



NOTICE OF ANNUAL AND GENERAL MEETING OF SHAREHOLDERS

To Shareholders of Uni-Select Inc.

You are convened to the Annual and General Meeting of the Shareholders of Uni-Select Inc. that will be held on Friday, May 14, 2010 at 1:30 pm in the Maxwell-Cummings Auditorium of the Montreal Museum of Fine Arts, located at 1379 Sherbrooke Street West, Montreal, Québec. The meeting will have the following purposes:

1. to receive the financial statements of Uni-Select Inc. for the fiscal year ended December 31, 2009 and the auditors' report relating thereto;
2. to elect the directors;
3. to appoint the auditors and authorize the directors to set their remuneration; and
4. to transact such other business as may properly be brought before the meeting.

If you are unable to attend the meeting in person, kindly complete and return the enclosed form of proxy to Computershare Trust Company of Canada in the enclosed envelope. You may also exercise your right to vote by internet or by phone. For directions, please see the form of proxy. The proxy must be received at least 48 hours (Saturdays, Sundays and statutory holidays not included) before the calling to order of the meeting or at any continuation following the adjournment thereof, in order to ensure the registration of your vote.

You will find enclosed a copy of the Annual Report, Information Circular for the Solicitation of Proxies and a Proxy Form.

By order of the Board of Directors,

Me Pierre Chesnay,
Secretary

Boucherville, Québec, March 30, 2010

INFORMATION CIRCULAR

SOLICITATION OF PROXIES

GENERAL INFORMATION

This information circular is furnished by the management of UNI-SELECT INC. (“Uni-Select” or the “Company”), which is soliciting proxies for use at the Annual Meeting of Shareholders of the Company (the “Meeting”), and at any continuation following the adjournment thereof, to be held at the date, time and place and for the purposes set forth in the foregoing notice of Meeting. The solicitation will be primarily by mail. However, proxies may also be solicited personally by regular employees of the Company. The cost of such solicitation on behalf of management, which is anticipated to be nominal, will be borne by the Company.

The Company will provide proxy materials to brokers, custodians, nominees and fiduciaries and will request that such materials be forwarded to each beneficial owner of voting shares registered in their names.

Unless otherwise stated, the information contained in this Information Circular is given as of March 30, 2010 and all dollar amounts are in Canadian dollars.

For those shareholders who cannot attend the Meeting in person, the Company has made arrangements to provide a live audio webcast of the Meeting. Details on how shareholders may listen to and view the proceedings on the webcast will be found on the Company’s website at www.uniselect.com and will be provided in a news release prior to the Meeting.

INFORMATION ON VOTING

VOTING MATTERS

At the Meeting, shareholders will vote on the election of directors and the appointment of auditors including authorizing the board of directors to fix their remuneration.

RECORD DATE FOR NOTICE OF MEETING

The Board of Directors of Uni-Select (the “Board” or the “Board of Directors”) has fixed April 5, 2010 as the record date (the “Record Date”) for the purpose of determining shareholders entitled to receive the notice of Meeting.

VOTING SHARES AND PRINCIPAL SHAREHOLDERS

As at March 30, 2010, 19,716,357 common shares of the Company were outstanding. Such shares are the only shares carrying the right to vote at the Meeting; holders of shares of record at the close of business on the Record Date will be entitled to one vote per share at the Meeting.

To the knowledge of the directors and officers of the Company, the only persons or companies which, as at March 30, 2010, beneficially own, directly or indirectly, or control or direct, voting securities carrying 10% or more of the voting rights attached to any outstanding class of voting securities of the Company are the following:

Name	Number of Common Shares	Percentage
Jarislowsky, Fraser Limited	3,448,410	17.50%
Fidelity Management & Research Company and Pyramis Global Advisors, LLC	2,019,200	10.24%

On December 11, 2008, the Board of Directors authorized the renewal of a Normal Course Issuer Bid (the “Issuer Bid”) and the purchase of up to 5% of the public float of the Company’s common shares as at December 5, 2008. The Issuer Bid enables the Company to purchase on the open market through the facilities of the Toronto Stock Exchange up to 984,417 common shares for cancellation. As at December 5, 2008, there were 19,688,358 common shares of the Company outstanding of which approximately 70.23% were widely held. The Company was authorized to purchase common shares under the Issuer Bid commencing on December 16, 2008 and ending on December 15, 2009, or until such earlier date when the Company completed its purchases or elected to terminate the bid. The Company did not purchase any common shares under the Issuer Bid.

RESTRICTIONS ON VOTING RIGHTS AND RIGHTS IN THE EVENT OF A TAKEOVER

The authorized share capital of the Company is composed of one class of common shares and one class of preferred shares. On the date hereof, only common shares are issued (the “Shares”). Each Share entitles the holder to one vote.

VOTING BY PROXY

Registered Owners

Registered shareholders may vote in person at the Meeting or may give another person authority to vote at the Meeting on their behalf by appointing a proxyholder. Please complete, sign, date and return the form in the envelope provided or by facsimile to Computershare’s toll-free line at 1 (866) 249-7775 or at 1 (416) 263-9524 or you can vote by internet by following the instructions on your proxy form, so that it arrives no later than 5:00 p.m. (Eastern Standard Time) on May 12, 2010 (or upon reconvening of the meeting, at least 48 hours (excluding Saturdays and holidays) before the calling to order of said reconvened meeting).

Beneficial Owners

The information set forth in this section is of significant importance if you do not hold your Shares in your own name. Only proxies deposited by shareholders whose names appear on the records of Uni-Select as the registered holders of Shares can be recognized and acted upon at the Meeting. If Shares are listed in your account statement provided by your broker, then, in almost all cases, those Shares will not be registered in your name on the records of Uni-Select. Such Shares will likely be registered under the name of your broker or an agent of that broker. In Canada, the vast majority of such Shares are registered under the name of CDS & Co., the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms. Shares held by your broker or its nominee can only be voted upon your instructions. Without specific instructions, your broker, its agent or its nominee is prohibited from voting your Shares.

Therefore, beneficial shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person.

Applicable regulatory policy requires your broker to seek voting instructions from you well in advance of a shareholder meeting. Every broker has its own mailing procedures and provides its own return instructions, which you should carefully follow in order to ensure that your Shares are voted at the Meeting. Often, the form of proxy supplied by your broker is similar to the form of proxy provided to registered shareholders. However, its purpose is limited to instructing the registered shareholder how to vote on your behalf. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Solutions (“Broadridge”). Broadridge mails a voting instruction form in lieu of the form of proxy provided by Uni-Select. The voting instruction form will name the same persons as the proxy to represent the holder of Shares at the Meeting. To exercise this right, the holder of Shares should insert the name of the desired representative in the blank space provided in the voting instruction form. You are asked to complete and return the voting instruction form to Broadridge by mail or facsimile. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. **If you receive a voting instruction form from Broadridge, it cannot be used as a proxy to vote Shares directly at the Meeting as the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the Shares voted or to appoint an alternative representative to attend the Meeting in person to vote such Shares.**

If you are a beneficial shareholder and wish to vote in person at the Meeting, you should insert your own name in the space provided on the voting instruction form provided to you by your nominee and return the completed form to Broadridge.

Appointing a Proxyholder

A proxyholder is the person you appoint to act on your behalf at the Meeting and to vote your Shares in your name. You may choose anyone to be your proxyholder – the person you choose does not have to be a shareholder of Uni-Select. Simply insert the person’s name in the blank space provided on the proxy form (registered shareholders) or the voting instruction form (beneficial shareholders). You should be sure that this person is attending the Meeting and is aware that he or she has been appointed to vote your Shares. If you do not insert a name in the blank space, then the persons named on the form, being Jean-Louis Dulac and Richard G. Roy, each of whom is a director or senior officer of Uni-Select, will be appointed to act as your proxyholder.

Your appointed proxyholder is authorized to vote and act for you at the Meeting, including any continuation after an adjournment of the Meeting. On the form, you should indicate how you want your proxyholder to vote your Shares. You may vote FOR or WITHHOLD your vote on each proposed nominee for election as a director and on the appointment of the auditors including authorizing the Board of Directors to fix their remuneration. Alternatively, you can let your proxyholder decide for you.

All Shares represented by properly executed and deposited forms of proxy will be voted FOR or withheld from voting on the matters identified in the notice of Meeting in accordance with the instructions of such respective shareholders.

Voting Discretion of Proxyholder

If you give directions on how to vote your Shares, your proxyholder must vote your shares according to your instructions. If your proxy form or voting instruction form does not specify how to vote on a particular issue, then your proxyholder can vote your Shares as he or she sees fit. If your proxyholder does not attend the Meeting and vote in person, your Shares will not be voted.

