

COTT CORPORATION (the “Corporation”)
CORPORATE GOVERNANCE COMMITTEE (the “Committee”)
CHARTER

Purpose & Responsibilities:

1. To develop a set of corporate governance principles applicable to the Corporation (the “Corporate Governance Guidelines”) and monitor, on behalf of the Board of Directors (the “Board”) the Corporation’s approach to corporate governance issues.
2. To review periodically the mandates of the Board committees and recommend changes.
3. To identify and propose to the Board director nominees for each annual meeting of the shareowners and members of the Board’s committees and candidates for vacancies on the Board and its committees. In identifying new director nominees, the Committee shall adhere to the following criteria: (a) each director should be an individual of the highest character and integrity, (b) each director should have sufficient experience to enable the director to make a meaningful contribution to the Board and the Corporation, (c) each director should have sufficient time available to devote to the affairs of the Corporation in order to carry out the responsibilities of a director, and (d) each director who is nominated as an independent director shall meet all of the criteria for independent directors established by the New York Stock Exchange and applicable Canadian securities laws. In identifying new director nominees, the Committee shall also take into account applicable laws, rules and regulations pertaining to director residency and qualification requirements, together with any agreements to which the Corporation is a party relating to a third party’s right to have nominated for election as a director a person or persons of such third party’s choice.
4. To ensure that management develops, implements and maintains appropriate (a) orientation and education programs and procedures for directors in order to familiarize new directors with the business of the Corporation, its management and professional advisors and (b) a continuing education policy designed to foster a more extensive knowledge of the business of the Corporation.
5. To assist, and provide recommendations to, the Board, its committees and the individual directors, with respect to the implementation of a process to assess the effectiveness and contributions of the Board, Board committees and Board members, including with respect to agenda items.
6. To monitor the quality of the relationship between management and the Board and to recommend improvements to the Board and to management.
7. To report on corporate governance as required by all applicable public disclosure requirements.

8. To review and reassess annually the adequacy of the Corporate Governance Guidelines of the Corporation and recommend any proposed changes to the Board for approval.
9. To review and, as appropriate, recommend the modification of the Corporation's Code of Business Conduct and Ethics or Code of Ethics for Senior Officers to the Board, and ensure the timely filing thereof with all applicable regulatory authorities.
10. To pre-approve any waiver requested under the Corporation's Code of Business Conduct and Ethics or Code of Ethics for Senior Officers, such approved waivers to be promptly disclosed as required by applicable law and stock exchange requirements.
11. To review all related party transactions.
12. To monitor on an at least an annual basis the way in which the Corporation's corporate governance is being evaluated by relevant external organizations and publications.
13. To undertake such other initiatives as are needed to help the Board deliver exemplary corporate governance.
14. To be responsible for those matters assigned to it under the Corporation's Code of Business Conduct and Ethics and Code of Ethics for Senior Officers.
15. To review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review and assess its own performance and report regularly to the Board regarding the results of the Committee's activities.

Structure:

1. The Board shall elect annually from among its members a committee to be known as the Corporate Governance Committee to be composed of at least three directors, none of whom shall be officers or employees of the Corporation or of any of its affiliates, and each of whom shall otherwise meet the independence requirements of the New York Stock Exchange and applicable Canadian securities laws.
2. A majority of the members of the Committee shall constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present (in person or by means of telephone conference whereby each participant has the opportunity to speak to and hear one another) or by a resolution in writing signed by all the members of the Committee.
3. Each member of the Committee shall hold such office until the next annual meeting of shareowners after his or her election as a member of the Committee. However, any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee as soon as such member ceases to be a director or otherwise ceases to be qualified to be a member of the Committee.
4. The Committee shall appoint one of its members to act as Chairman of the Committee. The Chairman will appoint a secretary who will keep minutes of all meetings (the

“Secretary”), which shall be circulated to members of the Board upon completion. The Secretary need not be a member of the Committee or a director and can be changed by simple notice from the Chairman.

5. The Committee will meet as many times as is necessary to carry out its responsibilities but in no event will the Committee meet less than twice a year, and shall meet without members of management present from time to time as requested by the Chairman of the Committee.
6. The time at which and the place where the meetings of the Committee shall be held, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the by-laws of the Corporation or otherwise determined by resolution of the Board.
7. The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.
8. It is understood that in order to properly carry out its responsibilities, the Committee shall have the right, to the extent it deems necessary or appropriate, to retain outside consultants at the expense of the Corporation, including any search firm engaged to identify potential candidates for directorship (including sole authority to approve the consultant’s fees and other retention terms).