

# **CCL Industries Inc.**

**111 Gordon Baker Road, Suite 801**

**Toronto, Ontario**

**M2H 3R1**

**2018**

# **Annual Information Form**

**February 21, 2019**

## Table of Contents

<b>Item 1</b>	<b>Cover Page</b>	<b>1</b>
<b>Item 2</b>	<b>Table of Contents</b>	<b>3</b>
<b>Item 3</b>	<b>Corporate Structure</b>	<b>6</b>
<b>Item 4</b>	<b>General Development of the Business</b>	<b>7</b>
	<b>Strategy</b>	<b>7</b>
<b>Item 5</b>	<b>Description of the Business</b>	<b>12</b>
	<b>Overview</b>	<b>12</b>
	<b>CCL Segment</b>	<b>13</b>
	<b>Avery Segment</b>	<b>15</b>
	<b>Checkpoint Segment</b>	<b>17</b>
	<b>Innovia Segment</b>	<b>18</b>
	<b>General</b>	<b>20</b>
	<b>Risk Factors</b>	<b>26</b>
<b>Item 6</b>	<b>Dividends</b>	<b>40</b>
<b>Item 7</b>	<b>Description of Capital Structure</b>	<b>40</b>

<b>Item 8</b>	<b>Market for Securities</b>	<b>42</b>
<b>Item 9</b>	<b>Escrowed Securities and Securities Subject to Contractual Restrictions on Transfer</b>	<b>44</b>
<b>Item 10</b>	<b>Directors and Officers</b>	<b>44</b>
<b>Item 11</b>	<b>Promoters</b>	<b>48</b>
<b>Item 12</b>	<b>Legal Proceedings</b>	<b>48</b>
<b>Item 13</b>	<b>Interest of Management and Others in Material Transactions</b>	<b>49</b>
<b>Item 14</b>	<b>Transfer Agent and Registrar</b>	<b>49</b>
<b>Item 15</b>	<b>Material Contracts</b>	<b>49</b>
<b>Item 16</b>	<b>Interests of Experts</b>	<b>49</b>
<b>Item 17</b>	<b>Audit Committee</b>	<b>50</b>
<b>Item 18</b>	<b>Additional Information</b>	<b>54</b>

## **CCL Industries Inc.**

This Annual Information Form ("AIF") contains forward-looking information and forward-looking statements as defined under applicable securities laws (hereinafter collectively referred to as "forward-looking statements") that involve a number of risks and uncertainties. Forward-looking statements include all statements that are predictive in nature or depend on future events or conditions. Forward-looking statements are typically identified by, but not limited to, the words "believes," "expects," "anticipates," "estimates," "intends," "plans" or similar expressions. Statements regarding the operations, business, financial condition, priorities, ongoing objectives, strategies and outlook of the Company, other than statements of historical fact, are forward-looking statements. Specifically, this AIF contains forward-looking statements regarding the anticipated growth in sales, income and profitability of the Company's segments; the Company's improvement in market share; the Company's capital spending levels and planned capital expenditures in 2019; the adequacy of the Company's financial liquidity; the Company's ongoing business strategy; and the Company's expectations regarding general business and economic conditions.

Forward-looking statements are not guarantees of future performance. They involve known and unknown risks and uncertainties relating to future events and conditions including, but not limited to, the impact of competition; consumer confidence and spending preferences; general economic and geopolitical conditions; currency exchange rates; interest rates and credit availability; technological change; changes in government regulations; risks associated with operating and product hazards; and the Company's ability to attract and retain qualified employees. Do not unduly rely on forward-looking statements as the Company's actual results could differ materially from those anticipated in these forward-looking statements. Forward-looking statements are also based on a number of assumptions, which may prove to be incorrect, including, but not limited to, assumptions about the following: global economic recovery and higher consumer spending; improved customer demand for the Company's products; continued historical growth trends, market growth in specific segments and entering into new segments; the Company's ability to provide a wide range of products to multinational customers on a global basis; the benefits of the Company's focused strategies and operational approach; the Company's ability to implement its acquisition strategy and successfully integrate acquired businesses; the achievement of the Company's plans for improved efficiency and lower costs, including the ability to pass on aluminum and resin cost increases to its customers; the availability of cash and credit; fluctuations of currency exchange rates; the Company's continued relations with its customers; and general business and economic conditions. Should one or more risks materialize or should any assumptions prove incorrect, then actual results could vary materially from those expressed or implied in the forward-looking statements. Further details on key risks can be found throughout this report, particularly under Item 5: "Risk Factors."

Except as otherwise indicated, forward-looking statements do not take into account the effect that transactions or non-recurring or other special items announced or occurring after the statements are made may have on the business. Such statements do not, unless otherwise specified by the Company, reflect the impact of dispositions, sales of assets, monetizations, mergers, acquisitions, other business combinations or transactions, asset write-downs or other charges announced or occurring after forward-looking statements are made. The financial impact of these transactions and non-recurring and other special items can be complex and depends on the facts particular to each of them and therefore cannot be described in a meaningful way in advance of knowing specific facts.

The forward-looking statements are provided as of the date of this AIF and the Company does not assume any obligation to update or revise the forward-looking statements to reflect new events or circumstances, except as required by law.

Unless otherwise stated, all amounts stated in this document are given in Canadian dollars and, unless otherwise stated, the information contained herein is current as of February 21, 2019.

Unless the context otherwise indicates, a reference to “the Company” means CCL Industries Inc., its subsidiary companies and equity accounted investments.

### **ITEM 3 – CORPORATE STRUCTURE**

#### **ISSUER**

CCL Industries Inc. commenced operations in 1951 as Connecticut Chemicals (Canada) Limited. In 1972, the business was acquired by Conn Chem Limited, then the controlling shareholder of Connecticut Chemicals (Canada) Limited. Conn Chem Limited had been incorporated under the laws of Ontario on April 15, 1957, and was continued under the Canada Business Corporations Act on December 16, 1977. On May 25, 1978, its name was changed to The Conn Chem Group Ltd. and on November 28, 1979, to CCL Industries Inc.

The Company’s articles were amended effective June 5, 2017, to give effect to a five for one split of the Company’s shares.

The registered and head office of CCL Industries Inc. is located at 111 Gordon Baker Road, Suite 801, Toronto, Ontario M2H 3R1.

#### **SUBSIDIARIES**

The Company manages four principal Business Segments, CCL, Avery, Checkpoint, and Innovia. Listed below are the principal direct or indirect operating subsidiaries, each of whose total assets or sales and operating revenues constitute more than 10% of the total consolidated assets or consolidated sales and operating revenues of the Company for the year ended December 31, 2018. The combined assets and operating revenues of the other subsidiaries of the Company do not constitute more than 20% of the consolidated assets or the consolidated sales and operating revenues of the Company.

Subsidiary	Ownership	Jurisdiction of Incorporation
CCL Industries Inc.		Canada
CCL International Inc.	100%	Ontario
CCL Industries Corporation	100%	Delaware
CCL Label, Inc.	100%	Michigan
Avery Products Corporation	100%	Delaware
Checkpoint Systems, Inc.	100%	Pennsylvania
CCL Industries (U.K.) Limited	100%	United Kingdom
CCL Syrinx (U.K.) Limited	100%	United Kingdom
Innovia Group (Holding 3) Ltd.	100%	United Kingdom
CCL Secure (Holding) Pty Ltd	100%	Australia

## **ITEM 4 – GENERAL DEVELOPMENT OF THE BUSINESS**

CCL Industries Inc. commenced operations in Canada in 1951 as a custom manufacturer, which provided manufacturing and other value-added outsourcing services to national and international consumer products companies. Commencing in the 1980s, the Company diversified into specialty packaging, servicing the same customer base as its custom manufacturing business. Beginning in 2000, the Company restructured and reduced its investment in the Custom Manufacturing Division, culminating in the sale of the North America Custom Manufacturing business in May 2005 and the ColepCCL joint venture in November 2007.

In the early 1980s, the Company commenced its international expansion and diversification into the United States and, later in the decade, into the United Kingdom. This international expansion and diversification has continued in its operating segments. In each of its businesses, the Company strives to satisfy the needs of its multinational, regional and end user consumer customers in the non-durable and durable consumer products market. By providing a wide range of label products to these customers on a global basis, the Company has become a leader in each of its businesses and, consequently believes that it will be able to enjoy sustainable sales and income growth.

In addition, the Company has divested non-core and underperforming businesses to allow each Segment to focus on its customers and growth opportunities. The CCL Segment is the world's largest converter of pressure sensitive and extruded film materials for a wide range of decorative, instructional, security and functional applications for government institutions and large global customers in the consumer packaging, healthcare, chemicals, consumer durable, electronic device and automotive markets. Extruded and laminated plastic tubes, folded instructional leaflets, precision decorated and die cut components, electronic displays, polymer banknote substrate and other complementary products and services are sold in parallel to specific end-use markets. Avery is the world's largest supplier of labels, specialty converted media and software solutions to enable short-run digital printing in businesses and homes alongside complementary products sold through distributors and mass-market retailers. Checkpoint is a leading manufacturer of technology-driven loss-prevention, inventory-management and labeling solutions, including radio-frequency ("RF") and radio-frequency identification ("RFID") based, to the retail and apparel industry. Innovia manufactures films sold to customers in the pressure sensitive label materials, consumer packaged goods and security products industries globally. The Company has partly backward integrated into materials science with capabilities in polymer extrusion, adhesive development and coating, surface engineering and metallurgy that are deployed across all four business Segments.

### **STRATEGY**

CCL Industries Inc.'s goal is to improve its competitive position in each division with a view to long-term profitable growth. The strategy is focused on specialty packaging and adjacent label businesses in which the Company (1) is or believes it can become the

largest competitor in the market, (2) produces value-added products and uses technologies and know-how with strong barriers to entry, (3) is or can be the best value-added producer, (4) provides product lines and services that have growth potential, (5) sees potential in its businesses to take advantage of the trend toward globalization by a multinational customer base and (6) leverages existing label applications and technology to deliver product innovation that aligns with consumer printable media trends.

The Company is continually reviewing its businesses and may, if appropriate, divest non-core or unprofitable operations in order to improve its overall profitability, return on equity and its financial leverage. Management believes that this approach allows the Company to be better positioned to operate effectively during economic downturns, and to have the financial flexibility to make acquisitions and to invest in capital spending that support its business strategy. Restructuring costs were incurred over the last several years to reorganize certain business units, to provide for losses on dispositions and to provide for the write-down of assets of business units that were deemed to be non-core and underperforming.

## **ACQUISITIONS, DIVESTITURES and FINANCING ARRANGEMENTS**

CCL Industries Inc. has acquired a number of businesses over the last three years and arranged the associated financing to support operating and investment activities of the Company. Only the acquisitions of Checkpoint and the acquisition of Innovia met the definition of a “significant acquisition” as determined in accordance with National Instrument 51-102-Continuous Disclosure Obligations. The Company has not divested any business over the last three years but has completed the transactions described below:

- In December 2018, acquired the assets of Unilogo, based near Warsaw, Poland, for approximately \$10.7 million. Unilogo is a supplier of digitally printed, pressure sensitive and sleeve labels for consumer products customers.
- In July 2018, acquired Treofan from its ultimate parent, M&C S.p.A., an Italian public company listed on the Milan stock exchange. Treofan, based in Zacapu, Mexico, is a leading producer of BOPP (“Bi-axially oriented polypropylene”) film for the North American market. The purchase price, net of cash acquired was approximately \$307.6 million inclusive of \$43.6 million of capital additions incurred between announcement date and closing date for the construction of its new film line. Treofan immediately commenced trading as Innovia Films.
- In May 2018, the remaining 50.0% stake in the CCL-Korsini in-mould label joint venture in the United States from its partner for \$3.1 million, net of cash acquired, and \$6.7 million of assumed debt. As a result of the change in control, the financial results were no longer included as an equity investment but fully consolidated with CCL’s Food & Beverage business.

- In May 2018, Nortec International Inc. (“Nortec”), a privately owned company in Israel for approximately \$8.8 million in net cash and assumed debt. Nortec is a manufacturer of high performance labels and marking systems for the high technology sector added to CCL Design within the CCL Segment.
- In April 2018, Imprint Plus, a group of privately owned companies with common shareholders, based in Richmond, British Columbia, Canada for approximately \$24.3 million, net of cash acquired. Imprint Plus expanded Avery’s printable media depth in custom name badge systems, signage systems and accessories in North America.
- In January 2018, Fascia Graphics Ltd. (“Fascia”), a privately owned company in the United Kingdom, for approximately \$9.3 million, net of cash acquired. Fascia is a manufacturer of graphic overlays, membrane-switch control panels and nameplates for large European OEM customers in the electronics and durables sector and was added to CCL Design within the CCL Segment.
- In October 2017, acquired the final 37.5% stake in the Acrus-CCL wine label joint venture in Chile from its partner for \$6.3 million. As a result of the change in control, 2017 financial results are no longer included in equity investments but fully consolidated with CCL’s Food & Beverage business, without a portion of the earnings attributable to a non-controlling interest since October 2017.
- In April 2017, badgepoint GmbH, badgetech GmbH and Name Tag Systems Inc. (“Badgepoint”), privately owned companies with common shareholders, based near Hamburg, Germany, for approximately \$5.6 million. Badgepoint expanded Avery’s printable media offering with patented, premium name tag systems and accessories for the German market.
- In April 2017, Goed Gernerkt B.V. and Goed Gewerkt B.V. (“GGW”), privately owned companies with common shareholders, based near Utrecht in the Netherlands for approximately \$23.0 million. GGW is a manufacturer of durable, personalized “kids’ labels” for the Benelux and German markets, expanding Avery’s printable media platform.
- In February 2017, Innovia, headquartered in Wigton, U.K., for approximately \$1.15 billion, debt free and net of cash acquired from a consortium of U.K.-based private equity investors. Innovia is a leading global producer of specialty high-performance, multi-layer, surface engineered BOPP films for label, packaging and security applications. The business has film extrusion, coating and metallizing facilities across the U.K., Belgium and Australia, which form the basis of the Company’s Innovia Segment. In the U.K., Australia and Mexico, the business has high-security, specialized polymer banknote operations that have been added to CCL Secure within the CCL Segment.

