville location that expired in 2014 was renewed upon satisfactory terms. The Corporation considers its labour relations with its employees to be satisfactory. Uni-Select believes that the quality of its staff is a key factor of its success.

REAL ESTATE

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

In Canada, Uni-Select owns the building where its head office is located in Boucherville, Québec. The land covers an area of 435,000 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-Sélect Eastern Inc. is currently the owner of land (including a building) measuring 25,388 square feet in Clinton, Ontario that is leased to a customer. Uni-Sélect Québec Inc. is the owner of a multi-tenant property in Sainte-Julienne, Québec that is partially rented to a customer.

3.3 | UNITED STATES

Uni-Select's activities in the United States are carried on by Uni-Select USA, FinishMaster and Beck/Arnley.

Uni-Select USA operates 23 distribution centres and 14 pick-up locations for a total of approximately 1,633,531 square feet of warehouse space, and 238 corporate stores. FinishMaster operates 3 warehouses for a total of approximately 131,188 square feet of warehouse space, and 166 branch locations. Beck/Arnley operates 1 warehouse of approximately 178,000 square feet. Sales in 2014 were \$1,304.7 million compared to \$1,294.1 million in 2013. The increase of 0.8% is related to the organic sales of 1.2% or \$14.9 million and sales acquisition that were partially offset by sales lost from store closures.

In Uni-Select USA, warehouse sales are achieved through the distribution of automotive products to independent distributors known as independent jobbers. These jobbers supply national chains of installers, service stations, repair shops, fleet operators, collision repair shops, automobile and heavy machinery dealers, private and public sector businesses and consumers. In 2014, Uni-Select supplied 1,523 stores owned by independent jobbers, 594 of which are operating under various Uni-Select banners. Corporate store sales are achieved through the distribution of automotive products to installers.



FinishMaster sells automotive paints, coatings and related accessories to collision repair shops, automotive dealerships, fleet operators and commercial clients.

Beck/Arnley sells replacement parts for foreign nameplate vehicles to wholesalers, installers and consumers. The Beck/Arnley products that are available, without limitation, through Uni-Select USA are identified under the Import Parts Source™ program.

Uni-Select USA is also a supplier of parts to governmental bodies and major companies including Meineke, National Grid USA Service Company, Automotive Tire Distributors and TBC Retail Group.

PROGRAMS FOR INDEPENDENT JOBBERS

In the United States, Uni-Select USA offers the Auto-Plus Store Program to independent jobbers.


AUTO-PLUS®

Uni-Select USA offers a license for the non-exclusive use of the Auto-Plus trademark to its independent jobbers.

The Auto-Plus brand operates under its industry-leading dual-sourcing business model, where independent Auto-Plus members have access to warehouse distribution as well as direct shipping from manufacturers. These exclusive agreements with brand-name manufacturers, in addition to the newly implemented, single-platform SAP technology infrastructure (improving speed to market), streamlines the entire distribution chain, resulting in a top-rated experience for customers.

Auto-Plus also provides both independent distributors and professional service centres with in-store marketing and technology support. These newest branding efforts are part of the Auto-Plus dedication to supporting the business programs of their members and partners.

Uni-Select USA also relies on the Auto-Plus trademark to identify its network of distribution centres and its 238 corporate stores, 23 of which are also identified as Consumer Auto Parts in the New England area.

TRADEMARKS FOR INDEPENDENT JOBBERS IN THE UNITED STATES		
TRADEMARKS	DESCRIPTION	IDENTIFICATION
Auto-Plus®	Principal trademark used to identify stores that sell parts in the USA	
Consumer Auto Parts	Trademark identifying retail and commercial-oriented corporate stores	

PROGRAMS FOR INSTALLERS

In the United States, Uni-Select USA offers a variety of business solutions such as marketing and communication assistance and training for independent technicians and shop owners. These services directed to hard parts specialists are offered under 2 programs. The Uni-Select network also supplies installers that are not licensed to use a Uni-Select trademark.



