

Company Name: Cott Corporation (COT)

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<<Justin Hauke, Analyst, Robert W. Baird & Co.>>

Okay. I think, we'll get started here. So, good morning. My name is Justin Hauke. I am the Senior Associate, covering Facility Industrial Services. So, presenting next is going to be Cott Corporation, a pure play water, coffee, and tea services provider. Servicing the home and office delivery, food service convenience in hospitality markets. So, Cott serves over 2.4 million customers annually across North America and Europe, through a route based distribution model, and has estimated annual revenue of this year in the \$2.35 billion range.

So, presenting today will be Jerry Fowden, Cott CEO, and Tom Harrington I think is also going to speak, who is the President of their Route Based Services operating segment, and then we've got a couple of others as well. So, I would yield the floor here and this will be a formal presentation.

<<Jerry Fowden, Chief Executive Officer>>

Well, good morning and thank you, Justin and of course, Baird for providing us this opportunity to present and answer questions today. So, before we begin, could everyone have a quick look at the Safe Harbor Statement on the screen. Something I'm sure you're all very familiar with, and please keep this in mind as we cover various materials during the day.

As Justin mentioned, I'm Jerry Fowden, Cott, CEO, and I'm joined here today by Tom Harrington, who heads up our route based operating segment, as well as Jay Wells, our CFO. Our goal today is to briefly touch on what we've accomplished over the last few years in transforming our business, then to provide an overview of our business profile, now that we've become a focused growth oriented pure play water, coffee, tea and filtration services business, and to expand on the traits of that business, what will drive our top-line growth, profitability and shareholder value over the coming years.

So, on to our presentation. Over the last few years, Cott has undergone a significant transition from a mature low margin private label carbonated soft drink business with a high big-box retail customer concentration to a growth oriented higher margin business with much lower customer, product and channel concentrations.

In essence, although we operate within the consumer sector, we're now a service based business that no longer mirrors the exposure of the CPG market. This diversification strategy was focused on building leadership positions and platforms in growing categories including water, coffee, tea and filtration services. As well as tea blending within the U.S. food service channel, and strong positions in office coffee services, and water filtration in multiple countries.

These positions or these platforms supply over 2.4 million customers via more than 3,600 routes supported by around 360 depots and 60 manufacturing facilities. Our diverse, home office water delivery business and customer base predominately reflects a reoccurring revenue model, where we install and service water coolers and water filtration equipment in small to medium-sized enterprises alongside residences and home offices.

Within our Coffee, Tea and Extract Solutions segment, we've predominately supplied the U.S. food service and convenience retail channel with custom roasted coffee, specialty coffee extracts and cold brew coffee as well as blended teas. This business model means, we're no longer exposed to any form of significant customer concentration with our largest customer being less than 5% of revenues, and being a food service customer. And we've got very little in the wired retail exposure.

In addition, our scale and leadership positions coupled with the very fragmented nature of the 20 plus markets in which we operate, provides good opportunities to add customers both organically by our various marketing programs and partnerships, as well as through small, medium and larger complementary and overlapping acquisitions.

These acquisitions provide the ability to not only strengthen our base business, but also to fuel additional top-line growth and synergies from the many cost savings that arise from increased scale, procurement and route density thereby providing very attractive post-synergy EBITDA multiples and valuations.

In addition, we do not have exposure to many of the companies that we historically were compared to within the consumer sector. For instance, within our Route Based Services segment, we're able to take price every year. We have much less exposure to the fluctuation in commodity prices as well.

In those areas that we do have exposure, we have incorporated various risk mitigation techniques to offset this exposure such as a regular energy surcharge on each monthly bill within our Route Based Services division, commission based pay for the vast majority of our route service representatives and drivers, and our coffee hedging programs.

As it relates to coffee, which can make up around 75% from the cost of goods sold for our Coffee, Tea and Extract Solutions segment, we've created a business that has driven by a fixed fee per pound or spread per pound. And as a result, there's not much impact if any associated with increases or decreases in the coffee commodity price per pound, which will pass through to our customers with our fixed fee on top.

