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| | HUMAN RESOURCES POLICY | Issued by: Legal Affairs Department Approved by: Board of Directors/ Management Committee |
| TITLE: AUDIT COMMITTEE WHISTLE BLOWER PROCEDURES | | |

Procedures for Receipt, Retention and Treatment of Complaints about the Company's Accounting, Internal Accounting Controls or Auditing Matters

THIS POLICY IS COMPULSORY

Only the versions listed below are considered as OFFICIAL references:

- An original version contained in the Human Resources Policy Manual of the Human Resources Department at the Uni-Select Inc. 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. **PURPOSE**

It is the Audit Committee's responsibility to ensure that the Company (where used herein Company shall designate Uni-Select Inc. and its subsidiaries and affiliates) has appropriate procedures for the receipt, retention and treatment of complaints about the Company's accounting, internal accounting controls or auditing matters. In addition, the Audit Committee must provide for the confidential and anonymous submission by the Company's employees of concerns about questionable accounting or auditing matters. The procedures outlined below are intended to fulfill these responsibilities and to ensure that any such complaints and concerns are promptly and effectively addressed.

2. **MEANING OF TERMS**

"Anonymous" means of unknown authorship and without designation that might lead to information about the authorship. Anonymity is not compromised by the assignment of a code or other designation with which a person can communicate without revealing his or her identity.

"Complaint" means any adverse information provided to the Company, whether in the form of a concern, a demand for remedial action or a report of a suspected violation of law or corporate policy, that relates to the Company's accounting, internal accounting controls or auditing matters.

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"Confidential" means authorized for access by only those persons who have a need to know. Ordinarily, a need to know arises from an obligation to investigate or to take remedial or disciplinary action.

"Confidential Designee" means a person, independent of the financial reporting function, designated by the Audit Committee to assist the Committee to address complaints in a manner consistent with these procedures and the role of the Committee. Unless otherwise designated by the Committee, the Confidential Designee shall be the Secretary of Uni-Select Inc.

3. PROCEDURES

A. Submission and Receipt of Complaints

- a) Employees are free to bring complaints to the attention of their supervisors, the Human Resources Department or the Legal Department, as they would any other workplace concern. The recipients of such complaints shall forward them promptly to the Chair of the Audit Committee and to the Confidential Designee.
- b) Furthermore, to ensure that complaints can be submitted confidentially or anonymously when employee complainants so choose, the Company shall maintain interoffice mail (or regular mail or other means of delivery, addressed to the corporate headquarters address of the Company) by which complaints may be submitted in a sealed envelope marked "Private and Strictly Confidential – Attention: Chair of the Audit Committee of Uni-Select Inc." which envelope shall be forwarded unopened to the Chair of the Committee.
- c) Non-employees may submit complaints by mail (or other means of delivery) to the corporate headquarters address of the Company, either addressed to any officer of the Company (who are identified on the Company's external website) or marked "Private and Strictly Confidential – Attention: Chair of the Audit Committee of Uni-Select Inc.". Envelopes so marked shall be forwarded unopened to the Chair of the Committee.
- d) The Secretary shall report to the Audit Committee periodically about the process for receiving complaints so that the Committee can ensure that the process is satisfactory in its efficiency, accuracy, timeliness, protection of confidentiality or anonymity and effectiveness.

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B. Retention of Complaint Records

Records pertaining to a complaint are the property of the Company and shall be retained:

- a) in compliance with applicable laws and document retention policies;
- b) subject to safeguards that ensure their confidentiality and, when applicable, the anonymity of the person making the complaint; and
- c) in such a manner as to maximize their usefulness to the Company's overall compliance program.

C. Treatment of Complaints

- a) All complaints shall be treated as Confidential.
- b) Although a person making an anonymous complaint may be advised that maintaining anonymity could hinder an effective investigation, the anonymity of the person making the complaint shall be maintained until the person indicates that he or she does not wish to remain anonymous. Any system established for exchanging information with a complainant shall be designed to maintain anonymity.
- c) The Chair of the Audit Committee shall inform the Committee, in summary form or otherwise, of all complaints received, with an initial assessment as to the appropriate treatment of each complaint. Where appropriate in making its initial assessment, the Chair, while maintaining confidentiality, may consult with management. Assessment, investigation and evaluation of complaints shall be conducted by, or at the direction of, the Audit Committee or the Confidential Designee. If the Committee deems it appropriate, the Committee may engage, at the Company's expense, independent advisors such as outside counsel and accountants unaffiliated with the Company's auditor.

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- d) Following the investigation and evaluation of a complaint, the Chair of the Audit Committee shall report to the Committee on recommended disciplinary or remedial action, if any. The action determined by the Committee to be appropriate under the circumstances shall then be brought to the Board or to the appropriate members of senior management for authorization or implementation, respectively. If the action taken to resolve a complaint is deemed by the Audit Committee to be material or otherwise appropriate for inclusion in the minutes of the meetings of the Committee, it shall be so noted in the minutes.
- e) Any effort to retaliate against any person making a Complaint in good faith is strictly prohibited and shall be reported immediately to the Chair of the Audit Committee, the Confidential Designee or the Secretary.