



DOREL INDUSTRIES INC.

ANNUAL INFORMATION FORM

For the fiscal year ended December 30, 2009

March 30, 2010

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Unless otherwise indicated, all references to “dollars” and the symbol “\$” in this annual information form are to Canadian dollars.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

Certain information included in this annual information form may constitute “forward-looking information” within the meaning of applicable Canadian securities legislation. Except as may be required by Canadian securities laws, the Company does not undertake any obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise. Forward-looking information, by its very nature, is subject to numerous risks and uncertainties and is based on several assumptions which give rise to the possibility that actual results could differ materially from the Company’s expectations expressed in or implied by such forward-looking information and that the objectives, plans, strategic priorities and business outlook may not be achieved. As a result, the Company cannot guarantee that any forward-looking information will materialize. Forward-looking information is provided in this annual information form for the purpose of giving information about Management’s current expectations and plans and allowing investors and others to get a better understanding of the Company’s operating environment. However, readers are cautioned that it may not be appropriate to use such forward-looking information for any other purpose.

Forward-looking information provided in this annual information form is based on a number of assumptions that the Company believed were reasonable on the day it provided the forward-looking information. Refer, in particular, to the section of this annual information form entitled “Risk Factors” for a discussion of certain assumptions the Company has made in preparing any forward-looking information.

Factors that could cause actual results to differ materially from the Company’s expectations expressed in or implied by the forward-looking information include: general economic conditions; changes in product costs and supply channel; foreign currency fluctuations; customer and credit risk including the concentration of revenues with few customers; costs associated with product liability; changes in income tax legislation or the interpretation or application of those rules; the continued ability to develop products and support brand names; changes in the

regulatory environment; continued access to capital resources and the related costs of borrowing; changes in assumptions in the valuation of goodwill and other intangible assets and subject to dividends being declared by the Board of Directors, there can be no certainty that the Company's dividend policy will be maintained. These and other risk factors that could cause actual results to differ materially from expectations expressed in or implied by the forward-looking information are discussed throughout this annual information form and, in particular, under "Risk Factors".

The Company cautions readers that the risks described above are not the only ones that could impact it. Additional risks and uncertainties not currently known to the Company or that the Company currently deems to be immaterial may also have a material adverse effect on our business, financial condition or results of operations.

Except as otherwise indicated, forward-looking information does not reflect the potential impact of any non-recurring or other unusual items or of any dispositions, mergers, acquisitions, other business combinations or other transactions that may be announced or that may occur after the date hereof. The financial impact of these transactions and non-recurring and other unusual items can be complex and depends on the facts particular to each of them. The Company therefore cannot describe the expected impact in a meaningful way or in the same way the Company presents known risks affecting the business.

CORPORATE STRUCTURE

Incorporation of Dorel Industries Inc.

Dorel Industries Inc. (the "Company") was constituted on March 5, 1962 pursuant to Part I of the *Companies Act* (Québec) under the name Dorel Co. Ltd. On May 19, 1987, the Company was continued under Part IA of the *Companies Act* (Québec), at which time certain changes were effected to its share capital, the "private company" provisions were removed from its Articles and the Company's name was changed to Dorel Industries Inc./Les Industries Dorel Inc. On October 26, 1988, the Company amalgamated with its wholly-owned subsidiary, Ridgewood Industries Ltd. On September 20, 1991, the Company filed Articles of Amendment, effective October 1, 1991, converting each issued and outstanding common share into one-half of a Class A Multiple Voting Share carrying ten votes per share and one-half of a Class B Subordinate Voting Share carrying one vote per share. The Company's head and registered office is located at 1255 Greene Avenue, Suite 300, Montreal, Québec, H3Z 2A4.

Subsidiaries

Schedule A annexed hereto sets out the major companies within the organizational structure of the Company as of December 30, 2009 and the jurisdiction of incorporation of each subsidiary and the percentage of votes attaching to all voting securities of each of them beneficially owned, or controlled or directed, directly or indirectly, by the Company.

For the purposes of this annual information form, "Dorel" refers to the Company together with its subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

Dorel is a world class juvenile products and bicycle company. It specializes in three market segments: juvenile products, recreational / leisure and home furnishings items. Dorel's extensive product offering includes juvenile products such as infant car seats, strollers, high chairs, cribs, toddler beds, playpens, swings and infant health and safety aids; recreational / leisure items such as bicycles, jogging strollers and other recreational products and accessories and home furnishings such as a wide variety of Ready-to-Assemble ("RTA") furniture for home and office use, as well as metal folding furniture, futons, step stools, ladders and other imported furniture items.

Dorel's leadership position is pronounced in both its juvenile and bicycle categories with an array of trend-setting products. In the Juvenile Segment, Dorel's branded products such as Quinny, Maxi-Cosi, HOPPOP, Safety 1st and Bébé Confort have shown the way to safety, originality and fashion. Similarly, its highly-popular brands such as Cannondale, Schwinn, GT, Mongoose and Ironhorse as well as SUGOI Performance apparel have made Dorel a principal player in the bicycle marketplace. Dorel's Home Furnishings Segment markets a wide assortment of

furniture products, both domestically produced and imported. Dorel relies upon innovation and marketing flair across all of its divisions. As at the date of this annual information form, Dorel employs approximately 4,500 people in 19 countries. Operations in the United States include Dorel Juvenile Group, which markets the Cosco and Safety 1st brands, as well as Eddie Bauer; Pacific Cycle, which markets several brands, including Schwinn, Mongoose, IronHorse, InSTEP, Playsafe and Roadmaster; Cycling Sport Group (“CSG”) which markets GT along with Cannondale; Ameriwood Industries Inc. (“Ameriwood”), which markets RTA furniture products under the Ameriwood, Carina, Charleswood, SystemBuild, Altra Furniture and Ridgewood brands; Cosco Home & Office (“Cosco”), which markets home/office products under the Cosco brand. In Canada, Dorel operates Dorel Distribution Canada, Ridgewood Industries, Dorel Home Products and SUGOI Performance Apparel. Note that CSG also has operations based in Switzerland, the Netherlands, Australia, Japan and the UK. Dorel Europe markets juvenile products throughout Europe under the Béb  Confort, Maxi-Cosi, Quinny, Safety 1st, Babid al, Mon B b , BABY ART, HOPPOP and Baby Relax brands. Dorel Asia Inc. sources, and imports juvenile and home furnishings products. Dorel is the majority shareholder in Dorel Australia Pty Ltd. (“Dorel Australia”), which manufactures and distributes juvenile products in Australia and New Zealand under several local brands, the most prominent of which are Bertini and Mother’s Choice. In 2009 Dorel established, and is the majority shareholder in, Companhia Dorel Brasil Produtos Infantis (“Dorel Brazil”), a new operating division of the Company’s Juvenile Segment. Dorel also has five offices in China, headquartered in Shanghai, as well as an office in Taiwan, which oversee the sourcing, engineering and logistics of Dorel’s asian supplier chain.

Major Events in the Development of the Business

The Company was founded in Montreal, Qu bec in 1962 by Mr. Leo Schwartz, who served as its President until 1992. Dorel began operations as a small manufacturer and distributor of juvenile products. By the early 1970s, Dorel had established a national sales network for its products.

In 1987, the Company completed an initial public offering in the province of Qu bec of two million common shares at a price of \$5.00 per share for gross proceeds of \$10 million. At the same time, its common shares commenced trading on the Montreal Exchange.

In 1988, Dorel purchased Cosco, Inc. of Columbus, Indiana, a company involved in the production of children’s furniture and accessories, as well as the production of folding metal furniture. This acquisition significantly increased Dorel’s presence in the juvenile products and home furnishing industries in North America. Today, this company operates as two distinct divisions: DJG USA and Cosco Home & Office.

Dorel (U.K.) Limited (“Dorel UK”) was established in 1988 to penetrate the juvenile market in the United Kingdom and continental Europe. The Company originally owned 75% of Dorel (U.K.) and acquired the remaining 25% interest in 1990 for nominal consideration.

In 1990, Dorel acquired all of the shares of Charleswood Corporation (“Charleswood”), a manufacturer and distributor of RTA furniture located near St. Louis, Missouri. Charleswood was later amalgamated with Ameriwood, which was acquired in 1998.

The Company’s common shares were initially listed on the Toronto Stock Exchange in 1990.

In September 1991, the Company’s shareholders approved a share capital reorganization, pursuant to which each issued and outstanding common share was converted into one-half of a Class A Multiple Voting Share carrying ten votes per share and one-half of a Class B Subordinate Voting Share carrying one vote per share.

In December 1991, the Company completed a public offering in Canada of 2.6 million Class B Subordinate Voting Shares at a price of \$5.75 per share for gross proceeds of \$14.95 million.

Also in 1991, the Company purchased the assets of Silgo International, a manufacturer and distributor of children’s wall hangings and decorative accessories based in San Diego, California. The assets were used to establish Infantino, Inc. (“Infantino”), a Dorel subsidiary that manufactured and sold juvenile accessories. Infantino was sold in 2000 as part of a reorganization of the juvenile products business in the United States.

During 1993, Dorel purchased the assets of Carol Ann Furniture of Montreal, Québec. The assets were used in 1994 to establish Leadra Design Inc. ("Leadra"), a Dorel subsidiary that manufactured and distributed a line of mid-priced bedroom sets, wall units, tables and chairs.

In 1994, Dorel purchased Maxi-Miliaan B.V. ("Maxi-Miliaan"), an infant car seat distributor based in the Netherlands. The acquisition allowed Dorel to more effectively penetrate the fragmented European market. Maxi-Miliaan also had sales offices in France and Germany. Today, this company is referred to as Dorel Netherlands.

In November 1997, the Company issued one million Class B Subordinate Voting Shares at a price of \$34 per share by way of public offering in Canada. In December 1997, the Company issued an additional 75,000 Class B Subordinate Voting Shares at a price of \$34 per share upon the exercise of an over-allotment option by the underwriters of the public offering. The gross proceeds to the Company from the public offering and the exercise of the over-allotment option were \$36.55 million.

In May 1998, Dorel acquired Ameriwood, a RTA furniture manufacturer that has facilities in Tiffin, Ohio and Dowagiac, Michigan. A portion of the purchase price for Ameriwood was financed by the issuance of 460,000 Class B Subordinate Voting Shares at a price of \$47.65 per share by way of public offering in the United States and Canada. The net proceeds to the Company from this offering were \$20.2 million. Effective December 1998, Ameriwood was combined with Charleswood under the Ameriwood name.

