PRIMO WATER CORP /CN/

FORM 10-K
(Annual Report)

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SIC Code	2086 - Bottled and Canned Soft Drinks and Carbonated Waters
Industry	Non-Alcoholic Beverages
Sector	Consumer Non-Cyclicals
Fiscal Year	12/02

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended January 3, 2004
[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number 000-19914

COTT CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

CANADA	None
(State or Other Jurisdiction of Incorporation or Organization)	(IRS Employer Identification No.)
207 Queen's Quay West, Suite 340 Toronto, Ontario	M5J 1A7
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (416) 203-3898

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Shares without nominal or par value
(Title of Class)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this form 10-K or any amendment to this form 10-K. [X]

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes [X] No [ ]

The aggregate market value of the common equity held by non-affiliates of the registrant as of June 28, 2003 (based on the closing sale price of the registrant's common stock as reported on the New York Stock Exchange on such date) was $968,473,417.

(Reference is made to the last paragraph of Part II, Item 5 for a statement of assumptions upon which the calculation is made.) The number of shares outstanding of the registrant's common stock as of February 29, 2004 was 70,396,981

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement for the 2004 Annual and Special Meeting of Shareowners, to be filed within 120 days of January 3, 2004, are incorporated by reference in Part III.

Such reports, except for the parts therein which have been specifically incorporated by reference, shall not be deemed "filed" for the purposes of this report on Form 10-K.

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Cott's consolidated financial statements are prepared in accordance with United States generally accepted accounting principles ("GAAP") in U.S. dollars. Unless otherwise indicated, all amounts in this report are in U.S. dollars and U.S. GAAP.

FORWARD-LOOKING STATEMENTS

In addition to historical information, this report and the reports and documents incorporated by reference in this report contain statements relating to future events and Cott's future results. These statements are "forward-looking" within the meaning of the Private Securities Litigation Reform Act of 1995 and include, but are not limited to, statements that relate to projections of sales, earnings, earnings per share, cash flows, capital expenditures or other financial items, discussions of estimated future revenue enhancements and cost savings. These statements also relate to Cott's business strategy, goals and expectations concerning its market position, future operations, margins, profitability, liquidity and capital resources. Generally, words such as "anticipate", "believe", "continue", "could", "estimate", "expect", "intend", "may", "plan", "predict", "project", "should" and similar terms and phrases are used to identify forward-looking statements in this report and in the documents incorporated in this report by reference. These forward-looking statements are made as of the date of this report.

Although Cott believes the assumptions underlying these forward-looking statements are reasonable, any of these assumptions could prove to be inaccurate and, as a result, the forward-looking statements based on those assumptions could be incorrect. Cott's operations involve risks and uncertainties, many of which are outside of its control, and any one or any combination of these risks and uncertainties could also affect whether the forward-looking statements ultimately prove to be correct.

The following are some of the factors that could affect Cott's financial performance, including but not limited to sales, earnings and cash flows, or could cause actual results to differ materially from estimates contained in or underlying the forward-looking statements:

- loss of key customers, particularly Wal-Mart, and the commitment of retailer brand beverage customers to their own retailer brand beverage programs;

- increases in competitor consolidations and other market-place competition, particularly among branded beverage products;

- Cott's ability to identify acquisition and alliance candidates and to integrate into its operations the businesses and product lines that are acquired or allied with;

- Cott's ability to secure additional production capacity either through acquisitions, or third party manufacturing arrangements;

- fluctuations in the cost and availability of beverage ingredients and packaging supplies, and Cott's ability to maintain favorable arrangements and relationships with its suppliers;

- unseasonably cold or wet weather, which could reduce demand for Cott's beverages;

- Cott's ability to protect the intellectual property inherent in new and existing products;

- adverse rulings, judgments or settlements in Cott's existing litigation, and the possibility that additional litigation will be brought against Cott;

- product recalls or changes in or increased enforcement of the laws and regulations that affect Cott's business;

- currency fluctuations that adversely affect the exchange between the U.S. dollar on the one hand and the pound sterling, the Canadian dollar and other currencies on the other;

- changes in interest rates;

- changes in tax laws and interpretations of tax laws;

- changes in consumer tastes and preferences and market demand for new and existing products;

- interruption in transportation systems, labor strikes, work stoppages or other interruptions or difficulties in the employment of labor or transportation in Cott's markets; and

- changes in general economic and business conditions.

Many of these factors are described in greater detail in this report and in Cott's other filings with the SEC. Cott undertakes no obligation to update any information contained in this report or to publicly release the results of any revisions to forward-looking statements to reflect events or circumstances that Cott may become aware of after the date of this report. Undue reliance should not be placed on forward-looking statements.

All future written and oral forward-looking statements attributable to Cott or persons acting on Cott's behalf are expressly qualified in their entirety by the foregoing.

PART I

ITEM 1. BUSINESS

THE COMPANY

Cott Corporation operates in the United States through an indirect wholly owned subsidiary, Cott Beverages Inc., in Canada through the Cott Beverages Canada division, in the United Kingdom through an indirect wholly owned subsidiary, Cott Beverages Ltd, and in Mexico through an indirect 90% owned subsidiary Cott Embotelladores de Mexico S.A. de C.V.

Cott Corporation was incorporated in 1955 and is governed by the Canada Business Corporations Act. Cott's registered Canadian office is located at 333 Avro Avenue, Pointe-Claire, Quebec, Canada H9R 5W3 and its principal executive offices are located at 207 Queen's Quay West, Suite 340, Toronto, Ontario, Canada M5J 1A7.

PRINCIPAL MARKETS AND PRODUCTS

Cott Corporation is the leading supplier of premium quality retailer brand carbonated soft drinks in the United States, Canada and the United Kingdom. Based on industry information, Cott estimates that it produces (either directly or through third party manufacturers with whom Cott has co-packing agreements) approximately 67% of all private label carbonated soft drinks sold in the United States, 40% of those sold in the United Kingdom and 95% of those sold in Canada. In addition to carbonated soft drinks, Cott's product lines include clear, sparkling flavored beverages, juices and juice-based products, bottled water, energy drinks and iced teas. Approximately, 92% of all beverages sold by Cott, excluding concentrates, in the United States, Canada and the United Kingdom are under customer controlled retailer brands, and the remainder are sold under brand names that Cott either owns or licenses from others.

In recent years, Cott has expanded its business through acquisition and growth with key customers. Cott believes that opportunities exist to increase sales of beverages in its markets by leveraging existing customer relationships, obtaining new customers, exploring new channels of distribution and introducing new products.

During the past five years, Cott has expanded and strengthened its production and distribution capabilities in the United States, Canada, United Kingdom and Mexico through a series of acquisitions and investments. The acquisitions and investments were purchased for the aggregate amount of $281.4 million.

RECENT ACQUISITIONS

In December 2003, Cott acquired the retailer brand beverage business of North Carolina's Quality Beverage Brands, L.L.C. ("QBB"). In conjunction with that acquisition, Cott also entered into long-term manufacturing agreements at market rates with Independent Beverage Corporation, an affiliate of QBB. The acquisition is expected to enhance Cott's capabilities and expand its customer base in the Mid-Atlantic region of the United States and as a result Cott expects to add approximately $45 million a year to its sales in the United States, some of which will include sales to new customers.

FINANCIAL INFORMATION ABOUT SEGMENTS

For financial information about segments and geographic areas, see note 23 to the consolidated financial statements, found on pages 86 to 88 of this annual report on Form 10-K.

MANUFACTURING AND DISTRIBUTION

During 2003, approximately 80% of Cott's beverages produced in the United States were manufactured in facilities that are either owned or leased by Cott or by third party manufacturers with whom Cott has long-term co-packing agreements. Cott manufactures virtually all of its Canadian and United Kingdom beverages in facilities that it either owns or leases. Cott relies on third parties to produce and distribute products in areas or markets where it does not have its own production facilities, such as continental Europe, or when additional production capacity is required.

Cott's products are either picked up by customers at Cott's facilities or delivered by Cott, a common carrier, or third party distributors to either the customer's distribution centers or directly to retail locations.

Cott may be liable if the consumption of any of its products causes injury, illness or death. Cott also may be required to recall some of its products if they become contaminated or are damaged or mislabeled. A significant unfavorable product liability judgment or a widespread product recall could have a material adverse effect on the results of operations or cash flows. As of February 29, 2004, Cott was insured against product liability claims with a limitation of $65 million and a $0.2 million deductible per occurrence with an annual aggregate of $0.2 million. Cott is also insured against product recalls with a limitation of $10 million, a $2 million deductible, and a 20% coinsurance provision. Cott believes that its insurance coverage is adequate.

INGREDIENTS AND PACKAGING SUPPLIES

The principal ingredients required to produce Cott's products are concentrate, sweeteners and carbon dioxide. Cott purchases its primary packaging supplies, including polyethylene terephthalate ("PET") bottles, caps and PET preforms, cans and lids, labels, cartons and trays, from outside vendors.

Cott typically enters into annual supply arrangements rather than long-term contracts with its suppliers, which means that Cott's suppliers are obligated to continue to supply it with materials for one-year periods, at the end of which the contracts must either be renegotiated with the incumbent suppliers or Cott would be required to find an alternative source for supply. With respect to some of Cott's key packaging supplies, such as aluminum cans and lids and PET bottles, and some of its key ingredients, such as artificial sweeteners, Cott has entered into long-term supply agreements, the terms of which range from 1 to 5 years, and therefore Cott is assured of a supply of those key packaging supplies and ingredients for a longer period of time. Crown Cork & Seal Company, Inc. ("CCS") supplies Cott with aluminum cans and ends under a five-year contract that expires on December 31, 2006. The contract provides that CCS will supply all of Cott's aluminum can and end requirements worldwide, subject to certain exceptions. The contract contains standard representations, warranties, indemnities and termination events, including termination events related to bankruptcy or insolvency of either party. As with Cott's annual supply contracts, Cott must either renegotiate these long-term supply agreements with the incumbent suppliers when they expire or find alternative sources for supply.

Cott relies upon its ongoing relationships with its key suppliers to support its operations. Cott believes that it will be able to either renegotiate contracts with these suppliers when they expire or, alternatively, if Cott is unable to renegotiate contracts with its key suppliers, Cott believes that it could replace them. However, Cott could incur higher ingredient and packaging supply costs in renegotiating contracts with existing suppliers or replacing those suppliers or Cott could experience temporary dislocations in its ability to deliver products to its customers, either of which could have a material adverse effect on its results of operations.

Cott does not believe that any of the ingredients or packaging supplies that are used to produce or package Cott's products are currently in short supply, although the supply of specific ingredients and packaging supplies could be adversely affected by economic factors such as industry consolidation, energy shortages, governmental controls, labor disputes, weather conditions and other factors.

The majority of Cott's ingredient and packaging supply contracts allow its suppliers to alter the costs they charge Cott for those ingredients and packaging supplies based on changes in the costs of the underlying commodities that are used to produce those ingredients and packaging supplies. Examples of these underlying commodities include resin for PET bottles and preforms and high fructose corn syrup for sweeteners. In addition, the contracts for certain of Cott's ingredients and packaging supplies permit its suppliers to increase the costs they charge Cott based on increases in their cost of converting those underlying commodities into the finished ingredients and packaging supplies that Cott purchases. In certain cases those increases are subject to negotiated limits and in other cases, they are not. These changes in the prices that Cott pays for ingredients and packaging supplies occur at predetermined times that vary by product and supplier, but are principally on semi-annual and annual bases. Accordingly, Cott bears the risk of increases in the costs of these ingredients and packaging supplies, including the underlying costs of the commodities that comprise these ingredients and packaging supplies and, to some extent, the costs of converting those commodities into finished products. Cott does not use derivatives to manage this risk. If the cost of these ingredients or packaging supplies increase, Cott may be unable to pass these costs along to its customers through corresponding or contemporaneous adjustments to the prices it charges. If Cott cannot pass on these costs to its customers, the increases could have a material adverse effect on its results of operations.

TRADE SECRETS, TRADEMARKS AND LICENSES

Cott sells the majority of its beverages to retailer brand customers who own the trademarks associated with those products. Cott is the registered owner of various trademarks which are valuable assets and important to its worldwide business, including Cott(TM) in North America, as well as Stars & Stripes(TM), Vess(TM), Vintage(TM), Top Pop(TM), Clear Choice(TM) and City Club(TM) in the United States and Edge(TM) and Red Rooster(TM) in the U.K. and RC(TM) in more than 100 countries outside of North America. Cott is licensed to use certain trademarks, including Chubby(TM) in Canada and the United States and RC(TM) in certain regions of Canada, and Benshaws(TM) and Carters(TM) in the United Kingdom. Trademarks are generally of indefinite duration and the licenses to which Cott is a party are of varying terms, certain of which are perpetual.

Cott's success depends in part on its intellectual property. Intellectual property includes trade secrets in the form of concentrate formulae for Cott's beverages and trademarks for the names of the beverages Cott sells. Cott either owns the trademarks for the products that it sells or licenses these trademarks from its retailer brand customers and other third parties. To protect this intellectual property, Cott relies principally on contractual restrictions in agreements (such as nondisclosure and confidentiality agreements) with employees, consultants and customers, and on the common law of trade secrets and proprietary "know-how". Cott also emphasizes correct use of its trademarks and will vigorously pursue any party that infringes on its trademarks, using all available legal remedies.

Cott may not be successful in protecting its intellectual property for a number of reasons, including:

- competitors may independently develop intellectual property that is similar to or better than Cott's;

- employees, consultants and customers may not abide by their contractual agreements and the cost of enforcing those agreements may be prohibitive, or those agreements may prove to be unenforceable or more limited than anticipated;

- foreign intellectual property laws may not adequately protect Cott's intellectual property rights; and

- trademarks may be challenged, invalidated or circumvented.

If Cott is unable to protect its intellectual property, it would weaken Cott's competitive position, and it could face significant expense to protect or enforce intellectual property rights.

If Cott is found to infringe on the intellectual property rights of others, it could incur significant damages, be enjoined

from continuing to manufacture, market or use the affected product, or be required to obtain a license to continue manufacturing or using the affected product. A license could be very expensive to obtain or may not be available at all. Similarly, changing products or processes to avoid infringing the rights of others may be costly or impracticable.

Occasionally, third parties may assert that Cott is, or may be, infringing on or misappropriating their intellectual property rights. In these cases, Cott intends to defend against claims or negotiate licenses where it considers these actions appropriate. Intellectual property cases are uncertain and involve complex legal and factual questions. If Cott becomes involved in this type of litigation, it could consume significant resources and divert its attention from business operations.

SEASONALITY OF SALES

Sales of beverages are seasonal, with the highest sales volumes generally occurring in the second and third fiscal quarters, which correspond to the warmer months of the year in Cott's major markets. However, taken as a whole, Cott does not believe that seasonality has a material impact on its business.

CUSTOMERS

A significant portion of Cott's sales are concentrated in a small number of customers. Cott's customers include many large national and regional grocery, mass-merchandise, drugstore, wholesale and convenience store chains in Cott's core markets of the United States, Canada and the United Kingdom. For the year ended January 3, 2004, sales to Wal-Mart Stores, Inc. and its affiliates (collectively, "Wal-Mart") accounted for approximately 42% of total sales. Wal-Mart was the only customer that accounted for more than 10% of Cott's total sales in that period. For the same period, Cott's top ten customers accounted for approximately 71% of its total sales. Cott expects that sales of its products to a limited number of customers will continue to account for a high percentage of sales for the foreseeable future. The loss of Wal-Mart or customers which in the aggregate represent a significant portion of Cott's sales, would have a material adverse effect on Cott's operating results and cash flows.

COMPETITION

The carbonated soft drink category is highly competitive in each region in which Cott competes. The brands owned by the three major national soft drink companies control approximately 81% of the aggregate take-home volume of soft drink sales in the combined U.S., U.K. and Canadian markets. Those companies have significant financial resources, direct store delivery systems, and spend heavily on promotional programs. These factors enable their personnel to visit retailers frequently to sell new items, stock shelves and build displays. In a market that is growing on the order of 1% to 2% on an annual basis, competition for incremental volume is intense.

In addition, Cott faces competition in the U.S. and U.K. from regional soft drink manufacturers who sell aggressively priced brands and, in many cases, also supply private label products. In addition, a number of larger U.S. retailers self-manufacture products for their own needs and consistently approach other retailers seeking additional business.

Generally, carbonated soft drinks compete against all forms of liquid beverages including water, teas, coffees and juice-based beverages for consumers' shopping preferences.

The competitive pressures in the carbonated soft drink industry are significant. However Cott seeks to differentiate itself by offering its customers efficient distribution methods, high quality products, category management strategies, strategies for packaging and marketing and superior service.

RESEARCH AND DEVELOPMENT

Cott maintains a research and development facility in Columbus, Georgia where new beverages are developed and customized. Cott believes that the provision of these services and the expansion of its product lines are key to innovation, and are an important part of its business strategy. During 2003, Cott spent approximately $2.4 million on product research and development, as compared with $2.8 million in 2002 and $1.9 million in 2001. The increase in 2002 resulted primarily from the acquisition in July 2001 of certain assets from Royal Crown Company Inc. ("Royal Crown"). The purchased assets included intellectual property, licenses and permits, equipment, working capital, and the manufacturing facility used by Royal Crown in the production of concentrate. Cott uses the concentrate assets to produce all of its concentrate requirements previously produced for Cott by Royal Crown.

GOVERNMENT REGULATION AND ENVIRONMENTAL MATTERS

Cott's operations and properties are subject to various federal, state, local and foreign laws and regulations.

As a producer of beverages, Cott must comply with production, packaging, quality, labeling and distribution standards in each of the countries where it operates, including, in the United States, those of the federal Food, Drug and Cosmetic Act. Cott is also subject to various federal, state, local and foreign environmental laws and workplace regulations. These laws and regulations include, in the United States, the Occupational Safety and Health Act, the Unfair Labor Standards Act, the Clean Air Act, the Clean Water Act and laws relating to the maintenance of fuel storage tanks.

Cott does not expect any material expenditure in connection with environmental remediation and compliance. However, compliance with, or violation of, future laws or regulations could require material expenditures by Cott or otherwise have a material adverse effect on Cott's business, financial condition and results of operations.

THE ONTARIO ENVIRONMENTAL PROTECTION ACT ("EPA")

EPA regulations provide that a minimum percentage of a bottler's soft drink sales within specified areas in Ontario must be made in refillable containers. To comply with these requirements, Cott and many other industry participants would have to significantly increase sales in refillable containers to a minimum refillable sales ratio of 30%. Cott is not in compliance with these regulations and does not expect to be in the foreseeable future. The regulations have not been actively enforced since 1991 despite the fact that they are still in effect and not amended. Moreover, the Ontario Ministry of the Environment released a report in 1997 stating that these EPA regulations are "outdated and unworkable". However, despite the unworkable nature of the EPA regulations, they have not yet been revoked.

Cott believes that the magnitude of the potential fines that Cott could incur if the Ontario Ministry of the Environment chose to enforce these regulations is such that the costs to Cott of non-compliance could be, although are not contemplated to be, significant. However, management of Cott believes that such enforcement is very remote and, in any event, these regulations are expected to be revoked in the near future given the more recent regulatory activity in this area as described below.

THE BLUE BOX PROGRAM

In December of 2003, the Ontario Ministry of the Environment approved the Blue Box Program, which included provisions regarding industry responsibility for 50% of the net cost of the Program. Generally, the company that owns the intellectual property rights to the brand of a product, or is the licensee of those rights, and that manufactures, packages or distributes a product for sale in Ontario or causes such manufacturing, packaging or distributing of a product in Ontario,

will be liable for the costs under the Program. Cott is not generally the owner of the intellectual property rights to the brands of its products. Rather, Cott generally manufactures, packages and distributes products for and on behalf of third party customers who are the brand owners and Cott does not believe that any costs for which it might be ultimately responsible for would have a material adverse effect on its results of operations.

EMPLOYEES

As of January 3, 2004, Cott had approximately 2,804 employees, of whom an estimated 1,431 were located in the United States, 795 were located in Canada, 361 were located in the United Kingdom and 217 were located elsewhere. Cott has entered into numerous collective bargaining agreements that management believes contain terms that are typical in the beverage industry. As these agreements expire, management believes that they can be renegotiated on terms satisfactory to Cott. Cott considers its relations with employees to be good.

AVAILABLE INFORMATION

Cott's annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to reports filed or furnished pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended, are available free of charge from Cott's website at www.cott.com, when such reports are available on the Securities and Exchange Commission website, www.sec.gov.

ITEM 2. PROPERTIES

Cott operates eight beverage production facilities in the United States, five of which it owns and three of which it leases, as well as the global concentrate manufacturing facility in Columbus, Georgia, which it owns. Cott operates seven beverage production facilities in Canada; five of which it owns and two of which it leases. In the United Kingdom, Cott owns and operates two beverage production facilities. Cott leases and operates one beverage production facility in Mexico. Total square footage of the production facilities operated by Cott is approximately 1,639,690 in the United States, including the concentrate facility; 1,030,467 in Canada; 556,000 in the United Kingdom; and 111,278 in Mexico. Lease terms for non-owned beverage production facilities expire between 2008 and 2017. Cott believes that additional capital spending will be required to meet the increasing sales volume to its customer base and this spending could include production equipment or new facilities if Cott is unable to secure additional production capacity either through acquisitions, or third party manufacturing arrangements.

ITEM 3. LEGAL PROCEEDINGS

In August 1999, Cott was named as a defendant in an action styled North American Container, Inc. v. Plastipak Packaging Inc., et al., filed in the United States District Court for the Northern District of Texas, Dallas Division. The plaintiff, North American Container, Inc., has sued over forty defendants, alleging, among other things, that Cott has infringed on their United States patent relating to plastic containers. The complaint subsequently was amended to include a Reissue Patent based on the original patent in suit. Cott believes, based on the current facts and circumstances of the case, that North American Container's likelihood of success is remote. In addition, Cott is entitled to indemnification for more than 95% of any damages incurred by it in connection with this suit and Cott believes that the party obligated to provide such indemnification has the resources necessary to satisfy such indemnification obligation should damages be awarded against Cott. For these reasons, management believes that the probability that the outcome of this litigation will have a material adverse effect on Cott is remote.

During the last week of February 2004, the district court in which this suit was pending dismissed all of the plaintiff's claims against all of the defendants, including Cott. The district court's decision to dismiss the suit is consistent with Cott's previous determination that the plaintiff's likelihood of success was remote. Although the plaintiff is expected to appeal, given the judgment of the district court, Cott does not believe that the plaintiff will ultimately be successful in this suit.

Cott is engaged in various litigation matters in the ordinary course of its business. Cott believes that the resolution of these matters will not have a material adverse effect on its financial condition and results of operations.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of shareowners during the fourth quarter of 2003.

SUPPLEMENTAL ITEM PART I - EXECUTIVE OFFICERS OF COTT

The following is a list of names and ages of all of Cott's executive officers as of February 29, 2004, and the positions and offices that each of them holds.

NAME AND MUNICIPALITY OF RESIDENCE	OFFICE	AGE	PERIOD SERVED AS OFFICER
Frank E. Weise III..... Vero Beach, Florida	Chairman & Chief Executive Officer	59	1998 to present
John K. Sheppard..... Hillsborough County, Florida	President, Chief Operating Officer & Director	46	2002 to present
Paul R. Richardson..... Sarasota, Florida	Executive Vice-President President, U.S. Operations	47	1994 to present
Mark Benadiba..... Toronto, Ontario	Executive Vice-President Canada & International	50	1990 to present
Raymond P. Silcock..... Loveladies, New Jersey	Executive Vice-President Chief Financial Officer	53	1998 to present
Mark R. Halperin..... Toronto, Ontario	Senior Vice-President, General Counsel & Secretary	46	1995 to present
Colin D. Walker..... London, Ontario	Senior Vice-President, Corporate Resources	46	1998 to present
Catherine M. Brennan..... Toronto, Ontario	Vice-President, Treasurer	46	1999 to present
Tina Dell'Aquila..... Toronto, Ontario	Vice-President, Controller & Assistant Secretary	41	1998 to present
Ivano R. Grimaldi..... Rosemere, Quebec	Vice-President, Global Procurement	46	2000 to present
Edmund P. O'Keeffe..... Toronto, Ontario	Vice-President, Investor Relations & Corporate Development	39	1999 to present
Prem Virmani..... Columbus, Georgia	Vice-President, Technical Services	58	1991 to present

During the last five years, the above persons have been engaged in their principal occupations or in other executive capacities with Cott except as follows:

- prior to January 2002, John K. Sheppard was President and Chief Executive Officer of Service Central Technologies, Inc. and prior to February 2000 was Vice-President, President NW European division and Vice-President, President Central European division of the Coca-Cola Company;

- prior to February 2000, Ivano R. Grimaldi was Cott's Vice-President, Purchasing.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY AND RELATED SHAREOWNER MATTERS

Cott's common shares are listed on the Toronto Stock Exchange under the ticker symbol "BCB", and on the New York Stock Exchange under the ticker symbol "COT". Cott's common shares were first listed on the New York Stock Exchange on July 30, 2002. Prior to July 30, 2002, Cott's common shares had traded on the Nasdaq National Market System under the ticker symbol "COTT".

The tables below show the high and low reported per share sales prices of common shares on the Toronto Stock Exchange (in Canadian dollars) and on the Nasdaq National Market System or the New York Stock Exchange (in U.S. dollars) for the indicated periods of the years ended January 3, 2004 and December 28, 2002.

TORONTO STOCK EXCHANGE (C$)

	2003		2002	
	HIGH	LOW	HIGH	LOW
January 1--March 31	29.45	22.79	30.60	23.15
April 1--June 30	29.62	23.70	33.50	26.37
July 1--September 30	33.00	27.15	29.00	22.20
October 1--December 31	37.10	31.52	30.00	24.25

NASDAQ NATIONAL MARKET SYSTEM/NEW YORK STOCK EXCHANGE (US$)

	2003		2002	
	HIGH	LOW	HIGH	LOW
January 1--March 31	19.10*	15.53*	18.89+	14.54+
April 1--June 30	21.52*	16.33*	21.13+	17.32+
July 1--September 30	23.61*	19.93*	18.27+	14.06*
October 1--December 31	28.32*	23.41*	19.15*	15.28*

+ denotes reported per share sales prices on Nasdaq National Market System

* denotes reported per share sales prices on the New York Stock Exchange

As of February 29, 2004, Cott had 801 shareowners of record. This number was determined from records maintained by Cott's transfer agent and it does not include beneficial owners of securities whose securities are held in the names of various dealers or clearing agencies. The closing sale price of Cott's common shares on February 27, 2004 was C$39.52 on the Toronto Stock Exchange and $29.51 on the New York Stock Exchange.

Cott has not paid cash dividends since June 1998 and it is unlikely that Cott will do so in 2004. There are certain restrictions on the payment of dividends under the credit facility and the indenture governing the 8% senior subordinated notes maturing in 2011. The most restrictive is the quarterly limitation on dividends based on the prior quarter's earnings. Cott currently can pay dividends subject to these limitations but does not intend to do so.

If Cott were to pay dividends to shareowners who are United States persons, those dividends would generally be subject to Canadian withholding tax. Under current Canadian tax law, dividends paid by a Canadian corporation to a nonresident shareowner are generally subject to Canadian withholding tax at a 25% rate. Under the current tax treaty between Canada and the United States, United States residents are eligible for a reduction in this withholding tax rate to 15% (and to 5% for a shareowner who is the beneficial owner of at least 10% of Cott's voting stock). Accordingly, under current tax law, United States resident shareowners of Cott would generally be subject to a Canadian withholding tax at a

15% rate on dividends paid by Cott, provided that they had complied with applicable procedural requirements to claim the benefit of the reduced rate under the tax treaty.

