



## HUMAN RESOURCES POLICY

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| No. de politique    | RH-GEN.04                               |
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| Date de révision    | 2014-06-10                              |
| Émise par           | Human Resources Department              |
| Approuvée par       | Management Committee<br>Executive Board |

## CONFLICT OF INTEREST

### THIS POLICY IS MANDATORY

Only the versions specified below are considered to be official:

- The original that is inserted into the Human Resources Policies Manual in the Human Resources Department at Uni-Select Inc. (“**Uni-Select**” or “**Corporation**”) Head Office.
- An amended printed version as issued from time to time.

This policy is an integral part of the Uni-Select Inc. employment contract and strict compliance with it is therefore mandatory.

### 1. SCOPE

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This policy applies to all employees, officers and directors of the Corporation and its subsidiaries regardless of geographic location and job position.

This policy neither replaces nor supersedes the laws or regulations governing the Corporation in force at any time. The Corporation undertakes to respect and comply with all laws and regulations in force.

All employees, officers and directors must comply with the laws and regulations in force and show honesty, loyalty, prudence, diligence, efficiency, assiduity and good faith in the performance of their duties.

### 2. PURPOSE

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To establish a policy setting out directives that shall apply, without exception, to all officers and employees of the Corporation, its managers and directors, as well as their immediate families.

To put in place mechanisms to protect against a potential or apparent conflict of interest between an individual’s private interests and the interests of the Corporation.

To maintain a high level of integrity in carrying out professional activities and to ensure compliance with the laws, regulations and highest standards of professional conduct in every country in which the Corporation carries on business.

It is possible that, despite all of the Corporation’s efforts, a potential or apparent conflict of interest arises and it is, therefore, of the utmost importance that the parties involved be able to discuss the situation in good faith as soon as possible in order to resolve the situation and ensure that it does not recur.

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### 2.1 BASIC PRINCIPLES:

In general, any employee, officer or director of the Corporation must not have any dealings, ties or interests which could deprive the Corporation of their loyalty when they are acting in the name of the Corporation.

Consequently, in order to control such situations, it is a principle of the Corporation to require that every employee, officer or director disclose to the Corporation any dealings, activities or outside interests which could present a potential or apparent conflict of interest which would leave the Corporation or the party concerned open to criticism.

The purpose of this policy is, therefore, to protect the interests of the Corporation by maintaining the honesty and appearance thereof of those responsible for the Corporation's business development and orientations and ensuring that the Corporation continues to prosper without having regard to their personal interests or outside influences.

All employees, officers or directors must deal with fairness and impartiality in their dealings with suppliers, clients and/or other persons in a business relationship with the Corporation without any favouritism or preference based on personal financial considerations or unjustified non-financial benefits.

While impossible to provide an exhaustive list of, or an example of, every dealing or activity that may be considered as being a potential or apparent conflict of interest, the following situations must be disclosed to and approved by the Corporation:

- a) An employee, officer or director, or a close relative has, directly or indirectly, a financial interest in a business or corporation which is in competition with the Corporation, that carries on or wishes to carry on business with the Corporation or that may influence any decision which said employee, officer or director may make in performing his professional duties with the Corporation, in excess of one percent (1%) of its equity;
- b) An employee, officer or director, or a close relative, is employed, namely as an officer, manager or consultant, by a business or corporation that has dealings with the Corporation or is in competition with the Corporation, that carries on or wishes to carry on business with the Corporation or that may influence any decision which said employee, officer or director may make in performing his professional duties with the Corporation;
- c) An employee, officer or director conducts business with a close relative on behalf of the Corporation;
- d) An employee, officer or director, or a close relative, accepts gifts of a commercial value, tickets for sought-after shows or games, discounts or other benefits from a corporation which does business with the Corporation (other than a subsidiary or affiliate), from a competitor or from an officer, manager, representative or consultant with said corporation or competitor;
- e) An employee, officer or director represents the Corporation in a third-party transaction (involving goods or services) in which they, a close relative or a business associate has an interest in excess of one percent (1%) of the equity of the other corporation;
- f) The disclosure of confidential information relating to the Corporation or its business to anyone, including to another employee when the information is not necessary to carry on their duties, or the use of confidential information relating to the Corporation or its business for their personal benefit or the benefit of another employee or third party;