In August 1998, the Company announced a two-for-one stock split, which became effective in September 1998. In the same month, Dorel acquired Okla Homer Smith ("Okla Homer"), a unit of Century Products. Okla Homer was a manufacturer of wooden juvenile furniture; its operations were consolidated with those of Cosco. In September 1998, Dorel announced the closing of the Leadra unit, which closing was completed in December. Dorel incurred a restructuring charge of \$10.1 million USD before tax in connection with the closing of Leadra and the reorganization of the newly-acquired Ameriwood.

In June 2000, Dorel acquired Safety 1st Inc. ("Safety 1st") for a total cost of \$150.5 million USD. Safety 1st was a publicly-traded company in the United States with locations in Canada and Europe. Safety 1st is a recognized brand name in North America and a well-known company in the child safety segment of the juvenile industry.

Subsequent to the acquisition of Safety 1st and as part of the integration of the juvenile businesses in North America and Europe, a major restructuring was undertaken. In addition to the costs attributed to merging Safety 1st into Dorel's U.S. juvenile business, three of Dorel's operations were discontinued. These discontinued operations: (i) resulted from the sale of the assets of the Infantino division and the closing of the Okla Homer crib factory acquired in 1998; and (ii) included the imported strollers sales business in the United Kingdom carried out through Dorel UK. The juvenile operating units were renamed Dorel Juvenile Group ("DJG") in the United States, Canada and Europe.

In April 2001, Dorel acquired Quint B.V. ("Quint") of the Netherlands for \$9.2 million USD. Quint was an established designer and marketer of high-end baby strollers sold in European specialty shops under the Quinny brand. The acquisition was designed, in part, to increase Dorel's juvenile business in Europe and today forms part of the Dorel Europe group.

In May 2002, the Company issued 2,929,200 Class B Subordinate Voting Shares at a price of \$38.50 per share by way of public offering in Canada, for gross proceeds to the Company of \$112.8 million. The net proceeds of the public offering were used by the Company to reduce bank indebtedness.

In July 2002, the Company sold, through one of its subsidiaries, \$50 million USD principal amount of 6.80% Series A Senior Guaranteed Notes due July 26, 2012. The net proceeds from the sale of the notes were used to repay floating debt that was outstanding at the time. The notes were purchased by a group of institutional investors led by The Prudential Insurance Company of America.

In February 2003, the Company acquired all of the outstanding common shares of Ampa Development SAS ("Ampafrance"), a company headquartered in Cholet, France with major facilities in Portugal and Italy.

Ampafrance is a developer, manufacturer, marketer and distributor of juvenile products, including strollers, car seats and other juvenile products. The total consideration was \$247.2 million USD. The majority of the acquisition cost was financed through long-term debt with the balance being paid in cash.

In connection with the acquisition of Ampafrance, now known as "Dorel France", Dorel completed the sale in February 2003 of \$110 million USD principal amount of senior guaranteed notes. The senior guaranteed notes were purchased by a group of institutional investors including Prudential Capital Group, an institutional investment business of Prudential Financial, and Teachers Insurance and Annuity Association - College Retirement Equity Fund. Of the \$110 million USD, Dorel issued \$55 million USD of Series A Notes bearing interest at 5.09% and repaid on February 11, 2008, and \$55 million USD of Series B Notes bearing interest at 5.63% and repaid February 10, 2010.

In September 2003, Dorel acquired all of the outstanding common shares of Carina Furniture Industries Ltd. ("Carina"), based in Brampton, Ontario, for total consideration of \$39.9 million USD. Carina operates in the Home Furnishings Segment and is known for its Carina and SystemBuild brand names. The Brampton facility was closed in 2004 with the majority of the production being shifted to Dorel's RTA plant in Cornwall, Ontario.

Pursuant to a normal course issuer bid announced on August 7, 2003, the Company was entitled to repurchase for cancellation up to a maximum of 200,000 Class B Subordinate Voting Shares over a twelve-month period starting on August 11, 2003 at the prevailing market price on the Toronto Stock Exchange. The program expired on August 10, 2004. During the fiscal year ended December 30, 2004, the Company did not purchase any shares for cancellation. During the fiscal year ended December 30, 2003, the Company purchased an aggregate of 5,000 Class B Subordinate Voting Shares for total consideration of \$129,000 USD. These shares were cancelled upon their purchase by the Company.

In February 2004, Dorel acquired all the outstanding shares of Pacific Cycle, LLC, ("Pacific Cycle"), a designer and supplier of bicycles and other recreational products headquartered in Madison, Wisconsin. The total consideration for the acquisition was \$311 million USD. The majority of the acquisition cost was financed through long-term debt, with the balance being paid in cash. Additionally, as part of the acquisition agreement, certain members of Pacific Cycle's management group were party to a deferred purchase price payment plan. Under the terms of this plan, additional consideration was contingent upon achieving specified earnings objectives over a period of three years following the date of acquisition. The operations of Pacific Cycle are reported as part of the segment referred to as Recreational/Leisure.

In September 2005, Dorel announced a significant consolidation at Ameriwood, Dorel's RTA furniture division. Production ceased at its Wright City, Missouri facilities, the manufacturing premises were closed and related assets were disposed of. The closure was necessitated by excess capacity caused by a strategic shift away from exclusive domestic production to a combination of North American production and imported items. The restructuring was part of an overall plan to improve the earnings of the Home Furnishings Segment. The consolidation plan was completed at the end of 2006 at a cost that was in line with expectations.

In the fourth quarter of 2006, Dorel Europe initiated restructuring activities affecting the Juvenile Segment. Significant operational changes related to the production facilities in Telgate, Italy and Cholet, France were implemented. The plan's objective was to reduce operational costs through strategic sourcing and manufacturing. These restructuring initiatives were mainly completed in 2008 and resulted in cumulative restructuring charges of \$13.2 million USD. Of this cumulative charge, \$0.1 million USD was recorded in fiscal 2009, \$0.9 million USD in 2008, \$8.2 million USD in 2007 and \$4.0 million USD in 2006.

Developments in the Past Three Years

In February 2007, Dorel acquired a 55% interest in Dorel Australia, an Australian company. Operating as In Good Care, IGC is a well-established manufacturer and distributor of juvenile products in Australia and New Zealand. Dorel paid cash consideration of \$2.7 million USD, and assumed debt in the amount of \$7.4 million USD in return for the 55% interest. The remaining 45% is owned by the Chief Executive Officer of IGC, Mr. Robert Berchik, who continues to serve in that capacity.

On February 23, 2007, the Company renegotiated the terms of its unsecured revolving credit facility. This facility was extended to July 1, 2010 and provides for an annual one-year extension. The borrowing availability under this facility decreased to \$325 million USD from the availability as at December 30, 2006 of \$425 million USD, as disclosed in the Company's 2006 year-end financial statements. The credit agreement was also amended to include an "accordion" feature allowing the Company to have access to an additional \$200 million USD on a revolving basis, if required.

On March 7, 2007, the Company announced its intention to voluntarily delist its Class B Subordinate Voting Shares from the NASDAQ Global Market ("NASDAQ"). On March 19, 2007, the Company filed a notification of removal from listing on NASDAQ on Form 25 with the U.S. Securities and Exchange Commission (the "SEC"). As a result, the Class B Subordinate Voting Shares were delisted from NASDAQ as of March 29, 2007. The delisting of the shares from NASDAQ has not affected the listing of the Class B Subordinate Voting Shares on the Toronto Stock Exchange and the Class B Subordinate Voting Shares continued to trade on the Toronto Stock Exchange after the NASDAQ delisting became effective.

For the first time in the Company's history, on March 12, 2007, the Board of Directors declared a quarterly dividend of twelve and one-half cents (\$0.125 USD) per share on the Class A Multiple Voting Shares, Class B Subordinate Voting Shares and Deferred Share Units of the Company. Since the original dividend declaration, the Company has paid annualized dividends in the amount of \$0.50 USD per share.

On May 17, 2007, Dorel announced a restructuring plan at Ameriwood within the Home Furnishing Segment. Dorel determined that its RTA furniture manufacturing footprint exceeded anticipated market needs. As such, the majority of manufacturing operations at the Dowagiac, Michigan RTA facility were suspended in July 2007. The restructuring was part of an overall plan to improve the earnings of the Home Furnishings Segment. The total pre-tax cost of the restructuring plan was \$11.0 million USD, including \$9.6 million USD non-cash charges related to the write-down of long-lived assets and inventory markdowns, \$0.6 million USD of employee severance and termination benefits, \$0.6 million USD of contract termination costs and \$0.2 million USD of other associated costs.

On February 4, 2008, the Company acquired all the outstanding shares of Cannondale Bicycle Corporation ("Cannondale"), a leading designer, developer and manufacturer of high-end bicycles. The total value of the all-cash transaction was \$202.2 million USD. Headquartered in Bethel, Connecticut with significant operations in the United States and the Netherlands, as well as locations in Switzerland, Japan and Australia, Cannondale is widely regarded as one of the bike industry's leading innovators. Cannondale's handcrafted bicycles have won numerous design awards and are sold in over 70 countries. Additionally, forming part of Cannondale is the SUGOI Performance Apparel ("SUGOI") division located in Vancouver, British Columbia. SUGOI products are used worldwide by runners, cyclists, tri-athletes and fitness enthusiasts. Prior to its acquisition, Cannondale's annual sales were approximately \$200 million USD.

With the acquisition of Cannondale, an amendment to the revolving bank loans was signed on January 18, 2008. Under the revolving bank loans, the total availability was increased to \$475 million USD with an "accordion" feature allowing the Company to have access to an additional amount of \$50 million USD on a revolving basis.

On April 1, 2008 the Company announced that it voluntarily filed a Form 15F with the SEC to terminate the registration of its Class B Subordinate Voting Shares under the *Securities Exchange Act of 1934*, as amended. This termination of registration became effective 90 days after its filing with the SEC. As a result of this filing, Dorel's obligation to file certain reports with the SEC, including an annual report on Form 20-F and reports on Form 6-K, was suspended. As a TSX-listed reporting issuer, Dorel will continue to meet its Canadian continuous disclosure obligations by filing continuous disclosure documents with the Canadian Securities Administrators.

In line with the Company's strategy to aggressively grow its bicycle and juvenile products businesses, on June 26, 2008 Dorel's Pacific Cycle division acquired the assets of PTI Sports ("PTI"), a leading US designer and distributor of bicycle parts, helmets and other accessories. With a purchase price of \$29.4 million USD, PTI recorded sales of \$65 million USD in the 2007 fiscal year. Established in 1991, PTI has widespread distribution at the key mass and

sporting goods retailers throughout North America. With a dedication to product innovation, PTI sells product with powerful, recognizable brands under license.

