

## **COTT CORPORATION (the “Corporation”)**

### **HUMAN RESOURCES AND COMPENSATION COMMITTEE (the “Committee”)**

#### **CHARTER**

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##### **Purpose:**

The Committee is appointed by the Board of Directors (the “Board”): (a) to discharge the Board’s responsibilities relating to compensation of the Corporation’s executives, (b) to annually review and report to the Board on organizational structure and to ensure that a succession plan for the CEO and the executive officers of the Corporation has been developed, and (c) to produce an annual report on executive compensation for inclusion in the Corporation’s proxy statement, in accordance with applicable rules and regulations.

##### **Responsibilities:**

1. To review and approve corporate goals and objectives relevant to CEO compensation and to evaluate the CEO’s performance in light of the Corporation’s goals and objectives and together with the other independent members of the Board, set the CEO’s compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee together with the other independent members of the Board should consider the Corporation’s performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Corporation’s CEO in past years. This provision is not intended to preclude discussion of CEO compensation with the Board generally.
2. To determine the terms of employment and compensation of the CEO and recommend them to the Board for approval.
3. Following discussions with the CEO, and after reviewing his recommendations, to establish the annual compensation of all executive officers of the Corporation. The level of compensation for executive officers will be consistent with compensation provided to executive officers of companies of comparable size and type facing similar operating and financial issues.
4. To review and approve the short-term and long-term incentive compensation programs and equity-based plans, including the performance goals and objectives of the CEO and the executive officers and other employees for eligibility to participate in such programs.
5. To review the salary structure and the apportionment of compensation among salary and short-term and long-term incentive compensation.
6. To review the annual performance reviews of executive officers of the Corporation.
7. To annually review and report to the Board on organizational structure and to ensure that a succession plan for the CEO and the executive officers of the Corporation has been developed.

8. To determine and approve on behalf of the Board whether and to whom options to purchase shares of the Corporation or grants under any other form of long-term incentive plan shall be offered and if so, the terms of such options or grants in accordance with the terms of the Corporation's Common Share Option Plan or other applicable plan; provided that no options or grants shall be granted or made to members of this Committee without the approval of the Board.
9. To recommend to the Board from time to time the remuneration to be paid by the Corporation to directors.
10. To report on executive compensation as required by public disclosure requirements.
11. 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 Human Resources and Compensation 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"). 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.
9. If a compensation consultant is to assist in the evaluation of director, CEO or executive officer compensation, the Committee shall have sole authority to retain and terminate the consulting firm, including sole authority to approve the firm's fees and other retention terms.

*Rev. March, 2006*