

# **CCL Industries Inc.**

**105 Gordon Baker Road, Suite 800**

**Willowdale, Ontario**

**M2H 3P8**

**2007**

**Annual Information Form**

**March 11, 2008**

## Table of Contents

<b>Item 1</b>	<b>Cover Page</b>	<b>1</b>
<b>Item 2</b>	<b>Corporate Structure</b>	<b>4</b>
<b>Item 3</b>	<b>General Development of the Business</b>	<b>6</b>
	<b>Custom Manufacturing Division</b> <i>(Discontinued Operations)</i>	<b>7</b>
	<b>ColepCCL Joint Venture</b> <i>(Discontinued Operations)</i>	<b>7</b>
	<b>Label Division</b>	<b>8</b>
	<b>Container Division</b>	<b>10</b>
	<b>Tube Division</b>	<b>10</b>
	<b>Corporate Development</b>	<b>11</b>
	<b>Strategy</b>	<b>12</b>
<b>Item 4</b>	<b>Description of the Business</b>	<b>13</b>
	<b>Overview</b>	<b>13</b>
	<b>Label Division</b>	<b>14</b>
	<b>Container Division</b>	<b>15</b>
	<b>Tube Division</b>	<b>15</b>
	<b>General</b>	<b>16</b>
	<b>Risk Factors</b>	<b>24</b>
<b>Item 5</b>	<b>Dividends</b>	<b>30</b>
<b>Item 6</b>	<b>Description of Capital Structure</b>	<b>31</b>
<b>Item 7</b>	<b>Market for Securities</b>	<b>32</b>

<b>Item 8</b>	<b>Directors and Officers</b>	<b>33</b>
<b>Item 9</b>	<b>Legal Proceedings</b>	<b>37</b>
<b>Item 10</b>	<b>Transfer Agent and Registrar</b>	<b>37</b>
<b>Item 11</b>	<b>Material Contracts</b>	<b>37</b>
<b>Item 12</b>	<b>Interests of Experts</b>	<b>37</b>
<b>Item 13</b>	<b>Audit Committee</b>	<b>38</b>
<b>Item 14</b>	<b>Additional Information</b>	<b>42</b>

## **CCL Industries Inc.**

The information in this Annual Information Form ("AIF") may contain forward-looking statements that involve a number of risks and uncertainties. A forward-looking statement is usually identified by the use of certain terminology in this AIF, including "believes," "may," "will," "anticipates" or "intends" or by discussions of strategy or intentions. A number of factors could cause the Company's actual results, performance or achievements, or industry results in general, to vary from the results, performance or achievements expressed or implied by the Company's forward-looking statements. These factors include: general economic and business conditions, and specific conditions affecting the sector in which the Company operates, including pricing pressures; the Company's ability to attract and retain its customer base; technological change; competition; changes in, or failure to comply with existing government regulations or failure to obtain required permits or licenses; changes in business strategy or development plans; risks associated with operating and product hazards; the ability to attract and retain qualified personnel; and other factors. For further details on the above risk factors, see "Risk Factors" section under Item 4, page 23.

In addition, forward-looking statements depend upon assumptions, estimates and dates that may not be correct or precise and involve known and unknown risks, uncertainties and other factors. Accordingly, a forward-looking statement in this AIF is not a prediction of future events or circumstances, and those future events or circumstances may not occur. Given these uncertainties, the reader is warned not to rely on the forward-looking statements. Neither the Company nor any other person assumes responsibility for the accuracy and completeness of these statements. Except for ongoing obligations under applicable securities laws to disclose all material information to investors, the Company is not undertaking any obligation to update these factors or to publicly announce the results of any changes to the Company's forward-looking statements due to future events or developments.

Unless otherwise stated, all amounts stated in this document are given in Canadian dollars, and, unless otherwise stated, the information contained herein is current as of March 11, 2008.

### **ITEM 2 – CORPORATE STRUCTURE**

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

The registered and head office of CCL Industries Inc. is located at 105 Gordon Baker Road, Suite 800, Willowdale, Ontario M2H 3P8. Unless the context otherwise indicates, a reference to "CCL" or "the Company" means CCL Industries Inc. and its subsidiary companies. Listed below are the principal direct or indirect operating subsidiaries each of whose total consolidated assets or consolidated sales and operating revenues constitute more than 10% of the total consolidated assets or consolidated sales and operating revenues of the Company for the year ended December 31, 2007. The combined assets and sales of the other subsidiaries of CCL do not constitute more than 20% of the consolidated assets or the consolidated sales and operating revenues of the Company.

