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	HUMAN RESOURCES POLICY	Issued by: Legal Affairs Department Approved by: Board of Directors/ Management Committee
TITLE: CODE OF BUSINESS AND WORKPLACE ETHICS		

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. SCOPE

This code applies to all employees, officers and directors of Uni-Select Inc. and its subsidiaries regardless of geographic location and job positions.


The responsibility for interpreting and applying this Code rests with the Board of Directors who has delegated such tasks to the Human Resources and Compensation Committee. To this end, the Human Resources and Compensation Committee, together with the Vice President, Human Resources, is responsible for monitoring the implementation, operation and effectiveness of the Code by ensuring that the Code is complied with and kept up-to-date and by recommending the adoption of any policies and procedures that are required pursuant to the Code.

The provisions of this Code may be materially amended or modified only by the Board of Directors; waivers of this Code for Directors or Executive Officers may be granted only by the Board or by the Human Resources and Compensation Committee. Waivers are subject to the disclosure and other provisions of applicable laws and regulatory requirements.

2. PURPOSE

Management oversees its practices to ensure that they reflect the values and beliefs advocated by the Company in addition to the fundamental rules that must govern all persons who may, in one form or another, engage the Company's corporate responsibility.

The Company undertakes to act according to the following basic principles:

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- the Company must act as a responsible corporate citizen that is above reproach with respect to public interest legislation and to corporate governance rules applicable to public companies;
- the Company must respect the values prevailing in the different geographical markets in which it conducts business.

All employees, officers and directors of the Company must, at all times, act in a manner consistent with this corporate philosophy.


3. RULES OF CONDUCT

The Company's policy is to prevent and/or to end any illegal or unethical conduct as soon as possible after it becomes known and to take disciplinary action against the parties responsible for such actions.

The fundamental rules of professional conduct, as well as, every policy contained in the Human Resources Policy Manual and every principle of ethics must be strictly complied with. The Company will not tolerate any behaviour which is illegal or which does not comply with the laws and regulations in force.

In order to avoid any misunderstandings regarding expectations, the Company has established the following guidelines that must be followed by employees, officers and directors of the Company, regardless of their status:

- Every employee, officer and director must undertake to respect the Company's values;
- Every employee, officer and director must be loyal to the Company and no employee or officer may hold another job which may affect their performance or productivity at work;
- Any employee, officer or director that becomes privy to confidential or privileged information must safeguard such information and must not use the information for personal gain;
- No employee, officer or director may borrow or misappropriate a product or piece of equipment belonging to the Company nor take part in or allow such action;
- Machinery and equipment belonging to the Company must be used solely for Company related purposes and they must not be misused or used in such a way which is contrary to the law and to normal practice;

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- The product of any work performed by any employee or officer for which the Company has remunerated them belongs solely to the Company and they may not use it for their personal benefit or sell or assign it to anyone else.

The list provided above is not exhaustive of the actions that will not be tolerated by the Company.

4. **PROCEDURES**

4.1. **Conflicts of Interest**

Employees, officers or directors of the Company must avoid any conflict of interest or any appearance of a conflict of interest between their personal interests and the interests of the Company. For complete details with regards to responsibilities of employees, officers and directors, please refer to the policies of the Company entitled "*Conflict of Interest, RH-GEN-04*" and the "*Restrictions on Trading in Uni-Select Shares, RH-GEN-10*".


4.2. **Confidential Information**

The disclosure of confidential information, whether intentional or not, regarding the Company's commercial activities or business transactions may be harmful to the Company's financial stability, its competitiveness or security of its employees.

Therefore, no employee or officer of the Company, during or after the termination of their employment, nor any director, during or after their appointment on the Board of Directors of the Company shall use, without the prior written authorization of the Company, either directly or indirectly, for his own benefit or that of a third party, confidential information acquired during the course of his employment or appointment, except as expressly permitted by law or by the Company in a written instrument.

"Confidential Information" includes, but is not limited to, any information regarding marketing and sales, personnel data, merchant members, clients and supplier lists, financial and technical data, purchasing conditions or any other Confidential Information in the possession of the Company which has not been released or disclosed to the general public.

