COTT CORP /CN/
Form DEF 14A
March 21, 2018
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

Cott Corporation

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Cott Corporation

1200 Britannia Road East

Mississauga, Ontario

L4W 4T5

Corporate Center III

Suite 400

4221 W. Boy Scout Blvd.

Tampa, Florida U.S.A. 33607

March 21, 2018

Dear Shareowners:

We are pleased to invite you to attend our annual and special meeting of shareowners, which will be held at the Toronto Airport Marriott, 901 Dixon Road, Toronto, Ontario, Canada at 8:30 a.m. (Toronto time) on Tuesday, May 1, 2018. At this meeting, you will have the opportunity to meet our directors and members of our senior management team, learn more about our Company and our plans for the future, and receive our financial results for the 2017 fiscal year.

The notice of meeting and proxy statement that accompany this letter describe the business to be conducted at the meeting.

We are pleased to furnish our proxy materials over the Internet in accordance with applicable law. As a result, we are mailing to many of our shareowners a notice instead of paper copies of our proxy statement, form of proxy and 2017 annual report. The notice contains instructions on how to access these materials over the Internet, as well as instructions on how shareowners can receive paper copies of these materials. Employing this distribution process will conserve natural resources and reduce the costs of printing and distributing these materials.

Even if you cannot attend the meeting, it is important that your shares be represented and voted by using the form of proxy provided. We encourage you to read the proxy statement and vote as soon as possible. We look forward to your participation.

Sincerely,

JERRY FOWDEN

Chief Executive Officer

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Cott Corporation

Notice of Annual and Special Meeting of Shareowners

The Annual and Special Meeting of Shareowners of Cott Corporation (**Cott**) will be held

on:	Tuesday, May 1, 2018
at:	8:30 a.m. (local time in Toronto)
at the:	Toronto Airport Marriott, 901 Dixon Road, Toronto, Ontario, Canada
to:	receive the financial statements for the year ended December 30, 2017 and the report on those statements by Cott s independent registered certified public accounting firm,
	elect directors,
	approve the appointment of Cott s independent registered certified public accounting firm,
	hold a non-binding advisory vote on executive compensation,
	approve the Cott Corporation 2018 Equity Incentive Plan,
	approve the Cott Corporation Shareholder Rights Plan,
	approve an amendment to Cott s articles of incorporation to change the province of Cott s registered office address from Quebec to Ontario,
	approve amendments to Cott s articles of incorporation and By-Laws to allow for meetings of shareowners to be permitted in such location as the directors of Cott may determine, either inside or outside of Canada, and
	transact any other business that properly may be brought before the meeting and any adjournment of the meeting.

By order of the board of directors

Marni Morgan Poe

Vice President, General Counsel and Secretary

Tampa, Florida, U.S.A.

March 21, 2018

YOU ARE INVITED TO VOTE BY COMPLETING, DATING AND SIGNING THE FORM OF PROXY AND RETURNING IT BY MAIL OR BY FACSIMILE, OR BY FOLLOWING THE INSTRUCTIONS FOR VOTING OVER THE INTERNET IN THE PROXY STATEMENT. A VOTE BY PROXY WILL BE COUNTED IF IT IS COMPLETED PROPERLY AND IS RECEIVED BY OUR TRANSFER AGENT NO LATER THAN 5:00 P.M. TORONTO TIME ON APRIL 27, 2018 OR THE LAST BUSINESS DAY PRIOR TO ANY POSTPONED OR ADJOURNED MEETING OR IS OTHERWISE RECEIVED BY OUR SECRETARY, AS DESCRIBED HEREIN, PRIOR TO THE COMMENCEMENT OF THE MEETING OR ANY POSTPONED OR ADJOURNED MEETING. OUR TRANSFER AGENT S MAILING ADDRESS IS COMPUTERSHARE INVESTOR SERVICES INC., 100 UNIVERSITY AVENUE, 8TH FLOOR, TORONTO, ONTARIO, CANADA, M5J 2Y1 AND FACSIMILE NUMBER IS 1-866-249-7775 OR (416) 263-9524.

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IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL AND SPECIAL MEETING OF SHAREOWNERS TO BE HELD ON MAY 1, 2018

This communication is not a form for voting and presents only an overview of the more complete proxy materials, which are available on the Internet or by mail. We encourage you to access and review all of the important information contained in the proxy materials before voting.

Our proxy statement, form of proxy and 2017 annual report are available at our website (*www.cott.com/investor-relations*), as well as our profile on SEDAR (*www.sedar.com*). Our proxy statement includes information on the following matters, among other things:

- The date, time and location of the Annual and Special Meeting of Shareowners;
- A list of the matters being submitted to the shareowners for approval; and
- Information concerning voting in person at the Annual and Special Meeting of Shareowners.

If you want to receive a paper copy or e-mail of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy to Computershare Investor Services by telephone at 1-800-564-6253 or contact Cott s Investor Relations Department directly at our principal executive office: Cott Corporation, Corporate Center III, Suite 400, 4221 W. Boy Scout Blvd., Tampa, Florida U.S.A. 33607, telephone (813) 313-1732, email InvestorRelations@cott.com.

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Cott Corporation

Annual and Special Meeting of Shareowners

THIS BOOKLET EXPLAINS:

details of the matters to be voted upon at the meeting, and

how to exercise your right to vote even if you cannot attend the meeting.

THIS BOOKLET CONTAINS:

the notice of the meeting,

the proxy statement for the meeting, and

a proxy form that you may use to vote your shares without attending the meeting.

REGISTERED SHAREOWNERS

A form of proxy is enclosed with this booklet. This form may be used to vote your shares if you are unable to attend the meeting in person. Instructions on how to vote using this form are found starting on page 1 of this proxy statement.

NON-REGISTERED BENEFICIAL SHAREOWNERS

If your shares are held on your behalf or for your account by a broker, securities dealer, bank, trust company or other intermediary, you will not be able to vote unless you carefully follow the instructions provided by your intermediary.

The accompanying proxy statement and form of proxy are furnished in connection with the solicitation of proxies by or on behalf of management and the board of directors for use at the annual and special meeting of shareowners to be held on Tuesday, May 1, 2018 and any continuation of the meeting after an adjournment of such meeting.

AVAILABILITY OF QUARTERLY FINANCIAL INFORMATION

If you are a shareowner and wish to receive (or continue to receive) our quarterly interim financial statements (and the related management discussion and analysis) by mail, you must complete and return the enclosed request form. If you do not do so, quarterly financial statements will not be sent to you. Financial results are announced by media release, and financial statements are available on our website at *www.cott.com*, on the SEDAR website maintained by the Canadian securities regulators at *www.sedar.com* and on the EDGAR website maintained by the United States

Securities and Exchange Commission at *www.sec.gov*.

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Cott Corporation

Proxy Statement

GENERAL INFORMATION

This proxy statement is furnished in connection with the solicitation of proxies by or on behalf of management and the board of directors (the Board) of Cott Corporation (Cott or the Company) for use at the annual and special meeting of shareowners (the meeting) that is to be held at the time and place, and for the purposes, described in the accompanying notice of the meeting and any continuation of the meeting after an adjournment of such meeting.

We are first mailing or making available to shareowners this proxy statement, our 2017 annual report and related materials on or about March 21, 2018. All dollar amounts are in United States dollars unless otherwise stated. All information contained in this proxy statement is as of March 12, 2018, unless otherwise indicated. Our fiscal year ends on the Saturday closest to December 31 of each year. In this proxy statement, therefore, references to the year 2015 are to the fiscal year ended January 2, 2016, references to the year 2016 are to the fiscal year ended December 31, 2016 and references to the year 2017 are to the fiscal year ended December 30, 2017. As used herein, GAAP means United States generally accepted accounting principles.

VOTING AT THE MEETING

Who Can Vote

March 12, 2018 is the record date to determine shareowners who are entitled to receive notice of the meeting. Shareowners at the close of business on that date will be entitled to vote at the meeting. As of the record date, 140,149,900 common shares were outstanding. Each common share entitles the holder to one vote on all matters presented at the meeting.

Voting By Registered Shareowners

The following instructions are for registered shareowners only. **If you are a non-registered beneficial shareowner, please follow your intermediary s instructions on how to vote your shares.** See below under **Voting By Non-Registered Beneficial Shareowners.**

Voting in Person

Registered shareowners who attend the meeting may vote the shares registered in their name on resolutions put before the meeting. If you are a registered holder who will attend and vote in person at the meeting, you do not need to complete or return the form of proxy, although you are requested to do so. Please register your attendance with the scrutineer, Computershare Investor Services Inc. (**Computershare**), upon your arrival at the meeting. Whether or not you plan to attend the meeting, you are requested to complete and promptly return the enclosed proxy.

Voting by Proxy

If you are a registered shareowner but do not plan to attend the meeting in person, there are four ways that you can vote your proxy:

Mail: You may vote by completing, dating and signing the enclosed form of proxy and returning it to Computershare no later than 5:00 p.m. local time in Toronto on April 27, 2018, or the last business day prior

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to any postponed or adjourned meeting, by mail to 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1 using the envelope provided.

Fax: You may vote by completing, dating and signing the enclosed form of proxy and faxing it to Computershare at 1-866-249-7775 (toll free within Canada and the United States) or 1-416-263-9524 (outside Canada and the United States) no later than 5:00 p.m. local time in Toronto on April 27, 2018 or the last business day prior to any postponed or adjourned meeting.

Internet: You may vote over the Internet by accessing *www.investorvote.com* and following the proxy login and voting procedures described for the meeting. The enclosed form of proxy contains certain information required for the Internet voting process. Detailed voting instructions will then be conveyed electronically via the Internet to those who have completed the login procedure. You may vote (and revoke a previous vote) over the Internet at any time before 5:00 p.m. local time in Toronto on April 27, 2018 or the last business day prior to any postponed or adjourned meeting.

The Internet voting procedure, which complies with Canadian law, is designed to authenticate shareowners identities, to allow shareowners to vote their shares and to confirm that shareowners votes have been recorded properly. Shareowners voting via the Internet should understand that there may be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies that must be borne by the shareowners. Also, please be aware that Cott is not involved in the operation of the Internet voting procedure and cannot take responsibility for any access or Internet service interruptions that may occur or any inaccurate, erroneous or incomplete information that may appear.

Other: If you have not availed yourself of any of the foregoing voting procedures by 5:00 p.m. local time in Toronto on April 27, 2018 or the last business day prior to any postponed or adjourned meeting but still wish to vote by proxy, you may vote by (i) completing, dating and signing the enclosed form of proxy and faxing it to the attention of our Secretary at (813) 434-2139, or (ii) having the person you have chosen as your proxyholder deliver it in person to our Secretary, in each case so that it is received prior to the commencement of the meeting or any postponed or adjourned meeting.

What Is a Proxy?

A proxy is a document that authorizes another person to attend the meeting and cast votes on behalf of a registered shareowner at the meeting. If you are a registered shareowner, you can use the accompanying proxy form. You may also use any other legal form of proxy.

How do You Appoint a Proxyholder?

Your proxyholder is the person you appoint to cast your votes for you at the meeting. The persons named in the enclosed form of proxy are directors or officers of Cott. You may choose those individuals or any other person to be your proxyholder. Your proxyholder does not have to be a shareowner of Cott. If you want to authorize a director or officer of Cott who is named on the enclosed proxy form as your proxyholder, please leave the line near the top of the proxy form blank, as their names are pre-printed on the form. **If you want to authorize another person as your proxyholder, fill in that person s name in the blank space located near the top of the enclosed proxy form.**

Your proxy authorizes the proxyholder to vote and otherwise act for you at the meeting, including any continuation of the meeting if it is adjourned.

How Will a Proxyholder Vote?

If you mark on the proxy how you want to vote on a particular issue, your proxyholder must cast your votes as instructed. By checking WITHHOLD on the proxy form, you will be abstaining from voting.

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If you do NOT mark on the proxy how you want to vote on a particular matter, your proxyholder is entitled to vote your shares as he or she sees fit. If your proxy does not specify how to vote on any particular matter, and if you have authorized a director or officer of Cott to act as your proxyholder, your shares will be voted at the meeting:

FOR the election of the nominees named in this proxy statement as directors;

FOR the approval of the appointment of PricewaterhouseCoopers LLP as Cott s independent registered certified public accounting firm;

FOR the approval, on a non-binding advisory basis, of the compensation of the Company s named executive officers, as such information is disclosed in the Compensation Discussion and Analysis, the compensation tables and the accompanying narrative disclosure beginning on page 20 (commonly referred to as say-on-pay);

FOR the approval of the Cott Corporation 2018 Equity Incentive Plan (the 2018 Equity Plan) described under Approval of Cott Corporation 2018 Equity Incentive Plan beginning on page 67 of this proxy statement, in accordance with the resolution attached as Appendix A to this proxy statement on page A-1;

FOR the approval of the Cott Corporation Shareholder Rights Plan (the Rights Plan) described under Approval of Cott Corporation Shareholder Rights Plan beginning on page 77 of this proxy statement, in accordance with the resolution attached as Appendix C to this proxy statement on page C-1;

FOR the approval of the amendment to the Cott Corporation Articles of Incorporation to change Cott s registered office address from Quebec to Ontario described under Approval of Amendment to Cott Corporation Articles of Incorporation (Change of Registered Office Address) beginning on page 81 of this proxy statement, in accordance with the resolution attached as Appendix E to this proxy statement on page E-1; and

FOR the approval of the amendments to the Cott Corporation Articles of Incorporation and the Cott Corporation By-Laws to allow for meetings of shareowners to be permitted in such location as the directors of Cott may determine, either inside or outside of Canada, described under Approval of Amendments to Cott Corporation Articles of Incorporation and Cott Corporation By-Laws (Place of Meetings) beginning on page 81 of this proxy statement, in accordance with the resolutions attached as Appendix F to this proxy statement on page F-1.

For more information on these matters, please see **Election of Directors**, beginning on page 7, **Independent Registered Certified Public Accounting Firm Approval of Appointment of Independent Registered Certified Public Accounting Firm** on page 63, **Advisory Vote on Executive Compensation** on page 66, **Approval of Cott**

Corporation 2018 Equity Incentive Plan on page 67, **Approval of Cott Corporation Shareholder Rights Plan** on page 77, **Approval of Amendment to Cott Corporation Articles of Incorporation (Change of Registered Office Address)** on page 81, and **Approval of Amendments to Cott Corporation Articles of Incorporation and Cott Corporation By-Laws (Place of Meetings)** on page 81.

If any amendments are proposed to these matters, or if any other matters properly arise at the meeting, your proxyholder can generally vote your shares as he or she sees fit. The notice of the meeting sets out all the matters to be presented at the meeting that are known to management as of March 12, 2018.

How do You Revoke Your Proxy?

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before the meeting by delivering to our Secretary a written notice of revocation or a duly executed proxy bearing a later date, by voting via the Internet at a later date or by attending the meeting and voting in person. You may send a written notice to our Secretary to the following address: Corporate Center III, Suite 400, 4221 W. Boy Scout Blvd., Tampa, Florida U.S.A. 33607.

This revocation must be received by our Secretary before the meeting (or before the date of the reconvened meeting if it is adjourned), or in any other way permitted by law.

If you revoke your proxy and do not replace it with another form of proxy that is properly deposited, you may still vote shares registered in your name in person at the meeting.