On August 19, 2008 the Company announced the re-opening of its Dowagiac, Michigan RTA facility where operations had been suspended as part of a restructuring plan in 2007. A production line was opened to accommodate the demand for RTA furniture product. It is anticipated that up to 100 manufacturing positions could be created over time as demand dictates. Despite the overall slowdown in the home furnishings retail sector, demand for domestically produced product increased, allowing the Company's two other facilities to run much more efficiently and necessitating the need for additional capacity at Dowagiac.

On January 6, 2009 the Company announced the establishment of Dorel Brazil, a new operating division of the Company's Juvenile Segment. A local partner with established relations in Brazil's retail channels and with solid experience in the juvenile sector is serving as President of the new company. Dorel Brazil has established the local manufacture of car seats as well as importing existing Dorel products that meet local safety standards. During 2009, the Company invested \$2.4 million USD with the total investment expected to be less than \$4 million USD, consisting mostly of moulds and cash.

On January 27, 2009 Dorel announced a further strengthening of its successful high-end European juvenile lines with the purchase of all of the outstanding shares of Belgium-based *BABY ART bvba*. Created in 2006, the Company markets its products under the BABY ART and HOPPOP brands. The innovative baby products and accessories, feature outstanding modern designs, are highly popular with consumers and have received rave reviews. The BABY ART and HOPPOP lines are being integrated into Dorel Europe's existing marketing plans and distribution networks. The purchase price was 4.1 million Euros, or \$5.4 million USD and was financed through debt.

On March 17, 2009, the Company announced a normal course issuer bid ("NCIB"). Under the NCIB, Dorel is entitled to repurchase for cancellation up to 1,458,624 Class B Subordinate Voting Shares over a twelve-month period commencing March 20, 2009 and ending March 19, 2010, representing 5% of Dorel's issued and outstanding Class B Subordinate Voting Shares. The purchases by Dorel are effected through the facilities of the Toronto Stock Exchange and are made at the market price of the Class B Subordinate Voting Shares at the time of the purchase. The Board of Directors of Dorel considers that the underlying value of Dorel may not be reflected in the market price of its Class B Subordinate Voting Shares at certain times during the term of the NCIB. The Board of Directors has therefore concluded that the repurchase of shares at certain market prices may constitute an appropriate use of financial resources and be beneficial to Dorel and its shareholders. During the NCIB period the Company acquired a total of 477,980 Class B Subordinate Voting Shares at a total cost of \$11.9 million USD.

On April 2, 2009, the Company announced that within its Recreational / Leisure Segment, it was establishing five Centres of Excellence around the world, with each location focused on market leadership in a specific market segment or expertise. These centres are located in Bethel, Connecticut; Basel, Switzerland; Madison, Wisconsin; Vancouver, British Columbia and Taichung, Taiwan. All North American product development, marketing and business management functions for all four high-end cycling brands, Cannondale, Schwinn, GT and Mongoose, has been transitioned to Bethel, within the Cycling Sports Group ("CSG"). In addition, the Company's North American CSG operations are being reduced from five locations to two.

In addition, CSG is creating a bicycle testing laboratory at its facilities in Bedford, Pennsylvania. This facility will focus its existing operations on bicycle assembly, machining, testing and quality control, warranty repair, inside sales and service, distribution and customer support, including a new call centre on-site. In shifting Bedford's operations away from bicycle frame manufacturing, CSG will be able to take full advantage of the strengths and capabilities of the new Taichung, Taiwan-based location for manufacturing oversight, sourcing, testing and quality control. The total cost of the overall re-organization plan is expected to be no more than \$4.5 million USD, the majority of which will be related to employee re-location and severance. These costs are being incurred over the course of 2009 and 2010, with \$2.9 million USD having been incurred in 2009.

During 2009 the Company announced three asset acquisitions in the Recreational / Leisure Segment. On July 15, 2009, the Company acquired certain assets of IronHorse Bicycles, including inventory, various trademarks and

trade names, including the IronHorse brand, in a transaction valued at \$5.6 million USD. Founded in 1987 in New York, IronHorse is marketed throughout North America and internationally and is best known for its downhill and extreme trail bicycles.

On August 4, 2009 the Company acquired the assets of Sydney, Australia-based Gemini Bicycles for \$2.0 million USD and the acquired assets are being integrated with the Company's existing Australian bicycle operations under the new CSG Australia division. The new division will combine the Company's major Recreational / Leisure brands; Schwinn, Mongoose, Cannondale, GT and SUGOI under one operation which will be dedicated to the IBD channel.

On October 1, 2009 Dorel acquired certain assets of UK-based Hot Wheels and Circle Bikes, the UK's preeminent distributors of the Mongoose and GT brands. Hot Wheels has a portfolio of top selling, innovative bicycle products and components which are marketed to retail and leisure outlets throughout the UK. Circle Bikes also owns the popular Charge brand. Sales for the most recent fiscal year were approximately £14 million (\$22 million USD), the majority of the revenue from Hot Wheels. The acquisition price was £6.7 million or \$10.6 million USD, including possible additional consideration contingent upon a formulaic variable price based mainly on the future earnings of the acquired business. In parallel a new subsidiary, CSG UK, based in Poole, Dorset, was created to drive the future growth of the Mongoose, GT and Cannondale brands. CSG UK will be dedicated to the IBD channel and will coordinate all sales, marketing, distribution and customer service to better support its growing network of dealers in the UK.

During the course of 2008 and 2009, the businesses within the Recreational / Leisure Segment were re-organized into three groups referred to as the CSG, the Pacific Cycle Group ("PCG") and the Apparel and Footwear Group ("AFG"). CSG services the independent bicycle dealers ("IBD") retail bicycle channel and focuses exclusively on this category principally with the premium-oriented Cannondale, SUGOI and GT brands. PCG has an exclusive focus on mass merchant and sporting goods chain customers. The mass merchant product line is sold mainly under the Schwinn and Mongoose brands which are used on bicycles, parts and accessories. The main brand sold to the sporting goods chain is the IronHorse brand. In Europe and elsewhere around the world, certain brands are sold across these distribution channels and as an example, in the UK, Mongoose is a very successful IBD brand. Sales of sports apparel and related products are made by AFG through the IBDs, various sporting good chains and specialty running stores.

On March 30, 2010, the Company announced its intend to make a normal course issuer bid ("NCIB"). Under the NCIB, Dorel will be entitled to repurchase for cancellation up to 700,000 Class B Subordinate Voting Shares over a twelve-month period commencing April 1, 2010 and ending March 31, 2011, representing 2.4% of Dorel's issued and outstanding Class B Subordinate Voting Shares. The purchases by Dorel will be effected through the facilities of the Toronto Stock Exchange and will be made at the market price of the Class B Subordinate Voting Shares at the time of the purchase. The Board of Directors of Dorel considers that the underlying value of Dorel may not be reflected in the market price of its Class B Subordinate Voting Shares at certain times during the term of the NCIB. The Board of Directors has therefore concluded that the repurchase of shares at certain market prices may constitute an appropriate use of financial resources and be beneficial to Dorel and its shareholders.

NARRATIVE DESCRIPTION OF THE BUSINESS

Operating Segments and Principal Products

Within each of Dorel's three segments, there are several operating divisions or subsidiaries. Each segment has its own President and is operated independently by a separate group of managers. Senior management of the Company coordinates the businesses of all segments and maximizes cross-selling, cross-marketing, procurement and other complementary business opportunities.

Dorel conducts its business through a variety of sales and distribution arrangements. These consist of: salaried employees; individual agents who carry the Company's products on either an exclusive or non-exclusive basis; individual specialized agents who sell products, including Dorel's, exclusively to one customer such as a major

discount chain; and sales agencies who employ their own sales force. While retailers carry out the bulk of the advertising of Dorel's products, all of the segments advertise and promote their products through the use of advertisements in specific magazines, multi-product brochures, on-line and other media outlets.

Dorel believes that its commitment to providing a high quality, industry-leading level of service has allowed it to develop successful and mutually beneficial relationships with major retailers. A high level of customer satisfaction has been achieved by fostering particularly close contacts between Dorel's sales representatives and clients. Permanent, full-service agency account teams have been established in close proximity to certain major accounts. These dedicated account teams provide these customers with the assurance that inventory and supply requirements will be met and that any problems will be immediately addressed.

Dorel is a manufacturer as well as an importer of finished goods, the majority of the latter from overseas suppliers. As such, the Company relies on its suppliers for both finished goods and raw materials and has always prided itself on establishing successful long-term relationships both domestically and overseas. The Company has established a workforce of over 200 people in mainland China and Taiwan whose role is to ensure the highest standard of quality of its products and to ensure that the flow of product is not interrupted. The recent economic downturn has illustrated the quality of these supplier relationships in that Dorel has not been adversely affected by its supplier base and their continuing ability to service Dorel.

In addition to its solid supply chain, quality products and dedicated customer service, strong recognized consumer brands are an important element of Dorel's strategy. As examples, in North America, Dorel's Schwinn and Cannondale product lines are among the most recognized brand names in the sporting goods industry. Safety 1st is a highly regarded Dorel brand in the North American juvenile products market. Throughout Europe the Maxi-Cosi brand has become synonymous with quality car seats and in France, Béb  Confort is universally recognized and has superior brand awareness. These brands, and the fact that Dorel has a wide range of other brand names, allows for product and price differentiation within the same product categories. Product development is the final element of Dorel's past and future growth. Dorel has invested heavily in this area, focusing on innovation, quality, safety and speed to market with several design and product development centres. Over the past two years, Dorel has spent over \$60 million USD on new product development.

Operating Segments

Juvenile

The Juvenile Segment manufactures and imports products such as infant car seats, strollers, high chairs, toddler beds, cribs, playpens, swings and infant health and safety aids. Globally, within its principal categories, Dorel's combined juvenile operations make it the largest juvenile products company in the world. The segment operates in North America, Europe, Australia and Brazil and exports product to almost 100 countries around the world. DJG USA's operations in the United States are headquartered in Columbus, Indiana, where North American manufacturing and car seat engineering is based, with facilities in Foxboro, Massachusetts and Ontario, California. The majority of products are conceived, designed and developed at the Foxboro location. Car seat development is in the process of being centralized at the Company's new state-of-the-art car seat Design and Development Competency Centre in Columbus. Dorel Distribution Canada is located in Montreal, Qu bec with a sales force and showroom in Toronto, Ontario and sells to customers throughout Canada. The principal brand names in North America are Cosco, Safety 1st Maxi-Cosi and Quinny. In addition, several brand names are used under license, the most significant being the well-recognized Eddie Bauer brand.