If you have appointed a person designated by Uni-Select as proxyholder as provided in the enclosed form of proxy and you do not provide any instructions concerning a matter identified in the Notice of Meeting, the Shares represented by such proxy will be voted as follows:

FOR the election of each person nominated for election as a director; and

FOR the appointment of Raymond Chabot Grant Thornton LLP, Chartered Accountants, as auditors and the authorization of the Board of Directors to set their remuneration.

The accompanying form of proxy confers discretionary authority on the persons named therein with respect to amendments or variations to matters identified in the notice of Meeting and with respect to other business which may properly be brought before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other business to be brought before the Meeting.

Revoking your Proxy

A shareholder who has given a proxy may revoke it at any time prior to its use, by instrument in writing executed by the shareholder or by his or her attorney authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized. Such instrument should be delivered to the Secretary at the registered office of Uni-Select, 170 Industriel Boulevard, Boucherville, Québec, J4B 2X3 at any time up to and including the close of business on the last business day preceding the day of the Meeting or any adjournment thereof or depositing it with the Chair of the Meeting on the day of the Meeting, being May 14, 2010 or any continuation following the adjournment thereof, or in any other manner permitted by law.

MATTERS TO BE ACTED UPON

FINANCIAL STATEMENTS

The consolidated financial statements for the year ended December 31, 2009 are included in the 2009 Annual Report mailed to the shareholders with this Information Circular and are also available on the Company’s website at www.uniselect.com, on SEDAR at www.sedar.com or upon request, from the Secretary of Uni-Select.

ELECTION OF DIRECTORS

The 12 nominees proposed for election as directors, upon recommendation of the Corporate Governance Committee, are listed below under the heading “Proposed Nominees to the Board of Directors”. Unless a position becomes vacant during the year, each director elected will hold office until the next annual meeting or until that director’s successor is duly elected in accordance with the relevant provisions of applicable laws and the by-laws of the Company.

MAJORITY VOTING POLICY

The Board adopted a policy which requires that any nominee for Director who receives a greater number of votes “withheld” than “for” his or her selection shall tender his or her resignation to the Board Chair promptly following the meeting at which he or she is elected. The Corporate Governance Committee will consider the resignation offer and will make a recommendation to the Board whether to accept it. The Board of Directors will issue a press release, to justify, the reason for its refusal of the resignation, if so applicable. A Director who tenders a resignation pursuant to this policy will not participate in any meeting of the Corporate Governance Committee or the Board of Directors at which the resignation is considered.

Unless otherwise instructed, the management proxies designated in the proxy form intend to vote FOR the election of the 12 Board nominees listed below under the heading “Proposed Nominees to the Board of Directors”.

APPOINTMENT OF AUDITORS

The Board, on the recommendation of the Audit Committee, recommends the renewal of the mandate of Raymond Chabot Grant Thornton LLP as the auditors of the Company. Raymond Chabot Grant Thornton LLP have been the auditors of the Company since April 26, 1985. Management solicits the vote of its shareholders for the appointment of Raymond Chabot Grant Thornton LLP. The auditors will hold office until the next annual meeting of shareholders of the Company or until their successors are appointed.

Unless otherwise instructed, the management proxies designated in the proxy form intend to vote FOR the appointment of Raymond Chabot Grant Thornton LLP as the auditors of the Company and to vote in favour of authorizing the Board of Directors to set their remuneration, on recommendation of the Audit Committee.

EXTERNAL AUDITOR SERVICE FEES

Information regarding the fees paid to Raymond Chabot Grant Thornton LLP in the past two fiscal years is provided in Item 11 of the Company’s Annual Information Form for 2009, which is incorporated herein by reference. A copy of the Annual Information Form is available on SEDAR at www.sedar.com, or, upon request, from the Secretary of Uni-Select.

PROPOSED NOMINEES TO THE BOARD OF DIRECTORS

The following are the nominees proposed for election as directors of Uni-Select. All are currently directors of the Company.

The information indicated in the following tables is as of December 31, 2009.

Clay E. Buzzard



Boynton Beach, Florida, USA

Independent

Mr. Buzzard was the Chairman of the Board and Chief Executive Officer of Middle Atlantic Warehouse Distributor, Inc. until November 1, 2004. Mr. Buzzard is currently the Chairman of the Board and Chief Executive Officer of Clarit Realty, Ltd., a real estate holding company.

Areas of expertise: Automotive aftermarket parts sale and distribution, real estate.

Board/Committee Membership		Public Board Membership		
Board of Directors (2005)		N/A		
Executive Committee (2005)				
Securities Held or Controlled				
Year	Common Shares (#)	Share price (\$)	Total market value of Common Shares (\$)	The Company requires that directors hold 1,000 Common Shares
2009	1,000,000	\$30.89	\$30,890,000	requirement met
2008	1,000,000	\$22.93	\$22,930,000	
2007	1,000,000	\$31.42	\$31,420,000	

Pierre Desjardins



Austin, Québec, Canada

Independent

Mr. Desjardins was the Chief Executive Officer of several public companies and is now a corporate director.¹

Areas of expertise: Marketing, operations, distribution, finance.

Board/Committee Membership		Public Board Membership		
Board of Directors (1998)		SFK Pulp Fund		
Audit Committee (2004)				
Executive Committee (2001)				
Securities Held or Controlled				
Year	Common Shares (#)	Share price (\$)	Total market value of Common Shares (\$)	The Company requires that directors hold 1,000 Common Shares
2009	5,167	\$30.89	\$159,608.63	requirement met
2008	5,167	\$22.93	\$118,479.31	
2007	5,167	\$31.42	\$162,347.14	

¹ On May 29, 2001, Total Containment, Inc. was subject of a cease order for failure to meet listing requirements. Furthermore, on March 4, 2004, Total Containment, Inc. sought protection under Chapter 11 of the U.S. Bankruptcy Code.

Jean Dulac, B.Comm., M.B.A., Adm.A.



Amos, Québec, Canada

Independent

Mr. Dulac is the President of M&M Nord Ouest Inc., a distributor of automotive parts and industrial equipment for use in the mining and forestry industries and a member of the Uni-Select network.

Areas of expertise: Automotive aftermarket parts sales and distribution.

Board/Committee Membership	Public Board Membership
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Board of Directors (2007) Corporate Governance Committee (2007) Human Resources and Compensation Committee (2007)	N/A
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Securities Held or Controlled

Year	Common Shares (#)	Share price (\$)	Total market value of Common Shares (\$)	The Company requires that directors hold 1,000 Common Shares
2009	1,000	\$30.89	\$30,890.00	requirement met
2008	350	\$22.93	\$8,025.50	
2007	350	\$31.42	\$10,997.00	

Jean-Louis Dulac, B.A., B.Comm., M.Sc.C.



Amos, Québec, Canada

Independent

Mr. Dulac is the Chair of the Board of Uni-Select Inc. and the President of Les Entreprises J.L. Dulac (Canada) Ltée, a holding company.

Areas of expertise: Automotive aftermarket parts sale and distribution, corporate governance, accounting and tax issues.

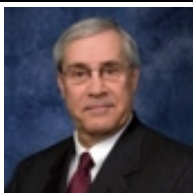
Board/Committee Membership	Public Board Membership
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Board of Directors, Chair (1968) Corporate Governance Committee (1997) Human Resources and Compensation Committee (1993) Executive Committee, Chair (1983)	N/A
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Securities Held or Controlled

Year	Common Shares (#)	Share price (\$)	Total market value of Common Shares (\$)	The Company requires that directors hold 1,000 Common Shares
2009	947,205	\$30.89	\$29,259,162.45	requirement met
2008	948,780	\$22.93	\$21,755,525.40	
2007	911,780	\$31.42	\$28,648,127.60	

Joseph P. Felicelli, B.A.



Daphne, Alabama, USA

Independent

Mr. Felicelli is a member of the Board of Directors and Chairman of the Compensation and Organizational Development Committee of Holley Performance Products. He also currently serves as Chief Executive Officer of BBB Industries, LLC, a remanufacturer of automotive replacement parts headquartered in Mobile, Alabama and serves as a member of their Board of Directors.

Areas of expertise: Automotive aftermarket, operations, marketing, acquisitions and integration.

Board/Committee Membership		Public Board Membership		
Board of Directors (2009)				
Securities Held or Controlled				
Year	Common Shares (#)	Share price (\$)	Total market value of Common Shares (\$)	The Company requires that directors hold 1,000 Common Shares
2009	550	\$30.89	\$16,989.50	requirement not met
2008	N/A			
2007	N/A			

Jean Guénette, B.Comm., CA



Longueuil, Québec, Canada

Independent

Mr. Guénette has been extensively involved in the automotive parts distribution business, is a corporate director and a member of the Board of a number of companies that are not public issuers.

Areas of expertise: Automotive aftermarket parts sale and distribution, finance and accounting.