Voting By Non-Registered Beneficial Shareowners

If your common shares are not registered in your name but in the name of an intermediary (typically a bank, trust company, securities dealer or broker, or a clearing agency in which an intermediary participates), then you are a non-registered beneficial shareowner (as opposed to a registered shareowner). Copies of this document have been distributed to intermediaries who are required to deliver them to, and seek voting instructions from, our non-registered beneficial shareowners. Intermediaries often use a service company (such as Computershare or Broadridge Investor Communications (**Broadridge**)) to forward meeting materials to beneficial shareowners. Cott intends to pay for intermediaries to deliver proxy-related materials and the request for voting instructions (Form 54-101F7) to objecting beneficial owners in accordance with National Instrument 54-101. If you are a non-registered beneficial shareowner, you can vote your common shares by proxy, by following the instructions your intermediary provides to you, through your intermediary or at the meeting. As a non-registered beneficial shareowner, while you are invited to attend the meeting, you will not be entitled to vote at the meeting unless you make the necessary arrangements with your intermediary to do so.

Voting in Person

A non-registered beneficial shareowner who received a voting instruction form from the intermediary and who wishes to attend and vote at the meeting in person (or have another person attend and vote on their behalf) should strike out the proxyholders named in the voting instruction form and insert the beneficial shareowner s (or such other person s) name in the blank space provided or follow the corresponding instructions provided by the intermediary.

Voting by Proxy through Intermediary

Internet: If your intermediary is registered with Computershare or Broadridge, both of which we have retained to manage beneficial shareowner Internet voting, you may vote over the Internet by following the proxy login and voting instructions on your voting instruction form.

Through Intermediary: A beneficial shareowner who does not vote via the Internet will be given a voting instruction form or other document by his or her intermediary that must be submitted by the beneficial shareowner in accordance with the instructions provided by the intermediary. In such case, you ***cannot*** use the Internet voting procedures described above and ***must*** follow the intermediary s instructions (which in some cases may allow the completion of the voting instruction form by telephone or on the intermediary s Internet website). Occasionally, a beneficial shareowner may be given a form of proxy that has been signed by the intermediary and is restricted to the number of shares owned by the beneficial shareowner but is otherwise not completed. This form of proxy does not need to be signed by the beneficial shareowner. In this case, you can complete the form of proxy and vote by mail or facsimile only in the same manner as described above under **Voting by Registered Shareowners Voting by Proxy** beginning on page 1 of this proxy statement.

In all cases, beneficial shareowners should carefully follow the instructions provided by the intermediary.

Proxies returned by intermediaries as non-votes because the intermediary has not received instructions from the beneficial shareowner with respect to the voting of certain shares, or because under applicable stock exchange or other rules, the intermediary does not have the discretion to vote those shares on one or more of the matters that come before the meeting, will be treated as not entitled to vote on any such matter and will not be counted as having been voted in respect of any such matter. Shares represented by such broker non-votes will, however, be counted in determining whether there is a quorum for the meeting. In addition to being able to submit to Cott or the intermediary, as applicable, a voting instruction form, beneficial shareowners are permitted to submit any other documents in writing that requests that the beneficial shareowner or a nominee thereof be appointed as a proxyholder.

Confidentiality of Vote

Computershare counts and tabulates proxies in a manner that preserves the confidentiality of your votes. Proxies will not be submitted to management unless:

- there is a proxy contest;
- the proxy contains comments clearly intended for management; or
- it is necessary to determine a proxy s validity or to enable management and/or the Board to meet their legal obligations to shareowners or to discharge their legal duties to Cott.

Quorum

The annual meeting requires a quorum, which for this meeting means:

- at least two persons personally present, each being a shareowner entitled to vote at the meeting or a duly appointed proxy for an absent shareowner so entitled; and
- persons owning or representing not less than a majority of the total number of our shares entitled to vote.

Vote Counting Rules

All matters that are scheduled to be voted upon at the meeting, other than as set out below, are ordinary resolutions. Ordinary resolutions are passed by a simple majority of votes: if more than half of the votes that are cast are cast in favor, the resolution passes. Nine directors nominated must be elected by ordinary resolution of the shareowners. Pursuant to Cott s Majority Voting and Director Resignation Policy, if a nominee in an uncontested election does not receive the vote of at least the majority of the votes cast (including votes for and votes withheld), such director is required to promptly deliver written notice to the Corporate Governance Committee offering to resign from the Board. Cott s Majority Voting and Director Resignation Policy is described more particularly below under the heading **Majority Voting and Director Resignation Policy** on page 14 of this proxy statement.

The approval of Cott s independent registered certified public accounting firm, the 2018 Equity Plan, the Rights Plan and the amendment to the Cott Corporation By-Laws must each be approved by ordinary resolution of the shareowners. The approval of the amendments to Cott Corporation s Articles of Incorporation are special resolutions, which must be approved by not less than sixty-six and two-thirds percent (66 2/3%) of the votes cast by the shareowners. Due to the non-binding advisory nature of the matter to be voted upon in respect of the compensation of Cott s executive officers, there is no minimum vote requirement for the proposal. However, the matter will be considered to have passed with the affirmative vote of a majority of the votes cast by shareowners that are present or represented and entitled to vote at the meeting.

Proxies may be marked FOR, AGAINST or WITHHOLD/ABSTAIN. Abstentions/withholding and broker non-votes are counted for purposes of establishing a quorum, but they are not counted as votes cast for or against a proposal.

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Solicitation of Proxies

The cost of soliciting proxies will be borne by Cott. In addition, Cott may reimburse brokerage firms and other persons representing beneficial owners of shares for their expenses in forwarding solicitation materials to such beneficial owners. Proxies may also be solicited by certain of our directors, officers and employees, without additional compensation, personally or by telephone, telegram, letter or facsimile. We have hired MacKenzie Partners, Inc., a professional soliciting organization, to assist us in distributing proxy solicitation materials and responding to information requests from shareowners with respect to the materials. For these services, MacKenzie Partners, Inc. will be paid a fee of $12,000, plus limited reimbursement for out-of-pocket expenses.

Please Complete Your Proxy

Our management, with the support of the Board, requests that you fill out your proxy to ensure your votes are cast at the meeting. **This solicitation of your proxy (your vote) is made on behalf of management and the Board**.

PROCEDURE FOR CONSIDERING SHAREOWNER PROPOSALS

If you want to propose any matter for inclusion in our 2019 proxy statement, it must be received by our Vice President, General Counsel and Secretary no later than November 22, 2018 at Cott Corporation, Corporate Center III, Suite 400, 4221 W. Boy Scout Blvd., Tampa, Florida U.S.A. 33607.

Our by-laws fix a deadline by which shareowners must submit director nominations prior to any meeting of shareowners. In the case of annual meetings, advance notice must be delivered to us not less than 30 nor more than 60 days prior to the date of the annual meeting; provided, however, that if the annual meeting is called for a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, advance notice may be made not later than the close of business on the 10th day following the date on which the public announcement of the date of the annual meeting is first made by us. In the case of a special meeting of shareowners (which is not also an annual meeting), advance notice must be delivered to us no later than the close of business on the 15th day following the day on which the public announcement of the date of the special meeting is first made by us. Our by-laws also require any shareowner making a director nomination to provide certain important information about its nominees with its advance notice. Only shareowners who comply with these requirements will be permitted to nominate directors to the Board unless the advance notice requirements of our by-laws are waived by the Board in its sole discretion. You are advised to review our by-laws, which contain additional requirements about advance notice of director nominations.

PRINCIPAL SHAREOWNERS

We are not aware of any person who, as of March 12, 2018, beneficially owned or exercised control or direction, directly or indirectly, over more than 5% of our common shares except as set forth below:

Name	Nature of Ownership or Control	Number of Shares	Percentage of Class
Connor, Clark & Lunn Investment Management Ltd.(1) 2300-1111 West Georgia Street	Beneficial ownership	10,127,616	7.30%

Vancouver, BC, V6E 4M3 Canada			
Point72 Asset Management, L.P.[(2)] 72 Cummings Point Road, Stamford, CT 06902	Beneficial ownership	6,903,612	5.00%

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(1) Based solely on information reported in a Schedule 13G filed by Connor, Clark & Lunn Investment Management Ltd (Connor Clark) on February 14, 2018 with the United States Securities and Exchange Commission (the SEC). As reported in such filing, Connor Clark is the beneficial owner of 10,127,616 shares, constituting approximately 7.30% of the shares outstanding, with shared voting power with respect to 9,861,595 shares, and sole dispositive power with respect to 10,127,616 shares.

(2) Based solely on information reported in a Schedule 13G filed jointly by Point72 Asset Management, L.P. (Point 72 Asset Management), Point72 Capital Advisors, Inc. (Point 72 Capital Advisors), Cubist Systematic Strategies, LLC (Cubist), and Mr. Steven A. Cohen on February 22, 2018 with the SEC. As disclosed in the Schedule 13G, pursuant to an investment management agreement, Point72 Asset Management maintains investment and voting power with respect to the securities held by certain investment funds it manages. Point72 Capital Advisors is the general partner of Point72 Asset Management. Pursuant to an investment management agreement, Cubist maintains investment and voting power with respect to the securities held by certain investment funds it manages. Mr. Cohen controls each of Point72 Asset Management, Point72 Capital Advisors, and Cubist. As indicated in the Schedule 13G, each of (i) Point72 Asset Management, Point72 Capital Advisors and Mr. Cohen may be deemed to beneficially own 6,903,612 shares (constituting approximately 5.0% of the shares outstanding); and (ii) Cubist and Mr. Cohen may be deemed to beneficially own 85,866 shares (constituting <0.1% of the shares outstanding).

FINANCIAL STATEMENTS

At the meeting, we will submit to our shareowners Cott s annual consolidated financial statements for the year ended December 30, 2017, and the related report of Cott s independent registered certified public accounting firm. No vote will be taken regarding the financial statements.

ELECTION OF DIRECTORS

The Corporate Governance Committee of the Board (the **Corporate Governance Committee**) reviews annually the qualifications of persons proposed for election to the Board and submits its recommendations to the Board for consideration.

The Corporate Governance Committee believes that the Board should be comprised of directors with a broad range of experience and expertise. The following table reflects the diverse skill set requirements of the Board and identifies the specific experience and expertise brought by each individual director nominee.

	Industry Experience	International Experience	Executive Experience	Investment Banking/Private Equity/M&A Experience	Finance	Accounting	Legal	Governance
Jerry Fowden	X	X	X	X	X			X
David Gibbons	X	X	X	X				X
Stephen Halperin		X		X			X	X
Betty Jane Hess		X	X	X				X
Kenneth C. Keller, Jr.	X	X	X	X	X			
Gregory Monahan				X	X	X		X

Mario Pilozzi	**X**	**X**	**X**					
Eric Rosenfeld		**X**		**X**	**X**			**X**
Graham Savage			**X**	**X**	**X**	**X**	**X**	**X**

In the opinion of the Corporate Governance Committee and the Board, each of the nine nominees for election as a director is well qualified to act as a director of Cott and, together, the nominees bring the mix of independence, diversity, expertise and experience necessary for the Board and its committees to function effectively. Our approach to corporate governance and the roles of the Board and its committees are described under **Corporate Governance** on page 53 of this proxy statement.

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During 2017, the Board held seven meetings. Each of our incumbent directors attended, in person or by telephone, 75% or more of the applicable meetings of the Board and committees on which they served in 2017.

Set forth below is certain information concerning our nominees for election as directors of Cott, including information regarding each person s service as a director, committee membership, business experience, director positions held currently or at any time during the last five years, information regarding involvement in certain legal or administrative proceedings, if applicable, and the experiences, qualifications, attributes or skills that caused the Corporate Governance Committee and the Board to determine that the person should serve as a director of Cott. Because Cott is a Canadian corporation, we are required to have at least 25% of our directors be Canadian residents. The directors who are Canadian residents are identified below. If elected, each director will hold office until the next annual meeting of shareowners.

On November 8, 2017, Mr. Mark Benadiba notified the Company of his decision to retire from the Board effective December 31, 2017. On February 27, 2018, Mr. Andrew Prozes advised the Board that he would not stand for re-election as a director of the Company at the end of his term. Mr. Prozes will serve the remainder of his term, which will conclude immediately prior to the 2018 Annual and Special Meeting of Shareowners. The Board is currently in the process of identifying qualified individuals for appointment to the Board. In identifying new candidates, the Board will take into account the mix of director characteristics and diverse experiences, perspective and skills appropriate for the Company. Following the identification of a suitable candidate, the Board will appoint the new director to fill the vacancy.

The Board has considered the independence of each of the nominees for election as directors of Cott for purposes of the rules of the SEC, New York Stock Exchange (**NYSE**) and, where applicable, National Instrument 58-101 Disclosure of Corporate Governance Practices (**NI 58-101**) of the Canadian Securities Administrators. All nominees are independent except for Mr. Fowden, our Chief Executive Officer. See **Certain Relationships and Related Transactions** on page 18 of this proxy statement for further discussion of the Board s determinations as to independence.

Nominee	**Committee Membership**
Jerry Fowden, 61, of Tampa, Florida, U.S.A., was appointed as our Chief Executive Officer in 2009. Prior to this appointment, he served as President of Cott s international operating segment, Interim President North America and Interim President of Cott s UK and European business from 2007 to 2009. Prior to joining Cott, Mr. Fowden served as Chief Executive Officer of Trader Media Group and was a member of the Guardian Media Group plc s board of directors from 2005 to 2007. Prior to this time, Mr. Fowden served in a variety of roles at multiple companies, including global Chief Operating Officer of ABInBev S.A. Belgium, an alcoholic beverage company, Chief Executive Officer of Bass Brewers Ltd., a subsidiary of AB InBev S.A. Belgium, Managing Director of the Rank Group plc s Hospitality and Holiday Division and member of the Rank Group plc s board of directors, Chief Executive Officer of Hero AG s European beverage operations and various roles within PepsiCo Inc. s beverage operations and Mars, Incorporated s pet food operations. Mr. Fowden currently serves on the board of directors of Constellation Brands Inc., a premium alcoholic beverage company and is a member of its Corporate Governance Committee and Chair of its Human Resources Committee, and on the board of directors of the American Beverage Association. Mr. Fowden previously served as a member of the board of directors of the British Soft Drinks Association and as a member of the advisory board of Tchibo Coffee International Ltd, a premium coffee company. The board nominated Mr. Fowden to be a director because he is Cott s Chief Executive Officer and because he has lived and worked in multiple countries and has extensive international business turnaround experience. Under Mr. Fowden s leadership, Cott has become a more valuable and highly cash generative business with higher margins in growing Good For You beverage categories predominantly distributed through its own route based infrastructure to multiple channels with a reduced dependence on large format retailers.	
David T. Gibbons, 74, of Naples, Florida, U.S.A., was Cott s Interim Chief Executive Officer from March 2008 to February 2009. Prior to joining Cott, he was Chairman and Chief Executive Officer of Perrigo Company, a manufacturer of retailer brand over-the-counter pharmaceutical and nutritional products, from 2000 to 2006, and from 2003 to 2007, he also held the role of Chairman of that company. Mr. Gibbons has served on the board of directors of Perrigo and Robbins & Myers, Inc., a manufacturer of fluid management products. He has served on Cott s board since April 2007, and is currently the Chairman of the board. The board nominated Mr. Gibbons to be a director because he has an extensive consumer products background, with leadership	Chairman of the Board; Corporate Governance Committee

experience in strategic planning, sales and marketing, operational improvements and international operations, as well as extensive board and corporate governance experience from serving as a director and committee member on public, private and non-profit boards.