- In August 2016, Labelone Ltd. (“Label1”), a privately owned company based in Belfast, Northern Ireland, for approximately \$17.5 million including assumed debt. Label1 expands CCL’s product offering in the Healthcare & Specialty business to Northern Ireland.
- In July 2016, Eukerdruck GmbH & Co. KG and Pharma Druck CDM GmbH (collectively “Euker”), privately held companies with common shareholders, and the associated facilities in Marburg and Dresden, Germany. Euker is a leading supplier of folded leaflets, specialty booklets and pressure sensitive labels to pharmaceutical companies in German-speaking Europe. The purchase price consideration, including debt assumed, was approximately \$30.0 million.
- In May 2016, the Company acquired all the outstanding shares of Checkpoint (NYSE:CKP) at an enterprise value of \$531.9 million. Checkpoint is a leading global manufacturer and provider of hardware and software systems plus security labels and tags, providing inventory control and loss-prevention solutions to world leading retailers. Checkpoint has formed the new retail and apparel Checkpoint Segment. The Company filed an amended business acquisition report in respect of this acquisition on SEDAR on August 26, 2016.
- In March 2016, Powerpress Rotulo & Etiquetas Adesivas LTDA (“Powerpress”), a privately owned company based in Sao Paulo, Brazil, for approximately \$11.4 million. Powerpress enhances CCL’s product offering in the Healthcare & Specialty business in South America.
- In February 2016, Zephyr Company Limited of Singapore and its Malaysian subsidiaries in Penang and Johor (collectively “Zephyr”), privately owned companies with multiple shareholders, for approximately \$40.9 million. Zephyr expands CCL Design’s presence within the electronics industry to the ASEAN region.
- In January 2016, Woelco AG (“Woelco”), a privately owned company in Stuttgart, Germany, with subsidiaries in China and the United States, for approximately \$21.7 million. Woelco has integrated into CCL Design and has expanded its depth in the industrial and automotive durable goods markets.
- In January 2016, Label Art Ltd. and Label Art Digital Ltd. (collectively “LAL”), privately owned companies with common shareholders, based in Dublin, Ireland, for approximately \$13.6 million. LAL expands CCL’s Healthcare & Specialty business in Ireland and the U.K.
- In January 2016, the Company invested \$6.0 million in cash to increase its stake from 50% to 75% in its tube manufacturing joint venture in Bangkok,

Thailand, with Taisei Kako Co. Ltd. of Japan. Finally, in August 2016, the Company acquired the final 25% stake in the venture from its partner for \$1.9 million. As a result of the change in control, 2016 financial results are no longer included in equity investments but fully consolidated with CCL's Home & Personal Care business, without a portion of the earnings attributable to a non-controlling interest, since September 2016.

All acquisitions in recent years added further international elements to the CCL Segment, expanded it on a global basis or enhanced its relationships with its traditional North American and European global customers. The newly acquired business Segments, Avery, Checkpoint and Innovia are adjacencies to the Company's existing CCL Segment.

### Financing Arrangements

In February 2017, the Company closed a two-year unsecured US\$450.0 million term loan facility with a syndicate of banks to bolster financing for the Innovia acquisition. Required principal repayments of US\$12.0 million per quarter commenced June 30, 2017. The facility incurs interest at the applicable domestic rate plus an interest rate margin linked to the Company's net debt to EBITDA consistent with the existing syndicated revolving facility.

In March 2018, the Company amended its syndicated credit facilities extending the maturity of the aforementioned term loan facility from February 2019 to February 2020 and its US\$1.2 billion revolving credit facility from December 2020 to March 2023.

In April 2018, the Company closed its initial Canadian offering memorandum for \$300.0 million aggregate principal amount of 3.864% bonds due April 13, 2028. The bonds are unsecured senior obligations. The proceeds of the offering were used to repay drawn debt within the Company's revolving credit facility.

The Company's debt structure at December 31, 2018, was primarily comprised of the 144A private bonds of US\$500.0 million (C\$674.5 million), the \$300.0 million Canadian bond offering, outstanding debt totalling \$1,012.2 million under the unsecured syndicated revolving credit facility and the term loan facility of US\$366.00 million (C\$498.8 million). Outstanding contingent letters of credit totalled \$3.2 million; accordingly there was US\$454.5 million of unused availability on the revolving credit facility at December 31, 2018. The Company's debt structure at December 31, 2017, was principally comprised of bonds of US\$500.0 million (C\$620.3 million), two private debt placements completed in 1998 and 2008 for a total of US\$129.0 million (C\$162.0 million), outstanding debt under the syndicated revolving credit facility of \$1,015.1 million and the term loan facility of US\$414.0 million (C\$520.0 million).

The Company's approach to managing liquidity risk is to ensure that it will always have sufficient liquidity to meet liabilities when they are due. The Company believes its liquidity will be satisfactory for the foreseeable future due to its significant cash

balances, its expected positive operating cash flow and the availability of its unused revolving credit line. The Company anticipates funding all of its future commitments from the above sources but may raise further funds by entering into new debt financing arrangements or issuing further equity to satisfy its future additional obligations or investment opportunities.

## **ITEM 5 – DESCRIPTION OF THE BUSINESS**

### **OVERVIEW**

CCL Industries Inc. employs approximately 21,000 people operating 168 production facilities in 40 countries with corporate offices in Toronto, Canada, and Framingham, Massachusetts. CCL is the world’s largest converter of pressure sensitive and extruded film materials for a wide range of decorative, instructional, functional and security applications for government institutions and large global customers in the consumer packaging, healthcare and chemicals, consumer electronic device and automotive markets. Extruded and laminated plastic tubes, folded instructional leaflets, precision decorated and die cut components, electronic displays, polymer bank note substrate and other complementary products and services are sold in parallel to specific end-use markets. Avery is the world’s largest supplier of labels, specialty converted media and software solutions to enable short-run digital printing in businesses and homes alongside complementary products sold through distributors and mass market retailers. Checkpoint is a leading developer of RF and RFID-based technology systems for loss prevention and inventory management including labeling and tagging solutions for the global retail and apparel industries. Innovia is a leading global producer of specialty, high performance, multi-layer, surface engineered films for label, packaging and security applications. The Company is also backward integrated into materials science with capabilities in polymer extrusion, adhesive development, coating and lamination, surface engineering and metallurgy that are deployed across all four business segments.

#### **Sales By Business Segment:**

(millions of dollars)

	<b>Years ended December 31</b>			
	<b>2018</b>		<b>2017</b>	
	<b><u>Sales</u></b>	<b><u>% of Total Sales</u></b>	<b><u>Sales</u></b>	<b><u>% of Total Sales</u></b>
CCL	\$ 3,255.1	63.1%	\$ 3,019.4	63.5%
Avery	711.9	13.8%	752.9	15.8%
Checkpoint	712.9	13.8%	675.2	14.2%
Innovia	481.6	9.3%	308.2	6.5%
<b>Total</b>	<b>\$ 5,161.5</b>	<b>100.0%</b>	<b>\$ 4,755.7</b>	<b>100.0%</b>

\*Excludes sales at the Company’s equity accounted investments in Russia (CCL-Kontur) the Middle East (Pacman-CCL) and the United States (Rheinfelden Americas).

### Sales By Geographic Segment:

(millions of dollars)

	Years ended December 31			
	2018		2017	
	<u>Sales</u>	<u>% of Total Sales</u>	<u>Sales</u>	<u>% of Total Sales</u>
Canada	\$ 152.6	3.0%	\$ 159.6	3.4%
United States and Puerto Rico	1,995.5	38.7%	1,876.7	39.5%
Latin America	398.2	7.7%	293.5	6.2%
Europe	1,682.3	32.5%	1,597.9	33.5%
Asia, South Africa and Australia	932.9	18.1%	828.0	17.4%
Total	<u>\$ 5,161.5</u>	<u>100.0%</u>	<u>\$ 4,755.7</u>	<u>100.0%</u>

For the CCL, and Innovia Segments, the first and second quarters are generally the strongest due to the number of work days and various customer-related activities. Also, there are many products that have a spring-summer bias in North America and Europe such as agricultural chemicals and certain beverage products, which generate additional sales volumes for the Company in the first half of the year. The polymer banknote business within the CCL Segment, experiences intra-quarter variations in sales influenced by central banks' re-order disparity. For Avery, the third quarter has historically been its strongest, as it benefits from increased demand related to back-to-school activities in North America. For the Checkpoint Segment, the second half of the calendar year is healthier as the business substantially follows the retail cycle of its customers, which traditionally experiences more consumer activity from September through to the end of the year and prepares for the same in its supply chain from mid-year on. The final quarter of the year is negatively affected from a sales perspective in the northern hemisphere by Thanksgiving and globally by the Christmas and New Year holiday season shut-downs.

### CCL SEGMENT

CCL Label is the leading global producer of innovative label solutions for consumer product marketing companies in the personal care, food & beverage, household chemical and promotional segments of the industry, and also supplies regulated labels to major pharmaceutical, healthcare and industrial chemical customers. CCL Design supplies long-life, high performance labels and other products to automotive, electronics and durable goods companies. CCL Secure supplies polymer banknote substrate, pressure sensitive stamps, passports and other security documents to government institutions. The Segment's product lines include pressure sensitive, shrink sleeve, stretch sleeve, in-mould, precision printed and die cut metal and plastic components, expanded content labels, pharmaceutical instructional leaflets, graphic security features and plastic tubes.

CCL now operates 130 plants globally, which includes 32 manufacturing plants in North America, two plants in Canada, one in Puerto Rico and 29 in the United States.

In Europe, the CCL Segment now operates 48 manufacturing plants, two plants in Austria, three in Denmark, four in France, 11 in Germany, one in Hungary, three in Italy, two in the Netherlands, two in Poland, six in Russia, one in Switzerland, one in Turkey and 11 in the United Kingdom.

In Latin America, the CCL Segment operates 13 plants, seven in Mexico, four in Brazil, one in Argentina and one in Chile.

In Asia, the CCL Segment now operates 37 manufacturing plants, five plants in Australia, 13 plants in China, one in Egypt, one in Israel, one in Japan, one in Korea, three in Malaysia, one in New Zealand, one in Oman, one in Pakistan, one in the Philippines, one in Saudi Arabia, one in Singapore, one in South Africa, three in Thailand, one in United Arab Emirates and one in Vietnam.

The current position of the CCL Segment was developed organically and through acquisitions in the last decade. The CCL Segment has generally experienced strong demand in its existing and newly acquired operations in the past few years.

The mission of the CCL Segment is to be the global supply-chain leader of innovative premium package and promotional label solutions for the world's largest consumer product, healthcare and durable goods companies as well as government institutions. It aspires to do this from regional facilities that focus on specific customer groups, products and manufacturing technologies in order to maximize management's expertise and manufacturing efficiencies to enhance customer satisfaction.

### ***Principal Products***

The CCL Segment is the leading global producer of innovative label solutions for consumer product marketing companies in the personal care, food & beverage, household chemical and promotional segments of the industry, and also supplies regulated labels to major pharmaceutical, healthcare and industrial chemical customers. CCL Design supplies long-life, high performance labels and other products to automotive, electronics and durable goods companies. CCL Secure supplies polymer banknote substrate, pressure sensitive stamps, passports and other security documents to government institutions. The Segment's product lines include pressure sensitive, shrink sleeve, stretch sleeve, in-mould, precision printed and die cut metal and plastic components, expanded content labels, pharmaceutical instructional leaflets, graphic security features and plastic tubes.

### ***Markets and Competition***

Most markets for labels around the world are very fragmented and the Company believes that the largest supplier is CCL, with many smaller competitors. The Company believes that while the Segment is the largest participant in the industry at both a global and regional level, the market is very large and highly fragmented with market share only being meaningful in the customer segments in which it operates.

The Company believes that it is competitive for several reasons. It is focused on specific segments of the prime label market that require more sophisticated technology. It has the ability to purchase its major raw materials (primarily pressure sensitive laminates and extruded films) at favourable prices due to bulk purchases under supply agreements. It has a focused decentralized and entrepreneurial operating style.

The CCL Segment delivers its products following its customers' directions with itemized freight cost billed separately or at an all-inclusive price depending on the country. Shipments are primarily by road and, on occasion, by air or sea freight.

### ***Employees***

CCL Segment had approximately 13,100 employees as of December 31, 2018, including the employees at its equity accounted investments.