FinishMaster offers training in management and, in conjunction with manufacturers, training on product usage to its customers.

AUTO SERVICE PLUS

Professional service repair facilities enjoy technical resources, marketing support, rewards, North American warranty and branding support under this program. This includes a multimedia promotion program for their waiting rooms. This added benefit provides customers with unique content and promotional offers directly from manufacturers, enhancing the overall customer purchase experience. Auto Service Plus is the premier program in Uni-Select's offering of services.

SELECTAUTOXPRT

Professional service repair facilities enjoy technical resources, limited marketing programs and a rewards program under Uni-Select's SelectAutoXpert program. This program is designed for the shop which does not want to participate in branding or merchandising, however does require the technical support to help run their business.

TRADEMARKS FOR INSTALLERS IN THE UNITED STATES		
TRADEMARKS	DESCRIPTION	IDENTIFICATION
Auto Service Plus	Main installer marketing program	
SelectAutoXpert	Main installer marketing program	

E-COMMERCE

FinishMaster considers that e-commerce business is an initiative which is critical to its success. The key service offering is to grow its Multi-Shop Operator (MSO) platform. E-commerce allows FinishMaster to leverage its expense structure, thereby making it more efficient.

Uni-Select USA is also a 3rd party provider of automotive parts for large e-commerce businesses in the United States. Uni-Select USA uses mainly ASP Central Point and Uni-Central Point in relation to e-commerce between installers, independent jobbers and the Uni-Select distribution centres.

EMPLOYEE RELATIONS

As of December 2014, Uni-Select employs 4,433 full-time equivalent persons in the United States. Warehouse employees of the Tonawanda, New York facility are unionized.

The labour agreement for the Tonawanda location that expired in 2014 was renewed upon satisfactory terms. The Corporation considers its labour relations with its employees to be satisfactory. Uni-Select believes that the quality of its staff is a key factor of its success.

REAL ESTATE

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

In the United States, FinishMaster owns the following 6 properties: a 40,860 square foot warehouse in Adel, Georgia, a 58,000 square foot warehouse in Grand Rapids, Michigan, and four properties out of which it operates corporate stores in Muskegon, Michigan (5,856 square feet), Burton, Michigan (5,000 square feet), Mishawaka, Indiana (10,400 square feet) and Ft. Meyers, Florida (6,500 square feet).

3.4 | INTELLECTUAL PROPERTY

In the course of its activities, Uni-Select uses 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, some of which have developed a significant notoriety. Uni-Select takes appropriate measures to protect and enforce its intellectual property.

3.5 | ENVIRONMENTAL RISK

Uni-Select is principally a distributor of automotive products 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 Corporation's environmental risk is limited to the accidental spill of limited quantities of hazardous materials during transport or handling.

3.6 | RISK FACTORS

The Corporation incorporates by reference the disclosure describing the risk factors to which the Corporation's business is exposed in its Management Report for the year ended December 31, 2014 under the heading "Risk Management" available on sedar.com as well as on Uni-Select's website at uniselect.com.

4 | DIVIDEND

Since 1987, the Corporation has declared quarterly dividends, subject to profitability, liquidity requirements to finance growth, the general financial health of the Corporation and other factors determined by the Board of Directors. Uni-Select's practice has been to declare a dividend at a ratio between 20% and 25% of the previous year's net earnings, excluding certain adjustments, among other things, the non-capitalizable costs related to the development and implementation of the ERP system, costs related to the closure and disposal of stores, as well as restructuring and other charges, converted in Canadian dollars.

On January 21, 2015, the Corporation paid a dividend of C\$0.15 per common share to shareholders of record on December 31, 2014. In the first quarter of 2014, Uni-Select declared a dividend of C\$0.13 per common share. In the remaining three quarters of 2014, Uni-Select declared a dividend of C\$0.15 per common share. Uni-Select declared a dividend of C\$0.13 in each quarter of 2013 and 2012.

