



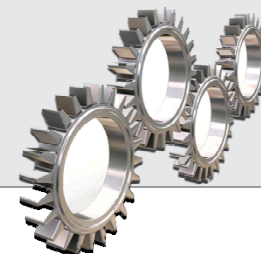
# STRATEGIC EXPANSION OF THE U.S. FOOTPRINT

Acquisition of FinishMaster Inc.  
by Uni-Select Inc.



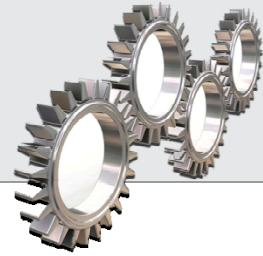
December 9<sup>th</sup>, 2010

# Table of Contents



	Section
▪ Transaction Overview	I
▪ About Uni-Select	II
▪ About FinishMaster	III
▪ U.S. PBE Industry Overview	IV
▪ Strategic Rationale	V
▪ Combined Company	VI
▪ Transaction Rationale	VII
▪ Transaction - Integration	VIII
▪ Transaction - Parameters	IX
▪ Combined Financial Information	X
▪ Summary	XI

# Forward-Looking Statements



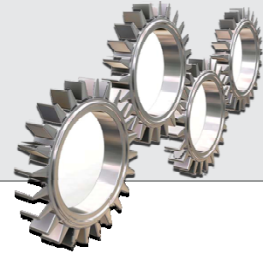
This presentation contains forward-looking information within the meaning of applicable securities laws. All information and statements other than statements of historical facts contained in this presentation are forward-looking information. Such statements and information may be identified by looking for words such as “about”, “approximately”, “may”, “believes”, “expects”, “will”, “intends”, “should”, “plans”, “predicts”, “potential”, “projects”, “anticipates”, “estimates”, “continues” or similar words or the negative thereof or other comparable terminology. Such forward-looking information includes, without limitation, statements with respect to: the anticipated closing of the Transaction, the benefits that may accrue to Uni-Select and its shareholders as a consequence of the Acquisition, the entering into of new credit facilities and the anticipated closing of the offering of Subscription Receipts and Debentures. Actual events or results may differ materially.

The forward-looking information is based on certain key expectations and assumptions made by Uni-Select, including expectations and assumptions concerning the expiration or early termination of filings that will be made in respect of the Transaction with the U.S. Federal Trade Commission and the Antitrust Division of the U.S. Department of Justice pursuant to the Hart-Scott-Rodino Antitrust Improvements Act, the timing and receipt of the approval of the Transaction by shareholders of FinishMaster, satisfaction of all other conditions of closing, absence of exercise of any termination right and the timing and receipt of regulatory approval with respect to the offering of the Subscription Receipts and Debentures. Although Uni-Select believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information since no assurance can be given that they will prove to be correct.

Since forward-looking information addresses future events and conditions, by its very nature it involves inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, failure to close the Acquisition, integration of the business of FinishMaster, failure to realize the benefits of the Transaction, potential undisclosed liabilities associated with the Transaction, direct distribution by paint suppliers to customers, decreased demand for products of FinishMaster, litigation involving FinishMaster, industry and economic-related risks, economic climate, decreased financial strength of suppliers, proliferation of replacement parts, inflation, fuel price fluctuations, exchange rate fluctuations, interest rate fluctuations, risks relating to Uni-Select’s business model and strategy and implementation of acquired businesses. Readers are cautioned that the foregoing list is not exhaustive. For additional information with respect to risks and uncertainties, refer to the Annual Report filed by Uni-Select with the Canadian securities commissions.

To the extent any forward-looking information in this presentation constitutes future-oriented financial information or financial outlooks, within the meaning of securities laws, such information is being provided to demonstrate the potential benefits of the Transaction and readers are cautioned that this information may not be appropriate for any other purpose. Future-oriented financial information and financial outlooks, as with forward-looking information generally, are, without limitation, based on the assumptions and subject to the risks set out above.

