



**ANNUAL INFORMATION FORM
2015**

MARCH 24, 2016

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CAUTION REGARDING FORWARD-LOOKING STATEMENTS

The Annual Information Form (“**AIF**”) is intended to provide investors with material information about Uni-Select Inc. and its subsidiaries in the context of historical and possible future development.

Certain sections of this AIF contain forward-looking statements within the meaning of Canadian securities legislation and regulations concerning the Corporation’s objectives, projections, estimates, expectations or forecasts.

These forward-looking statements are subject to a number of risks and uncertainties. Accordingly, actual results could differ materially from those indicated or underlying these forward-looking statements. The major factors that may lead to a material difference between the Corporation’s actual results and the projections or expectations expressed in these forward-looking statements are described in the “Risk Management” section of its Management Report for the year ended December 31, 2015 included in the Corporation’s Annual Report and filed with the Canadian securities regulatory authorities.

The Corporation’s results may also be affected by the competitive environment, consumer purchasing habits, vehicle fleet trends, general economic conditions and the Corporation’s financing capabilities. There can be no assurance as to the realization of the results, performance or achievements expressed or implied by forward-looking statements. Unless required to do so pursuant to applicable Canadian securities legislation and regulations, Management assumes no obligation as to the updating or revision of forward-looking statements as a result of new information, future events or other changes.

Unless otherwise stated, the information contained in this AIF is presented as at December 31, 2015
(the last day of the Corporation’s most recently completed financial year)
and all dollar amounts are expressed in US dollars.

DOCUMENTS INCORPORATED BY REFERENCE

Each section of the Management Report for the year ended December 31, 2015 as well as for 2014 and 2013, that are referred to in this AIF are incorporated herein by reference, all of which are filed on SEDAR at sedar.com.

GLOSSARY

All references to the terms indicated in the AIF refer to the corporations listed in Reference.

TERMS	REFERENCE
“ Uni-Select ”, “ Corporation ”	Uni-Select Inc. and/or its subsidiaries
“ FinishMaster ”	FinishMaster, Inc.

1 | CORPORATE STRUCTURE

1.1 | INCORPORATION

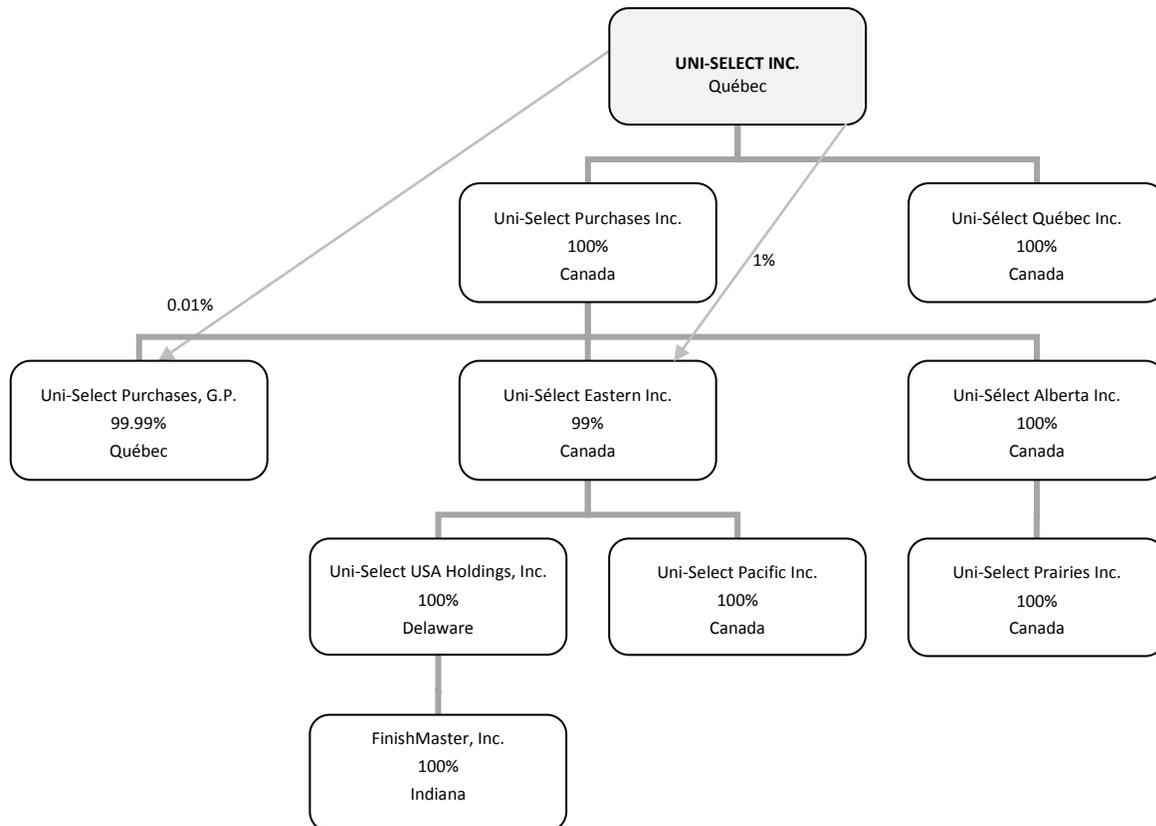
Uni-Select Inc. was incorporated by letters patent issued under Part I of the *Companies Act* (Québec) on November 22, 1968. On November 3, 1981, Uni-Select was continued under Part IA of the *Companies Act* (Québec). Certificates of Amendment were issued on March 1, 1985 and October 10, 1985 amending its share structure. Since February 14, 2011, Uni-Select is governed by the *Business Corporations Act* (Québec).

The head and registered office of Uni-Select is located at 170 Industriel Boulevard, Boucherville, Québec, Canada J4B 2X3.

1.2 | SUBSIDIARIES

The activities of the Corporation are conducted either directly or through subsidiaries. Schedule A hereto contains a complete organizational chart describing the inter-corporate relationships between Uni-Select and its subsidiaries.

The following organizational chart illustrates the corporate structure of Uni-Select and its significant subsidiaries, and their respective jurisdictions of incorporation or formation. For simplification purposes, the chart omits certain subsidiaries and indicates only the voting shares.



2 | GENERAL DEVELOPMENT OF THE BUSINESS

2.1 | GENERAL OVERVIEW

Uni-Select is a leader in the distribution of automotive refinish and industrial paint and related products across North America, as well as in the automotive aftermarket parts business in Canada.

2.2 | HISTORY

2013

During the second quarter of 2013, the Corporation's Board of Directors approved an internal strategic and operational plan ("**Action Plan**"), which complements the distribution network optimization plan announced in 2012. The Action Plan includes the closure and rightsizing of certain stores and warehouses, as well as the addition of two new facilities, among other initiatives. The total cost of implementing the Action Plan was expected to be approximately \$45.0 million, of which \$13.0 million represents cash disbursements net of income tax recoveries. The Action Plan generated cost savings of \$13.0 million in 2013.

In 2013, Uni-Select closed 34 stores and 5 warehouses, divested 6 stores to some customers, relocated its US national distribution centre and restructured its operations leading to headcount reduction.

2013 was also marked by the completion of the enterprise resource planning system deployment. The enterprise resource planning system allows improvement in customer service, accuracy of data information, harmonization and improvement of operational processes and, therefore, overall business.

On December 2, 2013, Uni-Select sold the shares it held in the capital stock of one of its members, Pièces d'auto St-Jean Inc. ("**PA St-Jean**"). Throughout the year, Uni-Select sold 2 of its corporate stores and 1 machine shop in Canada and 2 Motorcraft original equipment ("**OE**") dealer businesses in the USA. Also, Uni-Select concluded the acquisition of substantially all the assets of P & P of Virginia, LLC ("**P & P**"), Central Paint & Car Specialty ("**Central Paint**") and El-Mar Co., Inc. ("**El-Mar**").

The sale of the shares of PA St-Jean, the acquisitions of the assets of P & P, Central Paint and El-Mar and the sale of the corporate stores, Motorcraft OE dealer businesses and machine shop did not constitute "significant acquisitions" within the meaning of applicable Canadian securities laws. For information on the aggregate sales derived from the acquisitions, please refer to the Management Report for the fiscal year ended December 31, 2013.

As part of normal course issuer bids conducted through the TSX, in 2013 the Corporation repurchased for cancellation 287,501 common shares at an average price of C\$22.87.

2014

The Action Plan generated cost savings of \$15.7 million in 2014 for a cumulative amount since its inception of \$28.7 million.

In 2014, the Corporation closed 3 warehouses, sold or closed 4 corporate stores, opened 1 distribution centre and reconfigured and optimized 2 warehouses.