Board/Committee Membership		Public Board Membership		
Board of Directors (1986)		Novexco Inc.		
Audit Committee, Chair (2001)				
Securities Held or Controlled				
Year	Common Shares (#)	Share price (\$)	Total market value of Common Shares (\$)	The Company requires that directors hold 1,000 Common Shares
2009	7,000	\$30.89	\$216,230.00	requirement met
2008	14,000	\$22.93	\$321,020.00	
2007	14,000	\$31.42	\$439,880.00	

John A. Hanna, B.Comm., FCGA



Dorval, Québec, Canada

Independent

Mr. Hanna was the Chief Executive Officer of Rexel Canada Electrical Inc., a distributor of electrical products, from 2003 to 2005, and Executive Vice President and Chief Financial Officer of Rexel North America Inc. between 2000 and 2003. Since April 2009, John Hanna is an independent member of the audit committee of Transport Canada and Infrastructure Canada. Mr. Hanna is currently a corporate director.

Areas of expertise: Distribution, accounting, finance, mergers & acquisitions and IT systems.

Board/Committee Membership	Public Board Membership
Board of Directors (2006) Audit Committee (2006)	Innergex Renewable Energy Inc.

Securities Held or Controlled				
Year	Common Shares (#)	Share price (\$)	Total market value of Common Shares (\$)	The Company requires that directors hold 1,000 Common Shares
2009	1,000	\$30.89	\$30,890.00	requirement met
2008	1,000	\$22.93	\$22,930.00	
2007	1,000	\$31.42	\$31,420.00	

Jacques Landreville



Brossard, Québec, Canada

Non-Independent²

Until December 2007, Mr. Landreville was the President and Chief Executive Officer of Uni-Select. He is currently a corporate director.

Areas of expertise: Distribution, mergers and acquisitions.

Board/Committee Membership	Public Board Membership
Board of Directors (1991) Human Resources and Compensation Committee (2008) Corporate Governance Committee (2008)	Colabor Income Fund GLV Inc. Lassonde Industries Inc. Opmedic Group Inc.

Securities Held or Controlled				
Year	Common Shares (#)	Share price (\$)	Total market value of Common Shares (\$)	The Company requires that directors hold 1,000 Common Shares
2009	22,597	\$30.89	\$698,021.33	requirement met
2008	22,967	\$22.93	\$526,633.31	
2007	22,967	\$31.42	\$721,623.14	

² Jacques Landreville was special advisor to the President and Chief Executive Officer until December 31, 2008.

Jacques L. Maltais



Gatineau, Québec, Canada

Independent

Mr. Maltais is a corporate director.
Areas of expertise: Distribution, compensation.

Board/Committee Membership		Public Board Membership		
Board of Directors (1988) Corporate Governance Committee (1997) Human Resources and Compensation Committee, Chair (1993)		N/A		
Securities Held or Controlled				
Year	Common Shares (#)	Share price (\$)	Total market value of Common Shares (\$)	The Company requires that directors hold 1,000 Common Shares
2009	3,000	\$30.89	\$92,670.00	requirement met
2008	3,000	\$22.93	\$68,790.00	
2007	3,000	\$31.42	\$94,260.00	

Hubert Marleau




Montreal, Québec, Canada


Independent

Mr. Marleau is a professional money manager and President of Palos Capital Corporation, a Canadian investment management firm.

Areas of expertise: Corporate finance, securities.

Board/Committee Membership		Public Board Membership		
Board of Directors (1994) Audit Committee (2004)		A.I.S. Resources Limited Buzz Telecommunications Services Inc. CanAlaska Ventures Ltd. FRV Media Inc Gobimin Inc. Huntington Exploration Inc. Maudore Minerals Ltd. MCO Capital Inc. Mitec Telecom Inc. Niocan Inc. Warnex Inc Woulfe Mining Corp.		
Securities Held or Controlled				
Year	Common Shares (#)	Share price (\$)	Total market value of Common Shares (\$)	The Company requires that directors hold 1,000 Common Shares
2009	4,000	\$30.89	\$123,560.00	requirement met
2008	4,000	\$22.93	\$91,720.00	
2007	4,000	\$31.42	\$125,680.00	

Richard G. Roy, CA				
 Verchères, Québec, Canada Non-Independent ³	Mr. Roy is the President and Chief Executive Officer of Uni-Select. Prior to January 2008, he held the positions of Vice President, Chief Operating Officer and Vice President, Administration and Chief Financial Officer of the Company. Areas of expertise: Distribution, accounting, corporate finance.			
	Board/Committee Membership		Public Board Membership	
Board of Directors (2008)		N/A		
Executive Committee (2008)				
Securities Held or Controlled				
Year	Common Shares (#)	Share price (\$)	Total market value of Common Shares (\$)	The Company requires that directors hold 1,000 Common Shares
2009	20,438	\$30.89	\$631,329.82	requirement met
2008	6,000	\$22.93	\$137,580.00	
2007	6,000	\$31.42	\$188,520.00	

Jeanne Wojas, L.L.L.				
 Nuns' Island, Québec, Canada Independent	Mrs. Wojas is an attorney at law and a corporate director. Areas of expertise: Corporate Governance, mergers and acquisitions.			
	Board/Committee Membership		Public Board Membership	
Board of Directors (1997)		Bowater Produits Forestiers du Canada Inc.		
Corporate Governance Committee, Chair (1997)		Shermag Inc.		
Human Resources and Compensation Committee (1997)				
Securities Held or Controlled				
Year	Common Shares (#)	Share price (\$)	Total market value of Common Shares (\$)	The Company requires that directors hold 1,000 Common Shares
2009	3,000	\$30.89	\$92,670.00	requirement met
2008	2,000	\$22.93	\$45,860.00	
2007	2,000	\$31.42	\$62,840.00	

As at March 30, 2010, the directors, as a group, beneficially owned, or controlled or directed, directly or indirectly, 2,014,957 common shares of Uni-Select representing 10.22% of the issued and outstanding common shares of Uni-Select.

Information regarding the shares beneficially owned by each director or over which each exercised control or direction, has been furnished personally by each director.

³ Mr. Roy is the President and Chief Executive Officer of the Company.

DIRECTOR COMPENSATION AND ATTENDANCE

COMPENSATION OF DIRECTORS

Annual Retainers and Attendance Fees

Annual retainers and attendance fees are paid to the members of the Board of Directors who are not employees or officers of the Corporation (“**Outside Directors**”) on the following basis:

Type of Compensation	Annual Compensation to December 31, 2009
Board Chair Retainer ¹	\$70,000
Board Retainer	\$30,000
Committee Chair attendance fee (per meeting)	
- Corporate Governance Committee	\$1,250
- Human Resources and Compensation Committee	\$1,250
- Audit Committee	\$2,500
- Executive Committee	--
Meeting Attendance Fees (per director/per meeting)	
- Board Meeting	\$1,500
- Committee Meeting	\$1,500

¹ The Chair receives no other form of compensation or attendance fees, other than the annual retainer.

The following table provides the annual retainers and attendance fees that each non-management director received during the fiscal year ended December 31, 2009 for their participation on the Board of Directors of Uni-Select.

Name	Board Retainer (\$)	Board Attendance Fees (\$)	Committee Chair Attendance Fees (\$)	Committee and Other Attendance Fees (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension value (\$)	Other Compensation (\$)	Total (\$)
Clay E. Buzzard	30,000	10,500	-	-	-	-	-	-	-	40,500
Pierre Desjardins	30,000	10,500	-	9,000	-	-	-	-	-	49,500
Jean Dulac	30,000	10,500	-	12,000	-	-	-	-	-	52,500
Jean-Louis Dulac	70,000	-	-	-	-	-	-	-	-	70,000
Joseph P. Felicelli	22,500	6,000	-	-	-	-	-	-	-	28,500
Jean Guénette	30,000	10,500	12,500	7,500	-	-	-	-	-	60,500
John A. Hanna	30,000	10,500	-	7,500	-	-	-	-	-	48,000
Jacques Landreville	30,000	9,000	-	9,000	-	-	-	-	-	48,000
Léo Leblanc	7,500	1,500	-	-	-	-	-	-	-	9,000
Jacques L. Maltais	30,000	9,000	3,750	14,500	-	-	-	-	-	57,250
Hubert Marleau	30,000	10,500	-	6,000	-	-	-	-	-	46,500
Jeanne Wojas	30,000	10,500	3,750	12,000	-	-	-	-	-	56,250
Total										\$566,500

Aside from Richard G. Roy, directors of the Company received no other form of compensation other than the compensation disclosed in the above table.

Richard G. Roy, who was the President and Chief Executive Officer of the Company in 2009, did not receive any compensation as a director of Uni-Select. However, Mr. Roy did receive compensation as President and Chief Executive Officer of the Company in 2009 as disclosed in the Summary Compensation Table.

Outside Directors are reimbursed for travel and other out-of-pocket expenses incurred in attending Board or Committee meetings.

The directors are not participants in any pension fund sponsored by Uni-Select nor do they receive any form of equity-based compensation. The directors are insured by a Directors & Officers and General Liability Insurance policy. The premium of \$70,000 is paid by the Company.