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Nominee	Committee Membership
Stephen H. Halperin, 68, of Toronto, Ontario, Canada, is counsel at the law firm of Goodmans LLP. He was a partner with Goodmans from 1987 until his retirement from the partnership at the end of 2017. He also serves as a director of Gluskin Sheff + Associates, Inc., a Toronto Stock Exchange listed wealth management company and is a member of the Board of Governors of McGill University and the audit committee of that board. Mr. Halperin served on the board of trustees of KCP Income Fund, a custom manufacturer of national brand and retailer brand consumer products and has served on the boards of five other publicly listed issuers. He has served on Cott s board since 1992. The board nominated Mr. Halperin to be a director because he is an expert in Canadian corporate law, with over 30 years of experience counseling boards and senior management regarding corporate governance, compliance, disclosure, international business conduct, capital markets, corporate strategy and other relevant issues. Mr. Halperin is a Canadian resident.	Corporate Governance Committee
Betty Jane (BJ) Hess, 69, of Naples, Florida, U.S.A., was Senior Vice President, Office of the President, of Arrow Electronics, Inc., an electronics distributor listed on the NYSE, for five years prior to her retirement in 2004. At Arrow Electronics, Inc., Ms. Hess was responsible for global operations and led or participated in the integration of 62 acquisitions in the Unites States, Europe and Asia over a 20 year period. She served on the board of directors of the ServiceMaster Company, a company providing home maintenance and lawn care services, and Harvest Power, a firm specializing in the management of organic waste. Ms. Hess is the subject of case studies at Harvard Business School and MIT Sloan School of Management on integration strategy and operational excellence in the supply chain at Arrow Electronics, Inc. She has served on Cott s board since 2004. The board nominated Ms. Hess to be a director because it believes that her executive experience, integration expertise, leadership and communication skills are valuable assets to the board.	Human Resources and Compensation Committee
Kenneth C. Keller, **Jr**., 56, of Kenilworth, Illinois, was recently Global President of William Wrigley Jr. Company, a subsidiary of privately held Mars, Inc., and a producer and distributor of confectionary products in the United States and internationally, and has held various other positions with the company since 2011. He is currently transitioning into a new role of Chief Portfolio Officer of the newly integrated Mars Wrigley Confectionary business. Prior to Mr. Keller s time with Wrigley, he was with Alberto Culver, a manufacturer of hair and skin beauty care products, from 2008 to 2011, where he was President of the U.S. region, responsible for leading the U.S. business to deliver sales and profit growth. Mr. Keller currently serves as a director of Winona Capital Management LLC, a private equity firm specializing in buyouts, acquisitions, growth capital and lower middle-market investments. He has served on Cott s board since October 2017. The board nominated Mr. Keller to be a director because it believes he possesses significant international and route based delivery experience alongside a track record of driving top line and earnings growth.	Audit Committee

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Nominee	Committee Membership
Gregory Monahan, 44, of Darien, Connecticut, U.S.A., has been a Senior Managing Director of Crescendo Partners, L.P., a New York-based investment firm, since December 2014. Prior to December 2014, he served as Managing Director of Crescendo Partners and has held various positions at Crescendo Partners since May 2005. He is also a Managing Member and Portfolio Manager for Jamarant Capital, LP, a private investment firm. Previously, he was co-founder of Bind Network Solutions, a consulting firm focused on network infrastructure and security. Mr. Monahan is currently on the board of directors of Absolute Software Corp., a leader in firmware-embedded endpoint security and management for computers and ultra-portable devices. He also serves on the board of directors of BSM Technologies Inc., a global commercial fleet telematics provider. He previously served on the board of directors of COM DEV International Ltd., a supplier of space equipment and services, SAExploration Holdings Inc., a seismic data services company, ENTREC Corporation, a heavy haul and crane services provider, Bridgewater Systems, a telecommunications software provider, and O Charley s Inc., a multi-concept restaurant company. Mr. Monahan has served on Cott s board since June 2008. The board nominated Mr. Monahan to be a director because it believes he possesses valuable financial expertise, including extensive expertise with capital markets transactions and investments in both public and private companies. He has served in managing roles in investment and technology consulting firms, which experience informs his judgment and risk assessment as a board member.	Audit Committee
Mario Pilozzi, 71, of Oakville, Ontario, Canada, was, until January 2008, President and CEO of Wal-Mart Canada. He joined Wal-Mart Canada in 1994 as Vice-President of Hardline Merchandise and was promoted to Senior Vice-President of Merchandise and Sales, and later Chief Operating Officer, before serving as President and CEO. Prior to joining Wal-Mart Canada, Mr. Pilozzi held a broad range of positions with Woolworth Canada spanning more than 30 years, including the positions of Vice-President of Hardline Merchandise, Administrator of Store Openings, District Manager, Store Manager and several other key roles in Woolworth s variety and discount-store divisions. Since his retirement in 2008, Mr. Pilozzi has served as a consultant for Wal-Mart s businesses in Puerto Rico, Brazil, Argentina, Chile, Mexico, China and Japan. Mr. Pilozzi has served on Cott s board since June 2008. The board nominated Mr. Pilozzi to be a director because he has extensive executive experience with two well-known, multinational corporations and understands the retail sales business of our retailer partners. Mr. Pilozzi is a Canadian resident.	Human Resources and Compensation Committee

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Nominee	Committee Membership
Eric Rosenfeld, 60, of New York, New York U.S.A., has been the President and Chief Executive Officer of Crescendo Partners, L.P., a New York based investment firm, since its formation in November 1998. Prior to forming Crescendo Partners, he held the position of Managing Director at CIBC Oppenheimer and its predecessor company Oppenheimer & Co., Inc. for 14 years. Mr. Rosenfeld currently serves as a director for CPI Aerostructures Inc., a company engaged in the contract production of structural aircraft parts, for which he also serves as Chairman, Absolute Software Corp., a leader in firmware-embedded endpoint security and management for computers and ultraportable devices and Pangaea Logistics Solutions Ltd., a logistics and shipping company that merged with Quartet Merger Corp., a blank-check company, for which he served as Chairman and CEO. He is also a director of Aecon Group Inc., a Canada-based construction and infrastructure development company, and NextDecade Corp., a liquefied natural gas development and project management company that merged with Harmony Merger Corp., a blank-check company for which he served as Chairman and CEO. Mr. Rosenfeld has also served as a director for numerous companies, including Arpeggio Acquisition Corporation, Rhapsody Acquisition Corporation and Trio Merger Corp., all blank check companies that later merged with Hill International, Primoris Services Corporation and SAExploration Holdings Inc., respectively, where he continued as a director. He also served on the board of directors of Sierra Systems Group Inc., an information technology, management consulting and systems integration firm, SAExploration Holdings Inc., a seismic data services company, Emergis Inc., an electronic commerce company, Hill International, a construction management firm, Matrikon Inc., a company that provides industrial intelligence solutions, DALSA Corp., a digital imaging and semiconductor firm, GEAC Computer, a software company, and Computer Horizons Corp., an IT services company, where he was Chairman. Mr. Rosenfeld has served on Cott s board since June 2008 and is our Lead Independent Director. The board nominated Mr. Rosenfeld to be a director because he has extensive experience serving on the boards of multinational public companies and in capital markets and mergers and acquisitions transactions. Mr. Rosenfeld also has valuable experience in the operation of a worldwide business faced with a myriad of international business issues. Mr. Rosenfeld s leadership and consensus-building skills, together with his experience as senior independent director of all boards on which he currently serves, make him an effective Lead Independent Director for the board.	Chair, Corporate Governance Committee

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Nominee	Committee Membership
Graham Savage, 68, of Toronto, Ontario, Canada, is a corporate director. Between 2002 and 2007, Mr. Savage served as the Chairman of Callisto Capital L.P., a Toronto-based private equity firm. Prior to this, since 1998, Mr. Savage was Managing Director at Savage Walker Capital Inc., Callisto Capital L.P. s predecessor. Between 1975 and 1996, Mr. Savage was with Rogers Communications Inc. in various positions culminating in being appointed the Senior Vice President, Finance and Chief Financial Officer, a position he held for seven years. In addition, Mr. Savage serves on the boards of Postmedia Network Canada Corp. and Sears Canada Inc. (**Sears**) and is Chairman of the latter. He has also served on the boards of Canadian Tire Corporation, Rogers Communications Inc., Alias Corp., Lions Gate Entertainment Corp. and Royal Group Technologies Limited, among others. Mr. Savage has served on Cott s board since February 2008. The board nominated Mr. Savage to be a director because of his financial expertise, including expertise in the area of private equity. He is our audit committee financial expert and has served as Chief Financial Officer of a large public company. Mr. Savage also has board and committee experience at both public and private companies, and his extensive executive experience brings strong financial and operational expertise to the board. Mr. Savage is a Canadian resident.	Chair, Audit Committee

It is intended that each director will hold office until the close of business of the 2019 annual meeting or until his or her earlier resignation, retirement or death. Pursuant to Cott s Corporate Governance Guidelines, no director may stand for election or re-election to the Board after the director has reached the age of 75 (a director that turns 75 during his or her term, however, may serve out the remainder of that term). Other than Mr. Gibbons, no nominee identified above will reach the age of 75 prior to the date of the 2019 annual meeting.

Unless otherwise instructed, the persons named in the accompanying form of proxy intend to vote FOR the election to the Board of the nine nominees who are identified above. Management and the Board do not contemplate that any of the nominees will be unable to serve as a director. If, for any reason at the time of the meeting, any of the nominees are unable to serve, then the persons named in the accompanying form of proxy will, unless otherwise instructed, vote at their discretion for a substitute nominee or nominees.

Cease Trade Orders, Corporate and Personal Bankruptcies, Penalties and Sanctions

Except as set forth below, to the knowledge of Cott, none of its directors and officers is, or within 10 years prior to the date hereof has been, a director, chief executive officer or chief financial officer of any company (including Cott) that (i) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the director or officer was acting in the capacity as director, chief executive officer or chief financial officer, or (ii) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director or officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Except as set forth below, to the knowledge of Cott, none of its directors and officers is, or within 10 years prior to the date hereof has been, a director or executive officer of any company (including Cott) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or (ii) has, within 10 years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or executive officer.

Mr. Savage served as a director of Sun-Times Media Group, Inc. (**Sun Times**), formerly Hollinger International Inc. (**Hollinger**). He served as a director of that company from July 2003 until November 2009. On June 1, 2004, the Ontario Securities Commission issued a permanent management cease trade order (the **Ontario Cease Trade Order**) against the insiders of Hollinger for failing to file its interim financial statements and interim management s discussion and analysis for the three-month period ended March 31, 2004, and its annual financial statements, management s discussion and analysis and annual information form for the year ended December 31, 2003. In addition, the British Columbia Securities Commission issued a cease trade order against an insider of Hollinger resident in British Columbia on May 21, 2004, as updated on May 31, 2004 (the **BC Cease Trade Order**). The Ontario Cease Trade Order was allowed to expire on January 9, 2006 and is no longer in effect. The BC Cease Trade Order was revoked on February 10, 2006 and is no longer in effect. Sun Times filed for protection under Chapter 11 of the United States Bankruptcy Code in April 2009, and the principal operating assets of Sun Times were subsequently sold.

Mr. Savage has been a director of Sears since April 2015 and is currently the Chairman of the board. On June 22, 2017 Sears announced that it and certain of its subsidiaries (the **Sears Group**) had been granted an order from the Ontario Superior Court of Justice (Commercial List) that, among other things, granted the Sears Group protection from their creditors under the *Companies Creditors Arrangement Act* (Canada). On June 29, 2017, Sears received notice that the Continued Listings Committee of the Toronto Stock Exchange (the **TSX**) had determined to delist Sears common shares effective at the close of market on July 28, 2017. Sears did not appeal the decision. Subsequently, on October 16, 2017, Sears announced that it had received approval from the Ontario Superior Court of Justice to proceed with a liquidation of all of its inventory and furniture, fixtures and equipment located at its remaining stores.

Mr. Fowden served on the board of directors of Chesapeake Corporation (now known as Canal Corporation), a supplier of specialty paperboard products, when it filed a voluntary Chapter 11 petition in the United States on December 29, 2008. He served as a director of such company until May 2009.

To the knowledge of Cott, none of its directors and officers has been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to invest in Cott.

Majority Voting and Director Resignation Policy

Pursuant to Cott s Majority Voting and Director Resignation Policy, if a nominee in an uncontested election does not receive the vote of at least the majority of the votes cast, the director is required to promptly deliver a written notice to the Corporate Governance Committee offering to resign from the Board. Following receipt of an offer of resignation, the Corporate Governance Committee must consider whether or not to accept the offer of resignation and recommend to the Board whether or not to accept it. With the exception of exceptional circumstances that would warrant the continued service of the applicable director on the Board, the Corporate Governance Committee is expected to accept and recommend acceptance of the resignation by the Board. In considering whether or not to accept the resignation, the Corporate Governance Committee may consider factors provided as guidance by the TSX and all factors deemed relevant by members of the Corporate Governance Committee including, without limitation, any stated reasons why shareowners withheld votes from the election of that nominee, the length of service and the qualifications of the director whose resignation has been submitted, such director s contributions to Cott, Cott s governance guidelines and Cott s obligations under applicable laws. The Board must make its decision on the Corporate Governance Committee s recommendation within 90 days following the meeting of Cott s shareowners. In considering the Corporate Governance Committee s recommendation, the Board will evaluate the factors considered by the Corporate Governance Committee and such additional information and factors that the Board deems relevant and, with the exception of exceptional circumstances that would warrant the continued service of the applicable director on the Board, the Board will accept the resignation. If an offer of resignation is accepted in accordance with this policy, the Board may in accordance with the provisions of Cott s articles and by-laws appoint a new director to fill any vacancy created by the resignation or reduce the size of the Board.

COMPENSATION OF DIRECTORS

We use a combination of cash and stock-based compensation to attract and retain qualified candidates to serve on the Board. We set director compensation at a level that reflects the significant amount of time and high skill level required of directors in performing their duties for Cott and for its shareowners. In 2017, other than Jerry Fowden, our Chief Executive Officer, no employees served as directors. Mr. Fowden is not compensated for serving as a director and his compensation as Chief Executive Officer during 2017 has been fully reflected in the Summary Compensation Table on page 37 of this proxy statement. We provided the following annual compensation to our non-employee directors in 2017:

Name	Fees Earned or Paid in Cash ($)(5)	Stock Awards ($)(6)
Mark Benadiba(1)(2)	81,000	119,000
David Gibbons	218,500	119,000
Stephen Halperin(2)	81,000	119,000
Betty Jane Hess	81,000	119,000
Kenneth C. Keller, Jr.(3)	20,250	
Gregory Monahan	81,000	119,000
Mario Pilozzi(2)	81,000	119,000
Andrew Prozes(4)	96,000	119,000
Eric Rosenfeld	121,000	119,000
Graham Savage(2)	98,500	119,000

(1) On November 8, 2017, Mr. Benadiba notified the Company of his decision to retire from the Board effective December 31, 2017.