At this point though it is worth pointing out, as we also discussed on our last results call that coffee commodity prices have been reducing over the past 12 to 18 months, and as our price our prior customers coverage rolls off and we start to convert more of their recent coverage or purchase commitments that were made at lower prices per pound, we will see lower revenues within our Coffee, Tea and Extract Solutions segment over the next several quarters as we convert this lower priced coffee.

Although I was mentioned, our spread or fix fee per pound means that our margin of profitability will be unimpacted by this. This reduction in coffee prices, in addition to lapping 13% growth in coffee volume in Q2 of last year, when we were filling the inventory pipeline for a new national quick serve restaurant customer will result in low single-digit revenue decline within Q2 of our Coffee, Tea and Extract Solutions segment, as well as providing some revenue headwind as you look to future quarters. However, the segment will still show earnings growth in 2018 given these changes to coffee prices only impact our revenue not our profitability as mentioned.

So on to Slide 6. Let's take a quick look at the three business segments. We have two large segments and the smaller segment, we call are All Other. The largest of these reporting segments with around \$1.5 billion of annual revenue, is our Route Based Services segment. This segment focuses on water, coffee, tea and filtration services across 20 countries.

Our second largest segment is our Coffee, Tea & Extract Solutions segment with \$600 million plus of revenue, which focuses on the provision of premium custom roasted coffee, and tea blending as well as extract solutions for the U.S. food service industry. These two large segments plus our All Other segment generated just over \$2.2 billion of revenue and \$296 million of adjusted EBITDA in 2017 and we would expect them to generate in excess of \$2.35 billion of revenue in 2018.

As noted on Slide 7, our vision is to be the preeminent international route based direct-to-consumer water and coffee service provider with superior shareholder returns from top-line growth, expanding margins, growing free cash flow, and further acquisitions with a key focus on increasing our route density.

Slide 8 outlines our mission, which focuses on good top-line growth as we look to 2018 and beyond generated from being in "Better-for-You" product offerings, positioned in growing categories and channels; innovation, cross-selling and complementary acquisitions in the various markets in which we operate. In addition, we see continued modest margin expansion overtime supported by increased customer and route density, route logistics, further synergies and other technology savings.

With our transformation into a water and coffee services business, we now have a culture and operational expertise focused on social responsibility and sustainability. This mindset in the programs associated with these practices assist in driving efficiencies, inspiring further innovation and building platforms for long-term growth and assured supply. Plus, of course, last but by no means least, solid growth in free cash flow to over \$150 million in 2019 with compound growth thereafter.

So now, let me hand over to Tom, who'll take a look at each of these points and other to more detail.

<<Thomas J. Harrington, President, Services and Chief Executive Officer DS Services>>

Thanks, Jerry, and good morning everyone. Starting with Slide 9. As consumers have been shifting to "Better-for-You" beverages, total U.S. bottled water volume has enjoyed good growth

from customer growth, and increased consumption with volume growth at 2% plus CAGR over the last seven years. When you add pricing to the volume growth, the category has grown just under 3%. We anticipate a similar dynamic going forward; we are able to utilize customer growth, consumption and pricing to drive our top-line growth.

When looking at our European route based division, the growth profile is similar to what we would look for 1%-ish top-line growth, which when combined with our North American division creates a route based service company that has ongoing revenue growth in the 2% range FX neutral of course.

So, to provide some additional color and looking at volume, the expected U.S. market growth shows a CAGR of around 1% for core replacements, which we equate to increase customers. This is one component of volume with the other component being consumption, which has been increasing as consumers have been moving away from sugary sweetened beverages towards healthier sources of hydration, as well as to economic growth and in turn increased headcount at our customer locations. Pricing in cross-selling would complete the growth profile. Although a much smaller component of our business, water filtration is a growing category that we were focused on in the coming years with both organic and acquisition based revenue.