SUMMARY OF ATTENDANCE RECORD

The following table indicates the attendance record of each director for all Board and Committee meetings held in 2009.

Name	Number of meetings which he/she attended in 2009				
	Board 7 meetings	Audit Committee 5 meetings	Human Resources and Compensation Committee 5 meetings	Corporate Governance Committee 3 meetings	Executive Committee 1 meeting
Clay E. Buzzard	7	-	-	-	1
Pierre Desjardins	7	5	-	-	1
Jean Dulac	7	-	5	3	-
Jean-Louis Dulac	7	-	5	3	1
Joseph P. Felicelli ¹	4	5	-	-	-
Jean Guénette	7	5	-	-	-
John A. Hanna	7	5	-	-	-
Jacques Landreville	6	-	4	2	-
Léo Leblanc ²	1	-	-	-	-
Jacques L. Maltais	6	-	5	3	-
Hubert Marleau	7	4	-	-	-
Richard G. Roy	7	-	-	-	1
Jeanne Wojas	7	-	5	3	-

¹ Joseph P. Felicelli was elected to the Board of Directors in May 2009.

² Léo Leblanc did not seek re-election to the Board of Directors in May 2009.

CORPORATE GOVERNANCE DISCLOSURE

BOARD OF DIRECTORS

The Board of Directors is comprised of 12 directors: Jean-Louis Dulac, the Chair of the Board, Clay E. Buzzard, Pierre Desjardins, Jean Dulac, Joseph P. Felicelli, Jean Guénette, John A. Hanna, Jacques Landreville, Jacques L. Maltais, Hubert Marleau, Richard G. Roy and Jeanne Wojas.

The Board of Directors regularly schedules meetings of the Board at which non-independent directors and members of management are not in attendance. In 2009, the independent directors held seven meetings in the absence of non-independent directors and members of management.

The Chair of the Board is responsible for effectively managing the affairs of the Board in accordance with corporate governance principles. For a more detailed description of the role and responsibilities of the Chair of the Board see the Position Description of the Chair of the Board available on Uni-Select's website at www.uniselect.com or, upon request, from the Secretary of the Company.

BOARD MANDATE

The Board of Directors adopted a Board of Directors' Charter in order to identify the specific responsibilities of the Board of Directors and thereby to enhance coordination and communication between the Board and management.

For a more detailed description of the mandate of the Board, see the Board of Directors' Charter available on Uni-Select's website at www.uniselect.com or, upon request, from the Secretary of the Company.

POSITION DESCRIPTIONS

The Board of Directors has developed Charters for the four Committees of the Board, as well as respective position descriptions for the Chair of the Board, for the Committee chairs and for the President and Chief Executive Officer to complement the Board of Directors' Charter. A copy of the Committee Charters and Position Descriptions are available on Uni-Select's website at www.uniselect.com or, upon request, from the Secretary of the Company.

ORIENTATION AND CONTINUING EDUCATION

The Board ensures that all new directors receive a comprehensive orientation regarding the nature and operation of the Company's business. Management provides new directors with a general information record on the Company and the new directors are given the opportunity to meet with executive management and operational personnel and the opportunity to visit the Company's distribution centres and other facilities.

New directors are also provided with a basic understanding of the role of the Board and its Committees, as well as the contribution individual directors are expected to make (including, in particular, the commitment of time and resources that the Company expects from its directors) in order to assist the new directors in contributing effectively to the Board.

The Board also ensures that the directors receive continuing education on a regular basis. Management or independent consultants give presentations to the Board of Directors on various topics and update the Board on governance initiatives and issues. In addition, the Board makes continuing education activities and programs available to the directors, such as membership to the Institute of Corporate Directors, in order to maintain or enhance their skills and abilities as directors, as well as to ensure that their knowledge and understanding of the Company's business remains current.

ETHICAL BUSINESS CONDUCT

The responsibilities identified in the Board of Directors' Charter are to be carried out consistently with the principles stated in the Company's Code of Business and Workplace Ethics that applies to all of the Company's directors, officers and employees. A copy of the Code of Business and Workplace Ethics is available on SEDAR at www.sedar.com or on Uni-Select's website at www.uniselect.com or, upon request, from the Secretary of the Company.

Yearly, each director delivers to the Secretary a list of the companies for which he/she acts as director or in which he/she has a material ownership interest. In the event a director has a material interest in a transaction, he/she discloses this interest to the Board and is excused from the meeting until the Chair invites him/her to return to the meeting. In any event, the director involved abstains from the discussions and the vote.

NOMINATION OF DIRECTORS

The Corporate Governance Committee is responsible for identifying and recommending to the Board nominees for election or re-election to the Board or for appointment to fill any vacancy that is anticipated or has arisen on the Board. When recommending candidates to the Board, the Committee takes into consideration such factors as i) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess; ii) the competencies and skills that the Board considers each existing director to possess; iii) the competencies and skills each new nominee will bring to the Board; and iv) whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member. In addition, judgment, independence, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members and the extent to which the candidate would be a desirable addition to the Board and any Committee of the Board will also be considered. The Committee also considers legal, regulatory and listing requirements applicable to the Company in respect of the composition of the Board and its Committees.

HUMAN RESOURCES AND COMPENSATION COMMITTEE

The Human Resources and Compensation Committee is established by the Board of Directors to assist the Board in fulfilling its responsibilities relating to matters of human resources and compensation including equity-based compensation, and to establish a succession plan and development of senior management. The Committee has the responsibility for evaluating and making recommendations to the Board regarding the compensation of the Company's executives and the equity-based and incentive compensation plans, policies and programs of the Company. In addition, the Committee produces an annual report on executive compensation for inclusion where appropriate in the Company's disclosure documents.

For a more detailed description of the role and responsibilities of the Human Resources and Compensation Committee, see the Human Resources and Compensation Committee Charter available on Uni-Select's website at www.uniselect.com or, upon request, from the Secretary of the Company.

AUDIT COMMITTEE

Information regarding the Company's Audit Committee is provided in Item 11 of the Company's Annual Information Form for 2009, which is incorporated herein by reference. A copy of the Annual Information Form is available on SEDAR at www.sedar.com or, upon request, from the Secretary of Uni-Select.

For a more detailed description of the role and responsibilities of the Audit Committee, see the Audit Committee Charter available in Schedule A of the Annual Information Form or on Uni-Select's website at www.uniselect.com or, upon request, from the Secretary of the Company.

EXECUTIVE COMMITTEE

The Board of Directors has established an Executive Committee to assist the Board in the oversight of specific matters and the implementation of specific Board resolutions within such parameters as specifically delegated by the Board to the Committee. The Executive Committee is composed of Clay E. Buzzard, Pierre Desjardins, Jean-Louis Dulac and Richard G. Roy. Jean-Louis Dulac chairs the Executive Committee. With the exception of Richard G. Roy, the members of the committee are independent directors.

For a more detailed description of the role and responsibilities of the Executive Committee, see the Executive Committee Charter available on Uni-Select's website at www.uniselect.com or, upon request, from the Secretary of the Company.

CORPORATE GOVERNANCE COMMITTEE

The Corporate Governance Committee is established by the Board of Directors to assist the Board in fulfilling its responsibilities in overseeing the implementation of corporate governance rules, procedures and policies as well as compliance therewith, in particular by establishing and reviewing the functions of the Board and its Committees, and those of the Chair of the Board. It also periodically reviews the selection and succession criteria and procedures for directors. Furthermore, it ensures that a process is set up to assess the performance and effectiveness of the Board, the Committees and their members. It establishes criteria for, and annually implements, an evaluation process for the Board, the Board Chair, each Committee of the Board and individual directors in order to assess their effectiveness and contribution and recommends steps which may be taken to improve effectiveness. Such assessment takes into consideration, in the case of the Board or a Board Committee, its charter and, in the case of an individual director, the applicable position description, as well as the competencies and skills each individual director is expected to bring to the Board. Each of the Board, the Board Chair, the Committees of the Board and the individual directors then conduct an annual performance self-evaluation including a review of their compliance with their Charter or Position Description, in accordance with the process developed by the Corporate Governance Committee and approved by the Board, and reports to the Board the results of the self-evaluation. The Committee also ensures that full and complete disclosure of the Company's systems of corporate governance is made, where appropriate, in the Company's disclosure documents.

The Corporate Governance Committee also ensures that the Company meets or exceeds governance guidelines; solicits and reviews incumbent directors; recommends amendments to the Board and Committee charters.

The Corporate Governance Committee is composed of Jean Dulac, Jean-Louis Dulac, Jacques Landreville, Jacques L. Maltais and Jeanne Wojas, chair of the Committee. With the exception of Jacques Landreville, the members of the Committee are independent directors.

For a more detailed description of the role and responsibilities of the Corporate Governance Committee, see the Corporate Governance Committee Charter available on Uni-Select’s website at www.uniselect.com or, upon request, from the Secretary of the Company.