CALCULATION OF AGGREGATE MARKET VALUE OF NON AFFILIATE SHARES

For purposes of calculating the aggregate market value of common shares held by non-affiliates as shown on the cover page of this report, it was assumed that all of the outstanding shares were held by non-affiliates except for outstanding shares held or controlled by the THL Group and Cott's directors and executive officers. This should not be deemed to constitute an admission that any of these parties are, in fact, affiliates of Cott, or that there are not other persons who may be deemed to be affiliates. For further information concerning shareholdings of officers, directors and principal stockholders see Item 12: Security Ownership of Certain Beneficial Owners and Management and Related Shareowner Matters.

ITEM 6. SELECTED FINANCIAL DATA

The following selected financial data reflects the results of operations. This information should be read in conjunction with, and is qualified by reference to "Management's Discussion and Analysis of Financial Conditions and Results of Operations" and the consolidated financial statements and notes thereto included elsewhere in this report. The financial information presented may not be indicative of future performance.

(in millions of U.S. dollars, except per share amounts)	JANUARY 3, 2004(1) (53 WEEKS)	DECEMBER 28, 2002(2) (52 WEEKS)	DECEMBER 29, 2001(3) (52 WEEKS)	DECEMBER 30, 2000(4) (52 WEEKS)	JANUARY 1, 2000(5) (52 WEEKS)
SALES	$ 1,417.8	$ 1,198.6	$ 1,090.1	$ 990.6	$ 993.7
Cost of sales	1,141.0	965.7	902.7	825.5	847.9
Selling, general and administrative	126.1	110.2	94.1	91.3	100.8
Unusual items	1.8	-	-	(2.1)	(1.2)
OPERATING INCOME	148.9	122.7	93.3	75.9	46.2
Income from continuing operations	77.4	48.7	39.9	25.4	21.4
Cumulative effect of changes in accounting principles	-	(44.8)	-	-	(2.1)
Discontinued operations	-	-	-	-	(0.8)
NET INCOME	$ 77.4	$ 3.9	$ 39.9	$ 25.4	$ 18.5
INCOME PER SHARE - BASIC					
Income from continuing operations	$ 1.12	$ 0.75	$ 0.66	$ 0.42	$ 0.35
Cumulative effect of changes in accounting principles	$ -	$ (0.69)	$ -	$ -	$ (0.03)
Discontinued operations	$ -	$ -	$ -	$ -	$ (0.01)
Net income	$ 1.12	$ 0.06	$ 0.66	$ 0.42	$ 0.31
INCOME PER SHARE - DILUTED					
Income from continuing operations	$ 1.09	$ 0.69	$ 0.58	$ 0.38	$ 0.32
Cumulative effect of changes in accounting principles	$ -	$ (0.64)	$ -	$ -	$ (0.03)
Discontinued operations	$ -	$ -	$ -	$ -	$ (0.01)
Net income	$ 1.09	$ 0.06	$ 0.58	$ 0.38	$ 0.28
Total assets	$ 908.8	$ 785.4	$ 1,065.4	$ 621.6	$ 589.6
Current maturities of long-term debt	3.3	16.5	281.8	1.6	1.6
Long-term debt	275.7	339.3	359.5	279.6	322.0
Shareowners' equity	345.1	218.2	197.7	158.5	142.3

Under the 1986 Common Share Option Plan as amended on April 18, 2001, Cott has reserved 12 million shares for future issuance.

(1) During the year Cott acquired the retailer brand business of North Carolina's Quality Beverage Brands, L.L.C.

(2) During the year, Cott acquired Premium Beverage Packers, Inc. and formed a new business in Mexico, Cott Embotelladores de Mexico, S.A. de C.V. During the year Cott adopted SFAS 142, Goodwill and Other Intangible Assets. This change in method of valuing goodwill resulted in a $44.8 million non-cash write down of the U.K. business. The 2002 results have been revised to reflect the implementation of SFAS 145, which no longer allows early debt redemption costs to be recorded as extraordinary items. For additional information about the revision, see note 3 to the consolidated financial statements, found on page 69 of this annual report on Form 10-K.

(3) During the year, Cott acquired certain assets of the Royal Crown Company Inc. and formed a new business with Polar Corp. Current maturities of long-term debt include the 2005 & 2007 Notes repaid on January 22, 2002 from cash held in trust.

(4) During the year, Cott acquired the assets of the private label beverage and the VintageR brand seltzer water businesses of Concord Beverage Company and completed the divestiture of its polyethylene terephthalate preform blow-molding operations. The 2000 results have been revised to reflect the implementation of SFAS 145, which no longer allows early debt redemption costs to be recorded as extraordinary items.

(5) During the year, Cott completed a series of planned divestitures of non-core businesses.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

Cott Corporation is the leading supplier of premium quality retailer brand carbonated soft drinks in the United States, Canada and the United Kingdom. In 2003, Cott reported strong results with a second consecutive year of record sales and earnings and its fifth consecutive year of profitable performance. Cott expanded its business through acquisitions and growth with key customers while continuing to drive margins and cash flow.

Cott's fiscal year ends on the Saturday closest to December 31 each year and, as a result, a 53rd week is included in Cott's fiscal year every five or six years. Cott's 2003 fiscal year, which ended January 3, 2004, consisted of 53 weeks. For the purpose of the discussion below, the year ended January 3, 2004 is referred to as 2003.

Income from continuing operations in 2003 was $77.4 million or $1.09 per diluted share, compared with reported income from continuing operations of $58.3 million or $0.83 per diluted share in 2002. 2002 results were revised to $48.7 million or $0.69 per diluted share to reflect the implementation of SFAS 145, which no longer allows early debt redemption costs to be recorded as extraordinary items.

In 2003, net income was the same as income from continuing operations, $77.4 million or $1.09 per diluted share. In 2002, net income of $3.9 million or $0.06 per diluted share included the impact of the change in the method of valuing goodwill, due to the adoption of SFAS 142. As a result of this change, a charge of $44.8 million or $0.64 per diluted share was incurred in writing down of the goodwill of Cott's U.K. business.

The aggregate cost of Cott's acquisitions and investments in 2003 was $49.8 million. The most significant transaction was the acquisition of the retailer brand beverage business of North Carolina's Quality Beverage Brands, L.L.C.

2003 VERSUS 2002

RESULTS OF OPERATIONS

SALES -Sales in 2003 were $1,417.8 million, an increase of 18% from $1,198.6 million in 2002. Excluding the impact of foreign exchange rates and the 2002 acquisitions of Premium Beverage Packers, Inc. ("Wyomissing") and Cott Embotelladores de Mexico, S.A. de C.V. ("CEMSA"), sales increased 13%. The additional week in 2003 added $20 million dollars in sales. When the extra week of sales is also excluded, sales were up 11% in 2003 as described in detail by business segment below. Total 8oz case equivalent volume was 1,012.5 million cases in 2003. Excluding the impact of acquisitions and concentrate sales, volume was 759.1 million equivalent cases, up 12% compared to the prior year.

In the U.S., sales were $1,016.6 million in 2003, an increase of 17% from 2002. The Wyomissing acquisition occurred in June 2002 and added $20.7 million to sales for the first half of 2003. Excluding this acquisition, sales were up 14%. The growth was driven by increased volume with existing customers and the introduction of new products.

In Canada, sales were $191.0 million in 2003, an increase of 12% in 2003 from $171.2 million in 2002. However, when the impact of foreign exchange rates is excluded, sales in Canada were down 1%. This decrease reflected the difficult competitive environment in the carbonated soft drink industry in Canada.

In the U.K. and Europe, sales were $166.6 million in 2003, an increase of 24% from $134.3 million in 2002. Excluding the impact of the strengthened U.K. pound, sales increased 14% in 2003. New business accounted for about half of the increase and the remaining increase was due to improved service levels with existing customers and warmer than normal summer temperatures.

The International segment includes the Mexican operations, the Royal Crown International division and the business in Asia. Sales by this segment were $42.1 million in 2003, an increase of 107% when compared with sales of $20.3 million in 2002. Excluding the carry-over impact of the acquisitions made in 2002, sales were up 62%. Sales for the Mexican operation were $24.4 million, an increase of $16.5 million when compared to 2002 and accounted for 76% of the increase in International sales. The remainder of the increase was due to increased promotional activities by Royal Crown International.

GROSS PROFIT - Gross profit was 19.5% of sales for 2003 compared with 19.4% in 2002. Higher margins resulted primarily from improved productivity and larger economies of scale, particularly in the U.K. This margin improvement was partially offset by approximately $8.0 million of additional distribution costs incurred in the U.S. during the busy summer season.

Variable costs represented 89% of total cost of sales in 2003. Major elements of these variable costs included ingredients and packaging costs, fees paid to third party manufacturers, distribution costs. About 84% of Cott's beverage products are manufactured in facilities it owns or leases or by third party manufacturers with whom Cott has long-term co-packing agreements.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES ("SG&A") - SG&A was $126.1 million in 2003, up 14% from $110.2 million for 2002. Approximately one third of the increase was due to foreign exchange rate impacts in the U.K. and Canadian business segments, 15% of the increase was due to costs associated with the Wyomissing (U.S.) and Mexico acquisitions and the remaining amount was due to an increase in the number of employees necessary to meet the needs of Cott's growing business. As a percentage of sales, SG&A declined to 8.9% in 2003 from 9.2% in 2002.

UNUSUAL ITEMS - The unusual items of $1.8 million in 2003 includes a provision for a note due from an equity investee.

OTHER EXPENSE (INCOME), NET - Other expense in 2003 was $0.5 million compared to $14.0 million in 2002. This decrease was primarily due to a $14.1 million charge recorded in the first quarter of 2002 relating to the early extinguishment of the 2004 and 2007 notes redeemed in January 2002. Additionally, a gain of $1.3 million on the sale of Cott's remaining interest in Menu Foods Limited was recorded in the second quarter of 2002.

INTEREST EXPENSE - Net interest expense was $27.5 million in 2003, down from $32.9 million in 2002. This decrease was primarily due to lower average debt levels during the year. In addition, in January 2002 Cott paid interest on both the newly issued 2011 notes and on the 2005 and 2007 notes redeemed on January 22, 2002. This double interest payment resulted in an additional charge of $1.4 million.

INCOME TAXES - Cott recorded an income tax provision of $40.1 million in 2003 reflecting an effective tax rate of 34.1%. This compares with $24.4 million, or an effective rate of 33.1%, in 2002. The effective tax rate in 2002 was favorably impacted by a $1.8 million tax recovery from realizing the benefit of a capital loss. In 2003, a rise in Canadian tax rates increased Cott's effective tax rate.

LIQUIDITY AND CAPITAL RESOURCES

FINANCIAL CONDITION - Cash provided by operating activities in 2003 was $93.6 million, after capital expenditures of $49.1 million, as compared to 2002 in which cash provided by operating activities was $49.4 million, after capital expenditures of $41.2 million. Cash from operations was used in 2003 to repay the entire $86.6 million balance of Cott's term loan and $3.6 million of other long term debt to take advantage of lower interest rates available on Cott's revolving credit facility.

INVESTING ACTIVITIES - In December 2003, Cott acquired the retailer brand beverage business of North Carolina's Quality Beverage Brands, L.L.C. ("QBB"). In conjunction with that acquisition, Cott also entered into long-term manufacturing agreements at market rates with Independent Beverage Corporation, an affiliate of QBB. The acquisition and related agreements are expected to enhance Cott's capabilities and to expand its customer base in the Mid-Atlantic region of the United States, and as a result Cott expects to add approximately $45 million a year to its sales in the United States, some of which will include sales to new customers.

Cott believes that there are substantial growth opportunities in Mexico. For that reason, it acquired 90% interest in CEMSA, a Mexican soft drink manufacturer, in 2002. In May 2003, CEMSA acquired a soft drink distribution business from Embotelladora de Puebla, S.A. de C.V. ("EPSA") to expand its business and improve its profitability in Mexico.

In January 2003, Cott acquired the remaining 51% interest in Iroquois West Bottling Ltd. ("Iroquois West"), to strengthen its position in the spring water segment across Canada. Iroquois West is now known as Cott Revelstoke Ltd.

The total cost of these acquisitions and investments in 2003 was $49.8 million. The acquisitions were funded from cash and borrowings on Cott's revolving credit facility.

CAPITAL EXPENDITURES - Capital expenditures were $49.1 million in 2003 as compared with $41.2 million in 2002. Major expenditures in 2003 included $6.1 million for improvements to the Mexico plant and information technology improvements of $11.5 million. In 2003, Cott spent $27.7 million on manufacturing equipment primarily in the U.S. to meet the needs of Cott's growing business.

CAPITAL RESOURCES AND LONG-TERM DEBT - Cott's sources of capital include operating cash flows, short term borrowings under current credit facilities, issuance of public and private debt and issuance of equity securities. Management believes Cott has adequate financial resources to meet its ongoing cash requirements for operations and capital expenditures, as well as its other financial obligations based on its operating cash flows and current available credit.

Cott has a committed senior secured credit facility in the United States and Canada. The credit facility terminates, and the debt under that agreement is due, on December 31, 2005. That facility allows for revolving credit borrowings in a principal amount of up to $100,000,000. This amount was increased on December 23, 2003 from $75,000,000. This facility can be increased by a further $50 million at Cott's option if lenders agree to increase their commitments. As of January 3, 2004, the outstanding amount of revolving credit loans was $63.9 million. Cott Corporation and Cott Beverages Inc. are co-borrowers on the facility, but the debt is guaranteed by most of Cott's U.S. and Canada subsidiaries. The debt and guarantees are secured by substantially all of the assets of the borrowers and the guarantors.

Cott also has outstanding 8% senior subordinated notes, which are due in 2011. As of January 3, 2004, the principal amount of those notes was $275 million. The issuer of the notes is Cott Beverages Inc., but the notes are guaranteed by Cott and most of its U.S. and Canada subsidiaries.

Cott also has a credit facility in the U.K. That facility, which replaced a prior one on February 27, 2003, is a demand facility. This facility is scheduled to terminate December 31, 2004 although demand for payment may be made at any time. Under that facility, Cott U.K. may borrow up to 15 million pounds (U.S. $26.9 million at the January 3, 2004 exchange rate).

Cott's current credit facilities provide maximum credit of $126.9 million. At January 3, 2004, approximately $33.2 million of the senior secured credit facility in the U.S. and Canada and $22.0 million of the U.K. credit facility in the U.K. were available. The weighted average interest rate on outstanding borrowings under the credit facilities was 3.05% as of January 3, 2004. Overdraft borrowings under the U.K. credit facility bear interest at the bank's short term offered rate plus 1.00% except for U.S. dollar borrowings where the margin is currently 0.20%. Term borrowings under this facility include a margin of 0.75%.

Long-term debt as of January 3, 2004 was $279.0 million, compared with $355.8 million at the end of 2002. At January 3, 2004, long-term debt consisted of $269.0 million in 8% senior subordinated notes with a stated face value of $275 million, and $10.0 million of other debt. In 2003, Cott repaid its $86.6 million term bank loan, which reduced its long-term debt repayments in 2004 and 2005 to $3.3 million and $1.1 million, respectively.

The senior secured credit facility and the indenture respecting the 2011 notes contain a number of business and financial covenants and events of default that apply to the borrowers and the restricted subsidiaries. The restricted subsidiaries are, in general, the guarantor subsidiaries organized in Canada and the U.S. Among other events of default or triggers for prepayment in Cott's credit facilities and indenture are: a change of control of Cott in certain circumstances; cross default or cross acceleration to other indebtedness in excess of $10 million; unsatisfied judgments in excess of $10 million; insolvency of Cott or the restricted subsidiaries; and covenant default under the indenture or credit facilities. Some of the more material business and financial covenants are discussed below.

The senior secured credit facility restricts additional indebtedness for subsidiaries to the existing debt and credit facilities, certain intercompany debt, $5.0 million of subordinated debt to unrestricted subsidiaries, $25.0 million of purchase money indebtedness and capital lease obligations, $5.0 million of guarantee obligations and a $10.0 million basket of other additional indebtedness. The senior secured credit facility contains restrictions on investments (including investments in subsidiaries outside of the U.S. or Canada) and acquisitions. In general, individual acquisitions are permitted up to $35.0 million with the aggregate expenditure for all acquisitions limited to $60.0 million in any fiscal year.

There is also a restriction on disposition of assets having a fair market value exceeding $10.0 million in a fiscal year with certain specified exemptions. Restricted payments such as dividends or capital stock purchases are currently limited to 50% of consolidated net income but that amount drops to 25% of consolidated net income if the leverage ratio exceeds 2.0

to 1.0. Capital expenditures in the U.S. and Canada are limited, in the aggregate, to $50.0 million plus a 50% carry forward of the unused current permitted capital expenditures from the prior year.

There are further restrictions in several of the covenants, such as a complete prohibition on paying any dividends, if Cott is in default under the senior secured credit agreement. In addition, many of the covenants effectively limit transactions with Cott's unrestricted subsidiaries or non-guarantor entities. Finally, there are additional business covenants in Cott's U.K. credit facility, but the amounts committed for borrowing under those facilities are immaterial in amount and, therefore, those covenants are not material to Cott's operations.

In addition to business covenants, there are financial covenants in the senior secured credit facility. Since the fourth quarter of 2003, Cott's leverage ratio was required to be no more than 2.5 to 1.0 and that requirement is tightened to 2.25 to 1.0 in the third quarter of 2004 and tightens further to 2.0 to 1.0 in the second quarter of 2005. At the end of 2003, Cott's leverage ratio was 1.74 to 1.0. The senior secured credit facility also has an interest coverage test and a fixed charge test. At the end of 2003 and during 2004, Cott's interest coverage ratio must be at least 3.75 to 1.0 and by the fourth quarter of 2005 it must be at least 4.0 to 1.0. As of January 3, 2004 it was 7.96 to 1.0. Cott's fixed charge coverage ratio had to be at least 1.05 to 1.00 at the end of 2003. That required ratio increases each quarter during 2004 until the required ratio at the end of the year is 1.25 to 1.00. At January 3, 2004, Cott's fixed charge coverage ratio was 5.88 to 1.0.

The indenture for the 2011 notes also has numerous covenants that are applicable to Cott Beverages Inc., Cott and the restricted subsidiaries. Cott can only make restricted payments, such as paying dividends, buying back stock or making certain investments, if its fixed charge coverage ratio is at least 2.0 to 1.0. Even then, Cott can only make those restricted payments in an amount that is no greater than 50% of its consolidated net income subject to certain adjustments. Certain other investments, like those not exceeding $60 million in the aggregate, may be made without satisfying the restricted payments test.

Cott can only incur additional debt or issue preferred stock, other than certain specified debt, if its fixed charge coverage ratio is greater than 2.0 to 1.0. For purposes of the indenture, Cott's fixed charge coverage ratio was 7.11 to 1.0 as of January 3, 2004. Subject to some exceptions, asset sales may only be made where the sale price is equal to the fair market value of the asset sold and Cott receives at least 75% of the proceeds in cash. There are also limitations on what Cott may do with the sale proceeds such that it may be required to pay down debt or reinvest the proceeds in enumerated business uses within a specified period of time. There are further restrictions in several of the covenants, such as a complete prohibition on paying any dividends, if Cott is in default under the indenture. Many of the covenants also effectively limit transactions with Cott's unrestricted subsidiaries or non-guarantor entities. Several of the terms, like restricted payments, are defined differently in the indenture and the senior secured credit facility and certain calculations are made differently in the two agreements.

There are also certain financial covenants in Cott's U.K. facility, but the amounts committed for borrowing under that facility are immaterial in amount and, therefore, those financial covenants are not material to Cott's operations.

Cott believes it has sufficient financial flexibility under the terms of its indebtedness to operate its business as currently planned.

CAPITAL STRUCTURE - In 2003, shareowners' equity increased by $126.9 million from 2002. The following contributed to this increase: net income of $77.4 million, additional share capital of $19.8 million from the exercise of employee stock options, including the related tax benefit, and $29.7 million in favorable foreign currency translation on the net assets of self-sustaining foreign operations all contributed to the increase. The foreign currency translation adjustment resulted from the strengthening of the U.K. pound and the Canadian dollar compared with the U.S. dollar.

DIVIDEND PAYMENTS - No dividends were paid in 2003. Cott does not expect to resume dividend payments to common shareowners in 2004 as it intends to use cash for future growth or debt repayment.

There are certain restrictions on the payment of dividends under Cott's credit facility and 2011 notes indenture. The most restrictive provision is the quarterly limitation of dividends based on the prior quarter's earnings. Cott currently can pay dividends subject to these limitations but does not intend to do so.

CONTRACTUAL OBLIGATIONS - The following chart shows the schedule of future payments under certain contracts, including debt agreements and guarantees, as of January 3, 2004:

	PAYMENTS DUE BY PERIOD				
CONTRACTUAL OBLIGATIONS	TOTAL	LESS THAN 1 YEAR	YEARS 2-3	YEARS 4-5	AFTER 5 YEARS
(in millions)					
2011 notes	$275.0	$ -	$ -	$ -	$ 275.0
Operating leases	34.3	10.1	15.4	6.0	2.8
Other	10.0	3.3	2.2	2.2	2.3
	$319.3	$ 13.4	$17.6	$ 8.2	$ 280.1

CRITICAL ACCOUNTING POLICIES

Note 1 to the consolidated financial statements includes a summary of the
significant accounting policies and estimates used in the preparation of Cott's consolidated financial statements.

Cott's critical accounting policies require management to make estimates and assumptions that affect the reported amounts in the consolidated financial statements and the accompanying notes. These estimates are based on historical experience, the advice of external experts or on other assumptions management believes to be reasonable. Where actuals differ from estimates, revisions are included in the results of the period in which actuals become known. Historically, differences between estimates and actuals have not had a significant impact on Cott's consolidated financial statements.

Critical accounting policies and estimates used to prepare the financial statements are discussed with Cott's Audit Committee as they are implemented and on an annual basis and include the following:

REVENUE RECOGNITION

Cott reports sales when ownership passes to customers for products manufactured in its own plants and/or by third parties. Management regularly evaluates the facts and circumstances in relation to the criteria in the EITF 99-19 and uses its best judgment to determine whether to report sales on a gross or net basis for products manufactured by third parties. Currently, the facts and circumstances surrounding all of Cott's business support the reporting of all sales on a gross basis.

Cott offers sales incentives to certain customers. Cott accounts for these incentives as a reduction from sales. Cott follows the guidance under EITF 01-9 in accounting for sales incentives. Where the incentive has been paid in advance,

Cott amortizes the amount based on expected future sales related to the incentive. Where the incentive is to be paid in arrears, Cott accrues the amount based on expected future sales related to the incentive.

IMPAIRMENT TESTING OF GOODWILL AND INTANGIBLE ASSETS WITH AN INDEFINITE LIFE

With the implementation of SFAS 142 in 2002, goodwill and intangible assets with an indefinite life are no longer amortized, but instead are tested annually for impairment. Any impairment loss is recognized in income. Cott has goodwill of $81.6 million and rights of $80.4 million on its balance sheet at January 3, 2004.

In accordance with SFAS 142, Cott evaluates goodwill for impairment on a reporting unit basis. The evaluation of goodwill for each reporting unit is based upon the following approach. Cott compares the fair value of a reporting unit to its carrying value. Where the carrying value is greater than the fair value, the implied fair value of the reporting unit goodwill is determined by allocating the fair value of the reporting unit to all the assets and liabilities of the reporting unit with any of the remainder being allocated to goodwill. The implied fair value of the reporting unit goodwill is then compared to the carrying value of that goodwill to determine the impairment loss.

Cott measures the fair value of reporting units using discounted future cash flows. Since the business is assumed to continue in perpetuity, the discounted future cash flow includes a terminal value. The long-term growth assumptions incorporated into the discounted cash flow calculation reflect Cott's long-term view of the market and the discount rate is based on Cott's weighted average cost of capital. Each year Cott re-evaluates the assumptions used to reflect changes in the business environment. Based on the evaluation performed this year, Cott's determined that the fair values of its reporting units exceeded their carrying value and that as a result the second step of the impairment test was not required.

Cott's only intangible asset with an indefinite life relates to its 2001 acquisition of intellectual property from Royal Crown Company, Inc. including the right to manufacture Cott concentrates, with all related inventions, processes, technologies, technical and manufacturing information and know-how. There is an indefinite contractual life to Cott's ownership of these rights, and there are no legal, regulatory, contractual, competitive, economic, or other factors that limit the useful life. In accordance with SFAS 142, based on the above factors, the life of the rights is considered to be indefinite and they are not amortized, but are tested annually for impairment. Impairment of an intangible asset with an indefinite life, if any, is determined using the same discounted future cash flow assumptions and model discussed above for goodwill. Cott compares the carrying value of the rights to their fair value and recognizes in income any impairment in value.

OTHER INTANGIBLE ASSETS

Other intangible assets consist principally of customer relationships that arise from acquisitions which amounted to $137.1 million at January 3, 2004. Customer relationships are amortized on a straight-line basis for the period over which Cott expects to receive economic benefits. Cott periodically compares the carrying value of customer relationships by customer to the estimated undiscounted future cash flows of the related business and recognizes any impairment in its income statement. The expected life and value of these intangible assets is based on an evaluation of competitive environment, customer history and future prospects as appropriate.

INCOME TAXES

Cott regularly reviews the recognized and unrecognized deferred income tax assets to determine whether or not a valuation allowance is required. Management believes that virtually all deferred tax assets will be realized as a result of anticipated future taxable income from operations. The loss carry forwards of $19.1 million relate primarily to Canada and a significant change in the volumes or profitability of these operations could affect the realization of the deferred tax assets.

CANADIAN GAAP

Cott makes available to all shareowners consolidated financial statements prepared in accordance with Canadian GAAP and files these financial statements with Canadian regulatory authorities. Results reported under Canadian GAAP may differ from results reported under U.S. GAAP from time to time. Under Canadian GAAP in 2003, Cott reported net income of $77.2 million and total assets of $910.1 million compared to net income and total assets reported under U.S. GAAP of $77.4 million and $908.8 million, respectively. There are no material U.S./Canadian GAAP differences for 2003.

Under Canadian GAAP in 2002, Cott reported net income of $58.8 million and total assets of $787.1 million compared to net income and total assets reported under U.S. GAAP of $3.9 million and $785.4 million, respectively. There were two primary U.S./Canadian GAAP differences for 2002.

First, under Canadian GAAP, the 2005 and 2007 notes were considered discharged on December 21, 2001 when the funds to redeem the notes were transferred to an irrevocable trust. As a result, debt extinguishment costs were recorded in the fourth quarter of 2001 under Canadian GAAP. Under U.S. GAAP, however, the 2005 and 2007 notes were considered discharged on January 22, 2002, and extinguishment costs of $14.1 million, which were $9.6 million after deferred income tax recovery, were recorded in the first quarter of 2002.

Second, under Canadian GAAP, the impairment loss of $44.8 million relating to the change in the method for valuing goodwill is charged to opening retained earnings for the first quarter of 2002. Under U.S. GAAP, the change in accounting principle is recorded as a charge to net income for 2002.

2002 VERSUS 2001

RESULTS OF OPERATIONS

Income from continuing operations in 2002 was reported as $58.3 million or $0.83 per diluted share as compared with $39.9 million or $0.58 per diluted share in 2001. 2002 results were revised to $48.7 million or $0.69 per diluted share to reflect the implementation of SFAS 145, which no longer allows early debt redemption costs to be recorded as extraordinary items. Net income for 2002 was $3.9 million or $0.06 per share after taking into account the change in accounting principle and related charge of $44.8 million for goodwill relating to the U.K.

SALES -Sales in 2002 were $1,198.6 million compared with $1,090.1 million in 2001. Excluding the impact of the acquisitions discussed below and the K-Mart bankruptcy, sales were $1,109.2 million for 2002, an increase of 4% from $1,064.2 million in 2001. Beverage volumes increased in the existing U.S. and Canadian businesses and were partially offset by lower sales in the U.K.

In the U.S., sales of $872.2 million in 2002 increased 12% from $779.4 million in 2001. Of the increased sales, $66.7 million was as a result of the Wyomissing acquisition and NRB business combination. U.S. sales were also impacted by the K-Mart bankruptcy in 2002 as sales to this customer decreased $17.2 million in 2002 compared with 2001. Excluding the impact of Wyomissing, NRB and K-Mart, U.S. sales of $796.8 million were up 6% in 2002 compared with 2001, due principally to increased sales to existing customers.