In North America, the majority of juvenile sales are made to mass merchants, department stores and hardware/home centres, where consumers' priorities are design oriented, with a focus on safety and quality at reasonable prices. Therefore sales to these channels are principally entry level to mid-price point products. Using innovative product designs, higher-end price points are also being serviced to these customers, representing additional sales opportunities for the segment. There are several juvenile products companies servicing the North American market with Dorel being among the three largest along with Graco (a part of the Newell Group of companies) and Evenflo Company Inc.

Dorel Europe is headquartered in Paris, France with major product design facilities located in Cholet, France and Helmond, the Netherlands. Sales operations along with manufacturing and assembly facilities are located in France, the Netherlands and Portugal. In addition, sales and/or distribution subsidiaries are located in Italy, Spain, the United Kingdom, Germany, Belgium and Switzerland. In Europe, products are principally marketed under the brand names Béb  Confort, Maxi-Cosi, Quinny, Baby Relax, Safety 1st, HOPPOP and BABY ART. In Europe, Dorel sells juvenile products primarily across the mid-level to high-end price points. With its well recognized brand names and superior designs and product quality, the majority of European sales are made to large European juvenile product chains along with independent boutiques and specialty stores. Dorel is one of the largest juvenile products companies in Europe, competing with others such as Britax, Bugaboo, Peg Perego, Chicco, Jane and Graco, as well as several smaller companies.

In Australia, Dorel is the majority shareholder in Dorel Australia which manufactures and distributes its products under several local brands, the most prominent of which are Bertini and Mother's Choice. IGC has done an exceptional job of introducing and integrating Dorel's North American and European brands in Australia and New Zealand, broadening their sales range. Sales are made to both large retailers and specialty stores. In January 2009 the Company established Dorel Brazil, a new operating division with a local partner. Dorel Brazil began manufacturing car seats locally in 2009, as well as importing existing Dorel products that meet local safety standards. Dorel Asia sells cribs and other juvenile furniture to various major retailers. Over and above its branded sales, many of Dorel's juvenile divisions also sell products to customers which are marketed under various house brand names. In 2009, the Juvenile Segment accounted for 46% of Dorel's revenues.

Recreational/Leisure

The Recreational / Leisure Segment's businesses participate in a marketplace that totals approximately \$55 billion USD in retail sales annually. This includes bicycles, bicycling and running footwear and apparel, jogging strollers and bicycles trailers, as well as related parts and accessories. The breakdown of bicycle industry sales around the world is approximately 50% in the Asia-Pacific region, 22% in Europe, 12% in North America, with the balance in the rest of the world. Bicycles are sold in the mass merchant channel, at sporting goods chains and in the IBD distribution channel.

In the US, mass merchants have captured a greater share of the market over the past 15 years and today account for over 70% of unit sales. Despite the growth of the mass merchant channel, the IBD channel remains an important retail outlet in North America, Europe and other parts of the world. IBD retailers specialize in higher-end bicycles and deliver a level of service to their customers that the mass merchants cannot. Retail prices in the IBDs are much higher, reaching up to over \$10,000 USD. This compares to the mass merchant channel where the average retail price is less than \$100 USD. The sporting goods chains sell bicycles in the mid-price range and in the US this channel accounts for less than 10% of total industry retail sales.

Brand differentiation is an important part of the bicycle industry with different brands being found in the different distribution channels. High-end bicycles and brands would be found in IBD's and some sporting goods chains, whereas the other brands can be purchased at mass market retailers. Consumer purchasing patterns are generally influenced by economic conditions, weather and seasonality. Principal competitors include Huffy, Dynacraft, Trek, Giant, Specialized, Scott and Raleigh. In Europe, the market is much more fragmented as there is additional competition from much smaller companies that are popular in different regions.

The segment's worldwide headquarters is based in Bethel, Connecticut. There are also significant operations in Madison, Wisconsin, Vancouver, British Columbia and Bedford, Pennsylvania. In addition, distribution centres are located in California and Illinois. European operations are headquartered in Oldenzaal, the Netherlands with operations in Basel, Switzerland. Globally there are sales and distribution companies based in Australia, the United Kingdom and Japan. There is a sourcing operation based in Taiwan established to oversee the segment's Far East supplier base and logistics chain, ensuring that the Company's products are produced to meet the exacting quality standards that are required.

The IBD retail channel is serviced by CSG which focuses exclusively on this category principally with the premium-oriented Cannondale, SUGOI and GT brands. PCG has an exclusive focus on mass merchant and

sporting goods chain customers. The mass merchant product line is sold mainly under the Schwinn and Mongoose brands which are used on bicycles, parts and accessories. The main brand sold to the sporting goods chain is the newly acquired IronHorse brand. In Europe and elsewhere around the world, certain brands are sold across these distribution channels and as an example, in the UK, Mongoose is a very successful IBD brand. Sales of sports apparel and related products are made by AFG through the IBDs, various sporting good chains and specialty running stores. AFG competes with such brands as Nike, Pearl Izumi, Adidas, among others, as well as some of the bicycle brands. In 2009, the Recreational/Leisure segment accounted for 32% of Dorel's revenues.

Home Furnishings

Dorel's Home Furnishings Segment participates in the \$80 billion USD North American furniture industry. Dorel ranks in the top ten of North American furniture manufacturers and marketers and has a strong foothold in both North American manufacturing and importation of furniture, with a significant portion of its supply coming from its own manufacturing facilities and the balance through sourcing efforts in Asia. Dorel is also the number two manufacturer of RTA furniture in North America. Products are distributed from the Company's North American manufacturing locations as well as from several distribution facilities.

Dorel's Home Furnishings Segment consists of five operating divisions. They are Ameriwood, Altra Furniture ("Altra"), Cosco, Dorel Home Products ("DHP") and Dorel Asia. Ameriwood specializes in domestically manufactured RTA furniture and is headquartered in Wright City, Missouri. Ameriwood's manufacturing and distribution facilities are located in Tiffin, Ohio, Dowagiac, Michigan, and Cornwall, Ontario. Altra is also located in Wright City, Missouri and designs and imports furniture mainly within the home entertainment and home office categories. Cosco Home & Office is located in Columbus, Indiana and the majority of its sales are of metal folding furniture, step stools and specialty ladders. DHP, located in Montreal, Québec, manufactures futons and baby mattresses and imports futons, bunk beds and other accent furniture. Major distribution facilities are also located in California and Georgia. Dorel Asia specializes in sourcing upholstery and a full range of finished goods from Asia for distribution throughout North America.

While industry furniture sales declined in 2009 due to the significant drop in new housing, Dorel's sales in home furnishings increased. Dorel has significant market share within its product categories and has a strong presence with its customer base. Sales are concentrated with mass merchants, warehouse clubs, home centres, and office and electronic superstores. Dorel markets its products under generic retail house brands as well as under a range of branded product including; Ameriwood, Altra, System Build, Ridgewood, Dorel Fine Furniture, and Cosco Home & Office. The Dorel Home Furnishings Segment has many competitors including Sauder Manufacturing in the RTA category, Mecor in the folding furniture category, and Werner in ladders. In 2009, this segment accounted for 22% of Dorel's revenues.

Distribution

Dorel sells its products primarily to major retail chains. In 2009, Dorel had sales to the following: (i) mass merchant discount chains; (ii) speciality stores; (iii) department stores; (iv) hardware / home centres; (v) independent stores and (vi) sporting good stores.

Dorel conducts its business through a variety of sales and distribution arrangements. These consist of salaried Dorel employees; individual agents who carry Dorel's products on either an exclusive or non-exclusive basis; individual specialized agents, who sell products, including Dorel's, exclusively to one customer such as a major discount chain; and sales agencies, which employ their own sales force.

While retailers carry out the bulk of the advertising of Dorel's products, all of the segments advertise and promote their products through the use of advertisements in specific magazines, multi-product brochures and other media outlets.

Major Customers

For the year ended December 30, 2009, one customer accounted for over 10% of the Company's revenues, at 31.4% of Dorel's total. In 2008, this customer accounted for 30.4% of revenues. Dorel believes that its commitment to provide a high-quality, industry-leading level of service has allowed it to develop successful and mutually-

beneficial relationships with such major retailers as Wal-Mart, Target, K-Mart and Toys “R” Us. Dorel has achieved high levels of customer satisfaction by fostering particularly close contacts between its sales representatives and clients. To this end, Dorel has a permanent, full-service account team dedicated exclusively to Wal-Mart, located near Wal-Mart’s headquarters in Bentonville, Arkansas. Dorel has also engaged account teams dedicated exclusively to Target, K-Mart and Toys “R” Us. These dedicated account teams give Dorel’s customers the assurance that inventory and supply requirements will be met and that any problems will be immediately addressed. The account teams also provide product and market analysis and can assist with product specification and design.

Dorel believes that its mass merchant customer’s preference is to buy from fewer but larger suppliers who are able to deliver a wide range of products, provide greater security of supply and render increased levels of service. Dorel believes that its ability to deliver a wide range of products on a reliable basis, combined with its demonstrated commitment to service, provides it with an important competitive advantage in this environment.

Dorel’s relationship with each of Wal-Mart, Target, K-Mart and Toys “R” Us has the additional benefit of providing Dorel with important feedback which it uses to improve its product offerings and to respond rapidly to changing market trends.

Foreign Operations

In 2009, 63% of Dorel’s sales took place in the United States, 6% in Canada and 31% in Europe and elsewhere. In 2008, these percentages were 63% in the United States, 5% in Canada and 32% in Europe and elsewhere. The origin of Dorel’s sales in 2009 from its various facilities is as follows: United States – 56%, Canada – 12%, Europe – 25% and elsewhere – 7%. In 2008 these percentages were: United States – 55%, Canada – 11%, Europe – 27% and elsewhere – 7%.

Components

Dorel purchases raw materials, component parts and finished goods. The main commodity items purchased for production include particleboard and plastic resins, as well as corrugated cartons. Key component parts include car seat and futon covers, hardware, buckles and harnesses and futon frames. These parts are derived from textiles, and a wide assortment of metals, plastics, and wood. The Company’s finished goods purchases are largely derived from steel, aluminum, resins, textiles, rubber, and wood.

Intangible Properties

Strong consumer brands are an important element of Dorel’s strategy. As examples, in North America, Dorel’s Cannondale and Schwinn product lines are two of the most recognized sporting goods brand names. Safety 1st is a highly-regarded Dorel brand in the North American juvenile products market. In Europe, Bébé Confort is universally recognized and has superior brand awareness in France. Throughout Europe, the Maxi-Cosi brand had become synonymous with quality car seats. These brands, and the fact that Dorel has a wide range of other brand names, allows for product and price differentiation within the same product categories. Additionally, Dorel is the sole owner of all patents, brands and manufacturing licenses for its products. The loss of any one of these patents would not have material adverse effects on Dorel’s operations.

