



CORPORATE CHARTER

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BOARD OF DIRECTORS CHARTER

INTRODUCTION

This Charter is intended to identify the specific responsibilities of the Board of Directors of Uni-Select Inc. (the “Corporation”) and thereby to enhance coordination and communication between the Board and management. The responsibilities identified here are to be carried out consistently with the principles stated in the Corporation’s Code of Ethics. This Charter complements the Charters of the committees of the Board, as well as the respective position descriptions for the Chair of the Board, the Lead Director, if any, the committee chairs and for the Chief Executive Officer.

PART I. BOARD STRUCTURE

1. COMPOSITION OF THE BOARD

“Independent Director” means a director who meets the independence criteria set out in sections 1.4 and 1.5 of National Instrument 52-110 – Audit Committees adopted by the Canadian Securities Administrators.

A majority of directors comprising the Board must qualify as Independent Directors. As a general objective, the Board will ensure itself that it is composed of directors with diverse backgrounds and personal characteristics and traits as well as competencies and expertise that add value to the Corporation and that each director will serve the Board to best discharge its responsibilities.

2. ELECTION AND APPOINTMENT OF DIRECTORS

Nominees for directors are initially considered and recommended by the Corporate Governance and Nominating Committee, approved by the entire Board and elected annually by the shareholders of the Corporation.

PART II. BOARD OPERATIONS

1. CHAIR OF THE BOARD AND LEAD DIRECTOR

The Board shall appoint annually a chair from among the Corporation’s directors. Should the chair be a non-independent director, the Board shall also appoint a Lead Director from among its Independent Directors.

The Chair of the Board is charged, together with the Lead Director, if any, with the responsibility of overseeing the efficient operation of the Board and its committees and ensuring that the Board’s agenda will enable it to successfully carry out its duties. The principal duties of the Chair of the Board and the Lead Director, if any, shall be set out in the position descriptions developed by the Board. The Chair of the Board or Lead Director may also serve as a member of a committee of the Board.

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2. SECRETARY OF COMMITTEE

The Chair of the Board and the Lead Director, if any, shall designate from time to time a person who may, but need not, be a director, to be secretary of the Board. The secretary shall keep minutes of the meetings of the Board and circulate them to the Board.

3. REGULAR MEETINGS

Regularly scheduled meetings of the Board at which non-independent directors and members of management are not in attendance shall be held at such time or times as the Board, the Chair of the Board or the Lead Director, if any, may determine to discuss matters of interest.

4. SPECIAL MEETINGS

Special meetings of the Board may be called by, or by the order of the Chair of the Board or the Lead Director or, after having discussed the purpose of the proposed special meeting with the Chair of the Board and the Lead Director, if any, by the Chief Executive Officer or any two directors.

5. QUORUM

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

6. AGENDA

The Chair of the Board, and the Lead Director, if any, shall develop and set the Board's agenda in consultation with the other directors and the secretary. The agenda and information concerning the business to be conducted at the Board meetings shall, to the extent practical, be communicated to the directors sufficiently in advance of each meeting to permit meaningful review. Each Board meeting agenda shall include a period of discussion between directors in the absence of management and non-independent directors.

7. DELEGATION

The Board shall have the power to delegate certain of its responsibilities to committees of the Board, as it considers appropriate. The responsibilities of those committees will be as set forth in their Charters, as amended from time to time. In addition, the Board may appoint ad hoc committees as may be needed from time to time to address other issues. The Board shall develop a position description for the chairs of the committees.

8. OUTSIDE CONSULTANTS OR ADVISORS

At the Corporation's expense, the Board and its committees may retain, when they consider it necessary or desirable, outside consultants or advisors to advise the Board or the committees independently on any matter. The Board and its committees shall have the sole authority to retain and terminate any such consultants or advisors, including sole authority to review a consultant's or advisor's fees and other retention terms. The Board has determined that any director who wishes to engage an outside advisor at the expense of the Corporation may do so if he or she first obtains authorization of the Chair of the Board or the Lead Director, if any.