Throughout the year, Uni-Select concluded the purchase of the assets of Auto Paint & Supply of Lakeland, Inc. (“**Lakeland**”), Midwest Refinishings Supply, Inc., Metro Paint Supplies, Inc. and Automotive Coatings & Equipment, LLC (collectively “**Metro Paint**”), Atlantic Automotive Paints, Inc. (“**Atlantic**”), J.K. Distributors, Inc. (“**JK**”), Syracuse Motor Parts, Inc. (“**Syracuse**”) and purchased the shares of Hartman Auto Supply (1996) Ltd. (“**Hartman**”). It also sold assets related to one store located in Indiana to MC Entrepreneurs Inc. (“**MC**”).

The acquisitions of the assets of Lakeland, Metro Paint, Atlantic, JK & Syracuse, the purchase of the shares of Hartman and the sale of the assets to MC did not constitute “significant acquisitions” within the meaning of applicable Canadian securities laws. For information on the aggregate sales derived from the acquisitions, please refer to the Management Report for the fiscal year ended December 31, 2014.

As part of normal course issuer bids conducted through the TSX, in 2014 the Corporation repurchased for cancellation 58,115 common shares at an average price of C\$27.94.

2015

With effect as of February 1, 2015, the Corporation redeemed all of its then outstanding 5.9% Extendible Convertible Unsecured Subordinated Debentures due on January 31, 2016 (“**Debentures**”) for an aggregate principal amount of C\$51,750,000. The redemption of the Debentures was effected by the payment of a redemption amount of C\$1,000 for each C\$1,000 principal amount of Debentures. All accrued and unpaid interest on the Debentures up to and including January 31, 2015, inclusively, was also paid in connection with the Redemption. The Debentures were delisted from the Toronto Stock Exchange at the close of business on January 30, 2015.

On February 9, 2015, the Corporation entered into an agreement for the sale of substantially all of the assets of Uni-Select USA, Inc. and Beck/Arnley Worldparts, Inc. to an affiliate of Icahn Enterprises L.P. at a purchase price of approximately \$340 million, subject to adjustments based on the net tangible book value of assets sold at closing (“**US Automotive Divestiture Transaction**”). The US Automotive Divestiture Transaction contemplated the sale of Uni-Select’s automotive aftermarket parts distribution activities in the United States, representing 38 distribution centres, 240 corporate stores and approximately 3,500 employees. FinishMaster’s activities, as well as Uni-Select’s Canadian automotive products distribution business unit were not subject to the transaction. The conditions precedent to the US Automotive Divestiture Transaction were met on June 1, 2015 and the Corporation used the proceeds of the sale to repay outstanding third-party debt, settle related transaction costs and satisfy the purchase price for a number of acquisitions described below.

The Action Plan ceased upon the closing of the US Automotive Divestiture Transaction.

Throughout 2015, in addition to various smaller asset transactions, the Corporation completed the following acquisitions in Canada:

- 370071 Alberta Ltd. (doing business as Wilter Auto & Industrial Supplies) - share acquisition of the 50% equity interest in the joint venture not previously owned by the Corporation, seven stores in the Province of Alberta, closed on March 4, 2015;
- C.B. Hoare Auto Parts Limited – asset transaction, three stores located in the Province of Nova Scotia, closed on August 17, 2015;
- Duncan Auto Parts Limited – asset transaction, two stores located in British Columbia, closed on August 31, 2015;
- Pièces d’Autos La Malbaie Inc. – share acquisition of the 50% equity interest in the joint venture not previously owned by the Corporation, two stores in the Province of Québec, closed on October 1, 2015;

- T.N. Discovery Auto Collision Ltd. – asset transaction, two stores located in the Province of Ontario, closed November 16, 2015;
- Colwood-Langford Auto Supply Ltd. - share acquisition of the 50% equity interest in the joint venture not previously owned by the Corporation, eight stores in the province of British Columbia, closed on December 16, 2015;

and the following acquisitions in the United States:

- Painter’s Supply Co., Inc. – asset transaction, two stores located in the State of Colorado, closed on August 3, 2015;
- Auto Paint Specialists, Inc., APS Tower Paint, Inc. and L.I.C., Incorporated – asset transaction, two stores located in the State of Wisconsin, closed September 14, 2015; and
- Aquia Auto Parts, Inc. (doing business as Refinish Solutions) – asset transaction, two stores located in the State of Virginia, closed December 8, 2015.

The acquisitions of the assets or shares, as the case may be, of 370071 Alberta Ltd., C.B. Hoare Auto Parts Limited, Duncan Auto Parts Limited, Pièces d’Autos La Malbaie Inc., T.N. Discovery Auto Collision Ltd., Colwood-Langford Auto Supply Ltd., Painter’s Supply Co., Inc., Auto Paint Specialists, Inc., APS Tower Paint, Inc., L.I.C., Incorporated and Aquia Auto Parts, Inc. did not constitute “significant acquisitions” within the meaning of applicable Canadian securities laws. For information on the aggregate sales derived from these acquisitions, please refer to the financial statements of the Corporation for the fiscal year ended December 31, 2015.

In addition, it was announced on December 28, 2015 that FinishMaster had entered into a binding agreement for the acquisition of substantially all the assets of ColorMaster Automotive Paint, Inc., an automotive and industrial paint business operating 15 stores scattered in the States of Illinois, Missouri Texas and Louisiana. The acquisition formally closed on January 4, 2016 and does not either constitute a “significant acquisition” within the meaning of applicable Canadian securities laws.

On August 13, 2015, the Corporation announced the renewal of its normal course issuer bid for an additional one-year period ending August 16, 2016. Under such renewed normal course issuer bid, the Corporation is authorized to repurchase up to 1,000,000 of its common shares listed on the TSX, representing approximately 4.6% of all issued and outstanding common shares of the Corporation as at August 1, 2015. Daily repurchases under the renewed normal course issuer bid are limited to 11,745 common shares, with the exception of block purchaser exemptions. As part of normal course issuer bids conducted through the TSX in 2015 the Corporation repurchased for cancellation, in the aggregate, 181,095 common shares at an average price of C\$56.63.

During 2015, disregarding the changes related to the US Automotive Divestiture Transaction, the Corporation opened or acquired 36 corporate stores and closed 7 others.

2015 also saw a number of changes in the Corporation’s executive team. With effect as of August 1, 2015, Henry Buckley, then Chief Operating Officer of Uni-Select, was appointed as President and Chief Executive Officer of Uni-Select in substitution of Richard G. Roy, who previously served as Chief Executive Officer of the Corporation for over seven years and retired as of July 31, 2015. On June 2, 2015, Denis Mathieu, then Executive Vice President, Corporate Services and Chief Financial Officer of the Corporation, announced his departure effective July 31, 2015. The vacancy created by Mr. Mathieu’s departure was filled on November 30, 2015 through the appointment of Eric Bussièrès as Chief Financial Officer of the Corporation.

3 | DESCRIPTION OF THE BUSINESS

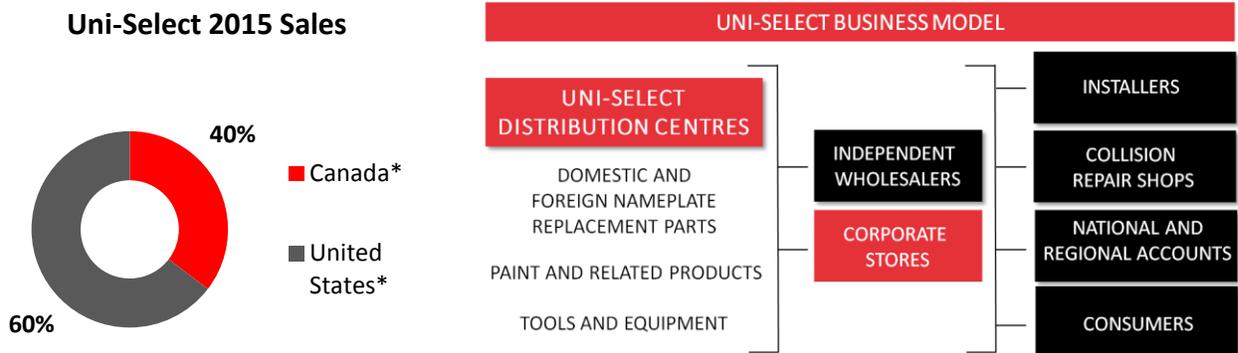
3.1 | OVERVIEW

Founded in Québec, Canada in 1968, Uni-Select is, through its subsidiaries, the largest automotive aftermarket parts and accessories distributor in Canada and the largest independent distributor of paint and related products in North America.

Uni-Select serves one the most extensive networks of independent distributors of automotive parts and accessories in Canada, serving nearly 1,180 wholesalers from its distribution centres. It also supplies tens of thousands of installers and collision repair shops as well as national and regional accounts and consumers from its corporate stores.