Cycles

Though revenues at the operating segments within Dorel may vary in their seasonality, for the Company as a whole, variations between quarters are not significant. With the growth in the Recreational/Leisure Segment, revenues in the second quarter were the highest of all the quarters. However, even with the increase in that segment, the proportion of annual sales in the second quarter remains at less than 30% of the annual total.

Competitive Conditions

With regards to the Juvenile Segment, Dorel is among the three largest juvenile products companies in North America, along with Graco (a part of the Newell Group of companies) and Evenflo Company Inc. In Europe, Dorel is also one of the largest juvenile products companies, competing with companies such as Britax, Peg Perego, Chicco, Bugaboo, Jane and Graco, as well as several smaller companies. Within its principal categories, Dorel's combined juvenile operations make it the largest juvenile products company in the world.

In Recreational/Leisure, brand differentiation is an important part of the bicycle industry with different brands being found in the different distribution channels. High end bicycles and brands would be found in IBD's and some sporting goods chains, whereas the other brands can be purchased in mass market retailers. Consumer purchasing patterns are generally influenced by economic conditions, weather and seasonality. Principal competitors include Huffy, Dynacraft, Trek, Giant, Specialized, Scott and Raleigh. In Europe, the market is much more fragmented as there is additional competition from much smaller companies that are popular in different regions.

Dorel's Home Furnishings Segment participates in the North American furniture industry. Dorel ranks in the top ten of North American furniture manufacturers and marketers and has a strong foothold in both North American manufacturing and importation of furniture, with a significant portion of its supply coming from its own manufacturing facilities and the balance through sourcing efforts in Asia. Dorel is also the number two manufacturer of RTA furniture in North America. Products are distributed from our North American manufacturing locations as well as from several distribution facilities. The Dorel Home Furnishings Segment has many competitors including Sauder Manufacturing in the RTA category, Meco in the folding furniture category, and Werner in ladders.

Although the diversity of products and fragmented markets of the home furnishings and recreational / leisure products industries make useful comparisons difficult, Dorel believes that the following table sets out the major competitors of each of its business segments:

<u>Juvenile Segment</u>	<u>Recreational/Leisure Segment</u>	<u>Home Furnishings Segment</u>
<u>North America</u>	Huffy	Sauder
Evenflo / Graco	Dynacraft	Lifetime / Tri-Cam
Peg Perego / Kolcraft	Trek	Werner / Louisville Ladder Group
The First Years / Fisher Price	Derby	Meco
Britax / Summer	Giant	Mylex / Z-Line
Bugaboo / Chicco	Specialized	Linon
	Raleigh	Victoryland
<u>Europe</u>	Kent	Delta
Britax Romer	Bridgeway	Dutailier
Bugaboo		Talon
Team Tex / Stokke		Other imports from the Orient
Peg Perego / Jane		
L'inglesina Baby		
Graco - Teutonia Sandford		
Artsana		
(Chicco,Prenatal,Neobaby)		

Product Development

Product development is an important element of Dorel's past and future growth. As a growing consumer products company, Dorel has invested heavily in this area, focusing on innovation, quality, safety and speed to market with several design and product development centres. Each of Dorel's operating segments generally introduces a large number of new products. Additionally, quality control is an essential part of Dorel's competitive position. Most products are developed to exclusive specifications and rigid safety standards, particularly with regards to the Juvenile Segment.

North American research and development is done at several locations. Juvenile products are conceived, designed and developed at DJG's Foxboro, Massachusetts location. Car seat development is in the process of being centralized at the Company's new state-of-the-art car seat Design and Development Competency Centre in Columbus, Indiana. Car seat engineering is done at DJG's plant in Columbus, Indiana. This facility includes a 25,000 square foot area with respect to car seats and also new home furnishings products carried by the Cosco Home & Office division. Furniture products and futons are conceived and developed at a design centre at Ameriwood's head office in Wright City, Missouri as well as at Dorel Home Products in Montreal, Québec. In Europe, development is carried out in Helmond, the Netherlands and Cholet, France. Recreational products are conceived and designed principally in Bethel, Connecticut, Madison, Wisconsin and Vancouver, British Columbia.

As new product development is vital to the continued success of Dorel, it must make capital investments in research and development, moulds and other machinery, equipment and technology. It is expected that Dorel will invest at least \$35.0 million USD over the course of 2010 to meet its new product development and other growth objectives. It is expected that these capital additions will be funded by cash flow generated from existing operations.

Environmental Protection

To Dorel's knowledge, all Dorel segments currently operate within existing environmental regulations. Dorel assumed certain environmental liabilities and contingencies associated with the Dowagiac, Michigan facility acquired with the purchase of Ameriwood in 1998. At December 30, 2009 the balance of the provision recognized in connection with this contingency amounts to \$178,000 USD. Any amounts incurred in excess of the provision are not expected to have a material adverse affect on the Company.

Employees

At the end of fiscal 2009, Dorel employed approximately 4,500 people in 19 countries. Approximately 2,800 of these employees are based in North America, of which 1,100 are unionized. These unionized employees are subject to a total of five collective agreements. The majority of the remaining 1,700 employees are based in Europe, of which 100 are unionized. These unionized employees are subject to a total of four collective agreements.

RISK FACTORS

General Economic Conditions

The economic conditions that worsened over the course of 2008 continued into 2009 with only moderate signs of recovery. In 2010 various governmental and other agencies have predicted that any recovery to come is likely to be slow and as such over the course of 2010, the Company does not expect a dramatic improvement in the economy and the resultant impact on consumers' buying habits. While Dorel is not immune to these conditions, the nature of the great majority of the Company's products, and the customers to which Dorel's products are sold, protect the Company to a certain extent. Over the course of Dorel's 48 year history, the Company has experienced several economic downturns and its products have proven to be ones that consumers continue to purchase. This was illustrated again in 2009 in that given the economic situation; the Company posted relatively stellar results.

In the Juvenile Segment, the Company believes that demand for its products remains steady as child safety is a constant priority and parents require products that fill that need regardless of economic conditions. In Home Furnishings, Dorel concentrates exclusively on value priced items and sells the majority of its products through the mass merchant distribution channel. During difficult economic times, when shopping for furniture, consumers are likely to spend less and tend to eschew furniture store outlets and shop at the mass merchants for reasonably priced items. In Recreational / Leisure, the Company's newest segment, the Company believes that recent consumer trends that consider health and environmental concerns will also help buffer this segment against possible declines in overall consumer spending. In addition, Dorel offers a great deal of product in the value priced product category available at its mass merchant customers. This means that should consumers elect to spend less on a particular recreational / leisure product, Dorel has alternatives to higher priced items.

Product Costs and Supply

Dorel purchases raw materials, component parts and finished goods. The main commodity items purchased for production include particleboard and plastic resins, as well as corrugated cartons. Key component parts include car seat and futon covers, hardware, buckles and harnesses, and futon frames. These parts are derived from textiles, and a wide assortment of metals, plastics, and wood. The Company's finished goods purchases are largely derived from steel, aluminum, resins, textiles, rubber, and wood.

After remaining at relatively low levels throughout the first half of 2009, raw material prices started increasing in the second half of the year. Although resin prices increased during the second half of 2009 in North America, pricing still remained below 2008 peak levels. Particleboard pricing in North America decreased by approximately 10% in 2009.

Dorel is among North America's top 30 importers in terms of container volume from the Far East. Container freight costs were lower in 2009 relative to 2008 due to a large surplus of container vessels. Container freight rates started rising in the fourth quarter of 2009. Rates should continue to increase in 2010 as all major ocean liners significantly cut capacity by laying-up surplus vessels.

The Company's suppliers of components and finished goods input costs also increased in the second half of 2009 but remained below 2008 peak levels. The Chinese currency ("RMB") as well as labour costs held stable for the year.

Dorel relies on its suppliers for both finished goods and raw materials and has always prided itself on establishing successful long-term relationships both domestically and overseas. Dorel's supplier base was not significantly adversely affected by the economic downturn in 2009 and the Company remains committed to actively working with its supplier base to ensure that the flow of product is not interrupted. Should the Company's major existing vendors be unable to supply Dorel, this could have an adverse affect on the Company going forward.

Foreign Currency Fluctuations

As a multinational company, Dorel uses the US dollar as its reporting currency. As such, Dorel is subject to risk due to variations in currency values against the US dollar. Foreign currency risk occurs at two levels; operational and translational. Operational currency risk occurs when a given division either incurs costs or generates revenues in a currency other than its own functional currency. The Company's operations that are most affected by operational currency risk are those that operate in the Euro zone, the United Kingdom, Canada, Brazil and Australia. Translational risk occurs upon conversion of non-US functional currency divisions' results to the US dollar for reporting purposes. As Dorel's European, Brazilian and Australian operations are the only significant subsidiaries that do not use the US dollar as their functional currency; translational risk is limited to only those operations. The two major functional currencies in Europe and the UK are the Euro and Pound Sterling.

Dorel's European, Australian and Brazilian operations are negatively affected by a stronger US dollar as portions of its purchases are in that currency, while its revenues are not. Dorel's Canadian operations within Home Furnishings benefit from a stronger US dollar as large portions of its revenues are generated in the United States and the majority of its costs are in Canadian dollars. This situation is mitigated somewhat by Dorel Distribution Canada's juvenile operations that import US dollar denominated goods and sells to Canadian customers. As a result, over the past several years, the weakening of the US dollar against the Euro, Pound Sterling and Canadian dollar has had an overall impact that was not material year-over-year as these various impacts have offset. However, these offsetting impacts occur in different segments, meaning the negative impact of a stronger US dollar occurs in the Juvenile Segment while the positive impact occurs mainly in the Home Furnishings Segment. The Recreational / Leisure Segment impact is generally neutral, with its European operations offsetting against its Canadian operations.

Where advantageous, the Company uses options, futures and forward contracts to hedge against these adverse fluctuations in currency. Further details on the Company's hedging strategy and the impact in the year can be found in Note 14 to the Company's year-end consolidated financial statements. While the Canadian and

European operations help offset the possible negative impact of changes in the US dollar, a significant change in the value of the US dollar would affect future earnings.

Concentration of Revenues

For the year ended December 30, 2009, one customer accounted for over 10% of the Company's revenues, at 31.4% of Dorel's total. In 2008, this customer accounted for 30.4% of Dorel's revenues. Dorel does not have long-term contracts with its customers, and as such revenues are dependent upon Dorel's continued ability to deliver attractive products at a reasonable price, combined with high levels of service. There can be no assurance that Dorel will be able to sell to such customers on an economically advantageous basis in the future or that such customers will continue to buy from Dorel.