Sales in Canada of $171.2 million increased 5% from $163.7 million in 2001. Approximately, one third of the increase was driven by increased promotional activities with existing customers, one third by new product launches and retailer brand relaunches and the remainder by expanded spring water business.

Sales in the U.K. & Europe were $134.3 million in 2002, a decrease of 4% from $140.4 million in 2001. Excluding the impact of foreign exchange due to the strengthening U.K. pound in relation to the U.S. dollar, sales decreased 9%. Approximately one quarter of the decrease was due to discontinuing sales of certain products and relationships with certain customers. The remaining decrease was due to more emphasis on national brands by some U.K. retailers.

Sales in the International segment were $20.3 million in 2002 compared with $6.1 million in 2001. The CEMSA acquisition in 2002 contributed $7.9 million to the increase and the remaining increase was due to the Royal Crown acquisition in 2001.

GROSS PROFIT - Gross profit was 19.4% of sales for 2002 compared with 17.2% in 2001. Higher margins resulted primarily from operating efficiency improvements in the U.K., such as reduced usage of external warehousing, improved yields as well as the impact of acquiring the Royal Crown assets. The Royal Crown acquisition had a 1.2 percentage point positive effect on Cott's gross profit margins by significantly reducing concentrate costs. Cott self-manufactures most of its concentrate requirements as a result of this acquisition. The margin improvement from the Royal Crown acquisition was partially offset by the increased interest expense relating to the acquisition. Gross profit was also favorably impacted by the continuous cost improvement programs such as increasing lines speed, ensuring the optimal fill height of bottles, decreasing change over times and improving suppliers' quality, which contributed to operating efficiencies across Cott plants.

Cost of sales was 80.6% of sales in 2002, 2.2 percentage points better than 2001. Variable costs represented about 90% of total cost of sales and fixed costs represented about 10%. Major components of cost of sales included ingredients and packaging costs, fees paid to third party manufacturers, logistics and freight costs and depreciation and amortization. In 2002, about 85% of Cott's beverage products were manufactured in facilities it owns or leases or by third party manufacturers with whom Cott has long-term co-packing agreements.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES ("SG&A") - SG&A was $110.2 million in 2002, up $16.1 million from $94.1 million for 2001. SG&A increased as a percent of sales from 8.6% to 9.2%. Excluding the impact of acquisitions and 2001 goodwill amortization, of $8.7 million and $3.7 million, respectively, SG&A was $101.4 million, an increase of $11.1 million from 2001. Approximately $2.1 million of the increase is due to one-time reorganization charges in the U.K. that were recorded in the first quarter. The remaining increase reflects higher employee costs as headcount was increased to meet current and future growth in the U.S. business, and $2.3 million of incremental information technology spending.

INTEREST EXPENSE - Net interest expense was $32.9 million in 2002 compared with $32.2 million for 2001. Interest on the term loan to finance the Royal Crown acquisition and the NRB business combination resulted in an increase of $3.2 million. The December 2001 refinancing of the 2005 and 2007 notes with 8% senior subordinated notes maturing in 2011 lowered interest expense by $2.2 million. Interest savings in 2002 would have been higher except that Cott had to pay interest for most of the month of January on both the 2011 notes and the 2005 and 2007 notes. The 2005 and 2007 notes were repaid from funds held in trust on January 22, 2002. The refinancing lowered Cott's average interest rate on its high yield notes by one percentage point.

OTHER EXPENSE (INCOME), NET - Other expense in 2002 was $14.0 million compared to income of $2.4 million in 2001. The difference is primarily due to debt extinguishment costs of $14.1 million recorded in the first quarter of 2002 partially offset by a gain on the sale of Cott's remaining interest in Menu Foods Limited recorded in the second quarter of 2002.

INCOME TAXES - Cott recorded an income tax provision of $24.4 million reflecting an effective tax rate of 33.1% as compared with $23.2 million for an effective rate of 36.8% in 2001. The decrease in the effective tax rate in 2002 principally reflects a lower statutory rate in Canada, restructuring of internal debt in the third quarter of the year and realization of the benefit of a capital loss in the first quarter. The 2001 effective tax rate was also lowered as Cott recorded a $4.4 million tax benefit relating to prior period loss carryforwards by decreasing the valuation allowance. Cott expects to be able to utilize prior period tax loss carryforwards as a result of acquisitions made in 2001.

CHANGE IN ACCOUNTING PRINCIPLE - In 2002, Cott adopted SFAS 142 for goodwill and intangibles acquired prior to June 30, 2001. Under this standard, goodwill and intangible assets with indefinite lives are no longer amortized but are subject to annual impairment tests based on fair values rather than net recoverable amount. An impairment test of goodwill was required upon adoption of this standard. Cott completed the impairment test of its reporting units in the first quarter under the new rules and as a consequence recorded a non-cash charge of $44.8 million to write down the entire goodwill of its U.K. business.

CANADIAN GAAP

Under Canadian GAAP in 2002, Cott reported net income of $58.8 million and total assets of $787.1 million compared to the net income and total assets under U.S. GAAP of $3.9 million and $785.4 million, respectively. There were two primary U.S./Canadian GAAP differences for the year ended December 28, 2002 as described in the 2003 Canadian GAAP analysis. In 2001, the primary difference was the treatment of the discharge of the 2005 and 2007 notes as described in the 2003 Canadian GAAP analysis. Under Canadian GAAP in 2001, Cott reported net income of $30.2 million and total assets of $766.6 million compared to net income and total assets under U.S GAAP of $39.9 million and $1,065.4 million.

OUTLOOK

Cott's ongoing focus is to increase sales, market share and profitability for Cott and its customers. While the carbonated soft drink industry continues to experience slow growth, the retailer brand segment is experiencing significant positive growth, especially in the U.S. However, there is intense price competition from heavily promoted global and regional brands in the beverage industry, Cott's major opportunity for growth depends on management's execution of its strategies and on retailers' continued commitment to their retailer brand soft drink programs.

In 2004, Cott intends to continue to strive to expand the business through growing sales with existing customers, the pursuit of new customers and channels and through new acquisitions and alliances. Cott is not able to accurately predict the success or timing of such efforts. As of the date of this report, sales are expected to grow between 10% and 12% for 2004. The majority of this growth is expected to be through existing businesses. Along with sales growth from major customers, management also believes there are significant opportunities for growth in the U.S. market as retailer brand penetration is not currently as high as in other markets. The Canadian division intends to focus on innovation and entry

into new channels. We believe that the U.K. business has stabilized and continued efforts are expected to further improve earnings. We also believe that significant growth opportunities exist in Mexico. Mexico has a population of approximately 100 million and it is second only to the United States in per-capita consumption of soft drinks.

As of the date of this report, Cott expects 2004 earnings per share, on a diluted basis, to rise to between $1.18 and $1.22 and earnings before interest, taxes, depreciation and amortization ("EBITDA") for 2004 to be the following:

	(in millions)
INCOME FROM CONTINUING OPERATIONS	$85 - $88
Depreciation and amortization	$58
Interest expense, net	$30
Income taxes	$45 - $46
EBITDA	$218 - $222

Total capital expenditures for 2004 are expected to be approximately $55.0 million.

EBITDA is defined as earnings from continuing operations before interest, income taxes, depreciation and amortization. Cott uses operating income as its primary measure of performance and cash flow from operations as its primary measure of liquidity. Nevertheless, Cott presents EBITDA in its filings for several reasons. First, Cott uses multiples of EBITDA and discounted cash flows in determining the value of its operations. In addition, Cott uses "cash return on assets," which is a financial measure calculated by dividing Cott's annualized EBITDA by its aggregate operating assets, for the purposes of calculating performance-related bonus compensation for its management employees, because that measure reflects the ability of management to generate cash while preserving assets. Finally, Cott includes EBITDA in its filings because it believes that its current and potential investors use multiples of EBITDA to make investment decisions about Cott. Investors should not consider EBITDA an alternative to net income, nor to cash provided by operating activities nor any other indicator of performance or liquidity, which have been determined in accordance with U.S. or Canadian GAAP. Cott's method of calculating EBITDA may differ from the methods used by other companies and, accordingly, Cott's EBITDA may not be comparable to similarly titled measures used by other companies.

RISKS AND UNCERTAINTIES

We face a number of risks and uncertainties, including the following:

COMPETITIVE ENVIRONMENT - The markets for Cott's products are extremely competitive. In comparison to the major national-brand beverage manufacturers, Cott is a relatively small participant in the industry. Cott faces competition from the national-brand beverage manufacturers in all of its markets and from other retailer-brand beverage manufacturers in the United States and the United Kingdom. If Cott's competitors reduce their selling prices or increase the frequency of their promotional activities in Cott's core markets or if Cott's customers do not allocate adequate shelf space for beverages supplied by Cott, Cott could lose market share or be forced to reduce pricing or increase capital and other expenditures, any of which could adversely affect Cott's profitability.

RELIANCE ON A SMALL NUMBER OF CUSTOMERS - A significant portion of Cott's sales are concentrated in a small number of customers. Cott's customers include many large national and regional grocery, mass-merchandise, drugstore, wholesale and convenience store chains in Cott's core markets of the United States, Canada and the United Kingdom. Sales to Cott's top customer in 2003 and 2002 accounted for 42% and 40%, respectively, of the Company's total sales and sales to the top ten customers were 71% of total sales in 2003 and 2002. Cott expects that sales of its products to a limited

number of customers will continue to account for a high percentage of Cott's sales in the foreseeable future. The loss of any significant customer, or customers which in the aggregate represent a significant portion of Cott's sales, could have a material adverse effect on Cott's operating results and cash flows. At January 3, 2004, Cott has $137.1 million of customer relationships recorded as an intangible asset. The permanent loss of any customer included in the intangible asset will result in an impairment in the value of the intangible asset.

STABILITY OF PROCUREMENT COSTS - The principal ingredients required to produce Cott's products are concentrates, sweeteners and carbon dioxide. Cott makes most of the concentrates it needs using ingredients from third parties and sources the remaining concentrates and other ingredients from outside vendors. Cott's purchases its primary packaging supplies, including polyethylene terephthalate (PET) bottles, caps and PET preforms, cans and lids, labels, cartons and trays, from outside vendors. Cott has a variety of suppliers for many of its materials, and Cott maintains long-standing relationships with many of these suppliers. Cott typically enters into annual supply arrangements rather than long-term contracts with its suppliers, which means that Cott's suppliers are obligated to continue to supply it with materials for one-year periods, at the end of which Cott must either renegotiate the contract with the incumbent supplier or find alternative sources of supply. With respect to some of Cott's key packaging supplies, such as aluminum cans and lids and PET bottles, and some of its key ingredients, such as artificial sweeteners, Cott has entered into long-term supply agreements, the terms of which range from 1 to 5 years, and therefore Cott is assured of a supply of those key packaging supplies and ingredients for a longer period of time. As with Cott's annual supply contracts, Cott must either renegotiate these long-term supply agreements with the incumbent suppliers when they expire or find alternative sources for supply.

Cott relies upon its ongoing relationships with its key suppliers to support its operations. Cott believes that it will be able to either renegotiate contracts with these suppliers when they expire or alternatively, if Cott is unable to renegotiate contracts with its key suppliers, Cott believes that it could replace them. However, Cott could incur higher ingredient and packaging supply costs in renegotiating contracts with existing suppliers or replacing those suppliers or Cott could experience temporary dislocations in its ability to deliver products to its customers, either of which could have a material adverse effect on its results of operations.

COMMODITY PRICES - Cott bears the risk of increasing prices on the ingredients and packaging in its products. The majority of Cott's ingredient and packaging supply contracts allow its suppliers to alter the costs they charge Cott for those ingredients and packaging supplies based on changes in the costs of the underlying commodities that are used to produce those ingredients and packaging supplies, such as resin for PET bottles and high fructose corn syrup. These increases are based on averages of these price increases over various periods of time rather than day-to-day price fluctuations. In addition, the contracts for certain of Cott's ingredients and packaging supplies permit its suppliers to increase the costs they charge Cott based on increases in their cost of converting those underlying commodities into the finished ingredients and packaging supplies that Cott purchases. In certain cases, those increases are subject to negotiated limits and in other cases, they are not. These changes in the prices that Cott pays for ingredients and packaging supplies occur at certain predetermined times that vary by product and supplier, but are principally on semi-annual and annual bases. Accordingly, Cott bears the risk of increases in the costs of these ingredients and packaging supplies, including the underlying costs of the commodities that comprise these ingredients and packaging supplies and, to some extent, the costs of converting those commodities into finished products. Cott does not use derivatives to manage this risk. If the cost of these ingredients or packaging supplies increase, Cott may be unable to pass these costs along to its customers through corresponding or contemporaneous adjustments to the prices it charges, which could have a material adverse effect on its results of operations.

INTEGRATION OF ACQUIRED BUSINESSES - Cott's success depends, in part, on its ability to manage new acquisitions. In recent years, Cott has grown its business and beverage offerings primarily through acquisition of other companies, new product lines and growth with key customers. A part of Cott's strategy is to continue to expand its business through acquisitions and alliances. To succeed with this strategy, Cott must identify appropriate acquisition or strategic alliance

candidates. The success of this strategy also depends on Cott's ability to manage and integrate acquisitions and alliances at a pace consistent with the growth of its business. Cott cannot provide assurance that acquisition opportunities will be available, that we will continue to acquire businesses and product lines or that any of the businesses or product lines that we acquire or align with will be integrated successfully into Cott's business or prove profitable.

PROTECTION OF INTELLECTUAL PROPERTY - Cott possesses certain intellectual property that is important to its business. This intellectual property includes trade secrets, in the form of the concentrate formulae for most of the beverages that Cott produces, and trademarks for the names of the beverages that Cott sells, which are trademarks Cott either owns or licenses from its retailer brand customers and others. Cott's success depends, in part, on its ability to protect its intellectual property.

To protect this intellectual property, Cott relies principally on contractual restrictions in agreements (such as nondisclosure and confidentiality agreements) with employees, consultants and customers, and on common law protections afforded to trade secrets and proprietary "know-how" and the statutory protections afforded to trademarks. In addition, Cott will vigorously pursue any person who infringes on its intellectual property using any and all legal remedies available. Notwithstanding Cott's efforts, it may not be successful in protecting its intellectual property for a number of reasons, including:

- Cott's competitors may independently develop intellectual property that is similar to or better than Cott's;

- employees, consultants and customers may not abide by their contractual agreements and the cost of enforcing those agreements may be prohibitive, or those agreements may prove to be unenforceable or more limited than anticipated;

- foreign intellectual property laws may not adequately protect Cott's intellectual property rights; and

- Cott's intellectual property rights may be successfully challenged, invalidated or circumvented.

If Cott is unable to protect its intellectual property, it would weaken its competitive position and Cott could face significant expense to protect or enforce its intellectual property rights. At January 3, 2004, Cott has $80.4 million of rights recorded as an intangible asset.

FOREIGN EXCHANGE - Cott is exposed to changes in foreign currency exchange rates. Operations outside of the U.S. account for approximately 27% of 2003 sales and 26% of 2002 sales and are concentrated principally in the U.K. and Canada.

Cott translates the revenues and expenses of its foreign operations using average exchange rates prevailing during the period. The effect of foreign currency fluctuation has not been material to its results of operations. Cott's debt instruments (excluding the U.K. credit facility) are denominated in U.S. dollars.

To date, Cott has not entered into foreign exchange contracts to hedge its exposure to foreign exchange rate fluctuations. However, Cott may enter into foreign exchange contracts in the future if the rates become less stable

DEBT OBLIGATIONS AND INTEREST RATES - Cott had a net-debt to net-debt-plus-equity ratio of 49.5% as of January 3, 2004 compared to 63.1% as of December 28, 2002 and is subject to the risks associated with this level of debt.

Cott is exposed to changes in interest rates. At January 3, 2004, none of its outstanding long-term debt is subject to interest at variable rates (2002 - 24%). Cott regularly reviews the structure of its indebtedness and considers changes to its proportion of floating versus fixed rate debt through refinancing, interest rate swaps or other measures in response to the changing economic environment. Historically, Cott has not used derivative instruments to manage interest rate risk. However, in 2004, Cott intends to use derivative instruments to hedge interest rate exposure to achieve an optimal proportion of floating versus fixed rate debt. If Cott fails to manage these derivative instruments successfully, or if Cott is unable to refinance its indebtedness or otherwise increase its debt capacity in response to changes in the marketplace, the expense associated with debt service could increase. This would negatively impact Cott's financial condition.

The information below summarizes Cott's market risks associated with debt obligations as of January 3, 2004. The table presents principal cash flows and related interest rates by year of maturity. Interest rates disclosed represent the actual weighted average rates as of January 3, 2004.

DEBT MATURING IN:	2004	2005	2006	2007	2008	THERE-AFTER	TOTAL	FAIR VALUE
(in millions)								
DEBT								
Fixed rate	$ 3.3	$1.1	$1.1	$1.1	$1.1	$277.3	$285.0	$309.8
Weighted average interest rate for debt maturing	6.3%	5.1%	5.1%	5.1%	5.1%	8.0%	7.9%	

LEGAL MATTERS - EPA regulations provide that a minimum percentage of a bottler's soft drink sales within specified areas in Ontario must be made in refillable containers. To comply with these requirements, Cott and many other industry participants would have to significantly increase sales in refillable containers to a minimum refillable ratio of 30%. Cott is not in compliance with these regulations and does not expect to be in the foreseeable future. The regulations have not been actively enforced since 1991 despite the fact that they are still in effect and not amended. Moreover, the Ontario Ministry of the Environment released a report in 1997 stating that these EPA regulations are "outdated and unworkable". However, despite the unworkable nature of the EPA regulations, they have not yet been revoked.

Cott believes that the magnitude of the potential fines that Cott could incur if the Ontario Ministry of the Environment chose to enforce these regulations is such that the costs to Cott of non-compliance could be, although are not contemplated to be, significant. However, management of Cott believes that such enforcement is very remote and, in any event, these regulations are expected to be revoked in the near future given the more recent regulatory activity in this area as described below.

In December of 2003, the Ontario Ministry of the Environment approved the Blue Box Program, which included provisions regarding industry responsibility for 50% of the net cost of the Program. Generally, the company that owns the intellectual property rights to the brand of a product, or is the licensee of those rights, and that manufactures, packages or distributes a product for sale in Ontario or causes such manufacturing, packaging or distributing of a product in Ontario, will be liable for the costs under the Program. Cott is not generally the owner of the intellectual property rights to the brands of its products. Rather, Cott generally manufactures, packages and distributes products for and on behalf of third party customers who are the brand owners and Cott does not believe that any costs for which it might be ultimately responsible for would have a material adverse effect on its results of operations.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See "Foreign exchange" and "Debt obligations and interest rates", on page 58 of Management's Discussion and Analysis in item 7 above.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

REPORT OF MANAGEMENT

The accompanying consolidated financial statements have been prepared by the management of Cott in conformity with generally accepted accounting principles in the United States to reflect the financial position of Cott and its operating results. Financial information appearing throughout this Annual Report is consistent with that in the consolidated financial statements. Management is responsible for the information and representations in such consolidated financial statements, including the estimates and judgments required for their preparation.

In order to meet its responsibility, management maintains a system of internal controls including policies and procedures designed to provide reasonable assurance that assets are safeguarded and reliable financial records are maintained. Cott has contracted with Deloitte and Touche LLP to provide internal audit services including monitoring and reporting on the adequacy of and compliance with internal controls. The internal audit function reports regularly to the Audit Committee of the Board of Directors and Cott takes such actions as are appropriate to address control deficiencies and other opportunities for improvement as they are identified.

The report of PricewaterhouseCoopers LLP, Cott's independent auditors, covering their audit of the consolidated financial statements, is included in this Annual Report. Their independent audit of Cott's consolidated financial statements includes a review of internal accounting controls to the extent they consider necessary as required by generally accepted auditing standards. Cott used PricewaterhouseCoopers LLP for audit and tax compliance services in 2003 and plans to engage them only to provide these services in the future.

The Board of Directors annually appoints an Audit Committee, consisting of at least three outside directors. The Audit Committee meets with management, internal auditors and the independent auditors to review any significant accounting and auditing matters and to discuss the results of audit examinations. The Audit Committee also reviews the consolidated financial statements, the Report of Independent Auditors and other information in the Annual Report and recommends their approval to the Board of Directors.

/s/ Frank E. Weise III
Frank E. Weise III
Chairman & Chief Executive Officer
March 16, 2004

/s/ Raymond P. Silcock
Raymond P. Silcock
Executive Vice President &
Chief Financial Officer
March 16, 2004

REPORT OF INDEPENDENT AUDITORS

TO THE SHAREOWNERS OF COTT CORPORATION

We have audited the consolidated balance sheets of COTT CORPORATION as of January 3, 2004 and December 28, 2002 and the consolidated statements of income, shareowners' equity and cash flows for each of the three years in the period ended January 3, 2004. These consolidated financial statements are the responsibility of Cott's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards in the United States. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of Cott as of January 3, 2004 and December 28, 2002 and the results of its operations and its cash flows for each of the three years in the period ended January 3, 2004 in conformity with generally accepted accounting principles in the United States.

As discussed in notes 3 and 6 to the consolidated financial statements, Cott adopted Statement of Financial Accounting Standard 145 for reporting of gains and losses from extinguishment of debt on December 29, 2002 and Statement of Financial Accounting Standard 142 for goodwill and other intangibles acquired prior to June 30, 2001 on December 30, 2001.

We reported separately in our report dated January 28, 2004, in accordance with generally accepted auditing standards in Canada, to the shareowners of COTT CORPORATION on consolidated financial statements for each of the three years in the period ended January 3, 2004, prepared in accordance with generally accepted accounting principles in Canada.

/s/ PricewaterhouseCoopers LLP
Chartered Accountants
Toronto, Ontario
January 28, 2004

COTT CORPORATION
CONSOLIDATED STATEMENTS OF INCOME
(in millions of U.S. dollars, except per share amounts)

	FOR THE YEARS ENDED		
	JANUARY 3, 2004	DECEMBER 28, 2002	DECEMBER 29, 2001
SALES	$ 1,417.8	$ 1,198.6	$ 1,090.1
Cost of sales	1,141.0	965.7	902.7
GROSS PROFIT	276.8	232.9	187.4
Selling, general and administrative expenses	126.1	110.2	94.1
Unusual items - note 2	1.8	-	-
OPERATING INCOME	148.9	122.7	93.3
Other expense (income), net - note 3	0.5	14.0	(2.4)
Interest expense, net - note 4	27.5	32.9	32.2
Minority interest	3.2	2.1	0.4
INCOME BEFORE INCOME TAXES AND EQUITY LOSS	117.7	73.7	63.1
Income taxes - note 5	(40.1)	(24.4)	(23.2)
Equity loss	(0.2)	(0.6)	-
INCOME FROM CONTINUING OPERATIONS	77.4	48.7	39.9
Cumulative effect of change in accounting principle, net of tax - note 6	-	(44.8)	-
NET INCOME - note 7	$ 77.4	$ 3.9	$ 39.9
PER SHARE DATA - note 8			
INCOME PER COMMON SHARE - BASIC			
Income from continuing operations	$ 1.12	$ 0.75	$ 0.66
Cumulative effect of change in accounting principle	$ -	$ (0.69)	$ -
Net income	$ 1.12	$ 0.06	$ 0.66
INCOME PER COMMON SHARE - DILUTED			
Income from continuing operations	$ 1.09	$ 0.69	$ 0.58
Cumulative effect of change in accounting principle	$ -	$ (0.64)	$ -
Net income	$ 1.09	$ 0.06	$ 0.58

The accompanying notes are an integral part of these consolidated financial statements.

COTT CORPORATION
CONSOLIDATED BALANCE SHEETS
(in millions of U.S. dollars)

	JANUARY 3, 2004	DECEMBER 28, 2002
ASSETS		
CURRENT ASSETS		
Cash	$ 18.4	$ 3.3
Accounts receivable - note 9	148.8	136.2
Inventories - note 10	94.4	78.0
Prepaid expenses	5.5	7.2
	267.1	224.7
PROPERTY, PLANT AND EQUIPMENT - note 11	314.3	273.0
GOODWILL - note 12	81.6	77.0
INTANGIBLES AND OTHER ASSETS - note 13	245.8	210.7
	$ 908.8	$ 785.4
LIABILITIES		
CURRENT LIABILITIES		
Short-term borrowings - note 14	$ 78.1	$ 21.3
Current maturities of long-term debt - note 15	3.3	16.5
Accounts payable and accrued liabilities - note 16	140.5	130.0
	221.9	167.8
LONG-TERM DEBT - note 15	275.7	339.3
DEFERRED INCOME TAXES - note 5	40.5	33.5
	538.1	540.6
MINORITY INTEREST	25.6	26.6
SHAREOWNERS' EQUITY		
CAPITAL STOCK - note 17		
Common shares - 70,258,831 (2002 - 68,559,035) shares issued	267.9	248.1
RETAINED EARNINGS	83.3	5.9
ACCUMULATED OTHER COMPREHENSIVE INCOME	(6.1)	(35.8)
	345.1	218.2
	$ 908.8	$ 785.4

Approved by the Board of Directors

/s/ Serge Gouin Director /s/ Philip B. Livingston Director

The accompanying notes are an integral part of these consolidated financial statements.

COTT CORPORATION
CONSOLIDATED STATEMENTS OF SHAREOWNERS' EQUITY
(in millions of U.S. dollars)

	NUMBER OF COMMON SHARES (in thousands)	COMMON SHARES	PREFERRED SHARES	RETAINED EARNINGS/ (DEFICIT)	ACCUMULATED OTHER COMPREHENSIVE INCOME	TOTAL EQUITY
Balance at December 30, 2000	59,868	$ 189.1	$ 40.0	$ (37.9)	$ (32.7)	$ 158.5
Options exercised, including tax benefit of $2.3 million - note 18	1,452	10.3	-	-	-	10.3
Comprehensive income - note 7						
Currency translation adjustment	-	-	-	-	(11.0)	(11.0)
Net income	-	-	-	39.9	-	39.9
Balance at December 29, 2001	61,320	199.4	40.0	2.0	(43.7)	197.7
Options exercised, including tax benefit of $2.9 million - note 18	953	8.7	-	-	-	8.7
Conversion of preferred shares into common shares - note 17	6,286	40.0	(40.0)	-	-	-
Comprehensive income - note 7						
Currency translation adjustment	-	-	-	-	7.9	7.9
Net income	-	-	-	3.9	-	3.9
Balance at December 28, 2002	68,559	248.1	-	5.9	(35.8)	218.2
Options exercised, including tax benefit of $7.5 million - note 18	1,700	19.8	-	-	-	19.8
Comprehensive income - note 7						
Currency translation adjustment	-	-	-	-	29.7	29.7
Net income	-	-	-	77.4	-	77.4
Balance at January 3, 2004	70,259	$ 267.9	$ -	$ 83.3	$ (6.1)	$ 345.1

The accompanying notes are an integral part of these consolidated financial statements.