Employees must notify their immediate supervisor promptly of any attempt made by parties outside the Company to acquire Confidential Information or of any unauthorized use or disclosure of Confidential Information by other employees,

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officers and directors. Directors and officers shall promptly report to the Chair of the Board, or to the Chair of the Human Resources and Compensation Committee, any attempt made by parties outside the Company to acquire Confidential Information or of any unauthorized use or disclosure of Confidential Information.

No employee, officer or director shall attempt to obtain or accept Confidential Information from a competitor in an illegal or unethical manner. Moreover, if an employee is offered or receives information that is reasonably likely to have been obtained in an illegal or unethical manner, he/she must immediately notify the Legal Department or the Human Resources Department. Any officer or director shall notify the Chair of the Board or the Chair of the Human Resources and Compensation Committee of the Board.

If an employee, officer or director is in possession of Confidential Information regarding a former employer or another company, he/she will keep such information confidential and the Company will not require him/her to use or disclose this information.


4.3. Completeness and Accuracy of Accounting Records and Documents

No employee, officer or director shall intentionally cause a false, incomplete or misleading entry to be made in the accounting books, records, accounts and financial statements of the Company. All the accounting books, records, accounts and financial statements of the Company must record transactions in an accurate, complete, reasonable and understandable manner. All the assets and liabilities of the Company must be reflected in the Company's accounting records in accordance with generally accepted accounting principles.

4.4. Financial Contributions to Political Parties

Most countries, including Canada and the United States, have laws regulating and, in certain cases, prohibiting gifts or contributions to or expenses charged to a company or incurred in its name on behalf of a candidate, political party or organization or to any individual who holds or is seeking public office, whether during the calendar year or in relation to elections.

Therefore, no Company funds or services shall be paid, supplied, offered or promised to any candidate, political party or organization or to any individual who holds or is seeking public office without the prior written approval from the Company's Legal Department.

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4.5. Competition

The Company and all employees, officers and directors must comply with competition legislation, as well as, with all anti-trust laws, policies, procedures, rules and practices existing in the jurisdictions in which the Company carries on business.

The following rules apply with respect to competition:

- a) No employee, officer or director shall enter into an agreement or contract for the purpose of or having the effect of, limiting competition. Illegal understandings or agreements between competitors include, without limitation, price fixing, allocation of markets and manipulation of tenders.
- b) No employee, officer or director shall exchange, discuss or compare information with a competitor regarding prices, purchasing conditions, pricing and distribution policies, selection or rating of suppliers or clients, credit policies or other similar competitive information.

No employee, officer or director shall take part in meetings with competitors or with trade associations, whether officially or otherwise, during which agreements or contracts of the type described in paragraph a) are reached or during which information of the type described in paragraph b) is exchanged or discussed.


4.6. Insider Trading

The Company has adopted a policy which outlines the procedures for insider trading and reporting. For complete details with regards to insider trading and reporting, please refer to the "*Restrictions on Trading in Uni-Select Shares* policy RH-GEN-10."

4.7. Bribes, Gifts and Gratuities

In most jurisdictions the law prohibits, among others, the payment of bribes and other forms of unlawful remuneration to a holder of public office in exchange for the purchase, ordering or recommendation of any products, installations, services or goods. Accepting bribes and other forms of unlawful remuneration is also prohibited in these jurisdictions.

In addition, some jurisdictions also prohibit the payment and acceptance of bribes by or to other persons and/or economic entities.

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For this reason, employees, officers and directors of the Company must not pay or accept any bribes or other such forms of remuneration, regardless of the jurisdiction in which they carry out their activities.

Gifts or gratuities having a commercial value may not to be accepted or offered by anyone without disclosing the nature of the gift;

- in the case of employees to their supervisor,
- in the case of officers to the President and Chief Executive Officer and
- in the case of the President and Chief Executive Officer or any director, to the Chair of the Board,

regardless of whether such gift or gratuity involves relations with a supplier, client or political or community office or any of their respective representatives or agents.

4.8. Business Practices


Everyday business practices such as discounts, rebates or customer services may involve a potential for fraud or abuse if the Company does not document these practices in an appropriate manner and establish proper control mechanisms.

Officers and managers responsible for these business practices within the Company are accountable for overseeing and issuing policies dealing with the above-mentioned matters. Officers and managers must, therefore, ensure that these business practices are documented in an appropriate manner and that proper control mechanisms are put in place.