Uni-Select’s customers have access to over 740,000 replacement parts for domestic and imported vehicles and nearly 30,000 different paint products and collision repair shop accessories. Inventory of nearly 330,000 different parts is constantly maintained to meet customers’ needs. Its wide range of products includes national and private brands. Its suppliers stand among the largest manufacturers of automotive parts and paint products in the world.

Its activities are mainly focused on the distribution, sale and marketing (i) of automotive replacement parts and accessories, tools and equipment in Canada and (ii) of paint and related products in the United States. With respect to sales generated by the Corporation on a consolidated basis, the second and third quarters have historically generated higher sales than the first and fourth quarters.



* On a pro forma annualized basis, excluding Uni-Select USA, Inc. and Beck/Arnley Worldparts, Inc. assets sold on June 1st, 2015.

PRODUCTS

The main products distributed by Uni-Select are brake parts, suspension parts, driveline and exhaust components, paint and body shop products, lubricants and chemical products, equipment and tools, maintenance products including filtration as well as parts for temperature control, fuel systems and engine management components. Several of these products are available under Uni-Select’s private brands, Auto Extra®, Worldparts® and Mäktig™, which are quality products offered at competitive pricing in comparison to that of recognized manufacturers.

FinishMaster sells automotive paints, coatings and related accessories. In addition to its own private brand of refinishing accessory products, SMART, FinishMaster provides a comprehensive selection of brand name products including Axalta Coating Systems, PPG Industries, Inc., 3M Company and BASF Corporation. FinishMaster is dependent on such suppliers with its top ten vendor partners accounting for approximately 90% of its purchases. SMART is FinishMaster's own private label brand of associated products that are designed to meet the high standards demanded by automotive aftermarket customers. SMART has a national brand identity and offers exceptional value to the automotive aftermarket.

TRADEMARKS FOR PRODUCTS		
TRADEMARKS	DESCRIPTION	IDENTIFICATION
Auto Extra®	Parts products exclusively packaged for Uni-Select	
ColorXtra®	Paint products exclusively packaged for Uni-Select	
Mäktig™	Various accessories and tools exclusively packaged for Uni-Select	MÄKTIG
Worldparts®	Parts products sold by Uni-Select	
Beck/Arnley® (see note below)	Distinctive industry brand of maintenance and repair parts for foreign nameplate vehicles	
SMART	Paint and refinishing accessory products sold by FinishMaster	
The Cooling Depot®	Product brand for temperature control and engine cooling systems	

Note: The Beck/Arnley® trademark was sold in connection with the U.S. Automotive Divestiture Transaction, but the Corporation continues to distribute its residual inventory of products labelled under that trademark.

CUSTOMERS

The customers of Uni-Select operate businesses involved in the wholesale and retail sale of automotive parts and accessories, equipment and tools and paint and collision repair products. Several of these businesses also operate repair and collision repair shops. Uni-Select also sells products to fleet operators and national account customers.

The price structure for products sold by Uni-Select and the trade discounts granted to customers vary by reason of geography and type of customer.

A number of Canadian customers are also shareholders of Uni-Select. Uni-Select maintains contact with its customers through regularly held exhibitions and conventions and through the participation of customers in purchase and marketing advisory committees.

PURCHASES

Uni-Select distinguishes itself in the automotive replacement parts industry by allowing its customers who are independent distributors (wholesalers) to purchase products for direct shipment from suppliers (subject to certain minimum criteria) or from one of Uni-Select's distribution centres. Direct shipments from suppliers enable customers to reduce their acquisition cost for parts.

Customers purchase products through a Uni-Select distribution centre for low volume orders or when they require parts immediately.

SECURITIES AND GUARANTEES

To secure the payment of sums owed to Uni-Select, a customer must, generally, grant security over its inventory and provide personal guarantees from its shareholders.

SUCCESSION PLANNING

Considering that some owners of replacement parts stores are aging and in an effort to develop its network of corporate stores (in addition to greenfield network growth), Uni-Select may offer to assist customers who wish to retire by acquiring their business.

CORPORATE STORES

In order to expand its market share and provide consistent organic growth, Uni-Select intends to grow its corporate store footprint not only by assisting customers who wish to retire, but by acquiring competitive companies as well. Today, Uni-Select has 48 corporate stores that will operate under the Bumper to Bumper® banner.

SUPPORT AND MANAGEMENT SERVICES

Uni-Select also provides a variety of support and management services. These services are directed at marketing, product promotion, advertising materials, exhibitions and store layouts. The services offered to the independent distributors include administration services, preferred freight rates, training programs, loyalty credit cards as well as insurance programs for their employees and their businesses.

COMPETITION

At the wholesale level, automotive parts are available through a variety of sources. The main sources are warehouse distributors, car dealers and national chains. Based on volume of sales, Uni-Select believes that it is a leader in Canada among traditional warehouse distributors for light vehicles. Notwithstanding the fact that Uni-Select's two major competitors in Canada are held by American interests, it is feasible for other foreign competitors to establish a base in Canada, thereby increasing competition.

The aftermarket distribution of automotive refinishes remains fragmented and competitive with many independent distributors competing primarily on the basis of technical assistance and expertise, price, breadth of product offering and financial assistance. There are a number of independent regional distributors, many of which are in direct competition with FinishMaster on a regional or local level. Competition in the purchase of independent distributors and sales outlets may occur between FinishMaster and other automotive refinishing distributors that are also pursuing growth through acquisitions. FinishMaster may also encounter significant sales competition from new market entrants, automotive paint manufacturers, buying groups or other large distributors that may seek to enter such markets or may seek to compete with it for attractive acquisition candidates. Although the largest automotive paint manufacturers have generally not operated their own distributors, or have done so only on a limited basis, they may decide to expand such activity in the future.

3.2 | CANADA

The vast majority of Uni-Select's Canadian operations is conducted by Uni-Select Pacific Inc., Uni-Select Prairies Inc., Uni-Sélect Québec Inc. and Uni-Sélect Eastern Inc., directly or through their respective subsidiaries.

In Canada, Uni-Select operates 10 distribution centres, for a total of approximately 825,040 square feet of warehouse space, and 48 corporate stores. Sales in 2015 were \$437 million compared to \$480 million in 2014. The decrease of 8.8% is related to the impact of the declining Canadian dollar representing \$66 million that was partially offset by the sales from recent acquisitions of \$16 million and while organic sales increased by 1.8% or \$8 million.

Most of Uni-Select's Canadian sales are achieved through the distribution of automotive products to independent distributors commonly known as jobbers. These jobbers supply national chains of installers, service stations, repair shops, fleet operators, collision repair shops, automobile and heavy machinery dealers, private and public sector businesses and consumers.

Uni-Select is also a supplier of parts to a number of major businesses including Canadian Tire, Midas, Prime Carcare Group (Minute Muffler/Speedy), Kal-Tire, OK Tire, Leader Auto Resources LAR Inc., as well as governmental and para-governmental organizations. Uni-Select has an alliance with Collision Solutions Network Inc. which allows them to offer a national coverage to insurance companies. Such alliance also allows Uni-Select's customers to sell products to the repair shops affiliated with Collision Solutions Network Inc.

PROGRAMS FOR INDEPENDENT JOBBERS

In February of 2016, Uni-Select announced a new branding strategy for its corporate stores and independent jobbers. Based on its growth vision of increasing its corporate store network, the Bumper to Bumper brand (an already existing brand with high brand awareness in the Prairies) was selected as the one consistent brand and image for all stores across the country. The logo has been revamped and the program enhanced and this brand is now also offered to independent jobbers. The new strategy now comprises 2 strong offerings: a turn-key marketing program with a strong brand, and an à la carte offering for the independent jobber who wants to maintain his own identity. The Auto-Plus brand will be phased out and those customers will have the option of selecting either the Bumper to Bumper or Auto Parts Plus brand, or alternatively, remaining independent (not identified by a Uni-Select trademark).

AUTO PARTS PLUS® AND AUTO-PLUS®

In 2015, the Auto Parts Plus and Auto-Plus banners regrouped independent jobbers who were, at times, shareholders of Uni-Select and operated commercial or retail businesses for the sale of automotive parts. The purchases by Auto Parts Plus and Auto-Plus customers from Uni-Select during fiscal 2015 represented most of the sales from the Canadian operations.

BUMPER TO BUMPER®

The Bumper to Bumper trademark identifies corporate stores as well as customers who operate commercial and retail businesses which sell automotive parts and are located primarily in the Prairies, but will now be offered coast to coast.