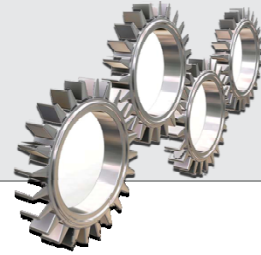
The forward-looking information contained herein is expressly qualified in its entirety by this cautionary statement. The forward-looking information contained herein is made as of the date of this presentation, and Uni-Select undertakes no obligation to publicly update such forward-looking information to reflect new information, subsequent or otherwise, unless required by applicable securities laws.



# I. Transaction Overview

- Uni-Select Inc. becomes the largest independent distributor of automotive paints, coatings and related accessories in North America with the landmark acquisition of FinishMaster Inc. :
  - ✓ Expand scale in the U.S.
  - ✓ Enter a complementary market as a leader
  - ✓ Enhance its product offering
  - ✓ Acquire a profitable company that will be accretive Day 1



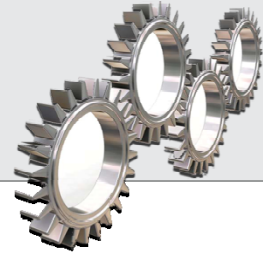


# I. Transaction Overview

- **Uni-Select has entered into an agreement to acquire FinishMaster, a leading national independent distributor of automotive paints, coatings and related accessories (“PBE”) in the U.S.**
  - Total acquisition price of US\$217 million
    - US\$21.00 per fully diluted share outstanding (7.9 million shares)
    - Assumption of US\$45 million debt
  - Supported by FinishMaster’s Board and principal shareholders
  - Closing is expected to occur on January 10, 2011
  
- **FinishMaster holds approximately a 15% market share of the US\$2.7 billion fragmented U.S. PBE industry**
  - Net sales of US\$415 million <sup>(1)</sup>
  - EBITDA of US\$26 million <sup>(1)</sup>
  - 162 Corporate stores, including significant presence in attractive California and Florida markets
  - 3 major distribution centers totalling 131,000 square feet

