



NOTICE OF ANNUAL AND GENERAL MEETING OF SHAREHOLDERS

To Shareholders of Uni-Select Inc.

You are convened to the Annual and General Meeting of the Shareholders of Uni-Select Inc. that will be held on Friday, May 11, 2011 at 1:30 pm at Sheraton Center, East Ballroom located at 1201 René-Lévesque Boulevard West, Montréal, Québec. The meeting will have the following purposes:

1. to receive the financial statements of Uni-Select Inc. for the fiscal year ended December 31, 2010 and the auditors' report relating thereto;
2. to elect the directors;
3. to appoint the auditors and authorize the directors to set their remuneration; and
4. to transact such other business as may properly be brought before the meeting.

If you are unable to attend the meeting in person, kindly complete and return the enclosed form of proxy to Computershare Trust Company of Canada in the enclosed envelope. You may also exercise your right to vote by internet or by phone. For directions, please see the form of proxy. The proxy must be received at least 48 hours (Saturdays, Sundays and statutory holidays not included) before the calling to order of the meeting or at any continuation following the adjournment thereof, in order to ensure the registration of your vote.

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

By order of the Board of Directors,

Me Pierre Chesnay,
Secretary

Boucherville, Québec
March 21, 2011

INFORMATION CIRCULAR

SOLICITATION OF PROXIES

GENERAL INFORMATION

This information circular is furnished by the management of UNI-SELECT INC. (“Uni-Select” or the “Corporation”), which is soliciting proxies for use at the Annual Meeting of Shareholders of the Corporation (the “Meeting”), and at any continuation following the adjournment thereof, to be held at the date, time and place and for the purposes set forth in the foregoing notice of Meeting. The solicitation will be primarily by mail. However, proxies may also be solicited personally by regular employees of the Corporation. The cost of such solicitation on behalf of management, which is anticipated to be nominal, will be borne by the Corporation.

The Corporation will provide proxy materials to brokers, custodians, nominees and fiduciaries and will request that such materials be forwarded to each beneficial owner of voting shares registered in their names.

Unless otherwise stated, the information contained in this Information Circular is given as of March 15, 2011 and all dollar amounts are in Canadian dollars.

For those shareholders who cannot attend the Meeting in person, the Corporation has made arrangements to provide a live audio webcast of the Meeting. Details on how shareholders may listen to and view the proceedings on the webcast will be found on the Corporation’s website at www.uniselect.com and will be provided in a news release prior to the Meeting.

INFORMATION ON VOTING

VOTING MATTERS

At the Meeting, shareholders will vote on the election of directors and the appointment of auditors including authorizing the board of directors to fix their remuneration.

RECORD DATE FOR NOTICE OF MEETING

The Board of Directors of Uni-Select (the “Board” or the “Board of Directors”) has fixed March 31, 2011 as the record date (the “Record Date”) for the purpose of determining shareholders entitled to receive the notice of Meeting.

VOTING SHARES AND PRINCIPAL SHAREHOLDERS

The authorized share capital of the Corporation is composed of one class of common shares and one class of preferred shares. On the date hereof, only common shares are issued (the “Shares”). Each Share entitles the holder to one vote.

As at March 15, 2011, 21,691,387 Shares of the Corporation were outstanding. Holders of shares of record at the close of business on the Record Date will be entitled to one vote per share at the Meeting.

To the knowledge of the directors and officers of the Corporation, the only persons or companies which beneficially own, directly or indirectly, or control or direct, voting securities carrying 10% or more of the voting rights attached to any outstanding class of voting securities of the Corporation are the following:

Name	Number of Common Shares	Percentage
Jarislowsky, Fraser Limited	3,217,833	14.8%
Fidelity Management & Research Company Pyramis Global Advisors, LLC Pyramis Global Advisors Trust Company Strategic Advisers Incorporated and FIL Limited	3,218,500	14.8%

Normal Course Issuer Bid

On December 17, 2009, the Board of Directors authorized the renewal of a Normal Course Issuer Bid (the “Issuer Bid”) and the purchase of up to 1% of the public float of the Corporation’s common shares as at December 9, 2009. The Issuer Bid enables the Corporation to purchase on the open market through the facilities of the Toronto Stock Exchange up to 200,000 common shares for cancellation. As at December 9, 2009, there were 19,715,328 common shares of the Corporation outstanding of which approximately 62% were widely held. The Issuer Bid expired December 20, 2010. 14,700 common shares were repurchased under the Issuer Bid.

VOTING BY PROXY

Registered Owners

Registered shareholders may vote in person at the Meeting or may give another person authority to vote at the Meeting on their behalf by appointing a proxyholder. Please complete, sign, date and return the form in the envelope provided or by facsimile to Computershare’s toll-free line at 1 (866) 249-7775 or at 1 (416) 263-9524 or you can vote by internet by following the instructions on your proxy form, so that it arrives no later than 5:00 p.m. (Eastern Standard Time) on May 9, 2011 (or upon reconvening of the meeting, at least 48 hours (excluding Saturdays and holidays) before the calling to order of said reconvened meeting).

Beneficial Owners

The information set forth in this section is of significant importance if you do not hold your Shares in your own name. Only proxies deposited by shareholders whose names appear on the records of Uni-Select as the registered holders of Shares can be recognized and acted upon at the Meeting. If Shares are listed in your account statement provided by your broker, then, in almost all cases, those Shares will not be registered in your name on the records of Uni-Select. Such Shares will likely be registered under the name of your broker or an agent of that broker. In Canada, the vast majority of such Shares are registered under the name of CDS & Co., the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms. Shares held by your broker or its nominee can only be voted upon your instructions. Without specific instructions, your broker, its agent or its nominee is prohibited from voting your Shares.

Therefore, beneficial shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person.

Applicable regulatory policy requires your broker to seek voting instructions from you well in advance of a shareholder meeting. Every broker has its own mailing procedures and provides its own return instructions, which you should carefully follow in order to ensure that your Shares are voted at the Meeting. Often, the form of proxy supplied by your broker is similar to the form of proxy provided to registered shareholders. However, its purpose is limited to instructing the registered shareholder on how to vote on your behalf. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Solutions (“Broadridge”). Broadridge mails a voting instruction form in lieu of the form of proxy provided by Uni-Select. The voting instruction form will name the same persons as the proxy to represent the holder of Shares at the Meeting. To exercise this right, the holder of Shares should insert the name of the desired representative in the blank space provided in the voting instruction form. You are asked to complete and return the voting instruction form to Broadridge by mail or facsimile. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. **If you receive a voting instruction form from Broadridge, it cannot be used as a proxy to vote Shares directly at the Meeting as the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the Shares voted or to appoint an alternative representative to attend the Meeting in person to vote such Shares.**

If you are a beneficial shareholder and wish to vote in person at the Meeting, you should insert your own name in the space provided on the voting instruction form provided to you by your nominee and return the completed form to Broadridge.

Appointing a Proxyholder

A proxyholder is the person you appoint to act on your behalf at the Meeting and to vote your Shares in your name. **You may choose anyone to be your proxyholder – the person you choose does not have to be a shareholder of Uni-Select. Simply insert the person’s name in the blank space provided on the proxy form (registered**

shareholders) or the voting instruction form (beneficial shareholders). You should be sure that this person is attending the Meeting and is aware that he or she has been appointed to vote your Shares. If you do not insert a name in the blank space, then the persons named on the form, being Jean-Louis Dulac and Richard G. Roy, each of whom is a director or senior officer of Uni-Select, will be appointed to act as your proxyholder.

Your appointed proxyholder is authorized to vote and act for you at the Meeting, including any continuation after an adjournment of the Meeting. On the form, you should indicate how you want your proxyholder to vote your Shares. You may vote FOR or WITHHOLD your vote on each proposed nominee for election as a director and on the appointment of the auditors including authorizing the Board of Directors to fix their remuneration. Alternatively, you can let your proxyholder decide for you.

All Shares represented by properly executed and deposited forms of proxy will be voted FOR or WITHHELD from voting on the matters identified in the notice of Meeting in accordance with the instructions of such respective shareholders.

Voting Discretion of Proxyholder

If you give directions on how to vote your Shares, your proxyholder must vote your shares according to your instructions. If your proxy form or voting instruction form does not specify how to vote on a particular issue, then your proxyholder can vote your Shares as he or she sees fit. If your proxyholder does not attend the Meeting and vote in person, your Shares will not be voted.

If you have appointed a person designated by Uni-Select as proxyholder as provided in the enclosed form of proxy and you do not provide any instructions concerning a matter identified in the Notice of Meeting, the Shares represented by such proxy will be voted as follows:

FOR the election of each person nominated for election as a director; and

FOR the appointment of Raymond Chabot Grant Thornton LLP, Chartered Accountants, as auditors and the authorization of the Board of Directors to set their remuneration.

The accompanying form of proxy confers discretionary authority on the persons named therein with respect to amendments or variations to matters identified in the notice of Meeting and with respect to other business which may properly be brought before the Meeting. At the date of this Information Circular, management of the Corporation knows of no such amendments, variations or other business to be brought before the Meeting.

