



POSITION DESCRIPTION

Date issued	2021-11-11
Date updated	
Issued and approved by	Uni-Select Inc. Board of Directors

LEAD DIRECTOR

1. GENERAL DUTIES

The fundamental responsibility of the Lead Director of the Board of Directors of Uni-Select Inc. ("Corporation"), considering that the Executive Chair of the Board is not an independent director, is to provide independent leadership for the Board in discharging its duties and responsibilities independent of management.

2. SPECIFIC DUTIES

The Lead Director shall:

A. Board Structure

- In collaboration with the Executive Chair and Chief Executive Officer, ensure that the Board is properly organized, functions effectively and meets its obligations and responsibilities including those relating to corporate governance matters.
- In collaboration with the Executive Chair and Chief Executive Officer, establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board, including periodic meetings of directors without management representatives and non-independent directors.

B. Board Management

- Ensure that the Board operates independently of management and that directors have an independent leadership contact.
- Chair and set the agenda for in camera meetings of the independent directors following each Board meeting and on other occasions, as required or desirable.
- In collaboration with the Executive Chair and Chief Executive Officer, maintain an effective relationship between the Board and senior management.
- In collaboration with the Executive Chair and Chief Executive Officer, lead the Corporate Governance and Nominating Committee in developing strategic criteria for director recruitment and succession planning and in preparing an annual slate of directors to be nominated for election to the Board.
- In collaboration with the Executive Chair and Chief Executive Officer, recommend Board committee members and committee chair appointments to the Board for approval or removal and assist in the review of the need for, and the performance and suitability of, those committees.

LEAD DIRECTOR

- In collaboration with the Executive Chair and Chief Executive Officer, prepare the agenda, information packages and related matters for Board meetings with assistance from the Secretary.
- In collaboration with the Executive Chair and Chief Executive Officer, establish and maintain a system that provides for communication with all directors and committee chairs to co-ordinate input from directors and optimize the effectiveness of the Board and its committees.
- In collaboration with the Executive Chair and Chief Executive Officer and in conjunction with the relevant committees of the Board, review and assess director attendance, performance and compensation and the size and composition of the Board.
- Chair meetings of the Board and meetings of shareholders when the Executive Chair and Chief Executive Officer is absent or in circumstances where the Executive Chair and Chief Executive Officer is (or may be perceived to be) conflicted.

3. NON-EXHAUSTIVE LIST

The foregoing list of duties is not exhaustive, and the Lead Director may, in addition, perform such other functions as may be necessary or appropriate in the circumstances.

4. TERM AND TENURE

The Lead Director is appointed by the members of the Board annually from among the Independent Directors for a one-year term. There are no limits on the number of terms a Director can serve as Lead Director.

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