Customer and Credit Risk

The majority of the Company's revenue is derived from sales to major retail chains in North America and Europe. The balance of Dorel's sales are made mostly to specialty juvenile stores in Europe and independent bike dealers in both the United States and Europe. To minimize credit risk, the Company conducts ongoing credit reviews and maintains credit insurance on selected accounts. Should certain of these major retailers cease operations, there could be a material short term adverse effect on the Company's consolidated results of operations. In the long term, the Company believes that should certain retailers cease to exist, consumers will shop at competitors at which Dorel's products will generally also be sold.

Product Liability

As with all manufacturers of products designed for use by consumers, Dorel is subject to numerous product liability claims, particularly in the United States. At Dorel, there is an ongoing effort to improve quality control and to ensure the safety of its products. The Company insures itself to mitigate its product liability exposure. No assurance can be given that a judgment will not be rendered against it in an amount exceeding the amount of insurance coverage or in respect of a claim for which Dorel is not insured.

Income Taxes

The Company's current organizational structure has resulted in a comparatively low effective income tax rate. This structure and the resulting tax rate are supported by current domestic tax laws in which the Company operates and by the interpretation and application of these tax laws. The rate can also be affected by the application of income tax treaties between these various jurisdictions. Unanticipated changes to these interpretations and applications of current domestic tax laws, or to the tax rates and treaties, could impact the effective income tax rate of the Company going forward.

Product and Brand Development

To support continued revenue growth, the Company must continue to update existing products, design innovative new items, develop strong brands and make significant capital investments. The Company has invested heavily in product development and plans to keep it at the centre of its focus. In addition, the Company must continue to maintain, develop and strengthen its end-user brands. Should the Company invest in or design products that are not accepted in the marketplace, or if its products are not brought to market in a timely manner, and in certain cases, fail to be approved by the appropriate regulatory authorities, this could negatively impact future growth.

Regulatory Environment

The Company operates in certain industries which are highly regulated and as such operates within constraints imposed by various regulatory authorities. In recent years greater concern regarding product safety has resulted in more onerous regulations being placed on the Company as well as on all of the Company's competitors operating in these industries. Dorel has always operated within this environment and has always placed a great deal of resources on meeting these obligations, and is therefore well positioned to meet these regulatory requirements. However, any future regulations that would require additional costs could have an impact on the Company going forward.

Liquidity and Access to Capital Resources

Dorel requires continued access to capital markets to support its activities. Part of the Company's long-term strategy is to grow through the acquisition of complementary businesses that it believes will enhance the value of the Company for its shareholders. To satisfy its financing needs, the Company relies on long-term and short-term debt and cash flow from operations. The recent severe tightening of global credit markets has made new loans, even for creditworthy businesses, extremely difficult or expensive to obtain. However, the Company's banking relationships are strong and its credit facilities are secured into 2010. Any impediments to the Company's ability to access capital markets, including significant changes in market interest rates, general economic conditions or the perception in the capital markets of the Company's financial condition or prospects, could have a material adverse effect on the Company's financial condition and results of operation.

Valuation of Goodwill and other Intangible Assets

As part of annual impairment tests, the value of goodwill and other indefinite life intangible assets are subject to significant assumptions, such as future expected cash flows and assumed discount and weighted average cost of capital rates. In addition, the value of customer relationship intangible assets recognized includes significant assumptions in reference to customer attrition rates and useful lives. Should current market conditions adversely affect the Company's expectations of future results, this could result in a non-cash impairment being recognized at some point in the future. Additionally, in the current market environment, some of the other assumptions could be impacted by factors beyond the Company's control. For example, more conservative risk assumptions could materially affect these valuations and could require a downward adjustment in the value of these intangible assets in the future.

DIVIDENDS

During fiscal year 2009, the Company declared and paid four quarterly dividends in the amount of twelve and one-half cents (\$0.125 USD) per share on the Class A Multiple Voting Shares, Class B Subordinate Voting Shares and Deferred Share Units of the Company for an aggregate amount \$0.50 USD per share, or \$16.6 million USD. In 2008, these four quarterly dividends totalled \$16.7 million USD. In 2007, the first year in which dividends were declared, three quarterly dividends were paid for an aggregate amount of \$12.5 million USD. Under the Company's current financing arrangements, the payment of dividends is prohibited if the Company is in default under its credit agreement. These financing arrangements also include certain customary financial covenants that may indirectly restrict the Company's ability to pay dividends.

DESCRIPTION OF CAPITAL STRUCTURE

The designation of each class and series of the Company's authorized share capital is as follows:

- An unlimited number of preferred shares without nominal or par value, issuable in series (none of which are outstanding as at the date hereof), with such rights and conditions as may be determined by the Board of Directors of the Company prior to issuance thereof, carrying no voting rights, except as prescribed by law, and ranking prior to the Class A Multiple Voting Shares and Class B Subordinate Voting Shares with respect to the payment of dividends and return of capital in the event of liquidation, dissolution or other distribution of the assets of the Company for purpose of winding-up its affaires;
- An unlimited number of Class A Multiple Voting Shares (ten votes per share) without nominal or par value, convertible at any time at the option of the holder into Class B Subordinate Voting Shares on a one-for-one basis, entitling their holders to participate equally with the holders of the Class B Subordinate Voting Shares in respect of payment of dividends, and ranking equally with the Class B Subordinate Voting Shares in respect of return of capital in the event of liquidation, dissolution or other distribution of the assets of the Company for purpose of winding-up its affaires; and
- An unlimited number of Class B Subordinate Voting Shares (one vote per share) without nominal or par value, convertible into Class A Multiple Voting Shares, under certain circumstances, if an offer is made to

purchase the Class A Multiple Voting Shares, entitling their holders to participate equally with the holders of the Class A Multiple Voting Shares in respect of payment of dividends, and ranking equally with the Class A Multiple Voting Shares in respect of return of capital in the event of liquidation, dissolution or other distribution of the assets of the Company for purpose of winding-up its affairs.

MARKET FOR SECURITIES

The Company's Class A Multiple Voting Shares and Class B Subordinate Voting Shares are listed on the Toronto Stock Exchange under the symbols DII.A and DII.B, respectively.

The following provides the price range and volume traded on the Toronto Stock Exchange of each type of security of the Company for each month of 2009:

Month	Class A Multiple Voting Shares			Class B Subordinate Voting Shares		
	Price Range (in Canadian dollars)		Volume Traded	Price Range (in Canadian dollars)		Volume Traded
	Low	High		Low	High	
January	\$ 21.50	\$ 28.00	4,400	\$ 21.25	\$ 28.46	1,695,390
February	\$ 19.50	\$ 24.46	4,046	\$ 19.07	\$ 24.78	936,384
March	\$ 15.01	\$ 19.85	8,963	\$ 15.00	\$ 19.99	1,959,348
April	\$ 19.75	\$ 24.99	22,464	\$ 18.70	\$ 24.88	1,732,074
May	\$ 21.80	\$ 23.35	3,208	\$ 20.91	\$ 23.48	1,677,921
June	\$ 22.64	\$ 26.50	13,415	\$ 22.30	\$ 27.30	1,648,266
July	\$ 23.99	\$ 26.46	12,600	\$ 23.76	\$ 27.31	1,188,466
August	\$ 25.00	\$ 30.10	7,330	\$ 24.98	\$ 30.28	867,703
September	\$ 28.50	\$ 29.50	2,600	\$ 28.00	\$ 30.15	1,302,383
October	\$ 28.77	\$ 31.35	6,310	\$ 28.40	\$ 31.48	1,393,749
November	\$ 28.51	\$ 34.50	3,520	\$ 28.26	\$ 35.00	1,557,648
December	\$ 32.49	\$ 33.25	2,824	\$ 31.07	\$ 33.86	1,005,621

DIRECTORS AND SENIOR OFFICERS

As at the date of this annual information form, the name, place of residence, period during which each has served as a director where applicable, offices held with the Company and principal occupations of each of the directors and senior officers of the Company are as follows:

<u>Name and place of residence</u>	<u>Director since</u>	<u>Offices</u>	<u>Principal occupations</u>
Martin Schwartz..... Québec, Canada	1987	President, Chief Executive Officer and Director	President and Chief Executive Officer of the Company
Jeff Segel..... Québec, Canada	1987	Executive Vice-President, Sales and Marketing and Director	Executive Vice-President, Sales and Marketing of the Company
Alan Schwartz..... Québec, Canada	1987	Executive Vice-President, Operations and Director	Executive Vice-President, Operations of the Company
Jeffrey Schwartz..... Ontario, Canada	1987	Executive Vice-President, Chief Financial Officer, Secretary and Director	Executive Vice-President, Chief Financial Officer and Secretary of the Company
Frank Rana..... Montreal, Québec, Canada	—	Vice-President, Finance and Assistant-Secretary	Vice-President, Finance and Assistant Secretary of the Company

<u>Name and place of residence</u>	<u>Director since</u>	<u>Office</u>	<u>Principal occupation</u>
Edward Wyse Québec, Canada	—	Vice-President, Global Procurement	Vice-President, Global Procurement for the Company
Maurice Tousson ⁽¹⁾⁽²⁾ Toronto, Ontario, Canada	1995	Lead Director	President and Chief Executive Officer CDREM Group Inc. (retailer)
Harold P. (Sonny) Gordon, Q.C. ^{(1) (2)} Florida, U.S.A.	2003	Director	Chairman Dundee Corporation (financial services, wealth management and investment company)
Dian Cohen ⁽²⁾ Ontario, Canada	2004	Director	Corporate Director (economic consultant)
Alain Benedetti, FCA ⁽¹⁾ Québec, Canada	2004	Director	Corporate Director
Richard L. Markee New Jersey, U.S.A.	2008	Director	Chairman and Chief Executive Officer The Vitamin Shoppe (retailer and marketer of nutritional products)
Rupert Duchesne Ontario, Canada	2009	Director	President and Chief Executive Officer Groupe Aeroplan Inc. (loyalty-management company)

(1) Member of the Audit Committee

(2) Member of the Human Resources and Corporate Governance Committee

During the last five years, each of the directors and senior officers have been engaged in their present principal occupations or in other executive capacities with the companies indicated opposite their names, with the exception of Mr. Richard L. Markee, who from November of 2006 to September of 2009 was operating partner at Irving Place Capital and from February to November 2006 was Corporate Vice-Chairman at Toys “R” Us, Inc. Prior to that Mr. Markee held various executive positions also at Toys “R” Us. The term of each of the directors listed above will expire at the next annual general meeting of shareholders of the Company.