COTT CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions of U.S. dollars)

	FOR THE YEARS ENDED		
	JANUARY 3, 2004	DECEMBER 28, 2002	DECEMBER 29, 2001
OPERATING ACTIVITIES			
Net income	$ 77.4	$ 3.9	$ 39.9
Depreciation and amortization	51.0	44.1	40.2
Amortization of financing fees	1.7	1.7	1.9
Deferred income taxes - note 5	9.6	5.3	9.3
Minority interest	3.2	2.1	0.4
Equity loss	0.2	0.6	-
Non-cash unusual items	1.8	-	-
Gain on disposal of investment	-	(1.3)	-
Cumulative effect of accounting change - note 6	-	44.8	-
Other non-cash items	1.6	5.9	(0.7)
Net change in non-cash working capital - note 19	(3.8)	(16.5)	2.4
Cash provided by operating activities	142.7	90.6	93.4
INVESTING ACTIVITIES			
Additions to property, plant and equipment	(49.1)	(41.2)	(35.8)
Acquisitions and equity investments - note 20	(49.8)	(30.6)	(127.6)
Notes receivable	(2.5)	-	-
Proceeds from disposal of businesses	-	-	3.5
Other	(0.4)	(0.5)	1.3
Cash used in investing activities	(101.8)	(72.3)	(158.6)
FINANCING ACTIVITIES			
Issue of long-term debt	-	1.0	367.4
Decrease (increase) in cash in trust	-	297.3	(297.3)
Payments of long-term debt	(90.2)	(287.2)	(7.2)
Payment of deferred consideration on acquisition	-	(19.5)	-
Short-term borrowings	55.8	(12.9)	(2.5)
Debt issue costs	-	-	(5.0)
Distributions to subsidiary minority shareowner	(4.1)	(3.9)	(0.7)
Issue of common shares	12.3	5.8	8.0
Other	(0.4)	(0.2)	-
Cash provided by (used in) financing activities	(26.6)	(19.6)	62.7
Net cash used in discontinued operations	-	-	(0.6)
Effect of exchange rate changes on cash	0.8	0.7	(0.2)
NET INCREASE (DECREASE) IN CASH	15.1	(0.6)	(3.3)
CASH, BEGINNING OF YEAR	3.3	3.9	7.2
CASH, END OF YEAR	$ 18.4	$ 3.3	$ 3.9

The accompanying notes are an integral part of these consolidated financial statements.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

These consolidated financial statements have been prepared in accordance with United States ("U.S.") generally accepted accounting principles ("GAAP") using the U.S. dollar as the reporting currency, as the majority of Cott's business and the majority of its shareowners are in the United States. Consolidated financial statements in accordance with Canadian GAAP, in U.S. dollars, are available to all shareowners and are filed with various Canadian regulatory authorities.

Comparative amounts in prior years have been reclassified to conform to the financial statement presentation adopted in the current year.

BASIS OF CONSOLIDATION

The financial statements consolidate the accounts of Cott and its wholly-owned and majority-owned subsidiaries where it exercises control over the majority of the voting rights. All significant inter-company accounts and transactions are eliminated upon consolidation.

ESTIMATES

The preparation of these consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

Management has reviewed the current changes in accounting guidance and does not expect any of these changes to have a material impact on Cott.

REVENUE RECOGNITION

Cott recognizes sales at the time ownership passes to the customer. This may be upon shipment of goods or upon delivery to the customer, depending on contractual terms. Sales incentives are deducted in arriving at sales. Sales incentives based on future volume commitments are accrued based on management's best estimates. Shipping and handling costs paid by the customer to Cott are included in revenue.

COSTS OF SALES

Cott records shipping and handling and finished goods inventory costs in cost of sales. Finished goods inventory costs include the cost of direct labor and materials and the applicable share of overhead expense chargeable to production.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

SELLING, GENERAL AND ADMINISTRATION EXPENSES

Cott records all other expenses not charged to production as general and administration expenses.

INVENTORIES

Inventories are stated at the lower of cost, determined on the first-in, first-out method, or net realizable value. Returnable bottles and plastic shells are valued at the lower of cost, deposit value or net realizable value. Finished goods and work-in-process include the cost of raw materials, direct labor and manufacturing overhead costs.

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is stated at the lower of cost less accumulated depreciation or fair value. Depreciation is provided using the straight-line method over the estimated useful lives of the assets as follows:

Buildings	20 to 40 years
Machinery and equipment	7 to 15 years
Furniture and fixtures	3 to 10 years
Computer hardware and software	3 to 5 years
Plates and films	3 years

Cott periodically compares the carrying value of property, plant and equipment to the estimated undiscounted future cash flows that may be generated by the related assets and recognizes in net income any impairment to fair value.

GOODWILL

Goodwill represents the excess purchase price of acquired businesses over the fair value of the net assets acquired. Starting in 2002, Cott does not amortize goodwill. Goodwill was previously amortized over periods not exceeding 40 years. Cott compares the carrying amount of the goodwill to the fair value, at least annually, and recognizes in net income any impairment in value.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

INTANGIBLES AND OTHER ASSETS

Issuance costs for credit facilities and long-term debt are deferred and amortized over the term of the credit agreement or related debt, respectively.

Rights to manufacture concentrate formulas, with all the related inventions, processes and technical expertise, are recorded as intangible assets at the cost of acquisition. The rights are not amortized as their useful lives extend indefinitely. Cott compares the carrying amount of the rights to their fair value, at least annually, and recognizes in net income any impairment in value.

Customer relationships are amortized over periods up to 15 years. Trademarks are recorded at the cost of acquisition and are amortized over 15 years. Cott periodically compares the carrying value of the customer relationships and trademarks to the estimated undiscounted future cash flows that may be generated by the related businesses and recognizes in net income any impairment to fair value.

FOREIGN CURRENCY TRANSLATION

The assets and liabilities of foreign operations, all of which are self-sustaining, are translated at the exchange rates in effect at the balance sheet dates. Revenues and expenses are translated using average exchange rates prevailing during the period. The resulting gains or losses are accumulated in the other comprehensive income account in shareowners' equity.

TAXATION

Cott accounts for income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized based on the differences between the accounting values of assets and liabilities and their related tax bases using currently enacted income tax rates.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amounts reflected in the consolidated balance sheets for cash, receivables, payables, short-term borrowings and long-term debt approximate their respective fair values, except as otherwise indicated.

COMPREHENSIVE INCOME

Comprehensive income is comprised of net income adjusted for changes in the cumulative foreign currency translation adjustment account.

NOTE 2 - UNUSUAL ITEMS

During the year ended January 3, 2004, Cott recorded a charge of $1.8 million primarily relating to a provision for a note due from an equity investee.

NOTE 3 - OTHER EXPENSE (INCOME), NET

	FOR THE YEARS ENDED		
	JANUARY 3, 2004	DECEMBER 28, 2002	DECEMBER 29, 2001
	(in millions of U.S. dollars)		
Foreign exchange loss (gain)	$ 1.2	$ 0.7	$ (2.3)
Costs of extinguishment of debt	-	14.1	-
Gain on disposal of investment in Menu Foods Limited	-	(1.3)	-
Other	(0.7)	0.5	(0.1)
	$ 0.5	$ 14.0	$ (2.4)

In 2002, the Company recorded the $14.1 million loss on early extinguishment of the 2005 and 2007 notes and a related deferred income tax recovery of $4.5 million and classified it as an extraordinary item. In May 2002, the Financial Accounting Standards Board issued SFAS 145 indicating that certain debt extinguishment activities do not meet the criteria for classification as extraordinary items and should no longer be classified as extraordinary items. Cott adopted the standard retroactively in 2003 and reclassified the debt extinguishment costs to other expense (income), net and the related tax effect to income taxes. This restatement lowered income from continuing operations for the year ended December 28, 2002 by $9.6 million or $0.15 per basic share and $0.14 per diluted share, to $48.7 million or $0.75 per basic share and $0.69 per fully diluted share.

NOTE 4 - INTEREST EXPENSE, NET

	FOR THE YEARS ENDED		
	JANUARY 3, 2004	DECEMBER 28, 2002	DECEMBER 29, 2001
	(in millions of U.S. dollars)		
Interest on long-term debt	$ 26.4	$ 31.8	$ 32.5
Other interest expense	1.7	1.7	1.3
Interest income	(0.6)	(0.6)	(1.6)
	$ 27.5	$ 32.9	$ 32.2

NOTE 4 - INTEREST EXPENSE, NET (continued)

Interest paid during the year was approximately $25.9 million ($38.4 million - December 28, 2002; $30.1 million - December 29, 2001).

NOTE 5 - INCOME TAXES

Income (loss) before income taxes and equity loss consisted of the following:

	FOR THE YEARS ENDED		
	JANUARY 3, 2004	DECEMBER 28, 2002	DECEMBER 29, 2001
	(in millions of U.S. dollars)		
Canada	$ 3.6	$ (0.5)	$ 8.3
Outside Canada	114.1	74.2	54.8
	$ 117.7	$ 73.7	$ 63.1

Provision for income taxes consisted of the following:

	FOR THE YEARS ENDED		
	JANUARY 3, 2004	DECEMBER 28, 2002	DECEMBER 29, 2001
	(in millions of U.S. dollars)		
CURRENT			
Canada	$ (0.2)	$ (0.2)	$ (0.3)
Outside Canada	(30.3)	(18.9)	(13.6)
	$ (30.5)	$ (19.1)	$ (13.9)
DEFERRED			
Canada	$ (1.2)	$ (1.5)	$ (1.3)
Outside Canada	(8.4)	(3.8)	(8.0)
	$ (9.6)	$ (5.3)	$ (9.3)
PROVISION FOR INCOME TAXES	$ (40.1)	$ (24.4)	$ (23.2)

Income taxes paid during the year were $21.8 million ($19.0 million - December 28, 2002; $5.7 million - December 29, 2001).

NOTE 5 - INCOME TAXES (continued)

The following table reconciles income taxes calculated at the basic Canadian corporate rates with the income tax provision:

	FOR THE YEARS ENDED		
	JANUARY 3, 2004	DECEMBER 28, 2002	DECEMBER 29, 2001
	(in millions of U.S. dollars)		
Income tax provision based on Canadian statutory rates	$ (42.3)	$ (29.1)	$ (26.0)
Foreign tax rate differential	2.6	1.8	1.8
Manufacturing and processing deduction	0.1	0.2	(0.1)
Decrease (increase) in valuation allowance	(0.6)	-	4.4
Adjustment for change in enacted rates	1.0	0.7	(1.5)
Realization of benefit on carry back of capital loss	-	1.8	-
Non-deductible items	(1.2)	0.8	(1.4)
Other	0.3	(0.6)	(0.4)
Provision for income taxes	$ (40.1)	$ (24.4)	$ (23.2)

During the year ended December 29, 2001, Cott made acquisitions that made it likely that it would utilize all of its tax loss carryforwards. As a result, the valuation allowance was adjusted to recognize the benefit of these loss carryforwards that had not previously been recognized.

Deferred income tax assets and liabilities were recognized on temporary differences between the financial and tax bases of existing assets and liabilities as follows:

	JANUARY 3, 2004	DECEMBER 28, 2002
	(in millions of U.S. dollars)	
DEFERRED TAX ASSETS		
Loss carryforwards	$ 19.1	$ 19.4
Liabilities and reserves	8.6	5.5
Other	2.5	7.3
	30.2	32.2
Valuation allowance	(0.6)	-
	29.6	32.2
DEFERRED TAX LIABILITIES		
Property, plant and equipment	35.4	30.5
Intangible assets	8.3	6.1
Other	26.4	29.1
	70.1	65.7
NET DEFERRED TAX LIABILITY	$ (40.5)	$ (33.5)

NOTE 5 - INCOME TAXES (continued)

As of January 3, 2004, operating loss carryforwards primarily in Canada and the United Kingdom, of $57.0 million are available to reduce future taxable income. These losses expire as follows:

	(in millions of U.S. dollars)
2005	$ 13.6
2006	22.7
2008	6.7
No expiry date	14.0
	$ 57.0

NOTE 6 - CHANGES IN ACCOUNTING PRINCIPLES

In the first quarter of 2002, Cott adopted SFAS No. 142, Goodwill and Other Intangible Assets, for goodwill and other intangibles acquired prior to June 30, 2001. Cott adopted SFAS No. 142 for goodwill and other intangible assets acquired subsequent to June 30, 2001 in 2001. Under this standard, goodwill and intangible assets with indefinite lives are no longer amortized but are subject to an annual impairment test. Other intangible assets continue to be amortized over their estimated useful lives and are also tested for impairment.

Cott completed a goodwill impairment test as of the adoption date for the standard and determined that unamortized goodwill of $44.8 million relating to the United Kingdom and Europe reporting unit was impaired under the new rules. The impairment write down has been recorded as a change in accounting principle. No income tax recovery was recorded on the impairment write down.

The goodwill amortization charged in the consolidated statement of income in the year ended December 29, 2001 was $3.7 million. Excluding amortization of goodwill, income from continuing operations, net income, basic and fully diluted income per share for the year ended December 29, 2001 would have been as follows:

	DECEMBER 29, 2001
	(in millions of U.S. dollars, except per share amounts)
Income from continuing operations	$ 42.7
Net income	42.7
Net income per common share - basic	0.71
Net income per common share - diluted	0.62

NOTE 7 - OTHER COMPREHENSIVE INCOME

	FOR THE YEARS ENDED		
	JANUARY 3, 2004	DECEMBER 28, 2002	DECEMBER 29, 2001
	(in millions of U.S. dollars)		
Net income	$ 77.4	$ 3.9	$ 39.9
Foreign currency translation including $0.4 million impact of wind up of foreign subsidiaries (December 28, 2002 - net of $0.6 million; December 29, 2001 - net of $1.8 million)	29.7	7.9	(11.0)
	$ 107.1	$ 11.8	$ 28.9

NOTE 8 - INCOME PER COMMON SHARE

Basic net income per common share is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted net income per share is calculated using the weighted average number of common shares outstanding adjusted to include the effect that would occur if in-the-money stock options were exercised and preferred shares were converted to common shares.

The following table reconciles the basic weighted average number of shares outstanding to the diluted weighted average number of shares outstanding:

	FOR THE YEARS ENDED		
	JANUARY 3, 2004	DECEMBER 28, 2002	DECEMBER 29, 2001
	(in thousands)		
Weighted average number of shares outstanding - basic	69,389	65,262	60,384
Dilutive effect of stock options	1,607	2,202	2,166
Dilutive effect of second preferred shares	-	3,074	6,286
Adjusted weighted average number of shares outstanding - diluted	70,996	70,538	68,836

At December 28, 2002, options to purchase 1,069,500 shares of common stock at a weighted average exercise price of $30.81 per share were outstanding, but were not included in the computation of diluted net income per share because the options' exercise price was greater than the average market price of the common stock.

NOTE 9 - ACCOUNTS RECEIVABLE

	JANUARY 3, 2004	DECEMBER 28, 2002
	(in millions of U.S. dollars)	
Trade receivables	$ 134.6	$ 125.9
Allowance for doubtful accounts	(6.8)	(3.4)
Other	21.0	13.7
	$ 148.8	$ 136.2

As of January 3, 2004, other receivables include $6.6 million due from an equity investee ($1.1 million - December 28, 2002) and the allowance for doubtful accounts include $2.0 million due from an equity investee.

NOTE 10 - INVENTORIES

	JANUARY 3, 2004	DECEMBER 28, 2002
	(in millions of U.S. dollars)	
Raw materials	$ 37.7	$ 26.6
Finished goods	46.8	41.8
Other	9.9	9.6
	$ 94.4	$ 78.0

NOTE 11 - PROPERTY, PLANT AND EQUIPMENT

	JANUARY 3, 2004			DECEMBER 28, 2002		
	COST	ACCUMULATED DEPRECIATION	NET	COST	ACCUMULATED DEPRECIATION	NET
	(in millions of U.S. dollars)			(in millions of U.S. dollars)		
Land	$ 19.7	$ -	$ 19.7	$ 17.6	$ -	$ 17.6
Buildings	98.5	22.8	75.7	83.7	17.3	66.4
Machinery and equipment	353.2	169.2	184.0	297.9	132.7	165.2
Computer hardware and software	54.2	28.7	25.5	43.3	26.0	17.3
Furniture and fixtures	11.0	8.4	2.6	9.3	6.7	2.6
Plates and film	16.1	9.3	6.8	12.8	8.9	3.9
	$ 552.7	$ 238.4	$ 314.3	$ 464.6	$ 191.6	$ 273.0

NOTE 11 - PROPERTY, PLANT AND EQUIPMENT (continued)

During the year ended January 3, 2004, Cott recorded $9.8 million of property, plant and equipment financed through capital leases.

Depreciation expense for fiscal 2003 was $41.6 million ($35.0 million - December 28, 2002; $30.5 million - December 29, 2001).

NOTE 12 - GOODWILL

	JANUARY 3, 2004	DECEMBER 28, 2002
	(in millions of U.S. dollars)	
Balance at beginning of period	$ 77.0	$ 114.1
Impairment write down on change in accounting principle - note 6	-	(44.8)
	77.0	69.3
Acquisitions - note 20	0.7	7.7
Foreign exchange	3.9	-
Balance at end of period	$ 81.6	$ 77.0

NOTE 13 - INTANGIBLES AND OTHER ASSETS

	JANUARY 3, 2004			DECEMBER 28, 2002		
	COST	ACCUMULATED AMORTIZATION	NET	COST	ACCUMULATED AMORTIZATION	NET
	(in millions of U.S. dollars)			(in millions of U.S. dollars)		
INTANGIBLES						
Not subject to amortization						
Rights	$ 80.4	$ -	$ 80.4	$ 80.4	$ -	$ 80.4
Subject to amortization						
Customer relationships	157.9	20.8	137.1	108.3	13.5	94.8
Trademarks	25.8	5.5	20.3	25.7	3.7	22.0
Other	3.6	0.3	3.3	2.9	0.1	2.8
	187.3	26.6	160.7	136.9	17.3	119.6
	267.7	26.6	241.1	217.3	17.3	200.0
OTHER ASSETS						
Financing costs	5.6	3.9	1.7	5.6	2.3	3.3
Other	3.9	0.9	3.0	7.6	0.2	7.4
	9.5	4.8	4.7	13.2	2.5	10.7
	$ 277.2	$ 31.4	$ 245.8	$ 230.5	$ 19.8	$ 210.7

For the year ended December 28, 2002, other assets include $1.3 million due from an equity investee.

Amortization expense of intangibles was $9.3 million ($8.6 million - December 28, 2002; $5.5 million - December 29, 2001). The estimated amortization expense for intangibles over the next five years is:

	(in millions of U.S. dollars)
2004	$ 12.5
2005	12.5
2006	12.5
2007	12.4
2008	12.4
	$ 62.3

NOTE 14 - SHORT-TERM BORROWINGS

Short-term borrowings include bank overdrafts and borrowings under Cott's credit facilities.

At January 3, 2004, Cott has a committed, revolving, senior secured credit facility of $100.0 million expiring on December 31, 2005. Accounts receivable, inventories and certain personal property of the U.S. and Canadian operations have been pledged as collateral for this facility. As of January 3, 2004, credit of $33.2 million was available. Borrowings under the bank credit facility bear interest at base rate plus 0.50% per annum or LIBOR plus 1.75% per annum. An annual facility fee of 0.5% is payable on the entire line of credit. The weighted average interest rate at January 3, 2004 was 3.2% (5.5% - December 28, 2002) on this short-term credit facility.

Cott also has a $26.9 million ((pound)15.0 million) demand bank credit facility in the U.K. expiring in 2004 with $22.0 million ((pound)12.3 million) available as of January 3, 2004. Borrowings under this facility bear interest at prime plus 1.0% per annum or LIBOR plus 0.75% per annum except for U.S. dollar borrowings, which currently bear interest at the short term offered rate plus 0.20% per annum. The margin on U.S. dollar borrowings can be changed up to 1.0% on one months notice. The interest rate at January 3, 2004 was 1.45%.

NOTE 15 - LONG-TERM DEBT

	JANUARY 3, 2004	DECEMBER 28, 2002
	(in millions of U.S. dollars)	
Senior subordinated unsecured notes at 8% due 2011 (a)	$ 269.0	$ 268.2
Term bank loan at prime plus 1.75% or LIBOR plus 3% with sinking fund payments and due 2006 (b)	-	86.6
Capital leases	7.9	1.0
Other	2.1	-
	279.0	355.8
Less current maturities	(3.3)	(16.5)
	$ 275.7	$ 339.3

NOTE 15 - LONG-TERM DEBT (continued)

(a) The 8% senior subordinated unsecured notes were issued at a discount of 2.75% on December 21, 2001. The fair value of the notes as of January 3, 2004 is estimated to be $299.8 million (December 28, 2002 - $290.1 million). The notes contain a number of financial covenants including limitations on capital stock repurchases, dividend payments and incurrence of indebtedness. Penalties exist if Cott redeems the notes prior to December 15, 2009.

	JANUARY 3, 2004	DECEMBER 28, 2002
	(in millions of U.S. dollars)	
Face value	$ 275.0	$ 275.0
Discount	(6.0)	(6.8)
	$ 269.0	$ 268.2

(b) During 2003 Cott repaid the term loan.

(c) Long-term debt payments required in each of the next five years and thereafter are as follows:

	(in millions of U.S. dollars)
2004	$ 3.3
2005	1.1
2006	1.1
2007	1.1
2008	1.1
Thereafter	277.3
	$ 285.0

NOTE 16 - ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	JANUARY 3, 2004	DECEMBER 28, 2002
	(in millions of U.S. dollars)	
Trade payables	$ 64.3	$ 71.5
Accrued compensation	26.6	18.5
Accrued promotion and rebates	24.2	21.6
Accrued interest	1.2	1.4
Income, sales and other taxes	11.5	6.3
Other accrued liabilities	12.7	10.7
	$ 140.5	$ 130.0

NOTE 17 - CAPITAL STOCK

The authorized capital stock of Cott consists of an unlimited number of common shares and an unlimited number of first and second preferred shares, issuable in series.

PREFERRED SHARES

The Convertible Participating Voting Second Preferred Shares, Series 1 ("second preferred shares") were convertible into that amount of common shares which is determined by dividing a conversion factor in effect at the time of conversion by a conversion value. The initial conversion factor of $10.00 was adjusted semi-annually at the rate of 2.5% for each six-month period, compounded semi-annually, with daily accrual, until July 7, 2002. From and after July 7, 2002 the conversion factor was $12.18. The conversion value was $7.75 and was subject to reduction in certain circumstances. The right of conversion could have been exercised by the preferred shareowners at any time, and by Cott at any time after July 7, 2002 or if the common shares had traded at an average closing price of not less than $13.00 during a consecutive 120 day trading period, prior to July 7, 2002.

Prior to conversion, these second preferred shares carried a cash dividend equal to one-half of the common share cash dividend, if any, on an as converted basis. From and after July 7, 2002, the preferred shareowners would have been entitled to receive a cumulative preferential non-cash paid-in-kind dividend, payable in additional second preferred shares, at the rate of 2.5% for each six months, compounded semi-annually, with daily accrual. The second preferred shares were also entitled to voting rights together with the common shares on an as converted basis.

The 4,000,000 second preferred shares were converted to 6,286,452 common shares on June 27, 2002 using a conversion factor of $12.18 and conversion value of $7.75.

NOTE 18 - STOCK OPTION PLANS

Under the 1986 Common Share Option Plan as amended on April 18, 2001, Cott has reserved 12.0 million common shares for future issuance. Options are granted at a price not less than fair value of the shares on the date of grant.

Options granted prior to April 12, 1996 and all options that were previously granted to employees with six months of service expire after five years and vest at 20% per annum over 4.5 years. Options granted on or after April 12, 1996 but before September 1, 1998 expire after ten years and vest at 25% per annum commencing on the second anniversary date of the grant. Options granted after September 1, 1998 expire after 7 years and vest at 30% per annum on the anniversary date of the grant for the first two years and the balance on the third anniversary date of the grant. Certain options granted under the plan vest monthly over a period of 24 or 36 months. Options granted after July 17, 2001 to the non-management members of the Board of Directors vest immediately. All options are non-transferable.

NOTE 18 - STOCK OPTION PLANS (continued)

Pursuant to the SFAS No. 123, Accounting for Stock-Based Compensation, Cott has elected to account for its employee stock option plan under APB opinion No. 25, Accounting for Stock Issued to Employees. Under this method of accounting, compensation expense is measured as the excess, if any, of the market value of Cott common stock at the award date over the amount the employee must pay for the stock (exercise price). Cott's policy is to award stock options with an exercise price equal to the closing price of Cott's common stock on the Toronto Stock Exchange on the last trading day immediately before the date of award, and accordingly, no compensation expense has been recognized for stock options issued under these plans. Had compensation expense for the plans been determined based on the fair value at the grant date consistent with SFAS No. 123, Cott's net income and income per common share would have been as follows:

	FOR THE YEARS ENDED		
	JANUARY 3, 2004	DECEMBER 28, 2002	DECEMBER 29, 2001
	(in millions of U.S. dollars, except per share amounts)		
NET INCOME (LOSS)			
As reported	$ 77.4	$ 3.9	$ 39.9
Compensation expense	(6.3)	(5.4)	(3.6)
Pro forma	$ 71.1	$ (1.5)	$ 36.3
NET INCOME (LOSS) PER SHARE - BASIC			
As reported	$ 1.12	$ 0.06	$ 0.66
Pro forma	$ 1.02	$ (0.02)	$ 0.60
NET INCOME (LOSS) PER SHARE - DILUTED			
As reported	$ 1.09	$ 0.06	$ 0.58
Pro forma	$ 1.00	$ (0.02)	$ 0.53

The pro forma compensation expense has been tax effected to the extent it relates to stock options granted to employees in jurisdictions where the related benefits are deductible for income tax purposes.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions:

	FOR THE YEARS ENDED		
	JANUARY 3, 2004	DECEMBER 28, 2002	DECEMBER 29, 2001
Risk-free interest rate	3.9% - 4.3%	3.8% - 4.7%	4.4% - 5.5%
Average expected life (years)	4	4	4
Expected volatility	45.0%	45.0%	50.0%
Expected dividend yield	-	-	-

NOTE 18 - STOCK OPTION PLANS (continued)

Option activity was as follows:

	JANUARY 3, 2004		DECEMBER 28, 2002		DECEMBER 29, 2001	
	SHARES	WEIGHTED-AVERAGE EXERCISE PRICE (C$)	SHARES	WEIGHTED-AVERAGE EXERCISE PRICE (C$)	SHARES	WEIGHTED-AVERAGE EXERCISE PRICE (C$)
Balance - at beginning	4,984,340	$16.90	4,752,845	$11.63	5,247,660	$ 9.12
Granted	929,250	$29.95	1,476,000	$28.98	1,346,000	$17.09
Exercised	(1,699,796)	$ 9.51	(952,776)	$ 9.60	(1,451,465)	$ 8.57
Cancelled	(146,640)	$20.10	(291,729)	$12.15	(389,350)	$ 8.15
Balance - at end	4,067,154		4,984,340	$16.90	4,752,845	$11.63
Weighted average fair value of options granted during the year		$12.24		$11.20		$ 8.46

Outstanding options at January 3, 2004 are as follows:

	OPTIONS OUTSTANDING			OPTIONS EXERCISABLE	
RANGE OF EXERCISE PRICES (C$)	NUMBER OUTSTANDING	REMAINING CONTRACTUAL LIFE	WEIGHTED AVERAGE EXERCISE PRICE (C$)	NUMBER EXERCISABLE	WEIGHTED AVERAGE EXERCISE PRICE (C$)
$ 5.95 - $16.10	695,675	3.3	9.37	682,925	9.30
$16.68 - $20.85	1,098,192	4.5	17.15	733,044	17.08
$23.60 - $29.29	651,237	5.6	25.72	321,057	26.57
$31.17 - $33.15	1,622,050	6.0	31.47	227,150	31.77
	4,067,154	5.1	22.90	1,964,176	17.63

NOTE 19 - NET CHANGE IN NON-CASH WORKING CAPITAL

The changes in non-cash working capital components, net of effects of acquisitions and divestitures of businesses and unrealized foreign exchange gains and losses, are as follows:

	FOR THE YEARS ENDED		
	JANUARY 3, 2004	DECEMBER 28, 2002	DECEMBER 29, 2001
	(in millions of U.S. dollars)		
Decrease (increase) in accounts receivable	$ (2.7)	$ (5.4)	$ (12.7)
Decrease (increase) in inventories	(11.0)	(3.5)	1.7
Decrease (increase) in prepaid expenses	(1.0)	0.2	(1.4)
Increase (decrease) in accounts payable and accrued liabilities	10.9	(7.8)	14.8
	$ (3.8)	$ (16.5)	$ 2.4

NOTE 20 - ACQUISITIONS AND EQUITY INVESTMENTS

All acquisitions have been accounted for using the purchase method, and accordingly, the results of operations are included in Cott's consolidated statements of income from the effective dates of purchase, except as otherwise indicated.