Revoking your Proxy

A shareholder who has given a proxy may revoke it at any time prior to its use, by instrument in writing executed by the shareholder or by his or her attorney authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized. Such instrument should be delivered to the Secretary at the registered office of Uni-Select, 170 Industriel Boulevard, Boucherville, Québec, J4B 2X3 at any time up to and including the close of business on the last business day preceding the day of the Meeting or any adjournment thereof or depositing it with the Chair of the Meeting on the day of the Meeting, being May 11, 2011 or any continuation following the adjournment thereof, or in any other manner permitted by law.

MATTERS TO BE ACTED UPON

FINANCIAL STATEMENTS

The consolidated financial statements for the year ended December 31, 2010 are included in the 2010 Annual Report mailed to the shareholders with this Information Circular and are also available on the Corporation's website at www.uniselect.com, on SEDAR at www.sedar.com or, upon request, from the Secretary of Uni-Select.

ELECTION OF DIRECTORS

The 11 nominees proposed for election as directors, upon recommendation of the Corporate Governance Committee, are listed below under the heading "Proposed Nominees to the Board of Directors". Unless a position becomes

vacant during the year, each director elected will hold office until the next annual meeting or until that director's successor is duly elected in accordance with the relevant provisions of applicable laws and the by-laws of the Corporation.

MAJORITY VOTING POLICY

The Board adopted a policy which requires that any nominee for Director who receives a greater number of votes "withheld" than "for" his or her selection shall tender his or her resignation to the Board Chair promptly following the meeting at which he or she is elected. The Corporate Governance Committee will consider the resignation offer and will make a recommendation to the Board whether to accept it. The Board of Directors will issue a press release, to justify, the reason for its refusal of the resignation, if so applicable. A Director who tenders a resignation pursuant to this policy will not participate in any meeting of the Corporate Governance Committee or the Board of Directors at which the resignation is considered.

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

APPOINTMENT OF AUDITORS

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

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


EXTERNAL AUDITOR SERVICE FEES


Information regarding the fees paid to Raymond Chabot Grant Thornton LLP in the past two fiscal years is provided in Item 11 of the Corporation's Annual Information Form for 2010, which is incorporated herein by reference. A copy of the Annual Information Form is available on SEDAR at www.sedar.com, or, upon request to the Secretary of Uni-Select.

PROPOSED NOMINEES TO THE BOARD OF DIRECTORS
--

The following are the nominees proposed for election as directors of Uni-Select. All are currently directors of the Corporation.


The information indicated in the following tables is as of March 15, 2011 save for the shareholding of each director that is presented for the period of 2008 and 2009 as of December 31 and as of March 15 2011 to reflect each director's holdings after the acquisition of FinishMaster.


Clay E. Buzzard						
 Boynton Beach, Florida, USA Independent	Mr. Buzzard was the Chairman of the Board and Chief Executive Officer of Middle Atlantic Warehouse Distributor, Inc. until November 1, 2004. Mr. Buzzard is currently the Chairman of the Board and Chief Executive Officer of Clarit Realty, Ltd., a real estate holding company.					
	Areas of expertise: Automotive aftermarket parts sale and distribution, real estate.					
	Board/Committee Membership			Public Board Membership		
	Board of Directors (2005) Executive Committee (2005) Corporate Governance Committee (2010)			N/A		
	Securities Held or Controlled					
Year	Common Shares (#)	Share price (\$)	Total market value of Common Shares (\$)	Convertible Debentures 5.9% ¹ (\$)	The Corporation requires that directors hold 1,000 Common Shares	
March 15, 2011	1,000,000	\$28.21	\$28,210,000.00	None	requirement met	
2009	1,000,000	\$30.89	\$30,890,000.00	N/A		
2008	1,000,000	\$22.93	\$22,930,000.00	N/A		

Pierre Desjardins						
 Austin, Québec, Canada Independent	Mr. Desjardins was the Chief Executive Officer of several public companies and is now a corporate director. ²					
	Areas of expertise: Marketing, operations, distribution, finance.					
	Board/Committee Membership			Public Board Membership		
	Board of Directors (1998) Audit Committee (2004) Executive Committee (2001)			FibreX Inc.		
	Securities Held or Controlled					
Year	Common Shares (#)	Share price (\$)	Total market value of Common Shares (\$)	Convertible Debentures 5.9%¹ (\$)	The Corporation requires that directors hold 1,000 Common Shares	
March 15, 2011	5,167	\$28.21	\$145,761.07	\$300,000	requirement met	
2009	5,167	\$30.89	\$159,608.63	N/A		
2008	5,167	\$22.93	\$118,479.31	N/A		

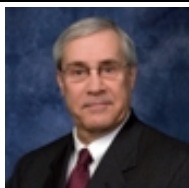
¹ Debentures are convertible at the option of holder into fully paid, non-assessable and freely-tradeable common shares at the conversion price of \$41.76. For a full description, please refer to section 5.1(c) of the Annual Information Form.

² Mr. Pierre Desjardins, director of the Corporation, was chair of the board of Total Containment Inc. (« TCI »), a public company headquartered in Oaks, Pennsylvania, when its shares were subject to a cease order from the Nasdaq Small Cap for failure to meet the \$1 minimum stock price requirement on May 29, 2001 as well as when TCI sought bankruptcy protection under Chapter 11 of the U.S. Bankruptcy Code on March 4, 2004.

Jean Dulac, B.Comm., M.B.A., Adm.A.						
 Amos, Québec, Canada Independent	Mr. Dulac is the President of M&M Nord Ouest Inc., a distributor of automotive parts and industrial equipment for use in the mining and forestry industries and a member of the Uni-Select network.					
	Areas of expertise: Automotive aftermarket parts sales and distribution.					
	Board/Committee Membership			Public Board Membership		
	Board of Directors (2007) Corporate Governance Committee (2007) Human Resources and Compensation Committee (2007)			N/A		
	Securities Held or Controlled					
Year	Common Shares (#)	Share price (\$)	Total market value of Common Shares (\$)	Convertible Debentures 5.9% ¹ (\$)	The Corporation requires that directors hold 1,000 Common Shares	
March 15, 2011	1,000	\$28.21	\$28,210.00	None	requirement met	
2009	1,000	\$30.89	\$30,890.00	N/A		
2008	350	\$22.93	\$8,025.50	N/A		

Jean-Louis Dulac, B.A., B.Comm., M.Sc.C.					
 Amos, Québec, Canada Independent	Mr. Dulac is the Chair of the Board of Uni-Select Inc., a position that is not full time employment, and the President of Les Entreprises J.L. Dulac (Canada) Ltée, a holding company.				
	Areas of expertise: Automotive aftermarket parts sale and distribution, corporate governance, accounting and tax issues.				
	Board/Committee Membership		Public Board Membership		
	Board of Directors, Chair (1968) Corporate Governance Committee (1997) Human Resources and Compensation Committee (1993) Executive Committee, Chair (1983)		N/A		
	Securities Held or Controlled				
	Common Shares (#)	Share price (\$)	Total market value of Common Shares (\$)	Convertible Debentures 5.9% ¹ (\$)	The Corporation requires that directors hold 1,000 Common Shares
Year					
March 15, 2011	944,905	\$28.21	\$26,655,770.05	None	requirement met
2009	947,205	\$30.89	\$29,259,162.45	N/A	
2008	948,780	\$22.93	\$21,755,525.40	N/A	

Joseph P. Felicelli, B.A.



Spanish Fort, Alabama, USA

Independent

Mr. Felicelli is a member of the Board of Directors of Holley Performance Products. He also currently serves as Chief Executive Officer of BBB Industries, LLC, a remanufacturer of automotive replacement parts headquartered in Mobile, Alabama and serves as a member of their Board of Directors.

Areas of expertise: Automotive aftermarket, operations, marketing, acquisitions and integration.

Board/Committee Membership			Public Board Membership		
Board of Directors (2009)					
Human Resources and Compensation Committee (2010)					
Securities Held or Controlled					
Year	Common Shares (#)	Share price (\$)	Total market value of Common Shares (\$)	Convertible Debentures 5.9% ¹ (\$)	The Corporation requires that directors hold 1,000 Common Shares
March 15, 2011	1,050	\$28.21	\$29,620.50	None	requirement met
2009	550	\$30.89	\$16,989.50	N/A	
2008	N/A			N/A	

Jean Guénette, B.Comm., CA




Longueuil, Québec, Canada


Independent


Mr. Guénette has been extensively involved in the automotive parts distribution business, and is a corporate director and a member of the Board of a number of companies that are not public issuers.

Areas of expertise: Automotive aftermarket parts sale and distribution, finance and accounting.


