



Cott

Annual and Special Meeting of Shareowners

May 1, 2018

Toronto, ON Canada



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**Welcome to Cott's
2018 Annual and Special Meeting of Shareowners
David Gibbons, Chairman**

Agenda

- Chairman Welcome
- Formal Business
- Resolutions for Consideration
- CFO Financial Review
- CEO Remarks
- Q&A

Board of Directors

- David Gibbons, Chairman of the Board
- Eric Rosenfeld, Lead Independent Director, and Chairman of the Corporate Governance Committee
- Graham Savage, Chairman of the Audit Committee
- Stephen Halperin
- Betty Jane Hess
- Casey Keller
- Gregory Monahan
- Mario Pilozzi
- Jerry Fowden



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Formal Business

**Marni Poe, Vice President
General Counsel and Secretary**

Safe Harbor Statements

Forward Looking Statements: This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and applicable Canadian securities laws conveying management's expectations as to the future based on plans, estimates and projections at the time the Company makes the statements. Forward-looking statements involve inherent risks and uncertainties and the Company cautions you that a number of important factors could cause actual results to differ materially from those contained in any such forward-looking statement. The forward-looking statements contained in this presentation include, but are not limited to, statements related to the execution of our strategic priorities, expected revenue, revenue growth, free cash flow, and margin expansion. The forward-looking statements are based on assumptions regarding management's current plans and estimates. Factors that could cause actual results to differ materially from those described in this presentation include, among others: risks relating to any unforeseen changes to or effects on liabilities, future capital expenditures, revenues, expenses, earnings, synergies, indebtedness, financial condition, losses and future prospects; and the effect of economic, competitive, legal, governmental and technological factors on Cott's business. The foregoing list of factors is not exhaustive. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Readers are urged to carefully review and consider the various disclosures, including but not limited to risk factors contained in the Company's Annual Report in the Form 10-K for the year ended December 30, 2017 and its quarterly reports on Form 10-Q, as well as other periodic reports filed with the securities commissions. The Company does not, except as expressly required by applicable law, undertake to update or revise any of these statements in light of new information or future events.

Non-GAAP Measures: The Company routinely supplements its reporting of GAAP measures by utilizing certain non-GAAP measures to separate the impact of certain items from its underlying business results. Since the Company uses these non-GAAP measures in the management of its business, management believes this supplemental information, including on a pro forma basis, is useful to investors for their independent evaluation and understanding of Cott's business. The non-GAAP financial measures described above are in addition to, and not meant to be considered superior to, or a substitute for, the Company's financial statements prepared in accordance with GAAP. In addition, the non-GAAP financial measures included in this presentation reflect management's judgment of particular items, and may be different from, and therefore may not be comparable to, similarly titled measures reported by other companies. A copy of this presentation may be found on www.cott.com.

Order of Business

- Notice of Meeting
- Quorum
- Formalities
- Minutes of Last Meeting of Shareowners
- Annual Report and Auditor's Report
- Introduction of Resolutions
- CFO & CEO Comments
- Q & A

Order of Business - Continued

- Introduction of Resolutions
 - Election of Directors
 - Appointment of Auditors
 - Advisory Vote on Executive Compensation
 - Approval of Cott Corporation 2018 Equity Incentive Plan
 - Approval of Cott Corporation Shareholder Rights Plan
 - Approval of Amendment to Cott Corporation Articles of Incorporation (Change of Registered Office Address)
 - Approval of Amendment to Cott Corporation Articles of Incorporation and By-Laws (Place of Meetings)

