

COTT CORPORATION (the “Corporation”)

CORPORATE GOVERNANCE COMMITTEE (the “Committee”)

CHARTER

Purpose : The Committee is established by the Board of Directors (the “Board”) of the Corporation to: (i) identify individuals qualified to become board members, consistent with criteria adopted by the Board; (ii) select, or recommend that the Board select, the director nominees for the next annual meeting of shareholders; (iii) develop and recommend to the Board a set of corporate governance guidelines applicable to the Corporation; (iv) monitor significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies; (v) monitor and evaluate the Corporation’s compliance with applicable corporate governance laws, and the Corporation’s articles, by-laws and governance policies; and (vi) monitor and evaluate the Corporation’s corporate policies and practices, with particular attention to the Corporation’s disclosure and trading policies and the Corporation’s Code of Business Conduct and Ethics and Code of Ethics for Senior Officers.

Authority, Duties and Responsibilities: The Committee has the following specific authority, duties and responsibilities, in addition to any similar matters which may be referred to the Committee from time to time by the Board:

1. Develop and maintain a set of corporate governance principles applicable to the Corporation (the “Corporate Governance Guidelines”) and monitor, on behalf of the Board, the Corporation’s approach to corporate governance issues.
2. Review periodically the governing documents and mandates of the Board committees and recommend changes as necessary.
3. Establish and articulate qualifications, desired background, expertise (including risk assessment skills), and other selection criteria for members of the Board or any Board committee in accordance with relevant law and applicable stock exchange listing rules.
4. Advise the Board regarding the appropriate number of directors, and identify and propose to the Board for approval director nominees for each annual meeting of the shareowners and members and chairs of the Board’s committees and candidates for vacancies on the Board and its committees, including evaluating persons suggested by shareowners. 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, the diversity

of the Board as a whole, and 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. The Committee shall, at least once per year, conduct inquiries concerning the independence of all directors and make recommendations to the Board based on those evaluations.

5. Advise the Board with respect to the Board's leadership structure and the positions held by members of the Board.
6. Ensure that management: (a) develops, implements and maintains appropriate 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) schedules periodic presentations for directors to ensure they are aware of major business trends and industry and corporate governance practices.
7. Develop and recommend to the Board for approval an annual self-evaluation process of the Board and its committees (including each member thereof) and management. The Committee shall oversee the annual self-evaluations.
8. Monitor the quality of the relationship between management and the Board and to recommend improvements to the Board and to management.
9. Report on corporate governance as required by all applicable public disclosure requirements.
10. Review and reassess annually, or more frequently if appropriate, the adequacy of the Corporate Governance Guidelines of the Corporation and recommend any proposed changes to the Board for approval.
11. 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.
12. 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.
13. Review all related party transactions, whether or not reportable pursuant to applicable securities laws and regulations.
14. Review 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.
15. Undertake such other initiatives as are needed to help the Board deliver exemplary corporate governance.
16. 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.

17. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
18. Review and assess the Committee's own performance on an annual basis and report regularly to the Board regarding the results of the Committee's activities.
19. Retain, to the extent it deems necessary or appropriate, outside consultants and other outside advisors 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).

Structure:

20. 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.
21. 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.
22. 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.
23. The Committee shall recommend to the Board one of its members to be appointed Chair of the Committee. The Chair 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 Chair.
24. 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 will meet without members of management present from time to time as requested by the Chair of the Committee.
25. The Committee shall report to the Board regularly and at such other times as the Board may request.
26. 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.

27. 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.
28. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

Disclosure:

This charter shall be made available on the Corporation's website.

Interpretations and Determinations:

The Committee and the Board shall have the power and authority to interpret this charter and make any determinations as to whether any act taken has been taken in compliance with the terms hereof.

Rev. February, 2010