Board/Committee Membership			Public Board Membership		
Board of Directors (1986)			Novexco Inc.		
Audit Committee, Chair (2001)					
Securities Held or Controlled					
	Common Shares	Share price	Total market value of Common Shares	Convertible Debentures 5.9% ¹	The Corporation requires that directors hold 1,000 Common Shares
Year	(#)	(\$)	(\$)	(\$)	
March 15, 2011	7,000	\$28.21	\$197,470.00	None	requirement met
2009	7,000	\$30.89	\$216,230.00	N/A	
2008	14,000	\$22.93	\$321,020.00	N/A	


John A. Hanna, B.Comm., FCGA						
 Toronto, Ontario, Canada Independent	Mr. Hanna was the Chief Executive Officer of Rexel Canada Electrical Inc., a distributor of electrical products, from 2003 to 2005, and Executive Vice President and Chief Financial Officer of Rexel North America Inc. between 2000 and 2003. Since April 2009, John Hanna is an independent member of the audit committee of Transport Canada and Infrastructure Canada. Mr. Hanna is currently a corporate director.					
	Areas of expertise: Distribution, accounting, finance, mergers & acquisitions and IT systems.					
	Board/Committee Membership			Public Board Membership		
	Board of Directors (2006)			Innergex Power Income Fund		
	Audit Committee (2006)			Innergex Renewable Energy Inc.		
	Securities Held or Controlled					
	Year	Common Shares (#)	Share price (\$)	Total market value of Common Shares (\$)	Convertible Debentures 5.9% ¹ (\$)	The Corporation requires that directors hold 1,000 Common Shares
March 15, 2011	3,000	\$28.21	\$84,630.00	None	requirement met	
2009	1,000	\$30.89	\$30,890.00	N/A		
2008	1,000	\$22.93	\$22,930.00	N/A		

Jacques L. Maltais						
 Gatineau, Québec, Canada Independent	Mr. Maltais is a corporate director.					
	Areas of expertise: Distribution, compensation.					
	Board/Committee Membership			Public Board Membership		
	Board of Directors (1988)			N/A		
	Corporate Governance Committee (1997)					
	Human Resources and Compensation Committee, Chair (1993)					
Securities Held or Controlled						
Year	Common Shares (#)	Share price (\$)	Total market value of Common Shares (\$)	Convertible Debentures 5.9% ¹ (\$)	The Corporation requires that directors hold 1,000 Common Shares	
March 15, 2011	3,000	\$28.21	\$84,630.00	None	requirement met	
2009	3,000	\$30.89	\$92,670.00	N/A		
2008	3,000	\$22.93	\$68,790.00	N/A		

Hubert Marleau						
 Montréal, Québec, Canada Independent ³	Mr. Marleau is a professional money manager, Chairman of the Board of Palos Capital Corporation and portfolio manager of Palos Management Inc.					
	Areas of expertise: Corporate finance, securities.					
	Board/Committee Membership			Public Board Membership		
	Board of Directors (1994) Audit Committee (2004)			A.I.S. Resources Limited Buzz Telecommunications Services Inc. CanAlaska Ventures Ltd. FRV Media Inc Gobimin Inc. Huntington Exploration Inc. Maudore Minerals Ltd. MCO Capital Inc. Mitec Telecom Inc. Niocan Inc. Warnex Inc Woulfe Mining Corp.		
Securities Held or Controlled						
	Common Shares (#)	Share price (\$)	Total market value of Common Shares (\$)	Convertible Debentures 5.9%¹ (\$)	The Corporation requires that directors hold 1,000 Common Shares	
Year						
March 15, 2011	4,000	\$28.21	\$112,840.00	None	requirement met	
2009	4,000	\$30.89	\$123,560.00	N/A		
2008	4,000	\$22.93	\$91,720.00	N/A		

³ In August 2003, Mr. Hubert Marleau, director of the Corporation, sought registration as financial advisor with the *Commission des valeurs mobilières du Québec* ("CVMQ") and duly filed an application for said purpose at that time. On November 13, 2003, Mr. Marleau and Gestion Palos Inc. undertook with the CVMQ to cease acting as dealers or advisors until such time as Gestion Palos Inc. was registered with the CVMQ as an advisor. Such registrations were granted by the CVMQ on December 13, 2003. Mr. Marleau was a director of Malette International Inc. ("Malette") a reporting issuer listed on the Toronto Stock Exchange Venture Exchange when, on February 26, 2007, Malette Industries Inc., a wholly-owned subsidiary of Malette, filed a notice of intention to make a proposal to its creditors under the Bankruptcy and Insolvency Act. On February 27, 2007, a creditor of Malette Hardwood Flooring Inc., another subsidiary of Malette, obtained a receivership order from the Superior Court of Québec. On February 2, 2007, the Autorité des marchés financiers issued a cease trade order against Malette for its failure to file financial statements for the year ended September 30, 2006. Effective March 1st, 2007, Mr. Marleau resigned from the board of directors of Malette.

Richard G. Roy, CA					
 Verchères, Québec, Canada Non-Independent⁴	Mr. Roy is the President and Chief Executive Officer of Uni-Select. Prior to January 2008, he held the positions of Vice President, Chief Operating Officer and Vice President, Administration and Chief Financial Officer of the Corporation.				
	Areas of expertise: Distribution, accounting, corporate finance.				
	Board/Committee Membership		Public Board Membership		
	Board of Directors (2008)		N/A		
	Executive Committee (2008)				
Securities Held or Controlled					
	Common Shares (#)	Share price (\$)	Total market value of Common Shares (\$)	Convertible Debentures 5.9%¹ (\$)	The Corporation requires that directors hold 1,000 Common Shares
Year					
March 15, 2011	20,438	\$28.21	\$576,555.98	None	requirement met
2009	20,438	\$30.89	\$631,329.82	N/A	
2008	6,000	\$22.93	\$137,580.00	N/A	

Jeanne Wojas, LL.L.						
 Nuns' Island, Québec, Canada Independent	Mrs. Wojas is an attorney at law and a corporate director. Areas of expertise: Corporate Governance, mergers and acquisitions.					
	Board/Committee Membership			Public Board Membership		
	Board of Directors (1997)			Bowater Produits Forestiers du Canada Inc.		
	Corporate Governance Committee, Chair (1997)			Shermag Inc.		
	Human Resources and Compensation Committee (1997)					
	Securities Held or Controlled					
		Common Shares (#)	Share price (\$)	Total market value of Common Shares (\$)	Convertible Debentures 5.9% ¹ (\$)	The Corporation requires that directors hold 1,000 Common Shares
	Year					
March 15, 2011	3,000	\$28.21	\$84,630.00	\$100,000	requirement met	
2009	3,000	\$30.89	\$92,670.00	N/A		
2008	2,000	\$22.93	\$45,860.00	N/A		

As at March 15, 2011, the directors, as a group, beneficially owned, or controlled or directed, directly or indirectly, 1,992,560 common shares of Uni-Select representing 9.2% of the issued and outstanding common shares of Uni-Select and \$400,000 of convertible debentures 5.9%.

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

DIRECTOR COMPENSATION AND ATTENDANCE

⁴ Mr. Roy is the President and Chief Executive Officer of the Company.

COMPENSATION OF DIRECTORS

Annual Retainers and Attendance Fees

Annual retainers and attendance fees are paid to the members of the Board of Directors who are not employees or officers of the Corporation (“**Outside Directors**”) on the following basis:

Type of Compensation	Annual Compensation to December 31, 2010
Board Chair Retainer ¹	\$90,000
Board Retainer	\$35,000
Committee Chair attendance fee (per meeting)	
- Corporate Governance Committee	\$1,500
- Human Resources and Compensation Committee	\$1,500
- Audit Committee	\$2,750
- Executive Committee	--
Meeting Attendance Fees (per director/per meeting)	
- Board Meeting	\$1,500
- Committee Meeting	\$1,500

¹ The Chair receives no other form of compensation or attendance fees, other than the annual retainer.

The following table provides the annual retainers and attendance fees that each non-management director received during the fiscal year ended December 31, 2010 for their participation on the Board of Directors of Uni-Select.

Name	Board Retainer (\$)	Board Attendance Fees (\$)	Committee Chair Attendance Fees (\$)	Committee and Other Attendance Fees (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension value (\$)	Other Compensation (\$)	Total (\$)
Clay E. Buzzard	35,000	10,500	-	3,000	-	-	-	-	-	48,500
Pierre Desjardins	35,000	10,500	-	10,500	-	-	-	-	-	56,000
Jean Dulac	35,000	10,500	-	9,000	-	-	-	-	-	54,500
Jean-Louis Dulac	90,000	-	-	-	-	-	-	-	-	90,000
Joseph P. Felicelli	35,000	10,500	-	1,500	-	-	-	-	-	47,000
Jean Guénette	35,000	10,500	16,500	9,000	-	-	-	-	-	71,000
John A. Hanna	35,000	10,500	-	9,000	-	-	-	-	-	54,500
Jacques Landreville	35,000	10,500	-	9,000	-	-	-	-	-	54,500
Jacques L. Maltais	35,000	10,500	6,000	9,000	-	-	-	-	-	60,500
Hubert Marleau	35,000	7,500	-	7,500	-	-	-	-	-	50,000
Jeanne Wojas	35,000	10,500	3,000	9,000	-	-	-	-	-	57,500
Total										\$644,000

Aside from Richard G. Roy, directors of the Corporation received no other form of compensation other than the compensation disclosed in the above table.

Richard G. Roy, who was the President and Chief Executive Officer of the Corporation in 2010, did not receive any compensation as a director of Uni-Select. However, Mr. Roy did receive compensation as President and Chief Executive Officer of the Corporation in 2010 as disclosed in the Summary Compensation Table.

Outside Directors are reimbursed for travel and other out-of-pocket expenses incurred in attending Board or Committee meetings.

The directors are not participants in any pension fund sponsored by Uni-Select nor do they receive any form of equity-based compensation. The directors are insured by a Directors & Officers and General Liability Insurance policy. The premium of \$99,750 is paid by the Corporation.

SUMMARY OF ATTENDANCE RECORD

The following table indicates the attendance record of each director for all Board and Committee meetings held in 2010.