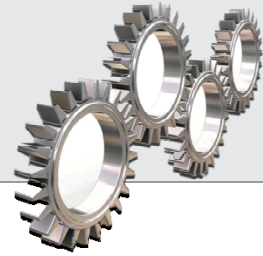
---

(1) LTM as at September 30, 2010



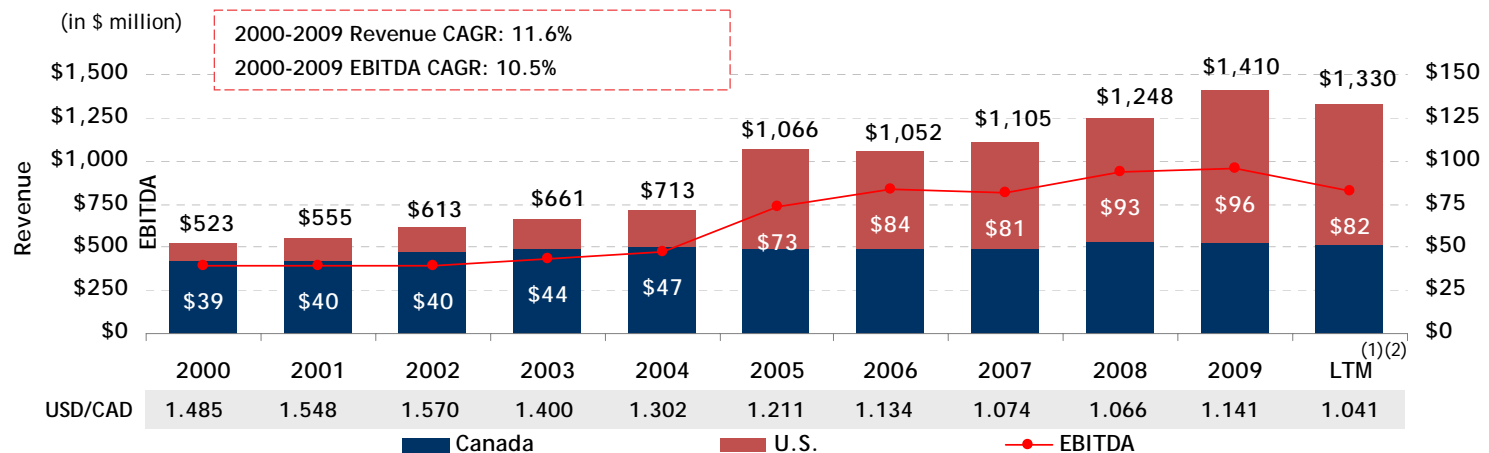
# I. Transaction Overview

Transaction	<ul style="list-style-type: none"> <li>▪ UNS to acquire 100% of FinishMaster’s outstanding shares</li> <li>▪ Total transaction value of US\$217 million, including assumption US\$45 million of debt</li> </ul>
Offer price	<ul style="list-style-type: none"> <li>▪ US\$21.00 per FinishMaster’s share, a 32% premium over the 30-day trailing average share price of FinishMaster</li> </ul>
Financing	<ul style="list-style-type: none"> <li>▪ Financing package of \$490 million             <ul style="list-style-type: none"> <li>▪ \$400 million of fully committed debt                 <ul style="list-style-type: none"> <li>▪ \$179 million refinancing of Uni-Select’s current debt outstanding</li> <li>▪ \$128 million of additional drawn debt and \$93 million of unused financial capacity</li> </ul> </li> <li>▪ \$90 million from issue of Convertible Debentures and Subscription Receipts</li> </ul> </li> </ul>
Support Agreements	<ul style="list-style-type: none"> <li>▪ FinishMaster’s Board has approved the transaction</li> <li>▪ Shareholders representing 74.5% of FinishMaster’s shares entered into voting support agreements</li> </ul>
Key Conditions	<ul style="list-style-type: none"> <li>▪ Regulatory and other customary closing conditions</li> </ul>
Anticipated Closing	<ul style="list-style-type: none"> <li>▪ Mailing of circular to FinishMaster’s shareholders expected to be on December 15<sup>th</sup> , 2010</li> <li>▪ On or about January 10, 2011</li> </ul>



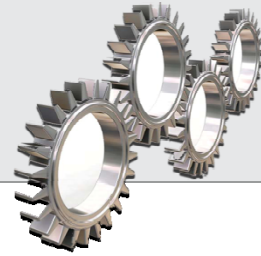
## II. About Uni-Select

- As a leading North American wholesale distributor of replacement parts for the automotive aftermarket, Uni-Select is uniquely positioned to continue to expand its U.S. footprint
  - One of the largest players in Canada and 6th largest in the U.S.
  - Growth strategy has been focused on both organic growth and successful acquisitions in North America



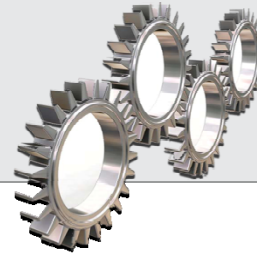
(1) LTM as at September 30, 2010

(2) Excluding FX variation, LTM sales and Adjusted EBITDA would have been \$1,409 million and \$87.5 million respectively (assuming Q4-'09 and Q4-'10 FX rates are the same)



## II. About Uni-Select – The Opportunity

- **Uni-Select's future growth has and will be driven by further consolidating the U.S. market**
  - More than 45 acquisitions in the U.S. since entering the market in 1998
  - Major acquisitions include Middle Atlantic Warehouse (2004), Beck/Arnley Worldparts Corp. (2008) and Parts Depot, Inc. (2008)
  
- **The acquisition of FinishMaster fits perfectly within Uni-Select's 5-year strategic plan implemented in late 2008 to expand its presence in the U.S. and in the PBE market**
  - Uni-Select is already a major participant in the Canadian PBE market, and has established significant industry expertise and know-how
  - Creates a leading player in both the Hard Parts & PBE markets
  - Expansion in the U.S. which offers significant synergy potential



## II. About Uni-Select – Integration Expertise

- Uni-Select has a track record of making accretive acquisitions and integrating them successfully
- Most notable acquisitions include:



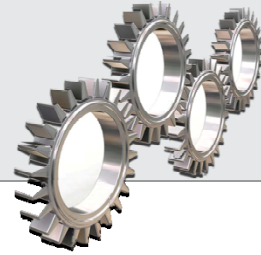
- In 2004, Uni-Select significantly increase its U.S. presence with the acquisition of Middle Atlantic Warehouse Distributor, Inc. (MAWDI)
- 31 distribution centres and 145 corporate stores in 18 States serving over 1,200 independent automotive jobbers
- Annual sales of US\$330 million
- Almost quadrupled Uni-Select U.S. revenue



- In 2008, Uni-Select acquired the assets Beck/Arnley Worldparts Corp, an automotive replacement parts distributor specialized in parts for foreign nameplate vehicles
- Cornerstone of UNS strategic initiative to improve parts coverage in the growing import nameplate component
- 1 master distribution center and 2 satellite warehouses
- Annual sales of US\$29 million

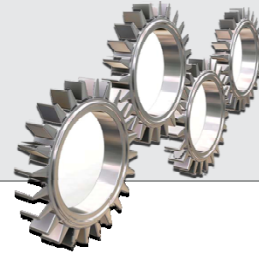


- In 2008, Uni-Select further expanded its U.S. footprint in territories fully complementary to Uni-Select's existing U.S. operations with the acquisition of the Mid-Atlantic parts distribution operations of Parts Depot Inc.
- 9 regional parts distribution warehouses and 67 parts stores located in Eastern U.S.
- Annual sales of US\$180 million



### III. About FinishMaster

- FinishMaster is the leading national independent distributor of PBE primarily to the automotive collision repair industry in the U.S. with a 15% market share
  - Present in 29 states with 162 Corporate stores and 3 major distribution centers
  - Customers consist principally of collision repair shops, automotive dealerships, fleet operators and commercial clients
  - Offers a selection of brand name products supplied by DuPont, BASF, PPG, and 3M
  - Over 11,000 customer accounts
  - Employs over 1,450 people
  - Headquartered in Indianapolis, Indiana, FinishMaster is a Pink Sheet traded entity
  - Founded in 1968



### III. About Finishmaster

- **Strong financial results**
  - Net sales of US\$415 million<sup>(1)</sup>
  - EBITDA of US\$26 million<sup>(1)</sup>
  - Economic factors explain the decrease in sales until Q1-Q2'10
  - Q3-2010 saw organic growth increase 3.7% on same-store sales basis
- 3 warehouses totalling 131,000 sq.ft
- Average store is approximately 6,000 sq.ft.
- Product mix consists of approximately 22,000 SKUs

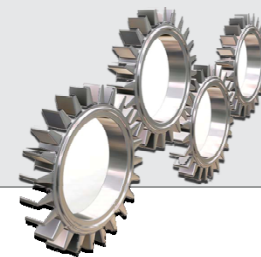


**FINISHMASTER™**  
Automotive & Industrial Paint

---

(1) LTM as at September 30, 2010

### III. About Finishmaster – Strong & Experienced Management Team



- Uni-Select will benefit from FinishMaster’s strong and seasoned management team
  - Combined 51 years of industry experience
  - Average tenure of 12 years with FinishMaster

**J.A. Lacy**  
President and CEO

- 11 years of industry experience and with FinishMaster
- Elected President in 2002, became CEO in 2007
- Undergraduate degree from University of Notre-Dame, MBA from the University of Chicago

**Daniel A. Courtney**  
SVP, Operations

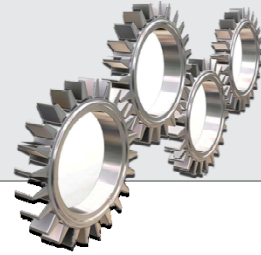
- 8 years of industry experience and with FinishMaster
- Undergraduate degree from Anderson University, MBA from the Indiana University
- Certified public accountant

**Steve Arndt**  
VP, National Sales

- 20+ years of industry experience, 18 years with FinishMaster
- B.A. Degree from Central College in Pella, Iowa