4.9. Anti-Boycotting, Money-Laundering, Embargo and Control of Trade Laws

The Company and its employees, officers and directors must comply with all laws, regulations and procedures relating to anti-boycotting, money-laundering, embargoes and control of trade prevailing in the jurisdictions in which the Company, its subsidiaries and/or their contracting parties conduct business.

Any employee, officer or director who suspects that the other party to a commercial transaction is involved in illegal activities or is using revenues derived from illegal activities must consult and obtain approval from the Vice President, Legal Affairs before concluding the transaction in question.

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5. VIOLATION OF THE CODE

5.1. Reporting of Code Violations

Employees who have knowledge of a violation or imminent violation of this Code or other policies of the Company or any other illegal or unethical behaviour by another employee, officer or director of the Company in the course of their functions must immediately report the matter to their immediate supervisor, or any member of senior management, including the Vice President, Human Resources or persons delegated by them, who will consult, if necessary, with the Vice President, Legal Affairs. The employee may also report the violation or imminent violation directly to the Vice President, Legal Affairs. Where appropriate, the employee may submit a written report describing, in detail, the violation or potential violation addressed to the immediate supervisor, Vice President, Human Resources or Vice President, Legal Affairs, marked "Confidential: to be opened by the addressee only".

Directors and officers shall promptly report to the Chair of the Board, or to the Chair of the Human Resources and Compensation Committee any violations or imminent violations of this Code or other policies of the Company, or any other illegal or unethical activities at the Company.


The person who, in good faith, reports a violation or potential violation or who prepares a report will not be reprimanded.

In addition, any employee may report a violation by following the *"Audit Committee Whistleblower Procedure, policy RH-GEN-11"*.

5.2. Inquiry into Violations of the Code

Any alleged violation or potential violation of this Code or any law by an employee, officer or director of the Company in the course of their functions shall be the subject of an inquiry by the Company and shall be treated confidentially if it is in the best interest of the Company and in compliance with its legal obligations.

The Vice President, Legal Affairs will conduct all said inquiries save for inquiries concerning an alleged violation by a director in which case the inquiry shall be conducted by the Chair of the Board. The Company relies on the cooperation of all employees, officers and directors during the course of any such inquiries. If the results of an inquiry lead to the conclusion that disciplinary action is required, the Company shall decide what measures are to be taken, including legal proceedings, to remedy the problem and to prevent it from recurring.

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5.3. Disciplinary Action Relating to Violations

Disciplinary action may be taken in the following circumstances:

- any violation of this Code or of the law or having taken part in such actions;
- failure to report a violation or potential violation of this Code or of the law;
- refusal to cooperate with an inquiry conducted with regards to a violation of this Code or of the law;
- failure by the immediate supervisor of a perpetrator to detect and report a violation of this Code or of the law, if such failure results from or indicates inadequate management or a lack of vigilance;
- reprisals against anyone who has reported a violation or potential violation of this Code or of the law.


Failure to comply with this Code is grounds for disciplinary action that may include, termination of employment or, in the case of Directors, removal from the Board of Directors.

The principles of fairness shall govern all disciplinary actions taken, including, if necessary, the review of a disciplinary decision.

Before a disciplinary action is taken and in all situations involving disciplinary actions, the Vice President, Human Resources or the person delegated by it shall be consulted in order to ensure compliance with prevailing laws and regulations governing labour standards.

In the event an employee, officer or director encounters a situation not dealt with in this "Code of Business and Workplace Ethics", they are encouraged to use their good judgement and to seek advice from their immediate supervisor, a member of the Human Resources Department, a member of the Legal Department or in the case of a Director, the Chair of the Board.

We must each do our part to protect the reputation and name of Uni-Select Inc.

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Declaration and Confirmation of Receipt of Document

1. I declare that I have read and understood the content of policy RH-GEN-03 "Code of Business and Workplace Ethics" of Uni-Select and that I have signed this form of my own accord. I have also received a copy of said policy.

2. **The signed original** of the "Declaration" must be sent to the Human Resources Department at head office and placed in the employee's file. A **copy** of the signed form shall be provided to the employee.

Signed on the _____ day of _____ 200__ at _____

Name and title of signatory (please print) _____

Signature: _____

Division and Department: _____

Immediate supervisor: _____

ORIGINAL RETURNED TO: Human Resources Department
Copy to employee