Checkpoint Systems Acquisition
Investor Update
March 2nd 2016

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Disclaimer

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Forward-looking statements are not guarantees of future performance. They involve known and unknown risks and uncertainties relating to future events and conditions including, but not limited to, the after-effects of the global financial crisis and its impact on the world economy and capital markets; the impact of competition; consumer confidence and spending preferences; general economic and geopolitical conditions; currency exchange rates; interest rates and credit availability; technological change; the outcome of anti-trust filings; changes in government regulations; risks associated with operating and product hazards; and CCL’s ability to attract and retain qualified employees. Do not unduly rely on forward-looking statements as the Company’s actual results could differ materially from those anticipated in these forward-looking statements. Forward-looking statements are also based on a number of assumptions, which may prove to be incorrect, including, but not limited to, assumptions about the following: global economic recovery and higher consumer spending; improved customer demand for the Company’s products; continued historical growth trends, market growth in specific sectors and entering into new markets; the Company’s ability to provide a wide range of products to multinational customers on a global basis; the benefits of the Company’s focused strategies and operational approach; the achievement of the Company’s plans for improved efficiency and lower costs, including stable aluminum costs; the availability of cash and credit; fluctuations of currency exchange rates; the Company’s continued relations with its customers; the Company’s strategic rationale for this acquisition; the estimated SG&A synergies and timing to realize the synergies; the Company’s expectation of $40 million in costs over three years to achieve synergy targets; the expectation for improved working capital efficiency; the expectation for recurring revenues; the expectation for robust free cash flow; the expectation for meaningful EPS accretion; the anticipated closing of the transaction by mid-2016; the Company’s expected order intake levels; and general business and economic conditions. Should one or more risks materialize or should any assumption prove incorrect, then actual results could vary materially from those expressed or implied in the forward-looking statements. Further details on key risks can be found throughout this report and particularly in Section 4: “Risks and Uncertainties” of the 2015 Annual MD&A. CCL’s annual and quarterly reports can be found online at www.cclind.com and www.sedar.com or are available upon request.

*Checkpoint figures are based on U.S. Generally Accepted Accounting Principles (“US GAAP”), which may differ from what may be derived under International Financial Reporting Standards (“IFRS”)
## Transaction Overview

### Key Transaction Metrics
- On March 1, 2016, CCL Industries Inc. ("CCL") entered into a definitive merger agreement to acquire Checkpoint Systems, Inc. ("Checkpoint") for US$10.15 per share in cash
  - Represents a 29% premium to the March 1, 2016 closing share price
- Transaction values Checkpoint at $556 million, including the assumption of $44 million of net cash
- Meaningful earnings accretion with attractive return profile

### Expected Closing
- Unanimously supported and recommended by the boards of directors of both companies
- Closing anticipated to occur in mid-2016

### Closing Conditions
- Checkpoint shareholder approval
- Subject to regulatory approvals
- Customary closing conditions

### Financing
- Transaction funded entirely with CCL's existing US$1.2 billion revolving credit facility

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## Strategic Rationale

### Technology-Driven Label Solutions
- Acquisition of leading technology-driven label solutions provider to the retail & apparel industry
  - Provides a product portfolio of Radio Frequency Identification (“RFID”) solutions
  - Globally No. 2 in “RFID for apparel” space
- Leverages CCL’s deep capabilities in labels and manufacturing expertise

### Global Presence
- Global sales footprint spanning 29 countries serves all major retail markets
- Expands international operating platform to facilitate continued growth

### Blue Chip Customer Base
- Long-standing, customer base of top global retailers and apparel brand owners
- Attractive recurring revenue model

### Meaningful Synergy Opportunities
- Up to $40 million in annual synergies achieved within 18 months
- Opportunity to improve net working capital efficiency

### Attractive Financial Profile
- Asset-light business model and working capital opportunities = robust free cash flow and drives rapid de-leveraging
- Meaningful and immediate pro forma EPS accretion