The total purchase prices of the acquisitions and equity investments were allocated as follows based on the fair value of the net assets:

	JANUARY 3, 2004	DECEMBER 28, 2002	DECEMBER 29, 2001
	(in millions of U.S dollars)		
Current assets	$ (0.6)	$ 11.8	$ 14.0
Property, plant & equipment	3.6	14.0	5.0
Rights	0.3	-	80.4
Customer relationships	49.7	4.8	54.1
Trademark	-	6.8	-
Goodwill	0.7	7.7	5.2
Other assets	0.2	3.0	-
Equity investments	(1.3)	2.8	-
	52.6	50.9	158.7
Current liabilities	0.4	12.8	2.7
Deferred taxes and other liabilities	2.4	7.1	-
Minority interest	-	0.4	28.4
PURCHASE PRICE	$ 49.8	$ 30.6	$127.6

NOTE 20 - ACQUISITIONS AND EQUITY INVESTMENTS (continued)

YEAR ENDED JANUARY 3, 2004

Effective May 15, 2003, Cott's Mexican subsidiary Cott Embotelladores de Mexico S.A. de C.V. ("CEMSA"), acquired a soft drink distribution business from Embotelladora de Puebla, S.A. de C.V. ("EPSA"). The purchase price was allocated to license and machinery and equipment.

Effective December 19, 2003, Cott acquired the retailer brand beverage business of North Carolina's Quality Beverage Brands, L.L.C. ("QBB"). The assets acquired include customer relationships and certain machinery and equipment. The acquisition is expected to enhance Cott's capabilities and expand its customer base in the Mid-Atlantic region of the United States.

The total purchase price for all acquisitions was $49.8 million, including estimated acquisition costs of $0.6 million and the purchase of the remaining interest in Iroquois West in January 2003. The acquisitions were funded from cash and borrowings on Cott's revolving credit facility.

YEAR ENDED DECEMBER 28, 2002

Effective June 21, 2002, Cott acquired a new venture in Mexico, CEMSA, with EPSA in order to establish manufacturing and marketing capabilities in Mexico. Cott acquired a 90% interest in this new venture. EPSA has the remaining 10% interest. The purchase price was allocated to working capital, machinery and equipment and customer relationships.

Effective June 25, 2002, Cott acquired all of the outstanding capital stock of Premium Beverage Packers, Inc. ("Wyomissing"). Wyomissing's assets included working capital, machinery and equipment, customer relationships, trademarks and goodwill. The acquisition is expected to add manufacturing strength to Cott's growing presence in the Northeast United States.

The total purchase price for both acquisitions was $30.6 million, including estimated acquisition costs of $1.8 million and an equity investment of $1.0 million for a 35% share of a Mexican distribution company before working capital adjustments. The acquisitions were funded from borrowings on Cott's short-term credit facility. The goodwill recognized on the transactions is not deductible for tax purposes.

In January 2002, Cott made equity investments in two spring water companies, Iroquois Water and Iroquois West, totalling $1.8 million to strengthen its position in the spring water segment across Canada.

NOTE 20 - ACQUISITIONS AND EQUITY INVESTMENTS (continued)

YEAR ENDED DECEMBER 29, 2001

Effective July 19, 2001, Cott completed an acquisition of certain assets of Royal Crown Company Inc. ("Royal Crown"). The purchased assets included intellectual property, licenses and permits, equipment, working capital, and the manufacturing facility used by Royal Crown in the production of concentrate. Cott uses the concentrate assets to produce all of its concentrate requirements previously produced for Cott by Royal Crown. In addition, Cott also acquired the Royal Crown international business, which encompasses the Royal Crown branded business outside the United States, Canada, Mexico and certain U.S. territories. The total purchase price was $97.6 million, including acquisition costs of $2.1 million. Cott funded the acquisition with proceeds from the term loan described in note 15.

Of the purchase price, $80.4 million was assigned to the rights to manufacture its concentrates, with all inventions, processes, technologies, technical and manufacturing information and know how related to the manufacture of concentrates. These rights are not subject to amortization. The goodwill recognized on this transaction is expected to be fully deductible for tax purposes.

Effective September 25, 2001, Cott formed a new business with Polar Corp. ("Polar"), the leading independent retailer-brand beverage supplier in New England, to enhance its position and customer base in the northeast United States. Cott invested $30.0 million in cash, including acquisition costs of $0.5 million, in Northeast Retailer Brands LLC ("LLC") through a wholly-owned subsidiary. Cott has a 51% ownership interest in the LLC, and Polar, together with its wholly-owned subsidiary, has a 49% interest.

NOTE 21 - BENEFIT PLANS

Cott maintains primarily defined contribution pension plans covering qualifying employees in the United States, Canada and the United Kingdom. The total expense with respect to these plans was $4.5 million for the year ended January 3, 2004 ($4.2 million - December 28, 2002; $3.3 million - December 29, 2001).

NOTE 22 - COMMITMENTS AND CONTINGENCIES

a) Cott leases buildings, machinery & equipment, computer hardware & software and furniture & fixtures. All contractual increases included in the lease contract are taken into account when calculating the minimum lease payment and recognized on a straight line basis over the lease term. The minimum annual payments under operating leases are as follows:

	(in millions of U.S. dollars)
2004	$ 10.1
2005	8.1
2006	7.3
2007	4.6
2008	1.4
Thereafter	2.8
	$ 34.3

Operating lease expenses were:

	(in millions of U.S. dollars)
Year ended January 3, 2004	$ 13.0
Year ended December 28, 2002	$ 11.9
Year ended December 29, 2001	$ 9.7

b) As of January 3, 2004, Cott had commitments for capital expenditures of approximately $10.7 million and commitments for inventory of approximately $14.2 million.

c) Cott is subject to various claims and legal proceedings with respect to matters such as governmental regulations, income taxes, and other actions arising out of the normal course of business. Management believes that the resolution of these matters will not have a material adverse effect on Cott's financial position or results from operations.

d) Cott has $2.1 million in standby letters of credit outstanding as of January 3, 2004.

NOTE 23 - SEGMENT REPORTING

Cott produces, packages and distributes retailer brand and branded bottled and canned soft drinks to regional and national grocery, mass-merchandise and wholesale chains in the United States, Canada, the United Kingdom & Europe and International. The International segment includes the 2002 Mexican acquisitions and the Royal Crown International business. The concentrate assets and related expenses have been included in the Corporate & Other segment for comparative purposes. The segmented information for prior periods has been restated to conform to the way Cott currently manages its beverage business by geographic segments as described below:

BUSINESS SEGMENTS

FOR THE YEAR ENDED JANUARY 3, 2004	UNITED STATES	CANADA	UNITED KINGDOM & EUROPE	INTERNATIONAL	CORPORATE & OTHER	TOTAL
			(in millions of U.S. dollars)			
External sales	$1,016.6	$191.0	$ 166.6	$42.1	$ 1.5	$1,417.8
Intersegment sales	-	40.8	-	-	(40.8)	-
Depreciation and amortization	33.2	8.1	7.3	0.7	1.7	51.0
Operating income (loss) before unusual items	124.6	19.8	7.7	5.7	(7.1)	150.7
Unusual items	0.2	(2.0)	-	-	-	(1.8)
Property, plant and equipment	169.3	59.1	67.8	9.5	8.6	314.3
Goodwill	49.9	22.0	-	4.6	5.1	81.6
Intangibles and other assets	163.2	(1.0)	-	1.0	82.6	245.8
Total assets	514.9	130.3	126.7	77.6	59.3	908.8
Additions to property, plant and equipment	20.0	4.8	7.4	6.3	10.6	49.1

NOTE 23 - SEGMENT REPORTING (continued)

FOR THE YEAR ENDED DECEMBER 28, 2002	UNITED STATES	CANADA	UNITED KINGDOM & EUROPE	INTERNATIONAL	CORPORATE & OTHER	TOTAL
			(in millions of U.S. dollars)			
External sales	$ 872.2	$171.2	$ 134.3	$ 20.3	$ 0.6	$ 1,198.6
Intersegment sales	0.8	27.6	0.1	-	(28.5)	-
Depreciation and amortization	29.4	6.3	6.7	0.3	1.4	44.1
Operating income (loss)	110.2	17.9	1.8	1.1	(8.3)	122.7
Property, plant and equipment	155.4	43.8	60.7	0.4	12.7	273.0
Goodwill	49.9	17.4	-	4.6	5.1	77.0
Intangibles and other assets	120.9	2.6	0.6	0.9	85.7	210.7
Total assets	452.8	107.9	101.6	61.7	61.4	785.4
Additions to property, plant and equipment	22.8	3.6	2.6	3.4	8.8	41.2

FOR THE YEAR ENDED DECEMBER 29, 2001	UNITED STATES	CANADA	UNITED KINGDOM & EUROPE	INTERNATIONAL	CORPORATE & OTHER	TOTAL
			(in millions of U.S. dollars)			
External sales	$ 779.4	$163.7	$ 140.4	$ 6.1	$ 0.5	$ 1,090.1
Intersegment sales	1.7	16.1	0.6	-	(18.4)	-
Depreciation and amortization	25.0	6.6	7.7	-	0.9	40.2
Operating income (loss)	89.7	17.6	(4.3)	1.0	(10.7)	93.3
Property, plant and equipment	131.7	44.9	59.0	-	11.3	246.9
Goodwill	41.5	17.2	45.1	5.2	5.1	114.1
Intangibles and other assets	117.2	-	1.3	-	91.1	209.6
Total assets	520.0	97.3	145.0	56.3	246.8	1,065.4
Additions to property, plant and equipment	21.9	4.3	4.1	-	5.5	35.8

NOTE 23 - SEGMENT REPORTING (continued)

Intersegment sales and total assets under the Corporate & Other caption include the elimination of intersegment sales, receivables and investments.

For the year ended January 3, 2004, sales to a major customer accounted for 42% (2002 - 40%) of Cott's total sales. Sales to two major customers accounted for 39% and 11%, respectively, of Cott's total sales for the year ended December 29, 2001.

Credit risk arises from the potential default of a customer in meeting its financial obligations with Cott. Concentrations of credit exposure may arise with a group of customers which have similar economic characteristics or that are located in the same geographic region. The ability of such customers to meet obligations would be similarly affected by changing economic, political or other conditions.

Revenues by geographic area are as follows:

	JANUARY 3, 2004	DECEMBER 28, 2002	DECEMBER 29, 2001
	(in millions of U.S. dollars)		
United States	$1,035.8	$ 885.3	$ 785.9
Canada	191.0	171.2	163.7
United Kingdom	160.2	125.6	130.9
Other countries	30.8	16.5	9.6
	$1,417.8	$1,198.6	$1,090.1

Revenues are attributed to countries based on the location of the plant.

Property, plant and equipment, goodwill, and intangibles and other assets by geographic area are as follows:

	JANUARY 3, 2004	DECEMBER 28, 2002
	(in millions of U.S. dollars)	
United States	$ 481.4	$ 426.9
Canada	81.9	71.3
United Kingdom	67.8	61.3
Other countries	10.6	1.2
	$ 641.7	$ 560.7

COTT CORPORATION
QUARTERLY FINANCIAL INFORMATION

	FIRST QUARTER	SECOND QUARTER	THIRD QUARTER	FOURTH QUARTER	TOTAL
YEAR ENDED JANUARY 3, 2004					
Sales	$ 295.3	$ 388.1	$ 389.8	$ 344.6	$ 1,417.8
Cost of sales	238.9	311.2	314.7	276.2	1,141.0
Selling, general and administrative expenses	31.6	32.5	29.1	32.9	126.1
Unusual items	-	(0.8)	-	2.6	1.8
Operating income	24.8	45.2	46.0	32.9	148.9
Net income	$ 10.5	$ 24.6	$ 25.7	$ 16.6	$ 77.4
Per share data:					
Income per common share - basic					
Net income	$ 0.15	$ 0.36	$ 0.37	$ 0.24	$ 1.12
Income per common share - diluted					
Net income	$ 0.15	$ 0.35	$ 0.36	$ 0.23	$ 1.09
YEAR ENDED DECEMBER 28, 2002(1)					
Sales	$ 250.0	$ 329.5	$ 338.8	$ 280.3	$ 1,198.6
Cost of sales	203.9	262.4	272.1	227.3	965.7
Selling, general and administrative expenses	27.7	28.3	27.6	26.6	110.2
Operating income	18.4	38.8	39.1	26.4	122.7
Income (loss) from continuing operations	(2.0)	19.2	19.8	11.7	48.7
Cumulative effect of change in accounting principle	(44.8)	-	-	-	(44.8)
Net income (loss)	$ (46.8)	$ 19.2	$ 19.8	$ 11.7	$ 3.9
Per share data:					
Income (loss) per common share - basic					
Income (loss) from continuing operations	$ (0.03)	$ 0.31	$ 0.29	$ 0.17	$ 0.75
Net income (loss)	$ (0.76)	$ 0.31	$ 0.29	$ 0.17	$ 0.06
Income (loss) per common share - diluted					
Income (loss) from continuing operations	$ (0.03)	$ 0.27	$ 0.28	$ 0.17	$ 0.69
Net income (loss)	$ (0.76)	$ 0.27	$ 0.28	$ 0.17	$ 0.06

(1) In the first quarter of 2002 Cott adopted SFAS 142, Goodwill and Other Intangible Assets. This change in method of valuing goodwill resulted in a $44.8 million non-cash write down of the U.K. business in 2002. For additional information on the write down see note 6 to the consolidated financial statements, found on page 72 of this annual report on Form 10-K. The 2002 results have also been revised to reflect the implementation of SFAS 145, which no longer allows early debt redemption costs to be recorded as extraordinary items. For additional information about the revision, see note 3 to the consolidated financial statements, found on page 69 of this annual report on Form 10-K.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Cott's Chief Executive Officer and Chief Financial Officer have concluded that its disclosure controls and procedures (as defined in Exchange Act Rules 13a-14(c) and 15d - 14(c)) are effective, based on their evaluation of these controls and procedures as of the end of the period covered by this report. There have been no significant changes in Cott's internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS

The information required by this item regarding directors is incorporated by reference to, and will be contained in, the "Proposal No. 1 - Nominees for Election to the Board of Directors" section of the definitive proxy statement for the 2004 Annual and Special Meeting of Shareowners, which will be filed within 120 days after January 3, 2004. The information required by this item regarding audit committee financial expert disclosure is incorporated by reference to, and will be contained in, the "Proposal No. 2 - Appointment of Auditors" section of the definitive proxy statement for the 2004 Annual and Special Meeting of Shareowners. The information required by this item regarding executive officers appears as the Supplementary Item in Part I.

The audit committee of Cott's board of directors is an "audit committee" for the purposes of Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended. The members of the audit committee are Philip B. Livingston (Chairman), W. John Bennett and Serge Gouin.

Cott has adopted a Code of Ethics applicable to its chief executive officer, chief financial officer and principal accounting officer and certain other employees. Cott intends to disclose any amendment to, or waiver from, any provision of the code by posting such information on its Internet website, www.cott.com.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

The information required by this item is incorporated by reference to, and will be contained in, the "Section 16(a) Beneficial Ownership Reporting Compliance" section of the definitive proxy statement for the 2004 Annual and Special Meeting of Shareowners, which will be filed within 120 days after January 3, 2004.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item is incorporated by reference to, and will be contained in, the "Executive Compensation" section of the definitive proxy statement for the 2004 Annual and Special Meeting of Shareowners, which will be filed within 120 days after January 3, 2004.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREOWNER MATTERS

The information required by this item is incorporated by reference to, and will be contained in, the " Principal Shareowners," the "Security Ownership of Directors and Officers" and "Executive Compensation - Equity Compensation Plan Information" sections of the definitive proxy statement for the 2004 Annual and Special Meeting of Shareowners, which will be filed within 120 days after January 3, 2004.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The information required by this item is incorporated by reference to, and will be contained in, the "Proposal No.1 - Nominees for Election to the Board of Directors - Certain Relationships and Related Transactions" section of the definitive proxy statement for the 2004 Annual and Special Meeting of Shareowners, which will be filed within 120 days after January 3, 2004.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item is incorporated by reference to, and will be contained in, the "Proposal No. 2 - Appointment of Auditors" section of the definitive proxy statement for the 2004 Annual and Special Meeting of Shareowners.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

1. FINANCIAL STATEMENTS:

The consolidated financial statements are included in Item 8 of this annual report on Form 10-K.

2. FINANCIAL STATEMENT SCHEDULES:

Report of Independent Auditors

Schedule II -- Valuation and Qualifying Accounts

Schedule III -- Consolidating Financial Statements

All other schedules called for by the applicable SEC accounting regulations are not required under the related instructions or are inapplicable and, therefore, have been omitted.

3. EXHIBITS:

NUMBER	DESCRIPTION
2.1+	Asset Purchase Agreement by and between Concord Beverage Company and Concord Beverage LP, dated as of October 18, 2000 (incorporated by reference to Exhibit 2.1 to Cott's Form 8-K dated as of October 18, 2000).
2.2+	Agreement of Sale by and between Concord Beverage Company and Concord Beverage LP, dated as of October 18, 2000 (incorporated by reference to Exhibit 2.2 to Cott's Form 8-K dated as of October 18, 2000).
2.3	Acquisition Agreement, dated November 20, 1997, among Cott UK Limited, Cott Corporation and the several persons listed in Schedule 1 to the Agreement relating to the acquisition of Hero Drinks Group (U.K.) Limited (incorporated by reference to Exhibit 10.2 to Cott's Form 10-K dated March 31, 2000).
2.4	(*) Asset Acquisition and Facility Use Agreement, dated April 13, 2000, between BCB USA Corp. (since renamed "Cott Beverages Inc.") and Schmalbach-Lubeca Plastic Containers USA, Inc. relating to the sale of the PET preform blow molding operation (incorporated by reference to Exhibit 10.1 to Cott's Form 10-Q dated May 16, 2000).
2.5+	(*) Asset Purchase Agreement by and among Royal Crown Company, Inc., Cott Corporation and BCB USA Corp. (since renamed "Cott Beverages Inc.") dated as of June 13, 2001 (incorporated by reference to Exhibit 2.1 to Cott's Form 8-K dated July 19, 2001).
3.1	Articles of Incorporation of Cott (incorporated by reference to Exhibit 3.1 to Cott's Form 10-K dated March 31, 2000).
3.2	By-laws of Cott (incorporated by reference to Exhibit 3.2 to Cott's Form 10-K dated March 8, 2002).

NUMBER	DESCRIPTION
4.1	Subscription Agreement dated as of June 12, 1998 for Cott's (as issuer) Convertible Participating Voting Second Preferred Shares, Series 1 (incorporated by reference to Exhibit 4.2 to Cott's Form 10-K dated March 31, 2000).
4.2	Letter Agreement dated as of November 3, 1999, regarding standstill provisions between Cott and the Thomas H. Lee Company (incorporated by reference to Exhibit 4.3 to Cott's Form 10-K dated March 31, 2000).
4.3	Indenture dated as of December 21, 2001, between Cott (as issuer) and HSBC Bank USA (as trustee) (incorporated by reference to Exhibit 4.3 to Cott's Form 10-K dated March 8, 2002).
4.4	Registration Rights Agreement dated as of December 21, 2001, among Cott Beverages Inc., the Guarantors named therein and Lehman Brothers Inc., BMO Nesbitt Burns Corp. and CIBC World Markets Corp. (incorporated by reference to Exhibit 4.4 to Cott's Form 10-K dated March 8, 2002).
10.1	(*) Termination Agreement, dated November 1, 1999, between Cott Beverages USA, Inc. (now "Cott Beverages Inc.") and Premium Beverages Packers, Inc, (incorporated by reference to Exhibit 10.1 to Cott's Form 10-K dated March 31, 2000).
10.2	(*) Supply Agreement, dated December 21, 1998, between Wal-Mart Stores, Inc. and Cott Beverages USA, Inc. (now "Cott Beverages Inc.") (incorporated by reference to Exhibit 10.3 to Cott's Form 10-K dated March 31, 2000).
10.3	(**) Employment Agreement of Frank E. Weise III dated June 11, 1998 (incorporated by reference to Exhibit 10.5 to Cott's Form 10-K dated March 31, 2000), as amended July 3, 2001 (incorporated by reference to Exhibit 10.2 of Cott's Form 10-Q for the period ended June 30, 2001), as amended and restated as of December 10, 2002 (incorporated by reference to Exhibit 10.3 to Cott's Form 10-K dated March 5, 2003).
10.4	(**) Employment Agreement of Mark Benadiba dated October 15, 2003 (incorporated by reference to Exhibit 10.1 to Cott's Form S-3 filed on January 22, 2004).
10.5	(**) Employment Agreement of Paul R. Richardson dated August 23, 1999 (incorporated by reference to Exhibit 10. 8 to Cott's Form 10-K dated March 31, 2000), as amended February 18, 2002 (incorporated by reference to Exhibit 10.5 to Cott's Form 10-K dated March 8, 2002); as amended effective July 18, 2003 (incorporated by reference to Exhibit 10.2 of Cott's Form S-3 filed on January 22, 2004).
10.6	(**) Employment Agreement of Raymond P. Silcock dated August 17, 1998 (incorporated by reference to Exhibit 10.9 to Cott's Form 10-K dated March 31, 2000).
10.7	(**) Employment Agreement of John K. Sheppard dated December 21, 2001 (incorporated by reference to Exhibit 10.7 to Cott's Form 10-K dated March 5, 2003) as amended effective July 18, 2003 (incorporated by reference to Exhibit 10.3 of Cott's Form S-3 filed on January 22, 2004).

NUMBER	DESCRIPTION
10.8	(**) Amended 1999 Executive Incentive Share Compensation Plan effective January 3, 1999 (incorporated by reference to Exhibit 10.6 to Cott's Form 10-K dated March 7, 2001).
10.9	(**) 2000 Executive Incentive Share Compensation Plan Effective January 2, 2001 (incorporated by reference to Exhibit 10.6 to Cott's Form 10-K dated March 7, 2001).
10.10	(**) 2001 Executive Incentive Share Compensation Plan Effective January 2, 2002 (incorporated by reference to Exhibit 10.10 to Cott's Form 10-K dated March 8, 2002).
10.11	(**) 2002 Executive Incentive Share Compensation Plan effective January 2, 2003 (incorporated by reference to Exhibit 10.11 to Cott's Form 10-K dated March 17, 2003).
10.12	(**) Second Canadian Employee Share Purchase Plan effective January 2, 2001 (incorporated by reference to Exhibit 10.6 to Cott's Form 10-K dated March 7, 2001).
10.13	(*) Credit Agreement dated as of July 19, 2001 between BCB USA Corp. (since renamed "Cott Beverages Inc."), Cott Corporation and the several lenders, Lehman Brothers Inc., First Union National Bank, Bank of Montreal and Lehman Commercial Paper, Inc. (incorporated by reference to Exhibit 10.1 to Cott's Form 8-K dated July 19, 2001), as amended December 13, 2001 and December 19, 2001 (incorporated by reference to Exhibit 10.13 to Cott's Form 10-K dated March 8, 2002).
10.14	(*) Supply Agreement executed November 11, 2003, effective January 1, 2002 between Crown Cork & Seal Company, Inc. and Cott Corporation (incorporated by reference to Exhibit 14.1 to Cott's Form 10-Q for the quarter ended September 27, 2003).
10.15	(**) Share Purchase Plan for Non-employee Directors effective November 1, 2003 (filed herewith).
13.1	Annual Report to Shareowners for the year ended January 3, 2004 (filed herewith).
14.1	Code of ethics (filed herewith).
21.1	List of Subsidiaries of Cott (filed herewith).
23.1	Consent of Independent Auditors (filed herewith).
31.1	Certification of the chairman, and chief executive officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002 for the year ended January 3, 2004.
31.2	Certification of the executive vice-president and chief financial officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002 for the year ended January 3, 2004.
32.1	Certification of the chairman, and chief executive officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002 for the year ended January 3, 2004.
32.2	Certification of the executive vice-president and chief financial officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002 for the year ended January 3, 2004.

+ In accordance with Item 601(b)(2) of Regulation S-K, the exhibits to this Exhibit have been omitted and a list briefly describing those exhibits is contained in the Exhibit. The Registrant will furnish a copy of any omitted exhibit to the Commission upon request.

(*) Document is subject to request for confidential treatment.

(**) Indicates a management contract or compensatory plan.

4. REPORTS ON FORM 8-K

Cott filed a Current Report on Form 8-K, dated October 16, 2003, furnishing a press release announcing its financial results for the three and nine month periods ending September 27, 2003.

Cott filed a Current Report on Form 8-K, dated January 29, 2004, furnishing a press release that announced its financial results for the year ended January 3, 2004.

REPORT OF INDEPENDENT AUDITORS ON FINANCIAL STATEMENT SCHEDULES

To the Board of Directors of
COTT CORPORATION

Our audits of the consolidated financial statements referred to in our report dated January 28, 2004 appearing on page 61 of this annual report on Form 10-K also included an audit of the financial statement schedules listed in Item 15(2) of this Form 10-K. In our opinion, these financial statement schedules present fairly, in all material respects, the information set forth therein when read in conjunction with the consolidated financial statements.

/s/ PricewaterhouseCoopers LLP

Chartered Accountants
Toronto, Ontario
January 28, 2004

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COTT CORPORATION

/s/ Frank E. Weise III

Frank E. Weise III

Chairman and Chief Executive Officer

Date: March 16, 2004

Pursuant to the requirements of Section 13 or 15(d) the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

/s/ Frank E. Weise III --- Frank E. Weise III	Chairman and Chief Executive Officer (Principal Executive Officer)	Date: March 16, 2004
/s/ John K. Sheppard --- John K. Sheppard	President, Chief Operating Officer and Director	Date: March 16, 2004
/s/ Raymond P. Silcock --- Raymond P. Silcock	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	Date: March 16, 2004
/s/ Tina Dell'Aquila --- Tina Dell'Aquila	Vice President, Controller and Assistant Secretary (Principal Accounting Officer)	Date: March 16, 2004
/s/ Serge Gouin --- Serge Gouin	Director	Date: March 15, 2004

/s/ Colin J. Adair Colin J. Adair	Director	Date: March 15, 2004
/s/ John Bennett W. John Bennett	Director	Date: March 15, 2004
/s/ Hunter Boll C. Hunter Boll	Director	Date: March 15, 2004
/s/ Thomas Hagerty Thomas M. Hagerty	Director	Date: March 16, 2004
/s/ Stephen H. Halper Stephen H. Halperin	Director	Date: March 15, 2004
/s/ David V. Harkins David V. Harkins	Director	Date: March 15, 2004
/s/ Philip B. Livingston Philip B. Livingston	Director	Date: March 15, 2004
/s/ Christine A. Magee Christine A. Magee	Director	Date: March 15, 2004
/s/ Donald G. Watt Donald G. Watt	Director	Date: March 15, 2004

SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS

YEAR ENDED JANUARY 3, 2004

DESCRIPTION	BALANCE AT BEGINNING OF YEAR	CHARGED TO COSTS AND EXPENSES	CHARGED TO OTHER ACCOUNTS	DEDUCTION	BALANCE AT END OF YEAR
RESERVES DEDUCTED IN THE BALANCE SHEET FROM THE ASSETS TO WHICH THEY APPLY					
Allowances for losses on:					
Accounts receivables	$ (3.4)	$ (3.6)	$ (0.7)	$ 0.9	$ (6.8)
Inventories	(6.7)	(0.6)	(1.3)	1.4	(7.2)
Intangibles and other assets	(1.1)	-	0.5	-	(0.6)
	$ (11.2)	$ (4.2)	$ (1.5)	$ 2.3	$ (14.6)

YEAR ENDED DECEMBER 28, 2002

DESCRIPTION	BALANCE AT BEGINNING OF YEAR	CHARGED TO COSTS AND EXPENSES	CHARGED TO OTHER ACCOUNTS	DEDUCTION	BALANCE AT END OF YEAR
RESERVES DEDUCTED IN THE BALANCE SHEET FROM THE ASSETS TO WHICH THEY APPLY					
Allowances for losses on:					
Accounts receivables	$ (5.1)	$ (1.6)	$ 1.3	$ 2.0	$ (3.4)
Inventories	(6.1)	(1.5)	-	0.9	(6.7)
Intangibles and other assets	(1.1)	-	-	-	(1.1)
	$ (12.3)	$ (3.1)	$ 1.3	$ 2.9	$ (11.2)

YEAR ENDED DECEMBER 29, 2001

DESCRIPTION	BALANCE AT BEGINNING OF YEAR	CHARGED TO COSTS AND EXPENSES	CHARGED TO OTHER ACCOUNTS*	DEDUCTION	BALANCE AT END OF YEAR
RESERVES DEDUCTED IN THE BALANCE SHEET FROM THE ASSETS TO WHICH THEY APPLY					
Allowances for losses on:					
Accounts receivables	$ (3.3)	$ (0.2)	$ (2.6)	$ 1.0	$ (5.1)
Inventories	(5.1)	(1.9)	-	0.9	(6.1)
Intangibles and other assets	(1.1)	-	-	-	(1.1)
Deferred income taxes	(10.1)	5.3	-	4.8	-
	$ (19.6)	$ 3.2	$ (2.6)	$ 6.7	$(12.3)

* includes $(2.9) million from acquisitions

SCHEDULE III -- CONSOLIDATING FINANCIAL STATEMENTS

Cott Beverages Inc., a wholly owned subsidiary of Cott, has entered into financing arrangements that are guaranteed by Cott and certain other wholly owned subsidiaries (the "Guarantor Subsidiaries"). Such guarantees are full, unconditional and joint and several.