### **AVERY SEGMENT**

Avery is the world's largest supplier of labels, specialty converted media and software solutions to enable short-run digital printing in businesses and homes alongside complementary office products sold through distributors and mass market retailers. The products are split into three primary lines: (1) Printable Media, including address labels, shipping labels, marketing and product identification labels, indexes and dividers, business cards, and name badges supported by customized software solutions; (2) Organizational Products Group ("OPG"), including binders, sheet protectors and writing instruments; and (3) Direct to Consumer digitally imaged media including labels, business cards, name badges, and family oriented identification labels supported by unique web-enabled e-commerce URL's. The majority of products in the Printable Media and Direct to Consumer categories are used by businesses and individual consumers consistently throughout the year; however, in the OPG category, North American consumers engage in the back-to-school surge during the third quarter.

Avery now operates 14 manufacturing and three distribution facilities globally. The North American and Latin American operations are supported by five manufacturing facilities: three in Canada, one in Mexico, and one in the United States; the largest of the five plants being in Tijuana, which also supplies products locally.

In Europe, Avery operations are supported by three facilities in Germany, one in Italy, two in the Netherlands and two in the United Kingdom.

In Australia, Avery operates one plant.

In Latin America, Avery operations has a distribution centre in Mexico and shares a manufacturing facility with the CCL Segment in Argentina.

Avery reaches its consumers, including small businesses, through distribution channels that include mass-market merchandisers, retail superstores, wholesalers, e-tailers,

contract stationers, catalog retailing and direct-to-consumer e-commerce. Merger activity and store closures in these distribution channels can lead to short-term volume declines as customer inventory positions are consolidated. Avery is the leading brand in its core markets, with the principal competition being lower-priced private label products. Avery has experienced secular decline in its core mailing address label product as e-mail and internet-based digital communication has grown rapidly. In response, Avery has developed innovative new products targeted at applications such as shipping labels and product identification. Avery has successfully launched its proprietary direct-to-consumer e-commerce label design software platform WePrint™. In 2014, the acquisitions of Label Connections Ltd. and Nilles expanded Avery's digital print capabilities to the commercial graphic arts sector and e-commerce platform to custom designed roll fed labels in new markets around the world. With the 2015 acquisitions of PCN and Mabel's, 2017 acquisitions of Badgelypoint and GGW and the 2018 acquisition of Imprint Plus, the Company further expanded Avery's digital print offerings to the meetings and events planning industry and personalized identification labels for children and families. Growth rates in these new printable media e-commerce platforms and the newly acquired businesses are expected to outpace Avery's legacy product lines and eventually aid in re-establishing a growth rate for the Segment. It is also the Company's expectation that Avery will also continue to open up new revenue streams in short-run digital printing applications.

### ***Principal Products***

Avery is the world's largest supplier of labels, specialty converted media and software solutions to enable short-run digital printing in businesses and homes alongside complementary office products sold through distributors and mass market retailers. The products are split into three primary lines: (1) Printable Media, including address labels, shipping labels, marketing and product identification labels, indexes and dividers, business cards, and name badges supported by customized software solutions; (2) Organizational Products Group ("OPG"), including binders, sheet protectors and writing instruments; and (3) Direct to Consumer digitally imaged media including labels, business cards, name badges, and family oriented identification labels supported by unique web-enabled e-commerce URL's. The majority of products in the Printable Media and Direct to Consumer category are used by businesses and individual consumers consistently throughout the year; however, in the OPG category, North American consumers engage in the back-to-school surge during the third quarter.

### ***Markets and Competition***

Sales in the Avery Segment are principally generated in North America, Europe and Australia with a market leading position. There is a small developing presence in Latin America as well. Avery markets its products to consumers and small businesses through many channels that include the mass-market merchandisers, retail superstores, wholesalers, "e-tailers" and contract stationers. The business also reaches consumers through direct marketing activities including [avery.com](http://avery.com), [pcnametag.com](http://pcnametag.com), [mabelslabels.com](http://mabelslabels.com), [goedgemerkt.nl](http://goedgemerkt.nl), [imprintplus.com](http://imprintplus.com) and [easy2name.com](http://easy2name.com).

The majority of products in the Printable Media category are used by businesses and individual consumers consistently throughout a year; however, in the OPG category, North American consumers engage in the back-to-school surge during the third quarter.

Although Avery enjoys a market leading position, product obsolescence due to technological trends, the insurgence of private label products and customer consolidation in the office product retail industry has resulted in significant volume and price competition. In response, Avery has developed market leading brand awareness and loyalty, supported by the ongoing introduction of innovative products, new channels to market and strong customer service.

### ***Employees***

The Avery Segment had approximately 2,400 employees as of December 31, 2018.

### **CHECKPOINT SEGMENT**

The Checkpoint Segment was acquired May 13, 2016, when the Company acquired all the outstanding shares of Checkpoint (NYSE:CKP) at an enterprise value of \$531.9 million. This Segment is a leading global manufacturer and provider of hardware and software systems plus security labels and tags providing inventory control and loss-prevention solutions to world-leading retailers.

Checkpoint is a leading manufacturer of technology-driven loss-prevention, inventory-management and labeling solutions, including RF and RFID solutions, to the retail and apparel industry. Checkpoint operates 18 manufacturing facilities, 12 distribution facilities and three product and software development centres globally. The North American operations are supported by one manufacturing facility, one distribution facility and one development centre in the United States. There is also a sales office in Canada.

In Europe, Checkpoint operations are supported by two manufacturing facilities, one in Germany and one in the Netherlands. There is a distribution facility in the region.

In Latin America, Checkpoint operations are supported by two distribution facilities in Mexico.

In Asia, Checkpoint operates 15 manufacturing facilities, three in Bangladesh, five in China, two in India, one in Japan, one in Korea, one in Malaysia, one in Sri Lanka and one in Vietnam. There are also five distribution facilities in China and one in Australia. Two development centres are located in the region.

Subsequent to its acquisition by the Company on May 13, 2016, Checkpoint implemented a comprehensive restructuring plan to streamline operations and rightsize the management structure. This program was completed in the second quarter of 2018.

### ***Principal Products***

Checkpoint is a leading manufacturer of technology-driven loss-prevention, inventory-management and labeling solutions, including RF and RFID solutions, to the retail and apparel industry. The Segment has three primary product lines: Merchandise Availability Solutions (“MAS”), Apparel Labeling Solutions (“ALS”) and Retail Merchandising Solutions (“RMS”). The MAS line focuses on electronic-article-surveillance (“EAS”) systems; hardware, software, labels and tags for loss prevention and inventory control systems including RFID solutions. ALS products are apparel labels and tags, some of which are RFID capable. RMS, a small European-centric product line, includes hand-held pricing tools and labels and promotional in-store displays. All MAS and ALS products are sold under the Checkpoint brand, and RMS is sold under the Meto brand.

### ***Markets and Competition***

Checkpoint generates sales across Europe, North America, and Asia with significant market positions in each region. The Segment is a leader in merchandise availability solutions and the fast growing RFID for apparel space. Checkpoint sells directly to retailers or its contracted manufacturers and competes with other global retail labeling companies.

Some pundits believe brick-and-mortar retail in developed markets faces significant challenges with the evolution of e-commerce. Checkpoint with its market leading position, strong brand recognition and innovative product development is expected to realize modest growth in a fast changing retail environment. Checkpoint’s comprehensive solution of consumables, hardware and software creates a unique product offering for the omni-channel marketing initiatives that retailers deploy to compete with pure e-commerce players. The Company is confident that RFID will evolve into a solution that will aid retailers with these developments.

### ***Employees***

The Checkpoint Segment had approximately 4,100 employees as of December 31, 2018.

### **INNOVIA SEGMENT**

The Innovia Segment consists of acquired Innovia film operations in 2017, the newly acquired Treofan film facility in 2018, plus two small legacy film manufacturing facilities transferred from the CCL Segment. The acquired Innovia and Treofan film operations, which comprise the majority of the Segment, provide a global footprint for the manufacture of specialty high-performance, multi-layer, surface engineered BOPP films with a facility located in each of Australia, Belgium, Mexico and the United Kingdom. These films are sold to customers in the pressure sensitive label materials and consumer packaged goods industries worldwide with a small percentage of the total volume consumed internally by CCL Secure within the CCL Segment. The two smaller

legacy facilities, one located in Germany and one in the United States, produce almost their entire output for the CCL Segment's Food & Beverage and Home & Personal Care businesses, respectively.

Innovia operates six manufacturing facilities, five sales offices and a research and development laboratory. The North American operations are supported by the legacy Treofan BOPP films manufacturing facility in Mexico and a sales and distribution centre in the United States. There is also a legacy manufacturing facility in the United States with all the production used in the Home & Personal Care business of the CCL Segment office for the BOPP films.

In Europe, Innovia operations are supported by three manufacturing facilities, one in Belgium and one in the United Kingdom for the manufacture of BOPP films and lastly one in Germany, with almost the entire production consumed in the Food & Beverage business of the CCL Segment. There are three sales offices in Europe and an industry leading research and development laboratory in the United Kingdom to support the Company and its customers worldwide.

In Australia, Innovia operates a BOPP films manufacturing facility and in Asia shares a sales office with CCL.

### ***Principal Products***

Innovia is a leading manufacturer of specialty high-performance, multi-layer, surface engineered BOPP films. These films are sold to customers in the pressure sensitive label materials and consumer packaged goods industries worldwide with a small percentage of the total volume consumed internally by the CCL Secure business within the CCL Segment. The two legacy film manufacturing facilities rolled into the Innovia Segment manufacture specialty films almost entirely consumed by the Home & Personal Care and Food & Beverage businesses within the CCL Segment.

### ***Markets and Competition***

The Innovia Segment has global market reach with its manufacturing facilities and dedicated sales offices around the world. Its films are sold to customers in the pressure sensitive label materials and consumer packaged goods industries.

Although the industries served by the Segment are mature, with many global competitors offering similar films, Innovia's dedication to innovation, investing significant resources in its research and development people and laboratory in the United Kingdom differentiate their product offering. This commitment has resulted in the development of specialty BOPP films and innovative surface coating technology that allow Innovia's products to stand apart from the competition.

## ***Employees***

The Innovia Segment had approximately 1,300 employees as of December 31, 2018.

## **GENERAL**

### ***Suppliers***

The Company purchases a broad range of materials and components at market prices in connection with its manufacturing activities. Major purchased items include pressure sensitive label stock, extruded films, adhesives and inks for the production of labels; aluminum slugs for the manufacture of extruded aluminum aerosol cans and bottles; electronic components, circuit boards, resins and chemicals for the construction of smart labels and associated hardware; resin for the manufacture of polypropylene films and polymer banknote substrates; metal rings for binders plus tooling and printing plates across all business lines.

The Company is not dependent on any single source of supply in its CCL, Avery and Checkpoint Segments. The materials required for its manufacturing operations have been readily available and the Company does not foresee any significant shortages in the future. Sufficient power for manufacturing operations is available from local utilities or power companies in most jurisdictions.

Polypropylene is the most significant input cost for the Innovia Segment. Polypropylene is derived from natural gas and is manufactured globally by a limited number of producers. Polypropylene is traded in the market by financial investors and speculators with its cost linked to the price of natural gas and the availability of refining capacity. The Segment does not use derivative financial instruments to hedge its exposure to volatility of polypropylene prices.

### ***Patents and Trademarks***

In the conduct of the operation of its businesses, including the Avery, Innovia and Checkpoint Segments, the Company generally benefits from various patents, licenses and proprietary technologies that, although collectively important in the day-to-day operations of such businesses, are not individually material to the prospects or profitability of the Company as a whole. The principle, acquired trademarks applicable to the Avery Segment are: Easy Peel, TrueBlock, Direct Print, Index Maker, Ready Index, Easy Apply and Clean Edge.

Most of the Company's manufacturing equipment is purchased off-the-shelf and is available to its competitors. However, the Innovia film operations have developed their own unconventional "bubble process" manufacturing lines to produce their BOPP. Also, some of the manufacturing equipment has become increasingly sophisticated and expensive, which may limit the ability of smaller competitors in the market to maintain their positions. However, management believes that it is the Company's manufacturing

know-how, structured operating systems and trained employees that establish a meaningful barrier-to-entry for its businesses.

Over the many years that the Company has operated its businesses, it has developed an employee talent pool that has a significant specialized skill and knowledge base. Since the machinery in use for all the businesses is generally off-the-shelf, the Company's key asset is employee know-how from a trade skill (press operators, graphic designers, industrial engineers, etc.), technical (for example, chemical or software engineers) or business process perspective. Most of the Company's value-added techniques to produce products are not patented but reside in the skill set of the employee base.

### ***Research and Product Development***

The Company, through its divisions, works with its customers in developing new products to meet market needs. The approach to new products is primarily from active product development as opposed to pure scientific research. The CCL Segment develops innovative label products for home and personal care, food and beverage, and healthcare customers; specialty and promotional products; and automotive, white goods and other consumer durables. These include clear labels, game pieces, expanded content labels and precision printed and die cut metal components with LED displays. The Avery Segment has a strong commitment to understanding its ultimate end users, actively seeking product feedback and using consumer focus groups to drive product development initiatives. Avery leverages the CCL Segment's applications and technology to deliver product innovation that aligns with consumer printable media trends. These include business builder labels, repositionable address labels, print-to-the-edge wrap around labels, T-shirt transfer labels and the Avery Wizard Software. Checkpoint continues to develop and expand its product lines with new solutions, performance improvements and next generation software. Of paramount importance is the continual innovation of its best-in-class EAS products, while developing technologies and processes that support its unique single source RFID solution. Film innovation remains a strategic focus for the Innovia Segment, investing significant resources in its industry leading research and development people and laboratory in the United Kingdom. This commitment has resulted in the development of unique process technology, highly differentiated specialty BOPP films and innovative surface coating technology keeping film innovation at the forefront for the Innovia Segment. CCL's research and development expenses relate primarily to payroll costs for engineering personnel, costs associated with various projects, including testing, developing prototypes and related expenses.