Moving to coffee, the market data is a little more difficult to find within the channels that our Coffee, Tea and Extract Solutions segment operates, which has a strong focus on the go of food service coffee channels, and has seen outsized growth in cold coffee or coffee extract formats such as cold brew and ice coffee. We anticipate volume growth being generated from general market growth when the coffee, tea and extract channels owning the menu with our customers whereby we're able to additional SKUs, an outsized growth with cold brew coffee, liquid coffee and extracts.

We remain confident in the 3% plus coffee growth and coffee price neutral revenue growth for the year, but it will be somewhat lumpy in terms of how we arrive with these figures. As a reminder, we've had some very significant growth in the prior year, and therefore, we have some very lofty comps that were rolling over especially in Q2, where we saw the full extent of a major national new customer being on-boarded with 13% revenue growth in Q2 2017.

Moving to Slide 10 and our focus on innovation. We are currently rolling out our storm water cooler in North America. This is a sleek looking bottom load in water cooler that historically we've only marketed within our in-store marketing program. Over the years, we've had significant positive customer feedback on this core and that decided to expand its availability across all customer segments in North America. We believe that we'll provide our team with another advantage when soliciting new customers. In addition, we will be rolling out the storm water cooler to our European business in the back half of 2018 and into 2019.

As an update to our Aqua Café roll-out, that being our bottom-load water cooler with an integrated K cup single serve brewer. We ended 2017 placing just under 8000 units and see a good opportunity for additional placements in 2018 with 2000 being placed in the first quarter. We will utilize this machine to package both water and coffee services to water only customers;

we're also gaining new customers. In addition, this unit will assist us in expanding our presence in the single serve office coffee market.

We're often asked about certain technologies such as longer life filtration units, ultra violet light systems as well as a variety of other product offerings. If you look at the bottom of the slide, you will see our latest filtration units that encompass many of the latest technologies associated with these types of units.

In addition and in line with our strategy of expanding the water filtration, we required a small filtration business during 2017 called Remington Pure. While Remington was a relatively small filtration business, it owned an impressive range of intellectual property that covered patent protected, technologically advanced water purification systems.

These multiple intellectual property patents mainly cover longer life environmentally friendly water filtration devices and associated technologies for use in the water filtration market. This technology, which offers the potential for attractive synergies across much of our existing filtration base, will be rolled out over the coming years.

On Slide 11, improving our logistics and technology platforms and service standards is an ongoing process and is key to assisting our teams in increasing efficiency and improving customer satisfaction. In North America, we've rolled out new handheld iPhones that are capable of providing real-time data such as delivery truck, delivery locations, on-truck inventory and a real-time link to the drivers between the distribution center and the call center, which allow us to have clear lines of communication and the opportunity to better serve our customers.

In addition, we are implementing improved logistics software that will further improve our operation throughout optimization, inventory management and the ability to offer additional products to customers, all launch here in the lowest operating cost and maximizing customer satisfaction.

Through the utilization of these tools, we would continue to improve our customer service levels as well as our customer and route density. Our ability to drive these improvements will be key to our future growth as a support top-line growth, margin expansion, and other operational efficiency, which will help offset future cost pressures such as a long haul freight inflation of this within the market today that drove around \$2 million of additional cost in Q1 and will drive another \$2 million of cost in Q2.

Turning the Slide 12 in margin expansion. Our Route Based Services business is a scalable business that can be leveraged with minimal additional cost. In our case, we are able to leverage our route and customer density to drive margin expansion and profitability. Our scale route and customer density and tech-enabled platforms, not only allow us to leverage our business and deliver quality service, but since our leading infrastructure is already well developed in 20 countries.

We are not exposed to high capital intensive startup costs or losses that will be incurred by any new entrant as they seek to build customer density and to establish the needed infrastructure

thereby creating good barriers to entry. The net result of this business profile, because that we can see modest margin expansion of around 10 basis points per year, supported by increased customer and route density, route logistics, synergy and other technology savings that could be greater as we further accelerate our complementary acquisition program.