TRADEMARKS FOR INDEPENDENT JOBBERS IN CANADA		
TRADEMARKS	DESCRIPTION	IDENTIFICATION
Auto Parts Plus®	Main trademark licensed for use by Uni-Select independent jobbers to identify their stores in Canada	
Auto-Plus®	Main trademark licensed for use by Uni-Select independent jobbers to identify their stores in Canada	
Bumper to Bumper®	Trademark identifying customers who operate commercial and retail businesses primarily located in the Prairies	

ADDITIONAL TRADEMARK FOR INDEPENDENT JOBBERS AND CORPORATE STORES IN CANADA AVAILABLE STARTING IN 2016		
TRADEMARK	DESCRIPTION	IDENTIFICATION
Bumper to Bumper®	Main trademark to be used by Uni-Select independent jobbers and corporate stores	

PROGRAMS FOR INSTALLERS

In April 2014, Uni-Select launched a banner strategy for Canadian repair shops. The strategy lets shops choose the program under which they want to operate based on their needs (Auto-Select®, Uni-Pro®, BYOP or SelectAutoXpert (SAX)) and supports their growth with a flexible and diverse line-up of services specifically adapted to each shop’s particular needs. Joining one of these programs provides shops with more visibility, the support of a network in promoting their services and helps increase customer loyalty.

AUTO-SELECT®

Uni-Select offers the Auto-Select banner to shops that offer a higher level of service to their customers. The minimum criteria in place ensure the standards are met and the integrity of the brand respected. It is positioned as a “select” banner that easily competes with the dealership. It offers the most comprehensive warranty programs for both shops and consumers, as well as all the technology solutions required to efficiently manage a shop. The Auto-Select banner is a turnkey program for installers looking for a complete line-up in a premium brand. This concept includes all of the high-end options most commonly requested by progressive shops, with a strong brand image and communication plan.

BUILD YOUR OWN PROGRAM

The Build Your Own Program is a program that offers an optional brand image (Uni-Pro® or The Specialist in exceptional cases only) and an “à la carte” menu of options, with many warranties for the shops and their customers. Installers can also take advantage of training programs, diagnostic tools and business management coaching. The program also gives access to UniSmartLink, a telematics system that sends out personalized reminders and alerts as well as educational tips on preventive maintenance. This solution includes reminders for the regularly-scheduled maintenance recommended by a vehicle’s manufacturer, a maintenance history, detailed notices when the engine warning light turns on, a stolen vehicle locator and a battery monitor. The data collected can help users save on fuel and make their vehicles more reliable.

Uni-Pro® bannered installers are located throughout Canada and operate repair and maintenance shops for motor vehicles. Their suppliers are Auto Parts Plus®, Auto-Plus® and Bumper to Bumper® jobbers and corporate stores.

SELECTAUTOXPERT

Uni-Select offers the SelectAutoXpert program (“SAX”) to repair shops. This program offers quality-assurance protection which includes a 90-day warranty for parts and labour, an extended 365-day warranty on parts, loyalty rebates, reduced credit card fees, discounts on purchases and commercial and group insurances. Repair shops looking for an affordable, easy-to-use solution with competitive discounts can opt for the SAX program.

PROCOLOR®

Collision repair specialists, recognized for the quality of their workmanship, are offered a license to use the ProColor trademark provided they respect quality standards and purchase parts and body shop products through the network of Uni-Select jobbers. Many of these collision repair specialists located in Québec are identified by the Carrossier ProColor banner.

COLORPLUS

ColorPlus is the body shop program for the independent entrepreneur. The program’s mission consists of offering a marketing solution for collision centres in Canada that want to remain independent and competitive in the collision repair and restoration industry.

TRADEMARKS FOR INSTALLERS IN CANADA		
TRADEMARKS	DESCRIPTION	IDENTIFICATION
Uni-Pro®	Main installer marketing program	
Auto-Select®	Main installer marketing program	
SelectAutoXpert	Main installer marketing program	
ProColor®	Identification for shop owners specialized in paint and body shop	ProColor®
Specialist	Installer marketing program	
ColorPlus	Installer marketing program for specialized body shop/collision repair specialists	

EMPLOYEE RELATIONS

As of December 31, 2015, Uni-Select employed 851 full-time equivalent persons in Canada. Warehouse employees of the distribution centres located in Boucherville, Québec and Coquitlam, British Columbia and employees of stores located in the Beauce region of Québec are unionized.

The labour agreement for the Boucherville location was renewed on January 9, 2015 and the labour agreement for the Coquitlam location was renewed on October 20, 2015, in each case upon satisfactory terms. The Corporation considers its labour relations with its employees to be satisfactory and believes that the quality of its staff is a key factor of its success.

REAL ESTATE

Uni-Select favours leasing the facilities out of which its operations are conducted. It owns a limited amount of real estate.

Uni-Select owns the building where its head office is located in Boucherville, Québec. The land covers an area of 435,000 square feet and the building covers approximately 195,500 square feet of which 32,300 are reserved for administration.

One of Uni-Select's subsidiaries owns real estate out of which it operates its activities. Uni-Sélect Eastern Inc. is currently the owner of land (including a building) measuring 25,388 square feet in Clinton, Ontario that is leased to a customer. Uni-Sélect Québec Inc. is the owner of a multi-tenant property in Sainte-Julienne, Québec that is partially rented to a customer.

3.3 | UNITED STATES

Uni-Select's activities in the United States are carried on exclusively by FinishMaster following the consummation of the U.S. Automotive Divestiture Transaction.

FinishMaster operates 3 warehouses for a total of approximately 131,188 square feet of warehouse space, and 187 branch locations. Its sales in 2015 were \$618.8 million compared to \$573.4 million in 2014. The increase of 7.9% is due to (i) a growth in organic sales of 3.3% (or \$18.7 million) and (ii) sales generated by acquired businesses.

FinishMaster sells automotive paints, coatings and related accessories to collision repair shops, automotive dealerships, fleet operators and commercial clients through its wide network of corporate stores. It also offers training in management and, in conjunction with manufacturers, training on product usage to its customers.

E-COMMERCE

FinishMaster considers its focus on e-commerce a critical business initiative for success. Providing a strong platform for customers, specifically those in the Multi-Shop Operation (MSO) segment, reduces operating expense and creates efficiency for both FinishMaster and its customers.

EMPLOYEE RELATIONS

As of December 31, 2015, FinishMaster employed 1,651 full-time equivalent persons in the United States, none of which are unionized. FinishMaster considers its labour relations with its employees to be satisfactory and believes that the quality of its staff is a key factor of its success.

REAL ESTATE

FinishMaster also favours leasing the facilities out of which its operations are conducted. It owns the following 6 properties: a 40,860 square foot warehouse in Adel, Georgia, a 58,000 square foot warehouse in Grand Rapids, Michigan, and four properties out of which it operates corporate stores in Muskegon, Michigan (5,856 square feet), Burton, Michigan (5,000 square feet), Mishawaka, Indiana (10,400 square feet) and Ft. Meyers, Florida (6,500 square feet).

3.4 | INTELLECTUAL PROPERTY

In the course of its activities, Uni-Select uses a number of trademarks and business names, some of which may feature a logo, including those identified in Schedule B hereto. Uni-Select invests in its trademarks on a continuous basis, some of which have developed a significant market recognition. Uni-Select takes appropriate measures to protect and enforce its intellectual property.

3.5 | ENVIRONMENTAL RISK

Uni-Select is principally a distributor of automotive products and is not involved in manufacturing activities. It does not have any research and development operations in respect of new products. Other than an unforeseen incident, such as a fire in a distribution centre, the Corporation's environmental risk is limited to the accidental spill of limited quantities of hazardous materials during transport or handling and, in certain jurisdictions and in limited circumstances, to historical contamination of rented properties.

3.6 | RISK FACTORS

The Corporation incorporates by reference the disclosure describing the risk factors to which the Corporation's business is exposed in its Management Report for the year ended December 31, 2015 under the heading "Risk Management" available on sedar.com as well as on Uni-Select's website at uniselect.com.

4 | DIVIDEND

Since 1987, the Corporation has declared quarterly dividends, subject to profitability, liquidity requirements to finance growth, the general financial health of the Corporation and other factors determined by the Board of Directors. Uni-Select's practice has been to declare a dividend at a ratio between 20% and 25% of the previous year's net earnings, excluding certain adjustments net of taxes, among other things, restructuring and other charges, impairment and transaction charges related to the sale of net assets, net gains on the purchase of the remaining equity interests in joint ventures, the non-capitalizable costs to the development and implementation of the ERP system and costs related to the closure and disposal of stores.

During 2015, Uni-Select declared a dividend of C\$0.15 per common share in its first quarter and a dividend of C\$0.16 per common share in the remaining quarters of 2015. Uni-Select declared a dividend of C\$0.13 in each quarter of 2013 and for the first quarter of 2014 and a dividend of C\$0.15 per common share in the following quarters of 2014.

5 | DESCRIPTION OF CAPITAL STRUCTURE

Uni-Select Inc.'s capital structure is composed of an unlimited number of common shares ("**Common Shares**"), without par value, and an unlimited number of preferred shares, without par value, issuable in series with the following characteristics:

COMMON SHARES

Each Common Share entitles the holder thereof to one vote and to receive dividends in such amounts and payable at such time as the Board of Directors of the Corporation shall determine after the payment of dividends to the preferred shares. In the event of a liquidation, dissolution or winding-up, the holders shall be entitled to participate in the distribution of the assets after payment to the holders of the preferred shares. As of March 24, 2016, 21,320,204 Common Shares were issued and outstanding.