5 | DESCRIPTION OF CAPITAL STRUCTURE

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

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 of the Corporation 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.

PREFERRED SHARES

The preferred shares are non-voting shares issuable in series. The Board of Directors of the Corporation 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.

DEBENTURES

The entire aggregate principal amount of the \$51,750,000 of Debentures outstanding was redeemed as of February 1, 2015. See "General Development of the Business - History – 2014".

6 | MARKET FOR THE SECURITIES OF THE CORPORATION

The Common Shares are listed for trading on the TSX under the UNS ticker symbol.

The following table sets forth the reported low and high trading prices and trading volumes of the Common Shares as reported by the TSX from January 1, 2014 to December 31, 2014.

PRICE RANGE AND TRADING VOLUME OF THE COMMON SHARES			
MONTH	PRICE (LOW)	PRICE (HIGH)	VOLUME
	C\$	C\$	
January	27.50	31.10	429,209
February	27.65	29.83	295,348
March	28.70	29.95	288,412
April	29.64	31.35	444,149
May	29.47	31.49	686,124
June	27.53	30.18	720,228
July	25.01	29.38	280,198
August	27.27	29.03	217,273
September	27.72	29.38	301,408
October	27.16	28.83	835,925
November	27.71	29.39	280,096
December	28.75	31.14	303,030

7 | DIRECTORS AND EXECUTIVE OFFICERS

7.1 | DIRECTORS

The following table sets forth each director's name, Province/State and Country of residence, the year each first became a director, principal occupation for the past 5 years and, as the case may be, the committees they are part of. Directors are elected until the next annual meeting of shareholders or, in the case of a vacancy or resignation, until a successor is elected or appointed.

DIRECTORS OF THE CORPORATION			
NAME	DIRECTOR SINCE	PRINCIPAL OCCUPATION	COMMITTEE(S)
James E. Buzzardⁱ Florida, USA	2012	President of Clarit Realty, Ltd.	<ul style="list-style-type: none"> Corporate Governance Committee Human Resources and Compensation Committee
Robert Chevrier Québec, Canada	2012	Chair of the Board of the Corporation and Corporate Director	<ul style="list-style-type: none"> Ex officio member of the Audit and Human Resources and Compensation Committees Corporate Governance Committee (Chair)
André Courvilleⁱⁱ Québec, Canada	2014	Corporate Director	<ul style="list-style-type: none"> Audit Committee
Patricia Curadeau-Grouⁱⁱⁱ Québec, Canada	2013	Strategic Advisor to the President and Chief Executive Officer, National Bank of Canada	<ul style="list-style-type: none"> Audit Committee Human Resources and Compensation Committee (Chair)
Jean Dulac Québec, Canada	2007	President of M&M Nord Ouest Inc.	<ul style="list-style-type: none"> Human Resources and Compensation Committee
John A. Hanna Ontario, Canada	2006	Corporate Director	<ul style="list-style-type: none"> Audit Committee (Chair) Corporate Governance Committee
Richard L. Keister^{iv} Florida, USA	2013	Corporate Director	<ul style="list-style-type: none"> Corporate Governance Committee Human Resources and Compensation Committee
Richard G. Roy Québec, Canada	2008	President and Chief Executive Officer of the Corporation	----
Dennis M. Welvaert^v Oklahoma, USA	2013	Corporate Director	<ul style="list-style-type: none"> Corporate Governance Committee Human Resources and Compensation Committee

ⁱ Mr. Buzzard held senior management positions with Uni-Select until 2012.

ⁱⁱ Mr. Courville was a senior audit partner at Ernst & Young from 1987 until the end of June 2014.

ⁱⁱⁱ Ms. Curadeau-Grou has been a senior officer of the National Bank of Canada since 1991 and holds her current position since June 2012.

^{iv} Mr. Keister was President and Chief Executive Officer of Keystone Automotive Industries, Inc. from 2004 until his retirement in 2007. He has been a corporate director since then and was Chairman of the Board of QCSA Holdings, Inc. from 2010 to 2013.