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Checkpoint Overview

- Technology-driven, loss prevention and inventory management labeling solutions for the retail & apparel industry

- **Q3 2015A LTM Key Financial Metrics:**
  - Net Revenue: $820 million
  - Gross Profit Margin: 42%
  - Adjusted EBITDA: $83 million (10.2% margin)

- 4,800 Employees

- Operates through three segments:
  - Merchandise Availability Solutions ("MAS")
  - Apparel Labeling Solutions ("ALS")
  - Retail Merchandising Solutions ("RMS")

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Leading technology-based RF and RFID-based solutions provider to the retail industry

*Checkpoint figures are based on U.S. Generally Accepted Accounting Principles ("US GAAP"); All figures in this presentation are in Canadian dollars unless otherwise noted. The exchange rate used was 1.35 C$ / US$.*
Three product lines....

<table>
<thead>
<tr>
<th>Segment Description</th>
<th>Merchandise Availability Solutions (MAS)</th>
<th>Apparel Labeling Solutions (ALS)</th>
<th>Retail Merchandising Solutions (RMS)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Q3 2015A LTM Gross Profit Margin</strong></td>
<td>47%</td>
<td>31%</td>
<td>37%</td>
</tr>
<tr>
<td><strong>Segment Description</strong></td>
<td>Shrink and inventory management solutions for retailers</td>
<td>Web-based data management service to manage pricing and merchandising of apparel</td>
<td>Hand-held label applicators &amp; labels and In store merchandising displays</td>
</tr>
<tr>
<td><strong>Product Description</strong></td>
<td>• Electronic article surveillance (“EAS”) systems, labels &amp; consumables&lt;br&gt;• Alpha high-theft hard tags for “open displays”&lt;br&gt;• RFID labels, software &amp; services</td>
<td>• Price labels, tickets &amp; tags&lt;br&gt;• Branding labels &amp; tags&lt;br&gt;• Variable data tags &amp; labels&lt;br&gt;• Woven labels&lt;br&gt;• Printed fabric labels&lt;br&gt;• RFID labels</td>
<td>• Labeling tools &amp; labels&lt;br&gt;• Retail display systems</td>
</tr>
<tr>
<td><strong>Products</strong></td>
<td><img src="image1.png" alt="Image" /> <img src="image2.png" alt="Image" /> <img src="image3.png" alt="Image" /></td>
<td><img src="image4.png" alt="Image" /> <img src="image5.png" alt="Image" /> <img src="image6.png" alt="Image" /></td>
<td><img src="image7.png" alt="Image" /> <img src="image8.png" alt="Image" /> <img src="image9.png" alt="Image" /></td>
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</tbody>
</table>

Technology provider of end-to-end solutions to the retail industry

* Checkpoint figures are based on U.S. Generally Accepted Accounting Principles (“US GAAP”).
Leader in EAS Markets

- Security and inventory management labelling solutions helping retailers combat theft, reduce out-of-stocks, and improve inventory accuracy

- High-theft solutions protect high-value merchandise allowing customer interaction

- 48% out of the top 250 global retailers trust their high-risk merchandise

Protects 58% of the Top 250 Global Retailers’ merchandise through EAS solutions

* Checkpoint figures are based on U.S. Generally Accepted Accounting Principles ("US GAAP").
Source: Management Estimates
“With RFID-enabled DCs and stores, we will improve our stock data accuracy and reduce not-on-shelf-but-on-stock so that customers find the right color, size and fit,” says Joachim Wilkens, head of functional IT and supply chain development at C&A Europe. “With RFID, we are building the basis for the C&A omni-channel strategy.”
RFID Opportunity

RFID Labels and Tags Forecast Demand

- Other
- People
- Embedded
- Access Control / Ticketing
- Air Baggage & Cargo
- Medical / Healthcare
- Logistics, Conveyances, Roll Cages
- Retail-Other (Incl. Anti-Counterfeiting)
- Asset Management / Inventory
- Retail Apparel & Footwear