PREFERRED SHARES

The preferred shares are non-voting shares issuable in series. The Board of Directors of the Corporation has the right, from time to time, to fix the number of, and to determine the designation, rights and restrictions attaching to the preferred shares of each series. The holders of any series of preferred shares are entitled to receive dividends and to participate in the distribution of the assets upon liquidation, dissolution and winding-up in priority to the Common Shares. As of March 24, 2016, there are no issued and outstanding preferred shares.

DEBENTURES

With effect as of February 1, 2015, the Corporation redeemed all of its then outstanding Debentures for an aggregate principal amount of C\$51,750,000. See “General Development of the Business – History – 2015”.

6 | MARKET FOR THE SECURITIES OF THE CORPORATION

The Common Shares are listed for trading on the TSX under the UNS ticker symbol.

The following table sets forth the reported low and high trading prices and trading volumes of the Common Shares as reported by the TSX from January 1, 2015 to December 31, 2015.

PRICE RANGE AND TRADING VOLUME OF THE COMMON SHARES			
MONTH	PRICE (LOW)	PRICE (HIGH)	VOLUME
	C\$	C\$	
January	30.00	31.935	701,741
February	31.30	41.750	1,866,171
March	40.41	44.570	427,194
April	39.29	45.660	438,139
May	39.86	44.380	328,606
June	41.61	48.400	1,676,734
July	46.39	59.675	1,182,669
August	51.00	60.300	1,594,925
September	55.00	60.400	3,889,170
October	57.37	68.230	2,164,463
November	58.18	66.770	1,182,226
December	62.00	71.660	1,308,064

7 | DIRECTORS AND EXECUTIVE OFFICERS

7.1 | DIRECTORS

The following table sets forth each director's name, Province/State and Country of residence, the year each first became a director, principal occupation for the past 5 years and, as the case may be, the committees they are part of. Directors are elected until the next annual meeting of shareholders or, in the case of a vacancy or resignation, until a successor is elected or appointed.

DIRECTORS OF THE CORPORATION			
NAME	DIRECTOR SINCE	PRINCIPAL OCCUPATION	COMMITTEE(S)
James E. Buzzard ⁱ Florida, USA	2012	President of Clarit Realty, Ltd.	<ul style="list-style-type: none"> Corporate Governance and Nominating Committee Human Resources and Compensation Committee
Robert Chevrier Québec, Canada	2012	Chair of the Board of the Corporation and Corporate Director	<ul style="list-style-type: none"> Ex officio member of the Audit and Human Resources and Compensation Committees Corporate Governance and Nominating Committee (Chair)
André Courville ⁱⁱ Québec, Canada	2014	Corporate Director	<ul style="list-style-type: none"> Audit Committee (Chair) Corporate Governance and Nominating Committee
Patricia Curadeau-Grou ⁱⁱⁱ Québec, Canada	2013	Corporate Director	<ul style="list-style-type: none"> Audit Committee Human Resources and Compensation Committee (Chair)
Jean Dulac Québec, Canada	2007	President of M&M Nord Ouest Inc.	<ul style="list-style-type: none"> Corporate Governance and Nominating Committee Human Resources and Compensation Committee
Jeffrey I. Hall ^{iv} Ontario, Canada	2015	Corporate Director	<ul style="list-style-type: none"> Audit Committee
Richard L. Keister ^v Florida, USA	2013	Corporate Director	<ul style="list-style-type: none"> Audit Committee Human Resources and Compensation Committee
Richard G. Roy ^{vi} Québec, Canada	2008	Corporate Director	-----
Dennis M. Welvaert ^{vii} Texas, USA	2013	Corporate Director	<ul style="list-style-type: none"> Corporate Governance and Nominating Committee Human Resources and Compensation Committee

ⁱ Mr. Buzzard held senior management positions with Uni-Select until 2012.

ⁱⁱ Mr. Courville was a senior audit partner at Ernst & Young from 1987 until the end of June 2014.

ⁱⁱⁱ Ms. Curadeau-Grou was a senior officer and strategic advisor at National Bank of Canada from 1991 until November 2015.

^{iv} Mr. Hall was Chief Executive Officer of Rexel Canada Electrical Inc. from 2005 to 2014.

^v Mr. Keister was President and Chief Executive Officer of Keystone Automotive Industries, Inc. from 2004 until his retirement in 2007. He has been a corporate director since then and was Chairman of the Board of QCSA Holdings, Inc. from 2010 to 2013.

^{vi} Mr. Roy was President and Chief Executive Officer of Uni-Select from January, 2008 to July 31, 2015.

^{vii} Mr. Welvaert acted as interim President and Chief Operating Officer for Uni-Select USA, Inc. from April 16, 2013 to July 31, 2013 and as Chair of the Board of Uni-Select USA, Inc. from August 1, 2013 to December 31, 2014. Prior to that, he was President of Dayco North American Aftermarket Division until his retirement in 2011.

7.2 | EXECUTIVE OFFICERS

The following table sets forth each executive officer's name, Province/State and Country of residence and his or her position within the Corporation.

EXECUTIVE OFFICERS	
NAME	POSITION
Henry Buckley, MBA British Columbia, Canada	President and Chief Executive Officer
Gary O'Connor, MBA New Brunswick, Canada	President and Chief Operating Officer, Automotive Canada
Steven J. Arndt Indiana, USA	President and Chief Operating Officer, FinishMaster
Eric Bussièrès Québec, Canada	Chief Financial Officer
Annie Hotte Québec, Canada	Chief People Officer
Me Louis Juneau, LL.L. Québec, Canada	Chief Legal Officer and Corporate Secretary

All of the above executive officers have held the position indicated opposite their name or held a position as executives with Uni-Select during the last five years, except for:

1. Henry Buckley has been President and Chief Executive Officer of Uni-Select since August 1, 2015 after serving as Chief Operating Officer of Uni-Select since September 8, 2014. He was Vice President, Specialty Brands and Mergers and Acquisitions of W.W. Grainger Inc. from May 2012 to September 2014. From 2007 to 2012, he was Vice President & General Manager of Acklands-Grainger Inc., a division of W.W. Grainger Inc.;
2. Gary O'Connor was Executive Vice President, Automotive Group Canada between May 2006 and July 2012 before his nomination as President and Chief Operating Officer, Automotive Canada;
3. Steven J. Arndt has been President and Chief Operating Officer of FinishMaster since December 31, 2012. He has held various functions at FinishMaster for more than 20 years;
4. Eric Bussièrès was Vice President Finance, Civil at CAE Inc. for a period of five years prior to joining Uni-Select in November 2015;
5. Annie Hotte has been employed by Uni-Select since 2009 in human resources related functions until she was named Vice President, Human Resources on December 12, 2012 and Chief People Officer in May 2015; and
6. Louis Juneau has been employed by Uni-Select since 2009. He was Senior Director, Legal Affairs until he was named Vice President, Legal Affairs and Secretary on March 1, 2013. Mr. Juneau was named Chief Legal Officer and Corporate Secretary in May 2015.

As of February 29, 2016, the directors and executive officers of Uni-Select, as a group, beneficially owned or exercised control or direction over, directly or indirectly, an aggregate of 1,052,113 shares, representing approximately 4.89% of the then outstanding shares of the Corporation.

8 | CONFLICT OF INTEREST

There are no existing or potential material conflicts of interest between the Corporation or any of its subsidiaries and their respective directors and officers. Certain of the Corporation's directors and officers also serve as directors or officers of other corporations. Such associations may give rise to conflicts of interest from time to time. Management of the Corporation and its Board of Directors will address any such conflict of interest which may arise in the future in accordance with reasonable expectations and objectives of the Corporation and will act in accordance with any duty of care and any duty to act in good faith owed to the Corporation. Note, however, that Clarit Realty, Ltd., a company managed by Mr. James E. Buzzard, a member of the Board of Directors of Uni-Select, is the owner and landlord of 37 buildings across the United States that were leased by Uni-Select USA, Inc. until the consummation of the U.S. Automotive Divestiture Transaction. The underlying lease agreements with Clarit Realty, Ltd. were concluded in the normal course of business, were negotiated at fair market value and generally consisted of 1 to 5-year term periods.

9 | LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Corporation is not party to any legal proceeding or regulatory action which management believes may have a material adverse effect on the Corporation's earnings or financial position, nor is any such legal proceeding or regulatory action currently contemplated.

10 | TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Common Shares is Computershare Trust Company of Canada who keeps the Corporation's register of transfers at its offices in Montréal, Québec.