The following supplemental financial information sets forth on an unconsolidated basis, balance sheets, statements of income and cash flows for Cott Corporation, Cott Beverages Inc., Guarantor Subsidiaries and Cott's other subsidiaries (the "Non-guarantor Subsidiaries"). The balance sheets, statements of income and cash flows for Cott Beverages Inc. have been adjusted retroactively to include Concord Beverage Company, Concord Holdings GP and Concord Holdings LP that were amalgamated with Cott Beverages Inc. on December 29, 2001. The supplemental financial information reflects the investments of Cott and Cott Beverages Inc. in their respective subsidiaries using the equity method of accounting.

COTT CORPORATION
CONSOLIDATING STATEMENTS OF INCOME

(in millions of U.S. dollars)

	FOR THE YEAR ENDED JANUARY 3, 2004					
	COTT CORPORATION	COTT BEVERAGES INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	ELIMINATION ENTRIES	CONSOLIDATED
SALES	$ 231.6	$ 937.6	$ 42.4	$ 255.8	$ (49.6)	$ 1,417.8
Cost of sales	189.2	744.8	37.3	219.3	(49.6)	1,141.0
GROSS PROFIT	42.4	192.8	5.1	36.5	-	276.8
Selling, general and administrative expenses	35.2	63.5	5.2	22.2	-	126.1
Unusual item	2.0	(0.2)	-	-	-	1.8
OPERATING INCOME (LOSS)	5.2	129.5	(0.1)	14.3	-	148.9
Other expense (income), net	0.7	4.5	(5.4)	0.7	-	0.5
Interest expense (income), net	(0.2)	32.7	(4.9)	(0.1)	-	27.5
Minority interest	-	-	-	3.2	-	3.2
INCOME BEFORE INCOME TAXES AND EQUITY INCOME	4.7	92.3	10.2	10.5	-	117.7
Income taxes	(1.4)	(36.0)	-	(2.7)	-	(40.1)
Equity income (loss)	74.1	8.7	59.5	-	(142.5)	(0.2)
NET INCOME	$ 77.4	$ 65.0	$ 69.7	$ 7.8	$ (142.5)	$ 77.4

COTT CORPORATION
CONSOLIDATING BALANCE SHEETS
(in millions of U.S. dollars

	AS OF JANUARY 3, 2004					
	COTT CORPORATION	COTT BEVERAGES INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	ELIMINATION ENTRIES	CONSOLIDATED
ASSETS						
Current assets						
Cash	$ 13.4	$ (0.6)	$ 0.1	$ 5.5	$ -	$ 18.4
Accounts receivable	46.6	89.2	11.6	41.5	(40.1)	148.8
Inventories	16.3	54.1	4.3	19.7	-	94.4
Prepaid expenses	1.9	1.2	0.8	1.6	-	5.5
	78.2	143.9	16.8	68.3	(40.1)	267.1
Property, plant and equipment	56.1	154.7	21.2	82.3	-	314.3
Goodwill	21.2	46.1	13.5	0.8	-	81.6
Intangibles and other assets	2.2	181.4	12.6	49.6	-	245.8
Due from affiliates	57.5	4.8	87.9	275.4	(425.6)	-
Investments in subsidiaries	252.2	76.0	4.8	-	(333.0)	-
	$ 467.4	$ 606.9	$ 156.8	$ 476.4	$ (798.7)	$ 908.8
LIABILITIES						
Current liabilities						
Short-term borrowings	$ -	$ 72.2	$ 1.0	$ 4.9	$ -	$ 78.1
Current maturities of long-term debt	-	1.1	-	2.2	-	3.3
Accounts payable and accrued liabilities	47.0	80.9	6.4	46.3	(40.1)	140.5
	47.0	154.2	7.4	53.4	(40.1)	221.9
Long-term debt	-	275.7	-	-	-	275.7
Due to affiliates	65.9	91.1	210.5	58.1	(425.6)	-
Deferred income taxes	9.4	24.4	2.4	4.3	-	40.5
	122.3	545.4	220.3	115.8	(465.7)	538.1
Minority interest	-	-	-	25.6	-	25.6
SHAREOWNERS' EQUITY						
Capital stock						
Common shares	267.9	275.8	137.7	451.4	(864.9)	267.9
Retained earnings (deficit)	83.3	(214.3)	(201.2)	(94.1)	509.6	83.3
Accumulated other comprehensive income	(6.1)	-	-	(22.3)	22.3	(6.1)
	345.1	61.5	(63.5)	335.0	(333.0)	345.1
	$ 467.4	$ 606.9	$ 156.8	$ 476.4	$ (798.7)	$ 908.8

COTT CORPORATION
CONSOLIDATING STATEMENTS OF CASH FLOWS
(in millions of U.S. dollars)

	FOR THE YEAR ENDED JANUARY 3, 2004					
	COTT CORPORATION	COTT BEVERAGES INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	ELIMINATION ENTRIES	CONSOLIDATED
OPERATING ACTIVITIES						
Net income	$ 77.4	$ 65.0	$ 69.7	$ 7.8	$ (142.5)	$ 77.4
Depreciation and amortization	8.4	24.7	5.8	12.1	-	51.0
Amortization of financing fees	-	1.7	-	-	-	1.7
Deferred income taxes	1.2	5.8	-	2.6	-	9.6
Minority interest	-	-	-	3.2	-	3.2
Equity income, net of distributions	(74.1)	(4.1)	(46.5)	-	124.9	0.2
Other non-cash items	2.8	(1.3)	-	1.5	0.4	3.4
Net change in non-cash working capital	4.2	8.2	(9.1)	(6.7)	(0.4)	(3.8)
Cash provided by operating activities	19.9	100.0	19.9	20.5	(17.6)	142.7
INVESTING ACTIVITIES						
Additions to property, plant and equipment	(10.8)	(21.5)	(2.5)	(14.3)	-	(49.1)
Acquisitions	-	(50.0)	(0.3)	0.5	-	(49.8)
Notes receivable	(2.5)	-	-	-	-	(2.5)
Advances to affiliates	(5.2)	(0.1)	(19.7)	(5.8)	30.8	-
Investment in subsidiaries	(18.0)	-	-	-	18.0	-
Other	6.3	(6.5)	0.2	(0.4)	-	(0.4)
Cash used in investing activities	(30.2)	(78.1)	(22.3)	(20.0)	48.8	(101.8)
FINANCING ACTIVITIES						
Payments of long-term debt	-	(89.5)	-	(0.7)	-	(90.2)
Short-term borrowings	(2.6)	55.6	1.0	1.8	-	55.8
Advances from affiliates	13.7	24.5	(13.2)	5.8	(30.8)	-
Distributions to subsidiary minority shareowner	-	-	-	(4.1)	-	(4.1)
Issue of common shares	12.3	-	15.0	3.0	(18.0)	12.3
Dividends paid	-	(13.1)	-	(4.5)	17.6	-
Other	-	-	(0.4)	-	-	(0.4)
Cash provided by (used in) financing activities	23.4	(22.5)	2.4	1.3	(31.2)	(26.6)
Effect of exchange rate changes on cash	0.3	-	-	0.5	-	0.8
NET INCREASE (DECREASE) IN CASH	13.4	(0.6)	-	2.3	-	15.1
CASH, BEGINNING OF YEAR	-	-	0.1	3.2	-	3.3
CASH, END OF YEAR	$ 13.4	$ (0.6)	$ 0.1	$ 5.5	$ -	$ 18.4

COTT CORPORATION
CONSOLIDATING STATEMENTS OF INCOME
(in millions of U.S. dollars)

	FOR THE YEAR ENDED DECEMBER 28, 2002					
	COTT CORPORATION	COTT BEVERAGES INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	ELIMINATION ENTRIES	CONSOLIDATED
SALES	$ 198.8	$ 808.1	$ 52.1	$ 201.2	$ (61.6)	$ 1,198.6
Cost of sales	161.4	639.6	49.5	177.2	(62.0)	965.7
GROSS PROFIT	37.4	168.5	2.6	24.0	0.4	232.9
Selling, general and administrative expenses	29.6	56.5	4.0	20.1	-	110.2
OPERATING INCOME (LOSS)	7.8	112.0	(1.4)	3.9	0.4	122.7
Other expense (income), net	24.1	-	65.9	(9.3)	(66.7)	14.0
Interest expense (income), net	(1.9)	32.8	1.2	0.8	-	32.9
Minority interest	-	-	-	2.1	-	2.1
INCOME (LOSS) BEFORE INCOME TAXES AND EQUITY INCOME (LOSS)	(14.4)	79.2	(68.5)	10.3	67.1	73.7
Income taxes	4.0	(25.4)	-	(0.1)	(2.9)	(24.4)
Equity income (loss)	59.1	0.9	55.9	-	(116.5)	(0.6)
INCOME (LOSS) FROM CONTINUING OPERATIONS	48.7	54.7	(12.6)	10.2	(52.3)	48.7
Cumulative effect of change in accounting principle	-	-	-	(44.8)	-	(44.8)
Equity loss on cumulative effect of change in accounting principle	(44.8)	-	-	-	44.8	-
NET INCOME (LOSS)	$ 3.9	$ 54.7	$ (12.6)	$ (34.6)	$ (7.5)	$ 3.9

COTT CORPORATION
CONSOLIDATING BALANCE SHEETS
(in millions of U.S. dollars)

	AS OF DECEMBER 28, 2002					
	COTT CORPORATION	COTT BEVERAGES INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	ELIMINATION ENTRIES	CONSOLIDATED
ASSETS						
Current assets						
Cash	$ -	$ -	$ 0.1	$ 3.2	$ -	$ 3.3
Accounts receivable	36.7	84.3	4.4	32.7	(21.9)	136.2
Inventories	15.1	43.9	5.7	13.3	-	78.0
Prepaid expenses	1.4	1.3	0.7	3.8	-	7.2
	53.2	129.5	10.9	53.0	(21.9)	224.7
Property, plant and equipment	49.7	138.3	23.7	61.3	-	273.0
Goodwill	17.5	46.0	13.5	-	-	77.0
Intangibles and other assets	7.4	134.8	13.0	55.5	-	210.7
Due from affiliates	46.1	0.5	68.2	268.1	(382.9)	-
Investments in subsidiaries	148.4	79.2	(41.6)	-	(186.0)	-
	$ 322.3	$ 528.3	$ 87.7	$ 437.9	$ (590.8)	$ 785.4
LIABILITIES						
Current liabilities						
Short-term borrowings	$ 2.3	$ 16.5	$ -	$ 2.5	$ -	$ 21.3
Current maturities of long-term debt	-	16.5	-	-	-	16.5
Accounts payable and accrued liabilities	40.0	65.7	9.4	36.8	(21.9)	130.0
	42.3	98.7	9.4	39.3	(21.9)	167.8
Long-term debt	-	339.3	-	-	-	339.3
Due to affiliates	50.6	66.6	219.6	46.1	(382.9)	-
Deferred income taxes	11.2	14.0	6.9	1.4	-	33.5
	104.1	518.6	235.9	86.8	(404.8)	540.6
Minority interest	-	-	-	26.6	-	26.6
SHAREOWNERS' EQUITY						
Capital stock						
Common shares	248.1	275.8	122.7	448.4	(846.9)	248.1
Retained earnings (deficit)	5.9	(266.1)	(270.9)	(97.4)	634.4	5.9
Accumulated other comprehensive income	(35.8)	-	-	(26.5)	26.5	(35.8)
	218.2	9.7	(148.2)	324.5	(186.0)	218.2
	$ 322.3	$ 528.3	$ 87.7	$ 437.9	$ (590.8)	$ 785.4

COTT CORPORATION
CONSOLIDATING STATEMENTS OF CASH FLOWS
(in millions of U.S. dollars)

	FOR THE YEAR ENDED DECEMBER 28, 2002					
	COTT CORPORATION	COTT BEVERAGES INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	ELIMINATION ENTRIES	CONSOLIDATED
OPERATING ACTIVITIES						
Net Income (loss)	$ 3.9	$ 54.7	$ (12.6)	$ (34.6)	$ (7.5)	$ 3.9
Depreciation and amortization	6.7	21.9	4.7	10.8	-	44.1
Amortization of financing fees	-	1.7	-	-	-	1.7
Deferred income taxes	(4.2)	9.3	-	0.2	-	5.3
Minority interest	-	-	-	2.1	-	2.1
Equity income, net of distributions	(58.6)	3.2	6.4	-	49.6	0.6
Gain on disposal of investment	(1.3)	-	-	-	-	(1.3)
Cumulative effect of accounting change	44.8	-	-	44.8	(44.8)	44.8
Other non-cash items	15.7	(1.2)	66.0	(8.6)	(66.0)	5.9
Net change in non-cash working capital	(17.2)	(15.3)	3.5	10.7	1.8	(16.5)
Cash provided by (used in) operating activities	(10.2)	74.3	68.0	25.4	(66.9)	90.6
INVESTING ACTIVITIES						
Additions to property, plant and equipment	(11.5)	(21.4)	(2.0)	(6.3)	-	(41.2)
Acquisitions	(1.8)	-	(26.8)	(2.0)	-	(30.6)
Advances to affiliates	(5.4)	(0.5)	(54.3)	-	60.2	-
Investment in subsidiaries	(7.9)	(27.0)	(10.0)	-	44.9	-
Other	2.1	(2.2)	0.3	(0.7)	-	(0.5)
Cash used in investing activities	(24.5)	(51.1)	(92.8)	(9.0)	105.1	(72.3)
FINANCING ACTIVITIES						
Payments of long-term debt	(276.4)	(10.8)	-	-	-	(287.2)
Payments of deferred consideration of acquisition	-	-	-	(19.5)	-	(19.5)
Short-term borrowings	0.7	(16.0)	-	2.4	-	(12.9)
Increase in long-term debt	-	1.0	-	-	-	1.0
Decrease in cash in trust	297.3	-	-	-	-	297.3
Advances from affiliates	6.9	54.3	(1.5)	0.5	(60.2)	-
Distributions to subsidiary minority shareowner	-	-	-	(3.9)	-	(3.9)
Issue of common shares	5.8	10.0	27.0	7.9	(44.9)	5.8
Dividends paid	-	(62.4)	(0.4)	(4.1)	66.9	-
Other	-	-	(0.2)	-	-	(0.2)
Cash provided by (used in) financing activities	34.3	(23.9)	24.9	(16.7)	(38.2)	(19.6)
Effect of exchange rate changes on cash	0.4	-	-	0.3	-	0.7
NET INCREASE (DECREASE) IN CASH	-	(0.7)	0.1	-	-	(0.6)
CASH, BEGINNING OF YEAR	-	0.7	-	3.2	-	3.9
CASH, END OF YEAR	$ -	$ -	$ 0.1	$ 3.2	$ -	$ 3.3

COTT CORPORATION
CONSOLIDATING STATEMENTS OF INCOME
(in millions of U.S. dollars)

	FOR THE YEAR ENDED DECEMBER 29, 2001					
	COTT CORPORATION	COTT BEVERAGES INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	ELIMINATION ENTRIES	CONSOLIDATED
SALES	$ 197.8	$ 775.4	$ -	$ 153.0	$ (36.1)	$ 1,090.1
Cost of sales	162.1	638.7	-	139.0	(37.1)	902.7
GROSS PROFIT	35.7	136.7	-	14.0	1.0	187.4
Selling, general and administrative expenses	22.3	54.9	0.2	16.7	-	94.1
Unusual items	(0.1)	-	-	0.1	-	-
OPERATING INCOME (LOSS)	13.5	81.8	(0.2)	(2.8)	1.0	93.3
Other income, net	(0.2)	(0.1)	-	(2.1)	-	(2.4)
Interest expense, net	5.4	5.1	20.4	1.3	-	32.2
Minority interest	-	-	-	0.4	-	0.4
INCOME (LOSS) BEFORE INCOME TAXES AND EQUITY INCOME	8.3	76.8	(20.6)	(2.4)	1.0	63.1
Income taxes	(1.0)	(22.7)	-	2.2	(1.7)	(23.2)
Equity income	32.6	0.4	54.5	-	(87.5)	-
INCOME (LOSS) FROM CONTINUING OPERATIONS	39.9	54.5	33.9	(0.2)	(88.2)	39.9
Extraordinary item	-	-	-	-	-	-
NET INCOME (LOSS)	$ 39.9	$ 54.5	$ 33.9	$ (0.2)	$ (88.2)	$ 39.9

COTT CORPORATION
CONSOLIDATING BALANCE SHEETS
(in millions of U.S. dollars)

	AS OF DECEMBER 29, 2001					
	COTT CORPORATION	COTT BEVERAGES INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	ELIMINATION ENTRIES	CONSOLIDATED
ASSETS						
Current assets						
Cash	$ -	$ 0.7	$ -	$ 3.2	$ -	$ 3.9
Cash in trust	297.3	-	-	-	-	297.3
Accounts receivable	28.7	75.1	0.4	27.4	(9.6)	122.0
Inventories	11.7	46.0	-	10.8	(0.3)	68.2
Prepaid expenses	1.4	1.4	-	0.6	-	3.4
	339.1	123.2	0.4	42.0	(9.9)	494.8
Property, plant and equipment	49.3	138.6	-	59.0	-	246.9
Goodwill	17.2	46.7	5.1	45.1	-	114.1
Intangibles and other assets	11.2	140.3	-	58.1	-	209.6
Due from affiliates	251.1	284.0	297.9	42.3	(875.3)	-
Investments in subsidiaries	190.6	41.7	279.5	-	(511.8)	-
	$ 858.5	$ 774.5	$ 582.9	$ 246.5	$(1,397.0)	$ 1,065.4
LIABILITIES						
Current liabilities						
Short-term borrowings	$ 1.7	$ 32.5	$ -	$ -	$ -	$ 34.2
Current maturities of long-term debt	276.4	5.4	-	-	-	281.8
Accounts payable and accrued liabilities	39.8	66.1	0.2	26.6	(9.6)	123.1
	317.9	104.0	0.2	26.6	(9.6)	439.1
Long-term debt	-	359.4	-	0.1	-	359.5
Due to affiliates	328.0	12.3	497.7	37.3	(875.3)	-
Deferred income taxes	14.9	7.4	-	1.1	0.8	24.2
Other liabilities	-	-	-	16.8	-	16.8
	660.8	483.1	497.9	81.9	(884.1)	839.6
Minority interest	-	-	-	28.1	-	28.1
SHAREOWNERS' EQUITY						
Capital stock						
Common shares	199.4	265.8	59.0	214.4	(539.2)	199.4
Second preferred shares, Series 1	40.0	-	-	-	-	40.0
	239.4	265.8	59.0	214.4	(539.2)	239.4
Retained earnings (deficit)	2.0	25.6	26.0	(58.7)	7.1	2.0
Accumulated other comprehensive income	(43.7)	-	-	(19.2)	19.2	(43.7)
	197.7	291.4	85.0	136.5	(512.9)	197.7
	$ 858.5	$ 774.5	$ 582.9	$ 246.5	$(1,397.0)	$ 1,065.4

COTT CORPORATION
CONSOLIDATING STATEMENTS OF CASH FLOWS
(in millions of U.S. dollars)

	FOR THE YEAR ENDED DECEMBER 29, 2001					
	COTT CORPORATION	COTT BEVERAGES INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	ELIMINATION ENTRIES	CONSOLIDATED
OPERATING ACTIVITIES						
Net income (loss)	$ 39.9	$ 52.2	$ 31.6	$ (0.2)	$ (83.6)	$ 39.9
Depreciation and amortization	7.0	24.4	0.2	8.6	-	40.2
Amortization of financing fees	1.0	0.9	-	-	-	1.9
Deferred income taxes	0.8	11.4	-	(2.2)	(0.7)	9.3
Minority interest	-	-	-	0.4	-	0.4
Equity income, net of distributions	(31.5)	(0.4)	(28.5)	-	60.4	-
Other non-cash items	0.8	(1.2)	-	(0.5)	0.2	(0.7)
Net change in non-cash working capital	7.8	6.0	(3.0)	(7.3)	(1.1)	2.4
Cash provided by (used in) operating activities	25.8	93.3	0.3	(1.2)	(24.8)	93.4
INVESTING ACTIVITIES						
Additions to property, plant and equipment	(8.3)	(23.4)	-	(4.1)	-	(35.8)
Acquisitions	-	(97.6)	-	(30.0)	-	(127.6)
Proceeds from disposal of business	-	-	-	3.5	-	3.5
Investment in subsidiaries	14.8	(29.5)	(15.8)	-	30.5	-
Advances to affiliates	(20.9)	(283.9)	(283.6)	15.6	572.8	-
Other	(6.1)	11.4	-	(4.0)	-	1.3
Cash used in investing activities	(20.5)	(423.0)	(299.4)	(19.0)	603.3	(158.6)
FINANCING ACTIVITIES						
Issue of long-term debt	-	367.4	-	-	-	367.4
Increase in cash in trust	(297.3)	-	-	-	-	(297.3)
Payments of long-term debt	(2.5)	(4.4)	-	(0.3)	-	(7.2)
Short-term borrowings	1.6	(4.1)	-.	-	-	(2.5)
Debt issue costs	-	(5.0)	-	-	-	(5.0)
Advances from affiliates	283.6	(15.6)	299.7	5.1	(572.8)	-
Distributions to subsidiary minority shareowner	-	-	-	(0.7)	-	(0.7)
Issue of common shares	8.0	15.8	-	29.5	(45.3)	8.0
Redemption of common shares	-	-	-	(14.8)	14.8	-
Dividends paid	-	(23.7)	-	(1.1)	24.8	-
Cash provided by (used in) financing activities	(6.6)	330.4	299.7	17.7	(578.5)	62.7
Net cash used in discontinued operations	-	-	(0.6)	-	-	(0.6)
Effect of exchange rate changes on cash	(0.2)	-	-	-	-	(0.2)
NET INCREASE (DECREASE) IN CASH	(1.5)	0.7	-	(2.5)	-	(3.3)
CASH, BEGINNING OF YEAR	1.5	-	-	5.7	-	7.2
CASH, END OF YEAR	$ -	$ 0.7	$ -	$ 3.2	$ -	$ 3.9

EXHIBIT 10.15

COTT CORPORATION
("Cott")

SHARE PLAN FOR NON-EMPLOYEE DIRECTORS

1.0 PURPOSE AND ESTABLISHMENT OF THIS PLAN

1.1 Cott hereby establishes a plan (the "Plan") to be known as the "Cott Corporation Share Plan for Non-Employee Directors" for the purpose of enhancing Cott's ability to attract and retain talented individuals to serve as members of the board of directors and to promote a greater alignment of interests between non-employee members of the board of directors and the shareowners of Cott.

2.0 DEFINITIONS

2.1 In this Plan, the following terms have the following meanings:

"BOARD" means the board of directors of Cott.

"COMMITTEE" means the Human Resources and Compensation Committee of the Board.

"COMMON SHARES" means common shares in the capital of Cott.

"COTT" means Cott Corporation, a corporation governed by the laws of Canada.

"EFFECTIVE DATE" means 1st November 2003.

"ELECTION DATE" means the date on which an Eligible Director files an election with the Corporate Secretary of Cott pursuant to section 3.0.

"ELIGIBLE DIRECTOR" means any director who is neither an employee nor a full-time officer of Cott or any affiliate or subsidiary of Cott on the applicable Election Date.

"ELIGIBLE FEES" means all annual retainers and fees paid to Eligible Directors in their capacity as such (including the annual retainer paid to the director who is the Chairman of the Board, annual fees paid to directors acting as chairman of a committee of the Board and fees paid for attendance at meetings of the Board and of committees of the Board).

"PARTICIPANT" means an Eligible Director who has delivered an election in accordance with section 3.0.

"PLAN" means this Cott Corporation Share Plan for Non-Employee Directors.

"PLAN SHARES" means Common Shares held by the Trustee pursuant to the Plan.

"PURCHASE DATE" shall be, unless otherwise determined by the Committee, the last day of March, June, September and December in each year.

"TERMINATION" means the date on which a Participant ceases to serve on the Board by reason of his or her death, retirement from, or loss of office as a member of the Board.

"TRUST" means the "Cott Corporation Share Plan for Non-Employee Directors Trust" as embodied in a trust agreement entered into between Cott and the Trustee.

"TRUSTEE" means Canada Trust Company or its successor for the time being in the trusts created hereby and by the Trust.

3.0 PARTICIPATION AND METHOD OF ELECTING

3.1 Each Eligible Director may elect to receive all or a portion of his or her Eligible Fees in the form of Common Shares. The Eligible Director must complete and deliver to the Corporate Secretary of Cott an annual written election designating the portion of his or her Eligible Fees that is to be paid in Common Shares as follows:

(a) for Eligible Directors in office on the Effective Date, the election for 2003 shall be delivered within 30 days after the Effective Date;

(b) for Eligible Directors not in office on the Effective Date, the election for 2003 shall be delivered within 30 days after the Eligible Director is elected or appointed as a director of Cott; and

(c) in respect of any subsequent year, the election shall be made at least 30 days prior to the commencement of that year (unless an Eligible Director takes office during that year in which case the election shall be made within 30 days after the Eligible Director is elected or appointed as a director).

3.2 An election made in accordance with the foregoing shall be effective for the year or balance thereof in respect of which it is made. An election may be revoked or changed by an Eligible Director only with respect to the period in the year for which Plan Shares have not yet been credited to that Eligible Director.

3.3 If no election is made, the Eligible Director shall be deemed to have elected to be paid the Eligible Fees entirely in cash.

3.4 Each Participant will be provided with a copy of this Plan and the Trust.

4.0 OPERATION OF THIS PLAN

4.1 Cott shall cause to be deposited with the Trustee (in Canadian dollars) all Eligible Fees in respect of which a Participant has delivered an election pursuant to section 3.1.

4.2 As soon as practicable after receiving such funds, the Trustee shall use such funds to acquire Common Shares on the Toronto Stock Exchange at the prevailing market price of Common Shares at the time and on the date of acquisition of the Common Shares.

4.3 The acquisition of Common Shares by the Trustee in accordance with the terms of this Plan shall comply at all times and in all respects with all applicable laws, including, without limitation, all rules, regulations and by-laws of the Toronto Stock Exchange and all rules and policies of applicable securities regulatory authorities.