^v Mr. Welvaert acted as interim President and Chief Operating Officer for Uni-Select USA, Inc. from April 16, 2013 to July 31, 2013 and as Chair of the Board of Uni-Select USA, Inc. from August 1, 2013 to December 31, 2014. Prior to that, he was President of Dayco North American Aftermarket Division until his retirement in 2011.

7.2 | EXECUTIVE OFFICERS

The following table sets forth each executive officer's name, Province/State and Country of residence and his or her position within the Corporation.

EXECUTIVE OFFICERS	
NAME	POSITION
Richard G. Roy, FCPA, FCA Québec, Canada	President and Chief Executive Officer
Guy Archambault, P. Eng. Québec, Canada	Vice President, Corporate Development
Steven J. Arndt Indiana, USA	President and Chief Operating Officer, FinishMaster, Inc.
Henry Buckley, MBA British Columbia, Canada	Chief Operating Officer
Robert Buzzard Florida, USA	Vice President, Information Technology
Annie Hotte Québec, Canada	Vice President, Human Resources
Me Louis Juneau, LL.L. Québec, Canada	Vice President, Legal Affairs and Secretary
Martin Labrecque, CPA, CMA Québec, Canada	Vice President, Finance and Control
Michel Laverdure Québec, Canada	Vice President, Corporate Purchasing
Denis Mathieu, CPA, CA, MBA Québec, Canada	Executive Vice President, Corporate Services and Chief Financial Officer
Gary O'Connor, MBA New Brunswick, Canada	President and Chief Operating Officer, Automotive Canada
Jean Rivard, MBA Québec, Canada	Vice President, Special Projects and Vice President and General Manager, Beck/Arnley Worldparts, Inc.
Anthony Brent Windom Georgia, USA	President and Chief Operating Officer, Automotive USA

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

1. Steven J. Arndt has been President and Chief Operating Officer of FinishMaster, Inc. since December 31, 2012. He has held various functions at FinishMaster for more than 20 years;
2. Henry Buckley has been Chief Operating Officer of Uni-Select since September 8, 2014. He was Vice President, Specialty Brands and Mergers and Acquisitions of W.W. Grainger Inc. from May 2012 to September 2014. From 2007 to 2012, he was Vice President & General Manager of Acklands-Grainger Inc., a division of W.W. Grainger Inc.;
3. Annie Hotte has been employed by Uni-Select since 2009 in human resources related functions until she was named Vice President, Human Resources on December 12, 2012;

4. Louis Juneau has been employed by Uni-Select since 2009. He was Senior Director, Legal Affairs until he was named Vice President, Legal Affairs and Secretary on March 1, 2013;
5. Denis Mathieu was Vice President and Chief Financial Officer between May 2007 and July 2012;
6. Gary O'Connor was Executive Vice President, Automotive Group Canada between May 2006 and July 2012; and
7. Anthony Brent Windom has been President and Chief Operating Officer, Automotive USA since July 2013. Prior to his appointment and since July 2012, Mr. Windom was Senior Vice President of Sales and Marketing, Automotive USA. From June 2010 to July 2012, he held the position of Vice President of Marketing and Product Management, North America.

As of February 28, 2015, the directors and executive officers of Uni-Select, as a group, beneficially owned or exercised control or direction over, directly or indirectly, an aggregate of 1,520,308 shares, representing approximately 7.17% of the outstanding shares of the Corporation.

8 | CONFLICT OF INTEREST

Clarit Realty, Ltd., a company managed by Mr. James E. Buzzard, a member of the Board of Directors of Uni-Select, is the owner and landlord of 37 buildings leased by Uni-Select USA across the United States. The lease agreements with Clarit Realty, Ltd. are concluded in the normal course of business of the Corporation, are negotiated at fair market value and generally consist of 1 to 5-year term periods.