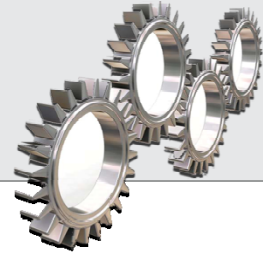
**Bob Millard**  
SVP, CFO

- 12 years of industry experience and with FinishMaster
- Undergraduate degree from DePauw University, MBA from the Indiana University
- Certified Public Accountant



## IV. U.S. PBE Market Overview

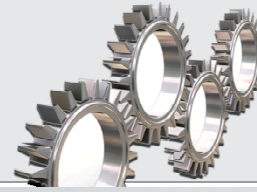
- The U.S. PBE market is valued at US\$2.7 billion annually
- Number of miles driven and rate of repairs for vehicles is the driving factor for the PBE volume in general
- No other national independent wholesaler comparable to FinishMaster's scale and volume
- Expertise in technical services is important to customer retention and organic growth
- Business fundamentals make smaller regional independent wholesaler possible consolidation targets



## V. Strategic Rationale

- Entering large fragmented U.S. PBE market
- Expand scale and enhance Uni-Select product offering
- Acquisition of a profitable leader in the distribution of PBE in the U.S.
- Experienced management team with common values and culture
- Immediately accretive to 2011E earnings per share
- Potential for significant synergies

# VI. Combined Company - Pro Forma Geographic Operational Footprint



EMPLOYEES	
Uni-Select:	4,800
FinishMaster:	1,400
<b>NEW TOTAL:</b>	<b>6,200</b>





DISTRIBUTION CENTRES	
Uni-Select:	65
FinishMaster:	3
<b>NEW TOTAL:</b>	<b>68</b>

CORPORATE STORES	
Uni-Select:	273
FinishMaster:	162
<b>NEW TOTAL:</b>	<b>435</b>

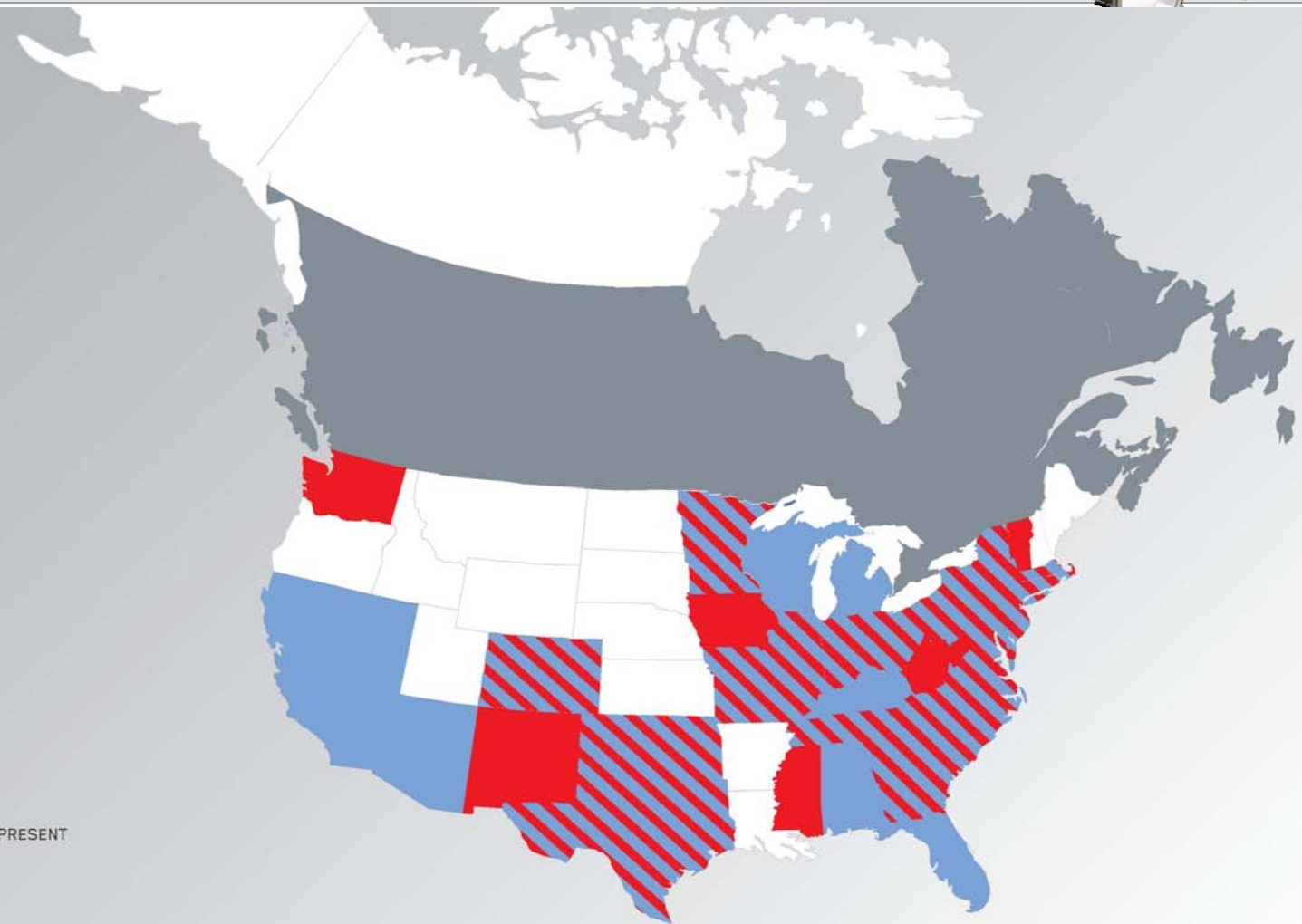
U.S. GEOGRAPHIC PRESENCE	
Uni-Select:	27 states
FinishMaster:	29 states
<b>NEW TOTAL:</b>	<b>35 states*</b>