(2) Messrs. Benadiba, Halperin, Pilozzi and Savage are compensated in Canadian dollars. The amounts paid to such individuals are converted from the U.S. dollar amounts listed above to Canadian dollar amounts at the U.S. to Canadian conversion rate in effect at the time of payment.

(3) Mr. Keller was appointed to the Board on October 10, 2017.

(4) On February 27, 2018, Mr. Prozes advised the Board that he would not stand for re-election as a director at the end of his term, which will conclude immediately prior to the 2018 Annual and Special Meeting of Shareowners.

(5) Non-employee directors are also reimbursed for certain business expenses, including travel expenses, in connection with Board and committee meeting attendance. These amounts are not included in the above table.

(6) Represents common shares issued in payment of the annual director long-term incentive fee for non-employee directors. The award was made under the Amended and Restated Cott Corporation Equity Incentive Plan.

Directors Compensation Schedule

The compensation of directors is considered in light of the overall governance structure of Cott. Compensation for directors is recommended to the Board by the Human Resources and Compensation Committee (the **Compensation Committee**) and is approved by the independent directors. Director compensation is set solely on an annual fee basis (paid quarterly in arrears) and per-meeting attendance fees are not paid. Generally, directors are not separately compensated for service on Board committees in roles other than the committee chair.

During 2017, directors of Cott were entitled to the following annual fees:

Category	Annual Fees
Annual Board retainer	$ 81,000
Annual fee for the non-executive chair of the Board	$ 150,000(1)
Annual fee for chairing the:	
Audit Committee	$ 17,500
Compensation Committee	$ 15,000
Corporate Governance Committee	$ 10,000
Annual fee for the lead independent director	$ 30,000
Annual long-term equity incentive fee (stock award)	$ 119,000(2)

(1) Upon recommendation of the Compensation Committee, the Board determined to increase the annual fee for the non-executive chair of the Board from $100,000 to $150,000, effective as of May 5, 2017.

(2) Upon recommendation of the Compensation Committee, the Board determined to increase the annual long-term equity incentive fee from $99,000 to $119,000, effective as of May 5, 2017.

Share Ownership Requirements for Board Members

The Board has adopted minimum share ownership requirements for non-management directors. Under the requirements, each such director must own common shares having a minimum aggregate value equal to five times his or her annual board retainer fee (excluding additional committee or chairman retainers). The Compensation Committee or the Board may, from time to time, reevaluate and revise these guidelines to give effect to changes in Cott s common share price or capitalization. The value of shares owned by each director is recalculated on an annual basis on December 31 of each year. Compliance with the requirements is measured on December 31 of each year and reported to the Compensation Committee. Directors are not required to attain the minimum ownership level by a particular deadline. However, until the guideline amount is achieved, such directors are required to retain an amount equal to 100% of net shares received as equity compensation. Once a director achieves the applicable ownership guideline, such director will be considered in compliance, regardless of any changes in the price of Cott common shares, so long as such director continues to own at least the number of Cott common shares owned in order to achieve the applicable guideline. Net shares are defined as those shares that remain after shares are sold or netted to pay the exercise price of stock options (if applicable) and taxes payable upon the grant of a stock payment or the vesting of restricted shares, restricted share units, performance shares, or performance share units or the exercise of stock options or stock appreciation rights. Failure to meet or to show sustained progress toward meeting the guidelines may be a factor considered by the Compensation Committee in determining future long-term incentive equity grants to such directors. Shares purchased on the open market may be sold in compliance with Cott s policies and applicable securities law. These requirements are designed to ensure that directors long-term interests are closely aligned with those of our shareowners. Each of the incumbent non-management directors, other than Kenneth C. Keller, Jr., who was appointed to the Board on October 10, 2017, holds common shares in excess of the threshold required by the share ownership guidelines as of December 30, 2017.

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SECURITY OWNERSHIP OF DIRECTORS AND MANAGEMENT

Security Ownership

The following table and the notes that follow show the number of our common shares beneficially owned as of March 12, 2018 by each of our directors and the individuals named in the Summary Compensation Table, as well as by our current directors and executive officers as a group.

Name	Common Shares Beneficially Owned, Controlled or Directed[1]	Options Exercisable within 60 days	Total	Common Shares Percentage of Class[2]
David Gibbons	142,850		142,850	*
Stephen Halperin	126,414		126,414	*
Betty Jane Hess	81,743		81,743	*
Kenneth C. Keller, Jr.				*
Gregory Monahan[3]	114,666		114,666	*
Mario Pilozzi	133,493		133,493	*
Andrew Prozes	93,470		93,470	*
Eric Rosenfeld[4]	524,405		524,405	*
Graham Savage	45,279		45,279	*
Jerry Fowden[5]	845,628	1,084,817	1,930,445	1.38%
Jay Wells[5]	74,585	340,509	415,094	*
Thomas Harrington[5][6]	55,865	68,093	123,958	*
Ron Hinson [5]	145,939		145,939	*
Marni Morgan Poe[5]	103,274	208,770	312,044	*
Directors and executive officers as a group (consisting of 15 persons, including the directors and executive officers named above)	2,503,055[2]	1,735,102	4,238,157	3.02%

* Less than 1%

(1) Each director and officer has provided the information on shares beneficially owned, controlled or directed. The shareowners named in this table have sole voting and investment power over all shares shown as beneficially owned by them.

(2) Percentage of class is based on 140,149,900 shares outstanding as of March 12, 2018.

(3) Includes 12,000 shares indirectly held by Mr. Monahan through Jamarant Capital, L.P.

(4) Includes 125,000 shares indirectly held by Mr. Rosenfield through Crescendo Partners III, L.P.

(5) Amounts reported in the above table do not include unvested time-based restricted share units included in the amount of securities beneficially owned by such person as reported on Form 4.

(6) Includes 46,100 shares held indirectly by Mr. Harrington through TAH Capital LLC.

Section 16(a) Beneficial Ownership Reporting Compliance

Our directors and executive officers and any beneficial owner of more than 10% of our common shares, as well as certain affiliates of those persons, must file reports with the SEC showing the number of common shares they beneficially own and any changes in their beneficial ownership. Based on our review of these reports and written representations of our directors and executive officers, we believe that all required reports in 2017 were filed in a timely manner, except that, as a result of administrative errors, one Form 4 reporting a total of three transactions was not timely filed on behalf of each of Messrs. Jay Wells, Steve Erdman and Tom Harrington and Ms. Marni Poe and two Forms 4 reporting a total of four transactions were not timely filed on behalf of Mr. Jason Ausher.

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CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Board has determined that eight of the nominees for director, David T. Gibbons, Stephen Halperin, Betty Jane Hess, Kenneth C. Keller, Jr., Gregory Monahan, Mario Pilozzi, Eric Rosenfeld and Graham W. Savage, are independent within the meaning of the rules of the SEC, NYSE and NI 58-101. A director is independent in accordance with the rules of the SEC, NYSE and NI 58-101 if the Board affirmatively determines that such director has no material relationship with us (either directly or as a partner, shareowner or officer of an organization that has a relationship with us). Mr. Fowden is a management director and is therefore not independent.

On December 31, 2017, Mr. Halperin retired as a partner from Goodmans LLP, a law firm that provides services to Cott on a regular basis. The amount of fees earned by Goodmans LLP for legal services rendered to Cott was and has been financially immaterial to Goodmans LLP and to Mr. Halperin s compensation from such firm. Following his retirement, Mr. Halperin will not be receiving any compensation from Goodmans LLP, other than payments in respect of 2017 due to the timing of distributions from the partnership and de minimis ongoing benefits. Prior to his retirement, Mr. Halperin did not provide and was not involved in the provision of legal services by Goodmans LLP to Cott, and following his retirement, he will not provide nor be involved in the provision of such services by Goodmans LLP to Cott. The Board considered these matters and determined that Mr. Halperin is independent.

Each director and nominee for election as director delivers to Cott annually a questionnaire that includes, among other things, a request for information relating to any transactions in which both the director or nominee, or their family members, and Cott participates, and in which the director or nominee, or such family member, has a material interest. Pursuant to Cott s Corporate Governance Guidelines and the charter of the Corporate Governance Committee, the Corporate Governance Committee is required to review all transactions between Cott and any related party (including transactions reported to it by a director or nominee in response to the questionnaire, or that are brought to its attention by management or otherwise), regardless of whether the transactions are reportable pursuant to Item 404 of Regulation S-K under the Securities and Exchange Act of 1934, as amended (the **Exchange Act**).

After considering advice from the Corporate Governance Committee, the Board is required to review, and, if appropriate, approve or ratify, such related party transactions. A related party transaction is defined under the Corporate Governance Guidelines as any transaction in which Cott was or is to be a participant and in which any related party has a direct or indirect material interest, other than transactions that (i) are available to all employees generally, (ii) involve compensation of executive officers or directors duly authorized by the appropriate board committee, or (iii) involve reimbursement of expenses in accordance with Cott s established policy.

A related party is defined under the Corporate Governance Guidelines as any person who is, or at any time since the beginning of Cott s last fiscal year was, an executive officer or director (including in each case nominees for director), any shareowner owning in excess of 5% of Cott s common shares, or an immediate family member of an executive officer, director, nominee for director or 5% shareowner.

An immediate family member is defined under the Corporate Governance Guidelines as a person s spouse, parents, stepparents, children, stepchildren, siblings, mother- and father-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and anyone (other than employees) who shares such person s home.

Management and directors must also update the Board as to any material changes to proposed transactions as they occur.

Because related party transactions potentially vary, the Corporate Governance Committee or the Board has not to date developed a written set of standards for evaluating them, but rather addresses any such transactions on a case-by-case basis.

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To the knowledge of the directors, no insider, director or proposed nominee for election as a director, or any associate or affiliate of any such persons, had any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any material transaction with Cott since December 31, 2017.

None of the directors, executive officers, employees, former executive officers, former directors or former employees of Cott has any indebtedness to Cott or any of its subsidiaries.

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COMPENSATION OF EXECUTIVE OFFICERS

Compensation Discussion and Analysis

Executive Summary

We seek to incentivize management to increase long-term, sustainable shareowner value, giving appropriate consideration to risk and reward. We strive to focus management on executing our mission to transform our company into the leading North American and European water, coffee, tea and filtration service provider within home and office delivery, foodservice, convenience and hospitality with strong margins and compound growth in revenue and free cash flow. In 2017, our mission was executed through a concentration in five areas: (1) growth in water and coffee categories that are aligned with health and wellness trends, (2) growth in key channels of home and office delivery, foodservice, convenience and hospitality, (3) capture of Eden and S&D synergies, (4) continuation of our value-creating tuck-in acquisition strategy and (5) management of the traditional beverage manufacturing business for stable free cash flows pending a suitable divestiture solution. Our compensation programs are designed to reward executives based on the achievement of both individual and corporate performance targets, while at the same time avoiding the encouragement of unnecessary or excessive risk-taking. Our named executive officers total compensation consists of a base salary, opportunities for annual performance-based cash bonus compensation, and long-term compensation in the form of equity ownership.

This Compensation Discussion and Analysis focuses on the compensation of our named executive officers for 2017, who were:

Jerry Fowden	Chief Executive Officer
Jay Wells	Chief Financial Officer
Thomas Harrington	President Services / Chief Executive Officer DSS
Ron Hinson	CEO S&D Coffee and Tea
Marni Morgan Poe	Vice President, General Counsel and Secretary

We believe that our named executive officers were instrumental in helping us execute our mission in 2017, as follows:

- We grew the revenue of our Route Based Services and Coffee, Tea and Extract Solutions segments 3.0% and 8.0% respectively, from 2016 (calculated on a pro forma basis, treating Eden and S&D as if they had been acquired at the beginning of fiscal year 2016).

- We continued to focus on synergy capture and integration of our acquired businesses, focusing on back of the house synergies within procurement, distribution, information technology and selling, general and administrative expenses.

- We completed 15 separate Route Based Services segment tuck-in acquisitions, which complement our organic growth in this reporting segment.

We entered into a Share Purchase Agreement with Refresco Group N.V., a Dutch public company, providing for the sale of our traditional carbonated soft drink and juice business in the United States, Canada, Mexico and the United Kingdom (the **traditional business**) for $1.25 billion. This transaction closed on January 30, 2018, and the proceeds from the sale were utilized to deleverage our balance sheet and create further optionality around capital deployment.

In 2017, the Compensation Committee and management continued to implement compensation and corporate governance best practices that reflect our financial position and our business, including:

Salary, bonus and perquisite decisions reflecting our results for the year, including:

- o Each of our named executive officers, other than the President Services / Chief Executive Officer of DSS (the **DSS CEO**) and the CEO S&D Coffee and Tea (the **S&D CEO**), received an increase in base salary;

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- o Each of our named executive officers, other than the DSS CEO and S&D CEO, received a performance bonus equal to 85.0% of target award opportunity, the DSS CEO received a performance bonus equal to 53.7% of target award opportunity and the S&D CEO received a performance bonus equal to 121.0% of target award opportunity;

- o Perquisites available to our named executive officers continued to be limited to an annual executive physical examination and a car allowance.

For grants in the 2017 annual grant cycle made in December 2016, we awarded a combination of performance-based restricted share units weighted 37.5%, time-based restricted share units weighted 25%, and stock options weighted 37.5% to each of our named executive officers, other than the S&D CEO. The performance-based restricted share units vest based upon the achievement of a specific level of cumulative pre-tax income over the three-year period ending at the end of fiscal 2019. All of the time-based restricted share units and stock options provide for pro rata vesting (vesting in three equal annual installments). Dividends will accrue on unvested time-based restricted share units and performance-based restricted share units and will be paid only to the extent the underlying award vests. Our goal in linking an element of our long-term incentives to three-year financial results is to align our named executive officers incentives with the long-term interests of our shareowners. For grants in the 2018 annual grant cycle made in December 2017, our named executive officers received the same types and relative percentages of equity awards as were awarded in December 2016. Since these awards were granted in 2017, their grant date fair values are reflected in the Summary Compensation Table on page 37, while the awards granted in December 2016 are reflected in the Summary Compensation Table in our 2017 annual meeting proxy statement.

A number of policies designed to further our compensation goals and strategies:

- o A clawback policy to allow the Board to recoup any excess annual or long-term incentive compensation paid to our current and former executive officers in the event of a required accounting restatement of a financial statement of Cott, whether or not based on misconduct, due to material non-compliance with any financial reporting requirement under the securities laws of the United States. The clawback policy is intended to reduce potential risks associated with our incentive plans, and thus better align the long-term interests of our named executive officers and shareowners.

- o A no-hedging policy that prohibits our directors, named executive officers, and other key executive officers from engaging in any hedging or monetization transactions, such as zero-cost collars and forward sale contracts, with respect to Cott securities.

- o A policy prohibiting directors and employees, including named executive officers, from engaging in any short-term, speculative transactions involving Cott securities, including purchasing securities on margin, engaging in short sales, buying or selling put or call options, and trading in options.

- o

A policy prohibiting directors and employees, including named executive officers, from holding Cott securities in a margin account or pledging Cott securities as collateral for a loan.

- o Share ownership guidelines that require our directors, named executive officers, and other key employees to hold a certain amount of shares received as equity compensation from Cott, with the amount set at a particular multiple of base salary.

The Compensation Committee s continued engagement of an independent compensation consultant that does not provide any services to management and that had no relationship with management prior to the engagement.

The continued administration of a robust risk management program, which includes our Compensation Committee s oversight of the ongoing evaluation of the relationship between our compensation programs and risk, as well as the oversight of risk by the Audit Committee on behalf of the full Board pursuant to the Audit Committee Charter.