11 | MATERIAL CONTRACTS

The material contracts (within the meaning of that term under Regulation 51-102 – Continuous Disclosure Obligations) entered into by the Corporation since the beginning of the most recent fiscal year or prior to such time if still in effect are the following:

The asset purchase agreement between IEH Auto Parts LLC, Uni-Select USA Holdings, Inc., Uni-Select USA, Inc., Beck/Arnley Worldparts, Inc. and Automotive Information Management, Inc. dated February 9, 2015 and giving effect to the US Automotive Divestiture Transaction.

The credit agreement (the "**Credit Agreement**") dated January 7, 2011 between, among others National Bank of Canada, as administrative agent, and Uni-Select and Uni-Select USA, Inc., as borrowers. The particulars of the Credit Agreement are described in the Prospectus (final) of the Corporation dated December 22, 2010 under the section "Financing the Acquisition – New Credit Facilities". You will find hereinafter a summary of the amendments to the Credit Agreement:

- the first amendment to Credit Agreement dated December 5, 2011 provides (i) an increase in the lenders' operating commitments by \$50.0 million in the aggregate for a total of \$250.0 million, and (ii) the addition of an accordion feature allowing the borrowers under the Credit Agreement to increase the operating commitments of the lenders by up to \$50.0 million in the aggregate;

- the second amendment to Credit Agreement dated March 26, 2012 provides an amendment to the Total Debt to EBITDA ratio covenant under the Credit Agreement;
- the third amendment to Credit Agreement dated January 15, 2013 provides (i) an increase in the aggregate operating commitment of \$185.0 million to \$435.0 million, (ii) the cancellation of the term facility in the principal amount to \$185.0 million, (iii) the extension of the maturity date to January 7, 2017 and (iv) an overall improvement to the fee structure¹;
- the fourth amendment to Credit Agreement dated March 27, 2013 provides an amendment to the Total Debt to EBITDA ratio covenant under the Credit Agreement;
- the fifth amendment to Credit Agreement dated May 31, 2013 provides an amendment to the limits of letters of guarantee covenant under the Credit Agreement;
- the sixth amendment to Credit Agreement dated October 15, 2014 provides (i) an extension of the maturity date to June 30, 2018², (ii) the addition of an extension of operating period covenant, and (iii) a mechanism to replace dissenting lenders and cancel their operating commitments; and
- the seventh amendment to Credit Agreement dated October 28, 2015 provides amendments to the restrictive covenants dealing with permitted acquisitions, permitted indebtedness and stock repurchases, in each case for purposes of allowing more flexibility to the borrowers.

The credit agreement (the “**LC Facility Agreement**”) dated December 23, 2014 between National Bank of Canada, as lender, and Uni-Select and Uni-Select USA, Inc., as borrowers, providing for an unsecured letter of credit facility in the maximum principal amount of \$20.0 million. The LC Facility Agreement was amended on December 7, 2015 for purposes of (i) postponing the maturity date of the letter of credit facility to June 30, 2017, and (ii) reflecting the restrictive covenant modifications made pursuant to the seventh amendment to Credit Agreement described above.

Uni-Select and Uni-Select USA, Inc. have access to a \$222.5 million vendor financing program with, among others, Bank of America, N. A. (“**BOA**”) as administrative agent. Under this program, BOA makes discounted accelerated payments to suppliers, then, Uni-Select and Uni-Select USA, Inc. make full payment to BOA according to the extended payment term with the suppliers.

12 | INTEREST OF EXPERTS

Raymond Chabot Grant Thornton LLP, the Corporation’s external auditor, is the only person, company or partnership which is named as having prepared or certified a report, valuation, statement or opinion described, included or referred to in a filing required by National Instrument 51-102 – Continuous Disclosure Obligations made by the Corporation during or relating to the Corporation’s most recently completed fiscal year and whose profession gives authority to the report, valuation, statement or opinion made.

Raymond Chabot Grant Thornton LLP is independent in accordance with the auditor’s rules of professional conduct.

¹ On March 15, 2013, Uni-Select reduced its credit facilities from \$435,000,000 to \$400,000,000.

² The maturity date has since been extended to June 30, 2019.

13 | AUDIT COMMITTEE

13.1 | AUDIT COMMITTEE CHARTER

The Board of Directors of Uni-Select adopted a charter describing in detail the mandate of the Audit Committee. A copy of the Audit Committee Charter is attached as Schedule C.

13.2 | COMPOSITION OF THE AUDIT COMMITTEE

All members of the Audit Committee are independent and financially literate within the meaning of Regulation 52-110 – Audit Committee.

The following table sets forth each Audit Committee member’s name and education, as well as experience relevant to the performance of his or her responsibilities as an Audit Committee member.

AUDIT COMMITTEE COMPOSITION	
NAME	EDUCATION AND EXPERIENCE
André Courville (Chair)	Mr. Courville was designated a FCPA and Fellow of Chartered Accountants. Until the end of June 2014, he was a senior audit partner at Ernst & Young with 37 years of experience working with Canadian, US and International listed companies in various industries. He is currently President and Chief Executive Officer and a director of the Institute of Corporate Directors (Québec Chapter) and a director, Chair of the Audit and Finance Committee and member of the Executive Committee of the Montreal Heart Institute Foundation. Mr. Courville has a Bachelor's degree in business administration from HEC Montréal and completed the Kellogg Program at Harvard University.
Patricia Curadeau-Grou	Ms. Curadeau-Grou was Strategic Advisor to the President and Chief Executive Officer at National Bank of Canada until her retirement at the end of October 2015, after a banking career of 38 years. She is a director of Cogeco Communications Inc. and serves as member of its audit and human resources committees. Also, she sits on the Board of Directors of the Caisse de dépôt et placement du Québec and serves as a member of its investment and risk committee. In addition, she is a director of Aéroports de Montréal. Ms. Curadeau-Grou also sits on the board of directors of several not-for-profit organizations. She holds a Bachelor's degree in finance from McGill University and a diploma from the Institute of Corporate Directors.
Jeffrey I. Hall	Mr. Hall has over 35 years of experience in the distribution industry. He was the President and CEO of Rexel Canada Electrical Inc. from 2005-2014 and the Chairman of Rexel North America Inc. from 2014-2015. Rexel, with its banners Westburne and Nedco, is one of the largest distributors of electrical, automation and telecom supplies in Canada. Prior to his appointment as CEO, Mr. Hall was Vice-President of Westburne. Mr. Hall graduated from the University of Toronto with a Bachelor of Applied Science in Industrial Engineering with Honours Standing.
Richard L. Keister	Mr. Keister is Chairman of Superior Linen, LLC, a Las Vegas based supplier to hotels and restaurants, a director of Primeritus Financial Services, Inc. which provides services to U.S. banks & lending institutions and a Director of Lumenco, Inc., a high-tech light management company. Mr. Keister was Chairman of QCSA Holdings, Inc., a remarketing company of vehicles donated to charity and those declared total losses by auto insurance companies from 2010 to 2013. From 2004 to 2007, Mr. Keister was President and Chief Executive Officer of Keystone Automotive Industries, a publicly-traded distributor and remanufacturer of automotive collision parts, paint and materials to body shops throughout the U.S. and Canada. Mr Keister holds a Masters Professional Director Certification from the American College of Corporate Directors, a public company director education and credentialing organization. He is a graduate of the Harvard Business School OPM program, 1991 – 1993.

13.3 | OUTSIDE CONSULTANT OR ADVISORS

The Audit Committee may retain, at the Corporation’s expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate.

13.4 | EXTERNAL AUDITOR SERVICE FEES

The Corporation, as a rule, retains the services of external consultants to avoid potential conflict of interest situations involving its auditors. The Corporation did not retain the services of its external auditor in the period ended December 31, 2015, to act in any matter other than the following:

- Audit services;
- Tax services; or
- Financial due diligence in M&A transactions.

The following table sets out, by categories, the fees billed by Raymond Chabot Grant Thornton LLP, the Corporation’s external auditor, for fiscal years 2015 and 2014.

FEES PAID TO EXTERNAL AUDITORS		
CATEGORY	FISCAL YEAR ENDED DECEMBER 31, 2015 (C\$)	FISCAL YEAR ENDED DECEMBER 31, 2014 (C\$)
Audit Fees	728,008	765,446
Audit-Related Fees	123,994	30,543
Tax-Related Fees	289,227	404,457
All Other Fees	73,548	Nil
Total	1,214,777	1,200,446

“**Audit Fees**” include the aggregate professional fees billed by Raymond Chabot Grant Thornton LLP for the audit of the consolidated annual financial statements.

“**Audit-Related Fees**” include the aggregate fees (other than Audit Fees and Tax Fees) billed by Raymond Chabot Grant Thornton LLP for services that would normally be performed by the external auditor. More specifically, these services include, among other things, pension plan audits, attestation services that are required by statute or regulation, consultations regarding financial reporting and accounting standards, and translation services.