### ***Sustainability and Environmental Matters***

Estimated capital expenditures for environmental control projects for 2019 will not be material and the Company believes compliance with existing environmental protection laws and continuation of ongoing remediation efforts will have no material effect on earnings or on the competitive position of the Company. Liabilities are recorded when

site restoration and environmental remediation obligations are either known or considered probable and can be reasonably estimated. The Company is unable to predict what changes may be made to environmental laws in the future in the countries in which it operates. However, it anticipates that such laws will continue to become more stringent. See also “Environmental, Health and Safety Requirements and Other Considerations” in Item 5: “Risk Factors” of this AIF.

The Company has a number of specialists to monitor and implement its environmental policy. The Board of Directors, through its Environment and Health & Safety Committee, receives regular reports on environmental issues and monitors compliance with established policies.

The Company has adopted an environmental policy statement that emphasizes the Company's commitment to best practices in waste handling, regulatory compliance, self-auditing and waste reduction. In addition, the policy provides for careful assessment of properties both prior to acquisition and prior to disposal. Furthermore, it promotes environmental awareness in the Company's host communities.

The Company has deployed many initiatives to reduce the carbon footprint of its products and services to ensure the business is sustainable. These include collaborative logistic partnerships with customers and suppliers to reduce the usage of wooden pallets and corrugated boxes.

The Company's strategy is to help customers meet their sustainability targets while reducing the planetary impact of its own manufacturing processes, materials and products. New plants are designed to the latest standards to conserve energy while using sustainable materials and many international operations have ISO 14001 and 16001 environmental certifications. Multi-trip returnable systems in collaborative logistic partnerships with suppliers and customers replace corrugated boxes and traditional wood pallets. Label products include paper face stocks based on Forest Stewardship Council certification and the Company's patented clear film pressure sensitive, wash off labels facilitate multi-trip use of glass bottles and enable closed-loop PET bottle consumption with easy label removal in reprocessing systems. Release liner recycling and down-gauged films for pressure sensitive labels matched to bottle substrate improve the sustainability of one of CCL's core technologies. The Company manufactures plastic tubes using post-consumer resins while its aluminum aerosol products have a zero waste manufacturing process. Checkpoint's “Hard Tag at Source” initiative facilitates closed loop reuse of electronic article surveillance tags removed at retail point of purchase for apparel. CCL Secure's polymer banknotes eliminate waste by reducing the frequency of replacing bank notes in circulation. Unlike paper currency, polymer notes easily reprocess into secondary recycling at end of life.

### ***Social Policies***

The Company has developed a company-wide Global Business Ethics Guide (the “Guide”), approved by the Board of Directors, that is distributed to each employee. The

Guide requires the employees to conduct themselves ethically in their business and workplace relationships, and to respect other employees, the environment and the communities in which the Company operates. All new employees, in the course of their introduction, receive and review the Guide. As part of the Company's annual internal control certification process, the general manager and controller of each facility is required to confirm in writing that the Guide has been distributed to and reviewed by all existing employees. Further, the Company has established an anonymous employee hotline, accessed by telephone or over the Internet and monitored by a third-party service, to allow all employees to report issues related to potential infractions of the Guide. Any alleged infractions are reported to the Human Resources Committee and investigated if there is substance to the allegations. Management provides a quarterly report to the Human Resources Committee detailing any hotline reports and the action taken.

### ***Customers***

Each of the operating Segments of the Company deals with a diverse customer base. While a small number of the manufacturing facilities are dependent upon one or a few customers for a significant portion of their business, no operating Segment is dependent upon any single customer or upon a few customers. With the addition of the Avery Segment in 2013 and Checkpoint in 2016, the Company customer base diversified into office products, commercial contract stationers, mass merchandisers, retail superstores, apparel chain stores, wholesalers, resellers, mail order, e-tailers and direct to consumer. With the Innovia and Treofan acquisitions in 2017 and 2018, respectively, the customer base has further expanded into pressure sensitive label material producers, consumer packaged goods companies, government central banks and direct for the Company's internal consumption. For 2018, the Company's two largest customers accounted for about 9.0% of consolidated sales. See also "Dependence on Customers" in Item 5: "Risk Factors" of this AIF.

### ***Employees***

The Company has direct control over a total of approximately 21,000 employees and has two labour union contracts in the United States, one in the United Kingdom and two in Australia covering approximately 699 employees as at December 31, 2018. The labour contracts in the U.S, covering 236 employees and 127 employees, both expire in 2020. The labour contracts in the United Kingdom, covering an estimated 248 employees, expires in 2019. The labour contracts in Australia, covering 37 employees and 51 employees, expire in 2019 and 2020, respectively. A limited number of international locations have unionized facilities covered by local legislation. The Company has not experienced work stoppages at any of its locations in the last 10 years.

## ***Foreign Operations***

The Company currently conducts operations in Canada, the United States (including Puerto Rico), Argentina, Australia, Austria, Bangladesh, Brazil, Belgium, Chile, China, Denmark, Egypt, France, Germany, Hungary, India, Ireland, Israel, Italy, Japan, Korea, Malaysia, Mexico, the Netherlands, New Zealand, Oman, Pakistan, Philippines, Poland, Russia, Saudi Arabia, Singapore, South Africa, Sri Lanka, Switzerland, Thailand, Turkey, United Arab Emirates, the United Kingdom and Vietnam. Operations primarily service customers located in their country.

International operations are necessarily subject to different economic risks and opportunities. The Company's production costs are affected by conditions prevailing in the various locations. The Company is also exposed to fluctuations in foreign currency exchange, which may positively or negatively affect the Company's consolidated financial reporting as a result of the translation of foreign financial results into Canadian dollars and the impact of cash flows, cash holdings and debt obligations in these foreign currencies. The Company believes that international diversification has reduced its overall economic business risk. See also "Potential Risks Relating to Significant Operations in Foreign Countries" in Item 5: "Risk Factors" of this AIF.

## ***Production and Services***

The Company primarily manufactures its products at its various plant facilities utilizing standard equipment generally available to the market. In unusual circumstances, it may outsource certain production to other suppliers. As part of providing its manufacturing capabilities to its customers, the various Segments also provide ancillary services such as art work, tool and die manufacturing and product development for a fee. These fees are a small proportion of the Company's total revenue.

The Avery Segment manufactures the majority of its products at various strategically located facilities within the markets it supplies, with equipment generally available to the market. Avery uses its manufacturing sites in conjunction with its distribution facilities to service an efficient supply chain for its customers and the consumer.

The Innovia Segment has constructed their own unique "bubble process" manufacturing lines compared to the conventional stenter (or tenter) method for producing BOPP. The Innovia Segment is further supported by the world-class research and development laboratory in the U.K.

## ***New Products***

The Company has developed many new products in each of its businesses over the years. The approach to developing new products is primarily from active product development as opposed to pure scientific research. The CCL Segment develops many new applications for labels, promotional products, shrink sleeves, expanded content labels, precision printed and die cut metal components and unique security features for

polymer banknote substrate. The Avery Segment has a strong commitment to understanding its ultimate end users, actively seeking product feedback and using consumer focus groups to drive product development initiatives. Furthermore, Avery leverages the CCL Segment's applications and technology to deliver product innovation that aligns with consumer printable media trends. These new products include business builder labels, repositionable address labels, print-to-the-edge wrap around labels and T-shirt transfer labels. The Innovia Segment leverages its industry leading research and development facility to continually innovate its BOPP film suite of products.

### ***Properties***

As at February 22, 2019, the Company operated the following principal manufacturing facilities:

Geographic Region	Manufacturing Facilities		Business Segments			
	Owned	Leased	CCL	Avery	Checkpoint	Innovia
North America	25	13	32	4	1	1
Latin America	14	1	13	1	-	1
Europe	36	24	48	8	2	3
Asia Pacific & Middle East	28	27	37	1	15	1
<b>Total</b>	<b>103</b>	<b>65</b>	<b>130</b>	<b>14</b>	<b>18</b>	<b>6</b>

Generally each manufacturing facility is dedicated to the Business Segment in which they operate. Furthermore, manufacturing facilities within the CCL Segment are predominantly dedicated to the specific vertical market they serve; Healthcare & Specialty, Home & Personal Care, Food & Beverage, CCL Design and CCL Secure. Periodically, in smaller or less developed regions, a manufacturing facility will serve multiple vertical markets until such time as a dedicated facility is required to handle significant volume of a unique nature of the customer base.

Leased facilities typically have terms of five years with one or more renewal options. The Company maintains excellent daily housekeeping and maintenance policies for all its facilities around the world regardless of whether they are leased or owned. The Company's leases typically require the facility to be returned to a condition reasonably similar to the onset of the lease, which generally does not result in significant restoration expenses.

## **RISK FACTORS**

The Company is subject to the usual commercial risks and uncertainties from operating as a Canadian public company and as a supplier of goods and services to the non-durable consumer packaging and consumer durables industries on a global basis. A number of these potential risks and uncertainties that could have a material adverse effect on the business, financial condition and results of operations of the Company are as follows:

### **Potential Risks Relating to Significant Operations in Foreign Countries**

The Company operates plants in North America, Europe, Latin America, Asia, Australia and the Middle East. Sales to customers located outside of Canada in 2018 were 97% of the Company's total sales, a level similar to that in 2017. Non-Canadian operating results are translated into Canadian dollars at the average exchange rate for the period covered. The Company has significant operating bases in both the United States and Europe. In 2018, 39% and 33% of total sales were to customers in the United States and Europe, respectively. The Company's operating results and cash flows could be negatively impacted by slower or declining growth rates in these key markets. The sales from business units in Latin America, Asia, South Africa and Australia in 2018 were 25% of the Company's total sales. In addition, the Company has equity accounted investments in Russia, the United States and the Middle East. There are risks associated with operating a decentralized organization in 168 manufacturing facilities in forty countries around the world with a variety of different cultures and values. Operations outside of Canada, the United States and Europe are perceived generally to have greater political and economic risks and include the Company's operations in Latin America, parts of Asia, Russia and the Middle East. These risks include, but are not limited to, fluctuations in currency exchange rates, inflation, changes in foreign law and regulations, government nationalization of certain industries, currency controls, potential adverse tax consequences and locally accepted business practices and standards that may not be similar to accepted business practices and standards in North America and Europe. Although the Company has controls and procedures intended to mitigate these risks, these risks cannot be entirely eliminated and may have a material adverse effect on the consolidated financial results of the Company.

### **Competitive Environment**

The Company faces competition from other suppliers in all the markets in which it operates. There can be no assurance that the Company will be able to compete successfully against its current or future competitors or that such competition will not have a material adverse effect on the business, financial condition and results of operations of the Company. This competitive environment may preclude the Company from passing on higher material, labour and energy costs to its customers. Any significant increase in in-house manufacturing by customers of the Company could adversely affect the business, financial condition and results of operations of the Company. In addition, the Company's consolidated financial results may be negatively

impacted by competitors developing new products or processes that are of superior quality to those of the Company or that fit the Company's customers' needs better, or have lower costs; or by consolidation within the Company's competitors or by further pricing pressure being placed on the industry by the large retail chains.

#### Foreign Exchange Exposure and Hedging Activities

Sales of the Company's products to customers outside Canada account for approximately 97% of the revenue of the Company. Because the prices for such products are quoted in foreign currencies, any increase in the value of the Canadian dollar relative to such currencies, in particular the U.S. dollar and the euro, reduces the amount of Canadian dollar revenues and operating income reported by the Company in its consolidated financial statements. The Company also buys inputs for its products in world markets in several currencies. Exchange rate fluctuations are beyond the Company's control and there can be no assurance that such fluctuations will not have a material adverse effect on the reported results of the Company. The use of derivatives to provide hedges of certain exposures, such as interest rate swaps, forward foreign exchange contracts and aluminum futures contracts, could impact negatively on the Company's operations.

#### Retention of Key Personnel and Experienced Workforce

Management believes that an important competitive advantage of the Company has been, and will continue to be, the know-how and expertise possessed by its personnel at all levels of the Company. While the machinery and equipment used by the Company are generally available to competitors of the Company, the experience and training of the Company's workforce allows the Company to obtain a level of efficiency and a level of flexibility that management believes to be high relative to levels in the industries in which it competes. To date, the Company has been successful in recruiting, training and retaining its personnel over the long term, and while management believes that the know-how of the Company is widely distributed throughout the Company, the loss of the services of certain of its experienced personnel could have a material adverse effect on the business, financial condition and results of operations of the Company.

The operations of the Company are dependent on the abilities, experience and efforts of its senior management team. To date, the Company has been successful in recruiting and retaining competent senior management. Loss of certain members of the executive team of the Company could have a disruptive effect on the implementation of the Company's business strategy and the efficient running of day-to-day operations. This could have a material adverse effect on the business, financial condition and results of operations of the Company.

#### Acquired Businesses

As part of its growth strategy, the Company continues to pursue acquisition opportunities where such transactions are economically and strategically justified.