Name	Number of meetings which he/she attended in 2010				
	Board 7 meetings	Audit Committee 6 meetings	Human Resources and Compensation Committee 4 meetings	Corporate Governance Committee 2 meetings	Executive Committee 1 meeting
Clay E. Buzzard ¹	7	-	1	-	1
Pierre Desjardins	7	6	-	-	1
Jean Dulac	7	-	4	2	-
Jean-Louis Dulac	7	-	4	2	1
Joseph P. Felicelli ²	7	-	-	1	-
Jean Guénette	7	6	-	-	-
John A. Hanna	7	6	-	-	-
Jacques Landreville	7	-	4	2	-
Jacques L. Maltais	7	-	4	2	-
Hubert Marleau	5	5	-	-	-
Richard G. Roy	7	-	4	2	-
Jeanne Wojas	7	-	4	2	-

¹ Clay E. Buzzard was appointed to the Corporate Governance Committee on August 8, 2010.

² Joseph P. Felicelli was appointed to the Human Resources and Compensation Committee on August 8, 2010.

CORPORATE GOVERNANCE DISCLOSURE

BOARD OF DIRECTORS

The Board of Directors is comprised of 12 directors until the annual meeting: Jean-Louis Dulac, the Chair of the Board, Clay E. Buzzard, Pierre Desjardins, Jean Dulac, Joseph P. Felicelli, Jean Guénette, John A. Hanna, Jacques Landreville, Jacques L. Maltais, Hubert Marleau, Richard G. Roy and Jeanne Wojas. The Board of Directors estimates that a number of directors between ten and twelve allows the Board to adequately carry out its obligations.

The Board of Directors regularly schedules meetings of the Board at which non-independent directors and members of management are not in attendance. In 2010, the independent directors held 7 meetings in the absence of non-independent directors and members of management.

The Chair of the Board is responsible for effectively managing the affairs of the Board in accordance with corporate governance principles. For a more detailed description of the role and responsibilities of the Chair of the Board see the Position Description of the Chair of the Board available on Uni-Select's website at www.uniselect.com or, upon request to the Secretary of the Corporation.

BOARD MANDATE

The Board of Directors adopted a Board of Directors' Charter in order to identify the specific responsibilities of the Board of Directors and thereby to enhance coordination and communication between the Board and management. A copy of the mandate of the Board is attached hereto as Schedule "A".

POSITION DESCRIPTIONS

The Board of Directors has developed Charters for the four Committees of the Board, as well as respective position descriptions for the Chair of the Board, for the Committee chairs and for the President and Chief Executive Officer to complement the Board of Directors' Charter. A copy of the Committee Charters and Position Descriptions are available on Uni-Select's website at www.uniselect.com or, upon request to the Secretary of the Corporation.

ORIENTATION AND CONTINUING EDUCATION

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

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

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

ETHICAL BUSINESS CONDUCT

The responsibilities identified in the Board of Directors' Charter are to be carried out consistently with the principles stated in the Corporation's Code of Business and Workplace Ethics that applies to all of the Corporation's directors, officers and employees. A copy of the Code of Business and Workplace Ethics is available on SEDAR at www.sedar.com or on Uni-Select's website at www.uniselect.com or, upon request to the Secretary of the Corporation.

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

NOMINATION OF DIRECTORS

The Corporate Governance Committee is responsible for identifying and recommending to the Board nominees for election or re-election to the Board or for appointment to fill any vacancy that is anticipated or has arisen on the Board. When recommending candidates to the Board, the Committee takes into consideration such factors as i) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess; ii) the competencies and skills that the Board considers each existing director to possess; iii) the competencies and skills each new nominee will bring to the Board; and iv) whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member. In addition, judgment, independence, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members and the extent to which the candidate would be a desirable addition to the Board and any Committee of the Board will also be considered. The Committee also considers legal, regulatory and listing requirements applicable to the Corporation in respect of the composition of the Board and its Committees.

HUMAN RESOURCES AND COMPENSATION COMMITTEE

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

For a more detailed description of the role and responsibilities of the Human Resources and Compensation Committee, see the Human Resources and Compensation Committee Charter available on Uni-Select's website at www.uniselect.com or, upon request to the Secretary of the Corporation.

AUDIT COMMITTEE

Information regarding the Corporation's Audit Committee is provided in Item 12 of the Corporation's Annual Information Form for 2010, which is incorporated herein by reference. A copy of the Annual Information Form is available on SEDAR at www.sedar.com or, upon request to the Secretary of Uni-Select.

For a more detailed description of the role and responsibilities of the Audit Committee, see the Audit Committee Charter available in Schedule A of the Annual Information Form or on Uni-Select's website at www.uniselect.com or, upon request to the Secretary of the Corporation.

EXECUTIVE COMMITTEE

The Board of Directors has established an Executive Committee to assist the Board in the oversight of specific matters and the implementation of specific Board resolutions within such parameters as specifically delegated by the Board to the Committee. The Executive Committee is composed of Clay E. Buzzard, Pierre Desjardins, Jean-Louis Dulac and Richard G. Roy. Jean-Louis Dulac chairs the Executive Committee. With the exception of Richard G. Roy, the members of the committee are independent directors.

For a more detailed description of the role and responsibilities of the Executive Committee, see the Executive Committee Charter available on Uni-Select's website at www.uniselect.com or, upon request to the Secretary of the Corporation.

CORPORATE GOVERNANCE COMMITTEE

The Corporate Governance Committee is established by the Board of Directors to assist the Board in fulfilling its responsibilities in overseeing the implementation of corporate governance rules, procedures and policies as well as compliance therewith, in particular by establishing and reviewing the functions of the Board and its Committees, and those of the Chair of the Board. It also periodically reviews the selection and succession criteria and procedures for directors. Furthermore, it ensures that a process is set up to assess the performance and effectiveness of the Board, the Committees and their members. It establishes criteria for, and annually implements, an evaluation process for the Board, the Board Chair, each Committee of the Board and individual directors in order to assess their effectiveness and contribution and recommends steps which may be taken to improve effectiveness. Such assessment takes into consideration, in the case of the Board or a Board Committee, its charter and, in the case of an individual director, the applicable position description, as well as the competencies and skills each individual director is expected to bring to the Board. Each of the Board, the Board Chair, the Committees of the Board and the individual directors then conduct an annual performance self-evaluation including a review of their compliance with their Charter or Position Description, in accordance with the process developed by the Corporate Governance Committee and approved by the Board, and reports to the Board the results of the self-evaluation. The Committee also ensures that full and complete disclosure of the Corporation's systems of corporate governance is made, where appropriate, in the Corporation's disclosure documents.

The Corporate Governance Committee is composed of Clay E. Buzzard, Jean Dulac, Jean-Louis Dulac, Jacques Landreville, Jacques L. Maltais and Jeanne Wojas, chair of the Committee. Save for Jacques Landreville who is non-independent (see note 3 page 8), all other members of the Committee are independent directors.

The Corporate Governance Committee also ensures that the Corporation meets or exceeds governance guidelines; solicits and reviews incumbent directors and recommends amendments to the Board and Committee charters.

For a more detailed description of the role and responsibilities of the Corporate Governance Committee, see the Corporate Governance Committee Charter available on Uni-Select's website at www.uniselect.com or, upon request to the Secretary of the Corporation.

COMPENSATION DISCUSSION & ANALYSIS

The Compensation Discussion & Analysis (the "CD&A") is prepared under the guidance of the Human Resources and Compensation Committee of the Board of Directors of Uni-Select (the "Committee") and approved by the Board of Directors. The compensation programs described in the following pages apply broadly to the executive officers and management personnel of the Corporation, with changes as appropriate to reflect different levels of responsibility.

OBJECTIVES OF COMPENSATION STRATEGY

The overall compensation of executive officers is a combination of (a) base salary, the annual salary received by an executive officer and paid on a weekly basis (b) short-term incentive plans or bonuses that are paid once a year and are based on the achievement of objectives that are defined annually and (c) long-term incentive plans that benefit executives over time and, in the case of pension plan provisions, after employment has terminated. Comprehensive information on compensation and its components, base salary, short-term and long-term incentives is set out in the following pages.

COMPENSATION GUIDELINES

1. Compensation is the primary tool to attract, retain and motivate employees with the skills and commitment needed to enhance shareholder value;
2. The target for determination of the base salary is 90% to 100% of the median compensation paid to executive officers with similar responsibilities within a reference group that is derived from data compiled by Towers Watson (the "Reference Group"). The Reference Group for 2010 is comprised of:

Agropur Akzo Nobel (SICO) Belron Canada Canada Safeway Canadian Tire Dorel Fining International Forzani Honda of Canada Mfg.	Imperial Tobacco Jean Coutu Leon's Furniture Ltd. Mazda Canada McKesson Canada Molson Coors Canada Nestlé Canada Procter and Gamble Purolator	Quincaillerie Richelieu RONA Sears Canada Shoppers Drug Mart Thomas & Betts Limited Toyota Motor Manufacturing Canada UAP United Farmers of Alberta Co-operative
--	---	---

These companies were selected by the Committee upon the recommendation of Towers Watson for being, among other things, entities representing potential employers for executive officers of the Corporation. The companies in the Reference Group may vary from time to time. The Corporation does not use the data compiled from the Reference Group for any means other than for compensation comparison of executive officer compensation against those of the Reference Group. The Committee considers executive compensation within the Reference Group as the main factor in setting compensation;

3. When the Deferred Performance Unit Program "DPU Program" attains the base value (see Long-Term Incentive Plans - Deferred Performance Unit Program on page 21), executive compensation should equal the average compensation of the Reference Group. Nevertheless, when the DPU Program exceeds the base value, the executive compensation should exceed the median of the Reference Group; and
4. Uni-Select favours continuity in management by making the long-term incentives available only to executive officers who remain in the employment of the Corporation.