Beneficial Ownership

As at December 30, 2009, the directors and senior officers beneficially owned in the aggregate, or exercised control or direction over, directly and indirectly, 3,070,400 Class A Multiple Voting Shares, representing 72.6% of the issued and outstanding Class A Multiple Voting Shares, and 1,818,639 Class B Subordinate Voting Shares, representing 6.3% of the issued and outstanding Class B Subordinate Voting Shares of the Company.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Company, none of the foregoing directors or senior officers of the Company is as of the date of this annual information form, or within the last ten years of the date of this annual information form, has been a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to a cease trade or similar order, or an order that denied such company access to any exemption under applicable securities legislation for a period of more than 30 consecutive days

(an "Order") that was issued while the director or senior officer was acting in the capacity as director, chief executive officer or chief financial officer of such company; or

- (b) was subject to an Order that was issued after the director or senior officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer of such company.

To the knowledge of the Company, none of the foregoing directors or senior officers of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially its control:

- (a) is, as of the date of this annual information form, or within the last ten years of the date of this annual information form, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, with the exception of Mr. Gordon, who was a director of Great Northern Paper, Inc., a private U.S. corporation, until June 3, 2002, approximately seven months before such corporation filed for an arrangement under Chapter 11 of the United States Bankruptcy Code in January 2003, followed by its liquidation in May 2003, and with the exception of Mr. Duchesne, who was President and Chief Executive Officer of Aeroplan Income Fund when Air Canada filed for protection under the *Companies' Creditors Arrangement Act* (Canada) on April 1, 2003; or
- (b) has within the last ten years of the date of this annual information form become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his, her or its assets.

To the knowledge of the Company, none of the foregoing directors or senior officers of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially its control, has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

In the normal course of business activities, Dorel is subject to various legal actions, none of which involve any claim for damages exceeding ten percent, exclusive of interest and costs, of Dorel's current assets. Dorel contests these actions and believes that their resolution will not have a material adverse impact on the Company's financial condition.

During fiscal 2009, the Company (i) was not subject to any penalty or sanction imposed by a court relating to securities legislation or by a securities regulatory authority, (ii) was not subject to any other penalty or sanction imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision, and (iii) did not enter into any settlement agreement.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director or senior officer of the Company, and no person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any of the Class A Multiple Voting Shares or Class B Subordinate Voting Shares, and any of their respective associates or affiliates, has or has had a material interest, direct or indirect, in any transaction, within the three most recently completed fiscal years or during the current fiscal year, that has materially affected or is reasonably expected to materially affect the Company.

MATERIAL CONTRACTS

The Company has not entered into any contract out of the ordinary course of its business during fiscal year 2009.

TRANSFER AGENT AND REGISTRAR

Computershare Investor Services Inc., at its principal offices in Toronto, Ontario, is the registrar and transfer agent for the Class A Multiple Voting Shares and Class B Subordinate Voting Shares of the Company.

NAMES AND INTEREST OF EXPERTS

The Company's external auditors are KPMG LLP, 600 de Maisonneuve Boulevard West, Suite 1500, Montreal, Québec H3A 0A3, who reported on the consolidated financial statements as at December 30, 2009 and for the year then ended, which financial statements have been filed under Québec *Regulation 51-102 respecting Continuous Disclosure Obligations* and National Instrument 51-102 *Continuous Disclosure Obligations*. KPMG LLP is independent in accordance with auditors' rules of professional conduct in Québec.

INFORMATION ON THE AUDIT COMMITTEE

Audit Committee Charter

The Audit Committee Charter sets out the roles and responsibilities of the Audit Committee of the Company. A copy of the charter is attached hereto as Schedule B.

Composition of the Audit Committee

The Audit Committee is composed of Messrs. Alain Benedetti, FCA, Maurice Tousson and Harold P. "Sonny" Gordon, Q.C. Each member of the Audit Committee is independent and financially literate within the meaning of Québec *Regulation 52-110 respecting Audit Committees* and National Instrument 52-110 *Audit Committees*.

Financial Literacy

Each member of the Audit Committee has a good command of generally accepted accounting principles and has the ability to understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. This section describes at greater length how these members acquired that financial literacy.

Alain Benedetti, FCA: Mr. Benedetti is the retired Vice-Chairman of Ernst & Young LLP, where he worked for 34 years, most recently as the Canadian area managing partner, overseeing all Canadian operations. Prior thereto, he was the managing partner for eastern Canada and the Montreal office. Mr. Benedetti has extensive experience with both public and private companies and currently serves on the Board of Directors of Russel Metals Inc. and Imperial Tobacco Canada Limited and as a Governor of Dynamic Mutual Funds. A former Chair of the Canadian Institute of Chartered Accountants, Mr. Benedetti has served on the Audit Committee of the Company since 2004 and has been its chairperson since early 2005.

Maurice Tousson: Mr. Tousson is currently the President and Chief Executive Officer of CDREM Group Inc., a chain of retail stores known as Centre du Rasoir or Personal Edge, a position he has held since January 2000. Mr. Tousson has held executive positions at well-known Canadian specialty stores, including Chateau Stores of Canada, Consumers' Distributing and Sports Experts, with responsibilities for operations, finance, marketing and corporate development. Mr. Tousson currently sits on the Board of Directors of several privately held companies. Mr. Tousson holds an MBA degree from Long Island University in New York.

Harold P. "Sonny" Gordon, Q.C.: Mr. Gordon is Chairman and a Director of Dundee Corporation since November 2001, prior to which he was Vice-Chairman of Hasbro Inc., a position he held until May 2002. Mr. Gordon has previously worked as a special assistant to a Minister of the Government of Canada, and was a

managing partner of Stikeman Elliott LLP during his 28-year career as a practicing lawyer. In addition to Dundee, Mr. Gordon also serves as a director on the boards of DundeeWealth Inc., Madacy Holding Inc., Pethealth Inc., SFK Pulp Inc., and Transcontinental Inc.

Pre-approval Policies and Procedures for Audit and Non Audit Services

In 2003, the Audit Committee adopted a policy regarding the breadth of services provided by external auditors. This policy forbids the Company from hiring external auditors to provide certain non-auditing services. Under certain exceptions, the policy provides that the Company may hire external auditors to provide non-audit services that are not prohibited, on condition that they are pre-approved by the Audit Committee. A copy of the policy is attached hereto as Schedule C.

External Auditor Service Fees (by Category)

In 2009, the Company’s auditors were KPMG, LLP. The table below represents all fees paid to the Company’s auditors for the years ended December 30, 2009 and 2008:

	Years ended December 30	
	2009	2008
	(in U.S. dollars)	
Audit fees	\$ 1,765,600	\$ 1,897,000
Audit-related fees.....	16,700	16,600
Tax fees	—	—
All other fees	—	—
TOTAL.....	\$ 1,782,300	\$ 1,913,600

1. Audit fees were charged for professional services rendered by the auditors for the audit of the Company’s annual financial statements or services provided in connection with certain statutory and regulatory filings or engagements.
2. Audit-related fees were charged for miscellaneous assurance and related services that are reasonably related to the performance of the audit or review of the annual financial statements and are not reported as part of audit fees.

ADDITIONAL INFORMATION

Additional information, including directors’ and officers’ remuneration and indebtedness (if any), principal holders of the Company’s securities, and securities authorized for issuance under equity compensation plans, that is not included herein, will be contained in the Company’s Management Proxy Circular to be sent and filed in connection with the Company’s annual general meeting of shareholders to be held on May 27, 2010. Additional information relating to the Company may be found on SEDAR at www.sedar.com. Additional financial information may be found in the Company’s consolidated financial statements and MD&A for the fiscal year ended December 30, 2009.

Schedule A

Major Companies within the Dorel Industries Inc. Group As of December 30, 2009

Name	Jurisdiction of Incorporation	Percentage of Votes Attaching to Shares
<u>North America</u>		
Dorel Industries Inc.	Quebec	100%
Ameriwood Industries, Inc.	Delaware	100%
Ameriwood Industries, Inc.	Michigan	100%
Ameriwood Industries, Inc.	Ohio	100%
Cycling Sports Group Inc.	Delaware	100%
Dorel Juvenile Group, Inc.	Massachusetts	100%
Dorel Design and Development, LLC	Indiana	100%
Pacific Cycle Inc.	Delaware	100%
Dorel Asia Inc.	Delaware	100%
SUGOI Performance Apparel Limited Partnership	British Columbia	100%
<u>Europe</u>		
Cannondale Sport Group International GMBH	Switzerland	100%
Dorel (U.K.) Limited	United Kingdom	100%
IBD Bikes UK Limited	United Kingdom	100%
Maxi Miliaan B.V.	The Netherlands	100%
Cycling Sports Group Europe B.V.	The Netherlands	100%
Dorel Germany GmbH	Germany	100%
Dorel France Holding SA	France	100%
Dorel France Financière SAS	France	100%
Dorel France SA	France	100%
Dorel Belgium SA	Belgium	100%
Baby Art BVBA	Belgium	100%
Dorel Hispania SA	Spain	100%
Dorel Italia SpA	Italy	100%
Dorel Juvenile Switzerland SA	Switzerland	100%
Dorel Portugal Lda	Portugal	100%
BeBe and Co SAS	France	100%
AMPA 2P SAS	France	100%
Dorel Suisse SARL	Switzerland	100%
Dorel Hungary Ltd.	Hungary	100%
<u>Other</u>		
Dorel Consulting (Shanghai) Co., Ltd.	People's Republic of China	100%
IGC Dorel Pty Ltd.	Australia	100%
Cycling Sports Group Australia Pty Ltd.	Australia	55%
Cannondale Japan KK	Japan	100%
In Good Care (New Zealand) Ltd.	New Zealand	100%
Companhia Dorel Brasil Produtos Infantis	Brazil	70%
Dorel International Trade Limited	Barbados	100%
Dorel Limited	Barbados	100%
Dorel Asia SRL	Barbados	100%
Dorel Finance Limited	Barbados	100%

Schedule B

DOREL INDUSTRIES INC.

AUDIT COMMITTEE CHARTER

The Audit Committee (“the Committee”) of the Board of Directors of Dorel Industries Inc. (“the Company”) assists the Board of Directors in fulfilling its oversight responsibilities relating to the quality and integrity of the accounting, auditing, and reporting practices of the Company and such other duties as directed by the Board of Directors or imposed by legislative and securities and exchange authorities.