PART III. DUTIES AND RESPONSIBILITIES

1. PRIMARY RESPONSIBILITY

The Board is responsible for the stewardship of the Corporation including responsibility for satisfying itself as to the integrity of the Chief Executive Officer and other executive officers and that the Chief Executive Officer and other executive officers create a culture of integrity throughout the Corporation. The primary responsibility of the Board is to supervise the management of the Corporation so as to foster the long-term success of the Corporation consistent with the Board's responsibility to the stakeholders of the Corporation. The Board exercises all the powers necessary to supervise the management of the business and affairs of the Corporation and such powers may be delegated to a director, an officer or one or more committees of the Board, subject to the limitations in applicable law.

2. OPERATIONS OF THE BOARD

The Board operates by delegating certain of its authority, including spending authorizations, to management and by reserving certain powers to itself. The general legal obligations of the Board are described in detail under Section 12 of this Part III. Subject to these legal obligations and to the Articles and By-laws of the Corporation, the Board retains the responsibility for managing its own affairs, including:

- a) planning its composition and size;
- b) selecting the Chair of the Board and Lead Director, if any;
- c) nominating candidates for election to the Board upon the recommendation of the Corporate Governance and Nominating Committee;
- d) determining whether each director is an Independent Director;
- e) appointing committees of the Board and membership of directors thereon and approving their respective mandates and the limits of authority delegated to each committee;
- f) together with the Human Resources and Compensation Committee and the Corporate Governance and Nominating Committee, determining director compensation;
- g) assessing, through the Corporate Governance and Nominating Committee, the effectiveness of the Board, its committees and its directors in fulfilling their responsibilities;
- h) establishing through the Corporate Governance and Nominating Committee an appropriate system of corporate governance including guidelines and practices to ensure the Board functions independently of management;
- i) together with the Corporate Governance and Nominating Committee, oversee public policy matters relevant to the Corporation, including but not limited to, environmental and climate, health and safety, corporate social responsibility, sustainability, diversity, equity and inclusion.

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3. ESTABLISHMENT AND REVIEW OF BOARD MEMBER CHARACTERISTICS

Prior to nominating or appointing individuals as directors, the Board shall:

- a) monitor the size and composition of the Board and its committees to ensure effective decision-making;
- b) consider the appropriate skills and competencies required of the Board as a whole, taking into consideration the Board's short-term needs and long-term succession plans and assess what competencies and skills each existing director possesses; and
- c) develop, and annually update, a long-term plan for the Board's composition that takes into consideration the characteristics of independence, age, skills, experience, diversity and availability of service to the Corporation of its members, as well as the opportunities, risks and strategic direction of the Corporation.

In carrying out each of these functions, the Board should consider the advice and input of the Corporate Governance and Nominating Committee.

4. MANAGEMENT AND HUMAN RESOURCES

Upon the recommendations of the Human Resources and Compensation Committee, the Board has the responsibility to:

- a) appoint the Chief Executive Officer and Chief Financial Officer;
- b) provide advice and counsel to the Chief Executive Officer in the execution of his/her duties and ensure that the Chief Executive Officer promotes a culture of integrity and accountability throughout the Corporation;
- c) develop the position description for the Chief Executive Officer and develop or approve the corporate goals and objectives he/she is responsible for meeting;
- d) evaluate the performance of the Chief Executive Officer and Chief Financial Officer at least annually against agreed upon written objectives and determine and approve the compensation of the Chief Executive Officer and Chief Financial Officer based on this evaluation;
- e) approve employment, consulting, retirement and severance agreements, and other special arrangements proposed for the Chief Executive Officer or Chief Financial Officer;
- f) approve a comprehensive statement of compensation philosophy, strategy and principles for the Corporation's executives;
- g) approve certain decisions relating to senior management, including the annual corporate and business unit performance objectives utilized in determining incentive compensation or other awards to officers;
- h) ensure that succession planning and management development programs are in place, including:

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- i) approving the succession plan for the Chief Executive Officer; and
- ii) in the case of other senior managers, ensuring that plans are in place for management succession and development;
- i) ensure that criteria and processes for recognition, promotion, development and appointment of senior management are consistent with the future leadership requirements of the Corporation;
- j) create opportunities to become acquainted with employees within the Corporation who have the potential to become members of senior management, including presentations to the Board by these employees or any form of interaction with them; and
- k) approve certain matters relating to all employees, including:
 - i) equity incentives for employees;
 - ii) new benefit programs or material changes to existing programs;
 - iii) material changes in the Corporation's retirement plans; and
 - iv) material benefits granted to retiring employees outside of benefits received under approved retirement and other benefit programs.

5. STRATEGY AND PLANS

The Board has the responsibility to:

- a) adopt a strategic planning process and participate with management in the development of, and ultimately approve on at least an annual basis, the Corporation's strategic plan which takes into account, among other things, the future trends, opportunities and risks of the business over a three to seven-year horizon;
- b) approve annual capital and operating budgets that support the Corporation's ability to meet its strategic objectives and operating plans;
- c) approve the entering into, or withdrawing from, lines of business that are, or are likely to be, material to the Corporation;
- d) approve financial and operating objectives used in determining compensation if they are different from the strategic, capital or operating plans referred to above;
- e) approve material divestitures and acquisitions;
- f) monitor the Corporation's progress towards its strategic objectives, and revise and alter its direction through management in light of changing circumstances; and
- g) review developments that may affect the Corporation's strategy and advise management on emerging trends and issues.

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6. FINANCIAL AND CORPORATE ISSUES

The Board has the responsibility to:

- a) take reasonable steps to ensure, through the Audit Committee, the integrity and effectiveness of the Corporation's internal controls and management information systems, including the evaluation and assessment of information provided by management and others (e.g., internal and external auditors) about the integrity and effectiveness of the Corporation's internal controls and management information systems;
- b) review operating and financial performance relative to budgets and objectives;
- c) approve annual financial statements and quarterly financial results and approve their release by management;
- d) declare dividends;
- e) approve financings, changes in authorized capital, issue and repurchase of shares, issue of debt securities, listing of shares and other securities, issue of commercial paper and related prospectuses and trust indentures;
- f) approve appointment of external auditors and approve auditors' fees upon the recommendation of the Audit Committee;
- g) approve banking resolutions and significant changes in banking relationships;
- h) review and consider for approval all amendments or departures proposed by management from established strategy, capital and operating budgets or matters of policy which diverge from the ordinary course of business;
- i) approve significant contracts, transactions and other arrangements or commitments outside the ordinary course of business that may be expected to have a material impact on the Corporation; and
- j) approve the commencement or settlement of litigation that may be expected to have a material impact on the Corporation.

7. BUSINESS AND RISK MANAGEMENT

The Board has the responsibility to:

- a) identify the principal risks of the Corporation's business and ensure that management implements appropriate systems to manage these risks, with a proper balance between risks and returns; and to monitor risks on an ongoing basis;
- b) review coverage, deductibles and key issues regarding corporate insurance policies; and
- c) review compliance with legislative and regulatory requirements and monitor compliance with the Code of Ethics.

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8. POLICIES AND PROCEDURES

The Board has the responsibility to:

- a) develop the Corporation's system of an overall approach to corporate governance. The Board may delegate to the Corporate Governance and Nominating Committee responsibility to review and make recommendations to the Board regarding the content and implementation of corporate governance guidelines and other related governance matters and processes;
- b) review compliance with the significant policies and procedures by which the Corporation is operated and approve any waivers of the practice for officers and directors;
- c) ensure that management operates at all times within applicable laws and regulations; and
- d) review significant new corporate policies or material amendments to existing policies (including, for example, policies regarding business conduct and conflicts of interest).

9. DIRECTOR ORIENTATION AND EDUCATION

New directors shall be provided with an orientation and continuing director education as described in the Corporation's corporate governance guidelines.