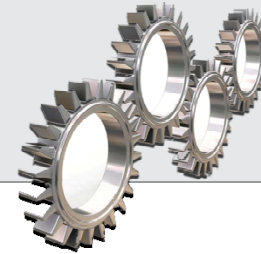
REVENUES	
Uni-Select:	\$1.4 billion (CDN)
FinishMaster:	\$415 million (USD)
<b>NEW TOTAL:</b>	<b>\$1.8 billion (CDN)</b>

70% of Uni-Select revenue is from U.S. market

-  UNI-SELECT CANADIAN AUTOMOTIVE
-  UNI-SELECT USA AUTOMOTIVE
-  FINISHMASTER
-  REPRESENTS STATES WHERE BOTH UNI-SELECT AND FINISHMASTER ARE PRESENT

\* Uni-Select delivers its products to a total of 48 states.





## VII. Transaction Rationale – Synergies

- After due diligence and discussion with FinishMaster management, Uni-Select estimates that approximately \$10 million of annual synergies could be realized
  - US\$6 million is achievable during the first 2 years and another US\$4 million during the 3<sup>rd</sup> year

### Administrative synergies

- Elimination of public company costs and administrative expense reduction at corporate office
- Optimization of supply chain management
- Improved buying conditions on Uni-Select purchases

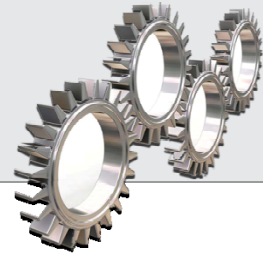
### Operating synergies

- Gradual optimization of store network through closure of redundant locations, leading to cost savings and increased sales at merged stores

- Further synergies could be achieved over time through cross-selling

### Cross-Selling Opportunities

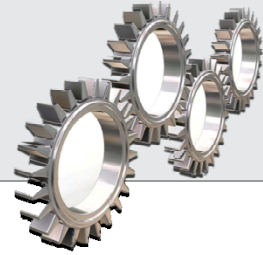
- Sale of Uni-Select’s products at FinishMaster’s locations
- Deployment of the Pro Color business model in the U.S.
- Expansion of customer loyalty programs



## VIII. Transaction - Integration Action Plan

- Following an extensive due diligence process, Uni-Select has initiated its integration plan
- Uni-Select plans to use a 3-phase integration process:

TIME	ACTION
Between now and closing:	<ul style="list-style-type: none"> <li>▪ Create dedicated integration team from both organizations</li> </ul>
First 90 days	<ul style="list-style-type: none"> <li>▪ Implement Communication Plan</li> <li>▪ Hold Cross-Team meetings and integration roadmap</li> </ul>
90 days out and ongoing	<ul style="list-style-type: none"> <li>▪ Implement and monitor integration plan</li> <li>▪ Implement synergies realization plan</li> </ul>



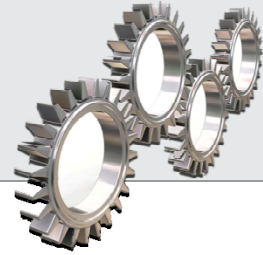
## IX. Transaction – Purchase Price

- Total transaction value of US\$217 million
  - Including assumption of US\$45 million of FinishMaster's debt
- Acquisition price US\$21.00 per FinishMaster's share represents a:
  - 32% premium over the 30-day trailing average share price of FinishMaster
- Acquisition multiple below UNS current trading multiple
  - 8.3x EBITDA, excluding synergies
  - 6.0x EBITDA when considering impact of approx. \$10 million in anticipated synergies

Acquisition Value	
Equity	US\$165.7
Debt	US\$45.0
Other Costs	US\$6.3
<b>Total</b>	<b>US\$217.0</b>

Transaction Multiples	No Synergies		\$10M Synergies	
EV / LTM EBITDA		8.3x		6.0x

UNS Trading Multiples	
EV / LTM ADJ. EBITDA	8.6x

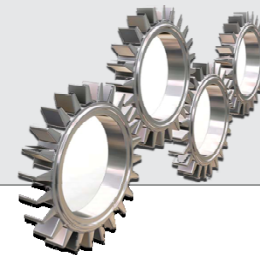


## IX. Transaction – Financing Plan

- Acquisition price of US\$217 million
- Financing package of \$490 million
  - Includes refinancing of Uni-Select's existing credit facilities
- Opening leverage ratio of 2.9x Debt<sup>(1)</sup>/EBITDA
  - Debt<sup>(1)</sup>/EBITDA of 3.3x including convertible debentures
- Strong cash flow allows for rapid deleveraging
  - Management expects to reach historical ratio of Debt<sup>(1)</sup>/EBITDA of 2.0x - 2.5x within 24 months after closing of the transactions



---

(1) Includes funded debt



## X. Combined Financial Statements – Pro-forma

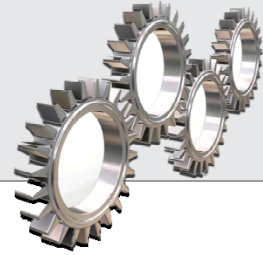
- The transaction will provide additional scale in the US Market segment with the addition of a profitable operation

	 UNI-SELECT		 FINISHMASTER Automotive & Industrial Paint		Synergies <sup>(2)</sup>	Pro Forma	
			US\$	C\$ <sup>(1)</sup>			
Sales							
Canada	\$518	39%	-	-	-	\$518	29%
USA	\$812	61%	US\$415	\$431	-	\$1,243	71%
	<u>\$1,330</u>	<u>100%</u>				<u>\$1,761</u>	<u>100%</u>
EBITDA	\$82		US\$26	\$27	\$10	\$119	

Note: All figures in millions of C\$, unless otherwise noted. LTM as at September 30, 2010

(1) LTM average exchange rate of US\$0.96/\$CAD used

(2) \$10M Synergies - expected synergies to be realized over a 36-month period



## XI. Summary

- Strengthens Uni-Select's position as a consolidator of the North American automotive with a foray in the complementary PBE market, leveraging its experience in Canada
- FinishMaster increases Uni-Select's North American footprint, adding the largest independent automotive paint network in the U.S.
- Uni-Select will leverage FinishMaster's distribution platform to expand into attractive new markets
- FinishMaster and Uni-Select's culture and values are similar, easing the integration and synergies realization from the start
- Accretive transaction to shareholders from Day 1