Conceptual Global Retail Sales

Current Penetration of RFID

- Food & Beverage Stores
- Health & Beauty
- Apparel & Footwear
- Building Supplies
- Electronics
- Art / Hobby
- Housewares
- Plants / Garden Supplies
- Appliance
- Sporting Goods
- Furniture

Source: Management Estimates
Global Presence

46 go-to-market units & 21 manufacturing facilities in 29 countries

LEGEND
- Indicates a presence within that country
- Indicates location of manufacturing facility or go-to-market unit

FULL TIME EMPLOYEES BY REGION
- Asia Pacific: 68%
- Europe: 17%
- North America: 13%
- Latin America: 2%
Top Global Retailer Customers

Walmart
C&A
Carrefour
CVS
TESCO
DECATHLON
FAMILY DOLLAR
GAP
BANANA REPUBLIC
THE HOME DEPOT
KOHLS
Sainsbury's
TARGET
OLD NAVY
Walgreens
Disney
SEPHORA
VF
ZARA
INDITEX
RITE AID
HP
PETROBRAS
UNIQLO
ULTA
LOWE'S
AIRBUS
JOHN DEERE
SG&A Productivity Opportunity

**LTM SG&A as % of LTM Net Revenue**

- 34% (Checkpoint)
- 14% (CCL)
- $40 million synergies

$40 million of synergies with $40 million of restructuring expense (3)

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1. LTM as of 27-Sep-15.
2. LTM as of 31-Dec-15.
3. To achieve the targeted synergies, management estimates that non-recurring costs of $40 million will be incurred between closing and the end of 2018.
Working Capital Opportunity

**Average LTM Net Working Capital as % of LTM Net Revenue**

<table>
<thead>
<tr>
<th></th>
<th>Checkpoint</th>
<th>CCL</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>LTM Net Revenue (C$ millions)</strong></td>
<td>$820(^{(2)})</td>
<td>$3,039(^{(3)})</td>
</tr>
<tr>
<td><strong>Percentage</strong></td>
<td>27%</td>
<td>4%</td>
</tr>
</tbody>
</table>

1. Net working capital calculated as average last four quarter Accounts Receivable + Inventory – Accounts Payable.
2. LTM as of 27-Sep-15.
3. LTM as of 31-Dec-15.

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CCL Acquisition Performance

- Since 2001, CCL has completed acquisitions totaling more than $1.5 billion and delivered a 25.4% CAGR for shareholders versus 5.0% for the S&P / TSX during the same period.

Note: Market data as of 29-Feb-16; adjusted for stock splits and dividends.
## Financing Overview

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1. Pro forma for 6-Nov-15 $252 million Worldmark acquisition; includes incremental EBITDA of $30 million.
2. Includes $40 million of annual synergies and Checkpoint LTM Adjusted EBITDA as of 27-Sep-15.

<table>
<thead>
<tr>
<th>(C$ millions)</th>
<th>As at 31-Dec-15</th>
<th>Pro Forma</th>
</tr>
</thead>
<tbody>
<tr>
<td>Unsecured Syndicated Bank Credit Facility</td>
<td>$654</td>
<td>$1,348</td>
</tr>
<tr>
<td>Unsecured Senior Notes</td>
<td>331</td>
<td>331</td>
</tr>
<tr>
<td>Finance Lease Liabilities and Other Loans</td>
<td>21</td>
<td>21</td>
</tr>
<tr>
<td><strong>Total Debt</strong></td>
<td><strong>$1,006</strong></td>
<td><strong>$1,699</strong></td>
</tr>
<tr>
<td><strong>Less: Cash</strong></td>
<td><strong>($406)</strong></td>
<td><strong>($539)</strong></td>
</tr>
<tr>
<td><strong>Net Debt</strong></td>
<td><strong>$600</strong></td>
<td><strong>$1,161</strong></td>
</tr>
<tr>
<td>Pro Forma LTM Adjusted EBITDA</td>
<td>$638(^{(1)})</td>
<td>$762(^{(2)})</td>
</tr>
<tr>
<td><strong>Net Debt / Adjusted EBITDA</strong></td>
<td>0.9x</td>
<td>1.5x</td>
</tr>
</tbody>
</table>