NAMED EXECUTIVE OFFICERS

In accordance with the rules on executive compensation, this CD&A focuses on compensation paid or to be paid with regards to the financial year ended December 31, 2010, to the executive officers listed below, also identified as the “Named Executive Officers” or the “NEO’s”. The Named Executive Officers include the Chief Executive Officer, the Chief Financial Officer and the three most highly compensated executive officers, taking into account their total compensation (excluding pensions). The NEO’s are:

- (1) Richard G. Roy, President and Chief Executive Officer;
- (2) Denis Mathieu, Vice President and Chief Financial Officer;
- (3) James E. Buzzard, Senior Vice President, Corporate Development, USA;
- (4) Gary O’Connor, Executive Vice President; and
- (5) Pierre Chesnay, Vice President, Legal Affairs and Secretary.

PERFORMANCE ASSESSMENTS

The Committee reviews overall compensation policies, makes recommendations to the Board of Directors on the compensation for the executive officers of Uni-Select, submits to the Board the short-term incentive plan objectives and assesses the performance of each Named Executive Officer. The Board is the final authority on compensation matters for the Named Executive Officers of Uni-Select and on policy changes related to compensation.

The President and Chief Executive Officer develops the objectives that he is expected to achieve and against which his performance is assessed with the Chair of the Board and, as part of the executive management team, each Named Executive Officer completes the same process with the President and Chief Executive Officer. Objectives are derived largely from the Corporation’s annual and strategic planning sessions. All objectives are reviewed by the Committee and submitted to the Board for consideration.

The Chair of the Board leads the assessment of the President and Chief Executive Officer and, in turn, Richard G. Roy assesses each Named Executive Officer’s individual performance against their respective objectives. The Chair and the President and Chief Executive Officer submit their assessment to the Committee that, in turn, submits recommendations to the Board for consideration. The Named Executive Officers do not play a role in their compensation determination, other than discussing their individual performance against their predetermined objectives.

The Chair of the Board is Jean-Louis Dulac and the Committee is comprised of the following directors: Jean Dulac, Jean-Louis Dulac, Joseph P. Felicelli, Jacques Landreville, Jacques L. Maltais and Jeanne Wojas. No member of the Committee was an officer or employee of Uni-Select and each Committee member was determined by the Board of Directors to be independent from the Corporation, save for Jacques Landreville.

2010 COMPENSATION

The Committee relies on the specific quantitative performance measures discussed in this CD&A and its own judgment to compensate Named Executive Officers. The determination of the level of achievement of specific objectives that are not quantitative requires the personal and subjective assessment of the members of the Committee; the Committee believes that solely using annual quantitative performance measurements does not create the appropriate balance of incentives to build long-term shareholder value. The evaluation of a Named Executive Officer’s performance against his stated objectives plays an important role in awarding the short-term incentive payment and also contributes to a determination of overall compensation. The Committee ensures that the overall compensation to the Named Executive Officers reflects the guiding principles listed earlier in this CD&A and the financial performance of the Corporation.

BASE SALARY

Base salaries reflect the hierarchical level, the responsibilities and the complexity of each position. The base salary for each executive officer is revised annually in the first quarter of the year. Base salary compensates executive officers for the performance of their daily duties.

SHORT-TERM INCENTIVE PLAN

The Short-Term Incentive Plan is comprised of an annual bonus based on the level of achievement (i) of the annual budget of the Corporation and (ii) of specific objectives. The Short-Term Incentive Plan recognizes and equitably rewards executive officers who distinguish themselves by their contribution; ensures a balance between individual performance, financial performance and compensation; allows the compensation of the executive officers to vary according to the level of achievement of specific objectives.

Financial Objectives Bonus

The bonus based on a measure of achievement of financial objectives allows executive officers to participate in the financial success of the Corporation. The Board, annually, determines financial objectives, scales and parameters of realization which correspond to a bonus based on a percentage of base salary.

For executive officers (including NEO's), the financial objectives bonus may vary from 0% to 75% of base salary for a performance achievement, between 80% to 100% of the objective; additional levels recognize and reward a performance that is an achievement that exceeds 100% of the objectives; this "overachievement" bonus may vary from 29.33% to 72% of base salary for a performance that exceeds the objectives by 102% to 108%.

The financial objective bonus may vary from 6.5% to 75% of base salary for named executive officers; in the case of Gary O'Connor, financial objectives for 2010 are based upon the achievement of those financial results set out in the budget for the areas of activities that are under his direct leadership whereas for other named executive officers, the performance, at end of year, is measured against the financial results set out in the budget of Uni-Select on a consolidated basis..

For the period ended December 31, 2010, the Named Executive Officers attained 95% of their financial objectives, to the exception of James E. Buzzard and Gary O'Connor who have attained respectively 100% and 50%, giving rise to payment of the bonuses to the named executive officers as set-out below:

Name	Bonus	Percentage of base salary	Maximum bonus (excluding the overachievement bonus)	Percentage of base salary
Richard G. Roy	\$187 493	37.5%	\$375,000	75%
Denis Mathieu	\$73 500	8.75%	\$168,000	60%
James E. Buzzard	\$76 125	26.25%	\$168,000	60%
Gary O'Connor	\$48 125	17.5%	\$165,000	60%
Pierre Chesnay	\$36 855	19.5%	\$86,940	46%

Specific Objectives

A second component of the bonus allocated to executive officers is based on the attainment of specific personal objectives. A specific objective may not be, partially or totally attained. The allocated bonus under the specific objectives component may vary from 0% of base salary to 20% of base salary depending on the nature of the specific objective, its impact on the Company, its operations, profitability and any objective the Board wishes to promote. The table set out below illustrates the minimum and maximum payments, as a percentage of base salary, that may be received by the President and Chief Executive Officer and other named executive officers upon the achievement of their specific objectives

MINIMUM AND MAXIMUM BONUS PAYBLE UPON THE ACHIEVEMENT OF SPECIFIC OBJECTIVES

Position	Minimum	Maximum
President and Chief Executive Officer	0%	20%
Vice President and Chief Financial Officer	0%	17%
Other named executive officers	0%	15%

Uni-Select determined that the bonus payments set out in the tables that follow are justified in light of the level of achievement of personal specific objectives as the performance of each was assessed in keeping with the methodology described in the section titled Performance Assessments (see page 16).

Bonus for the achievement of specific objectives

The personal specific objectives of the Named Executive Officers, for the year ended December 31, 2010 were:

Name	Objective
Richard G. Roy	To supervise the implementation of the enterprise management system of Uni-Select
	To develop a five (5) year strategic plan for Beck/Arnley Worldparts, Inc.
	To direct the growth by acquisition strategy of Uni-Select
Maximum achievable bonus: \$55,000 ¹ Bonus on account of level of achievement: \$47,000	

Name	Objective
Denis Mathieu	Analyze business acquisition opportunities, their feasibility, and their integration to assure the growth of Uni-Select
	Take charge of the systems' conversion, coordinate the transition and the implementation of the new enterprise management system
Maximum achievable bonus: \$28,000 ² Bonus on account of level of achievement: \$23,520	

Name	Objective
James E. Buzzard	Devise and implement a strategy to attract independent distributors and assure these new customers are incentivized to grow their purchase with Uni-Select
	Act as main contact for customers that request improved service levels and relay information to assure customer needs are met
	Maintain or initiate a dialogue with parties that show an interest in the sale of their parts business
In USD	Maximum achievable bonus: \$43,500 Bonus on account of level of achievement: \$10,000

Name	Objective
Gary O'Connor	Take charge of the calendar for the implementation of the new enterprise management system and assume responsibility of this implementation within the allowable budget limitations
	Put in place, in the US operations, a national forum of customer representatives that will be polled on their needs and the business strategies of Uni-Select
Maximum achievable bonus: \$27,500 ³ Bonus on account of level of achievement: \$22,000	

Name	Objective
Pierre Chesnay	Update the Corporation's risk assessment model
	Finalize post-closing adjustments on a number of identified business acquisitions
	Define a process to assess the maintenance costs of the buildings occupied by Uni-Select
Maximum achievable bonus: \$26,460 Bonus on account of level of achievement: \$24,948	

¹ Excluding the maximum achievable bonus of \$45,000 related to the improvement in the price earnings ratio described below.

² Excluding the maximum achievable bonus of \$14,000 related to the improvement in the price earnings ratio described below.

³ Excluding the maximum achievable bonus of \$13,750 related to the improvement in the price earnings ratio described below.

Bonus related to an improvement in the price earnings ratio

Some executive officers share a common specific objective, which is the improvement of the share multiple of Uni-Select's stock as compared against a group of other leading companies (the "Comparison Group"). The Comparison Group is selected to represent companies involved in distribution that are generally characterized by their efficiency, similarity in size and market presence or by their pattern of growth through acquisition. The Committee annually reviews the components of the Comparison Group. For 2010, the Comparison Group consisted

of the following companies: Canadian Tire Corporation, Genuine Parts Company, Metro Inc., Richelieu Hardware Ltd. and Rona Inc.