9 | LEGAL PROCEEDINGS

The Corporation is defendant to certain claims arising from the normal conduct of its business. Management believes that the final resolution of these claims will not have a material adverse effect on its earnings or financial position.

10 | TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Common Shares is Computershare Trust Company of Canada who keeps the Corporation's register of transfers at its offices in Montréal, Québec.

11 | MATERIAL CONTRACTS

The material contracts (within the meaning of that term under Regulation 51-102 – Continuous Disclosure Obligations) entered into by the Corporation since the beginning of the most recent fiscal year or prior to such time if still in effect are the following:

The Credit Agreement dated January 7, 2011 between, among others National Bank of Canada, as administrative agent, and Uni-Select and Uni-Select USA, as borrowers. The particulars of this Agreement are described in the Prospectus (final) of the Corporation dated December 22, 2010 under the section “Financing the Acquisition – New Credit Facilities”. You will find hereinafter a summary of the amendments to the Credit Agreement:

- The First Amendment to Credit Agreement dated December 5, 2011 between, among others, National Bank of Canada, as administrative agent, and Uni-Select and Uni-Select USA, as borrowers (“**First Amendment**”). The First Amendment increased the aggregate operating commitments by \$50.0 million for a total of \$250.0 million and the addition of an accordion feature allowing the election to increase the operating commitment by up to \$50.0 million in the aggregate;
- The Second Amendment to Credit Agreement dated March 26, 2012 provides an amendment to the Total Debt to EBITDA ratio covenant under its Credit Agreement;
- The Third Amendment to Credit Agreement dated January 15, 2013 provides an increase in the Operating Commitment of \$185.0 million to \$435.0 million, the cancellation of the Term Facility that amounted to \$185.0 million and, the extension of the Maturity Date to January 7, 2017 and overall improvements to the fee structure¹;
- The Fourth Amendment to Credit Agreement dated March 27, 2013 provides an amendment to the Total Debt to EBITDA ratio covenant under the Credit Agreement;
- The Fifth Amendment to Credit Agreement dated May 31, 2013 provides an amendment to the Limits of Letters of Guarantee covenant under the Credit Agreement; and
- The Sixth Amendment to Credit Agreement dated October 15, 2014 provides an extension of the Maturity Date to June 30, 2018 and the addition of an Extension of Operating Period covenant, a Replacement of Dissenting Lenders covenant and a Cancellation of the Operating Commitments of Dissenting Lenders covenant under the Credit Agreement.

The Credit Agreement (unsecured letter of credit facility) dated December 23, 2014 between National Bank of Canada as lender, Uni-Select and Uni-Select USA as borrowers. This credit facility is maturing on June 30, 2016 and has an authorized amount of \$20.0 million.

Uni-Select and Uni-Select USA have access to a \$222.5 million Vendor Financing Program with, among others, Bank of America, N. A. (“**BOA**”) as administrative agent. Under this program, BOA makes discounted accelerated payments to suppliers, then, Uni-Select and Uni-Select USA make full payment to BOA according to the extended payment term with the suppliers.

¹ On March 15, 2013, Uni-Select reduced its credit facilities from \$435,000,000 to \$400,000,000.

12 | INTEREST OF EXPERTS

Raymond Chabot Grant Thornton LLP, the auditors of the Corporation, 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 required by National Instrument 51-102 – Continuous Disclosure Obligations made by the Corporation during or relating to the Corporation’s most recently completed fiscal 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.

13 | AUDIT COMMITTEE

13.1 | 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.

13.2 | COMPOSITION OF THE AUDIT COMMITTEE

All members of the Audit Committee are independent and financially literate within the meaning of Regulation 52-110 – Audit Committee.

The following table sets forth each Audit Committee member’s name and education, as well as experience relevant to the performance of his or her responsibilities as an Audit Committee member.