STRUCTURE AND ORGANIZATION

1. The Committee will be composed solely of Directors who are independent of the management of the Company and are free of any relationship that, in the opinion of the Board of Directors, may interfere with their exercise of independent judgment as a Committee member, all in accordance with applicable securities and exchange regulations.
2. The membership of the Committee will consist of at least three independent members of the Board of Directors. Committee members and the Committee Chairman shall be designated by and serve at the pleasure of the Board of Directors. All members must be financially literate and at least one member shall be designated as the “financial expert” as defined by applicable legislation and regulation. The Committee shall appoint a Secretary who need not be a Director of the Company.
3. The Committee shall meet at least four times per year or more frequently as circumstances require. The Committee may ask members of management or others to attend the meetings and provide pertinent information as necessary. The required quorum is a simple majority of members.
4. The Committee has the authority to maintain free and open communication with management, internal audit and the external auditors.
5. The Committee has the authority to investigate any matter brought to its attention and to retain independent counsel, accountants, or others for this purpose if, in its judgment, that is appropriate. The Committee further has the authority to set and pay the compensation for any advisors employed by the Committee.
6. Members of the Audit Committee are prohibited from receiving any payment, either directly or indirectly, from the Company other than for the Board of Directors or Audit Committee membership.
7. The Committee may delegate to one or more independent members the authority to pre-approve non-audit services provided that such services meet the definition pursuant to securities and exchange regulations. Such pre-approval must be presented to the Committee by the respective member at its first scheduled meeting following such pre-approval.
8. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared.

GENERAL RESPONSIBILITIES

1. Meet periodically with representatives of the external auditors, the Director, Internal Audit, and management in separate sessions to discuss any matters that the Committee or these groups believe should be discussed

privately (in camera) with the Committee. Provide sufficient opportunity for the external auditors to meet with the internal auditors as appropriate without members of the management being present.

2. Submit the minutes of all Committee meetings to the Board of Directors and regularly report to the Board of Directors about Committee activities and issues that arise with respect to the quality of integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors and the performance of the internal audit function.

3. Review and reassess the adequacy of this Charter annually.

RESPONSIBILITIES FOR ENGAGING AND MONITORING EXTERNAL AUDITORS

1. Recommend for approval by the Board of Directors and ratification by the shareholders the selection and retention of an independent firm of Chartered Accountants as external auditors, for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services; approve all compensation of the external auditors; and review and approve in advance the discharge of the external auditors.

2. Review the independence of the external auditors. In considering the independence of the external auditors, the Committee will review the nature of the services provided by the external auditors' firm and the fees charged, and such other matters as the Committee deems appropriate.

3. Arrange for the external auditors to be available to the Board of Directors at least annually to help provide a basis for the Board's approval of the external auditors' appointment.

4. Pre-approve all non-audit related services to be provided by the Company's external auditors on a case-by-case basis provided that such services meet the definition pursuant to securities and exchange regulations.

5. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.

6. Oversee the rotation of lead, concurring and other external audit partners, to the extent required by securities and exchange regulations.

7. Review at least annually, representations by the external auditors describing their internal quality-control procedures, as well as significant results arising from regulatory and professional quality-control procedures.

RESPONSIBILITIES FOR OVERSIGHT OF THE QUALITY AND INTEGRITY OF ACCOUNTING, AUDITING, AND REPORTING PRACTICES OF THE COMPANY

1. Review the annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations", Annual Information Form and the Management Proxy Circular with management and the external auditors prior to release. The Committee should review each quarterly earnings announcement with management (and the external auditors if desired) prior to release, filing and distribution. These discussions should cover the quality of the financial reporting, and such others matters as the Committee deems appropriate.

2. Review with management and the external auditors the results of the audit, including any difficulties encountered, and management's response and/or action plan related to any Management Letter issued by the external auditors and any significant recommendations contained therein. This will also include a review of any restrictions on the scope of the independent auditor's activities or on access to requested information.

3. Ensure adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in (1), and periodically assess the adequacy of those procedures.

4. Review disclosures made by the President and Chief Executive Officer and the Executive Vice-President, Chief Financial Officer and Secretary during the Form 52-109F certification process about significant deficiencies and or material weaknesses in the design or operation of internal controls, or any fraud that involves management or other employees who have a significant role in the Company's internal controls.
5. Review the periodic report of the Company's Disclosure Committee, including the reassessment of its Charter annually.
6. Review with the external auditors and management the audit plan, including scope and approach, of the external auditors for the current year and the following year.
7. Review the adequacy and effectiveness of the accounting, financial, and computerized information systems controls of the Company. Understand the scope of internal audit's review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's response.
8. Establish procedures for the receipt, retention and treatment of complaints received regarding accounting, internal accounting controls or auditing matters. Such complaints are to be treated confidentially and anonymously.
9. Review and approve all related party transactions undertaken by the Company.

PERIODIC RESPONSIBILITIES

1. Review periodically with management any legal and regulatory matters that may have a material impact on the Company's financial statements, compliance policies, and compliance programs.
2. Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.
3. Review services and related fees for work done by the external auditors in the period and newly pre-approved services since the prior meeting as well as an updated projection of the total costs for the fiscal year.
4. Review with the Director, Internal Audit the charter, plans, activities, staffing and organization structure of the internal audit function. Ensure there are no unjustified restrictions or limitations, and review and concur in the appointment, replacement, or dismissal of the Director, Internal Audit.
5. Review with management the Company's major compliance policies with respect to risk assessment and risk management, including but not limited to: Code of Business Conduct, Disclosure Policy, Policy on Financial Reporting, Policy on Whistleblowing, Policy Regarding Procurement of Audit Services and Non Audit Services, and Policy on Trading Restrictions and Blackout Periods.
6. Review the process for communicating the Code of Conduct to Company personnel, and for monitoring compliance therewith.
7. Perform such other functions assigned by law, the Company's charter or bylaws, or by the Board of Directors.

Schedule C

DOREL INDUSTRIES INC.

POLICY REGARDING PROCUREMENT OF AUDIT SERVICES AND NON AUDIT SERVICES

The primary purpose of this Policy is to ensure that Dorel Industries Inc. (“the Company”) engages its public accountants to only provide permitted audit and non-audit services that are compatible with maintaining independence. The Company recognizes that investor confidence in public companies is based in part on the maintenance of independence, in fact and in appearance, by the public accounting firms that perform financial statement audits for those companies. The Company and its Audit Committee (“the Committee”) believe that it is prudent to establish a formal policy to define the basis upon which our external auditors may be engaged to provide audit and non-audit services. Services discussed below where external auditors are engaged require the pre-approval of the Committee, in accordance with this Policy.

This Policy applies to the Company and all corporations, subsidiaries, branches and other entities directly or indirectly owned by the Company that are included in the Company’s consolidated financial statements. This Policy is to be approved annually by the Company’s Committee or more frequently as necessary due to changes in securities regulations.

The responsibility for ensuring that the Company’s external auditor is engaged to perform only those services that are compatible with maintaining the firm’s independence from the Company rests with the:

- external auditor;
- Executive Vice-President, Chief Financial Officer and Secretary;
- Vice-President, Finance and Assistant Secretary;
- Director of Finance; and
- Audit Committee.

Annually, the Vice President, Finance and Assistant Secretary will prepare a summary of the fees paid to the external auditor for audit and other permitted services, for inclusion in the annual proxy statement.

In accordance with this Policy, all audit services and related fees have to be pre-approved by the Committee. To allow efficiency in the performance of such services, the Chairman of the Committee can act on behalf of the Committee by providing pre-approval, between meetings of the Committee. He will report such approval at the next Committee meeting.

Any questions or interpretations of such matters should be addressed to the Committee.

For the purposes of this Policy, the scope of external auditor services is classified into the following categories.

PERMITTED SERVICES

These services generally are highly correlated with the role of an independent auditor.

Such services include matters such as analysis and interpretation of accounting principles and their application.

1. AUDIT SERVICES:

- Audits of consolidated financial statements including quarterly reviews, consultation on accounting issues, attendance at Audit Committee meetings, and use of specialists in connection with the foregoing. Assistance in the implementation of new accounting principles.
- Audits of opening balance sheets of acquired companies.
- Compliance letters, agreed-upon procedures, reviews and similar reports based on audited financial statements and the role of external auditors as independent auditors.
- Audits of financial statements and transactions that are used by lenders, filed with government and regulatory bodies and similar reports.

2. AUDIT RELATED SERVICES:

- Services that result from the role of the firm as independent auditor such as reviews of securities regulator filings, letters to underwriters.
- Employee benefits plan audits and revenues of relevant filings.

3. TAX SERVICES:

These services are expressly allowed under this Policy:

- Tax return and tax accrual reviews, consultations and assistance.
- Tax planning and other compliance related consultation or services.

Tax services cannot however be based on confidential transactions or aggressive interpretation of tax rules.

Fees for tax services may not be on a contingency basis.

Pre the execution of the proposed service, the external auditor is to provide a description of the proposed tax service to the Committee detailing how it could or could not hamper external auditor independence.

4. SPECIFIC APPROVALS:

These services are allowed if specific pre-approval is given by the Committee:

- Employee benefit plan advisory services.
- Cash management and treasury advisory services.
- Strategic planning support (e.g., corporate, business unit, information technology).
- Forensic and other investigative services.

RESTRICTED SERVICES

Restricted services are those services that may not be provided by external auditors, as they are considered by securities legislation and/or in the Company's opinion to be incompatible with the role of an independent auditor, unless it is reasonable to conclude that the results of the service would not be subject to audit procedures

during an audit of the Company's financial statements. Areas of doubt must be submitted to the Committee in advance of the commitment.

- Bookkeeping or other services related to accounting records or financial statements (e.g., recording journal entries, reconciling accounts, processing data, preparing financial statements, etc.).
- Internal audit services.
- Appraisals, valuation services or fairness opinions.
- Signing tax returns (including payroll tax returns) on behalf of the Company.
- Actuarial services.
- Signing or co-signing cheques.
- Acting as an agent for the Company.
- Human resources functions (managerial position search and evaluation activities).
- Payroll services.
- Broker-Dealer services (including underwriting, promoting, investment banking and investment management).
- Maintaining custody of the Company's funds.
- Acting in a capacity equivalent to that of the Company's management or employees, or performing any decision making, supervisory or ongoing monitoring functions for the Company.
- Financial information systems design and/or implementation.
- Legal services.
- Expert witness or testimony services, except where specifically related to the Company's accounting policy, procedure, or audited financial statements.
- Providing tax services to management members (or their immediate family) who have a role in financial reporting.
- All other consulting or auditing services of any nature, except as specifically allowed in other sections above.