The average price to earnings ratio of Uni-Select shares over the last 10 trading days of 2009 and the 10 opening trading days of 2010 (the “Ratio”) was 11.41 on the Toronto Stock Exchange; the same ratio for the shares of the Comparison Group, on average, was 14.45. The executive officers’ objective was to reduce the 3.04 gap over the 2010 year end.

As at December 31, 2010, the gap between the price to earnings ratio of Uni-Select and that of the Comparison Group had improved by 1.66. The Named Executive Officers to whom this objective related to were awarded the following bonus representing an amount equal to 9% of their base salary:

Name	Bonus paid	Maximum amount
Richard G. Roy	\$45,000	\$45,000
Denis Mathieu	\$14,000	\$14,000
Gary O’Connor	\$13,750	\$13,750

Recommendation by the Board of an exceptional bonus

The Board, at its discretion, making use of its oversight role, recommended the payment of overachievement bonuses to the executives directly involved in the acquisition of FinishMaster Inc., the renewal of the Corporation’s credit facilities and the issuance by public offering of subscription receipts each representing the right to receive one common share and convertible subordinated debentures in the scope of this acquisition. In this respect, the following named executive officers received the following sums: Richard G. Roy \$100,000.00, Denis Mathieu \$25,000.00 and Pierre Chesnay \$20,000.00. In addition, the Board awarded, effective December 12, 2010 a grant of option giving the right to purchase up to 10,000 shares of Uni-Select to Denis Mathieu. This grant of an option was related to the work leading to the acquisition of FinishMaster.

LONG-TERM INCENTIVE PLANS

The Long-Term Incentive Plans include the Deferred Performance Unit Program, the Stock Option Plan and the Pension Plan, a summary of which is found under the headings “Deferred Performance Unit Program”, “Stock Option Plan” and “Pension Plan” that follow.

The Corporation has no form of equity-based compensation other than the Stock Option Plan.

Deferred Performance Unit Program

Executive officers of Uni-Select participate in the Deferred Performance Unit (“DPU”) Program. The DPU Program was implemented to reward long-term performance and encourage executive officers to remain in the employment of the Corporation; the DPU Program was introduced in replacement of the Stock Option Plan as the latter became sparingly used because the number of shares that may be issued under the Stock Option Plan is limited and insufficient to equitably reward the executive officers of the Corporation. Performance achievement under the DPU Program is based on quantitative measures that determine the amount of a future bonus to a participant; it is not an equity-based plan as DPU units have no voting or profit-sharing attributes. The executive officers eligible under the DPU Program are those who have a direct influence on the long-term results of the Corporation and are appointed by the Board upon recommendation from the Committee. The DPU Program directly aligns compensation to the performance of the Corporation, regardless of the variation in the value of the shares as management has no influence on the market.

Participants to the DPU Program receive a number of units that is function of a percentage of their base salary and of their hierarchical level. There are 4 levels that determine the quantity of DPU units awarded and the range varies from 0.25 for a general manager to 1 for the President and Chief Executive Officer.

DPU units have a base value of \$100 enhanced or decreased by the actual return on average shareholder equity over rotating three-year cycles (“Return on Average Shareholder Equity” or “RASE”). Three-year cycles are movable (“rolling cycles”) such that a new cycle begins each year.

The RASE is the sum of (i) the return on 10-year Canadian issued Government bonds on the annual date when DPU units are granted by the Board (3.4% for 2009) and (ii) 9.6% (where 9.6% was the rate of return, computed on the same basis at the time the DPU Program was launched).

Exceptionally, the Board set the value of each DPU unit granted by the Board during 2007 at \$80, notwithstanding the quantitative formula established by the DPU. Excluding the exercise of discretion by the Board, the Human Resources and Compensation Committee considers that one of the principles of remuneration would not have been reached because the mathematical formula of evaluation of the units did not attribute any value thereon.

Except in case of retirement or death, a participant to the DPU Program has no vested right to a payment before the expiry of each three-year cycle; payment is contingent upon a participant being an employee of the Corporation.

The Named Executive Officers participate in the DPU Program and were awarded the following compensation on account of their participation to the DPU Program. The Named Executive Officers were also awarded the units set out opposite their respective names:

Name	Number of units awarded in 2006 and acquired	Number of units awarded in 2007 and acquired	Number of units awarded in 2008 and acquired	RASE for a payment at the target level			2008 level	2009 level	2010 level	2008 payment	2009 payment	2010 payment
				2006	2007	2008						
Richard G. Roy	1,000	1,375	4,000	15%	14.33%	13.62%	\$90	\$80	\$80	\$90,000	\$110,000	\$320,000
Denis Mathieu ¹	N/A	1,075	1,075	15%	14.33%	13.62%	\$90	\$80	\$80	Ø ¹	\$86,000	\$86,000
James E. Buzzard	700	800	930	15%	14.33%	13.62%	\$90	\$80	\$80	\$63,000	\$64,000	\$74,400
Gary O'Connor	975	1,000	1,030	15%	14.33%	13.62%	\$90	\$80	\$80	\$87,750	\$80,000	\$82,400
Pierre Chesnay	555	600	600	15%	14.33%	13.62%	\$90	\$80	\$80	\$49,950	\$45,750	\$48,000

¹ Denis Mathieu was not a participant to the DPU Program as he has not been an employee for a 3-year cycle.

Stock Option Plan

EQUITY COMPENSATION PLANS

The following table sets forth compensation plans under which equity securities of the Corporation are authorized for issuance, being the Corporation's Stock Option Plan, as at December 31, 2010:

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price or outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	N/A	N/A	N/A
Equity compensation plans not approved by security holders	77,949	\$27.07	29,126

The Board of Directors manages the Option Plan and approves all grants of options; it may grant an option on any number of shares, up to 100% of all shares in the Option Plan, to any executive or officer of the Corporation (a "Beneficiary") and may adopt any measure it deems advisable for the management of the Option Plan. Options are vested by increments of 20% of the number of shares granted for each consecutive 12-month period. The price at which common shares may be acquired is equal to the closing price of the shares of the Corporation on the Toronto Stock Exchange on the day preceding the date upon which the option is granted.

Subject to the prior approval of the Toronto Stock Exchange and any other regulatory body requiring similar approval, the Board of Directors may, at any time and from time to time, amend, suspend or terminate the Option Plan in whole or in part provided, however, that the Board of Directors may not, without approval of the holders of a majority of the common shares present and voting in person or by proxy at a meeting of shareholders of the

Corporation, materially increase the benefit accruing to participants under the Option Plan, increase the number of shares that may be issued pursuant to the Option Plan, or materially modify the requirements as to eligibility for participation under the Option Plan. The Option Plan was not subject to approval by the shareholders.

The following table shows all awards outstanding for each Named Executive Officer for the year ending December 31, 2010, notably those awarded before the end of the last period.

Option-Based Awards					Share-Based Awards	
Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) [the difference between the rate of exercise and the close price at December 31, 2010, being \$27.10]	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Richard G. Roy	10,299	\$15.05	Dec. 13, 2011	\$124,103.00	Ø	Ø
	50,000	\$31.43	January 1, 2018	Ø	\$30,000	Ø
Denis Mathieu	10,000	\$26.70	Dec. 12, 2010	Ø	\$8,000	Ø
James E. Buzzard	Ø	Ø	Ø	Ø	Ø	Ø
Gary O'Connor	Ø	Ø	Ø	Ø	Ø	Ø
Pierre Chesnay	Ø	Ø	Ø	Ø	Ø	Ø

The following table shows the value of option-based and share-based awards and pursuant to the DPU Program for each of the Named Executive Officers:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Richard G. Roy	\$0	N/A	\$0
Denis Mathieu	N/A	N/A	\$0
James E. Buzzard	N/A	N/A	\$0
Gary O'Connor	N/A	N/A	\$0
Pierre Chesnay	N/A	N/A	\$0

The Corporation did not make any awards under a non-equity incentive plan based on conditions on the Uni-Select share price. Pertinent information regarding bonuses related to the improvement of the price to earnings ratio of Uni-Select shares is presented in the above table in the column titled “Non-equity incentive plan compensation – Value earned during the year (\$)”. Aside from the DPU Program, the Corporation did not award any compensation under a non-equity long-term incentive plan during the most-recently ended period.

Estimated Pension Plan Benefits

The Corporation offers pension benefits to its Canadian employees through a basic registered pension plan, a registered pension plan for senior management and a non-registered supplemental pension plan for certain senior members of management. The pension plans are defined benefit plans.

Each Named Executive Officer may receive full pension benefits, without actuarial reduction, upon reaching the age of 60. Pension benefits presented in the following table include the aggregate of the benefits under the basic plan, the senior management registered plan and the supplemental plan.

The annual benefits payable are based on the member’s final average earnings at year end and on projected credited service; it is assumed, for purposes of determining the annual benefits payable at year end, that the member will satisfy the vesting conditions under the supplemental plan (i.e. the member will have attained at least age 55 and completed at least 5 years of credited service at the time of his retirement). The assumptions used in preparing the information presented in the following table are identical to those used for purposes of calculating the accrued obligation as at December 31, 2010 reflected in the audited financial statements for the year ending as at that date; these assumptions include a projected annual salary increase of 3.75% per annum and a discount rate of 5.40% per annum.

Employees that are based in the United States, participate in a 401(k) plan that allows employees to save for retirement and have the principal of their savings invested and income taxes on earnings deferred until retirement. The Corporation matches employee contributions up to 3% of base salary.

The table illustrates the payments and benefits at, following or in connection with retirement for each Named Executive Officer:

Name	Number of years of credited service as at December 31, 2010		Annual benefits payable (\$)		Accrued obligation at start of year	Compensatory change	Non-compensatory change	Accrued obligation at year end
	Registered Plans	Supplemental Plan	At year end	At age 65	(\$)	(\$)	(\$)	(\$)
Richard G. Roy	12.00	10.42	\$109,500	\$171,900	\$1,167,900	\$149,200	\$397,100	\$1,714,200
Denis Mathieu	3.83	3.83	\$20,700	\$113,900	\$118,200	\$59,300	\$59,600	\$237,100
Gary O'Connor	5.00	5.00	\$25,800	\$85,300	\$205,800	\$45,400	\$132,500	\$383,700
Pierre Chesnay	14.00	11.00	\$55,400	\$78,900	\$672,700	\$60,200	\$136,700	\$869,600

SUMMARY COMPENSATION TABLE

The following table details the complete annual compensation to each of the Named Executive Officers with regards to 2009 and 2010. Information on compensation paid in previous years and other information filed with the Canadian provincial securities commissions on SEDAR may be reviewed on www.sedar.com.

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) ⁽¹⁾	Non-equity incentive plan compensation (\$)		Pension value – compensatory change (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans ⁽²⁾	Long-term incentive plans DPU Program			
Richard G. Roy President & Chief Executive Officer	2010	\$493,269			\$379,493	\$320,000	\$149,200	\$14,400	\$1,356,262
	2009	\$455,673			\$138,867	\$110,000	\$90,100	\$14,400	\$809,040
Denis Mathieu Vice President & Chief Financial Officer	2010	\$280,000		\$70,100	\$136,020	\$86,000	\$59,300	\$11,978	\$644,102
	2009	\$251,807			\$50,363	\$86,000	\$32,700	\$12,012	\$432,882
James E. Buzzard Senior Vice President, Corporate Development, USA ⁽³⁾	2010	\$304,444			\$108,279	\$76,632	\$8,444	\$13,281	\$511,080
	2009	\$324,352			\$0	\$64,000		\$22,497	\$410,849
Gary O'Connor Executive Vice President	2010	\$279,382			\$83,875	\$82,400	\$45,400	\$11,974	\$503,031
	2009	\$223,272			\$92,400	\$80,000	\$41,500	\$12,012	\$449,184
Pierre Chesnay Vice President, Legal Affairs and Secretary	2010	\$186,577			\$81,803	\$48,000	\$60,200	\$22,054	\$398,634
	2009	\$178,331			\$31,820	\$45,750	\$39,000	\$12,012	\$306,913

¹ The fair value of the options vested was estimated at the award date in order to determine compensation expenses for the options by using the Black & Scholes pricing model according to the following hypotheses for the 2010 year:

Expected dividend rate	1.41%	Risk-free interest rate	2.4%
Expected volatility	25.51%	Expected duration in years	7

The fair value of the options vested during the period ended December 31, 2010 is \$7.01 per share.

² The annual Incentive Plan includes the Board exceptional Bonus.

³ James E. Buzzard is paid in US dollars. His compensation was converted in Canadian dollars at the average weighted conversion rate for the year-end results: 1.03 for 2010 (1.14 for 2009).

EMPLOYMENT AND CHANGE OF CONTROL AGREEMENTS

The Corporation has not entered into formal employment agreements (the “Employment Agreements”) with any of the Named Executive Officers. The Corporation has not put in place any agreement, plan or mechanism for payments in favour of the executive officers in the event of termination of duties, whether voluntary or not, or of constructive dismissal, resignation, retirement, change in responsibilities or change in control of the Corporation. However, the Stock Option Plan and the DPU Program each provide that options or units become immediately vested in case of a change of control of the Corporation.

COMPENSATION CONSULTANT

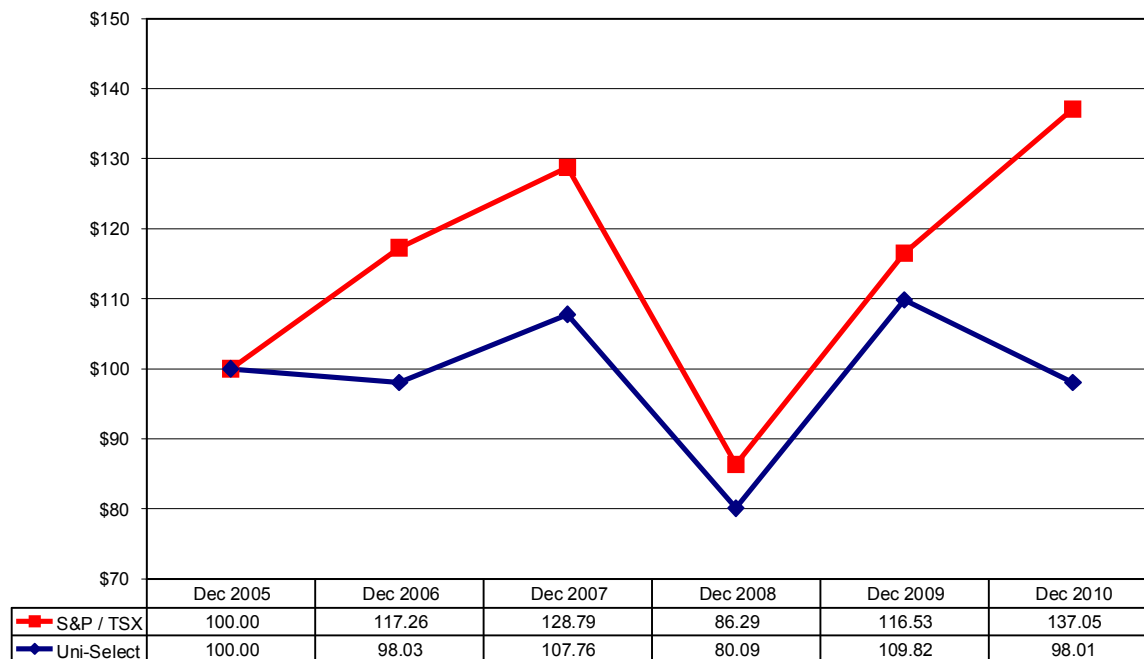
Neither the Corporation nor the Committee currently has any contractual arrangement with any executive compensation consultant who has a role in determining or recommending the amount of senior executive compensation. Though the Corporation conducted a review of the compensation paid to its executives in the United States with the assistance of Towers Watson which received \$5,000 for these services. Periodically, the Corporation has sought the views of Perrault Conseil Perrin about market intelligence on compensation trends along with their views on specific compensation programs designed by the human resources department, with the oversight of the Committee. The Corporation paid \$32,000 to Perrault Conseil Perrin.

PERFORMANCE GRAPH

The graph below illustrates the annual percentage change in the Corporation's cumulative return on shareholders' equity on the stock of the Corporation in relation to the cumulative return of the S&P/TSX Index over a five-year period ended December 31, 2010.

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

Uni-Select Inc.
STOCK PERFORMANCE GRAPH
December 31, 2005 to December 31, 2010 (5-year period)



The trend shown by the above performance graph is a constant increase in the cumulative shareholder return from 2005 to the end of 2007, followed by a significant decrease in 2008, when the recession which began in the second half of the year affected the securities market as a whole. As at December 31, 2009, Uni-Select's share price had recovered and had increased by 37.12% compared to its value as at December 31, 2008. The trend in the Corporation's compensation to the Named Executive Officers has generally followed the trend in the performance graph save for the 2008 financial year where total compensation of the NEO's has increased as the share price decreased. At the beginning of the 2010 financial year, the share price of Uni-Select decreased whereas the index continued to increase. Though the index and the share price of Uni-Select have moved in opposing directions since the later part of 2009, the Board is of the view that the criteria it established to measure compensation are reasonable, that their evaluation of the achievements of the Named Executive Officers' objectives was equitable and that the compensation is competitive.

HUMAN RESOURCES AND COMPENSATION COMMITTEE REPORT

In the Committee's opinion, the compensation of the executive officers is appropriate given Uni-Select's size, the range of its activities and the return to its shareholders. The Committee is satisfied that the Corporation's current executive compensation policies, programs and levels of compensation as disclosed in this circular aligned with the Corporation's performance and reflect competitive market practices.

ADDITIONAL INFORMATION

Unless otherwise indicated, the information contained herein is provided as at March 15, 2011. The Corporation is not aware of any matters that could be submitted at the Meeting other than those indicated in the Notice of Meeting. Should any unknown matters be properly submitted at the Meeting, the persons named in the form of proxy will vote on such matters according to their best judgment.

AVAILABILITY OF ADDITIONAL DOCUMENTS

Uni-Select is a reporting issuer and is subject to securities legislation and, accordingly, must file its annual financial statements and information circular. Uni-Select must also file an annual information form with the securities commissions. Financial information is provided in the Corporation's comparative financial statements and Management Report for its most recently completed financial year. Copies of this Information Circular, as well as the Corporation's latest Annual Information Form, Annual Report and Management Report for the year ended December 31, 2010, and its quarterly financial statements produced after the latest annual financial statements may be obtained from the Corporation's website at www.uniselect.com or by mail from the Secretary at 170 Industriel Blvd., Boucherville, Québec, J4B 2X3.