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We believe that the following table is helpful in understanding the targeted versus actual payout of the performance-based cash bonuses to our named executive officers over the previous three fiscal years. This table supplements the information in the Summary Compensation Table appearing following Compensation Discussion and Analysis.

PERFORMANCE-BASED CASH BONUS ACHIEVEMENT HISTORY

Named Executive Officer	Fiscal Year	Cash Incentives Actual Payout Against Target
Jerry Fowden	2017	85.0%
	2016	81.0%
Chief Executive Officer	2015	114.0%
Jay Wells	2017	85.0%
	2016	81.0%
Chief Financial Officer	2015	114.0%
Thomas Harrington	2017	53.7%
	2016	(1)
President Services / Chief Executive Officer DSS	2015	60.0%
Ron Hinson(2)	2017	121.0%
	2016	
CEO S&D Coffee and Tea	2015	
Marni Morgan Poe	2017	85.0%
	2016	81.0%
Vice President, Secretary and General Counsel	2015	114.0%

(1) Mr. Harrington did not receive a performance bonus for 2016, as actual EBITDA results for that year were below the threshold target established for the DSS bonus pool.

(2) Mr. Hinson was not a named executive officer in 2015 or 2016.

As we believe the above information indicates, Cott s annual performance bonus plan emphasizes compensation that is at-risk and generally only payable based on the achievement of challenging corporate and individual targets. We encourage you to read this Compensation Discussion and Analysis for details regarding our executive compensation program, including information about the 2017 compensation of the named executive officers.

Say-on-Pay and Say-on-Frequency Results

At the 2017 annual and special meeting of shareowners, we solicited from our shareowners an advisory vote on the compensation of our named executive officers. The shareowners voted to approve, on an advisory basis, the compensation of our named executive officers, as such information is disclosed in the Compensation Discussion and Analysis, the compensation tables and the accompanying narrative disclosure, set forth in our 2017 annual meeting proxy statement. The vote was 99.0% of the shares voting For, 0.7% of the shares voting Against, and 0.3% of the shares Withholding their votes.

The Compensation Committee took into account the result of the shareowner vote in determining executive compensation policies and decisions since the 2017 annual and special meeting of shareowners. The Compensation Committee viewed the vote as an expression of the shareowners general satisfaction with our current executive compensation programs.

Consistent with our shareowners determination, on an advisory basis, at the 2017 annual and special meeting of shareowners, the Board determined that an advisory vote on the compensation of our named executive

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officers will be conducted every year. The next advisory vote on the frequency of an advisory vote on executive compensation will take place at the 2023 annual meeting of shareowners.

Overview of Compensation Program

The Compensation Committee is responsible for overseeing Cott s compensation reward programs, which include compensation (base salary, bonus and equity compensation) and limited perquisites as described below and as set forth in the Summary Compensation Table. In addition, the Compensation Committee is responsible for overseeing talent management and succession planning for the senior management team, as well as setting objectives and evaluating the performance of Cott s Chief Executive Officer. To assist in executing its responsibilities, the Compensation Committee may retain independent compensation consultants, at Cott s expense, who report solely to the Compensation Committee. The Compensation Committee is responsible for ensuring that the total compensation paid to our Chief Executive Officer and the officers who directly report to him is fair, reasonable and competitive. The Compensation Committee must recommend to the independent members of the Board, and the Board must review and, if it deems appropriate, approve any changes to our Chief Executive Officer s compensation package. The Compensation Committee reviews and approves all compensation packages and any adjustments thereto for the direct reports. The Compensation Committee also approves any severance packages to departing direct reports, as well as the severance plans that govern the terms of the severance packages. We refer to the officers who report directly to our Chief Executive Officer as **direct reports**. In 2017, each of our named executive officers, other than Mr. Fowden, were direct reports.

Company Objectives

The primary objectives of our current compensation program are to incentivize management to increase long-term, sustainable shareowner value, giving appropriate consideration to risk and reward, and to focus management on executing our mission. Periodically, the Compensation Committee reviews and approves the design of our compensation programs to ensure that it provides sufficient compensation opportunities for executives in order to attract, retain and motivate the best possible management team. Our compensation programs are designed to:

- Establish pay levels with reference to personal performance and external competitiveness with relevant labor markets and the relative value of the role in Cott s business, with the ultimate objective of aligning our named executive officers compensation with the market median of the compensation of executives performing similar functions in the competitive market and in Cott s peer group;

- Achieve this alignment by making incremental adjustments to components of named executive officers compensation over time, with the type and magnitude of such adjustments made in light of Cott s overall business performance;

- Reward executives based on the achievement of both individual and corporate performance targets, while at the same time avoiding the encouragement of unnecessary or excessive risk-taking; and

- Deliver conservative, market-based executive benefits.

Our compensation packages for named executive officers consist of a base salary, opportunities for annual performance-based cash bonus compensation, and long-term compensation in the form of equity ownership. The Compensation Committee has selected these components because it believes they align the interests of our named executive officers with those of our long-term shareowners and motivate these executives to achieve our goals.

Setting Executive Compensation and the Role of Executive Officers in Compensation Decisions

Periodically, the Compensation Committee determines what adjustments, if any, to base salary, cash performance bonus amounts, performance targets for performance-based compensation, and the applicable levels and targets for other compensation would be appropriate for our Chief Executive Officer, and recommends any adjustments to the Board. The Board considers the Compensation Committee s proposals and, if acceptable, approves them.

The Compensation Committee also determines whether any adjustments to compensation would be appropriate for the direct reports. The Compensation Committee, annually and as it otherwise deems appropriate, meets with our Chief Executive Officer and our Senior Vice President Global Human Resources to obtain recommendations with respect to our compensation programs and packages for the direct reports. The Chief Executive Officer and our Senior Vice President Global Human Resources may make recommendations to the Compensation Committee on base salary, long-term incentive plan awards, performance targets, and other compensation terms for the direct reports that the Compensation Committee may consider. The Compensation Committee considers management s proposals, reviews independent data to validate these recommendations and, if acceptable, approves them. The Compensation Committee is not bound to, and does not always accept, management s recommendations with respect to executive compensation for the direct reports. In addition, the Compensation Committee has the authority to access (at Cott s expense) independent, outside compensation consultants and other advisors for both advice and competitive data as it determines the level and nature of Cott s executive compensation.

In 2017, the Compensation Committee continued to retain Frederic W. Cook & Co. (**FW Cook**) as its sole independent compensation consultant. FW Cook only performs work for and reports directly to the Compensation Committee and attends Compensation Committee meetings as requested. FW Cook provided recommendations to the Compensation Committee on the competiveness and appropriateness of all elements of executive compensation, including the Chief Executive Officer s compensation. FW Cook did not provide any additional services to the Board or management in 2017.

The Compensation Committee has considered the independence of FW Cook in light of SEC rules and NYSE listing standards. In connection with this process, the Compensation Committee has reviewed, among other items, a report from FW Cook addressing the independence of FW Cook and the members of the consulting team serving the Compensation Committee, including the following factors: (i) other services provided to Cott by FW Cook; (ii) fees paid by Cott as a percentage of FW Cook s total revenue; (iii) policies or procedures of FW Cook that are designed to prevent conflicts of interest; (iv) any business or personal relationships between the senior advisor of the consulting team with a member of the Compensation Committee; (v) any Cott stock owned by the senior advisor or any immediate family member; and (vi) any business or personal relationships between our executive officers and the senior advisor. The Compensation Committee discussed these considerations and concluded that the work performed by FW Cook and its senior advisor involved in the engagement did not raise any conflict of interest.

The Compensation Committee periodically reviews compensation data and pay practices from Cott s peer group and general industry surveys to determine the market median of the compensation of executives performing similar functions in the competitive market and in Cott s peer group. However, the Board and the Compensation Committee retain discretion in setting the compensation for our Chief Executive Officer and his direct reports, respectively. As a result, compensation for these executives may differ materially from the peer group and may vary according to factors such as experience, position, tenure, individual and organizational factors, and retention needs, among others. The Compensation Committee periodically evaluates and selects which companies to reference for purposes of executive compensation competitiveness. With guidance from its compensation consultant and input and discussion with management, the Compensation Committee discusses annually whether the mix of companies in the peer group produces a valid competitive analysis relative to our talent requirements.

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The Compensation Committee, with input from FW Cook, determined in 2016 that the peer group below, consisting of selected North American companies, was appropriate for setting 2017 target compensation.

Companies used for Compensation Comparison

ABM Industries Incorporated	Lancaster Colony Corp.
Brown-Forman Corp.	Maple Leaf Foods Inc.
Cal-Maine Foods, Inc.	Monster Corporation
Cintas Corporation	Post Holdings, Inc.
Coca-Cola Bottling Co. Consolidated	Sanderson Farms, Inc.
Constellation Brands, Inc.	Servicemaster Global Holdings Inc.
Dr Pepper Snapple Group, Inc.	Snyders-Lance, Inc.
Flowers Foods, Inc.	TreeHouse Foods, Inc.
The Hain Celestial Group, Inc.	United Natural Foods, Inc.
J&J Snack Foods Corp.	

In addition, the Compensation Committee reviews size-adjusted median compensation data from two general industry surveys in which management annually participates: the Aon Hewitt Total Compensation Measurement survey and the Willis Towers Watson Compensation Data Bank survey. The Aon Hewitt survey in 2016 included over 420 companies ranging in size from $10 million to over $150 billion in annual revenue, and the Willis Towers Watson survey in 2016 included over 480 organizations ranging in size from $100 million to over $475 billion in annual revenue.

The Compensation Committee annually reviews peer group and survey data in recommending our Chief Executive Officer s compensation to the Board and in setting compensation for the direct reports. We consider the compensation paid by companies in our peer group as one factor in setting compensation for our named executive officers, and we may review peer group data with respect to individual components of compensation in addition to overall compensation. Compensation for the majority of our named executive officers has historically fallen at the low end of our market median range (our market median range is plus or minus 10% of the market median for base salary, plus or minus 15% of the market median for all other elements of compensation, and plus or minus 15% of the market median for total compensation). Our goal, over time and depending on the success of our overall business, is to more closely align components of our named executive officers compensation with the market median range for all compensation elements. In 2017, base salary for all of our named executive officers, except the DSS CEO and S&D CEO, was slightly below the low end of our market median range. Total annual compensation opportunities for our Chief Executive Officer were within the low end of our market median range and for the Chief Financial Officer and Vice President, General Counsel and Secretary were slightly below the low end of our market median range. Total annual compensation opportunities and base salary for the DSS CEO and for the S&D CEO, which were originally set by employment agreements negotiated as part of acquisitions of DSS and S&D, respectively, were above the high end of our market median range.

The Compensation Committee intends to continue to make adjustments to executive compensation in light of the objectives of our compensation program, our financial and competitive position and our business. The Compensation Committee may exercise discretion as to the type and magnitude of these adjustments. In addition, the Compensation Committee may choose to set compensation based on factors other than external data and company performance, including individual responsibilities, potential and achievement. The Compensation Committee believes that its 2017 decisions supported the objectives of Cott s compensation program.

Long-Term versus Currently-Paid Compensation

Currently-paid compensation to our named executive officers includes base salaries, which are paid periodically throughout the fiscal year, annual cash performance bonuses based on performance targets proposed by management and approved by the Compensation Committee, which are awarded after the end of the fiscal year, and limited perquisites and personal benefits, which are paid consistent with our policies in appropriate circumstances. Our named executive officers historically have been eligible to participate in our long-term equity incentive plans, including the Amended and Restated Cott Corporation Equity Incentive Plan (the **Amended and Restated Equity Plan**). The Amended and Restated Equity Plan provides the Compensation Committee and management with the flexibility to design compensatory awards responsive to Cott s business needs and goals. Awards under the Amended and Restated Equity Plan may be in the form of stock options, stock appreciation rights, restricted shares, restricted share units, performance shares, performance units or stock payments. As of December 30, 2017, all of our outstanding equity awards were issued under the Amended and Restated Equity Plan. The Amended and Restated Equity Plan is described in more detail under the heading **Equity Compensation Plan Information** on page 52 of this proxy statement. Our executive officers may also participate in our 401(k) Plan, which is available to all employees in the United States, except for certain union employees.

The compensation structure for our named executive officers is intended to balance the need of these executives for current income with the need to create long-term incentives that are directly tied to achievement of our operational targets and growth in shareowner value. For our Chief Executive Officer, the Compensation Committee reviews peer group and survey data and recommends to the Board the terms of his compensation arrangements. The Board reviews the recommendation and, if acceptable, approves such arrangements. Our Chief Executive Officer and Senior Vice President Global Human Resources review peer group and survey data and recommend to the Compensation Committee the terms of the compensation arrangements for direct reports. The Compensation Committee reviews those recommendations and, if acceptable, approves them.

The Compensation Committee has recommended, and the Board has approved, subject to TSX and shareowner approval, the 2018 Equity Plan. Future awards are expected to be governed by the terms of both the Amended and Restated Equity Plan and the 2018 Equity Plan. Awards under the Amended and Restated Equity Plan will continue in accordance with the terms of the Amended and Restated Equity Plan until vested, exercised, forfeited or terminated, as applicable. Further discussion of the terms of the 2018 Equity Plan appears under the heading **Approval of Cott Corporation 2018 Equity Incentive Plan** on page 67 of this proxy statement.

Compensation Components

For 2017, the principal compensation components for Cott s named executive officers consisted of the following:

Base salary	Fixed pay that takes into account an individual s role and responsibilities, experience, expertise, and individual performance, and compensates named executive officers for services rendered during the fiscal year.
Cash performance bonuses	Performance-based compensation that is paid to reward attainment of annual corporate and individual performance targets.
Long-term equity incentive awards	Equity compensation that reinforces the link between incentives and long-term Company performance, incentivizes our named executive officers, aligns the interests of our named executive officers with those of our shareowners, and encourages executive retention.
Retirement benefits	Retirement benefits that provide the opportunity for financial security in retirement consistent with programs for our broad-based employee population, including limited matching contributions under Cott s 401(k) Plan.

Limited perquisites and benefits	Limited perquisites and benefits that effectively facilitate job performance, including an annual executive physical examination and a car allowance.

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Base Salary

We provide named executive officers and other employees with base salary, paid over the course of the year, to compensate them for services rendered during the fiscal year. Base salary is determined by an annual assessment of a number of factors, including position and responsibilities, experience, individual job performance relative to responsibilities, impact on development and achievement of our business strategy, and competitive market factors for comparable talent in the peer group. However, the Board and the Compensation Committee retain discretion in setting the compensation for our Chief Executive Officer and the direct reports, respectively, and as a result, base salary for these executives may differ from that of comparable executives in the peer group.

In 2016, the Compensation Committee recommended, and the Board approved, an increase to the base salary for our Chief Executive Officer. Similarly, upon the recommendation of our Chief Executive Officer and our Senior Vice President Global Human Resources in 2017, the Compensation Committee determined to increase the base salaries for our other named executive officers, other than the DSS CEO and S&D CEO. In making such determinations, the Board and the Compensation Committee considered the achievement of individual performance goals, a review of peer group and survey data, the results of Cott s performance and input from FW Cook.

Base salary for our named executive officers in 2017 is shown in the Summary Compensation Table, under the heading **Salary** on page 37 of this proxy statement.