AUDIT COMMITTEE COMPOSITION	
NAME	EDUCATION AND EXPERIENCE
André Courville	Mr. Courville was designated a FCPA and Fellow of Chartered Accountants. Until the end of June 2014, he was a senior audit partner at Ernst & Young with 37 years experience working with Canadian, US and International listed companies in various industries. He is currently Treasurer and a member of the Executive Committee of the Institute of Corporate Directors (Québec Chapter) and a director, Chair of the Audit and Finance Committee and member of the Executive Committee of the Montreal Heart Institute Foundation.
Patricia Curadeau-Grou	Ms. Curadeau-Grou is Strategic Advisor to the President and Chief Executive Officer at National Bank of Canada. She is a director of Cogeco Cable Inc. and serves as member of its audit and human resources committees. Also, she sits on the Board of Directors of the Caisse de dépôt et placement du Québec, Diabetic Children’s Foundation and Plan Canada.
John A. Hanna (Chair)	Mr. Hanna was designated a FCPA and Fellow of CGA Canada (FCGA), has held the office of Chief Financial Officer of Rexel North America Inc. (formerly Westburne Inc.), is a director of Innergex Renewable Energy Inc. and chairs its audit committee. He is also a director and member of the audit committee of Russel Metals Inc. and is chair of the Departmental Audit Committee of Foreign Affairs, Trade and Development Canada and until April 2013 was an independent member of the audit committee of Transport Canada and Infrastructure Canada.

13.3 | OUTSIDE CONSULTANT OR ADVISORS

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

13.4 | EXTERNAL AUDITOR SERVICE FEES

The Corporation, as a rule, retains the services of external consultants to avoid potential conflict of interest situations involving its auditors. The Corporation did not retain the services of its auditors in the period ended December 31, 2014, to act in any matter other than the following:

- Audit services; or
- Tax services.

The following table sets out, by categories, the fees billed by Raymond Chabot Grant Thornton LLP, the Corporation's external auditors, for fiscal years 2014 and 2013.

FEES PAID TO EXTERNAL AUDITORS		
CATEGORY	FISCAL YEAR ENDED DECEMBER 31, 2014 (C\$)	FISCAL YEAR ENDED DECEMBER 31, 2013 (C\$)
Audit fees	765,446	575,000
Audit-related fees	30,543	49,670
Tax-related fees	404,457	291,445
All other fees	Nil	Nil
Total	1,200,446	916,115

"Audit Fees" include the aggregate professional fees billed by Raymond Chabot Grant Thornton LLP for the audit of the consolidated annual financial statements.

"Audit Related Fees" include the aggregate fees billed by Raymond Chabot Grant Thornton LLP for services that would normally be performed by the external auditors. More specifically, these services include, among other things, pension plan audits, attest services that are required by statute or regulation, consultations regarding financial reporting and accounting standards, and translation services.