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

SHAREHOLDER PROPOSALS FOR THE 2012 ANNUAL MEETING

Shareholder proposals for the 2012 annual meeting must be received by December 16, 2011.

APPROVAL OF THE DIRECTORS

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

The Secretary,



Me Pierre Chesnay
March 21, 2011
Boucherville, Québec



SCHEDULE “A”

BOARD OF DIRECTORS’ CHARTER

INTRODUCTION

This Charter is intended to identify the specific responsibilities of the Board of Directors 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 Business and Workplace Ethics. This Charter complements the Charters of the four committees of the Board, as well as the respective position descriptions for the Chairman of the Board, for the committee chairs and for the President and Chief Executive Officer.

PART I. BOARD STRUCTURE

1. COMPOSITION OF THE BOARD

A majority of directors comprising the Board must qualify as independent. 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 Committee, approved by the entire Board and elected annually by the shareholders of the Corporation.

PART II. BOARD OPERATIONS

1. CHAIR OF THE BOARD

The Board shall appoint annually a chair from the independent members of the Board.

The Chair of the Board is charged 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 shall be set out in the position description developed by the Board and shall include running the affairs of the Board efficiently and in accordance with corporate governance principles and properly evaluating the effectiveness of the committee structures and the quality of management’s work that is presented in support of the decision-making process of the Board. The Chair may also serve as a member of a committee of the Board.

2. SECRETARY OF COMMITTEE

The Chair of the Board 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 or the Chairman of the Board 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 Chairman, the President and 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 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 Chairman.

PART III. DUTIES AND RESPONSIBILITIES

1. PRIMARY RESPONSIBILITY AND PLENARY AUTHORITY

The Board is responsible for the stewardship of the Corporation including responsibility for satisfying itself as to the integrity of the President and Chief Executive Officer and other executive officers and that the President and 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 shareholders to maximize shareholder value. The Board has plenary power. Any responsibility not delegated to management or a committee of the Board remains with the Board.

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 in Section 12. 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 its Chair;
- c) nominating candidates for election to the Board upon the recommendation of the Corporate Governance 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 Committee, determining director compensation;
- g) assessing, through the Corporate Governance Committee, the effectiveness of the Board, its committees and its directors in fulfilling their responsibilities;

- h) establishing through the Corporate Governance Committee an appropriate system of corporate governance including guidelines and practices to ensure the Board functions independently of management.

3. ESTABLISHMENT AND REVIEW OF BOARD MEMBER CHARACTERISTICS

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

- a) together with the Board Chair, 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 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 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 President and Chief Executive Officer, and provide advice and counsel to the President and Chief Executive Officer in the execution of his/her duties;
- b) develop the position description for the President and Chief Executive Officer and develop or approve the corporate goals and objectives he/she is responsible for meeting;
- c) evaluate the President and Chief Executive Officer's performance at least annually against agreed upon written objectives and determine and approve the President's and Chief Executive Officer's compensation level based on this evaluation;
- d) approve a comprehensive statement of compensation philosophy, strategy and principles for the Corporation's executives;
- e) approve certain decisions relating to senior management, including the:
 - appointment and discharge of executive officers;
 - compensation and benefits for executive officers;
 - employment, consulting, retirement and severance agreements, and other special arrangements proposed for executive officers; and
 - annual corporate and business unit performance objectives utilized in determining incentive compensation or other awards to officers;
- f) ensure that succession planning and management development programs are in place, including:
 - approving the succession plan for the President and Chief Executive Officer;
 - in the case of other senior managers, ensuring that plans are in place for management succession and development; and
 - monitoring senior management;
 - ensuring that criteria and processes for recognition, promotion, development and appointment of senior management are consistent with the future leadership requirements of the Corporation;
- g) 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
- h) approve certain matters relating to all employees, including:
 - the annual salary and incentive policies/programs for employees;

- new benefit programs or material changes to existing programs;
- material changes in the Corporation's retirement plans; and
- 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:

- 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;
- approve annual capital and operating budgets that support the Corporation's ability to meet its strategic objectives and operating plans;
- approve the entering into, or withdrawing from, lines of business that are, or are likely to be, material to the Corporation;
- approve financial and operating objectives used in determining compensation if they are different from the strategic, capital or operating plans referred to above;
- approve material divestitures and acquisitions;
- monitor the Corporation's progress towards its strategic objectives, and revise and alter its direction through management in light of changing circumstances; and
- review recent developments that may affect the Corporation's strategy, and advise management on emerging trends and issues.

6. FINANCIAL AND CORPORATE ISSUES

The Board has the responsibility to:

- take reasonable steps to ensure, through the Audit Committee, the integrity and effectiveness of the Corporation's internal control 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 control and management information systems;
- review operating and financial performance relative to budgets and objectives;
- approve annual financial statements and quarterly financial results and approve their release by management;
- declare dividends;
- 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;
- approve appointment of external auditors and approve auditors' fees upon the recommendation of the Audit Committee;
- approve banking resolutions and significant changes in banking relationships;
- 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;
- approve significant contracts, transactions and other arrangements or commitments that may be expected to have a material impact on the Corporation; and
- 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;
- b) review coverage, deductibles and key issues regarding corporate insurance policies;
- c) review compliance with legislative and regulatory requirements, and adopting and monitoring compliance with the Code of Business and Workplace Ethics; and
- d) understand the principal risks associated with the Corporation's business and review whether the Corporation achieves a proper balance between risk and returns.

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 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 receive a comprehensive orientation. New directors shall be provided with a basic understanding of the Corporation's business, the role of the Board and its Committees, as well as the contribution individual directors are expected to make (including, in particular, the commitment of time and resources that the Corporation expects from its directors) in order to assist such directors in contributing effectively to the Board.

All new directors should understand the nature and operation of the Corporation's business and as such, management will provide new directors with a general information record on the Corporation, the opportunity to meet with Executive Management and operational personnel and the opportunity to visit the Corporation's warehouses and other facilities.

On a regular basis, management or independent consultants will give presentations on various topics to the Board of Directors and updates on governance initiatives and issues.

The Board shall undertake or arrange for such continuing director education activities and programs as it deems advisable in order to maintain or enhance their skills and abilities as directors, as well as to ensure that their knowledge and understanding of the Corporation's business remains current.

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 security holders such as establishing a process to permit security holders to directly contact the independent directors;
- 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 reports, Annual Report, Management's Report, 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) report annually to shareholders on the Board's stewardship for the preceding year (the Annual Report);
- h) review and amend when required the Corporate Disclosure Policy of the Corporation.

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:

- a) ensure that management meets all legal requirements, and properly prepares, approves and maintains documents and records;
- b) approve changes in the By-laws and Articles of Incorporation, matters requiring shareholder approval and agendas for shareholder meetings; and
- c) approve the Corporation's legal structure, mission statement and vision statement.

B. The following are legal requirements of the Board:

- a) to manage the affairs of the Corporation;
- b) to act with honesty and loyalty in the interest of the Corporation; and
- c) to act with prudence and diligence.

13. EXPECTATIONS AND RESPONSIBILITIES OF DIRECTORS

Directors oversee the management of the business and affairs of the Corporation.

Directors must attend all Board and relevant committee meetings; 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 Chairman) as deemed necessary, and participate actively, freely and openly in all meetings and discussions.

Directors shall avail themselves of corporate orientation programs and continuing education opportunities as the Board or the Corporate Governance Committee determine from time to time.

Fiduciary Duty and Confidentiality

When exercising their powers and discharging their duties, directors must act with honesty and loyalty in the interest of the Corporation. Directors are thus fiduciaries vis-a-vis the Corporation and, as such, they must advance the interests of the Corporation in an impartial and disinterested manner. In particular, directors must not allow personal or business interests to conflict with the interests of the Corporation. Directors must not use their position, and information and knowledge derived from their position, for their personal gain or advantage. Directors are also subject to a duty of confidence regarding the affairs of the Corporation. Directors should not disclose or provide to others access to confidential information about the Corporation.

Standard of Care

When exercising their powers and discharging their duties, directors must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. This standard requires directors to devote the necessary time and attention to the affairs of the Corporation and its subsidiaries, make necessary enquiries of management and others so as to make informed decisions, and make use of their education and experience.

Position Qualifications

Each director must:

- a) be an individual of at least 18 years of age, of sound mind, and not have the status of a bankrupt. A majority of the directors must be independent;
- b) be financially literate; have relevant and practical business experience; have an understanding of the strategic planning process; have an understanding of human resource development, and have such competencies as determined by the Corporate Governance Committee from time to time;
- c) have a high degree of personal and professional integrity and operate within the ethical framework set out in the Corporation's Code of Business and Workplace Ethics; and
- d) have time available to adequately perform duties and responsibilities as a Board member and not be involved in activities which conflict with the Corporation's business.

Directors are elected annually by the shareholders. The Corporate Governance Committee has the responsibility to recommend to the Board who will stand each year for election or re-election by the shareholders.

14. EVALUATION OF THE BOARD

Regularly, the Board and its members will 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 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 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 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 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.