Moving to Slide 13. Our new mid business model includes a focus on sustainability and social responsibility. This is embedded in our businesses, and this is an important component of our ongoing culture and operational mindset as we believe it is important to meet the social, economic and other requirements of not only our present stakeholders, but also future generations. This mindset is not mutually exclusive from profitability as it helps drive efficiency, inspires innovation and assist in developing a platform for long-term growth and assured supply.

Turning to Slide 14. And pivoting to our complementary acquisition program. Our Route Based Services business like many other service sector businesses, utilizes small acquisitions or tuck-ins as a component of growth, as we are able to roll up the highly fragmented water, coffee and filtration service markets.

While our scale of platforms in wide geographic coverage, these complementary acquisitions are in essence customer less acquisitions or financial metrics that are very similar to our other marketing efforts. The benefit of these activities is that the coolers lowers in filtration units are already placed and these customers have already been on-boarded and understand the service, which results in a stickier customer relative to many of our other efforts.

We have executed well over 100 of these small overlapping acquisitions in the last decade. As a result of our existing route coverage, we're generally able to integrate these customers onto our existing route infrastructure. This reduces headcount pre-acquisition to post-acquisition and also creates greater route and customer density post-acquisition.

As we do have centralized call centers, credit and collections, and finance, we're generally able to leverage the work associated with the new customers across our existing headcount with little incremental recruitment and in turn provide additional synergies. And again, the customers we acquire with these tuck-in acquisitions are typically stickier in part to the knowledge of how the service works.

Now in addition to these small tuck-ins, we've also seen good success and inquiring medium to larger acquisitions in the \$10 million to \$60 million range such as Aquaterra in Canada or our recent acquisition of Crystal Rock in the Northeastern United States. In these larger tuck-ins, we often acquired greater amounts of infrastructure in areas, where our existing route density is not has developed.

Hence we retained a greater amount of the acquired companies infrastructures such as manufacturing, plants and depots, and the post-synergy multiples tend to be slightly higher than the smaller tuck-ins depending on the specific circumstances and location of each transaction. To provide some financial metrics around that tuck-in program as you can see on the slide, small HOD water tuck-ins in the U.S. generated approximately three times synergized EBITDA and

approximately four times in Europe. While office coffee service tuck-ins generate synergy EBITDA multiples of approximately four times in the U.S. and five times in Europe.

As just noted, we also have a number of opportunities in acquiring medium to larger acquisitions that generate post-synergy EBITDA multiples of five to seven times range with these acquisitions providing enhancement to our platforms or density. Operational assets such as manufacturing plants and depots as well as the ability to build upon these transactions to marketing programs and additional smaller follow-on tuck-ins and in turn provide further layering and density.

Over and above, these small to medium acquisitions, we also continue to evaluate larger or more strategic complementary transactions that would substantially enhance our scale leverage and footprint. While this is part of our strategy, it is something you should anticipate is more likely to occur within the next 12 to 36 months rather than the next few weeks. In addition, I would say it is more likely you would see us continued on to-date more activity in the water category than the coffee category, a fact that reflects availability and a potential for complementary overlapping synergies.

Now turning to our outlook in free cash flow. On Slide 15, we outlined the adjusted free cash flow expectations for the New Cott in 2019. The drivers of our expected free cash flow as well as our current capital deployment strategy. We believe, we will continue to see attractive free cash flow generation and compound free cash flow growth driven by our top-line growth remaining synergy capture, margin expansion, interest savings and customer list acquisition activity. In addition, we'll be carrying some additional costs in 2018 related to the sale of our traditional business that we don't anticipate having once the transition services agreement and which will provide some additional support as we look to deliver \$150 million in adjusted free cash flow in 2019.