COMPENSATION DISCUSSION & ANALYSIS

The Canadian Securities Administrators have introduced new rules regarding the disclosure of executive compensation. These rules are intended to improve the quality of the information and provide shareholders and the overall market with comprehensive information on the value of the total compensation paid by the Company to its executive officers with emphasis on certain officers. This compensation discussion and analysis (the “CD&A”) is the second submitted by Uni-Select in compliance with the new rules.

The CD&A is prepared under the guidance of the Human Resources and Compensation Committee of the Board of Directors of Uni-Select (the “Committee”) and approved by the Board of Directors. The compensation programs described in the following pages apply broadly to the executive officers and management personnel of the Company, with changes as appropriate to reflect different levels of responsibility.

OBJECTIVES OF COMPENSATION STRATEGY

The overall compensation of executive officers is a combination of (a) base salary, the annual salary received by an executive officer and paid on a weekly basis (b) short-term incentive plans or bonuses that are paid once a year and are based on the achievement of objectives that are defined annually and (c) long-term incentive plans that benefit executives over time and, in the case of pension plan provisions, after employment has terminated. Comprehensive information on compensation and its components, base salary, short-term and long-term incentives is set out in the following pages.

COMPENSATION GUIDELINES

1. Compensation is the primary tool to attract, retain and motivate employees with the skills and commitment needed to enhance shareholder value;
2. The target for determination of the base salary is 90% to 100% of the median compensation paid to executive officers with similar responsibilities within a reference group that is derived from data compiled by Towers Perrin (the “Reference Group”). The Reference Group for 2009 is comprised of:

Agropur	Forzani	Quincaillerie Richelieu
Bata	Hudson’s Bay Company	RONA
Belron Canada	Imperial Tobacco	Sears Canada
Best Buy	Jean Coutu	Shoppers Drug Mart
Camoplast	Mazda Canada	SICO
Canada Safeway	Molson Canada	Sobeys
Canadian Tire	Nestlé Canada	Spectra Premium
Dorel	Procter and Gamble	UAP
Fining International	Purolator	

These companies were selected by the Committee upon the recommendation of Towers Perrin for being, among other things, entities representing potential employers for executive officers of the Company. The companies in the Reference Group may vary from time to time. The Company does not use the data compiled from the Reference Group for any means other than for compensation comparison of executive officer compensation against those of the Reference Group. The Committee considers executive compensation within the Reference Group as the main factor in setting compensation;

3. When the Deferred Performance Unit Program “DPU Program” attains the base value (see Long-Term Incentive Plans - Deferred Performance Unit Program on page 20), executive compensation should equal the average compensation of the Reference Group. Nevertheless, when the DPU Program exceeds the base value, the executive compensation should exceed the median of the Reference Group; and
4. Uni-Select favours continuity in management by making the long-term incentives available only to executive officers who remain in the employment of the Company.

NAMED EXECUTIVE OFFICERS

In accordance with the rules on executive compensation, this CD&A focuses on compensation paid or to be paid with regards to the financial year ended December 31, 2009, to the executive officers listed below, also identified as the “Named Executive Officers” or the “NEO’s”. The Named Executive Officers include the Chief Executive Officer, the Chief Financial Officer and the three most highly compensated executive officers, taking into account their total compensation (excluding pensions). The NEO’s are:

- (1) Richard G. Roy, President and Chief Executive Officer;
- (2) Denis Mathieu, Vice President and Chief Financial Officer;
- (3) James E. Buzzard, Senior Vice President, Corporate Development, USA;
- (4) Gary O’Connor, Executive Vice President; and
- (5) Michel Ravacley, Vice President, Supply Chain and Integration.

PERFORMANCE ASSESSMENTS

The Committee reviews overall compensation policies, makes recommendations to the Board of Directors on the compensation for the executive officers of Uni-Select, submits to the Board the short-term incentive plan objectives and assesses the performance of each Named Executive Officer. The Board is the final authority on compensation matters for the Named Executive Officers of Uni-Select and on policy changes related to compensation.

The President and Chief Executive Officer develops the objectives that he is expected to achieve and against which his performance is assessed with the Chair of the Board and, as part of the executive management team, each Named Executive Officer completes the same process with the President and Chief Executive Officer. Objectives are derived largely from the Company’s annual and strategic planning sessions. All objectives are reviewed by the Committee and submitted to the Board for consideration.

The Chair of the Board leads the assessment of the President and Chief Executive Officer and, in turn, Richard G. Roy assesses each Named Executive Officer’s individual performance against their respective objectives. The Chair and the President and Chief Executive Officer submit their assessment to the Committee that, in turn, submits recommendations to the Board for consideration. The Named Executive Officers do not play a role in their compensation determination, other than discussing their individual performance against their predetermined objectives.

The Chair of the Board is Jean-Louis Dulac and the Committee is comprised of the following directors: Jean Dulac, Jean-Louis Dulac, Jacques Landreville, Jacques L. Maltais and Jeanne Wojas. No member of the Committee was an officer or employee of Uni-Select and each Committee member was determined by the Board of Directors to be independent from the Company, save for Jacques Landreville who acted as special advisor to the President and Chief Executive Officer until December 31, 2008.

2009 COMPENSATION

The Committee relies on the specific quantitative performance measures discussed in this CD&A and its own judgment to compensate Named Executive Officers. The determination of the level of achievement of specific objectives that are not quantitative requires the personal and subjective assessment of the members of the Committee; the Committee believes that solely using annual quantitative performance measurements does not create the appropriate balance of incentives to build long-term shareholder value. The evaluation of a Named Executive Officer’s performance against his stated objectives plays an important role in awarding the short-term incentive payment and also contributes to a determination of overall compensation. The Committee ensures that the overall compensation to the Named Executive Officers reflects the guiding principles listed earlier in this CD&A and the financial performance of the Company.

BASE SALARY

Base salaries reflect the hierarchical level, the responsibilities and the complexity of each position. The base salary for each executive officer is revised annually in the first quarter of the year. Base salary compensates executive officers for the performance of their daily duties.

SHORT-TERM INCENTIVE PLAN

The Short-Term Incentive Plan is comprised of an annual bonus based on the level of achievement (i) of the annual budget of the Company and (ii) of specific objectives. The Short-Term Incentive Plan recognizes and equitably rewards executive officers who distinguish themselves by their contribution; ensures a balance between individual performance, financial performance and compensation; allows the compensation of the executive officers to vary according to the level of achievement of specific objectives.

Financial Objectives Bonus

The bonus based on a measure of achievement of financial objectives allows executive officers to participate in the financial success of the Company. The Board, annually, determines scales based on the achievement of the financial objectives for each of Automotive Group Canada, Automotive Group USA, Heavy Duty Group and the Company as a whole. The various levels of achievement determine the bonus payable to executive officers. The compensation for each of the executive officers is set within the parameters applicable to executive officers whose duties are related to the operations of the Company as a whole (head office). With respect to Messieurs Gary O'Connor and James E. Buzzard, the general compensation guidelines are identical to those of the other executive officers, except that the calculation of the award based on financial objectives is, in their case, based on the financial objectives for the business unit headed by each of them, being respectively, Automotive Group Canada and Automotive Group USA.

For executive officers of Uni-Select whose functions relate to the operations of the Company as a whole, the financial objectives bonus varied from 6.5% to 45% of base salary for a performance achievement that varied from 80% to 100% of the objective; the Board implemented an additional scale to these financial objectives to compensate a performance that would reflect an overachievement of the objectives; this scale provides for payment of an "overachievement" bonus that varied from 29.33% of base salary to 72% for a performance achievement that exceeded from 102% to 108% the objectives. For executive officers of Automotive Group Canada, the achievement bonus varied from 2.5% to 35% of base salary for a performance achievement that varied from 80% to 100%. For executive officers of Automotive Group USA, the bonus varied from 3% to 35% of base salary for a performance that varied from 80% to 100% of meeting the targets.

The Committee has determined that a variance should apply in the bonus compensation scales as they apply to executive officers of Automotive Group Canada and of Automotive Group USA as a result of the additional assets deployed in the United States to operate corporate stores, the additional funds required to pursue the growth by acquisition strategy and the delays incurred in receiving the full benefit of the synergies derived from acquisitions.

The financial objectives bonus is a quantitative measure of performance. The Named Executive Officers received the following bonus payments on account of the performance of the Company:

Name	Bonus paid	Percentage of Base Salary	Maximum Bonus achievable (excluding overachievement bonus)	Percentage of Base Salary
Richard G. Roy	\$71,179	15%	\$213,750	45%
Denis Mathieu	\$22,313	8.75%	\$89,250	35%
James E. Buzzard (in USD)	\$0	N/A	\$101,500	35%
Gary O'Connor	\$77,000	35%	\$77,000	35%
Michel Ravacley	\$18,813	8.75%	\$75,250	35%

Specific information on the financial objectives are contained in the budget and are not disclosed as it would not be in the Company's best interests as the information is sensitive from a competition standpoint and furthermore, such information is forward-looking in nature.