“**Tax Fees**” include the aggregate fees billed by Raymond Chabot Grant Thornton LLP for tax compliance, tax advice, tax planning and advisory services relating to the preparation of corporate tax, capital tax and sales tax returns.

“All Other Fees” include the aggregate fees billed by Raymond Chabot Grant Thornton LLP for all services other than those reported under Audit Fees, Audit-Related Fees and Tax Fees, which includes services related to financial due diligence assistance.

14 | INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

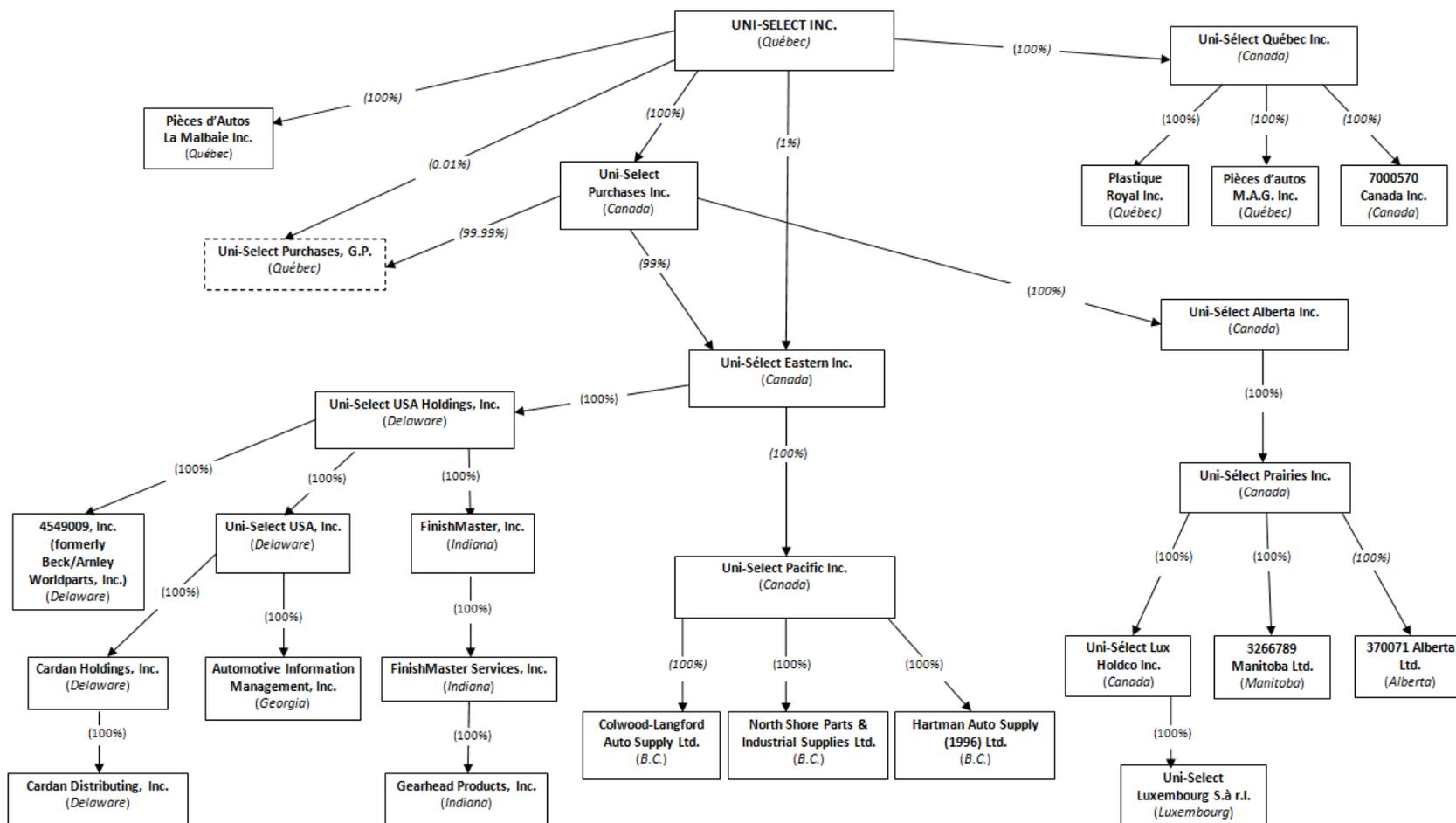
No director, executive officer or shareholder of the Corporation who beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the Common Shares of the Corporation or known associate or affiliate of any such person, has or had any material interest, direct or indirect, in any transaction within the last three years or during the current financial year or in any proposed transaction, that has materially affected or will materially affect the Corporation.

15 | ADDITIONAL INFORMATION

Additional information, including directors’ and officers’ remuneration and indebtedness, principal holders of the Corporation’s securities and securities authorized for issuance under equity compensation plans, is included in Uni-Select’s Management Information Circular dated March 24, 2016, and may be found on SEDAR at sedar.com. Additional financial information is included in the Consolidated Financial Statements of Uni-Select and Notes thereto and in the accompanying Management’s Discussion and Analysis for the fiscal year ended December 31, 2015, and may be found on SEDAR at sedar.com. Copies of these documents may be obtained upon request to the Secretary of the Company, at its head office, 170 Industriel Boulevard, Boucherville, Québec, Canada J4B 2X3, Telephone: 450-641-2440.

SCHEDULE A – INTER-CORPORATE RELATIONSHIPS – UNI-SELECT AND ITS SUBSIDIARIES

(% = voting shares) as at March 16, 2016



SCHEDULE B – UNI-SELECT TRADEMARKS

MAIN TRADEMARKS		
		UNI-SELECT [®]
MAIN PARTS IDENTIFICATION TRADEMARKS		
		
MÄKTIG		WORLDPARTS [®]
MAIN STORE IDENTIFICATION TRADEMARKS		
		
MAIN INSTALLER IDENTIFICATION TRADEMARKS		
	  	
SPECIALIZED SERVICES IDENTIFICATION TRADEMARKS		
PROCOLOR [®]		
MAIN TRADEMARKS USED BY FINISHMASTER*		
		
		

All of the above trademarks are owned by Uni-Select Inc. save for (i) the FinishMaster trademarks that are owned by Gearhead Products, Inc., a subsidiary of Finishmaster, and (ii) the Beck/Arnley Worldparts and Worldparts trademarks that are owned by 4549009, Inc. (formerly known as Beck/Arnley Worldparts, Inc.).

SCHEDULE C – AUDIT COMMITTEE CHARTER

PART I. COMMITTEE STRUCTURE

1. PURPOSE OF COMMITTEE

The Audit Committee (“**Committee**”) is established by the Board of Directors to assist the Board in fulfilling its responsibilities with respect to the integrity of the Corporation’s financial statements, reports and financial reporting process. In so doing, it is the responsibility of the Committee to maintain free and open communication between the Board, the external auditors and management of the Corporation and monitor their performance, recognizing that the external auditors are ultimately accountable to the Committee, the Board and the shareholders of the Corporation.

2. COMPOSITION OF COMMITTEE

The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three directors, provided that each member shall be an independent director. In addition, each member of the Committee shall be financially literate and at least one member of the Committee shall have accounting or financial experience.

3. APPOINTMENT AND REMOVAL OF COMMITTEE MEMBERS

The members of the Committee shall be appointed by the Board, on the recommendation of the Chair of the Board. The members of the Committee shall be appointed annually at the meeting of the directors immediately following the annual meeting of shareholders and shall hold office until the next annual meeting or until their successors are appointed or until they cease to be directors of the Corporation. The Board may remove and replace any member of the Committee.

PART II. COMMITTEE OPERATIONS

1. VACANCIES

Where a vacancy occurs in the membership of the Committee, it may be filled by the Board on the recommendation of the Chair of the Board, and shall be filled by the Board if the membership of the Committee is fewer than three directors.

2. COMMITTEE CHAIR

The Board shall appoint a Chair for the Committee. The Chair may be removed and replaced by the Board.

3. ABSENCE OF CHAIR

If the Chair is not present at a meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside at the meeting.

4. SECRETARY OF COMMITTEE

Members of the Committee shall designate from time to time a person who may, but need not be, a member of the Committee or a director, to be secretary of the Committee. The secretary shall keep minutes of the meetings of the Committee.

5. REGULAR MEETINGS

The Chair, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least four times per year. The Committee may, at any time, and at each regularly scheduled Committee meeting shall, meet without the presence of management or non-independent directors.

6. SPECIAL MEETINGS

The Chair, or any two members of the Committee, may call a special meeting of the Committee.

7. QUORUM

A majority of the members of the Committee present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to each other shall constitute a quorum.

8. NOTICE OF MEETINGS

Notice of the time and place of every meeting shall be given in writing, by e-mail or facsimile communication, to each member of the Committee at least 24 hours prior to the time fixed for such meeting; provided, however, that a member may in any manner waive a notice of a meeting and attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

9. AGENDA

The Chair shall develop and set the Committee's agenda in consultation with other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent feasible, be communicated to the members of the Committee sufficiently in advance of each meeting to allow meaningful review.