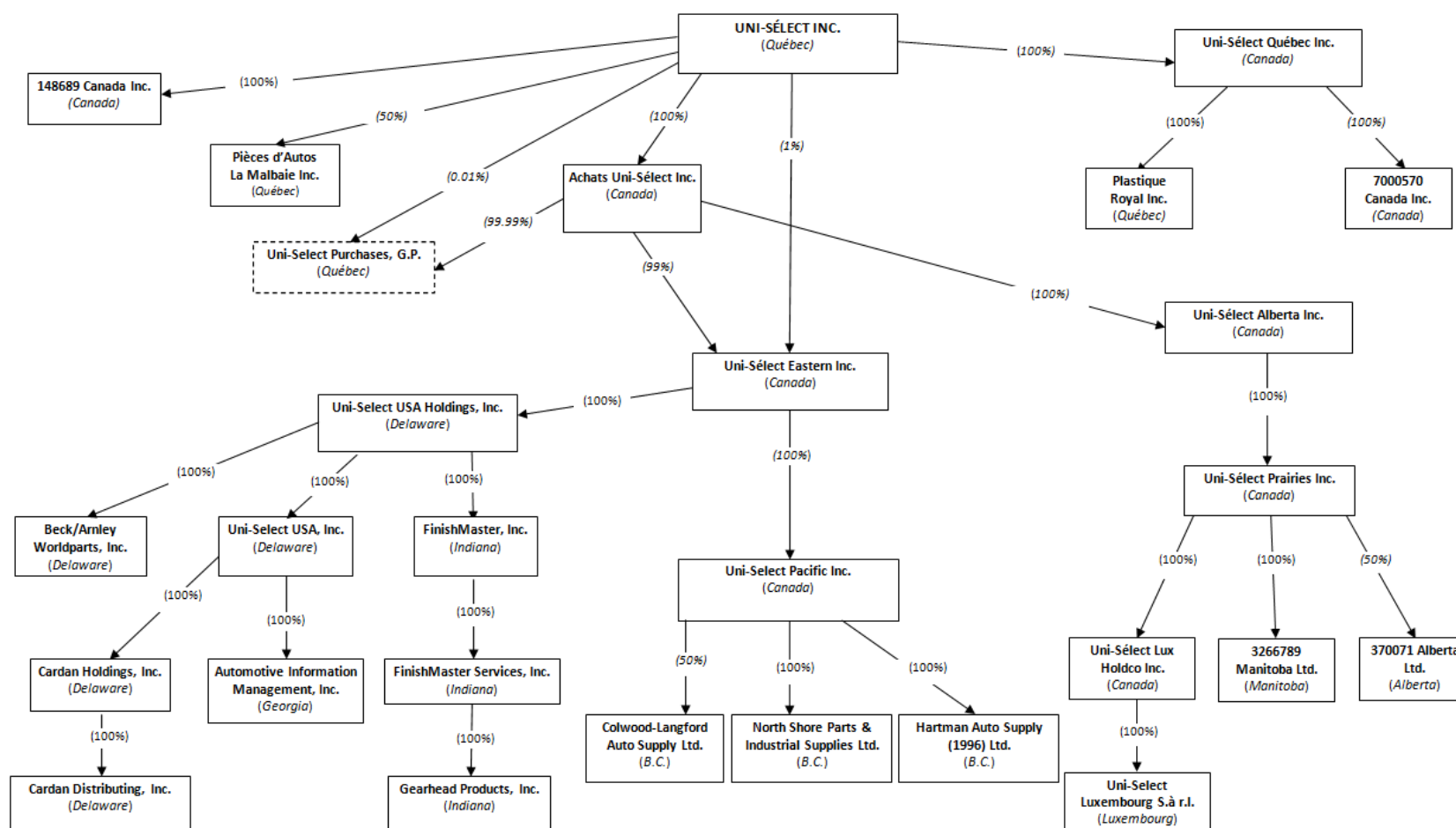
“Tax Fees” include the aggregate fees billed by Raymond Chabot Grant Thornton LLP for tax compliance, tax advice, tax planning and advisory services relating to the preparation of corporate tax, capital tax and sales tax returns.

“All Other Fees” include the aggregate fees billed by Raymond Chabot Grant Thornton LLP for all services other than those reported under Audit Fees, Audit Related Fees and Tax Fees, and related to services performed with respect to warehouse management and due diligence assistance.

14 | ADDITIONAL INFORMATION

Additional information, including directors’ and officers’ remuneration and indebtedness, principal holders of the Corporation’s securities and securities authorized for issuance under equity compensation plans, is included in Uni-Select’s Management Information Circular dated March 16, 2015, and may be found on SEDAR at sedar.com. Additional financial information is included in the Consolidated Financial Statements of Uni-Select and Notes thereto and in the accompanying Management’s Discussion and Analysis for the fiscal year ended December 31, 2014, and may be found on SEDAR at sedar.com. Copies of these documents may be obtained upon request to the Secretary of the Company, at its head office, 170 Industriel Boulevard, Boucherville, Québec, Canada J4B 2X3, Telephone: 450-641-2440.