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- In Québec, the *Civil Code of Québec* expressly recognizes an employee's duty of loyalty and prohibits them from using any confidential information obtained in carrying on or in the course of his duties;
  - In addition, in Canada and the United States, securities laws provide severe penalties for the disclosure or use of privileged information by an employee or third party;
- g) An employee, officer or director is in direct or indirect competition with the Corporation in connection with a purchase, sale or any other transaction or, uses a business opportunity of the Corporation for personal purposes;
- h) An employee, officer or director accepts employment or payment for services rendered from an individual or corporation, other than the Corporation, where said employment is detrimental to, or in conflict with, their duties with the Corporation or, if said employment involves the use of the premises, equipment or resources of the Corporation.

### 2.2 DISCLOSURE OF A POTENTIAL OR APPARENT CONFLICT OF INTEREST AND APPROVAL

No employee, officer or director shall commit to or develop a professional relationship with an individual or corporation or become involved in any initiative or action whatsoever in which they believe there is a potential or apparent conflict of interest without previously requesting approval.

In the event approval is not granted, the party involved will immediately take the necessary measures to resolve the discrepancy, and request further approval, or terminate the situation.

All employees have a duty to inform their immediate supervisor of the existence of any potential or apparent conflict of interest. The immediate supervisor must notify the Vice President responsible for the business unit or employee involved who will review such cases with the Vice President, Human Resources. The Vice President, Human Resources will decide whether the situation could be in violation of this policy or whether it is or could be prejudicial to the interests of the Corporation or to its business. If it is concluded that a violation or prejudice exists, all actions necessary to remedy the situation shall be immediately taken.

Officers shall promptly report to the President and Chief Executive Officer and Directors shall promptly report to the Chair of the Board, or to the Chair of the Human Resources and Compensation Committee, any material personal financial interests in, or employment or position with, any business or corporation which is in competition with the Corporation or which carries on or wishes to carry on business with the Corporation or any other situation which may give rise to a potential or apparent conflict of interest.

The cooperation of all employees, officers and directors of the Corporation is required during an investigation or inquiry pursuant to this policy.

***Failure to comply with this policy may result in disciplinary action being taken, including dismissal, or in the case of directors, removal from the Board.***

Disciplinary action taken in a situation of a potential or apparent conflict of interest will be approved by the Vice President, Human Resources with regards to situations involving employees, the President and Chief Executive Officer with regards to officers and by the Chairman of the Board with regards to directors, as applicable.

## CONFLICT OF INTEREST

### 2.3 POTENTIAL OR APPARENT CONFLICTS OF INTEREST PRIOR TO AND/OR AFTER HIRING

If there is a potential or apparent conflict of interest at the time of hiring of employees or officers, the situation must be corrected before the end of the probationary period. In the case of directors, the conflict of interest must be disclosed prior to nomination and at any time such potential or apparent conflict may arise.

Any officer authorized to hire, transfer or promote an employee must obtain the approval of the Vice-President, Human Resources before hiring, transferring or promoting one of their relatives or friends, in order to ensure that employees benefit from an equitable management of business relations free of favouritism and nepotism, in order to prevent potential or apparent conflicts of interest and deal with concerns regarding partiality, while ensuring that the decision be made in a professional, justified and non-excessive manner.

Where it is not practical to obtain prior approval, as for example in the case of a potential conflict of interest resulting from a marriage or inheritance, the situation must be reported within thirty (30) days after the event.

In any case of a potential or apparent conflict of interest, the director must immediately notify the Chair of the Board, excuse himself from the deliberations and abstain from voting.

The President and all officers will take the measures necessary to publicize, implement and enforce this policy by ensuring that their staff receives appropriate training in this endeavour.

***Any breach of a principle set out in this policy may result in severe administrative or disciplinary penalties for the offender, including loss of access rights to the various information technology services or up to and including dismissal. Depending on the severity of the offences, legal action could be considered.***