Subsequent to 2019, we believe we can then deliver a growth CAGR of 10% from organic growth and complementary acquisitions. Our current strategy is to utilize our free cash flows in order to 1) continue to pay our stable dividend, 2) accelerate the pace of our small-to-medium customer list acquisitions. in 2018, we are set up well to at least double our annual standard complementary list acquisition program from \$20 million to \$30 million to \$40 million to \$60 million, 3rd) opportunistically repurchased stock within the market, 4) support further innovation in organic growth and last, continue to strengthen our balance sheet and increase EBITDA in an effort to have the flexibility to fund those larger strategic complementary acquisitions previously mentioned that will enhance our existing leading platform. That said, they also need to meet a stringent acquisition criteria and create value for our business and shareholders.

Turning to Slide 16, here we've outlined many of the traits of our business profile that we believe have positioned us well for the success and growth over the coming years. These factors support our positive outlook and include leading services platform across to growing categories of water, coffee, tea, filtration and extracts with a largely recurring revenue business model as well as positive top-line momentum across our business, increased market share in U.S. coffee roasting, increased penetration and market share in the U.S. and European motor services, a very good pipeline of small-to-medium value-creating synergistic acquisition opportunities,

successful integration of multiple companies, a history of synergy capture with further synergies to come, reduced debt levels and a strengthened balance sheet, all of our existing debt being long-term with fixed coupons and growing adjusted free cash flow. Plus of course, the opportunity to add larger strategic value-creating scale acquisitions onto our platforms when the appropriate opportunities arrive and meet our valuation criteria.

I'd like to thank you again. And I'll turn the meeting over to Justin.

<<Justin Hauke, Analyst, Robert W. Baird & Co.>>

Thank you very much. I got Tom, maybe two questions if you do have one, let me just check who do you wanted to. You can e-mail session4@rwbaird. There's some couple to come in here. Maybe, if you could just provide a little bit more background as to why you decided to pivot strategy away from kind of the carbonated soft drinks and more distribution model, why that was more value accretive?

<<Jerry Fowden, Chief Executive Officer>>

Yeah. For those that have read The Wall Street Journal today, I think you will find on the front page of the business section something that shows consumer staple stock performance over the past 12 months and it ranges from minus 6% to minus 42% for famous household names given the pressure on center store sales and the pressure from a consolidating big box retail landscape.

When you add that to all of the discussion around sugar sweetened beverages and obesity, we felt being in healthy hydration, water, coffee, tea growing categories in food service channels as people increasingly move to eating and drinking on the go was a much better place than being in center store sales in the middle of big box retailers. And so that was behind the strategy and that's led to higher margins, higher growth and a much more positive outlook.

<<Justin Hauke, Analyst, Robert W. Baird & Co.>>

And one more, I think obviously, the model you changed to fairly big plus to free cash flow. how do you think that free cash flow conversion to present maybe, Jay bring you in discussion.

<<Jay Wells, Chief Financial Officer>>

Well, thank you. I'm Jay Well. I am the CFO. Good morning. When you look at our free cash flow conversion, you really need to look at our two segments separately, because they are truly two different businesses, where – when you look at our Route Based Services segment, which is much more fixed asset focused with a fleet and so on.

Our Cap Ex runs about 7% of revenue. When you go to our Coffee, Tea and Extract Solutions, which really is much more customers picking up at the plant door really is more just manufacturing facilities. You have about 3% of CapEx, revenue being CapEx. So overall, outside of that, it's mostly a working capital neutral type business, so it provides you with the conversion over so. The one business is about Route Based Services is about a 17% adjusted

EBITDA business, so that provides you better conversion, but then the Coffee, Tea and Extract, which has an inflated revenue, because it fill it in coffee prices, you have more of a 7%, 8% type EBITDA margin.

<<Justin Hauke, Analyst, Robert W. Baird & Co.>>

Great. I think we are out of time. I think there were a couple of more questions. But we will have a break-out session in the Vanderbilt Suite, which is down the hall in and around the corner. Next up in this room will be Littelfuse, Jack in the Box, BlackLine and Truck Hero. Thank you very much guys.

<<Jerry Fowden, Chief Executive Officer>>

Thank you.