Specific Objectives

A second component of the bonus allocated to executive officers is based on the attainment of specific objectives. A specific objective may not be met, partially or totally attained. The allocated bonus under the specific objectives component may vary from 5% of base salary to 18% of base salary depending on the nature of the specific objective, its impact on the Company, its operations, profitability and any objective the Board wishes to promote.

The specific objectives of each of the Named Executive Officers, for the year ended December 31, 2009 were:

Name	Objectives
Richard G. Roy	Oversee the most significant capital expenditure in recent years, being that of the transition of the management systems currently in place to an evolved data base system.
	Review the Uni-Select USA corporate structure, the strategic plan, its objectives, as well as the means to attain same.
	Review the Automotive Group Canada corporate structure, the strategic plan, its objectives as well as the means to attain same.
	Develop the structure and implementation of the distribution of replacement parts for foreign nameplate vehicles strategy.
Maximum Bonus Payable: \$52,250 Bonus Paid for 2009: \$48,688	

Name	Objectives
Denis Mathieu	Evaluate the credit needs and credit providers, including banks, to ensure the availability of funds required to implement development projects and negotiate adequate credit facilities.
	Update the corporate risk review and qualify the relative importance of each identified risk by rate of probability and financial impact.
	Supervise the transition to the new management systems and their continuous improvement, orderly reduce the working capital, draft a management training guide on best practices to improve return on assets.
Maximum Bonus Payable: \$25,500 Bonus Paid for 2009: \$22,950	

Name	Objectives
James E. Buzzard	Improve the return on assets of the Automotive Group USA by 0.77%, over the return achieved for the 2008 year.
	Be a leader, a benefits promoter, a communicator of developments and an active member of the information systems replacement project team; ensure that appropriate resources are made available at each phase of the development.
	See to the launch of the Beck/Arnley products in each business unit of Automotive Group USA and attain the sales budget for the Beck/Arnley products.
	Oversee the update of the strategic plan for Automotive Group USA; submit this plan to the Board and obtain its approval.
In USD	Maximum Bonus Payable: \$29,000 Bonus Paid for 2009: \$0

Name	Objectives
Gary O'Connor	Ensure the growth of the sale of foreign nameplate vehicle parts; the meeting of this objective is based upon achieving budget projections.
	Update the strategic plan for Automotive Group Canada and develop remuneration plans which take into account the sales objectives in line with the growth areas identified in the plan.
	Support the management systems transition plan towards the new data base system and, more particularly, the integration of activities and data of Automotive Group Canada.
Maximum Bonus Payable: \$22,000 Bonus Paid for 2009: \$11,000	

Name	Objectives
Michel Ravacley	Reduce the inventory value of products in the Automotive Group USA locations by eliminating duplication of products, reducing slow-moving products and improving efficiency of regional warehouses. The meeting of the objective is based upon the reduction of inventory value at the end of the period compared to that at the beginning of the period.
	Reduce the inventory value of products in the Automotive Group Canada locations by eliminating duplication of products, reducing slow-moving products and improving efficiency of regional warehouses. The meeting of the objective is based upon the reduction of inventory value at the end of the period compared to that at the beginning of the period.
	Improve the cost to salary ratio based upon sales made by the Automotive Group Canada warehouses. The meeting of the objective is based upon the improvement of this ratio at the end of the 2008 period.
	Improve the warehouse sales to salary ratio based upon sales made by the Automotive Group USA warehouses. The meeting of the objective is based upon the improvement of this ration at the d of the 2008 period.
	Realize the launch of the inventory management system for Automotive Group Canada; realize the savings and the efficiencies identified at the time the decision to launch the system was made.
	Manage the personnel of the supply chain team upon fundamental changes ensuing from the implementation of the new data base system; identify key personnel and ensure transparent communication on the status of work flow.
Maximum Bonus Payable: \$32,250 Bonus Paid for 2009: \$24,188	

Improvement to the price earnings ratio bonus

Some executive officers share a common objective, which is the improvement of the share multiple of Uni-Select’s stock as compared against a group of other leading companies (the “Comparison Group”). The Comparison Group is selected to represent companies involved in distribution that are generally characterized by their efficiency, similarity in size and market presence or by their pattern of growth through acquisition. The Committee annually reviews the components of the Comparison Group. For 2009, the Comparison Group consisted of the following companies: Canadian Tire Corporation, Genuine Parts Company, Metro Inc., Richelieu Hardware Ltd. and Rona Inc.

The average price to earnings ratio (at December 31, 2008) of Uni-Select shares over the last 10 trading days of 2008 and the 10 opening trading days of 2009 (the “Ratio”) was 10.27 on the Toronto Stock Exchange; the same ratio for the shares of the Comparison Group, on average, was 10.68. The executive officers’ objective was to reduce the 0.41 gap between the Uni-Select Ratio and the average ratio applicable to shares of the Comparison Group over the 2009 year end. The Committee has determined that a scale would best determine the level of achievement and compensation for meeting the objective; the scale contemplates that the objective applies differently to executive officers of varying hierarchical levels:

Objective	% of objective
P/E ratio at beginning of 2009 : 10.27	
P/E ratio maintained at end of 2009 : 11.41 > 10.27	2.0 to 4.0%
P/E ratio gap reduced by 0.01 to 0.20	3.0 to 5.5%
P/E ratio reduced by 0.21 to 0.40	4.5 to 8.0%
P/E ratio improved over 0.41	5.0 to 9.0%

At December 31, 2009 the Uni-Select Ratio was 11.41 whereas the average ratio applicable to shares of the Comparison Group was 14.45 resulting in a gap of 3.04 for a difference of 2.57. The NEO’s received a bonus computed at the lesser end of the achievement scale was awarded as the P/E ratio was maintained at year-end even though the gap between Uni-Select’s P/E ratio and that of the Comparison Group was not reduced.

Name	Bonus paid	Maximum Bonus achievable
Richard G. Roy	\$19,000	\$42,750
Denis Mathieu	\$5,100	\$12,750
James E. Buzzard	\$0 US	\$14,500 US
Gary O'Connor	\$4,400	\$11,000
Michel Ravacley	N/A	N/A

LONG-TERM INCENTIVE PLANS

The Long-Term Incentive Plans include the Deferred Performance Unit Program, the Stock Option Plan and the Pension Plan, a summary of which is found under the headings “Deferred Performance Unit Program”, “Stock Option Plan” and “Pension Plan” that follow.

The Company has no form of equity-based compensation other than the Stock Option Plan.

Deferred Performance Unit Program

Executive officers of Uni-Select participate in the Deferred Performance Unit (“DPU”) Program. The DPU Program was implemented to reward long-term performance and encourage executive officers to remain in the employment of the Company; the DPU Program was introduced in replacement of the Stock Option Plan as the latter became sparingly used because the number of shares that may be issued under the Stock Option Plan is limited and insufficient to equitably reward the executive officers of the Company. Performance achievement under the DPU Program is based on quantitative measures that determine the amount of a future bonus to a participant; it is not an equity-based plan as DPU units have no voting or profit-sharing attributes. The executive officers eligible under the DPU Program are those who have a direct influence on the long-term results of the Company and are appointed by the Board upon recommendation from the Committee. The DPU Program directly aligns compensation to the performance of the Company, regardless of the variation in the value of the shares as management has no influence on the market. It is the view of the Committee that, over the long term, the market will reflect in the share value consistency in the performance of the Company. As a result, there is a direct correlation between shareholders’ and management’s interests.

Participants to the DPU Program receive a number of units that is function of a percentage of their base salary and of their hierarchical level. There are 4 levels that determine the quantity of DPU units awarded and the range varies from 0.25 for a general manager to 1 for the President and Chief Executive Officer.

DPU units have a base value of \$100 enhanced or decreased by the actual return on average shareholder equity over rotating three-year cycles (“Return on Average Shareholder Equity” or “RASE”). Three-year cycles are movable (“rolling cycles”) such that a new cycle begins each year. Initially, the \$100 base value was predicated on a 15% average RASE over each three-year cycle and the value of a DPU unit varied according to a scale wherein the lowest threshold was set at \$80 for a RASE between 13.5% and 14.25% and the maximum threshold at \$180 for a RASE of 16.7% or more; DPU units had no value if the RASE was less than 13.5%.

