



BOARD POLICY

Date issued	2007-03-16
Date updated	2016-07-27
Issued and approved by	Uni-Select Inc. Board of Directors

MAJORITY VOTING POLICY

The Board of Directors of Uni-Select Inc. (“Corporation”) believes that each of its members should carry the confidence and support of its shareholders. To this end, the directors have unanimously adopted this statement of policy for elections of directors other than “contested elections”. For the purposes of this policy, a “contested election” is an election in respect of which the number of directors nominated for election is greater than the number of seats available on the Board of Directors. Future nominees for election to the Board will be asked to subscribe to this statement before their names are put forward.

Forms of proxy for the vote at a shareholders’ meeting where directors are to be elected will enable the shareholder to vote in favor of, or to withhold from voting, separately for each nominee. At the meeting, the Chair will call for a vote by ballot and the scrutineers will record with respect to each nominee the number of shares in his or her favor and the number of shares withheld from voting. If, with respect to any particular nominee, the number of shares withheld exceeds the number of shares voted in favor of the nominee, then for purposes of this policy the nominee shall be considered not to have received the support of the shareholders, even though duly elected as a matter of corporate law.

A person elected as a director who is considered under the above-mentioned test not to have the confidence of the shareholders is required forthwith to submit to the Board of Directors his or her resignation, to take effect upon acceptance by the Board of Directors. A director who tenders a resignation pursuant to this policy will not participate in any meeting of the Board of Directors, the Corporate Governance Committee or any other committee of the Board of Directors at which the resignation is considered. The Board of Directors will promptly accept the resignation unless it determines that there are exceptional circumstances relating to the composition of the Board of Directors or voting results that should delay the acceptance of the resignation or justify rejecting it. Within 90 days of the relevant shareholders’ meeting, the Board of Directors will announce its decision to either accept or reject the resignation in a press release, including reasons for rejecting the resignation, if so applicable. The Corporation will provide a copy of the press release announcing such decision to the Toronto Stock Exchange.

Subject to any corporate law restrictions, the Board of Directors may leave the resultant vacancy unfilled until the next annual general meeting or it may fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders.