

PRIMO WATER CORP /CN/

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 05/04/10

Address	4221 W. BOY SCOUT BLVD. SUITE 400 TAMPA, FL, 33607
Telephone	813-313-1732
CIK	0000884713
Symbol	PRMW
SIC Code	2086 - Bottled and Canned Soft Drinks and Carbonated Waters
Industry	Non-Alcoholic Beverages
Sector	Consumer Non-Cyclicals
Fiscal Year	12/28

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**

*Under
The Securities Act of 1933*

Cott Corporation

(Exact name of Registrant as specified in its charter)

Canada
(State or Other Jurisdiction of
Incorporation or Organization)

None
(I.R.S. Employer
Identification Number)

**6525 Viscount Road
Mississauga, Ontario, Canada
5519 West Idlewild Avenue
Tampa, Florida, United States**
(Address of principal executive offices)

**L4V 1H6
33634**
(Zip Code)

2010 EQUITY INCENTIVE PLAN
(Full title of the plan)

**Marni Morgan Poe
Vice President, General Counsel and Secretary
Cott Corporation
5519 West Idlewild Avenue
Tampa, Florida, United States 33634
(813) 313-1800**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**H. John Michel, Jr.
Drinker Biddle & Reath LLP
One Logan Square, Suite 2000
Philadelphia, Pennsylvania 19103-6996**

**Neil Sheehy
Goodmans LLP
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)
Common Shares, no par value	4,000,000	\$8.47	\$33,880,000	\$2,415.64

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's Common Shares that become issuable under the 2010 Equity Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding Common Shares.
- (2) Pursuant to 457(h) under the Securities Act of 1933, the proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated solely for the purposes of calculating the registration fee required under Section 6(b) of the Securities Act of 1933 and are based upon the average of the high and low prices for a common share of the Registrant on the New York Stock Exchange on May 3, 2010.
-
-

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Part I of Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the Plan covered by this registration statement as required by Rule 428(b). Such documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II below, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act of 1933 (the "Securities Act").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

Cott Corporation (the "Registrant") hereby incorporates by reference the following documents filed by the Registrant with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934 (the "Exchange Act"):

1. The Registrant's Annual Report on Form 10-K for the fiscal year ended January 2, 2010, filed with the Commission on March 16, 2010.
2. The Registrant's Current Reports on Form 8-K filed with the Commission on January 19, 2010 and on April 29, 2010.
3. The portions of the Registrant's definitive Proxy Statement for the Annual and Special Meeting of Shareowners held on May 4, 2010 that have been incorporated by reference into the Form 10-K.
4. The description of the Registrant's capital stock contained in the Registrant's Registration Statements pursuant to Section 12 of the Exchange Act and any amendments or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained herein or in a document incorporated herein by reference shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein or in any other subsequently filed document incorporated herein by reference modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part hereof.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Stephen Halperin, who is a partner in the law firm providing the legal opinion attached as Exhibit 5.2 hereto, is a director of the Registrant and will be eligible to receive awards under the 2010 Equity Incentive Plan.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The corporation laws of Canada and the by-laws of the Registrant include provisions designed to provide for the indemnity of the corporation's officers and directors against certain liabilities. These provisions are designed to encourage qualified individuals to serve as officers and directors of the Registrant.

Under the Canada Business Corporations Act ("CBCA"), a corporation may indemnify certain persons associated with the corporation or, at the request of the corporation, another entity, against all costs, charges and expenses (including an amount paid to settle an action or satisfy a judgment) reasonably incurred by him or her in respect of any civil, criminal, administrative, investigative or other proceeding in which he or she is involved because of that association with the corporation or other entity. Indemnifiable persons are current and former directors or officers, other individuals who act or acted at the corporation's request as a director or officer, or an individual acting in a similar capacity of another entity.

The law permits indemnification only if the indemnifiable person acted honestly and in good faith with a view to the best interests of the corporation or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer in a similar capacity at the corporation's request and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing his or her conduct was lawful and he or she was not judged by a court or other competent authority to have committed any fault or omitted to do anything he or she ought to have done. With the approval of the court, a corporation may also indemnify an indemnifiable person in respect of an action by or on behalf of the corporation to which the indemnifiable person is made a party because of his or her association with the corporation.

Sections 7.02 and 7.04 of the Registrant's by-laws provide that, without in any manner derogating from or limiting the mandatory provisions of the CBCA but subject to the conditions contained therein, the Registrant shall indemnify its directors or officers, former directors or officers, and each individual who acts or acted at the Registrant's request as a director or officer, or each individual acting in a similar capacity at another entity, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other proceeding in which the individual is involved because of that association with the Registrant or another entity to the extent that the individual seeking the indemnity:

- acted honestly and in good faith with a view to the Registrant's best interests or the best interest of another entity for which the individual acted as a director or officer or in a similar capacity at the request of the Registrant, as the case may be; and
- in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

Both the CBCA and the Registrant's by-laws expressly provide for the Registrant to advance moneys to a director, officer, or other individual for the costs, charges, and expenses of a proceeding referenced above. The individual is required to repay the moneys if he or she does not fulfill the aforementioned conditions. Section 7.05 of the Registrant's by-laws states that, subject to the limitations contained in the CBCA, the Registrant may purchase and maintain insurance for the benefit of its directors and officers as such, as the board may from time to time determine.

In addition to the provisions found in the Registrant's charter and by-laws, the Registrant has entered into an indemnification agreement with our chairman and chief executive officer by way of an employment agreement. Under the employment agreement, if such officer is made a party, or is threatened to be made a party, to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, or employee of the Registrant or is or was serving at the request of the Registrant as a director, officer, member, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, including service with respect to employee benefit plans, whether or not the basis of such proceeding is his alleged action in an official capacity while serving as a director, officer, member, employee, or agent, the Registrant shall indemnify and hold him harmless to the fullest extent legally permitted or authorized by the Registrant's charter, by-laws, resolutions of its board of directors, or, if greater, by the laws of the Province of Ontario, and the Federal Laws of Canada applicable to the Registrant, against all cost, expense, liability, and loss (including, without limitation, attorney's fees, judgments, fines, ERISA excise taxes, or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith, and such indemnification shall continue as to such officer even if he has ceased to be a director, member, employee, or agent of the Registrant or another entity at the request of the Registrant and shall inure to the benefit of the his heirs, executors, and administrators. The Registrant

is also required to advance to such officer all reasonable costs and expenses incurred by him in connection with a proceeding within 20 days after the Registrant's receipt of a written request for such advance. Such request shall include an undertaking by such officer to repay the amount of such advance if it shall ultimately be determined that he is not entitled to be indemnified against such costs and expenses.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

<u>Exhibit Number</u>	<u>Description</u>
4.1	2010 Equity Incentive Plan (incorporated by reference to Appendix B of the Definitive Proxy Statement on Schedule 14A, filed on April 1, 2010).
4.2	Amendment to the 2010 Equity Incentive Plan, dated May 4, 2010 (filed herewith).
5.1	Opinion of Drinker Biddle & Reath LLP (filed herewith).
5.2	Opinion of Goodmans LLP (filed herewith).
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm (filed herewith).
23.2	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm (filed herewith).
23.3	Consent of Drinker Biddle & Reath LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included as part of the signature page to this Registration Statement).

ITEM 9. UNDERTAKINGS.

(a) The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new Registration Statement relating to the securities offering herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

/ s / G R E G O R Y M O N A H A N Date: May 4, 2010
Gregory Monahan
Director

/ s / M A R I O P I L O Z Z I Date: May 4, 2010
Mario Pilozzi
Director

/ s / A N D R E W P R O Z E S Date: May 4, 2010
Andrew Prozes
Director

/ s / E R I C R O S E N F E L D Date: May 4, 2010
Eric Rosenfeld
Director

/ s / G R A H A M S A V A G E Date: May 4, 2010
Graham Savage
Director

COTT CORPORATION
REGISTRATION STATEMENT ON FORM S-8
INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
4.1	2010 Equity Incentive Plan (incorporated by reference to Appendix B of the Definitive Proxy Statement on Schedule 14A, filed on April 1, 2010).
4.2	Amendment to the 2010 Equity Incentive Plan, dated May 4, 2010 (filed herewith).
5.1	Opinion of Drinker Biddle & Reath LLP (filed herewith).
5.2	Opinion of Goodmans LLP (filed herewith).
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm (filed herewith).
23.2	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm (filed herewith).
23.3	Consent of Drinker Biddle & Reath LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included as part of the signature page to this Registration Statement).

**AMENDMENT TO
COTT CORPORATION 2010 EQUITY INCENTIVE PLAN**

The Cott Corporation 2010 Equity Incentive Plan (the "Plan") is hereby amended on this 4th day of May 2010 as follows:

1. The first sentence of Section 4(a) of the Plan is amended and restated in its entirety to read as follows:

"Reserved Shares. Subject to adjustment as provided in Section 13 of the Plan, the maximum number of Shares that may be issued from treasury or otherwise with respect to Awards shall not in the aggregate exceed four million (4,000,000) Shares."
2. Section 4(b) of the Plan is amended and restated in its entirety to read as follows:

"Incentive Stock Option Maximum. In no event shall the number of Shares issued from treasury or otherwise upon the exercise of Incentive Stock Options exceed four million (4,000,000) Shares, subject to adjustment as provided in Section 13 of the Plan."
3. Section 4(d) of the Plan is amended by adding the following sentence to the end of such section:

"In addition, neither the Board nor the Committee may, without further shareholder approval, grant to Nonemployee Directors an amount equal to the lesser of (i) 1% of the Company's issued and outstanding Shares; and (ii) an annual equity award of \$100,000 per Nonemployee Director. Notwithstanding Section 16(a) of the Plan, the aforementioned restriction may not be amended without further shareholder approval."
4. Section 5(b) of the Plan is amended by deleting the words "extend the term of an Award" from the first sentence thereof.
5. Section 5(d) of the Plan is amended by adding the following sentence to the end of such section:

"Notwithstanding any other provision of this Plan, neither the Board nor the Committee may, without prior approval of the Company's shareholders, extend the term of Awards that benefit non-insiders."
6. Section 12 of the Plan is amended and restated in its entirety to read as follows:

Nontransferability. No Award granted under this Plan (including Options) shall be transferable or assignable by a Grantee other than by will or the laws of descent and distribution for normal estate settlement purposes, and Options and Stock Appreciation Rights shall be exercisable during a Grantee's lifetime only by the Grantee or, in the event of the Grantee's legal incapacity, by his guardian or legal representative acting in a fiduciary capacity on behalf of the Grantee under state law. Any attempt to transfer or assign an Award in violation of this Plan shall render such Award null and void.
7. Except as otherwise expressly provided herein, all of the terms, conditions and provisions of the Plan shall remain the same, and the Plan, as amended hereby, shall continue in full force and effect.

May 4, 2010

Cott Corporation
5519 West Idlewild Avenue
Tampa, Florida, United States 33634

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Cott Corporation, a corporation organized under the laws of Canada (the “Company”), in connection with the preparation and filing of a Registration Statement on Form S-8 (the “Registration Statement”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Securities Act”), that registers 4,000,000 common shares of the Company (the “Registered Shares”) pursuant to the Corporation’s 2010 Equity Incentive Plan, as amended (the “Plan”).

In all cases, we have assumed the legal capacity of each natural person signing any of the documents and corporate records examined by us, the genuineness of signatures, the authenticity of documents submitted as originals, the conformity to authentic original documents of documents submitted to us as copies, and the accuracy and completeness of all records and other information made available to us by the Company.

Insofar as the opinions below relate to the laws of Ontario and the laws of Canada applicable therein, we have relied upon the opinion of Goodmans LLP, dated the date hereof and addressed to us. We express no opinion concerning the laws of any jurisdiction other than the laws of Ontario and all federal laws of Canada applicable in Ontario in effect on the date hereof.

Based on the foregoing, and subject to the qualifications, limitations, and assumptions stated herein, in our opinion the issuance of the Registered Shares by the Company in accordance with the Plan has been validly authorized by all necessary corporate action on the part of the Company, and, upon issuance in accordance with the Plan, the Registered Shares will be validly issued and fully paid and nonassessable by the Company.

We hereby consent to the filing of this opinion as an exhibit to the Company's Registration Statement. In giving this consent, we do not admit that we come within the categories of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Drinker Biddle & Reath LLP

May 4, 2010

Our File No.: 07-3843

Drinker Biddle & Reath LLP
One Logan Square
18th & Cherry Streets
Philadelphia, PA 19103-6

Re: Cott Corporation

We have acted as counsel to Cott Corporation (the “**Company**”) in connection with the adoption by the Company of the 2010 Equity Incentive Plan, as amended (the “**Incentive Plan**”) pursuant to which 4,000,000 common shares (“**Common Shares**”) will be reserved for issuance pursuant to grants under the Incentive Plan.

Examinations

We have examined the following documents and records for the purposes of this opinion:

- (i) a certificate of compliance for the Company dated May 4, 2010 (the “**Certificate of Compliance**”); and
- (ii) a certificate of an officer of the Company dated May 4, 2010 (the “**Certificate**”), a copy of which is attached hereto.

We have also examined such other records and documents provided to us and such statutes, regulations and other public and corporate records of the Company and considered such questions of law as we have considered relevant and necessary for the purposes of the opinions expressed below.

Reliance

For the purposes of the opinions expressed below, we have relied without independent investigation, upon the Certificate of Compliance and Certificate and have assumed:

- (i) the genuineness of all signatures on each document that we have examined;
- (ii) the authenticity of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as copies, whether photostatic; telecopies or otherwise;
- (iii) the legal power, capacity and authority of all natural persons signing in their individual capacity;
- (iv) the accuracy of all factual matters contained in the Certificate; and

(v) that the Certificate and the Certificate of Compliance continue to be accurate on the date hereof.

Opinions

Based and relying upon the foregoing assumptions and subject to the following qualification and limitation, we are of the opinion that the 4,000,000 Common Shares that may be issued pursuant to and in accordance with the Incentive Plan have been authorized for issuance and, when issued in accordance with the terms of the Incentive Plan and in compliance with all applicable laws, will be issued and outstanding as fully paid and non-assessable.

Qualification

The foregoing opinion is subject to the qualification that we are solicitors in the Province of Ontario and we express no opinion as to any laws or any matters governed by any laws other than the laws of the Province of Ontario and the federal laws of Canada applicable therein in effect on the date hereof.

Limitation

This opinion is being delivered in connection with the transaction described herein and may not be quoted from or referred to in any other documents, or furnished (either in its original form or by copy) to any other party without our prior written consent.

Yours very truly,

/s/ Goodmans LLP

COTT CORPORATION
CERTIFICATE OF AN OFFICER

TO: THE TORONTO STOCK EXCHANGE

AND TO: GOODMANS LLP

AND TO: DRINKER BIDDLE & REATH LLP

The undersigned, Marni Morgan Poe, the Vice President, General Counsel and Secretary of Cott Corporation (“**Cott**”) hereby certifies in her capacity as an officer of Cott and not in her personal or any other capacity, that:

1. The minute books and corporate records of Cott, which have been made available to Goodmans LLP, are the original minute books and corporate records of Cott and contain all proceedings of the shareholders and the board of directors of Cott, or copies of such proceedings, to the date hereof and there have been no other meetings, resolutions or proceedings authorized or passed by the shareholders or by the Board of Directors of Cott. There are no other by-laws, meetings, resolutions or proceedings of the shareholders or directors (and any committees thereof) of Cott, not reflected in such minute books and corporate records.
2. Cott has been duly incorporated under and pursuant to the *Canada Business Corporations Act* (the “**Act**”) and is a body corporate incorporated or continued under the laws of Canada and not discontinued or dissolved and it has sent to the director under the Act the required annual returns and financial statements.
3. Annexed hereto, forming part hereof and marked as Schedule A, Schedule B and Schedule C, are true and complete copies of resolutions of Cott’s directors and shareholders passed as of March 24, 2010 and May 4, 2010, respectively (collectively, the “**Resolutions**”). The Resolutions are the only resolutions of Cott’s directors or shareholders pertaining to the adoption and amendment of the 2010 Equity Incentive Plan, as amended (the “Incentive Plan”) and the reserving for issuance pursuant to the Incentive Plan of 4,000,000 common shares of Cott, such resolutions are in full force and effect, unamended, at the date hereof and neither Cott’s directors nor its shareholders have passed, confirmed or consented to any resolutions amending, varying or rescinding the Resolutions.
4. There is no unanimous shareholder agreement in effect which relates to or affects the ability or authority of Cott to do anything referred to in the Resolutions including, but not limited to, anything that relates to or affects the ability or authority of Cott to issue securities or the manner of exercise of such powers.

IN WITNESS WHEREOF the undersigned has signed this Certificate at the City of Toronto, in the Province of Ontario this 4th day of May, 2010.

/s/ Marni Morgan Poe

Name: Marni Morgan Poe

Title: Vice President, General Counsel & Secretary

SCHEDULE “A”

**COTT CORPORATION
RESOLUTIONS OF THE BOARD OF DIRECTORS**

The undersigned, being all of the directors of **Cott Corporation** (the “Company”), in accordance with Section 117 of the Canadian Business Corporation Act, do hereby consent to the adoption of, and do hereby adopt, the following resolutions, with the same force and effect as if they were adopted at a meeting of the Board of Directors of the Company:

2010 Equity Incentive Plan

WHEREAS, the Board has reviewed the proposed 2010 Equity Incentive Plan (the “2010 Equity Incentive Plan”); and

WHEREAS, the Board has discussed and considered the 2010 Equity Incentive Plan amongst themselves, with management of the Company, and with an outside compensation consultant; and

WHEREAS, the Board has determined that it is in the best interests of the Company to adopt the 2010 Equity Incentive Plan; it is therefore

RESOLVED, that, subject to the affirmative vote of a majority of the outstanding shares present or represented by proxy and entitled to vote at the Annual and Special Meeting of the Shareowners and subject to the approval by the Toronto Stock Exchange, the 2010 Equity Incentive Plan, in substantially the form attached hereto as Exhibit A, is hereby adopted; and it is

RESOLVED FURTHER, that in connection with the Annual and Special Meeting of Shareowners, any officer, or person designated by an officer, of the Company (the “Designated Officers,” which shall refer to any or all of them) be, and each of them hereby is, severally authorized, empowered and directed to seek shareowner approval of the resolution approving the 2010 Equity Incentive Plan in the form attached as Exhibit B to these resolutions; and it is

RESOLVED FURTHER, that the Designated Officers be, and each of them hereby is, severally authorized and directed to submit the foregoing 2010 Equity Incentive Plan to the Company’s shareowners for approval (and the Notice of the upcoming Annual and Special Meeting of Shareowners shall also set forth as an additional purpose or purposes of such meeting the approval of such 2010 Equity Incentive Plan) and to take such further action and execute such further documents on behalf of the Company as such Designated Officers shall in their sole and absolute discretion deem necessary or advisable to carry out the intent and purpose of the foregoing resolution; and it is

RESOLVED FURTHER, that, upon approval of the 2010 Equity Incentive Plan by the Company’s shareowners, the Company is authorized to issue common shares in accordance with the terms and conditions of the 2010 Equity Incentive Plan, and upon the issuance of such shares at any time and from time to time, such shares shall be validly issued as fully-paid and non-assessable common shares of the Company; and it is

RESOLVED FURTHER, that, subject to approval by the Company’s shareowners of the adoption of the 2010 Equity Incentive Plan, the Designated Officers be, and each of them hereby is, severally authorized and directed, for and on behalf of the Company: (i) to cause to be prepared such Registration Statement on Form S-8 and exhibits thereto (the “2010 Equity Incentive Plan S-8 Registration Statement”), as such Designated Officer may deem necessary or desirable or as may be required by the Securities and Exchange Commission (the “SEC”), (ii) to cause such 2010 Equity Incentive Plan S-8 Registration Statement, when duly executed, to be filed with the SEC, and (iii) to do such other acts or things and execute such other documents as such Designated

Officer deems necessary or desirable to cause the 2010 Equity Incentive Plan S-8 Registration Statement to comply with the Securities Act of 1933, as amended (the "Securities Act"), and the rules and regulations thereunder, and applicable Canadian securities legislation, rules, and regulations, and to become effective under the Securities Act and such rules and regulations, and applicable Canadian securities legislation, rules, and regulations; and it is

RESOLVED FURTHER, that the Company shall prepare, in addition to the 2010 Equity Incentive Plan S-8 Registration Statement, such other documentation for filing with the SEC, applicable Canadian securities regulators, and applicable stock exchanges as counsel to the Company shall deem necessary or advisable; and the Designated Officers be, and each of them hereby is, severally authorized to execute, in the name and on behalf of the Company, all such documentation, to procure all necessary signatures thereon, to file such documentation when so executed (together with appropriate exhibits thereto) with the SEC, applicable Canadian securities regulators and applicable stock exchanges, and to perform all actions and make such additional filings that counsel deems necessary and advisable in order to offer, list and sell the securities awarded under the 2010 Equity Incentive Plan in compliance with applicable securities laws and stock exchange rules.

SCHEDULE "B"

**COTT CORPORATION
RESOLUTION OF THE SHAREOWNERS**

BE IT RESOLVED AS AN ORDINARY RESOLUTION OF THE SHAREOWNERS THAT:

1. the 2010 Equity Incentive Plan described in the proxy circular dated April 1, 2010 for Cott Corporation's annual and special meeting of shareowners to be held on May 4, 2010, under the heading "Approval of 2010 Equity Incentive Plan" be and the same is hereby authorized and approved; and
2. any officer or director of Cott Corporation be and is hereby authorized and directed, for and on behalf of Cott Corporation, to execute and deliver all such documents and to do all such acts and things as he or she may determine necessary or desirable in order to carry out the foregoing provisions of this resolution, the execution of any such document or the doing of any such acts and things being conclusive evidence of such determination.

SCHEDULE "C"

**COTT CORPORATION
RESOLUTIONS OF THE BOARD OF DIRECTORS OF**

Approval of Amendment to 2010 Equity Incentive Plan

WHEREAS, on April 28, 2010, the Company adopted a corporate policy, effective upon shareowner approval of the 2010 Equity Incentive Plan (the "Plan") in response to discussions by management with RiskMetrics Group – Canada; and

WHEREAS, such policy provides that the Board of Directors or the Human Resources and Compensation Committee of the Board of Directors may not, without further shareowner approval:

- (A) grant awards under the 2010 Equity Incentive Plan that would result in the issuance of more than 4,000,000 shares in the aggregate;
- (B) grant equity to non-employee directors in an amount equal to the lesser of (i) 1% of Cott's issued and outstanding common shares; and (ii) an annual equity award value of \$100,000 per non-employee director;
- (C) grant options under the 2010 Equity Incentive Plan that are freely transferable or assignable (other than for normal estate settlement purposes);
- (D) extend the term of awards that benefit non-insiders; or
- (E) amend the restriction described in (B) above.

WHEREAS, the Board has determined to adopt an amendment to the Plan that sets forth the foregoing provisions (the "Amendment"); and

WHEREAS, the Board has reviewed and discussed the proposed Amendment amongst themselves and with management of the Company; and

WHEREAS, the Board has determined that it is in the best interests of the Company to adopt the Amendment; it is therefore

RESOLVED, that the Amendment, in substantially the form attached hereto as Exhibit A, is hereby adopted; and it is

RESOLVED FURTHER, that any officer, or person designated by an officer, of the Company (the "Designated Officers," which shall refer to any or all of them) be, and each of them hereby is, severally authorized to take such further action and execute such further documents on behalf of the Company as such Designated Officers shall in their sole and absolute discretion deem necessary or advisable to carry out the intent and purpose of the foregoing resolution.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 10, 2008 except for Note 8, for which the date is as of March 11, 2009 and as it relates to the accounting for non-controlling interests as described in Note 1, as to which the date is as of May 29, 2009 relating to the financial statements and financial statement schedules, which appears in Cott Corporation's Annual Report on Form 10-K for the year ended January 2, 2010.

/s/ PricewaterhouseCoopers LLP

Chartered Accountants, Licensed Public Accountants
Toronto, Ontario
May 4, 2010

CONSENT OF INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 16, 2010 relating to the financial statements, financial statement schedules and the effectiveness of internal control over financial reporting, which appears in Cott Corporation's Annual Report on Form 10-K for the year ended January 2, 2010.

/s/ PricewaterhouseCoopers LLP

Tampa, Florida
May 4, 2010