Beginning in 2009 the Committee amended the procedure for determination of the RASE: the RASE is the sum of (i) the return on 10-year Canadian issued Government bonds on the annual date when DPU units are granted by the Board (3.4% for 2009) and (ii) 9.6% (where 9.6% was the rate of return, computed on the same basis at the time the DPU Program was launched). The base value of each \$100 unit is based on the RASE rate of 13% for the 2009 three-year cycle and on 12.85% for the 2010 three-year cycle. On a transitional basis, the RASE for units awarded for three-year cycles that are not vested are not adjusted to reflect the new RASE formula; the scales that determine the thresholds of achievement are adjusted to the new RASE formula. The Committee, making use of its discretionary powers has, for purposes of setting the rate of return for those units awarded in 2007 now vested, excluded the net after tax loss resulting from the sale of the assets of Palmar Inc. and the cost of the financing structure

implementation in 2009. As a result, performance units attained the minimum value of the scale and a per unit payment of \$80. The sale of the assets of Palmar Inc. and the financing structure were strategic initiatives promoted by the Board of Directors. The Board of Directors has approved this recommendation.

Except in case of retirement or death, a participant to the DPU Program has no vested right to a payment before the expiry of each three-year cycle; payment is contingent upon a participant being an employee of the Company.

The Named Executive Officers participate in the DPU Program and were awarded the following compensation on account of their participation to the DPU Program. The Named Executive Officers were also awarded the units set out opposite their respective names:

Name	Number of units awarded in 2006 and acquired	Number of units awarded in 2007 and acquired	RASE for a payment at the \$100 target level		2008 level	2009 level	2008 payment	2009 payment
			2006	2007				
Richard G. Roy	1,000	1,375	15%	14.33%	\$90	\$80	\$90,000	\$110,000
Denis Mathieu¹	N/A	1,075	15%	14.33%	\$90	\$80	∅ ¹	\$86,000
James E. Buzzard	700	800	15%	14.33%	\$90	\$80	\$63,000	\$64,000
Gary O'Connor	975	1,000	15%	14.33%	\$90	\$80	\$87,750	\$80,000
Michel Ravacley	N/A	N/A	15%	14.33%	\$90	\$80	∅ ¹	\$∅

¹ Denis Mathieu and Michel Ravacley were not participants to the DPU Program as they had not been employees for a 3-year cycle.

Stock Option Plan

EQUITY COMPENSATION PLANS

The following table sets forth compensation plans under which equity securities of the Company are authorized for issuance, being the Company's Stock Option Plan, as at December 31, 2009:

Plan Category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price or outstanding options (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	N/A	N/A	N/A
Equity compensation plans not approved by security holders	73,929	\$24.20	39,126

The purpose of the Stock Option Plan for management employees and officers (the "Option Plan") was, until it was replaced by the DPU Program, to assist the Company in attracting and retaining experienced and competent executives, encourage equity ownership and align their interests with that of the shareholders of the Company. Only 39,126 shares remain that may be issued under the Option Plan.

The Board of Directors manages the Option Plan and approves all grants of options; it may grant an option on any number of shares, up to 100% of all shares in the Option Plan, to any executive or officer of the Company (a "Beneficiary") and may adopt any measure it deems advisable for the management of the Option Plan. Options are vested by increments of 20% of the number of shares granted for each consecutive 12-month period. The price at

which common shares may be acquired is equal to the closing price of the shares of the Company on the Toronto Stock Exchange on the day preceding the date upon which the option is granted.

Subject to the prior approval of the Toronto Stock Exchange and any other regulatory body requiring similar approval, the Board of Directors, may at any time and from time to time, amend, suspend or terminate the Option Plan in whole or in part provided, however, that the Board of Directors may not, without approval of the holders of a majority of the common shares present and voting in person or by proxy at a meeting of shareholders of the Company, materially increase the benefit accruing to participants under the Option Plan, increase the number of shares that may be issued pursuant to the Option Plan, or materially modify the requirements as to eligibility for participation under the Option Plan.

The following table shows all awards outstanding for each Named Executive Officer for the year ending December 31, 2009, notably those awarded before the end of the last period.

Option-Based Awards				Share-Based Awards		
Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) [the difference between the rate of exercise and the close price at December 31, 2009, being \$30.89]	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Richard G. Roy	10,299	\$15.05	Dec. 13, 2011	\$163,136	Ø	Ø
	50,000	\$31.43	January 1, 2018	Ø	Ø	Ø
Denis Mathieu	Ø	Ø	-	Ø	Ø	Ø
James E. Buzzard	Ø	Ø	-	Ø	Ø	Ø
Gary O'Connor	Ø	Ø	-	Ø	Ø	Ø
Michel Ravacley	Ø	Ø	-	Ø	Ø	Ø

The following table shows the value of option-based and share-based awards and pursuant to the DPU Program for each of the Named Executive Officers:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Richard G. Roy	\$0	N/A	\$0
Denis Mathieu	N/A	N/A	\$0
James E. Buzzard	N/A	N/A	\$0
Gary O'Connor	N/A	N/A	\$0
Michel Ravacley	N/A	N/A	\$0

Excluding bonuses related to the improvement of the price to earnings ratio of Uni-Select shares (as described in page 19 of the circular), during the most-recently ended period or any other period covered by the circular, the Company did not make any awards under a non-equity incentive plan based on conditions on the Uni-Select share price. Pertinent information regarding bonuses related to the improvement of the price to earnings ratio of Uni-Select shares is presented in the above table in the column titled “Non-equity incentive plan compensation – Value earned during the year (\$)”. Aside from the DPU Program, the Company did not award any compensation under a non-equity long-term incentive plan during the most-recently ended period.

Estimated Pension Plan Benefits

The Company offers pension benefits to its Canadian employees through a basic registered pension plan, a registered pension plan for senior management and a non-registered supplemental pension plan for certain senior members of management. The pension plans are defined benefit plans.

Each Named Executive Officer may receive full pension benefits, without actuarial reduction, upon reaching the age of 60. Pension benefits presented in the following table include the aggregate of the benefits under the basic plan, the senior management registered plan and the supplemental plan.

The annual benefits payable are based on the member’s final average earnings at year end and on projected credited service; it is assumed, for purposes of determining the annual benefits payable at year end, that the member will satisfy the vesting conditions under the supplemental plan (i.e. the member will have attained at least age 55 and

completed at least 5 years of credited service at the time of his retirement). The assumptions used in preparing the information presented in the following table are identical to those used for purposes of calculating the accrued obligation as at December 31, 2009 reflected in the audited financial statements for the year ending as at that date; these assumptions include a projected annual salary increase of 4% per annum and a discount rate of 6.40% per annum.

Employees that are based in the United States, participate in a 401(k) plan that allows employees to save for retirement and have the principal of their savings invested and income taxes on earnings deferred until retirement. The Company matches employee contributions up to 3% of base salary.

The table illustrates the payments and benefits at, following or in connection with retirement for each Named Executive Officer:

Name	Number of years of credited service as at December 31, 2009		Annual benefits payable (\$)		Accrued obligation at start of year	Compensatory change	Non-compensatory change	Accrued obligation at year end
	Registered Plans	Supplemental Plan	At year end	At age 65	(\$)	(\$)	(\$)	(\$)
Richard G. Roy	11.00	9.42	\$82,000	\$145,000	\$873,700	\$90,100	\$204,100	\$1,167,900
Denis Mathieu	2.83	2.83	\$12,500	\$108,800	\$59,700	\$32,700	\$25,800	\$118,200
James E. Buzzard	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Gary O'Connor	4.00	4.00	\$17,600	\$80,400	\$124,500	\$41,500	\$39,800	\$205,800
Michel Ravaclay	1.00	1.00	\$2,400	\$32,500	\$-	\$37,000	\$8,200	\$45,200

SUMMARY COMPENSATION TABLE

The following table details the complete annual compensation to each of the Named Executive Officers with regards to 2009. Information on compensation paid in previous years and other information filed with the Canadian provincial securities commissions on SEDAR may be reviewed on www.sedar.com.

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value – compensatory change (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans DPU Program			
Richard G. Roy President & Chief Executive Officer	2009	\$455,673			\$138,867	\$110,000	\$90,100	\$14,400	\$809,040
	2008	\$404,115		\$498,500 ¹	\$188,000	\$90,000	\$441,000 ²	\$14,400	\$1,636,215
Denis Mathieu VP & Chief Financial Officer	2009	\$251,807			\$50,363	\$86,000	\$32,700	\$12,012	\$432,882
	2008	\$236,326			\$92,238	N/A ³	\$44,100	\$35,513	\$408,177
James E. Buzzard ^{4,5} Senior VP, Corporate Development, USA	2009	\$324,352 \$284,519 USD			\$0	\$64,000		\$22,497 \$19,734 USD	\$368,253 USD
	2008	\$224,885 \$210,173 USD ⁵			\$85,734 \$80,125 USD	\$67,410 \$63,000 USD		\$19,529 \$18,251 USD	\$397,557 \$371,549 USD
Gary O'Connor Executive VP	2009	\$223,272			\$92,400	\$80,000	\$41,500	\$12,012	\$449,184
	2008	\$211,246			\$78,948	\$87,750	\$53,100	\$12,013	\$443,056
Michel Ravaclay ⁶ Vice President, Supply Chain and Integration	2009	\$215,000			\$43,001	N/A ³	\$37,000	\$12,012	\$307,013

¹ The fair value of the options vested was estimated at the award date in order to determine compensation expenses for the options by using the Black & Scholes pricing model according to the following hypotheses for the 2008 year:

Expected dividend rate	1.8%	Risk-free interest rate	3.52%
Expected volatility	31%	Expected duration in years	7.00

The fair value of the options vested during the period ended December 31, 2008 is \$9.97 per share.