The Company manages three principal operating units, the Label Division, the Container Division and the Tube Division.

In the United States, Mexico and Puerto Rico, the Label Division operates through the Company's indirect wholly owned subsidiary CCL Label, Inc. (incorporated in Michigan), which in turn has the following direct and indirect wholly owned subsidiaries (with state or country of incorporation):

- CCL Insertco de Puerto Rico, Inc. - Delaware
- CCL Insertco, LLC - Maryland
- Etiquetas CCL S.A. de C.V. - Mexico
- CCL Label (St. Louis), Inc. - Missouri
- CCL Label de Puerto Rico, Inc. - Puerto Rico
- CCL Label/Sioux Falls, Inc. - South Dakota

In Europe, the Company carries on the Label business through its indirect wholly owned subsidiaries in various jurisdictions. The direct and indirect operating subsidiaries are:

- CCL Label GmbH - Austria
- CCL Label A/S - Denmark
- CCL Label (Avelin) S.A.S. - France
- CCL Inmould Label S.A.S. - France
- CCL Label France S.A.S. - France
- CCL Package Label S.N.C - France
- CD-Design GmbH - Germany
- CCL Label Meerane GmbH - Germany
- CCL Label GmbH - Germany
- CCL Label S.r.l. - Italy
- Inprint Benelux B.V. - the Netherlands
- CCL Label Sp z o.o. - Poland
- CCL Label (Rhyl) Limited - United Kingdom
- CCL Label Limited - United Kingdom
- CCL Label (Ashford) Limited - United Kingdom
- Ditchling Press Ltd. - United Kingdom

In Brazil, the Company carries on the Label business through its indirect wholly owned subsidiary CCL Label do Brasil Rotulos Adesivos S.A.

In China, the Company carries on the Label business through its indirect wholly owned subsidiaries CCL Label (Guangzhou) Co., Ltd. and CCL Label (Hefei) Co., Ltd.

In Russia, the Company's 50% owned joint venture carries on the Label business through CCL-Kontur LLC.

In Thailand, the Company carries on the Label business through its indirect wholly owned subsidiary CCL Label (Thai) Ltd.

The Container Division operates the following subsidiary (with state of incorporation) in the United States through CCL's indirect wholly owned subsidiary:

CCL Container (Hermitage), Inc. - Delaware

The Container Division also operates in Mexico through CCL's indirect 95% owned subsidiary CCL Container S.A. de C.V.

The Tube Division operates the following subsidiaries (with state of incorporation) in the United States through CCL's indirect wholly owned subsidiaries:

CCL Tube (Wilkes-Barre), Inc. – Pennsylvania  
CCL Tube, Inc. - Delaware

### **ITEM 3 – GENERAL DEVELOPMENT OF THE BUSINESS**

CCL commenced operations in Canada in 1951 as a custom manufacturer for major marketers of consumer products (see “Custom Manufacturing Division” below). Commencing in the 1980s, CCL diversified into specialty packaging, servicing the same customer base as its custom manufacturing business. In May 2005, CCL sold its North American Custom Manufacturing (“N.A. Custom”) business to KCP Income Fund, while retaining its European joint venture ColepCCL (“ColepCCL”). In November 2007, CCL sold its 40% interest in ColepCCL in Europe to its majority partner for cash and a note payable in February 2008. The sale of N.A. Custom and ColepCCL has allowed the Company to focus its business solely on specialty packaging.

CCL now has three main operating areas of expertise in specialty packaging (“Specialty Packaging”): the Label, Container and Tube Divisions.

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

In addition, the Company has divested non-core and underperforming businesses to allow each Division to focus on its customers and growth opportunities. CCL considers its core business to be specialty packaging products with generally high value-added characteristics and significant barriers to entry. The Company's core customers are

primarily global marketers. To this end, the following acquisitions and divestitures by Division were completed to better position each business in its respective markets.

### **CUSTOM MANUFACTURING DIVISION (Discontinued Operations)**

Beginning in 2000, CCL restructured and reduced its investment in Custom Manufacturing, culminating in the sale of the N.A. Custom business in May 2005 and the ColepCCL joint venture in November 2007.

The Custom Manufacturing Division was a leading provider of manufacturing and other value-added outsourcing services to international and national consumer products companies. It provided a wide range of personal care, over-the-counter medication, household care and specialty food products in aerosol, liquid, cream, lotion, paste and solid stick formats.