However, there can be no assurance that the Company will be able to identify attractive acquisition opportunities in the future or have the required resources to complete desired acquisitions, or that it will succeed in effectively managing the integration of acquired businesses. The failure to implement the acquisition strategy, to successfully integrate acquired businesses or joint ventures into the Company's structure, or to control operating performance and achieve synergies may have a material adverse effect on the business, financial condition and results of operations of the Company.

In addition, there may be liabilities that the Company has failed or was unable to discover in its due diligence prior to the consummation of the acquisition. In particular, to the extent that prior owners of acquired businesses failed to comply with or otherwise violated applicable laws, including environmental laws, the Company, as a successor owner, may be financially responsible for these violations. A discovery of any material liabilities could have a material adverse effect on the business, financial condition and results of operations of the Company.

### Long-Term Growth Strategy

The Company has experienced significant and steady growth since the global economic downturn of 2009. The Company's organic growth initiatives coupled with its international acquisitions over the last number of years can place a strain on a number of aspects of its operating platform including: human infrastructure, operational capacity and information systems. The Company's ability to continually adapt and augment all aspects of its operational platform is critical to realizing its long-term growth strategy. Another key aspect to CCL's growth strategy includes increased development of the Company's presence in emerging markets that could create exposure to unstable political conditions, economic volatility and social challenges. If the Company cannot adjust to its anticipated growth, results of operations may be materially adversely affected.

### Lower than Anticipated Demand

Although the Checkpoint Segment enjoys the advantage of significantly lower customer concentration than the rest of the Company; the Segment is heavily dependent on the retail marketplace. Changes in the economic environment including the liquidity and financial condition of its customers, the impact of online customer spending or reductions in retailer spending and new store openings could adversely affect the Segment's sales. A reduction in the commitment for chain-wide installations due to decreased consumer spending that results in reduced demand for loss prevention by retail customers or failure by the Segment to develop new technology that entices the customer to maintain its commitment to Checkpoint's loss prevention products and services may also have a material adverse effect on the Company's business, financial condition and results of operations.

### Exposure to Income Tax Reassessments

The Company operates in many countries throughout the world. Each country has its own income tax regulations and many of these countries have additional income and other taxes applied at state, provincial and local levels. The Company's international investments are complex and subject to interpretation in each jurisdiction from a legal and tax perspective. The Company's tax filings are subject to audit by local authorities, and the Company's positions in these tax filings may be challenged. The Company may not be successful in defending these positions and could be involved in lengthy and costly litigation during this process and could be subject to additional income taxes, interest and penalties. This outcome could have a material adverse effect on the business, financial condition and results of operations of the Company.

### Risks in Integrating and Restructuring Innovia

The Company acquired the global operations of Innovia on February 28, 2017, and immediately commenced an integration and restructuring initiative. Innovia had 1,200 employees with six manufacturing facilities in four countries supplying BOPP films and polymer banknotes globally. The size, geographic scope and complexity of Innovia's operations exceed the typical acquisition of the Company and therefore the integration and restructuring initiative may be more complex and time consuming. A failure to integrate and restructure the acquired business in a timely and effective manner, could have a material adverse effect on the Company's business, financial condition and results of operations.

### Realization of Deferred Tax Assets

The Company needs to generate sufficient taxable income in future periods in certain foreign and domestic tax jurisdictions to realize the tax benefit. If there is a significant change in the time period within which the underlying temporary difference or loss carry-forwards become taxable or deductible, the Company may have to revise its unrecognized deferred tax assets. This could result in an increase in the effective tax rate and could have a material adverse effect on future results. Changes in statutory tax rate may change the deferred tax asset or liability, with either a positive or negative impact on the effective tax rate. The computation and assessment of the ability to realize the deferred tax asset balance is complex and requires significant judgment. New legislation or a change in underlying assumptions may have a material adverse effect on the business, financial condition and results of the Company.

### Fluctuations in Operating Results

While the Company's operating results over the past several years have indicated a general upward trend in sales and net earnings, operating results within particular product forms, within particular facilities of the Company and within particular geographic markets have undergone fluctuations in the past and, in management's view, are likely to do so in the future. Operating results may fluctuate in the future as a

result of many factors in addition to the global economic conditions, and these factors include the volume of orders received relative to the manufacturing capacity of the Company, the level of price competition (from competing suppliers both in domestic and in other lower-cost jurisdictions), variations in the level and timing of orders, the cost of raw materials and energy, the ability to develop innovative solutions and the mix of revenue derived in each of the Company's businesses. Operating results may also be impacted by the inability to achieve planned volumes through normal growth and successful renegotiation of current contracts with customers and by the inability to deliver expected benefits from cost reduction programs derived from the restructuring of certain business units. Any of these factors or a combination of these factors could have a material adverse effect on the business, financial condition and results of operations of the Company.

### Insurance Coverage

Management believes that insurance coverage of the Company's facilities addresses all material insurable risks, provides coverage that is similar to that which would be maintained by a prudent owner/operator of similar facilities and is subject to deductibles, limits and exclusions that are customary or reasonable given the cost of procuring insurance and current operating conditions. However, there can be no assurance that such insurance will continue to be offered on an economically feasible basis or at current premium levels, that the Company will be able to pass through any increased premium costs or that all events that could give rise to a loss or liability are insurable, or that the amounts of insurance will at all times be sufficient to cover each and every loss or claim that may occur involving the assets or operations of the Company.

### Brexit

In June 2016, a majority of voters in a national referendum approved the United Kingdom's withdrawal from the European Union, commonly referred to as "Brexit". Withdrawal by the United Kingdom from the European Union ("E.U.") is to occur by March 29, 2019, and there exists significant uncertainty as to the nature of the United Kingdom's ongoing relationship with the E.U. following the withdrawal date. While it is anticipated that a process of negotiation regarding the longer term future of the United Kingdom's relationship with the E.U. will continue, there is significant uncertainty about the outcome of such negotiations, which could result in the U.K. losing access to certain aspects of the single E.U. market and the global trade deals negotiated by the E.U. on behalf of its members. Brexit and the perceptions as to the impact of the withdrawal of the U.K. may adversely affect business activity, political stability, consumer and corporate confidence and economic conditions in the U.K., in those countries which have adopted the euro as their currency (the "Eurozone"), in the E.U. and elsewhere. The economic outlook could be further adversely affected by: (i) the risk that one or more other E.U. countries could come under increasing pressure to leave the E.U. (ii) The risk that the euro as the single currency of the Eurozone could cease to exist. (iii) The risk arising from changes in laws and regulations in the U.K. (iv) The risk that movements in the U.K. pound exchange rates related to Brexit could damage

competitiveness or profitability as a significant portion of the Company's U.K. transactions are priced in U.S. dollars and euros. Any of these developments, or the perception that any of these developments are likely to occur, could have a material adverse effect on economic growth or business activity in the U.K., the Eurozone, the E.U. or elsewhere and could result in the relocation of businesses, cause business interruptions, lead to economic recession or depression, and impact the stability of the financial markets, availability of credit, political systems or financial institutions and the financial and monetary system. Given that the Company conducts a significant portion of its business in the E.U. and the U.K., any of these developments could have a material adverse effect on the business, financial position, liquidity and results of operations of the Company.

#### Changes in U.S. Trade Policies

The President of the United States and other U.S. governmental officials have made public statements indicating possible significant changes in U.S. trade policy and have taken certain actions impacting trade, including implementing and increasing tariffs on certain goods imported into the U.S. Changes in U.S. trade policy could trigger retaliatory actions by affected countries, resulting in one or more "trade wars".

Trade wars could create significant uncertainty and could have a material adverse effect on economic growth and business activity within the countries involved and more broadly and impact the stability of the financial markets. Any of these developments could have a material adverse effect on the Company's business, financial position, liquidity and results of operations.

#### Dependence on Customers

The Company has a modest dependence on certain customers. The Company's two largest customers combined accounted for approximately 9.0% of the consolidated revenue for the fiscal year 2018. The five largest customers of the Company represented approximately 16.2% of the total revenue for 2018 and the 25 largest customers represented approximately 36.7% of the total revenue. Several thousand customers make up the remainder of total revenue. Although the Company has strong partnership relationships with its customers, there can be no assurance that the Company will maintain its relationship with any particular customer or continue to provide services to any particular customer at current levels. A loss of any significant customer, or a decrease in the sales to any such customer, could have a material adverse effect on the business, financial condition and results of operations of the Company. Consolidation within the consumer products marketer base and office retail superstores could have a negative impact on the Company's business, depending on the nature and scope of any such consolidation.

## Environmental, Health and Safety Requirements and Other Considerations

The Company is subject to numerous federal, provincial, state and municipal statutes, regulations, by-laws, guidelines and policies, as well as permits and other approvals related to the protection of the environment and workers' health and safety. The Company maintains active health and safety and environmental programs for the purpose of preventing injuries to employees and pollution incidents at its manufacturing sites. The Company also carries out a program of environmental compliance audits, including an independent third-party pollution liability assessment for acquisitions, to assess the adequacy of compliance at the operating level and to establish provisions, as required, for environmental site remediation plans. The Company has environmental insurance for most of its operating sites, with certain exclusions for historical matters.

Despite these programs and insurance coverage, further proceedings or inquiries from regulators on employee health and safety requirements, particularly in Canada, the United States and the European Economic Community (collectively, the "EHS Requirements"), could have a material adverse effect on the business, financial condition and results of operations of the Company. In addition, changes to existing EHS Requirements, the adoption of new EHS Requirements in the future, or changes to the enforcement of EHS Requirements, as well as the discovery of additional or unknown conditions at facilities owned, operated or used by the Company, could require expenditures that might materially effect the business, financial condition and results of operations of the Company to the extent not covered by indemnity, insurance or covenant not to sue. Furthermore, while the Company has generally benefited from increased regulations on its customers' products, the demand for the services or products of the Company may be adversely affected by the amendment or repeal of laws or by changes to the enforcement policies of the regulatory agencies concerning such laws.

## Operating and Product Hazards

The Company's revenues are dependent on the continued operation of its facilities and its customers. The operation of manufacturing plants involves many risks, including the failure or substandard performance of equipment, natural disasters, suspension of operations and new governmental statutes, regulations, guidelines and policies. The total loss of certain of the Company's manufacturing plants could have a significant financial impact on the affected business segment, particularly where the plant represents a single or significant source of supply. The operations of the Company and its customers are also subject to various hazards incidental to the production, use, handling, processing, storage and transportation of certain hazardous materials. These hazards can cause personal injury, severe damage to and destruction of property and equipment and environmental damage. Furthermore, the Company may become subject to claims with respect to workplace exposure, workers' compensation and other matters. The Company's pharmaceutical and specialty food product operations are subject to stringent federal, state, provincial and local health, food and drug regulations and controls, and may be impacted by consumer product liability claims and the

possible unavailability and/or expense of liability insurance. The Company prints information on its labels and containers that, if incorrect, could give rise to product liability claims. A determination by applicable regulatory authorities that any of the Company's facilities are not in compliance with any such regulations or controls in any material respect may have a material adverse effect on the Company. A successful product liability claim (or a series of claims) against the Company in excess of its insurance coverage could have a material adverse effect on the business, financial condition and results of operations of the Company. There can be no assurance as to the actual amount of these liabilities or the timing thereof. The occurrence of material operational problems, including, but not limited to, the above events, could have a material adverse effect on the business, financial condition and results of operations of the Company.

#### The Timing and Volume of New Banknote Orders

The CCL Secure banknote substrate operation is dependent on government procurement decisions and the volume and timing of new or replacement banknote orders is often uncertain. These decisions can be influenced by many political factors that could delay or reduce the volume of banknote orders. The impact of new large volume banknote orders may result in the Company having to invest in material capital projects to support government procurement decisions. As a result, volatility may be created in the cash flows and in the financial results of the CCL Secure operations and could have a material adverse effect on the financial condition of the Company.

#### Decline in Address Mailing Labels

Since the advent of e-mail, traditional mail volumes have declined, particularly over the past decade. Address labels used for traditional mail has historically been a core product for the Avery business. There is a direct correlation of address label sales volumes to the quantity of mail in circulation in each of the markets in which Avery operates. Accordingly, a further dramatic decline in traditional mail volume, without the introduction of offsetting new consumer printable media applications in Avery, could have a material adverse effect on the business, financial condition and results of operations of the Company.

#### Product Security

CCL Secure's banknote substrate business is involved in high security applications and must maintain highly secured facilities and product shipments. CCL Secure maintains vigorous security and material control procedures. All employees, guests and third party contractors with access to facilities and products are prudently screened and monitored. However, the loss of a product, counterfeiting of a high security feature or the breach of a secured facility as a result of negligence, collusion or theft is possible. Loss of product whilst in transit, particularly during transshipment, through the failure of freight management companies or the loss of the shipment vehicle by accident or act of God is possible. Consequently, the financial damage and potential reputational impairment on

CCL Secure may have a material adverse effect on the Company's business, financial condition and results of operations.

### *Financial Reporting*

The Company prepares its financial reports in accordance with accounting policies and methods prescribed by IFRS. In the preparation of financial reports, management may need to rely upon assumptions, make estimates or use their best judgment in determining the financial condition of the Company. Significant accounting policies are described in more detail in the notes to the Company's annual consolidated financial statements for the year ended December 31, 2018. In order to have a reasonable level of assurance that financial transactions are properly authorized, assets are safeguarded against unauthorized or improper use and transactions are properly recorded and reported, the Company has implemented and continues to analyze its internal control systems for financial reporting. Although the Company believes that its financial reporting and financial statements are prepared with reasonable safeguards to ensure reliability, the Company cannot provide absolute assurance in that regard.