SCHEDULE A – INTER-CORPORATE RELATIONSHIPS – UNI-SELECT AND ITS SUBSIDIARIES





SCHEDULE B – UNI-SELECT TRADEMARKS

MAIN TRADEMARKS		
		
		
MAIN PARTS IDENTIFICATION TRADEMARKS		
		
		
MAIN STORE IDENTIFICATION TRADEMARKS		
		
MAIN INSTALLER IDENTIFICATION TRADEMARKS		
		
SPECIALIZED SERVICES IDENTIFICATION TRADEMARKS		
		
MAIN TRADEMARKS USED BY FINISHMASTER*		
		
		

All of the above trademarks are owned by Uni-Select Inc. save for the FinishMaster trademarks that are owned by Gearhead Products, Inc., a subsidiary of Finishmaster and the Beck/Arnley and Beck/Arnley Worldparts trademarks that are owned by Beck/Arnley Worldparts, Inc.

SCHEDULE C – AUDIT COMMITTEE CHARTER

PART I. COMMITTEE STRUCTURE

1. PURPOSE OF COMMITTEE

The Audit Committee (“**Committee**”) is established by the Board of Directors to assist the Board in fulfilling its responsibilities with respect to the integrity of the Corporation’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 Corporation and monitor their performance, recognizing that the external auditors are ultimately accountable to the Committee, the Board and the shareholders of the Corporation.

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 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 Corporation. The Board may remove and replace any member of the Committee.

PART II. COMMITTEE OPERATIONS

1. VACANCIES

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

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, 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 feasible, be communicated to the members of the Committee sufficiently in advance of each meeting to allow 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 Corporation.

12. ATTENDANCE OF OFFICERS OR EMPLOYEES AT A MEETING

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

13. PROCEDURE, RECORDS AND REPORTING

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

14. OUTSIDE CONSULTANTS OR ADVISORS

The Committee, when it considers it necessary or advisable, may retain, at the Corporation's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate. The Committee shall have the sole authority to retain and terminate any such consultants or advisors, 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 by means of discussions with management and external auditors the quality and integrity of the accounting procedures and the process for presenting financial information, the controls and the procedures for disclosing information, and the Corporation's internal control systems.
- 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 Corporation's annual report, including information provided in the Corporation's Management Report and the 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 Corporation and related information, including information provided in the Corporation'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 Corporation'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 Corporation's public disclosure of financial information extracted or derived from the Corporation'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 Corporation 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 Corporation, including the Corporation's policies with regards to credit;
- d) review fixed asset expenditures and other important expenses, asset sales, leases and transactions between the Corporation and directors (with the Corporate Governance Committee, if applicable), and all other transactions that may modify the financial or organizational structure of the Corporation 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 Corporation 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 Corporation 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 Corporation and all the Pension Funds of the Corporation;
- 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 Corporation'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 Corporation 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 auditors' 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 Corporation 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 Corporation'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 auditors including, the resolution of disagreements between management and the external auditors regarding financial reporting;
- j) ensure that the Committee has, at all times, direct communications with the external auditors 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;
- k) as part of its external oversight responsibilities, conduct an annual assessment of the external auditors, to consider and assess (i) independence, objectivity and professional skepticism, (ii) quality of the engagement team and services to be provided, and (iii) quality of communications and interactions with the external auditor and, at least every five years, conduct a comprehensive review of external auditors.

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 Corporation's pension plans after consultation with the Human Resources and Compensation Committee when such changes may adversely affect the financial situation of the Corporation;
- b) recommend the termination of investment managers in light of the performance of the Corporation's pension plans;
- c) receive, review and report to the Board on the actuarial valuation and funding requirements for the Corporation'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 Corporation 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 Corporation 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 Corporation are complete and accurate. The members of the Committee have the right to rely upon, in the absence of 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 Corporation. 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 Corporation 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 Corporation's annual disclosure documents containing information relating to matters within the Committee's mandate before the Corporation 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.