5.0 ALLOCATION, DELIVERY AND POSSESSION OF PLAN SHARES

5.1 As soon as practicable after each acquisition of Common Shares pursuant to section 4.2, but prior to the end of the calendar year in which such Common Shares are acquired, the Trustee shall determine in respect of each Participant:

(a) the amount of all Eligible Fees received in the year by the Trustee from Cott on behalf of such Participant;

(b) the number of Common Shares acquired pursuant to this Plan on behalf of such Participant; and

(c) that Participant's proportionate share of all income for the year from the property of the Trust.

5.2 No income of the Trust shall be paid or declared payable to a Participant prior to the Termination of such Participant.

5.3 Within 10 days after the Termination of a Participant Cott shall cause the Trustee to deliver to the Participant the Plan Shares to which such Participant is entitled under the Plan.

5.4 If a take-over bid (within the meaning of the Securities Act (Ontario)), other than a take-over bid exempt from the requirements of Part XX of such Act pursuant to Sections 93(1)(b) or (c) thereof (a "Qualifying Take-over Bid"), is made for the Common Shares, each Participant shall have the right by notice to the Trustee, to direct the Trustee to tender such Participant's Plan Shares to the Qualifying Take-over Bid. Any proceeds received by the Trustee in respect of a Participant's Plan Shares tendered to a Qualifying Take-over Bid shall be held by the Trustee for the benefit of such Participant until the Termination of such Participant.

5.5 Until delivered to a Participant pursuant to the provisions of this Plan, Common Shares acquired on behalf of a Participant shall be held for safekeeping by the Trustee as agent for such Participant.

6.0 NO RIGHT TO SERVICE

6.1 Neither participation in the Plan nor any action under the Plan shall be construed to give any Eligible Director a right to be retained in the service of Cott.

7.0 ACCOUNTING AND REPORTING

7.1 An account will be maintained for each Participant in which there will be recorded the number of Common Shares and all amounts received by the Trustee on behalf of such Participant, the number of Common Shares held by the Trustee for such Participant and such other information as may be necessary or advisable in connection with the administration of this Plan.

7.2 A Participant will be provided with a summary of his or her account on an annual basis.

8.0 WITHDRAWAL AND LIMITATION ON PLAN SHARES

8.1 A Participant may only withdraw Plan Shares after Termination. After Termination, a Participant may request (a) delivery to him or her of certificates representing Plan Shares, if applicable and this can be done electronically or via mail, or (b) a cheque representing the proceeds of a sale of any such Plan Shares. Plan Shares which have become deliverable pursuant to the provisions of this Plan are not subject to any restriction concerning their use, other than as may be imposed by applicable laws or by Cott's policies relating to the trading in securities of Cott which are then in effect. However, a Participant shall not, directly or indirectly, assign, transfer or encumber in any manner whatsoever any rights in and to Plan Shares held on such Participant's behalf under this Plan.

8.2 Only share certificates representing whole Common Shares will be delivered to Participants. If a Participant is entitled to a fraction of a Common Share, such entitlement will be satisfied by the payment to such Participant of the then current market value of such fraction of a share.

9.0 DIVIDENDS AND OTHER RIGHTS

9.1 The Trustee shall use all cash dividends received by it in a year in respect of all Plan Shares held by it on behalf of any Participant to purchase additional Common Shares. Any Common Shares so acquired by the Trustee and Common Shares received by the Trust by way of stock dividend shall become Plan Shares and may only be delivered to Participants in accordance with section 5.3.

9.2 If the Trustee becomes entitled to subscribe for additional shares or securities of Cott by virtue of the Trustee being the registered holder of Common Shares, the Trustee, if so requested by any Participant and if the Participant has provided the Trustee with all amounts necessary to exercise such subscription rights with respect to the Common Shares then held by the Trustee on behalf of such Participant, shall exercise such rights in the name of the Trustee on behalf of such Participant. Upon issuance of the additional shares or securities, such additional shares or securities so received by the Trustee on behalf of the Participant shall be immediately deliverable to the Participant.

9.3 The Trustee may attend all meetings of shareholders of Cott which it shall be entitled to attend by virtue of being a registered holder of Common Shares and shall vote the Common Shares held on behalf of each Participant at every such meeting in such manner as each such Participant shall have directed in writing, and in default of any such direction, the Trustee shall vote or refrain from voting. The Trustee will, if so required by any Participant, execute all proxies necessary or proper to enable the Participant to attend and vote the Common Shares held by the Trustee on behalf of such Participant at such meeting in place of the Trustee.

10.0 TAX MATTERS

10.1 If, for any reason whatsoever, the Trustee and/or Cott becomes obligated to withhold and/or remit to any applicable taxation authority (whether domestic or foreign) any amount in connection with this Plan in respect of a Participant, then the Trustee or Cott, as the case may be, shall provide written notice of such obligation to the Participant and

shall make the necessary arrangements, as acceptable to the Trustee or Cott, in connection with the amount which must be withheld and/or remitted.

10.2 On the date a Participant ceases to serve on the Board, pursuant to the terms of this Plan, the Trustee shall, in respect of such Participant, once advised by Cott that the Participant has ceased to be a member on the Board, provide Cott with written notice of the number of Plan Shares held in such Participant's account and the market value of such Plan Shares. The Company shall be responsible for reporting the market value of such Plan Shares as income to the Canadian taxation authorities.

11.0 AMENDMENT OF PLAN AND TRUST

11.1 From time to time the Committee or the board of directors of Cott may amend or vary any provisions of this Plan and any provisions of the Trust, but no amendment of this Plan or the Trust, or any termination of this Plan, shall divest any Participant of his or her entitlement to Plan Shares as provided herein or of any rights a Participant may have in respect of the Plan Shares, without the prior written consent of the Participant. No amendment of this Plan shall affect the rights and duties of the Trustee without its prior written consent.

12.0 PLAN TERMINATION

12.1 The Board may, in its sole discretion without the consent of any Participant or beneficiary, terminate the Plan at any time by giving written notice thereof to each Participant. All distributions under the Plan shall be made to the persons entitled thereto at such time and in such manner as the Committee shall determine, but not later than the date on which distributions would have been made had the Plan not been terminated.

13.0 GENERAL

13.1 The Trustee shall be entitled to rely on a certificate of the President and CEO, the Senior Vice President of Human Resources or the General Counsel of Cott as to the Termination of a Participant.

13.2 The Committee or the board of directors of Cott may by resolution make, amend or repeal at any time and from time to time such regulations not inconsistent herewith as it may deem necessary or advisable for the proper administration and operation of this Plan.

13.3 The directors and/or officers of Cott are hereby authorized to sign and execute all instruments and documents and do all things necessary or desirable for carrying out the provisions of this Plan.

13.4 This Plan and the Trust are established under the laws of the Province of Ontario and the rights of all parties and the construction and effect of each and every provision of this Plan and the Trust shall be according to the laws of the Province of Ontario and the laws of Canada applicable therein.

13.5 This Plan and the Trust shall enure to the benefit of and be binding upon Cott, its successors and assigns. The interest hereunder of any Participant shall not be transferable or alienable by such individual either by assignment or in any other manner whatsoever and, during his or her lifetime, shall be vested only in him or her, but, upon such

Participant's death, shall enure to the benefit of and be binding upon the personal representatives of the Participant.

13.6 This Plan is an "employee benefit Plan" for the purposes of the Income Tax Act (Canada), as amended.

DATED as of 1st November 2003.

Exhibit 13.1

Seizing the Future.
Cott Corporation : Driving Retailer Brand Power Cott Corporation 2003 ANNUAL REPORT

Photo - silver bubble backdrop

FINANCIAL HIGHLIGHTS -- 2003
Look Inside: Cott Corporation 2003 milestones

Year Ending [in millions of U.S. dollars, except per share amounts]	2003	2002	2001
Sales	$ 1,417.8	$ 1,198.6	$ 1,090.1
Gross Profit	19.5%	19.4%	17.2%
Operating Income	148.9	122.7	93.3
Income from continuing operations (1)	77.4	58.3	39.9
Operating cash flow, after capital expenditure (1)	93.6	60.0	57.6
Working capital (2)	45.2	56.9	55.7
Net debt (3)	338.7	373.8	395.2
Income from continuing operations per diluted share (1)	1.09	0.83	0.58

Income from Continuing Operation per Diluted Share (1)
03 -- 1.09 [graphic of bar graphs]
02 -- 0.83 [U.S. dollars]
01 -- 0.58

Earnings Before Interest, Taxes Depreciation and Amortization *(1)
03 -- 196.0 [graphic of bar graphs]
02 -- 164.2 [millions of U.S. dollars]
01 -- 135.5

Operating Cash Flow After Capital Expenditures (1)
03 -- 93.6 [graphic of bar graphs]
02 -- 60.0 [millions of U.S. dollars]
01 -- 57.6

(1)The December 28, 2002 results are as reported in 2002 based on U.S. GAAP in effect at that time. Cott adopted SFAS 145 retroactively in 2003. As a result of SFAS 145, income from continuing operations decreased $9.6 million or $0.14 per diluted share and operating cash flow decreased $10.6 million. For more information about the impact of SFAS 145, see note 3 to the consolidated financial statements of this annual report on Form 10-K.

(2)Comparative amounts in prior years have been reclassified to conform to the financial statement presentation adopted in the current year.

(3)Net debt for the year ended December 29, 2001 was adjusted for the redemption of 2005 and 2007 senior notes from cash in trust on January 22, 2002.

(*)As defined in the Management's Discussion and Analysis of Financial Condition and Results of Operations.

TABLE OF CONTENTS [sidebar]:

COTT CORPORATION GROWING WITH A PURPOSE

Cott Corporation is the world's largest producer of retailer branded Carbonated Soft Drinks (CSD). The Company has expanded in recent years through a series of strategic acquisitions and by strong organic growth. Supermarkets, mass merchandisers, drug stores and convenience stores are among Cott's largest customer groups.

As a fully integrated supplier to customers, Cott creates beverage formulas, makes concentrates, manufactures soft drinks and markets its products in many countries of the world. Its core geographies - United States, Canada and United Kingdom - account for the great majority of sales. Altogether, the Company operates 19 manufacturing plants in four countries. Cott products include carbonated soft drinks, juices and blends, seltzers, spring water and purified drinking water, and clear sparkling flavored beverages.

Cott is headquartered in Toronto, Canada, with offices and operations in the US, Canada, the U.K. and Mexico. Its 2,800 employees include professionals in research, procurement, manufacturing, distribution, marketing and customer service. The company's research and technology center is located in Columbus, Georgia.

Focused principally on growing its retailer customers' brands, Cott also sells beverages under Company registered trademarks such as Cott(R), Stars & Stripes(R), Vess(R) and Vintage(R) and through a network of RC(R) International bottlers in more than 60 countries outside North America.

COTT ANNUAL REPORT 2003 MILESTONES

IT HAPPENED IN 2003

SCHOLARSHIP PROGRAM FOUNDED - Dependents of Cott employees will be eligible for financial help to further their education. At the request of CEO Frank Weise, the board agreed to reduce his 2004 base salary to $1. The board then directed an equivalent amount to fund a new program. Qualified graduating students are encouraged to apply to the "Frank and Deborah Weise Scholarship Fund." [photo and caption -- Scholarship program founded for dependants of Cott employees]

COTT EXPANDS IN MID-ATLANTIC USA - By acquiring the retail brand business of North Carolina's Quality Beverage Brands, L.L.C. (QBB), Cott USA added prominent new customers in a growing market. The move is expected to add approximately $45 million in annual sales. In a related transaction, long-term manufacturing agreements were signed with QBB's affiliate Independent Beverage Corporation, which will provide the Company with access to new production capacity.

WEISE NAMED "CEO OF THE YEAR" - Canada's leading national newspaper, The Globe and Mail, selected Frank Weise as chief executive officer of the year. In a major article in its respected "Report on Business" magazine, the newspaper's editors cited Frank's leadership over a sustained period of remarkable turnaround for the Company and then leading Cott's strategic drive for growth.
[photo: cover of ROB Magazine, and caption -- Frank Weise is cited for exemplary leadership in Canada's respected "Report on Business"]

SIKESTON, MISSOURI PLANT SETS SAFETY RECORD - Thanks partly to a vigorous awareness campaign, on September 26 this Cott USA plant marked its third straight year without a loss-time incident. The promotion team from the "Show Me" Missouri state rallied the 100 site employees around a direct message of "Safety First" using posters, presentations and awards.

COTT STARS AT PLMA SHOW - Presented by the Private Label Manufacturers Association, the PLMA Show held in Chicago each year gives manufacturers an opportunity to highlight the newest in product and packaging innovation. Cott's caffeine-free, sugar-free and calorie-free Fruit Refreshers(TM) attracted the attention of numerous retailers. [photo: Cott's Booth at PLMA, and caption -- Cott booth at the 2003 PLMA Show attracts attention.]

WAL-MART AND COTT TEAMS SUPPORT FIRE-FIGHTERS - As October fires ravaged southern California, the Bentonville office joined with Wal-Mart to donate "Sam's Choice" water supplies to fire-fighters. The San Bernardino plant, located close to the fire perimeter, provided additional water and soda to its local fire department. [photo: fire truck, and caption -- Wal-Mart and Cott teams aid firefighters in California]

"VINTAGE(R) BRAND CELEBRATES 25 YEARS" - The number one seltzer brand in the United States is sporting a new banner on its label. It proclaims 25 years of success in the Northeast as the champion for taste and quality. Vintage(R), family made and marketed by Cott, now includes carbonated soft drinks, mixers and new Fruit Refreshers(TM) as well as the popular seltzer. [photo and caption -- Vintage(R), the number one seltzer brand in the U.S., celebrates 25 years.]

ANNUAL REPORT WINS "BEST IN INDUSTRY" HONOR - The National Association of Investors, located in Michigan, awarded the Cott 2002 annual report its highest distinction among beverage and soft drink companies. Through 25 years of this competition, NAIC has placed emphasis on the viewpoint of individual investors. The Cott report, titled "It Starts Inside" was cited for completeness of information as well as readability. [photo: Cover of 2002 Report, and caption -- Cott Annual Report 2002 wins highest honours.]

PHILIP LIVINGSTON AND JOHN SHEPPARD ELECTED TO BOARD - Philip Livingston was elected to Cott's Board of Directors at the Company's annual general meeting in April. Livingston, having previously served as president and chief executive officer of Financial Executives International (FEI), the pre-eminent membership organization for chief financial officers, controllers and treasurers in North America, brings insight into the regulatory environment. John Sheppard, Cott's president and chief operating officer, joined the Board in July.

SEIZING THE FUTURE OF RETAILER BRANDS

[photo cover of Frank E. Weise, Chairman & CEO and John K. Shepard, President & COO]

SHAREHOLDERS' LETTER

Fellow Owner,

From our vantage point, your company's future is bright with opportunity. Our progress over the past five years has laid a foundation for long-term success. Credit for that performance goes to Cott men and women across all operations. The record results in 2003 now provide new confidence as we set our sights on seizing the future.

THE TAKE-HOME CARBONATED SOFT DRINK MARKET -- 2003 [Bar Charts]

	Total Take-Home CSD $	Retailer Brand Volume Share	Cott Proportion of Retailer Brand CSD Volume
U.S.	$24B	11%	66%
Canada	$ 2B	20%	97%
U.K.	$ 5B	27%	40%
TOTAL	$31B	14%	66%

Source: Cott Estimates

Going forward in 2004 and beyond, three major factors combine to define Cott's unique business opportunity. Shareowners have heard us say on previous occasions that we are in the right business at the right time . .
. ready to take advantage of the dynamics in a competitive marketplace.

1. Retailer brand products are winning consumer acceptance around the world. In the US, one in five items bought in drug chains and mass merchandisers is a retailer brand. In carbonated soft drinks, retailers' brands are sharply outpacing the growth of the category. In 2003, the trend accelerated as consumers recognized that quality and choice are readily available.

2. The ongoing concentration of supermarket chains and mass merchandisers is fueling the growth of retailer brands. Retailer brands add credibility and power to retailers. In a number of North American and U.K. retail chains, the retailer's own brand accounts for a high share of the total soft drink sales volume.

3. The Cott team of experienced leaders and managers - from research and logistics to customer service and category management - knows retailer brand beverages intimately. The Company's full integration from formulae development, concentrate manufacturing and production of finished goods, to sales and marketing will enable us to deliver increased growth from current as well as new customers in the years ahead.

SHAREHOLDER'S LETTER (CONTINUED)

FINANCIAL HIGHLIGHTS

Results in 2003 form a new benchmark to beat. These highlights tell the story of your company's successful year:

- Income from continuing operations(1), per diluted share, increased by 31% to a record $1.09

- Sales rose to an all-time high, up 18% to $1.4 billion

- Operating income climbed 21% to a record $148.9 million

- Operating cash flow (less capital expenditures) reached a record $93.6 million

[bottom of page]: (1)The December 28, 2002 results are as reported in 2002 based on U.S. GAAP in effect at that time. Cott adopted SFAS 145 retroactively in 2003. As a result of SFAS 145, income from continuing operations decreased $9.6 million or $0.14 per diluted share and operating cash flow decreased $10.6 million. For more information about the impact of SFAS 145, see note 3 to the consolidated financial statements of this annual report on Form 10-K.

These results flow directly from the efforts of Cott employees who continue to be the company's greatest asset, the difference-makers who breathe life into our mission, values and strategies. By applying our strategies over the past five years, they have embraced the license to innovate, to work in partnership with customers and suppliers - and to focus relentlessly on providing superior service. Reflecting on 2003, specific accomplishments stand out:

STRATEGY #1 - EXPAND THE CORE -- By entering Mexico and being able to serve important customers in this market we have added important volume. Adding and building with leading retailers gave impetus to this strategy. Innovation has been a decisive weapon in gaining ground with many top accounts.

STRATEGY #2 - MAKE ACQUISITIONS AND ALLIANCES -- Acquiring the retailer brand business of North Carolina's Quality Beverage Brands, L.L.C. at the close of the year gave momentum to this strategy. This acquisition will enhance our presence in the Mid-Atlantic region, a fast-growing area for Cott USA. Seen in the context of our five other acquisitions and investments of more than $300 million since 2000, this latest addition shows how our acquisition strategy has enabled us to create new opportunities for profitable growth.

STRATEGY #3 - BUILD WORLD-CLASS TEAMS -- Our management team evolved further in 2003, with the new office of president and chief operating officer now in place. Two other new appointments were announced: Paul Richardson became president of Cott USA, our largest unit; and Andy Murfin became managing director of the UK business. These experienced professionals, as you will read in this report, have already brought focus and energy to their new leadership positions.

As part of this strategy, we have built world-class teams across all functions of the organization. For example, plant personnel are working with their sales counterparts to check store inventories and product replenishment needs. Other initiatives in continuous improvement have leveraged "six sigma" techniques, from plant operations to administrative functions.

STRATEGY #4 - DRIVE MARGINS AND CASH FLOW -- This strategy has special priority because, simply put, it requires keeping our eye on the ball. Financial discipline and clear-eyed business acumen are prime movers in driving performance year after year. These forces have never been more evident than in the turnaround of our UK business during 2003, where we recorded significant growth in both sales and earnings.

[photos and captions: SENIOR FINANCE TEAM - Ray Silcock, executive vice president and chief financial officer (second from right), is supported by Tina Dell'Aquila, vice president and controller (left), Catherine Brennan, vice president and treasurer (right), and Edmund O'Keeffe, vice president for investor relations and corporate development (second from left).; EXPERIENCED LEADERSHIP - Mark Benadiba, executive vice president Canada and Intenational
(left), with fellow members of Cott's Executive Council, Mark Halperin, senior vice president, general counsel and secretary (right), and Colin Walker, senior vice president corporate resources (center).

SHAREHOLDER'S LETTER (CONTINUED)
SEIZING THE FUTURE

When we talk about "Seizing the Future," we are describing a spirit that permeates Cott. No one believes that success and growth will be automatic, but we are determined to meet the challenges ahead of us. We see a secure place for Cott in creating opportunities for retailer growth and consumer choice. Each year, that role grows as the value of retailer brands strengthens in the minds of consumers. In 2003, carbonated soft drinks ranked near the top of all retailer brand categories in volume sales.

We are confident that the vision of our quality products on the shelves of premium retailers will mean winning performance in 2004.

"Seizing the Future" takes different forms in every part of our business. For 2004 we intend to increase our in-house manufacturing capacity with new lines, improved productivity and acquisitions and alliances in order to meet our growing sales. We will continue to be vigilant about costs, whether in Sales, General and Administrative expenses or in ingredients and packaging. This will allow us to meet our goals for worldwide competitiveness.

In our laboratories and marketing groups, "Seizing the Future" means being prepared to offer new flavors and package formats to our customers. We were proud to host dozens of buyer groups at our Columbus, Georgia technology center in 2003. Many customers were joined by members of their own Cott account teams - often including representatives from sales, supply chain management, distribution, category management, manufacturing and marketing. As one of our team members said, " Cott will do whatever possible to exceed customer expectations...today, tomorrow, always"

That's the spirit. That's how we intend to seize the future.

[signature]	[signature]
Frank E. Weise	John K. Sheppard
Chairman and Chief Executive Officer	President and Chief Operating Officer

[sidebar graphic]: The Cott House - Framework for Growth...Vision, Goal, Strategic Pillars, Purpose, Values

GOAL: Sustained double digit growth for the future

VISION: To be recognized as the retailer brand beverage supplier of the choice by leading retailers everywhere

STRATEGIC PILLARS: Expand the Core; Make acquisitions and alliances; Build world class teams; Drive margins and cash flow

PURPOSE: We market, create and supply high quality non-alcoholic, shelf-stable retailer brand beverages to build category profitability and customers' brand equity

VALUES: Customer-Centric; Diversity; Accountability / Integrity; Continuous Improvement

MESSAGE FROM THE LEAD INDEPENDENT DIRECTOR

As our company moves into 2004, we have come to expect another strong performance by Frank Weise and his management team. In five years of steady progress, their leadership of Cott's 2,800 employees has become a beacon in the beverage industry. The depth of experience among Cott's management is admired by many, but equally essential to the Company's success has been their commitment to solid values.

Hardly a month passed in 2003 when some scandal or malfeasance didn't headline the financial news. I believe that Cott's values and internal discipline stand as guardians against those kinds of violations to integrity. Your Board not only supports that stance, but it takes very seriously its own responsibilities to ensure compliance with all appropriate governance standards.

Beyond that, the Board sees its role as vital in setting the tone for such values as accountability and quality in all facets of the Company. Our annual review of the strategic plan receives the highest priority, along with our ongoing focus on management succession.

This year, we welcomed Philip Livingston and John Sheppard to the Board. Phil's varied background in finance, notably as past president of Financial Executives International, will add valuable insights to our deliberations. In his new capacity as Cott's president and chief operating officer, John becomes a strong resource for the Board.

[signature and photo]

Serge Gouin
Lead Independent Director

COTT USA

- Headquartered in Tampa, Florida
- Company's largest geographic unit in sales and earnings
- Focused on growth in 2004

"KEEP THE IDEAS COMING!"

As I enter my 10th year with Cott, I see much that excites me. I also see the stretch goals that we have set for our American business, and I know that 2004 will be a year that calls for the best.

We have a number of initiatives in full swing - all aimed at strengthening our customer relationships. Thanks to emphasis on Continuous Improvement in our operations, we have made progress a way of life. The "Six Sigma" tools now in the hands of 56 black-belt leaders and being used by hundreds of employees from San Bernardino, California to Wyomissing, Pennsylvania have given us a common highway for traveling together. We speak a common language and measure our performance using shared systems.

In our plants, we are well underway with a remarkable "Five S" program. It's aimed at further standardizing and simplifying our workplaces - and at helping us better meet our customers' needs. On a parallel track, we are re-designing our marketing and sales teams to allow more time for Cott representatives to be with our customers and in their operations. The goal: know your customer top to bottom; use all Cott experience and skill to help the customer grow; and provide service that exceeds the customer's expectations. We are moving ahead on this path as evidenced by Wal-Mart's recent recognition again of Cott as a "Supplier of the Quarter" -- this time for the fourth quarter of 2003.

These initiatives won't work without one powerful force - input from our people. I am personally placing the highest priority on getting ideas from Cott men and women who form the backbone of our plants, our staff and our account teams. It's been said that there is nothing so powerful as an idea whose time has come. That's why I have asked all employees to wear me down with ideas - and keep them coming!

At Cott USA, we also depend a great deal on service groups. The only way I know to optimize the connections among the staff that help us in packaging design, flavor formulations and category management is by communicating. So, as we embark on another winning year, we'll be ready to listen. We enforce only one key rule: every idea must make a positive difference to our customers.

Ideas are more than welcome. They are the vital link between planning and performing.

[photo]
Paul Richardson - President, Cott USA

HALFPAGE PHOTOs: Statue of Liberty, New York; USA product
PHOTOs: USA PRODUCT AND PEOPLE

[side text] With nine manufacturing sites and some 1,400 employees, Cott USA has full-service capabilities. Bottling plants around the country serve hundreds of customer locations. Overall, in the United States, retailer brand soft drinks account for about 11% of the volume share in the take-home segment - less than in the United Kingdom where retailers' own brands have about a 27% share and Canada where they have about 21%.

MAGNIFICENT OBSESSION [photo and caption]: Cott's customer-centric approach has a single purpose: to help the customer build its brands by winning consumers every day. Our Boise-based account team works day-by-day with the Albertsons Corporate Brands team to develop and drive the supermarket chain's carbonated soft drinks line as it moves into full 27-state coverage.

GIVE ME AN "S"! [photo and caption]: At Wilson, North Carolina, plant manager Michael Meredith conducts a weekly seminar in "The Five S's" - a system-wide initiative to track improvements in productivity and overall performance. Mike's team is actively installing the program throughout plant operations: "Sort...Set In Order...Shine...Standardize...and Sustain."

SINGLE SERVE LEADERS [photo -- USA H-E-B product shot]: Among the first major retailers to add a full line of 8-ounce cans to their store-brand selection is H-E-B, a strong retail force in Texas. Five flavors stepped out in 2003 wearing bright labels that promote the new convenient serving size and great taste to consumers.

COTT - UNITED KINGDOM

HIGHLIGHTS:

- Headquartered in Kegworth, England

- Expanding presence with new products, new customers

- Exceptional customer service underlines our 2004 growth plans

SEIZING OPPORTUNITIES TO SOLIDIFY GROWTH

Like every sustainable turnaround in business, ours had to start inside with clear goals and hard work. Over the past 18 months, our UK teams "dug in" to bolster Cott's leading position in retailer brand carbonated soft drinks. Foremost among those efforts was a training and incentive program that enrolled virtually every employee - all committed to learning and applying "best practices" from Company operations in North America.

The 2003 results were dramatic improvements: a four-fold increase in earnings and an overall sales increase of 24% in year-over-year performance. For Cott in the UK, this is a gateway performance, giving us confidence to drive new strategies for customer growth and increased productivity.

Two highlights stand out in 2003 -- winning Cott's Pencer Award for Excellence in Innovation and the special recognition by ASDA-Wal-Mart as a superior supplier. Both show how our production and marketing resources can perform - and inspire our UK teams to seize opportunities that will solidify our growth in upcoming years.

Heading into 2004, of course, our charge is to build on that turnaround. My own optimism is based on the winning attitude that I see every day. Every partnership we have with both ongoing and new customers is driven by three initiatives: product quality, customer service and tireless innovation. They force us to set ambitious goals for both volume growth and improved return on assets.

[photo]
-- Andy Murfin, Managing Director, Cott Beverages Ltd.

HALFPAGE PHOTOs: Houses of Parliament, London; UK product
PHOTOs: UK PRODUCT AND PEOPLE

[side text] Cott's business in the United Kingdom employs almost 400 people at its headquarters in Kegworth, two plants and several distribution centers. During a turnaround effort over the past two years, Cott UK has adopted a rigorous program of production controls and customer-centric innovation. In 2003, this unit achieved an important milestone in performance - moving to stronger sales and positive earnings.