In 2017, the Compensation Committee recommended, and the Board approved, an increase in the base salary of our Chief Executive Officer. Similarly, upon the recommendation of our Chief Executive Officer and our Senior Vice President Global Human Resources in 2018, the Compensation Committee determined to increase the base salaries for our other named executive officers, other than the S&D CEO.

Performance Bonuses

General

The Compensation Committee believes that some portion of overall cash compensation for named executive officers should be performance-based, that is, contingent on successful achievement of corporate and individual targets. To that end, and depending on our financial and operating performance, the Compensation Committee may approve performance-based bonuses. The addition of performance bonuses in these situations more closely aligns a named executive officer s overall compensation with his or her individual performance and the profitability of the business unit for which he or she is accountable. Eligibility for performance bonuses is set forth in a named executive officer s employment offer letter, and is based on market competitiveness, the impact of the executive s role within Cott, and the executive s long-term contributions. Any changes to the target bonus levels set forth in the employment offer letter for our Chief Executive Officer are recommended by the Compensation Committee and determined by the Board. Any changes to the target bonus levels set forth in the employment offer letters for the direct reports are reviewed and approved by the Compensation Committee. The targets related to performance-based bonuses are reviewed and approved by the Compensation Committee. The Compensation Committee believes that this bonus arrangement presents executives with clear, quantified targets that will focus them on strategic issues and align management s interests with those of our long-term shareowners in the sustained growth of shareowner value.

At the end of each fiscal year, an individual performance review is conducted for each named executive officer. If an individual performance review results in a rating below acceptable levels for the relevant period, all or a portion of the performance bonus may be withheld, even if corporate targets were met. During the performance review for our Chief Executive Officer and for his direct reports, the Compensation Committee determines whether the individual performance targets were met. Our Board retains the discretion to make adjustments to the performance bonus for our Chief Executive Officer, and the Compensation Committee retains the discretion to make adjustments to the performance bonuses for the direct reports.

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Company Performance Targets

Performance bonus eligibility in 2017 was determined based in part on achieving corporate targets and in part on achieving individual targets. In 2017, 70% of the performance bonus of our named executive officers, other than the DSS CEO, was calculated based on achievement of a specified level of EBITDA, 15% of the performance bonus was based on achievement of a specified level of operating free cash flow and 15% of the performance bonus was based on achievement of a specified level of revenue. The performance bonus for the DSS CEO was calculated based on DSS and Eden Springs achieving specified levels of EBITDA, weighted 70% and 30%, respectively.

For performance bonus purposes, (i) **EBITDA** is GAAP earnings before interest, taxes, depreciation, and amortization, (ii) **operating free cash flow** is GAAP net cash provided by operating activities, less capital expenditures, and (iii) **revenue** is GAAP revenue. The metrics utilized for performance bonus purposes may be adjusted to exclude the impact of certain items as approved by the Compensation Committee, and as a result, they may not correspond to the reported measures used in Cott s other disclosures or filings.

The business unit in which an individual is employed determines the bonus pool from which he or she is eligible to receive a performance bonus payment and the metrics applicable for the payment of the bonus. There were eight company-wide major bonus pools designated at the start of 2017: North America, DSS, Eden Springs, S&D, United Kingdom, Mexico, RCI and Corporate. All of our named executive officers, other than the DSS CEO and S&D CEO, participated in the Corporate bonus pool in 2017. The DSS CEO participated in the DSS/Eden bonus pools, and the S&D CEO participated in the S&D bonus pool.

The metrics described above closely correspond with the performance of our business, and the Compensation Committee therefore viewed them as appropriate performance targets for measuring the achievement by our named executive officers of Cott s business goals. Once the corporate performance targets were achieved, the individual performance of the named executive officer was considered, and if expectations for his or her role had been met, the executive was paid a bonus in full. A bonus could have been withheld in whole or in part if the executive did not meet expectations for his or her role. No bonus or portion of a bonus was withheld in 2017.

Performance bonuses in 2017 had a threshold level, a base target level and an outperform level. Performance bonuses may be paid if the actual result for each metric is less than the applicable threshold level, with the exceptions noted below. For each of our named executive officers, other than the DSS CEO, if the actual results for the EBITDA metric are below the threshold level, no performance bonuses will be paid, subject to the discretion of the Board and the Compensation Committee to modify the performance bonus of our Chief Executive Officer and his direct reports, respectively, based on achievement of individual performance targets. For the DSS CEO, if the actual results for either of the EBITDA metrics (DSS or Eden Springs EBITDA) is below the threshold level, but the other EBITDA metric exceeds the threshold level, a performance bonus would be paid, subject to the discretion of the Compensation Committee to modify the performance bonus based on achievement of individual performance targets (a performance bonus would not be paid if both of the EBITDA metrics were below the threshold level). Management generally recommends the performance criteria targets each year to the Compensation Committee for review and approval. For 2017, our named executive officers could earn a performance bonus of up to a maximum level of 200% of the target bonus amount based on achievement of goals in excess of the outperform level. The target bonus awards for 2017 for our named executive officers varied between 75% and 100% of annual base salary.

The Compensation Committee believes that setting an achievable goal is important in motivating our employees appropriately and in constructing a pay package that allows us to compete successfully in the market for talented employees. The following chart sets forth the threshold, target and outperform performance targets established by the Compensation Committee in February 2017 for the bonus pools in which our named executive officers participate, and the actual results achieved for those bonus pools.

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2017 Performance Bonus Program

Targets applicable to named executive officers ($ in millions)

	Corporate Pool (enterprise level)			S&D Unit Pool (operating unit level)			DSS CEO (operating unit level)	
	EBITDA $	Operating Free Cash Flow $	Revenue $	EBITDA $	Operating Free Cash Flow $	Revenue $	DSS EBITDA $	Eden EBITDA $
Threshold	358.6	132.0	3,644.3	39.6	25.1	534.5	183.7	67.5
Target	448.2	165.0	3,836.1	44.0	27.9	593.9	211.2	71.2
Outperform	537.8	198.0	4,104.6	57.2	36.3	772.1	237.6	92.5
Actual	417.8	154.2	3,813.5	45.1	38.4	602.2	186.2	73.2

These metrics are interpolated on a straight-line basis between the threshold, target, and outperform performance levels, resulting in a payout percentage for each metric. The relative weighting for each metric as set forth in the chart below is applied to the payout percentages, and the results are aggregated, resulting in a bonus payout as a percentage of the target award. This percentage is then applied to the target bonus amount to determine the amount of a named executive officer s bonus, subject to the discretion of the Board and the Compensation Committee to modify the performance bonus.

The following chart sets forth the calculation of the bonus payouts as a percentage of target award opportunities for the bonus pools in which our named executive officers participate.

2017 Performance Bonus Program

Calculation of bonus payout as a percent target award

	Corporate Pool (enterprise level)			S&D Unit Pool (operating unit level)			DSS CEO (operating unit level)	
	EBITDA 70%	Operating Free Cash Flow 15%	Revenue 15%	EBITDA 70%	Operating Free Cash Flow 15%	Revenue 15%	DSS EBITDA 70%	Eden EBITDA 30%
% Payout (Per Metric)	83.0%	84.0%	94.0%	108.0%	200.0%	105.0%	30.0%	109.0%
% Payout Weighted (Per Metric)	58.0%	14.0%	13.0%	75.0%	30.0%	16.0%	30.0%	76.0%
Bonus Payout % Target Award		85.0%			121.0%			53.7%

As noted above, actual results, when weighted as described above, resulted in a bonus payout of 85.0% of target award opportunity for our named executive officers other than the DSS CEO and the S&D CEO, 53.7% of target award opportunity for the DSS CEO and 121.0% of target award opportunity for the S&D CEO.

The Compensation Committee has determined to continue the same structure of corporate and individual performance metrics for 2018 for the performance bonuses for the named executive officers, other than the DSS CEO. The performance bonus for the DSS CEO for 2018 will be calculated based on DSS performance and Eden performance, weighted 70% and 30%, respectively, with DSS performance calculated based on achievement of DSS EBITDA and DSS operating free cash flow (weighted 85% and 15%, respectively) and with Eden performance calculated based on achievement of Eden EBITDA, Eden revenue and Eden operating free cash flow (weighted 70%, 15% and 15%, respectively).

Individual Performance Targets

During 2017, we used individual performance targets for named executive officers in two ways. First, the Compensation Committee could have reduced or modified a performance bonus based on a named executive officer s achievement of or failure to achieve individual performance targets. The Compensation Committee determined that our named executive officers met their respective individual performance targets and, as a result, no reductions would be made to performance bonuses. Second, the Compensation Committee made salary adjustment decisions with respect to a named executive officer based in part upon achievement of individual performance targets, as discussed above under the heading **Compensation Components Base Salary** on page 27 of this proxy statement. The targets set for 2017 varied by business unit and the named executive officer s function within Cott. The individual targets for the Chief Executive Officer were approved by the Compensation Committee and the individual targets for the other named executive officers were approved by the Chief Executive Officer. The targets were set to reflect the executive s role in ongoing and planned business initiatives and were designed to closely correlate with our business plan for 2017. In setting specific target levels, a variety of factors were considered, including our areas of focus for the year, our relationships with customers and suppliers, and general economic conditions. A description of the individual 2017 performance targets applicable to our named executive officers is set out below:

Chief Executive Officer:

- Develop and implement strategic and operational initiatives for long-term growth of Cott; and
- Achieve specific financial and operational targets.

Chief Financial Officer:

- Implement strategic and operational initiatives for long-term growth of Cott; and
- Achieve specific financial and operational targets.

DSS CEO:

- Deliver certain operational and financial targets; and
- Implement operational initiatives for long-term growth of the DSS and Eden businesses.

S&D CEO:

- Deliver certain operational and financial targets; and
- Implement operational initiatives for long-term growth of the S&D business.

Vice President, General Counsel and Secretary:

Develop and oversee legal support function for implementation of strategic and operational initiatives for long-term growth of Cott; and

Resolve certain litigation matters in a cost effective manner.

The individual performance targets are set in order to accomplish two objectives. First, the targets represent management s and the Compensation Committee s goals for Cott s performance over time, based on market factors, customer relationships, commodity costs and other operational considerations that we weigh in preparing internal forecasts. Second, they provide executives with meaningful objectives, directly related to their job function, that motivate him or her to positively contribute to our success.

Long-Term Incentive Plans

In 2017, our senior-level employees were eligible to participate in our Amended and Restated Equity Plan. Generally, we use a methodology to determine award size based on benchmarking against our peer group and the industry in general, among other factors. The Amended and Restated Equity Plan provides the Compensation Committee and management with the flexibility to design compensatory awards responsive to Cott s needs. Awards under the Amended and Restated Equity Plan may be in the form of stock options, stock appreciation rights, restricted shares, restricted share units, performance shares, performance units or stock payments.

Beginning in December 2016, we began granting awards in the annual grant cycle for the following fiscal year. In December 2016, each of our named executive officers (other than the S&D CEO) received an equity award for the 2017 annual grant cycle, and in December 2017, each of our named executive officers (other than the S&D CEO) received an equity award for the 2018 annual grant cycle. Each of these awards is comprised of a combination of performance-based restricted share units weighted 37.5%, time-based restricted share units weighted 25% and stock options weighted 37.5%. The Compensation Committee determined to award this combination of equity to the named executive officers following a review of peer group and survey data. All of the time-based restricted share units and stock options vest in three equal annual installments, and the performance-based restricted share units vest based upon the achievement of a specific level of cumulative pre-tax income over a three-year period. The Compensation Committee selected a three-year performance period based upon input received from FW Cook regarding the time period utilized with respect to similar awards made by Cott s peer group companies, as well as the Compensation Committee s belief that a three-year measurement period reinforces the link between incentives and long-term Company performance. We believe that these equity awards incentivize our named executive officers, align the interests of our named executive officers with those of our shareowners and encourage executive retention. The December 2017 equity awards are reflected in the Summary Compensation Table on page 37, while the awards granted in December 2016 are reflected in the Summary Compensation Table in our 2017 annual meeting proxy statement.

The performance-based restricted share units granted in 2015 were originally granted with a pre-tax income target of $129.9 million. Following the sale of our traditional business to Refresco, the Compensation Committee determined to revise such target to $41.9 million to exclude from the target the pre-tax income attributable to the traditional business (discontinued operations) and to exclude the traditional business (discontinued operations) pre-tax income from the pre-tax income achieved for the three year period ending at the end of 2017. Set forth below are the pre-tax income thresholds and variable vesting percentages based on the level of pre-tax income achieved:

Achievement	**Pre-Tax Income Threshold**	**Percentage of Performance Units Vested**
125% of Target or greater	$52.4 million	200%
100% of Target	$41.9 million	100%
70% of Target	$29.3 million	40%
Less than 70% of Target	Less than $29.3 million	0%
Actual (continuing operations)	$116.7 million	200.0%

As noted above, our actual cumulative pre-tax income for our remaining businesses (or continuing operations) during the three-year period ending at the end of fiscal 2017 was $116.7 million, which included the benefit of pre-tax income contributed by acquired companies (notably Eden and S&D) and lower interest costs. As a result, the percentage of performance-based restricted share units that vested in February 2018 was 200.0%. For performance-based restricted share unit purposes, **pre-tax income** is GAAP income before income taxes. This metric may be adjusted to exclude the impact of certain items, as approved by the Compensation Committee and, as a result, it may not correspond to similarly titled reported measures used in Cott s other disclosures or filings.

Mr. Harrington received in 2014 a grant of performance-based restricted share units with a grant date fair value of $5,000,000, which was to vest based upon the achievement of a specific level of DSS EBITDA (weighted 60%), DSS revenue (weighted 20%) and net cooler rental activity (weighted 20%) over the three-year period ending at the end of fiscal 2017. Such award did not ultimately vest.

Retirement Benefits

In 2017, as part of our cost management efforts, we continued to limit executive benefits to those specifically granted pursuant to employment agreements (as discussed in the narrative following the Summary

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Compensation Table and below). Our named executive officers are eligible to participate in our 401(k) Plan, which is generally open to all employees in the United States except certain union employees. Employees can contribute a percentage of their eligible earnings, subject to annual contribution limits set by the Internal Revenue Service.

Perquisites and Other Personal Benefits

We provide our named executive officers with limited perquisites and other personal benefits that are not otherwise available to all of our employees, including an annual executive physical examination and a car allowance. The Compensation Committee periodically reviews the levels of perquisites and other personal benefits provided to named executive officers to ensure that they are appropriately limited and effectively facilitate job performance. Perquisites and personal benefits are taken into account as part of the total compensation to executive officers.

Perquisites and other personal benefits for our named executive officers are set forth in the Summary Compensation Table, under the heading **All Other Compensation** and related footnotes on page 37 of this proxy statement.

Severance Arrangements

We have arrangements with our named executive officers to provide for payment and other benefits if such executive s employment is terminated under certain circumstances. We have entered into such arrangements in order to discourage these executives from voluntarily terminating their employment with us in order to accept other employment opportunities, and to provide assurances to these executives that they will be compensated if terminated by us without cause. The specific arrangements for each officer may differ, depending on the terms of the officer s employment agreement or whether such officer participates in the Severance Plan (as defined below).