Financed by existing US$1.2 billion revolving credit facility, significant capacity remains post transaction.
Timetable / Key Approvals

**Timetable**

- **Posting of Documentation**
  - Definitive merger agreement
  - Estimated posting 5-7 weeks post announcement

- **Shareholder Votes**
  - Checkpoint special meeting of shareholders

- **Approvals**
  - Process to commence immediately following announcement

- **Timing**
  - Expected to close in the mid-2016

**Approvals**

- **U.S.**
  - Department of Justice
  - Federal Trade Commission

- **Shareholder**
  - Subject to Checkpoint shareholder approval
Appendix
<table>
<thead>
<tr>
<th>(C$ millions)</th>
<th>2015A</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Net earnings</strong></td>
<td>$295</td>
</tr>
<tr>
<td>Corporate expense</td>
<td>52</td>
</tr>
<tr>
<td>Earnings in equity accounted investments</td>
<td>(4)</td>
</tr>
<tr>
<td>Finance cost, net</td>
<td>26</td>
</tr>
<tr>
<td>Restructuring and other items – net loss</td>
<td>6</td>
</tr>
<tr>
<td>Income taxes</td>
<td>121</td>
</tr>
<tr>
<td><strong>Operating income</strong></td>
<td>$497</td>
</tr>
<tr>
<td>Less: Corporate expense</td>
<td>(52)</td>
</tr>
<tr>
<td>Add: Depreciation and amortization</td>
<td>164</td>
</tr>
<tr>
<td><strong>EBITDA</strong></td>
<td>$608</td>
</tr>
<tr>
<td>Pro Forma Worldmark</td>
<td>$30</td>
</tr>
<tr>
<td><strong>Pro Forma EBITDA</strong></td>
<td>$638</td>
</tr>
</tbody>
</table>
## Checkpoint Adjusted EBITDA Reconciliation

<table>
<thead>
<tr>
<th>(C$ millions)</th>
<th>2012A</th>
<th>2013A</th>
<th>2014A</th>
<th>Q3 2015A</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>EBIT (as reported)</strong></td>
<td>($163)</td>
<td>$32</td>
<td>$52</td>
<td>$8</td>
</tr>
<tr>
<td>Other Operating Income/Loss</td>
<td>(2)</td>
<td>(0)</td>
<td>--</td>
<td>--</td>
</tr>
<tr>
<td>Other Gain/(Loss)</td>
<td>--</td>
<td>0</td>
<td>(0)</td>
<td>(0)</td>
</tr>
<tr>
<td>Depreciation &amp; Amortization</td>
<td>41</td>
<td>36</td>
<td>34</td>
<td>35</td>
</tr>
<tr>
<td>Restructuring</td>
<td>39</td>
<td>15</td>
<td>9</td>
<td>8</td>
</tr>
<tr>
<td>Asset Impairments</td>
<td>--</td>
<td>7</td>
<td>1</td>
<td>10</td>
</tr>
<tr>
<td>Goodwill Impairments</td>
<td>139</td>
<td>--</td>
<td>--</td>
<td>--</td>
</tr>
<tr>
<td>Litigation</td>
<td>0</td>
<td>(9)</td>
<td>2</td>
<td>14</td>
</tr>
<tr>
<td>Acquisition Costs</td>
<td>0</td>
<td>1</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Management Transition Expense</td>
<td>4</td>
<td>2</td>
<td>--</td>
<td>1</td>
</tr>
<tr>
<td>Stock Compensation Expense</td>
<td>6</td>
<td>9</td>
<td>8</td>
<td>8</td>
</tr>
<tr>
<td><strong>Adjusted EBITDA</strong></td>
<td>$64</td>
<td>$91</td>
<td>$107</td>
<td>$83</td>
</tr>
</tbody>
</table>

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