### Compliance with Anti-Bribery and Export Laws

Due to the Company's global operations, the Company is subject to many laws governing international relations, including those that prohibit improper payments to government officials and commercial customers, and which may restrict where the Company can do business, what information or products the Company can supply to certain countries and what information the Company can provide to foreign governments, including but not limited to the Canadian Corruption of Foreign Public Officials Act ("CFPOA"), the U.S. Foreign Corrupt Practices Act ("FCPA"), the U.K. Bribery Act and the U.S. Export Administration Act. The Company's policies mandate compliance with these anti-bribery laws. The Company operates in many parts of the world that have experienced governmental corruption to some degree and, in certain circumstances, strict compliance with anti-bribery laws may conflict with local customs and practices. Given the high level of complexity of these laws, there is a risk that some provisions may be inadvertently or intentionally breached, for example through fraudulent or negligent behavior of individual employees, the Company's failure to comply with certain formal documentation requirements or otherwise. Additionally, the Company may be held liable for actions taken by local dealers and partners. If the Company is found to be liable for CFPOA, FCPA or other violations (either due to the Company's own acts or through inadvertence, or due to the acts or inadvertence of others), the Company could suffer from civil and criminal penalties or other sanctions, which could have a material adverse impact on the Company's business, financial condition, and results of operations.

### New Product Developments

Markets are continually evolving based on the ingenuity of the Company and its competitors, consumer preferences and new product identification and information

technologies. To the extent that any such new developments result in a decrease in the use of any of the Company's products, a material adverse effect on the financial condition and results of operations could occur.

Checkpoint's ability to create new products and to sustain existing products is affected by whether the Company can develop and fund technological innovations, such as those related to the next generation of product solutions, evolving RFID technologies, and other innovative security devices, software and systems initiatives. The failure to develop and launch successful new products could have a material adverse effect on Checkpoint's business, financial condition and results of operations.

Although the Innovia Segment has a unique manufacturing process for its BOPP and CCL Secure is the leading manufacturer of polymer banknote substrate, it is dependent on its ability to constantly evolve the technological capabilities of its products to meet the demands of its customer base. New scientific advancements in polymer film manufacturing could curtail the use of Innovia's BOPP, while the advancement of e-commerce and cashless societies may outmode the need for polymer banknotes. Failure to invest in intellectual properties and perpetually innovate may result in lower demand for films and banknote substrate and could have a material adverse effect on the Company's business, financial condition and results of operations.

#### Labour Relations

While labour relations between the Company and its employees have been stable in the recent past and there have been no material disruptions in operations as a result of labour disputes, the maintenance of a productive and efficient labour environment cannot be assured. Accordingly, a strike, lockout or deterioration of labour relationships could have a material adverse effect on the business, financial condition and results of operations of the Company.

#### Legal Proceedings

Any alleged failure by the Company to comply with applicable laws and regulations in the countries of operation may lead to the imposition of fines and penalties or the denial, revocation or delay in the renewal of permits and licenses issued by governmental authorities. In addition, governmental authorities, as well as third parties, may claim that the Company is liable for environmental damages. A significant judgment against the Company, the loss of a significant permit or other approval or the imposition of a significant fine or penalty could have a material adverse effect on the business, financial condition and results of operations of the Company.

Moreover, the Company may from time to time be notified of claims that it may be infringing patents, copyrights or other intellectual property rights owned by other third parties. Any litigation could result in substantial costs and diversion of resources, and could have a material adverse effect on the business, financial condition and results of operations of the Company. In the future, third parties may assert infringement claims

against the Company or its customers. In the event of an infringement claim, the Company may be required to spend a significant amount of money to develop a non-infringing alternative or to obtain licenses. The Company may not be successful in developing such an alternative or obtaining a license on reasonable terms, if at all. In addition, any such litigation could be lengthy and costly and could have a material adverse effect on the business, financial condition and results of operations of the Company.

The Company may also be subject to claims arising from its failure to manufacture a product to the specifications of its customers or from personal injury arising from a consumer's use of a product or component manufactured by the Company. While the Company will seek indemnity from its customers for claims made against the Company by consumers, and while the Company maintains what management believes to be appropriate levels of insurance to respond to such claims, there can be no assurance that the Company will be fully indemnified by its customers or that insurance coverage will continue to be available or, if available, will be adequate to cover all costs arising from such claims. In addition, the Company could become subject to claims relating to its prior or acquired businesses, including environmental and tax matters, or claims by third parties, such as distributors or agents. There can be no assurance that insurance coverage will be adequate to cover all costs arising from such claims.

Specifically during 2018, the Federal Court of Australia awarded a judgment and costs against a subsidiary of the Company, CCL Secure Pty Ltd. (formerly Innovia Security Pty Ltd.) ("ISPL"), totaling AUD 70.0 million (C\$67.3), finding a wrongful termination of an agency agreement with Benoy Berry and a company controlled by him, Global Secure Currency Ltd. (collectively "Berry"), an arm's length third party in Nigeria. ISPL is appealing the judgment. As part of the appeals process, the Australian court mandated that the Company guarantee the entire judgment in order to stay execution of the judgment pending resolution of the appeal. The Company maintains a provision in its accounts of its estimate of the likely final award and liability of ISPL.

In the first quarter of 2019, a hearing on a jurisdictional issue is expected to be heard in respect of a lawsuit launched in 2011 by Berry in Nigerian Federal Court against ISPL and Innovia Films Ltd. (collectively "IFL"), as well as other defendants not affiliated with ISPL. The lawsuit alleges that IFL and the co-defendants committed to build a banknote substrate plant in Nigeria and Berry seeks an order requiring IFL and the co-defendants to build the plant or in lieu thereof, grant an award of total damages in the amount of €1.5 billion (C\$2.3 billion). IFL intends to vigorously defend this claim, which the Company considers to be without merit and accordingly, the Company has made no provision for the matter.

Events surrounding these cases occurred at a time when the Reserve Bank of Australia had a 50% equity interest in ISPL.

### Defined Benefit Post-Employment Plans

The Company is the sponsor of a number of defined benefit plans in ten countries that give rise to accrued post-employment benefit obligations. Although the Company believes that its current financial resources combined with its expected future cash flows from operations and returns on post-employment plan assets will be sufficient to satisfy the obligations under these plans in future years, the cash outflow and higher expenses associated with these plans may be higher than expected and may have a material adverse impact on the financial condition of the Company.

### Breach of Legal and Regulatory Requirements

CCL Secure's banknote substrate operation has the highest accreditation within the security printing industry. This accreditation provides governments and Central Banks with assurance in respect of safeguarding high ethical standards and business practices. Violation of CCL Secure's highly strict requirements and constant detailed oversight in relation to bribery, corruption and anti-competitive activities remains a risk in an industry expecting the highest ethical standards. Consequently, the financial damage and potential reputational impairment on CCL Secure which could arise if the standards and practices are compromised, or perceived to have been compromised, may have a material adverse effect on the Company's business, financial condition and results of operations.

### Material Disruption of Information Technology Systems

The Company is increasingly dependent on information technology ("IT") systems to manufacture its products, process transactions, respond to customer questions, manage inventory, purchase, sell and ship goods on a timely basis and maintain cost-efficient operations as well as maintain its e-commerce websites. Any material disruption or slowdown of the systems, including a disruption or slowdown caused by the Company's failure to successfully upgrade its systems, system failures, viruses or other causes could have a material adverse effect on the business, financial condition and results of operations of the Company. If changes in technology cause the Company's information systems to become obsolete, or if information systems are inadequate to handle growth, the Company could incur losses and costs due to interruption of its operations.

The Company maintains information within its IT networks and on the cloud to operate its business, as well as confidential personal employee and customer information. The secure maintenance of this information is critical to the Company's operations and reputation. The Company invests in hardware and software to prevent the risk of intrusion, tampering and theft. Any such unauthorized breach of the IT infrastructure could compromise the data maintained, causing a significant disruption in operations or meaningful harm to the Company's reputation, resulting in a material adverse effect on financial results.

## Impairment in the Carrying Value of Goodwill and Indefinite-Life Intangible Assets

As of December 31, 2018, the Company had approximately \$2.3 billion of goodwill and indefinite-life intangible assets on its statement of financial position, the value of which is reviewed for impairment at least annually. The assessment of the value of goodwill and intangible assets depends on a number of key factors requiring estimates and assumptions about earnings growth, operating margins, discount rates, economic projections, anticipated future cash flows and market capitalization. There can be no assurance that future reviews of goodwill and intangible assets will not result in an impairment charge. Although it does not affect cash flow, an impairment charge does have the effect of reducing the Company's earnings, total assets and equity.

## Raw Materials and Component Parts

Although the Company is a large customer to certain key suppliers, it is also an inconsequential buyer of some materials. The ability to grow earnings will be affected by inflationary and other increases in the cost of electronic sub-assemblies and raw materials, aluminum ingot, slugs and foils, resins, extruded films, pressure sensitive laminates, paper, binder rings and plastic components. Inflationary and other increases in the costs of raw materials, labour and energy have occurred in the past and are expected to recur, and the Company's performance depends in part on its ability to pass these cost increases on to customers in the price of its products and to effect improvements in productivity. The Company may not be able to fully offset the effects of raw material costs and other sourced components through price increases, productivity improvements or cost-reduction programs. If the Company cannot obtain sufficient quantities of these items at competitive prices, of appropriate quality and on a timely basis, it may not be able to produce sufficient quantities of product to satisfy market demand, product shipments may be delayed, or its material or manufacturing costs may increase. Innovia is sensitive to price movements in polypropylene resin used in its BOPP films for label, packaging and security applications. Polypropylene is the most significant input cost for the Innovia Segment and is traded in the market, with prices linked to the market price of natural gas and refining capacity. Price movements must be managed and where necessary, passed along to the Segment's customers. Failure to pass along higher costs in a timely and effective manner to its customers could have a material adverse effect on the Innovia Segment's business and profitability. Checkpoint's supply chain relies significantly on components sourced from factories in Asia therefore supply disruption and tariff changes could adversely affect sales and profitability. Avery's U.S. supply chain relies almost completely on its plant in Tijuana, Mexico; supply disruption, changes to border controls or NAFTA could adversely affect sales and profitability. Overall, any of these problems could result in the loss of customers and revenue, provide an opportunity for competing products to gain market acceptance and have a material adverse effect on the Company's business, financial condition and results of operations.

## Credit Ratings

The credit ratings currently assigned to the Company by Moody's Investors Service and S&P Global, or that may in the future be assigned by other rating agencies, are subject to amendment in accordance with each agency's rating methodology and subjective modifiers driving the credit rating opinion. There is no assurance that any rating assigned to the Company will remain in effect for any given period of time or that any rating will not be revised or withdrawn entirely by a rating agency in the future. A downgrade in the credit rating assigned by one or more rating agencies could increase the Company's cost of borrowing or impact the Company's ability to renegotiate debt, and may have a material adverse effect on the Company's financial condition and profitability.

## Share Price Volatility

Changes in the Company's stock price may affect access to, or cost of, financing from capital markets and may affect stock-based compensation arrangements. The Company's stock price has appreciated significantly over the last five years and is influenced by the financial results of the Company, changes in the overall stock market, demand for equity securities, relative peer group performance, market expectation of future financial performance and competitive dynamics among many other things. There is no assurance that the Company's share price will not be volatile in the future.

## Increase in Interest Rates

At December 31, 2018, approximately 61% of the Company's outstanding debt was subject to variable interest rates. Increases in short-term interest rates would directly impact interest costs. Significant increases in short-term interest rates will increase borrowing costs and could have a material adverse impact on the financial results of the Company.

## Protection of Intellectual Property

Certain of the Company's products involve complex technology and chemistry and the Company relies on maintaining protection of this intellectual property and proprietary information to maintain a competitive advantage. The infringement, expiration or other loss of these patents and other proprietary information would reduce the barriers to entry into the Company's existing lines of business and may result in loss of market share and a decrease in the Company's competitiveness, which could have an adverse effect on the Company's financial condition, results of operations and cash flows. There also can be no assurance that the patents previously obtained or to be obtained by the Company in the future will provide adequate protection of such intellectual property or adequately maintain any competitive advantage.

## Dividends

The declaration and payment of dividends is subject to the discretion of the Board of Directors taking into account current and anticipated cash flow, capital requirements, the general financial condition of the Company and global economy as well as the various risk factors set out above. The Board of Directors intends to pay a consistent dividend with consistent increases over time, however, the Board of Directors may in certain circumstances determine that it is in the best interests of the Company to reduce or suspend the dividend. In that situation the trading price of the Company's Class A and Class B shares may be materially affected.