ASDA CITES COTT FOR DOUBLE RECOGNITION [photo and caption]: For its record in supplying Wal-Mart's ASDA unit in the UK, Cott teams led by Nick Whitley, director of business development, garnered two prestigious awards in 2003: "Most Innovative ASDA Brand Supplier" and "Best Support to Everyday Low Cost." The EDLC award came to Cott UK for the second year running.

NICHOLS PARTNERS WITH COTT FOR WORLD-FAMOUS BRANDS [photo and caption]: For manufacture of its Vimto(R) and Sunkist (R) beverages in the UK, Nichols plc selected Cott as its contract supplier. Nichols' stature in Britain, and 65 other countries, is built on more than 95 years as an important beverage marketer.

2003 AWARD-WINNING TEAM [photo -- USA H-E-B product shot]: The fifth annual Gerald N. Pencer Award for Excellence in Innovation went to Kegworth's commercial team for its extraordinary efforts in forecast accuracy. Contributions from the team led to gains in plant efficiencies and to a $10,000 prize shared by the team.

COTT CANADA

HIGHLIGHTS:

- Headquartered in Mississauga, Ontario

- Country with largest Cott share of retailer brand segment

- Focused on growth with current customers and in new channels in 2004

RAISING THE STANDARD OF EXCELLENCE

When I am asked about the essential spirit that drives our business, I always answer with one word - innovation. Growth is a challenge when you hold the #1 position in the retailer branded soft drinks segment - and only through creativity on all fronts can Cott Canada reach new levels of excellence. I see that spirit and initiative in our men and women across the country.

Last year, we again reported solid sales and earnings, as we managed to overcome a number of challenges. I see opportunities for a breakout year in 2004. New channels such as quick service restaurants, gas stations and convenience stores could bring important new sales. We expect expanding sales with current supermarket chains will come from new cola offerings, novel packaging and updated line extensions. Several are already underway in the form of "minipop" sizes and lightly carbonated beverages.

These initiatives owe their success to innovation. Hardly a month will go by in early 2004 when we won't see a customer launch a new product. Concepts like "dual cola" will roll out as large grocery chains offer consumers a choice to meet individual taste preferences. New flavors will include Concord Grape, Pink Grapefruit and Cranberry Raspberry.

One thing is for certain: Cott Canada is determined to seize every opportunity to further build our leading position.

[photo]
-- Philip Lamb, President, Cott Canada

HALFPAGE PHOTOs: Chateau Frontenac, Quebec City
PHOTOs: CANADA PRODUCT AND PEOPLE

[side text] Cott Corporation traces its roots back 50 years in Canada. Since the early 1990's, the Company has grown to a nationwide then international leader in retailer-brand beverages. Today, Cott Canada has 800 employees in seven bottling plants and a network of sales and administrative offices. In addition to its primary business in carbonated soft drinks, Cott Canada makes a range of juices, purified and spring drinking waters and flavored still beverages.

CHOOSE YOUR COLA [photo and caption]: In Montreal, shoppers can now select the taste they prefer from Metro's cola range. Nancy Christiansen, marketing manager of Cott reviews the supermarket chain's promotional signing with Jean-Louis Charpentier, Metro's Vice-President of Private Label. The "dual cola" launch rolled out in 2003.

QUICK SERVICE RESTAURANT SHOWS ITS BRAND [photo and caption]: Tim Hortons, the highly successful chain with over 2,300 locations in Canada , launched its own-label single serve beverages program, featuring iced tea and a peach-flavored soft drink. These beverages are available for take-out or on-site consumption as a single item purchase and are a great complement to their lunch deal programs.

COTT MEXICO

HIGHLIGHTS:

- Headquartered in Puebla, Mexico

- Venture 90% owned by Cott Corporation

- Founded in 2002

"ISALUDOS DESDE PUEBLA!"

Achieving profitability in our start-up year brought a lot of cheers from our 200 member Cott team in Mexico. Month by month in 2003, we shared victories large and small in plant reconstruction, installation of new bottling lines, and the modernization of our distribution and customer service facilities. Along the way, every target date was met or surpassed.

From day one we have set our standards high. We have secured new business with major supermarket chains in Mexico, providing a platform for incremental growth in coming years. To grow with neighborhood and convenience stores, we have franchised the popular Jarritos(R) brand in 13 Mexican states.

Traditionally, Mexican shoppers have purchased their soft drinks at neighborhood stores, but change is coming fast. Modern supermarkets and mass merchandisers are gaining share as Mexicans follow shopping patterns of other North Americans. I agree with analysts who predict that new flavors, new packages and new promotions will accelerate this trend in 2004.

Our fellow citizens and the business community in Puebla have been great supporters. As we approach the need to build new capacity and new locations, we have a model that will always inspire us.

[photo]
-- Gil Arvizu - Managing Director, Cott Embotelladores de Mexico

HALFPAGE PHOTOs: Paseo de la Reforma, Mexico City
PHOTOs: MEXICO PRODUCT AND PEOPLE

[side text] This operation begins its second full year as a vital part of Cott's strategic growth plan supplying a variety of international and local retailers. The modern bottling plant in Puebla is located about 100 miles southeast of Mexico City. Mexico, with a population of 100 million, has the second highest per capita consumption rate for soft drinks in the world.

BIG TASTE IN THREE-LITER LINE [photo and caption]: Mexican consumers now enjoy Soriana's new line of popular soft drinks in a 3-liter PET bottle...a first for retailer branded beverages in the country. Edmundo Espinosa, director of sales and business development, works in partnership with leading supermarket chains to bring packaging innovations to Mexican shoppers.

NEW LOOK, NEW TASTE ATTRACT [photo and caption]: Comercial Mexicana, an important national retailer, with Cott's help revamped its extensive line of soft drinks. A bright new packaging design debuted along with new formulas as Comercial Mexicana launched aggressive promotions to build its store-brand position within the category.

INNOVATION

OUR FUTURE STARTS WITH IDEAS

Ask Prem Virmani, Cott's senior technical officer, to define innovation and he is quick to say, "Innovation is a state of mind...it's more than coming up with new ideas, more than looking for different ways to do something. Innovation is what starts the creative process."

He adds, "In my 30 years in the soft drinks industry, there has never been a time so alive with change. Whether it's new beverages fortified with minerals or vitamins, or drinks that combine exotic and popular fruit flavors, the consumer is demanding new tastes and new qualities. Whole new ranges such as aquaceuticals loom ahead."

The reach of innovation spans the entire company, reflecting management's commitment to growth. Examples abound: identifying the best ways to interface Cott's information technology systems with customers' systems; developing new go-to-market strategies to support customer account teams; implementing new techniques for communicating with employees to share successes among all units; or applying new computer-aided tools to speed packaging designs on-demand for retailers. These and literally hundreds of other innovative programs are underway.

[photo and caption]
Prem Virmani, vice president technical services, oversees a group of professional scientists and technicians at the Technology Center. Blending a creative passion with a keen eye for quality, he applies 30 years of experience in the beverage industry.

[side text] Cott's Technology Center in Columbus, Georgia stands as a hub of product innovation. Scientists and technicians apply their skill and experience
- creating new concentrates, new flavors and new formulations. More than 100 beverage creations and updated formulations were tested with customers in 2003.

PROVIDING THE PREMIUM QUALITY LOOK [photo and caption]: Ivan Grimaldi, vice president global procurement, joins Gwen Burnatowski, manager print production group, as careful watch guards of our customers' packaging designs. The PPG team works closely with Cott marketing and category management groups to provide an attractive array of bottle and can facings.

SPREADING THE COTT MESSAGE [photo and caption]: Keeping 2,800 employees informed about Company programs and successes in a timely manner requires a regular news channel. With correspondents in every plant and office, the "Cott World" newsletter gathers and sends the story every quarter around the world.

CAPABILITIES IN PLACE [photo and caption]: Independent bottlers in more than 60 countries use soft drink concentrates made by Cott. This active system holds special promise for future growth. Cott's marketing knowledge and regional expertise help link this network.

THE BOARD OF DIRECTORS
COMMITMENT BY THE BOARD

Three standing committees of the Cott Board of Directors play significant roles in monitoring the achievements of management and setting expectations for future performance: Human Resources and Compensation, Corporate Governance, and Audit Committees. In addition, all 12 members of the full Board are active in setting the tone for corporate governance and overall standards of integrity for the Company.

Members of the Board bring an array of experiences in the business communities of both the United States and Canada. Retail management, industry leadership, creative design, financial and investment planning as well as legal backgrounds are reflected on the Board - skills that blend well in handling its range of responsibilities.

During 2003, the full Board convened ten times with two off-site meetings. In July, the members held their meeting at the New York Stock Exchange, and in October, they met at the Cott plant in Concordville, Pennsylvania. These off-site meetings extended the Board's practice of meeting in venues that offer opportunities for a close-up view of the business operations and investor activities that affect the Company's future.

[photos and captions]

- HUMAN RESOURCES AND COMPENSATION [photo and caption]: David Harkins, chairman, Christine Magee and Don Watt (pictured left to right) comprise this committee. Decisions on an appropriate organizational structure and pay-for-performance incentives are within its mandate. Continuous attention is given to the Company's executive succession plan.

- AUDIT COMMITTEE [photo and caption]: Philip Livingston, chairman, Serge Gouin and John Bennett (pictured left to right) are members of this key committee. Its special charge is oversight of the quality and integrity of the Company's annual and quarterly reports. The annual review by outside independent auditors is included in the scope of this committee's responsibilities.

- CORPORATE GOVERNANCE [photo and caption]: Serge Gouin, chairman, Hunter Boll, and Philip Livingston (left to right) serve on this committee. Ensuring compliance with fast-changing guidelines set by the securities regulatory authorities, the Toronto Stock Exchange and the New York Stock Exchange comes under its purview. The committee is also responsible for nominating new members to the Board.

- BOARD MEMBERS NOT ON COMMITTEES [photo and caption]: Colin Adair (second from left), Thomas Hagerty (missing from photo) and Stephen Halperin (left) are long-standing Board members who recently came off of committees after years of service. John Sheppard, President and Chief Operating Officer (second from right) is the newest member and Frank Weise, Cott's Chief Executive Officer (right) serves as Chairman of the Board. All of the above participate in the functions and duties of the full Board.

SUMMARY TABLE OF CONTENTS FOR THE ANNUAL REPORT ON FORM 10-K

CORPORATE OFFICERS AND BOARD OF DIRECTORS

BOARD OF DIRECTORS

Colin J. Adair
First Vice President
Investment Advisor
CIBC Wood Gundy

W. John Bennett (1)
Chairman, President and
Chief
Executive Officer
Benvest Capital Inc.

C. Hunter Boll (2)
Managing Director
Thomas H. Lee Partners
L.P.

Serge Gouin (1), (2)*
Lead Independent
Director
Vice Chairman
Salomon Smith Barney
Canada, Inc.

Thomas M. Hagerty
Managing Director
Thomas H. Lee Partners
L.P.

Stephen H. Halperin
Partner
Goodmans LLP

David V. Harkins (3)*
President
Thomas H. Lee Partners
L.P.

Philip Livingston (1)*, (2)
Chief Financial Officer
World Wrestling
Entertainment

Christine A. Magee (3)
President
Sleep Country Canada

John K. Sheppard
President & Chief
Operating Officer
Cott Corporation

Donald G. Watt (3)
Chairman & CEO
DW + Partners

Frank E. Weise III
Chairman & Chief
Executive Officer
Cott Corporation

CORPORATE OFFICERS

Frank E. Weise III
Chairman & Chief
Executive Officer

John K. Sheppard
President & Chief
Operating Officer

Mark Benadiba
Executive Vice President
Canada & International

Paul R. Richardson
Executive Vice President
Global Procurement &
U.K.

Raymond P. Silcock
Executive Vice President
& Chief Financial Officer

Mark R. Halperin
Senior Vice President,
General Counsel &
Secretary

Colin D. Walker
Senior Vice President,
Corporate Resources

Catherine M. Brennan
Vice President, Treasurer

Tina Dell'Aquila
Vice President, Controller
& Assistant Secretary

Ivano R. Grimaldi
Vice President,
Global Procurement

Edmund P. O'Keeffe
Vice President,
Investor Relations &
Corporate Development

Prem Virmani
Vice President,
Technical Services

(1) Member, Audit Committee

(2) Member, Corporate Governance Committee

(3) Member, Human Resources & Compensation Committee

* Committee Chairman

INVESTOR INFORMATION

CORPORATE HEADQUARTERS

207 Queen's Quay West
Suite 340
Toronto, Ontario
M5J 1A7
Tel: (416) 203-3898
Fax: (416) 203-8171

REGISTERED OFFICE
333 Avro Avenue
Pointe-Claire, Quebec
H9R 5W3

CANADIAN OFFICE
6525 Viscount Road
Mississauga, Ontario
L4V 1H6

MEXICO OFFICE
Calle de los Palos #35
San Pablo
Xochimehuacan
Puebla, Puebla. C.P.
72014

RC COLA INTERNATIONAL
1000 10th Avenue,
Columbus GA, 31901

UNITED KINGDOM AND EUROPE OFFICE
Citrus Grove, Side Ley
Kegworth, Derbyshire
DE74 2FJ

UNITED STATES OFFICE
4211 W. Boy Scout Blvd.
Suite #290
Tampa, FL 33607

NORTHEAST RETAILER BRANDS LLC
1001 Southbridge Street
Worcester,
Massachusetts 01620

PRINCIPAL OPERATIONS
Calgary, Alberta, Canada
Columbus, Georgia, U.S.
(Concentrate
Manufacturing)
Concordville,
Pennsylvania, USA
Kegworth, Derbyshire,
U.K.
Lachine, Quebec, Canada
Mississauga, Ontario,
Canada
Pointe-Claire, Quebec,
Canada
Pontefract, West
Yorkshire, U.K.

Puebla, Puebla, Mexico
Revelstoke, British
Columbia, Canada
San Antonio, Texas, USA
San Bernardino,
California, USA
Scoudouc, New
Brunswick, Canada
Sikeston, Missouri, USA
St. Louis, Missouri, USA
Surrey, British Columbia,
Canada
Tampa, Florida, USA
Wilson, North Carolina,
USA
Wyommising,
Pennsylvania, USA

RESEARCH AND
DEVELOPMENT CENTER
Columbus, Georgia, USA

INVESTOR INFORMATION
Tel: (416) 203-5662
(800) 793-5662
Email: investor_relations@cott.com
Website: www.cott.com

PUBLICATIONS
For copies of the Annual Report or the SEC Form 10-K, visit our website, or contact us at (800) 793-5662.

QUARTERLY BUSINESS RESULTS/COTT NEWS
Current investor information is available on our website at www.cott.com

TRANSFER AGENT & REGISTRAR
Computershare Trust
Company of Canada

AUDITORS
PricewaterhouseCoopers
LLP

STOCK EXCHANGE LISTING
Toronto Stock Exchange:
BCB
New York Stock
Exchange: COT

ANNUAL GENERAL MEETING
Cott's 2004 Annual Meeting takes place on Tuesday, April 27, 2004 at 8:30 a.m. at the Glenn Gould Studio CBC Building, 250 Front St. W., Toronto, Ontario, Canada

La version francaise est disponible sur demande.

BACK COVER
[photo -- silver bubble backdrop]
Cott [logo]
Corporation

www.cott.com

Exhibit 14.1

COTT CORPORATION

CODE OF ETHICS FOR SENIOR FINANCIAL OFFICERS

POLICY:

Cott Corporation is committed to conducting business in a manner that follows the highest ethical standards and complies with all applicable laws. In order to help ensure that this commitment is met by Cott Corporation and all its subsidiaries (collectively referred to in this document as "Cott" or the "Company") a Code of Business Conduct has been adopted by Cott. In addition to the Code of Business Conduct, Senior Officers (as defined below) also have an additional duty to comply with this Code of Ethics for Senior Officers (the "Code").

This Code applies to the Senior Officers of the Company The term "Senior Officer," as used in this Code, means Cott Corporation's Chief Executive Officer (i.e., the principal executive officer), Chief Financial Officer (i.e., the principal financial officer), Principal Accounting Officer, Controller and any other person who performs similar functions as well as Cott Corporation's Treasurer and Assistant Treasurer, and the senior financial officer in each of Cott's business units and divisions. While this Code provides general guidance for appropriate conduct and avoidance of conflicts of interest, it does not supersede specific policies that are set forth in other Company policy statements and, in particular, does not limit the duties and obligations that Senior Officers have under Cott's Code of Business Conduct.

PURPOSE:

The purpose of this Code is to deter wrongdoing and to provide guidance to the Company's Senior Officers with regard to, and to promote, the following:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

- full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the U.S. Securities and Exchange Commission ("SEC") and other securities regulatory authorities and in other public communications made by the Company;

- compliance with applicable governmental laws, rules and regulations;

- prompt internal reporting of violations of the Code; and

- accountability for adherence to the Code.

Each day, you are faced with making decisions that will affect the Company's business. You are obligated to comply with the Code guidelines and should avoid even the appearance of unethical or unprofessional behavior. To that end, you should seek advice from the Company's General Counsel when faced with a situation that may violate or give the appearance of violating the Code, or any other Company policies, laws, rules or regulations.

I. HONEST AND ETHICAL CONDUCT

The Company expects and requires ethical behavior from the Senior Officers. You owe a duty of loyalty to the Company and you are expected to act in the best interests of the Company. Further, you must engage in and promote honest and ethical conduct, including handling actual or apparent conflicts of interest in an ethical manner, and must act with honesty and integrity.

II. CONFLICTS OF INTEREST

A conflict of interest exists when your personal interests interfere with, or give the appearance of interfering with, the interests of the Company. In the best interests of the Company, you must avoid actual or apparent conflicts between your private interests and those of the Company, including receiving improper personal benefits as a result of your position. In addition, you should not use corporate assets, information, or your position for personal gain.

Conflicts of interest may manifest themselves in many ways and may reach farther than just the person employed by the Company. In fact, many conflicts arise as a result of situations involving your family members.

III. ACCURACY OF REPORTING

a) GENERAL

As a publicly traded company, the Company has a duty to comply with all applicable laws and regulations with respect to accuracy in the information it reports to the SEC and other securities regulatory authorities and communicates to the public. The company's financial statements are relied upon both internally and externally by individuals making business or investment decisions. Accuracy and candor is critical to the financial health of the Company. Senior Officers must help to ensure that all of the Company's periodic reports and public statements contain full, fair, accurate, timely and understandable disclosure. Any Senior Officer who becomes aware of inaccuracies contained in the Company's reports and public statements, or material omissions from the Company's reports and public statements, shall immediately report such material inconsistencies or omissions to the Company's Audit Committee and the General Counsel. Senior Officers must act in good faith, responsibly with due care and diligence and not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others whether within or outside the Company, including to the Company's directors and auditors, and to government regulators and self-regulatory organizations.

b) FINANCIAL REPORTING OBLIGATIONS OF SENIOR OFFICERS

As a Senior Officer, you are charged with the responsibility of ensuring that the financial statements, reports and other documents filed or submitted to the SEC and other applicable securities regulatory authorities and other public communications made by the Company (collectively, "Reports and Public Documents") are accurate and fairly disclose the Company's assets, liabilities and other material transactions engaged in by the Company. You are responsible for the Reports and Public Documents meeting the following requirements:

- Reports and Public Documents must, in reasonable detail, accurately and fairly reflect the transactions engaged in by the Company and acquisitions and dispositions of the Company's assets.

- Reports and Public Documents must not contain any untrue statement of material fact that would make the statements in the Reports and Public Documents misleading.

- Financial reports must be prepared in accordance with, or reconciled to, Generally Accepted Accounting Principles and applicable rules, including the accounting rules of the SEC and other applicable securities regulatory authorities.

- Reports and Public Documents must contain full, fair, accurate, timely and understandable disclosure.

Furthermore, you are responsible for reporting any inaccuracies or mistakes in the Reports and Public Documents to the Chair of the Audit Committee and the General Counsel.

Finally, you are required to respect the confidentiality of information acquired in the course of the performance of your responsibilities.

IV. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

It is a critical component of the Company's philosophy that it engage in its business activities, and be perceived to engage in its business activities, in an ethical and legal manner. Therefore, all Senior Officers must comply with both the letter and spirit of laws, rules and regulations applicable to the Company's business.

V. RESPONSIBILITY FOR REPORTING

The Company has established a reporting system that requires Senior Officers to report violations of any of the policies set forth in this Code. These mandatory reporting obligations apply whether or not the reporting person was personally involved in the alleged violation of the policies set forth in this Code.

Upon observing or learning of any violation of the policies set forth in this Code, Senior Officers may report violations to either the General Counsel or report via the procedures that have been

established in the Company's Reportable Concerns Policy. If the Senior Officer believes that the matter cannot be, or has not been, timely or adequately addressed by the Company, then the Senior Officer shall report any matter arising under this Code to the Chair of the Audit Committee, and any other matter to the Chair of the Corporate Governance Committee.

The Company shall use best efforts to keep any reports confidential and will not disclose such reports to anyone other than the Board, the Audit Committee or the Corporate Governance Committee as appropriate, the General Counsel, and outside legal counsel unless disclosure is required by law or this Code. All reports should contain as much specific detail as possible to allow the Company to conduct an investigation of the reported matter.

Once the Company receives notice of a suspected violation of this Code, the Company shall promptly begin an investigation. Investigations arising with regards to conflicts of interest and accuracy of reporting will be conducted by persons designated and supervised by the Audit Committee. Investigations arising under any other section of this Code will be conducted under the supervision of the General Counsel. Once a violation is found to exist, such individual shall be subject to disciplinary action as described in Section VI of this Code.

The Company's Audit Committee has established a Reportable Concerns policy, which covers the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, or auditing matters. This Policy will ensure the confidential and anonymous submission of concerns regarding questionable accounting or auditing matters. You may obtain a copy of this policy from the Company's intranet site at www.cottnet.com.

The Company will not discharge, demote, suspend, threaten, harass, or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding Improper Activities or otherwise as specified in Section 806 of the Sarbanes Oxley Act of 2002.

VI. COMPLIANCE; ADMINISTRATION

As a condition of employment and continued employment, each Senior Officer must accept the responsibility of complying with the foregoing policies and acknowledge his or her receipt of the Code by executing the Acknowledgement attached hereto. The company may, at any time and as frequently as the Company may deem advisable, request any Senior Officer to complete and submit a certification in the form designated by the Company pertaining to compliance with the policies set forth in this code. A copy of the certification form is contained in this Code.

Any Senior Officer who violates any of these policies is subject to disciplinary action including but not limited to suspension or termination of employment, and such other action, including legal action, as the Company believes to be appropriate under the circumstances. The Audit Committee or Corporate Governance Committee will make the determination as to penalties applicable to Senior Officers for Code violations.

VII. AMENDMENTS; WAIVER

The Company reserves the right to amend, waive or alter the policies set forth in this Code at any time. Amendments to the Code require the approval of the board and waivers (including implicit waivers) of any provision of the Code require the approval of the Audit Committee. Unless the SEC rules and regulations otherwise provide, amendments and waivers of any provision of the Code applicable to Senior Officers must be promptly disclosed in accordance with SEC regulations, including an explanation for the waiver. Waivers include, among other things, a material departure from a provision of this Code. Implicit waivers include the Company's failure to take action with respect to violations of Code provisions within a reasonable time following the Company's receipt of notice of the violation.

ADOPTED: MARCH 2, 2004

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Exhibit 21.1

LIST OF SUBSIDIARIES

	Name of Subsidiary	Jurisdiction of Incorporation or Organization	Direct or Indirect Percentage Ownership
1.	Cott Holdings Inc.	Delaware & Nova Scotia	100%
2.	Cott USA Corp.	Georgia	100%
3.	Cott Beverages Inc.*	Georgia	100%
4.	Northeast Retailer Brands LLC	Delaware	51%
5.	Cott Vending Inc.	Delaware	100%
6.	Cott Beverages Wyomissing Inc.	Pennsylvania	100%
7.	Cott International Trading, Ltd.	Barbados	100%
8.	BCB International Holdings	Cayman Islands	100%
9.	BCB European Holdings	Cayman Islands	100%
10.	Cott Retail Brands Limited	United Kingdom	100%
11.	Cott Europe Trading Limited	United Kingdom	100%
12.	Cott Beverages Limited	United Kingdom	100%
13.	Cott Embotelladores de Mexico, S.A. de C.V.	Mexico	90%
14.	Cott Atlantic Company	Nova Scotia	100%
15.	CB Nevada Capital Inc.	Nevada	100%

Certain subsidiaries are omitted; such subsidiaries, even if combined into one subsidiary, would not constitute a "significant subsidiary" within the meaning of Regulation S-X.

*This entity also does business as Cott Beverages USA, a division of Cott Beverages Inc., Cott International, Cott Concentrates and RC Cola International.

Exhibit 23.1

CONSENT OF INDEPENDENT AUDITORS

We hereby consent to the incorporation, or incorporation by reference, of our report dated January 28, 2004 relating to the consolidated financial statements and our report dated January 28, 2004 relating to the financial statement schedules, which appear in this Annual Report on Form 10-K and in the Registration Statements on Form S-8 (333-108128), S-8 (333-56980), S-8 (333-05172), S-8 (033-84964) and S-8 (033-72894).

/s/ PRICEWATERHOUSECOOPERS LLP

Chartered Accountants
Toronto, Ontario
March 17, 2004

Exhibit 31.1

CERTIFICATIONS PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002.

I, Frank E. Weise III, certify that:

1. I have reviewed this annual report on Form 10-K of Cott Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations and cash flows of Cott Corporation as of, and for, the periods presented in this report;

4. Cott Corporation's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for Cott Corporation and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to Cott Corporation, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) evaluated the effectiveness of Cott Corporation's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c) disclosed in this report any change in Cott Corporation's internal control over financial reporting that occurred during Cott Corporation's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, Cott Corporation's internal control over financial reporting; and

5. Cott Corporation's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to Cott Corporation's auditors and the audit committee of Cott Corporation's board of directors (or persons performing the equivalent function):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect Cott Corporation's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in Cott Corporation's internal control over financial reporting.

March 16, 2004

/s/ Frank E. Weise

Frank E. Weise III
Chairman and Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002.

I, Raymond P. Silcock, certify that:

1. I have reviewed this annual report on Form 10-K of Cott Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations and cash flows of Cott Corporation as of, and for, the periods presented in this report;

4. Cott Corporation's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for Cott Corporation and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to Cott Corporation, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) evaluated the effectiveness of Cott Corporation's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c) disclosed in this report any change in Cott Corporation's internal control over financial reporting that occurred during the Cott Corporation's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, Cott Corporation's internal control over financial reporting; and

5. Cott Corporation's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to Cott Corporation's auditors and the audit committee of Cott Corporation's board of directors (or persons performing the equivalent function):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect Cott Corporation's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in Cott Corporation's internal control over financial reporting.

/s/ Raymond P. Silcock

March 16, 2004

Raymond P. Silcock
Executive Vice-President and
Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002.

The undersigned, Frank E. Weise III, Chairman and Chief Executive Officer of Cott Corporation (the "Company"), has executed this certification in connection with the filing with the Securities and Exchange Commission of the Company's Annual Report on Form 10-K for the year ended January 3, 2004 (the "Report").

The undersigned hereby certifies that to the best of his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, the undersigned has executed this certification as of the 16th day of March, 2004.

/s/ Frank E. Weise

Frank E. Weise III
Chairman and Chief Executive Officer
March 16, 2004

Exhibit 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002.

The undersigned, Raymond P. Silcock, Executive Vice-President and Chief Financial Officer of Cott Corporation (the "Company"), has executed this certification in connection with the filing with the Securities and Exchange Commission of the Company's Annual Report on Form 10-K for the year ended January 3, 2004 (the "Report").

The undersigned hereby certifies that to the best of his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, the undersigned has executed this certification as of the 16th day of March, 2004.

/s/ Raymond P. Silcock

Raymond P. Silcock
Executive Vice-President and Chief Financial Officer
March 16, 2004