Severance Plan

As of the last day of fiscal 2017, each of our named executive officers, other than the DSS CEO and the S&D CEO, participated in the Cott Corporation Severance and Non-Competition Plan (the **Severance Plan**), which we implemented in 2009. Subject to certain exceptions, the Severance Plan defines the entitlements for these executives upon a qualified termination of employment and replaces all previous termination and severance entitlements to which they may have been entitled. The Severance Plan and entitlements under such plan are described in more detail under the heading **Potential Payments Upon Termination or Change of Control Severance Plan** on page 48 of this proxy statement.

Other Severance Payments

Neither the DSS CEO nor the S&D CEO participates in the Severance Plan. Their entitlements under a qualified termination of employment as of such date would be governed by their respective employment letter agreements. The terms of these arrangements are described in more detail under the heading **Potential Payments Upon Termination or Change of Control Payments to Other Named Executive Officers** on page 51 of this proxy statement.

Treatment of Equity Awards upon Termination or Change of Control

Our Amended and Restated Equity Plan (see **Equity Compensation Plan Information** on page 52 of this proxy statement) contains provisions triggered by a change of control of Cott, thus providing assurances to our named executive officers and employees that their equity investment in Cott will not be lost in the event of the sale, liquidation, dissolution or other change of control of Cott. These terms provide for the acceleration of

equity awards in limited circumstances, namely, when the awards (1) are not continued, assumed, or replaced by the surviving or successor entity or (2) are so assumed, but where a named executive officer or employee is involuntarily terminated for reasons other than Cause, or terminates his or her employment for Good Reason (as such capitalized terms are defined in the Amended and Restated Equity Plan), within two years after the change of control.

Additionally, our Amended and Restated Equity Plan contains provisions triggered when a named executive officer or employee retires, is terminated without Cause or resigns with Good Reason. The Amended and Restated Equity Plan provides for different vesting terms depending on the type of award. Performance-based awards, restricted shares and restricted share units contemplate partial vesting after termination based on the length of employment relative to the performance or vesting period. Options contemplate accelerated vesting, generally on the employment termination date.

A more detailed discussion of payments in connection with a termination or change of control is set forth under **Potential Payments Upon Termination or Change of Control** on page 46 of this proxy statement.

Share Ownership Guidelines

The Board has established minimum share ownership requirements for the Chief Executive Officer, Chief Financial Officer, all other executive officers, and certain other employees. Under these requirements, the Chief Executive Officer must own common shares having a minimum aggregate value equal to six times his annual base salary. The Chief Financial Officer must own common shares having a minimum aggregate value equal to two times his annual base salary. Other direct reports must own common shares having a minimum aggregate value equal to one and a half times his or her annual base salary. The Compensation Committee or the Board may, from time to time, reevaluate and revise these guidelines to give effect to changes in Cott s common share price, capitalization, or changes in the base salary or the title of the above mentioned persons.

The value of shares owned by each of the above persons necessary to maintain compliance with the guidelines is recalculated on an annual basis on December 31 of each year. Compliance with the requirements is measured on December 31 of each year and reported to the Compensation Committee. Individuals are expected to monitor their own compliance throughout the year. Individuals subject to the guidelines are not required to attain the minimum ownership level by a particular deadline; however, until the guideline amount is achieved, the CEO is required to retain an amount equal to 100% of net shares received as equity compensation, and each other named executive officer is required to retain an amount equal to 75% of the net shares received as equity compensation. Once an individual achieves the applicable ownership guideline, he or she will be considered in compliance, regardless of any changes in base salary (except for promotional increases) or the price of Cott common shares, so long as he or she continues to own at least the number of Cott common shares owned at the time he or she achieved the applicable guideline. Net shares are defined as those shares that remain after shares are sold or netted to pay the exercise price of stock options (if applicable) and taxes payable upon the grant of a stock payment or the vesting of restricted shares, restricted share units, performance shares, performance share units or the exercise of stock options or stock appreciation rights. Shares purchased on the open market may be sold in compliance with Cott s policies and applicable securities laws. Failure to meet or to show sustained progress toward meeting the guidelines may be a factor considered by the Compensation Committee in determining future long-term incentive equity grants to such persons. These requirements are designed to ensure that the economic interests of senior management correlate with the value of our stock and are thus closely aligned with the interests of Cott s shareowners.

Employee Share Purchase Plan

We have maintained the Cott Corporation Employee Share Purchase Plan (the **ESPP**) since 2015. The purpose of the ESPP is to provide eligible employees of Cott and our designated subsidiaries with an opportunity to acquire an ownership interest in us through the purchase of our common shares through payroll deductions at a discounted price. Eligible employees may purchase common shares at a price equal to 90% of the lower of the closing price of common shares on the NYSE on the first and last day of the offering period. We believe the ESPP further aligns the interests of our employees and shareowners and aids in the recruitment and retention of employees.

Insider Trading Restrictions and Policy Against Hedging

Our insider trading policy prohibits directors, officers, employees and consultants of Cott and certain of their family members from purchasing or selling any type of security, whether issued by us or another company, while such person is aware of material non-public information relating to the issuer of the security or from providing such material non-public information to any person who may trade while aware of such information. Trades by directors, executive officers and certain other employees are prohibited during certain prescribed blackout periods and are required to be pre-cleared by our Vice President, General Counsel and Secretary, subject to limited exceptions for approved Rule 10b5-1 plans. This policy prohibits directors, officers, employees and consultants of Cott from engaging in short sales with respect to our securities, trading in put or call options, or engaging in hedging or monetization transactions, such as zero-cost collars and forward sale contracts, with respect to our securities. This policy also prohibits employees and directors, including the named executive officers, from holding Cott securities in a margin account or pledging Cott securities as collateral for a loan.

Policy Regarding Clawback of Incentive Compensation

Our Board has adopted a clawback policy that allows the Board to recoup any excess annual or long-term incentive compensation paid to our current and former executive officers in the event of a required accounting restatement of a financial statement of Cott, whether or not based on misconduct, due to material non-compliance with any financial reporting requirement under the securities laws of the United States. The clawback policy is intended to reduce potential risks associated with our incentive plans, and thus better align the long-term interests of our named executive officers and shareowners.

We believe that the clawback policy is sufficiently broad to reduce the potential risk that an executive officer would intentionally misstate results in order to benefit under an incentive program and provides a right of recovery in the event that an executive officer took actions that, in hindsight, should not have been rewarded.

Risk Management Considerations

The Compensation Committee believes that Cott s performance-based cash bonus and long-term incentive plans provide incentives for our executives and other employees to create long-term shareowner value. Several elements of the program are designed to promote the creation of long-term value and thereby discourage behavior that leads to excessive risk:

The base salary portion of compensation is designed to provide a steady income regardless of Cott s performance so that executives do not feel pressured to focus on achievement of certain performance goals at the expense of other aspects of Cott s business.

The performance goals used to determine the amount of an executive s bonus are measures that the Compensation Committee believes drive long-term shareowner value. The Compensation Committee attempts to set ranges for these measures that promote success without encouraging excessive risk-taking to achieve short-term results.

The measures used to determine whether performance-based restricted share units vest are based on performance over a three-year period. The Compensation Committee believes that the three-year measurement period reinforces the link between incentives and long-term Company performance, and the performance cycles overlap to reduce any incentive to maximize performance in a particular period at the expense of another.

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Cash bonuses are capped at 200% of target. Similarly, vesting for performance-based restricted share units is capped at 200% of target.

The equity awarded to our named executive officers is a mix of performance-based restricted share units, time-based restricted share units and stock options. The Compensation Committee believes that this mix avoids having a relatively high percentage of compensation tied to one element, and that the time-based restricted share units and stock options should reduce risky behavior because these awards are designed to retain employees and because they are earned over time.

Compensation is balanced between short-term and long-term compensation, creating diverse time horizons.

The Compensation Committee believes that linking performance and the corresponding payout factor mitigates risk by avoiding situations where a relatively small amount of increased performance results in a relatively high corresponding amount of increased compensation.

Named executive officers are required to hold a certain amount of Cott shares, which aligns their interests with those of our shareowners.

We have implemented accounting policies and internal controls over the measurement and calculation of performance goals.

We have implemented a clawback policy, which is intended to reduce potential risks associated with our incentive plans, and thus better align the long-term interests of our named executive officers and shareowners.

We have a no-hedging policy that prohibits employees from engaging in any hedging or monetization transactions, such as zero-cost collars and forward sale contracts, with respect to Cott securities.

We have a policy prohibiting employees from engaging in any short-term, speculative transactions involving Cott securities, including purchasing securities on margin, engaging in short sales, buying or selling put or call options, and trading in options.

We have a policy prohibiting employees from holding Cott securities in a margin account or pledging Cott securities as collateral for a loan.

The Compensation Committee approves our short-term and long-term incentive compensation programs, which mitigates risk by empowering a group of independent directors with substantial experience and expertise.

The Compensation Committee has engaged an outside, independent compensation consultant who is knowledgeable regarding various compensation policies and their associated risks and is free from any conflict of interest.

The Compensation Committee has reviewed Cott s compensation policies and practices for its employees and determined that the risks arising from those policies and practices are not reasonably likely to have a material adverse effect on Cott.

Tax and Accounting Implications

When determining amounts of long-term incentive grants to executives and employees, the Compensation Committee considers the accounting cost associated with the grants. Under FASB ASC Topic 718, Share-based Payments, grants of equity-classified awards result in compensation expense for Cott. The Compensation Committee considers the accounting and tax treatment accorded to equity awards and takes steps to ensure that any issues are addressed by management; however, such treatment has not been a significant factor in establishing Cott s compensation programs or in the decisions of the Compensation Committee concerning the amount or type of equity award.

As part of its role, the Compensation Committee reviews and considers the deductibility of executive compensation under Section 162(m) of the U.S. Internal Revenue Code of 1986, as amended (the **Code**). Section 162(m) limits the deductibility of compensation in excess of $1 million paid to our Chief Executive Officer and our three other most highly compensated executive officers (other than our principal financial officer) serving on the last day of the year. Beginning in 2018, as a result of the passage of the Tax Cuts and Jobs Act of 2017 (the **TCJA**), the deductibility limitations of Section 162(m) will also apply to compensation paid to our principal financial officer and will continue to apply to each of these officers for all future years (including after death). Our Amended and Restated Equity Plan was intended to provide for the deductibility of payments in excess of the $1 million limitation with respect to awards under Cott s annual performance bonus plan and awards of stock options and performance-based restricted share units, by designing these awards to constitute qualified performance-based compensation. Qualified performance-based compensation is exempt from the deductibility limitations of Section 162(m). Beginning in 2018, however, the TCJA eliminates the qualified performance-based compensation exemption from Section 162(m), except for certain grandfathered payments related to awards made prior to November 2, 2017. The adoption of the 2018 Equity Plan is intended, in part, to help preserve the grandfathered status of such awards under the Amended and Restated Equity Plan. In contrast, time-based restricted share units generally did not qualify as performance-based compensation under Section 162(m). Therefore, the vesting of time-based restricted share units in some cases could result in a loss of tax deductibility of compensation. While we review preserving tax deductibility as an important objective, we believe the primary purpose of our compensation program is to support our strategy and the long-term interests of our shareowners, and we intend to continue to make performance-based awards notwithstanding the elimination of the qualified performance-based compensation exception to the Section 162(m) deductibility limitation. In specific instances we have authorized, and in the future may authorize, compensation arrangements that are not fully tax deductible but that promote other important objectives of Cott and of our executive compensation program.

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Summary Compensation Table

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards[1] ($)	Option/ SAR Awards[2] ($)	Non-Equity Incentive Plan Compensation[3] ($)	All Other Compensation ($)	Total ($)
Jerry Fowden	2017	902,596		2,812,500	1,687,500	767,207	18,927[4]	6,188,730
Chief Executive	2016	900,000		4,687,500[5]	2,812,500[5]	729,000	22,794	9,151,794[5]
Officer (PEO)	2015	837,500		1,500,000	900,000	954,750	16,938	4,209,188
Jay Wells	2017	432,859		556,250	333,750	275,947	19,140[6]	1,617,945
Chief Financial Officer	2016	431,200		1,737,500[5]	1,042,500[5]	261,954	19,866	3,493,020[5]
(PFO)	2015	391,515		337,500	202,500	335,160	14,955	1,281,630
Thomas Harrington	2017	784,125	500,000[7]	875,000	525,000	421,075	18,169[8]	3,123,369
President Services /	2016	774,663		1,312,500[5]	787,500[5]		22,200	2,896,863[5]
Chief	2015	759,014	250,000			457,406	21,687	1,488,107
Executive Officer								
DSS								
Ron Hinson	2017[9]	1,000,000				1,210,000	22,385[10]	2,232,385
CEO S&D Coffee and Tea								
Marni Morgan Poe	2017	372,273		421,875	253,125	237,324	18,063[11]	1,302,661
Vice President, General	2016	370,847		1,062,500[5]	637,500[5]	225,290	15,525	2,311,662[5]
Counsel and Secretary	2015	352,939		265,625	159,375	301,976	13,500	1,093,415

(1) Stock awards made in 2017 were time-based and performance-based restricted share units granted under the Amended and Restated Equity Plan. The amounts reported in this column for 2017 reflect the aggregate grant date fair values for time-based and performance-based restricted share units computed in accordance with FASB ASC Topic 718 (**ASC 718**), excluding the effect of estimated forfeitures. The assumptions used for the valuations are set forth in Note 7 to our audited consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended December 30, 2017. Assuming achievement of the highest level of performance for these awards, the grant date fair values of awards subject to performance conditions would have been as follows: Mr. Fowden: $3,375,000; Mr. Wells: $667,500; Mr. Harrington: $1,050,000; and Ms. Poe: $506,250.

(2) The values of option awards reflect the grant date fair values, as computed in accordance with ASC 718. The assumptions used for the valuations are set forth in Note 7 to our audited consolidated financial statements in our Annual Report on Form 10-K for the year ended December 30, 2017.

(3) The amounts under the Non-Equity Incentive Plan Compensation column reflect amounts earned under Cott s annual performance bonus plan.

(4) Includes a car allowance of $16,000, an annual medical exam and 401(k) match of $1,731.

(5) The amounts reported include (i) awards granted in connection with the 2016 annual grant cycle to each of our named executive officers (other than the DSS CEO), (ii) awards granted to our Chief Financial Officer, Vice President, General Counsel and Secretary, and DSS CEO in August 2016 for the reasons noted below, and (iii) awards granted in connection with the 2017 annual grant cycle in December 2016. The Compensation Committee approved equity awards for the 2017 annual grant cycle at its December 2016 meeting, approved the equity awards for the 2018 annual grant cycle at its December 2017 meeting, and expects to approve annual grants in December each year going forward. The table below sets forth the grant date fair values for each of these awards.

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Name	Grant Cycle	Time-Based RSUs ($)	Performance-Based RSUs ($)	Stock Awards ($)	Options ($)
Mr. Fowden	2017	1,000,000	1,500,000	2,500,000	1,500,000
	2016	875,000	1,312,500	2,187,500	1,312,500
Total				4,687,500	2,812,500
Mr. Wells	2017	135,000	202,500	337,500	202,500
	2016*	175,000	262,500	437,500	262,500
	2016	385,000	577,500	962,500	577,500
Total				1,737,500	1,042,500
Mr. Harrington	2017	350,000	525,000	875,000	525,000
	2016**	175,000	262,500	437,500	262,500
Total				1,312,500	787,500
Ms. Poe	2017	106,250	159,375	265,625	159,375
	2016*	175,000	262,500	437,500	262,500
	2016	143,750	215,625	359,375	215,625
Total				1,062,500	637,500

* Represents an equity award granted in August 2016 in recognition of efforts on the acquisitions of Eden Springs and S&D Coffee and to align total compensation more closely with our market median range.