10. DELEGATION

The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee, as it considers appropriate.

11. ACCESS

In discharging its responsibilities, the Committee shall have full access to all books, records, facilities and personnel of the Corporation.

12. ATTENDANCE OF OFFICERS OR EMPLOYEES AT A MEETING

The President and Chief Executive Officer of the Corporation and, at the invitation of the Chair, one or more officers or employees of the Corporation may, and if required by the Committee, shall attend a meeting of the Committee.

13. PROCEDURE, RECORDS AND REPORTING

The Committee shall fix its own procedure at meetings, keep records of its proceedings and report to the Board on its activities when the Committee may deem appropriate but no later than the next meeting of the Board.

14. OUTSIDE CONSULTANTS OR ADVISORS

The Committee, when it considers it necessary or advisable, may retain, at the Corporation's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate. The Committee shall have the sole authority to retain and terminate any such consultants or advisors, including sole authority to approve the fees and other retention terms for such persons.

PART III. MANDATE OF COMMITTEE

1. MONITORING THE PRESENTATION OF FINANCIAL INFORMATION

The Committee shall:

- a) verify by means of discussions with management and external auditors the quality and integrity of the accounting procedures and the process for presenting financial information, the controls and the procedures for disclosing information, and the Corporation's internal control systems.
- b) review with management and the external auditors and recommend to the Board for approval the annual audited financial statements to be incorporated in the Corporation's annual report, including information provided in the Corporation's Management Report and the annual and interim earnings' press releases, prior to their publication, filing or circulation;
- c) review with management and recommend to the Board for approval the consolidated quarterly financial statements of the Corporation and related information, including information provided in the Corporation's Management Report, prior to their publication, filing and communication, and review the level and type of financial information communicated, on occasion, to the financial markets;
- d) review the financial information contained in material public disclosure documents such as prospectuses, offering memorandums, annual information forms, press releases and other reports, financial or otherwise, submitted to the Board for approval prior to their release;
- e) review with the external auditors and management the quality, relevancy and the communication of the Corporation's accounting principles and policies and the underlying hypothesis and practices with regards to the presentation of information as well as proposed amendments to the above;
- f) satisfy itself that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements and periodically assess the adequacy of those procedures;
- g) review the analyses and other written communications prepared by management or the external auditors raising important questions regarding the presentation of the financial information and the decisions taken in the preparation of the financial statements, including the analyses of the impact of using other accounting methods in accordance with generally accepted accounting principles on the financial statements;

- h) verify that the management certificates with regards to the financial reports are in compliance with applicable legislation;
- i) review the results of the external audit, the important problems that caught the attention of the auditors during the audit, as well as the reaction or plan of action of management with regards to all letters of recommendation of the external auditors and all important recommendations submitted.

2. MONITOR THE MANAGEMENT OF RISK AND INTERNAL CONTROLS

The Committee shall:

- a) receive and review, periodically, a management report evaluating the adequate character and effectiveness of accounting and financial controls, the procedures for the communication of information and the internal control systems of the Corporation and satisfy itself that management is responding on a timely basis to any significant weaknesses which have been identified;
- b) examine the adequacy of insurance coverage each year and as needed;
- c) review the evaluation and risk management policies of the Corporation, including the Corporation's policies with regards to credit;
- d) review fixed asset expenditures and other important expenses, asset sales, leases and transactions between the Corporation and directors (with the Corporate Governance and Nominating Committee, if applicable), and all other transactions that may modify the financial or organizational structure of the Corporation or influence them in a considerable manner, including any off balance sheet items;
- e) manage, review and recommend, when deemed advisable, the Audit Committee Whistleblower Procedures;
- f) request that a special audit be undertaken, as needed;
- g) review the litigations, claims and other eventualities and regulatory or accounting initiatives that may influence, in a significant manner, the financial situation or results of the Corporation and verify the relevancy of their communication in the documents examined by the Committee.

3. MONITORING THE EXTERNAL AUDITORS

The Committee shall:

- a) recommend to the Board the appointment of the external auditors and, if required, their removal (in each case, subject to shareholder approval), evaluate and recommend the approval of the remuneration of the auditors, as well as, control their qualifications and their independence;
- b) approve all the auditing services provided by the external auditors of the Corporation or its subsidiaries, determine the services, other than auditing services, that the external auditors are not authorized to provide and review and approve in advance all non-audit services that the external auditors are authorized to provide and the fees for such services;

- c) review the recommendations made by the shareholders and the Board regarding the renewal of the mandate of the external auditors or their replacement for the Corporation and all the Pension Funds of the Corporation;
- d) ensure that the external auditors report freely to the Committee and the Board;
- e) discuss with the external auditors not only of the compliance of the Corporation's accounting principles but also their quality, including (i) all essential accounting practices and policies used, (ii) other ways of treating the financial information that is the subject of discussions with management, the scope of their usage and the treatment preferred by the external auditors and (iii) all other important written communications between the Corporation and the external auditors (including any disagreements with management) and to report to the Board on such meetings;
- f) review, at least once a year, the external auditors' report describing their internal quality control procedures, all important questions raised at the last internal quality control review of their firm or, on occasion, during a control by their peers or at the time of an investigation by governmental or professional authorities in the preceding five years, relating to one or more audit mandates executed by the auditors, as long as the documents are available, and the solutions implemented pursuant to such review;
- g) review, at least once a year, the official disclosure report of the external auditors describing all their relations with the Corporation and confirming their independence, and have discussions with the external auditors with regards to the relations or services that may influence their objectivity or their independence;
- h) review the Corporation's practices with regards to the hiring of actual or former partners or employees of its present or former external auditors;
- i) oversee the work of the external auditors including, the resolution of disagreements between management and the external auditors regarding financial reporting;
- j) ensure that the Committee has, at all times, direct communications with the external auditors and meets separately with the external auditors, in the absence of management, at least once a year and as often as it deems it necessary;
- k) as part of its external oversight responsibilities, conduct an annual assessment of the external auditors, to consider and assess (i) independence, objectivity and professional skepticism, (ii) quality of the engagement team and services to be provided, and (iii) quality of communications and interactions with the external auditor and, at least every five years, conduct a comprehensive review of external auditors.

4. REVIEW OF FINANCINGS

Review the appropriateness and the conditions of financings and equity offerings.

5. OVERSIGHT IN RESPECT OF PENSION MATTERS

The Committee shall:

- a) consider and, in accordance with regulatory requirements, recommend for approval any changes in the Corporation's pension plans after consultation with the Human Resources and Compensation Committee when such changes may adversely affect the financial situation of the Corporation;
- b) recommend the termination of investment managers in light of the performance of the Corporation's pension plans;
- c) receive, review and report to the Board on the actuarial valuation and funding requirements for the Corporation's pension plans.

6. LIMITATION OF RESPONSIBILITY

Although the Committee has the responsibilities and powers established by the present Charter, it is not obligated to plan or conduct the audits or to determine if the financial statements of the Corporation are complete and accurate and if they are in compliance with generally accepted accounting principles. This responsibility rests with management and the external auditors.

No provision of the present Charter assigns to the Committee the Board's responsibility of ensuring that the Corporation respects all laws or applicable regulations or to extend the scope of the standards that apply to the liability of the directors or the members of the Committee pursuant to legal or regulatory requirements. Even if the Committee has a precise mandate and its members may have financial experience, they do not have the obligation to act as auditors or to conduct an audit, nor to determine if the financial statements of the Corporation are complete and accurate. The members of the Committee have the right to rely upon, in the absence of information to the contrary, (i) the integrity of the persons and the organizations that submit information to them, (ii) the exactness and integrity of the information provided, and (iii) the representations made by management regarding services, other than auditing services, that the external auditors provide to the Corporation. The Committee has not been given the responsibility to monitor so that it may determine independently if (i) management applied the proper principles with regards to accounting or the presentation of the financial information or proper internal controls and procedures or (ii) the financial statements of the Corporation were reviewed and, where applicable, audited according to generally accepted accounting principles.

7. SELF-EVALUATION

The Committee shall conduct an annual performance self-evaluation, including a review of its compliance with this Charter, in accordance with the process developed by the Corporate Governance and Nominating Committee and approved by the Board, and shall report to the Board the results of the self-evaluation.

8. REVIEW OF DISCLOSURE

The Committee shall review those portions of the Corporation's annual disclosure documents containing information relating to matters within the Committee's mandate before the Corporation publicly discloses this information.

9. REVIEW OF COMMITTEE'S CHARTER

The Committee shall assess the adequacy of this Charter on an annual basis and recommend any changes to the Board.

10. NON-EXHAUSTIVE LIST

The foregoing list of duties is not exhaustive and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its responsibilities.