10. COMPLIANCE REPORTING AND CORPORATE COMMUNICATIONS

The Board has the responsibility to:

- a) ensure that the Corporation has in place effective communication processes with shareholders and other stakeholders and with financial, regulatory and other institutions and agencies;
- b) ensure that the Corporation has in place effective measures for receiving feedback from shareholders and other stakeholders such as establishing a process to permit security holders to directly contact the Independent Directors, subject to the Corporation's "*Corporate Disclosure*" policy;
- c) approve interaction with shareholders on all items requiring shareholder approval;
- d) approve the content of the Corporation's major communications to shareholders and the investing public, including the quarterly and annual financial statements and management's discussion and analysis, management proxy circular, annual information form and any prospectuses that may be issued, and any significant information respecting the Corporation contained in any documents incorporated by reference in any such documents;
- e) take reasonable steps to ensure that the financial performance of the Corporation is accurately and fairly reported to shareholders, other security holders and regulators on a timely and regular basis, and in accordance with generally accepted accounting principles;
- f) ensure the timely reporting of any other developments that have a material impact on the Corporation; and
- g) review and amend when required the Corporate Disclosure Policy of the Corporation.

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11. PENSION FUNDS MATTERS

Through the Audit Committee consider and, in accordance with regulatory requirements:

- a) monitor the Corporation's pension plans having to do with financial matters after consultation with the Human Resources and Compensation Committee and the Audit Committee in respect of any effect such a change may have on pension benefits;
- b) recommend changes when a financial risk is identified;
- c) recommend the appointment and termination of investment managers with respect to the Corporation's pension plans; and
- d) receive and review the actuarial valuation and funding requirements for the Corporation's pension plans.

12. GENERAL LEGAL OBLIGATIONS

- a) The Board has the responsibility to:
 - i) ensure that management meets all legal requirements, and properly prepares, approves and maintains documents and records;
 - ii) approve changes in the By-laws and Articles of the Corporation, matters requiring shareholder approval and agendas for shareholder meetings; and
 - iii) approve the Corporation's mission statement and vision statement.
- b) The following are legal requirements of the Board:
 - i) to manage, or supervise the management of, the business and affairs of the Corporation;
 - ii) to act with honesty and loyalty in the interests of the Corporation; and
 - iii) to act with prudence and diligence.

13. EXPECTATIONS AND RESPONSIBILITIES OF DIRECTORS

Each director shall attend all meetings of the Board and meetings of committees of the Board of which each director is a member in person or by means of equipment enabling all participants to communicate directly with one another, read all Board and committee materials received in advance of meetings, discuss concerns and seek appropriate information directly from management as needed, seek advice from independent advisors (at the Corporation's expense with the prior authorization of the Chair of the Board or the Lead Director, if any) as deemed necessary, and participate actively, freely and openly in all meetings and discussions. Additional expectations and responsibilities of directors are contained in the Corporation's corporate governance guidelines.

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14. EVALUATION OF THE BOARD

The Board will regularly assess the effectiveness of the Board and its committees, including the operation of the Board, the Board structure, the adequacy of information provided to directors and the effectiveness of the Chair of the Board and the Lead Director, if any, in managing the meetings of the Board and the strategic direction of the Corporation. Such assessments shall consider the charter of the Board and its committees.

The Board or the Corporate Governance and Nominating Committee shall also assess, on a regular basis, the performance and contribution of each director on a variety of topics including, strategic insight, participation and accountability, in order to provide them with constructive feedback to help them improve their performance. In making its assessment, the Board or the Corporate Governance and Nominating Committee shall consider the applicable position description, as well as the competencies and skills each individual director is expected to bring to the Board. The Board or the Corporate Governance and Nominating Committee will share with the committees responsible for corporate behaviour and governance matters the results of this evaluation and discussion.

15. REVIEW OF BOARD CHARTER

The Board shall assess the adequacy of this Charter annually and shall make any changes deemed necessary or appropriate.

16. NON-EXHAUSTIVE LIST

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