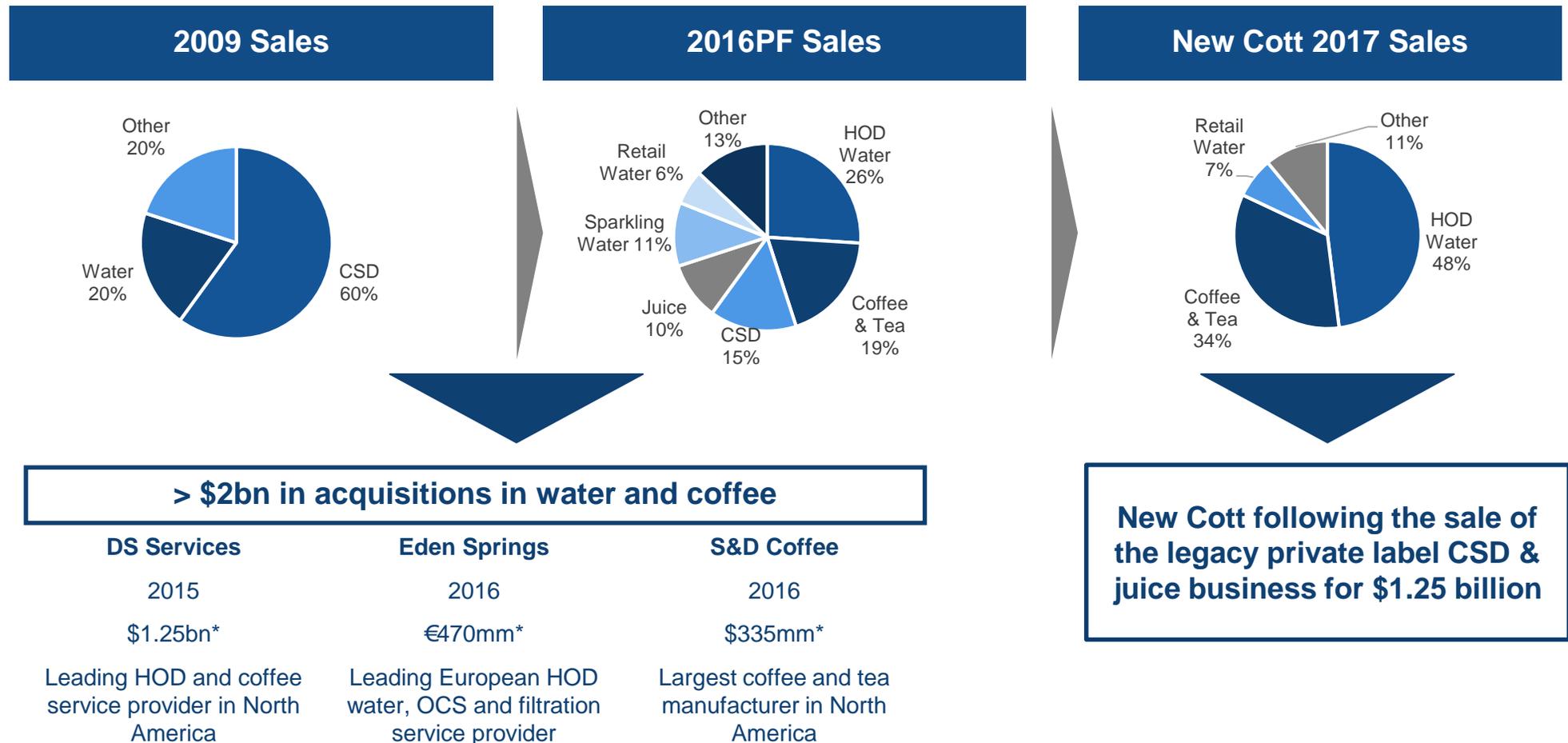


Financial Results

Jay Wells
Chief Financial Officer

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Cott has Transformed Itself Into a Pure Play Water, Coffee and Tea Services Company



Source: Cott Management.
* Announced acquisition price.

2017 Financial Overview

Continuing Operations - Full Year Comparisons

(in millions USD)	<u>2017</u>	<u>2016</u>
Revenue	\$2,270M	\$1,623M
Gross Margins	49.7%	52.4%
Adj. EBITDA*	\$296M	\$212M
Adj. Free Cash Flow*	\$78M	\$70M

Full Year 2017 Performance Summary

- ❖ Revenue from continuing operations increased 40% driven primarily by the additions of S&D and Eden alongside growth at DS Services.
- ❖ Gross margin for the fiscal year decreased 270 basis points as full year of S&D operations were included within the mix of our gross margin.
- ❖ Adjusted EBITDA* increased 40% due to the ongoing success of the profitability improvement plan at DS Services as well as a full year contributions from the Eden and S&D businesses.
- ❖ Adjusted free cash flow* was \$78 million.

*See Appendix for NON-GAAP reconciliation



CEO Remarks and 2018 Priorities

Jerry Fowden
Chief Executive Officer

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The New Cott Overview

A Leading International Services Company



We are a leading route based North American and European water, coffee, tea and filtration service provider within HOD, food service, convenience and hospitality

1

>2.4mm customers served annually



2

>3,600 direct-to-consumer routes



3

>60 manufacturing sites and >360 branch distribution and warehouse facilities



4

Operations in the US, Canada, Israel and 17 European countries



5

Annual Sales >\$2.3bn (2018E)



6

Track record of successfully integrating acquisitions



The New Cott Overview

Our Mission



- 1 Organic Growth from “Better-for-You” product offerings (positioned in growing categories of water, coffee, tea, filtration and extracts)**
- 2 Focused innovation within product development, route logistics and technology creating further growth, cross sell and customer service opportunities**
- 3 Modest margin expansion driven by scaled platforms with increased customer and route density**
- 4 Customer list / tuck-in acquisition opportunities at highly synergistic values**
- 5 Strong compound free cash flow generation (10% plus compound annual growth in adjusted free cash flow)**





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Questions and Answers



Appendix

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Non-GAAP – Earnings Before Interest, Taxes, Depreciation & Amortization (EBITDA)

Unaudited



(in millions of U.S. dollars)

	For the Year Ended	
	December 30, 2017	December 31, 2016
Net loss from continuing operations	\$ (3.6)	\$ (60.3)
Interest expense, net	85.5	43.0
Income tax (benefit) expense	(30.0)	21.2
Depreciation & amortization	<u>188.6</u>	<u>151.1</u>
EBITDA	\$ 240.5	\$ 155.0
Acquisition and integration costs	25.9	27.8
Share-based compensation costs	14.0	6.6
Inventory step up and other purchase accounting adjustments	-	6.2
Commodity hedging loss (gain), net	(0.3)	4.1
Foreign exchange and other (gains) losses, net	(2.0)	0.2
Loss on disposal of property, plant & equipment, net	11.1	6.6
Gain on extinguishment of long-term debt	(1.5)	-
Other adjustments	<u>7.9</u>	<u>5.1</u>
Adjusted EBITDA	\$ 295.6	\$ 211.6

Non-GAAP – Adjusted Free Cash Flow

Unaudited

(in millions of U.S. dollars)	For the Year Ended	
	<u>December 30, 2017</u>	<u>December 31, 2016</u>
Net cash provided by operating activities from continuing operations	\$ 176.0	\$ 145.5
Less: Additions to property, plant & equipment	<u>(121.3)</u>	<u>(95.1)</u>
Free Cash Flow	<u>\$ 54.7</u>	<u>\$ 50.4</u>
Plus:		
Acquisition and integration cash costs	23.6	18.6
Other adjustments	<u>-</u>	<u>1.2</u>
Adjusted Free Cash Flow	<u>\$ 78.3</u>	<u>\$ 70.2</u>