### **ITEM 6 – DIVIDENDS**

<b><u>Annual Cash Dividends Declared per Share*</u></b>	<b><u>2018</u></b>	<b><u>2017</u></b>	<b><u>2016</u></b>
<b>Class A voting shares (“Class A”)</b>	\$ 0.51	\$ 0.45	\$ 0.39
<b>Class B non-voting shares (“Class B”)</b>	\$ 0.52	\$ 0.46	\$ 0.40

\* dividends have been restated for 5:1 stock split on June 5, 2017

Dividend payments are restricted by loan covenants in the Company's credit facility agreements whereby certain unfavourable financial ratios could cause dividends to be reduced or eliminated until such financial ratios are rectified. Dividends can only be paid from retained earnings. The Company's dividend policy is to provide a stable and potentially growing cash return to shareholders, balancing the Company's internal cash position and requirements, and other means of providing returns to investors such as share repurchases in the open market. CCL Industries Inc. has paid dividends quarterly for over 30 years with periodic increases and has not reduced its dividend payout per share during this period.

### **ITEM 7 - DESCRIPTION OF CAPITAL STRUCTURE**

The Company's authorized share capital consists of an unlimited number of Class A voting shares and an unlimited number of Class B non-voting shares.

On June 5, 2017, the Company effected a 5:1 stock split on its Class A and Class B common shares.

#### **Class A Voting Shares**

Class A voting shares carry full voting rights (one vote per share) and are convertible at any time at the option of the holder into Class B non-voting shares. Dividends are currently set at \$0.01 per share per annum less than those payable per Class B non-voting share.

## **Class B Non-Voting Shares**

Class B shares rank equally in all material respects with the Class A voting shares except as stated above and as follows: (i) holders of Class B non-voting shares are entitled to receive meeting materials and to attend, but not to vote at, regular shareholder meetings, (ii) **holders of Class B non-voting shares have no right to participate in a take-over bid made for the Class A voting shares of the Company.** The Articles of the Company provide, however, that if a take-over bid is made for the Class A voting shares and the value of the consideration paid for any of such shares acquired exceeds 115% of the market price of the Class B non-voting shares (calculated in accordance with the Regulation to the *Securities Act* (Ontario) as such Regulation existed on June 27, 1983, being the date of creation of the Class B non-voting shares) and if it is determined by the directors of the Company, after the take-over bid is complete, that the offeror has become the beneficial owner of, or exercises control or direction over, Class A voting shares carrying more than 50% of the votes to which the holders of the Class A voting shares are entitled, there will be deemed to have been a change in control of the Company. In such event, the Class B non-voting shares will become entitled to one vote per share (but the dividend entitlement attached to such shares will thereafter be the same as the dividend entitlement attached to the Class A voting shares) unless the same offer is made to the holders of the outstanding Class B non-voting shares, (iii) holders of Class B shares are entitled to receive, or have set aside for payment, dividends declared by the Board of Directors from time to time.

## **Ratings**

In April 2018, the Company completed its initial Canadian offering memorandum for \$300.0 million aggregate principal amount of 3.864% bonds due April 13 2028. In September 2016, the Company issued unregistered Rule 144A private bonds raising US\$500 million. For both offerings, ratings were provided by Moody's Investors Services ("Moody's") and S&P Global ("S&P") in accordance with their customary fee arrangements for initial ratings and on-going monitoring. As at the date of this Annual Information Form, the following ratings were assigned:

Credit Rating Agency	Issuer Rating	Senior Debt Rating	Outlook Trend
S&P (1)	BBB	BBB	Stable
Moody's (2)	-	Baa2	Stable

1. S&P's issuer and senior unsecured debt rating is a forward-looking opinion of the Company's overall creditworthiness. The opinion reflects S&P Global Ratings' view of the obligor's capacity and willingness to meet its financial commitments as they come due. This rating is based on a scale that ranges from "AAA" to "D", which represents the range from extremely strong capacity to meet financial obligations to a failure to pay one or more financial obligations when it came due. An issuer with a rating in the "BBB" category is the fourth highest category of relevant scale of ten major categories and is considered to be investment grade quality. The ratings from

AA to CCC may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories. The lack of one of the designations indicates a rating that is in the middle of the category. A “Stable” outlook rating means the rating is not likely to change.

2. Moody’s senior unsecured debt rating is an opinion as to the Company’s future relative creditworthiness. The credit rating is derived from a detailed rating’s grid published in a Moody’s rating methodology report for Packaging Manufacturers: Metal, Glass, and Plastic Containers published in 2015. The grid score is then formulated into one of twenty “grid-indicated ratings.” A grid-indicated rating category of Baa is indicative of investment grade quality. Moody’s appends the numerical modifiers 1, 2 or 3 to eighteen of the twenty indicative rating classifications. The modifiers 1, 2 and 3 indicate that the obligation ranks in the higher end, mid-range or lower end of its indicative rating category, respectively. The Moody’s rating outlook is an opinion regarding the likely direction of an issuer’s rating over the medium term, and falls into one of four categories: Positive, Negative, Stable or Developing. A “Negative” outlook reflects higher leverage in the short term and potential execution risk associated with the potential Innovia acquisition.

Credit ratings are intended to provide investors with an independent measure of the credit quality of the Company’s senior debt. The credit ratings assigned to the unsecured public bonds by the rating agencies are not recommendations to purchase, hold or sell the Company’s securities, since such ratings do not address market price or suitability for a particular investor. There is no assurance that any rating will remain in effect for any given period of time or that any rating will not be revised or withdrawn entirely by a rating agency in the future, if in its judgement, circumstances warrant.

## **ITEM 8 – MARKET FOR SECURITIES**

The Class A voting shares and the Class B non-voting shares of CCL Industries Inc. are listed and posted for trading on the Toronto Stock Exchange. The Toronto Stock Exchange is the primary exchange trading the Class B non-voting shares; however, alternative exchanges also trade the shares. The total number of Class B non-voting shares traded on all exchanges for 2018 was 135,238,197 (2017 – 140,554,991).

## Shares Trading in 2018 on The Toronto Stock Exchange

(restated for 5:1 stock split)

<b>Class A</b>							
	<u>Volume Traded</u>	\$	<u>High</u>	\$	<u>Low</u>	\$	<u>Close</u>
January	10,859		61.66		56.99		60.30
February	12,101		65.29		55.00		65.15
March	7,380		68.00		64.65		65.25
April	2,133		65.89		63.12		65.65
May	4,844		66.65		61.29		66.10
June	5,266		66.00		64.14		65.00
July	5,430		67.50		64.53		67.20
August	4,266		66.19		63.31		63.50
September	5,425		66.26		59.27		59.80
October	9,511		58.50		54.01		55.44
November	13,613		57.99		50.41		55.29
December	12,347		56.55		48.34		50.54
<b>Total Year</b>	<b>93,175</b>	<b>\$</b>	<b>68.00</b>	<b>\$</b>	<b>48.34</b>	<b>\$</b>	<b>50.54</b>

<b>Class B</b>							
	<u>Volume Traded</u>	\$	<u>High</u>	\$	<u>Low</u>	\$	<u>Close</u>
January	7,325,630		60.95		55.75		58.83
February	7,689,792		66.58		54.05		63.87
March	6,533,888		67.74		62.95		65.04
April	4,051,660		65.39		62.08		62.28
May	5,821,513		65.63		60.49		64.17
June	4,683,720		66.38		63.80		64.45
July	4,167,379		67.63		63.33		66.00
August	4,639,983		66.86		62.02		62.87
September	5,528,357		64.79		58.12		58.22
October	9,062,735		58.63		52.01		55.38
November	9,192,155		57.67		50.08		55.11
December	7,726,832		55.65		47.32		50.06
<b>Total Year</b>	<b>76,423,644</b>	<b>\$</b>	<b>67.74</b>	<b>\$</b>	<b>47.32</b>	<b>\$</b>	<b>50.06</b>

**ITEM 9 – ESCROWED SECURITIES AND SECURITIES SUBJECT  
TO CONTRACTUAL RESTRICTIONS ON TRANSFER**

The securities itemized in the table below are held in trust by American Stock Transfer and may be awarded to specific executives as part of their long term incentive plan if the executive continues to be employed by the Company at that time. Please refer to the Management Proxy Circular of the Company for a detailed description of the incentive plan.

Designation	Number of securities subject to a contractual restriction on transfer	Percentage of Class
Class B non-voting	661,723	0.4%

**ITEM 10 – DIRECTORS AND OFFICERS**

The names and municipalities of residence of all directors and officers of the Company as at the date hereof, the offices presently held, the principal occupations during the last five years and the year each director first became a director are set out below. Each director was elected at the last annual meeting of shareholders. Each director serves until the next annual meeting or until his or her successor is elected or appointed. The Articles of the Company provide for a minimum of five and a maximum of 15 directors. Officers are appointed annually and serve at the discretion of the Board of Directors.

The Committees of the Board of Directors of the Company and their members are as follows:

**Directors**

<b><u>Name and Municipality</u></b>	<b><u>Occupation in Last Five Years</u></b>	<b><u>Director Since</u></b>
VINCENT J. GALIFI Vaughan, Ontario Canada	Executive Vice President and Chief Financial Officer of Magna International (a leading global automotive supplier).	December 19, 2016
EDWARD E. GUILLET Sonoma, California USA	Independent Human Resources Consultant.	November 5, 2008
KATHLEEN L. KELLER- HOBSON Niagara-on-the-Lake, Ontario, Canada	Independent corporate director. Prior to January 2015, partner at Gowling Lafleur Henderson LLP (international law firm).	January 1, 2015

## **Directors**

<b><u>Name and Municipality</u></b>	<b><u>Occupation in Last Five Years</u></b>	<b><u>Director Since</u></b>
DONALD G. LANG Toronto, Ontario Canada	Executive Chairman of the Company.	May 23, 1991
ERIN M. LANG Toronto, Ontario Canada	Managing Director of LUMAS Canada, (for-profit distributor of limited edition photographic art). Prior to April 2014, Major Gifts Officer for the Alzheimer Society Toronto.	December 19, 2016
STUART W. LANG Cambridge, Ontario Canada	Corporate Director of the Company. Prior to November 2015, Head Coach of University of Guelph football team.	May 23, 1991
DOUGLAS W. MUZYKA Philadelphia, Pennsylvania USA	Independent corporate director. Prior to November 2017, Chief Science and Technology Officer of E.I. DuPont de Nemours (international manufacturer of chemical products, specialty materials, consumer and industrial products).	November 9, 2016
GEOFFREY T. MARTIN Dover, Massachusetts USA	President and Chief Executive Officer of the Company.	October 27, 2005
THOMAS C. PEDDIE Toronto, Ontario Canada	Independent corporate director. Prior to September 2016, Executive Vice President and Chief Financial Officer of Corus Entertainment Inc. (media company).	June 4, 2003
MANDY SHAPANSKY Toronto, Ontario Canada	Independent corporate director. Prior to January 2015, President and Chief Executive Officer of Xerox Canada.	June 24, 2014

The Committees of the Board of Directors of the Company and their members are as follows:

### **Audit Committee**

Thomas C. Peddie (Chair)  
Vincent J. Galifi  
Mandy Shapansky

### **Human Resources Committee**

Edward E. Guillet (Chair)  
Vincent J. Galifi  
Donald G. Lang  
Douglas W. Muzyka

### **Nominating and Governance Committee**

Kathleen L. Keller-Hobson  
(Chair, Lead Director)  
Edward E. Guillet  
Thomas C. Peddie

### **Environment and Health & Safety Committee**

Mandy Shapansky (Chair)  
Erin M. Lang  
Stuart W. Lang  
Douglas W. Muzyka

<b><u>Officers</u></b>	<b><u>Office with CCL Industries Inc. and Principal Occupation in Last Five Years</u></b>
DONALD G. LANG Toronto, Ontario Canada	Executive Chairman.
GEOFFREY T. MARTIN Dover, Massachusetts USA	President and Chief Executive Officer.
SEAN P. WASHCHUK Burlington, Ontario Canada	Senior Vice President and Chief Financial Officer.
LALITHA VAIDYANATHAN Los Altos Hills, California USA	Senior Vice President, Finance-IT-Human Resources. Prior to September 2014, Senior Vice President, Finance, Administration and IT, CCL Operations.
KAMAL KOTECHA Richmond Hill, Ontario Canada	Vice President, Taxation. Prior to March 2014, Director of Taxes with the Company. Prior to July 2013, Partner, US Corporate Tax Services with KPMG LLP.
MARK McCLENDON Strongsville, Ohio USA	Vice President and General Counsel. Prior to July 2014, General Counsel–USA with the Company. Prior to July 2013, Group Counsel with Avery Dennison Corporation.
SUZANA FURTADO Newmarket, Ontario Canada	Corporate Secretary. Prior to May 2018, Director – Corporate Administration with the Company. Prior to May 2016, Manager, Legal Services with the Company.
NICK VECCHIARELLI Vaughan, Ontario Canada	Vice President, Corporate Accounting. Prior to May 2015, Director of Finance with the Company.
ANNE BRAYLEY Richmond Hill, Ontario Canada	Vice President, Internal Audit. Prior to May 2015, Director of Internal Audit with the Company.
MONIKA VODERMAIER Neubeuern, Germany	Vice President, Corporate Finance Europe and Asia. Prior to May 2015, Director of Finance Europe and Asia with the Company.

The directors and officers of CCL Industries Inc. as a group beneficially own, control, or direct, directly or indirectly, approximately 11,210,150 of the issued and outstanding Class A voting shares representing 94.7% of the issued and outstanding Class A voting shares.

To the best of the Company's knowledge, no director or executive officer of the Company is, as at the date of this AIF, or was within 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company that was (i) subject to a cease trade order or similar 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 executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) subject to such an order that was issued after the director or executive 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.