** Represents an equity award granted in August 2016 in recognition of increased oversight responsibilities over the newly acquired S&D and Eden Springs businesses. Mr. Harrington did not receive a grant in February 2016 during the 2016 annual grant cycle.

(6) Includes a car allowance of $13,500, 401(k) match of $3,615, and a phone allowance of $2,025.

(7) The terms of Mr. Harrington s agreement provide for a retention bonus equal to one year of base salary, one-third of which was paid on December 16, 2015, with the remaining amount paid on December 16, 2017.

(8) Includes a car allowance of $14,400 and a 401(k) match of $3,769.

(9) Mr. Hinson was not a named executive officer in 2015 or 2016.

(10) Includes a car allowance of $12,935 and a 401(k) match of $9,450.

(11) Includes a car allowance of $13,500, an annual medical exam, 401(k) match of $2,538 and a phone allowance of $2,025.

CEO Pay Ratio

As required by the Dodd-Frank Wall Street Reform and Consumer Protection Act and Regulation S-K of the Exchange Act, we are providing the following information about the relationship of the annual total compensation of our CEO and the annual total compensation of our employees for 2017 (our **CEO pay ratio**). Our CEO pay ratio information is a reasonable good faith estimate calculated in a manner consistent with applicable SEC rules.

The ratio of the annual total compensation of our CEO, calculated as described above, to the median of the annual total compensation of all employees for 2017 was 132 to 1. This ratio was based on the following:

- the annual total compensation of our CEO, determined as described above, was $6,188,730; and

- the median of the annual total compensation of all employees (other than our CEO), determined in accordance with SEC rules, was $46,924.

On January 30, 2018, Cott sold its traditional business to Refresco Group N.V. Employees associated with the traditional business are no longer employed with Cott as of January 30, 2018. Re-measuring the employee population giving effect to the sale of the traditional business results in median annual total compensation of $42,247 and therefore changes the ratio to 146 to 1.

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Methodology for Determining Our Median Employee

For purposes of the above CEO pay ratio disclosure, we are required to identify a median employee based on our worldwide workforce, without regard to their location, compensation arrangements or employment status (full-time versus part-time). The median employee is determined by identifying the employee whose compensation is at the median of the compensation of our employee population (other than our CEO). Accordingly, to identify the median of our employee population, the methodology and the material assumptions and estimates that we used were as follows:

Employee Population

We determined that, as of October 31, 2017, the date we selected to identify the median employee, our employee population consisted of approximately 13,600 individuals working for Cott Corporation and its consolidated subsidiaries.

Compensation Measure Used to Identify the Median Employee

Given the geographical distribution of our employee population, we use a variety of pay elements to structure the compensation arrangements of our employees. Consequently, for purposes of measuring the compensation of our employees to identify the median employee, rather than using annual total compensation, we selected base salary/wages and overtime pay, plus actual annual cash incentive compensation (annual bonus) paid through October 31, 2017 as the compensation measure. Additionally:

- We annualized the compensation of employees to cover the full calendar year, and also annualized any new hires in 2017 as if they were hired at the beginning of the fiscal year, as permitted by SEC rules, in identifying the median employee;

- We did not make any cost-of-living adjustments in identifying the median employee; and

- Using this methodology, we determined that the median employee was an employee with base salary/wages and overtime pay plus actual annual bonus earned for the year ended December 31, 2017 of $41,345.

Using this same methodology, but excluding the employees associated with the traditional business, we determined the median employee was an employee with base salary/wages and overtime pay plus actual annual bonus earned for the year ended December 31, 2017 of $40,749.

Annual Total Compensation of Median Employee

In order to determine the annual total compensation of the median employee, we identified and calculated the elements of that employee s compensation for 2017 in accordance with SEC requirements, resulting in annual total compensation in the amount of $46,924 for calculations including employees associated with the traditional business, and $42,247 for calculations excluding employees associated with the traditional business.

Annual Total Compensation of Chief Executive Officer

With respect to the annual total compensation of our CEO, in accordance with SEC rules, we included the amount reported for Mr. Fowden in the Total column for 2017 in the Summary Compensation Table included in this proxy statement.

Named Executive Officer Employment Agreements

Each of our named executive officers has a written employment agreement or offer letter setting forth the material terms of his or her employment. Under these employment agreements or offer letters, these executives

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receive annual base salaries at rates not less than the amounts reported in the Summary Compensation Table for 2017, which may be adjusted from time to time. Each of these agreements provides for:

- eligibility to earn bonuses based upon the achievement of agreed-upon criteria established from time to time by the Compensation Committee; and

- customary allowances and limited perquisites.

Each of the named executive officers employed by Cott as of the end of 2017 participates in both short-term and long-term incentive programs provided by us. The level of participation is determined by the Compensation Committee and varies by named executive officer. Each of our named executive officers is bound by restrictive covenants that generally limit their ability to compete with us in any countries in which we conduct business. They have also agreed to non-solicitation and non-disparagement covenants. These limitations continue during the term of employment and for a period of time following termination (regardless of the cause of the termination).

Potential severance payments in the event of termination or change of control of Cott for each named executive officer, as applicable, are described more particularly below under the heading **Potential Payments Upon Termination or Change of Control** on page 46 of this proxy statement.

Jerry Fowden Employment Agreement

In February 2009, we entered into an employment letter agreement with Jerry Fowden to serve as our Chief Executive Officer. The agreement has an indefinite term and provides for an annual base salary, which was increased to $913,500 in October 2017, and a car allowance. Mr. Fowden is eligible to participate in our annual performance bonus plan, and since 2011 his annual bonus target has been 100% of his base salary.

Mr. Fowden is also eligible to participate in all of our long-term incentive plans made available from time to time to our senior executives at the discretion of the Compensation Committee, including the Amended and Restated Equity Plan. The grants to Mr. Fowden under the Amended and Restated Equity Plan are set forth in the **Grants of Plan-Based Awards in Fiscal 2017** Table on page 42 of this proxy statement.

Mr. Fowden participates in the Severance Plan, pursuant to which he is subject to standard confidentiality undertakings and non-disparagement covenants that survive the termination of his employment, regardless of the cause of the termination. He is also subject to a non-competition covenant that generally limits his ability to compete with us in any countries in which we conduct business, as well as a non-solicitation covenant. These limitations continue during the term of employment and for a period of one year following termination, regardless of the cause of the termination.

Jay Wells Employment Agreement

In January 2012, we entered into an offer letter agreement with Jay Wells to serve as our Chief Financial Officer. The agreement has an indefinite term and provides for an annual base salary, which was increased to $439,824 in October 2017, and a car allowance. Mr. Wells is eligible to participate in our annual performance bonus plan with an annual target bonus equal to 75% of his base salary.

Mr. Wells is also eligible to participate in our benefit plans made available to our employees and senior executives, as well as our long-term incentive plans at the discretion of the Compensation Committee, including the Amended and Restated Equity Plan. The grants to Mr. Wells under the Amended and Restated Equity Plan are set forth in the **Grants of Plan-Based Awards in Fiscal 2017** Table on page 42 of this proxy statement.

Mr. Wells participates in the Severance Plan, pursuant to which he is subject to standard confidentiality undertakings and non-disparagement covenants that survive the termination of his employment, regardless of the

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cause of the termination. He is also subject to a non-competition covenant that generally limits his ability to compete with us in any countries in which we conduct business, as well as a non-solicitation covenant. These limitations continue during the term of employment and for a period of nine months following termination, regardless of the cause of the termination.

Thomas Harrington Employment Agreement

In December 2014, we entered into an amended and restated employment agreement with Thomas Harrington, which amended and restated his prior employment agreement with DSS, to serve as the Chief Executive Officer of DSS. The agreement has an indefinite term and provides for an annual base salary, which was increased to $784,125 in 2016, and a car allowance. Under the terms of his employment agreement, Mr. Harrington received in 2014 a grant of performance-based restricted share units with a grant date fair value of $5,000,000, which was to vest based upon the achievement of a specific level of DSS EBITDA (weighted 60%), DSS revenue (weighted 20%) and net cooler rental activity (weighted 20%) over the three-year period ending at the end of fiscal 2017. Such award did not ultimately vest. Additionally, the terms of Mr. Harrington s agreement provide for a retention bonus equal to one year of base salary, one-third of which was paid on December 16, 2015, with the remaining amount paid on December 16, 2017. Mr. Harrington is eligible to participate in our annual performance bonus plan with an annual target bonus equal to 100% of his base salary.

Mr. Harrington is also eligible to participate in benefit plans made available to DSS employees and senior executives, as well as our long-term incentive plans at the discretion of the Compensation Committee, including the Amended and Restated Equity Plan. The grants to Mr. Harrington under the Amended and Restated Equity Plan are set forth in the **Grants of Plan-Based Awards in Fiscal 2017** Table on page 42 of this proxy statement.

Mr. Harrington is subject to a restrictive covenant that generally limits his ability to compete with us in any countries in which we conduct business, as well as a non-solicitation covenant. These limitations continue during the term of employment and for a period of one year following termination, regardless of the cause of the termination.

Ron Hinson Employment Agreement

On November 6, 2017, we entered into an amended and restated employment agreement with Ron Hinson, which amended and restated his prior employment agreement with S.& D. Coffee, Inc. (**S&D**), to serve as the Chief Executive Officer of S&D. The agreement has an indefinite term and provides for an annual base salary of $1,000,000. Mr. Hinson is eligible to participate in our annual performance bonus plan with an annual target bonus equal to 100% of his base salary.

Mr. Hinson is also eligible to participate in benefit plans made available to S&D employees and senior executives, as well as our long-term incentive plans at the discretion of the Compensation Committee, including the Amended and Restated Equity Plan. Mr. Hinson did not receive a grant under the Amended and Restated Equity Plan in 2017.

Mr. Hinson is subject to a restrictive covenant that generally limits his ability to compete with us in any countries in which we conduct business, as well as a non-solicitation covenant. These limitations continue during the term of employment and for a period of one year following termination, regardless of the cause of the termination.

Marni Morgan Poe Employment Agreement

In January 2010, we entered into an offer letter agreement with Marni Morgan Poe to serve as our Vice President, General Counsel. The agreement has an indefinite term and provides for an annual base salary, which was increased to

$378,264 in October 2017, and a car allowance. Ms. Poe is eligible to participate in our annual performance bonus plan, and since 2012 her annual bonus target has been 75% of her base salary.

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Ms. Poe is also eligible to participate in our benefit plans made available to our employees and senior executives, as well as our long-term incentive plans at the discretion of the Compensation Committee, including the Amended and Restated Equity Plan. The grants to Ms. Poe under the Amended and Restated Equity Plan are set forth in the **Grants of Plan-Based Awards in Fiscal 2017** Table on page 42 of this proxy statement.

Ms. Poe participates in the Severance Plan, pursuant to which she is subject to standard confidentiality undertakings and non-disparagement covenants that survive the termination of her employment, regardless of the cause of the termination. She is also subject to a non-competition covenant that generally limits her ability to compete with us in any countries in which we conduct business, as well as a non-solicitation covenant. These limitations continue during the term of employment and for a period of six months following termination, regardless of the cause of the termination.

Grants of Plan-Based Awards in Fiscal 2017

The following table sets forth information with respect to performance-based restricted share units, time-based restricted share units and stock options granted under the Amended and Restated Equity Plan during the year ended December 30, 2017 to each of our named executive officers, as well as the range of possible cash payouts to each of our named executive officers under our annual performance bonus plan for achievement of specified levels of performance in fiscal 2017.

	Grant Date	Board Approval Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards[1]			Estimated Future Payouts Under Equity Incentive Plan Awards[2]			All Other Stock Awards: Number of Shares of Stock or Units[3] (#)	All Other Option Awards: Number of Securities Underlying Options[4] (#)	Exercise or Base Price of Option Awards ($/Sh)	(V A Op
			Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)				
vden			451,298	902,596	1,805,192							
	12/7/2017	12/7/2017				38,571	96,428	192,856				1
	12/7/2017	12/7/2017							64,285			1
	12/7/2017	12/7/2017								350,103	17.50	1
s			162,322	324,644	649,288							
	12/7/2017	12/7/2017				7,628	19,071	38,142				
	12/7/2017	12/7/2017							12,714			
	12/7/2017	12/7/2017								69,242	17.50	
Harrington			60,378	345,015	1,568,250							
	12/7/2017	12/7/2017				12,000	30,000	60,000				
	12/7/2017	12/7/2017							20,000			

	12/7/2017	12/7/2017								108,921	17.50
on			250,000	1,000,000	2,000,000						
organ Poe			139,603	279,205	558,410						
	12/7/2017	12/7/2017				5,786	14,464	28,928			
	12/7/2017	12/7/2017							9,642		
	12/7/2017	12/7/2017								52,515	17.50

(1) The amounts in these columns show the range of possible cash payouts under our annual performance bonus plan for achievement of specified levels of performance in fiscal 2017. With respect to our named executive officers, other than Mr. Harrington, amounts reported in these columns are calculated solely based on EBITDA, operating free cash flow, and revenue targets, and assume no adjustment to bonus levels based on achievement of individual performance targets. With respect to Mr. Harrington, amounts reported in these columns are calculated solely based on DSS and Eden Springs EBITDA, and assume no adjustment to bonus levels based on achievement of individual performance targets. For additional information related to the annual cash incentive awards including performance goals, measures and weighting, see the **Compensation Discussion and Analysis** section of this proxy statement.

(2) The amounts in these columns represent performance-based restricted share unit awards. The performance-based restricted share unit awards vest based on the achievement of a specified target level of cumulative pre-tax income over a three-year period. The amounts included in the Threshold column reflect the total number of shares that would be issued at the end of the three-year performance period if 70% of the target pre-tax income level is achieved. The amounts included in the Target column reflect the total number of shares that would be issued at the end of the three-year performance period if 100% of the target pre-tax income level is achieved. The amounts included in the Maximum column reflect the total number of shares that would be issued at the end of the three-year performance period if 125% of the target pre-tax income level is achieved.

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(3) The amounts in this column represent grants of time-based restricted share units. Time-based restricted share units granted in 2017 vest in three equal installments on the first, second and third anniversaries of the grant date.

(4) The amounts in this column represent grants of stock options. Stock options granted in 2017 vest in three equal installments on the first, second and third anniversaries of the grant date.

(5) The Grant Date Fair Value of Stock Awards and Options column shows the full grant date fair values of the stock options and performance- and time-based restricted share units granted in fiscal 2017. The grant date fair values of the awards are determined under ASC 718 and represent the amounts we would expense in our financial statements over the vesting schedule for the awards. In accordance with SEC rules, the amounts in this column reflect the actual ASC 718 accounting cost without reduction for estimates of forfeitures related to service-based vesting conditions. The assumptions used for determining values are set forth in Note 7 to our audited consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended December 30, 2017. The amounts reflect our accounting for these grants and do not correspond to the actual values that may be realized by the named executive officers.

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Outstanding Equity Awards at 2017 Fiscal Year End

The following table sets forth information with respect to equity awards outstanding at December 30, 2017 for each of our named executive officers.