² The \$441,000 charge for Richard G. Roy would have been \$116,000 were it not for his appointment as President and Chief Executive Officer and the salary adjustment resulting therefrom. The base salary adjustment amounts to \$335,000 and is of a non-recurring nature.

³ The participant had no vested DPU units because he had not been an employee for a 3-year cycle.

⁴ James E. Buzzard participates in the Company's 401(k) plan in the United States. The contribution of the Company represents \$6,988 USD for 2008 and \$7,350 USD for 2009 and is included under the tab – All other compensation.

⁵ The average weighted conversion rate for the year-end results is 1.14 for 2009 (1.07 for 2008).

⁶ Michel Ravaclay began his employ with the Company in November 2008 and was not an NEO.

EMPLOYMENT AND CHANGE OF CONTROL AGREEMENTS

The Company has not entered into formal employment agreements (the “Employment Agreements”) with any of the Named Executive Officers. The Company has not put in place any agreement, plan or mechanism for payments in favour of the executive officers in the event of termination of duties, whether voluntary or not, or of constructive dismissal, resignation, retirement, change in responsibilities or change in control of the Company. However, the Stock Option Plan and the DPU Program each provide that options or units become immediately vested in case of a change of control of the Company.

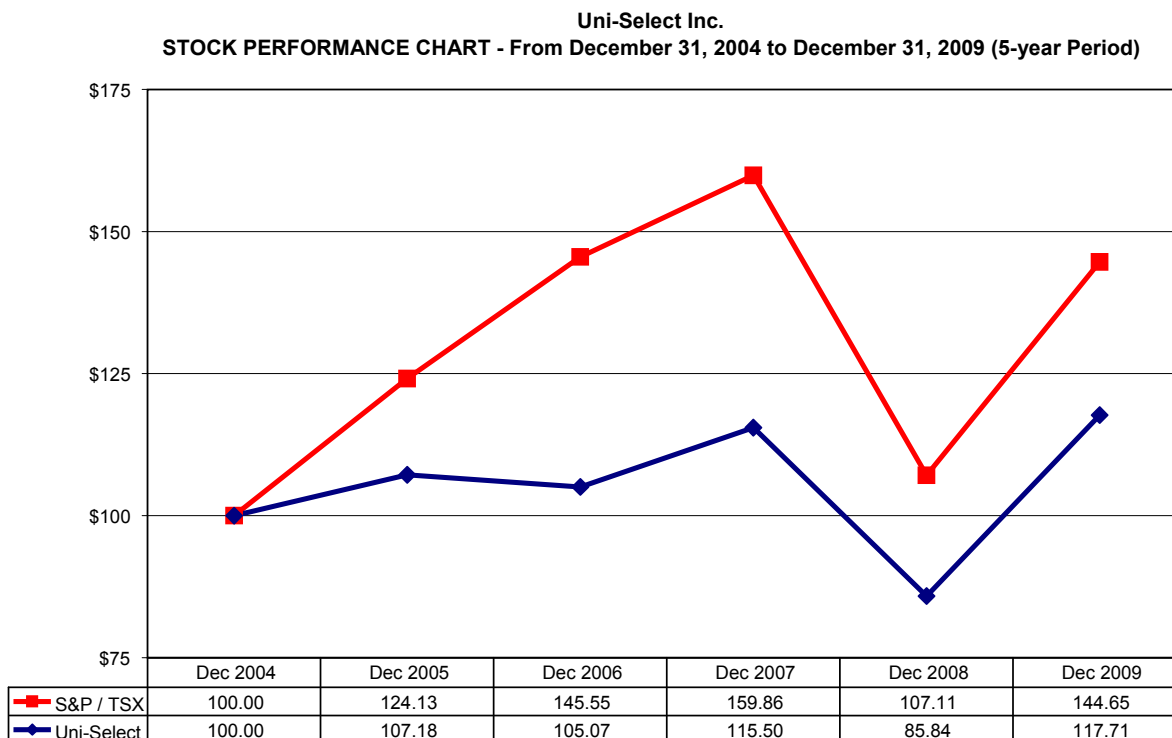
COMPENSATION CONSULTANT

Neither the Company nor the Committee currently has any contractual arrangement with any executive compensation consultant who has a role in determining or recommending the amount of senior executive compensation though the Company conducted a review of the compensation paid to its executives in the United States in 2009 with the assistance of Towers Perrin which received \$17,000 for these services. Periodically, the Company has sought the views of Aon and Towers Perrin about market intelligence on compensation trends along with their views on specific compensation programs designed by the human resources department, with the oversight of the Committee.

PERFORMANCE GRAPH

The graph below illustrates the annual percentage change in the Company’s cumulative return on shareholders’ equity on the stock of the Company in relation to the cumulative return of the S&P/TSX Index over a five-year period ended December 31, 2009.

The year-end valuation of each investment is based on the increase in share value, adjusted for cash dividends reinvested as at the date on which they were paid. These calculations do not account for brokerage fees or taxes. The total return on shareholders’ equity for each investment, whether measured in dollars or as a percentage, may be calculated from the year-end values shown on the graph below.



The trend shown by the above performance graph is a constant increase in the cumulative shareholder return from 2004 to the end of 2007, followed by a significant decrease in 2008. When the recession which began in the second half of the year affected the securities market as a whole. As at December 31, 2009, Uni-Select’s share price had recovered and had increased by 37.12% compared to its value as at December 31, 2008. The trend in the Company’s

compensation to the Named Executive Officers has generally followed the trend in the performance graph save for the 2008 financial year where total compensation of the NEO's has increased as the share price decreased. At the beginning of the 2009 financial year, the Company only increased the base salary of the Named Executive Officers by factors that varied from 0% to 8.5%. The total remuneration of the NEO's had decreased whereas the share price had significantly increased at the end of the year, resulting in an apparent imbalance between executive compensation and shareholder return. This imbalance is explained by the fact that short-term bonuses and the value of the performance units awarded as a result of the DPU program are based upon the meeting of financial objectives whose realization is not known until after the relevant December 31 year end. The Uni-Select share value may not, as at December 31, 2009, reflect the financial results for this same period. The Human Resources and Compensation Committee has access to information which is not yet published when it evaluates whether the objectives were met by the NEO's.

No stock option grants were awarded to executive officers and the DPU units granted to the Named Executive Officers, as part of their long-term compensation were allocated on the basis of the quantitative formula detailed in the paragraph titled Deferred Performance Unit Program of this CD&A. The Committee is of the view that the DPU Program aligns the interests of the shareholders and of management. Short-term compensation is also aligned with shareholders' interests as clearly illustrated by the table that details the bonus paid to each NEO on account of the annual budget. These bonuses were not achieved as indicated in this CD&A.

HUMAN RESOURCES AND COMPENSATION COMMITTEE REPORT

In the Committee's opinion, the compensation of the executive officers is appropriate given Uni-Select's size, the range of its activities and the return to its shareholders. The Committee is satisfied that the Company's current executive compensation policies, programs and levels of compensation as disclosed in this circular aligned with the Company's performance and reflect competitive market practices.

ADDITIONAL INFORMATION

Unless otherwise indicated, the information contained herein is provided as at March 30, 2010. The Company is not aware of any matters that could be submitted at the Meeting other than those indicated in the Notice of Meeting. Should any unknown matters be properly submitted at the Meeting, the persons named in the form of proxy will vote on such matters according to their best judgment.

AVAILABILITY OF ADDITIONAL DOCUMENTS

Uni-Select is a reporting issuer and is subject to securities legislation and, accordingly, must file its annual financial statements and information circular. Uni-Select must also file an annual information form with the securities commissions. Financial information is provided in the Company's comparative financial statements and Management Report for its most recently completed financial year. Copies of this Information Circular, as well as the Company's latest Annual Information Form, Annual Report and Management Report for the year ended December 31, 2009, and its quarterly financial statements produced after the latest annual financial statements may be obtained from the Company's website at www.uniselect.com or by mail from the Secretary at 170 Industriel Blvd., Boucherville, Québec, J4B 2X3.

Interested parties may also access Uni-Select's disclosure documents and any reports, statements or other information filed with the Canadian provincial securities commissions on SEDAR at www.sedar.com.

APPROVAL OF THE DIRECTORS

The directors of the Company have approved the contents and the sending of this Information Circular.

The Secretary,



Me Pierre Chesnay
March 30, 2010
Boucherville, Québec