To the best of the Company's knowledge, no director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company (i) is, as at the date of this AIF, or has been within the 10 years before the date of this AIF, a director or executive officer of any company 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 the 10 years before the date of this AIF, 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, executive officer or shareholder.

To the best of the Company's knowledge, no director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, 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 investor in making an investment decision.

The foregoing information, not being within the knowledge of the Company, has been furnished by the directors and executive officers mentioned above.

## Proposed Directorship Changes for 2019

Mr. Ned Guillet, Director and Chairman of the Company's Human Resources Committee, has advised that he intends to retire from the Board of Directors and that he will not stand for re-election at the 2019 annual shareholders' meeting, expected to be held in May. Mr. Alan Horn has agreed to stand for election to the Board at the 2019 annual shareholders' meeting. Alan previously served as a Director of the Company from 2008 to 2017 and is currently President & CEO of Rogers Telecommunications Limited.

### Conflicts of Interest

Neither CCL Industries Inc. nor any of its subsidiaries has an existing or potential material conflict of interest with any of its directors or officers.

### **ITEM 11 – PROMOTERS**

Not applicable

### **ITEM 12 – LEGAL PROCEEDINGS**

In the normal course of operations, the Company and its subsidiaries may be subject to lawsuits, investigations and other claims, including environmental, labour, product, customer disputes and other matters.

During 2018, the Federal Court of Australia awarded a judgment and costs against a subsidiary of the Company, CCL Secure Pty Ltd. (formerly Innovia Security Pty Ltd.) ("ISPL"), totaling AUD 70.0 million (C\$67.3), finding a wrongful termination of an agency agreement with Benoy Berry and a company controlled by him, Global Secure Currency Ltd. (collectively "Berry"), an arm's length third party in Nigeria. ISPL is appealing the judgment. As part of the appeals process, the Australian court mandated that the Company guarantee the entire judgment in order to stay execution of the judgment pending resolution of the appeal. The Company maintains a provision in its accounts of its estimate of the likely final award and liability of ISPL.

In the first quarter of 2019, a hearing on a jurisdictional issue is expected to be heard in respect of a lawsuit launched in 2011 by Berry in Nigerian Federal Court against ISPL and Innovia Films Ltd. (collectively "IFL"), as well as other defendants not affiliated with ISPL. The lawsuit alleges that IFL and the co-defendants committed to build a banknote substrate plant in Nigeria and Berry seeks an order requiring IFL and the co-defendants to build the plant or in lieu thereof, grant an award of total damages in the amount of €1.5 billion (C\$2.3 billion). IFL intends to vigorously defend this claim, which the Company considers to be without merit and accordingly, the Company has made no provision for the matter.

Events surrounding these cases occurred at a time when the Reserve Bank of Australia had a 50% equity interest in ISPL.

Management believes that adequate provisions for legal claims have been recorded in the accounts where required. Although it is not always possible to accurately estimate the result or magnitude of legal claims due to the various uncertainties involved in the legal process, management believes that the ultimate resolution of all such pending matters, individually and in the aggregate, will not have a material adverse impact on the Company, its business, financial position or liquidity.

#### **ITEM 13 – INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

Not applicable

#### **ITEM 14 – TRANSFER AGENT AND REGISTRAR**

The Company's transfer agent and registrar is AST Trust Company (Canada). The registrar of transfers of the Company's Class A voting and Class B non-voting shares is located at Toronto, Ontario.

#### **ITEM 15 – MATERIAL CONTRACTS**

Except for contracts entered into in the ordinary course of business, the Company did not enter into any material contracts within the Company's most recently completed financial year.

#### **ITEM 16 – INTERESTS OF EXPERTS**

KPMG LLP, the Company's external auditor, has reported on the consolidated financial statements of the Company for the year ended December 31, 2018. KPMG LLP is independent of the Company in accordance with the applicable Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

## **ITEM 17 – AUDIT COMMITTEE**

### ***Charter of the Audit Committee***

The principal purpose of the Audit Committee is to provide a forum for detailed discussion, examination and review of the Company's auditing needs, financial reporting, and information systems activities and the selection, instruction, evaluation and compensation of external and internal auditors of the Company and external providers of financial and information management systems services to the Company. The mandate of the Audit Committee of the Board is set forth below. Reference to 'Auditor' signifies the auditor appointed by the shareholders of the Company from time to time.

- Review the quality and acceptability of the accounting policies, principles and practices of the Company.
- Review the quarterly and year-end financial statements, Management's Discussion and Analysis, and earnings press releases of the Company before the Company publicly discloses this information, and report its findings for approval to the Board. In addition, the Audit Committee shall review the Annual Information Form of the Company and ensure that the prescribed disclosure regarding the Audit Committee is contained in the Annual Information Form.
- Monitor the adequacy and integrity of internal controls over accounting and financial systems and ensure that adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure stated immediately above, and periodically assess the adequacy of those procedures.
- Monitor the timely communication of accurate financial information regarding the Company to the shareholders.
- Evaluate and recommend to the Board the Auditor to be nominated to prepare or issue an audit report or perform other audit, review or attestation services for the Company, and the compensation of the Auditor. Ensure that the Auditor reports directly to the Audit Committee.
- Monitor the independence of the Auditor, and assume direct responsibility for overseeing the work of the Auditor engaged to prepare or issue an audit report or perform other audit, review or attestation services for the Company, including the resolution of disagreements between Management and the Auditor regarding financial reporting and communicate directly with the Auditor for the discussion and review of any issues as appropriate. In addition, the Audit Committee shall require and receive from time to time the written confirmation of the Auditor as to its independent status and as to its good standing with the Canadian Public Accountability Board.

- Pre-approve all non-audit services to be provided to the Company or its subsidiary entities by its Auditor. Authority to pre-approve non-audit services may be delegated to one or more independent members of the Audit Committee, provided that the pre-approval is presented to the full Audit Committee at its first scheduled meeting following such pre-approval.
- Review the results of internal and external audits, and any change in accounting practices or policies and their impact on the financial statements and maintain oversight responsibility for management reporting on internal control.
- Review the reports of the internal audit department of the Company and provide direction and guidance to the internal auditors.
- Where there are unsettled issues raised by the Auditor that do not have a material affect on the annual audited financial statements, require that there be a written response identifying a course of action that would lead to their resolution.
- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- Review and approve the Company's hiring policies regarding partners and employees and former partners and employees of the present and former Auditor of the Company.
- Review and monitor the adequacy and integrity of the Company's management information systems.
- Monitor the adequacy of financial resources.
- Review the quality of the asset side of the balance sheet of the Company.
- Review and assess the adequacy of the charter of the Audit Committee on an annual basis.

### **Composition of the Audit Committee**

The members of the Audit Committee, as disclosed under Item 10: "Directors and Officers," are: Thomas C. Peddie (Chair), Vincent J. Galifi and Mandy Shapansky. Each of the members is independent as defined under National Instrument 52-110 – Audit Committees and financially literate within the meaning of applicable securities legislation.

## **Relevant Education and Experience of the Audit Committee**

**Thomas C. Peddie** - Mr. Peddie is the retired Executive Vice President and Chief Financial Officer of Corus Entertainment Inc., a publicly traded company listed on the Toronto Stock Exchange (the “TSX”). Mr. Peddie is a Chartered Professional Accountant and was awarded his FCA designation by Chartered Professional Accountants of Ontario in 2003. Mr. Peddie holds an Honours Bachelor of Commerce degree from the University of Windsor. His career has reflected the progressive assumption of responsibility in the area of financial management as president of WIC Western International Communications Inc. and as chief financial officer of CTV Television Network, Canada Packers (now Maple Leaf Foods), Toronto Sun Publishing and as chief financial officer of the international operations of The Campbell Soup Company. Mr. Peddie has performed financial management directly and has supervised others in the performance of financial duties through much of his career. Along with his knowledge in matters of domestic and international finance and capital markets, Mr. Peddie has an understanding of internal controls and procedures for financial reporting for both Canadian and US registrants including the internal control obligations under Sarbanes Oxley. Mr. Peddie is also the current chair of the Corporate Oversight and Governance Board at CPA Canada, a committee member of the Corporate Performance Reporting Board and a committee member on the committee focused on improving audit quality.

**Vincent J. Galifi** – Mr. Galifi is currently Executive Vice President and Chief Financial Officer of Magna International, a leading global automotive supplier. During Mr. Galifi's 30-year career at Magna, his responsibilities have included Director of Taxation & Insurance, Vice President & Controller, Vice President Finance and Executive Vice President Finance and Chief Financial Officer. Mr. Galifi, in addition to his responsibilities within the Finance Department, serves on the Executive Management Committee, the Disclosure Committee and Policy & Procedures Committee as well as advisor to the Audit Committee and the Corporate Governance and Compensation Committee of Magna. Mr. Galifi has a Bachelor of Commerce degree, with high distinction, from the University of Toronto. He obtained his C.P.A. designation in 1984 and is a member of the Chartered Professional Accountants of Ontario. Mr. Galifi brings to the board extensive international financial knowledge and global acquisition experience.

**Mandy J. Shapansky** – Ms. Shapansky's principal occupation is that of a corporate director. Prior to January 1, 2015, Ms. Shapansky was President and Chief Executive Officer of Xerox Canada, a document management company. In her previous role, Ms. Shapansky had responsibility for all Canadian operations including human resources, finance, customer service, marketing and sales. Ms. Shapansky holds an Honours BA in Economics from the University of Waterloo, and is a C.P.A. Together with her principal skills as a former CEO, Ms. Shapansky brings to the board her experience in matters of accounting.

## **Pre-Approval Policies and Procedures**

### **Policy**

The Company and its subsidiaries will not engage KPMG LLP, the external auditors of the Company, to carry out any service that may reasonably be thought to bear on KPMG's independence. KPMG must annually confirm to the Audit Committee that it is independent of the Company within the meaning of the applicable Rules of Professional Conduct/Code of Ethics of the Chartered Professional Accountants of Ontario. For services that are not prohibited, the following pre-approval policies will apply.

#### **A. Audit Services**

The Audit Committee will pre-approve all Audit Services provided by KPMG through their recommendation of KPMG as shareholders' auditors at the Company's annual meeting and through the Audit Committee's review of KPMG's annual Audit Plan.

#### **B. Audit Related Services and Recurring Tax and Other Non-Audit Services**

Annually, the Audit Committee will review the List of Audit, Audit Related and Recurring Tax and Other Non-Audit Services and recommend pre-approval of these services for the upcoming year. Any additional requests will be addressed on a case-by-case specific engagement basis.

The Audit Committee will be informed quarterly of the services on the pre-approved list for which the Auditor has been engaged.

#### **C. Other Services**

All requests to engage KPMG for other services must be pre-approved by the Audit Committee or the Chair of the Audit Committee, as described below, and will be addressed on a case-by-case specific engagement basis.

The Company's employee making the request is to submit the request for service to the Senior Vice President and Chief Financial Officer. The request for service should include a description of the service, the estimated fee, a statement that the service is not a prohibited service and the reason KPMG is being engaged.

Services where the aggregate fees are estimated to be less than or equal to \$50,000.

Recommendations, in respect of each engagement, will be submitted by the Senior Vice President and Chief Financial Officer to the Chair of the Audit Committee of the Board of Directors for consideration and approval. The full Audit Committee will subsequently be informed of the service at its next meeting. The engagement may commence upon approval of the Chair of the Audit Committee.

Services where the aggregate fees are estimated to be greater than \$50,000.

Recommendations, in respect of each engagement, will be submitted by the Senior Vice President and Chief Financial Officer to the full Audit Committee for consideration and approval, generally at its next meeting. The engagement may commence upon approval of the Committee.

## **External Auditor Service Fees (by Category)**

### Audit Fees

The aggregate audit fees paid to KPMG LLP related to the audit of the annual consolidated financial statements and the review of the interim financial statements in 2018 were \$3,888,074 (2017 - \$3,959,182).

### Audit-Related Fees

The aggregate fees billed in 2018 for assurance and related services by KPMG that are reasonably related to the performance of the audit or review of the financial statements and that are not reported under “Audit Fees” above, were \$200,345 (2017 - \$82,769). These fees related to the audit of the Company's pension plans, the report on compliance with debt covenants, an audit of Thailand Board of Investments, an attestation report on compliance with local Mexican tax rules and regulations and Avery Germany's compliance on payment of license fees.

### Tax Fees

The aggregate fees billed in 2018 for professional services rendered by the auditor for tax compliance, tax advice and tax planning were \$2,545,508 (2017 - \$1,862,574) for its Canadian and international operations.

### All Other Fees

KPMG provided services that met the definition of other in 2018 totaling \$48,000 (2017 - \$93,000) for professional services in connection with interest rate determination on an inter-company loan.

## **ITEM 18 – ADDITIONAL INFORMATION**

Additional information concerning CCL Industries Inc., including directors' and officers' remuneration and indebtedness, principal holders of securities, and securities authorized for issuance under equity compensation plans, where applicable, is contained in the Management Proxy Circular of the Company to be dated March 16, 2019. Additional financial information is provided in the Consolidated Financial Statements and Management's Discussion and Analysis for the fiscal period ended December 31, 2018. Copies of the above documents may be obtained upon request

from the Director-Corporate Administration of CCL Industries Inc. at 111 Gordon Baker Road, Suite 801, Toronto, Ontario, Canada M2H 3R1.

Additional information relating to CCL Industries Inc. may be found on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.cclind.com](http://www.cclind.com).