In July 2004, after experiencing strong competition in its European business, the Division formed a 40% owned joint venture named ColepCCL to add critical mass and low cost manufacturing locations to its existing well-established operations. The joint venture partner was RAR - Sociedade de Controlo (Holding), S.A. ("RAR") of Portugal. CCL funded this transaction with (a) the contribution of its European contract manufacturing operation consisting of its Scunthorpe, U.K., and Laupheim, Germany, operations and (b) \$ 23 million cash.

In May 2005, the Company sold its N.A. Custom business, while retaining ColepCCL, with a view to redeploying the capital into its higher growth businesses (Label, Container and Tube). The Company believes that this disposition lowered the Company's overall risk profile by reducing the potential impact of a weaker U.S. dollar and the Company's dependence on North American manufacturing, thereby creating greater geographic and currency diversification. It also improved the financial leverage of the Company, reduced refinancing risk (as there was a significant debt repayment due in March 2006) and increased the Company's balance sheet flexibility.

### **ColepCCL JOINT VENTURE (Discontinued Operations)**

As described above, the ColepCCL joint venture was formed in 2004 and manufactures a variety of consumer products and packaging. Its products include a wide range of personal care, cosmetic, over-the-counter medicated and household products in liquid, cream lotion and paste formats. In addition, ColepCCL manufactures steel aerosol food and general line cans and plastic containers.

The ColepCCL business operated from manufacturing facilities located at Scunthorpe, U.K.; Laupheim, Germany; Vale de Cambra, Portugal; Navarra, Spain and Kleszczow, Poland. In the summer of 2005, ColepCCL closed its plant in Madrid, Spain and moved most of the business volume to other ColepCCL locations.

In November 2007, CCL sold its stake in ColepCCL to its majority partner, RAR, for cash proceeds of \$73 million and a note payable in February 2008 for a further \$74 million, for a total of approximately \$147 million. Along with the sale of the N.A. Custom business in May 2005, this transaction completed the repositioning of the Company solely as a global specialty packager.

## **LABEL DIVISION**

The Label Division is the leading North American, Latin American, European and Asian producer of premium-quality labels and other promotional products for non-durable consumer product marketing companies in the home and personal care, food and beverage, healthcare, battery and chemical segments of the market. The Division's product lines include pressure sensitive, in-mould and expanded content labels, in addition to other presentation or promotional products such as packaging inserts and outserts, shrink sleeves, and games and promotional coupons.

CCL Label now operates thirteen label manufacturing plants in the United States (California, Connecticut, Kentucky, Maryland, Missouri, two in New Jersey, North Carolina, Ohio, Pennsylvania, two in South Dakota and one in Tennessee), two plants in Canada (one in Ontario and one in Québec), two in Mexico, and two in Puerto Rico. In January 2006, CCL Label also expanded into Brazil with the Prodesmaq acquisition and added one further plant in Brazil as part of the Illinois Tool Works ("ITW") acquisition in January 2007.

In Europe, with the ITW acquisition in January 2007 and the Russian joint venture in late 2007 (described below), the Label Division now operates two plants in Austria, two in Denmark, five in France, two in Germany, one in Italy, one in the Netherlands, one in Poland, two in Russia and seven plants in the United Kingdom.

In Asia, the division has two plants in China and one in Thailand.

The current position of the Label Division was primarily developed over the last few years as a result of the following transactions:

In January 2005, the pressure sensitive label printing business of Steinbeis Packaging, based in Germany, was acquired. The acquisition consisted of five label operations in Germany, France, the United States and China for approximately \$64 million, followed by the deferred purchase in January 2006 of one of the plants acquired for approximately \$6 million. The business focuses on personal care and battery labels, which are sold to brand name international customers.

In August 2005, the Company purchased the remaining 49% of its European joint venture, CCL-Pachem from the original owners. CCL-Pachem consists of three plants in Austria, France and the United Kingdom. CCL acquired CCL-Pachem for approximately \$6 million in cash, issued 200,000 restricted Class B non-voting shares

and assumed approximately \$12 million of debt. The business produces pressure sensitive, shrink sleeve and in-mould labels for primarily global marketers.

Also in August 2005, CCL acquired the assets of Merroc Ltd., a label manufacturer specializing in pressure sensitive colour chip labels for European paint manufacturers.

In September 2005, the Company acquired the business of Inprint Systems headquartered in the United Kingdom and a supplier of specialty pressure sensitive labels to the highly regulated healthcare and chemical markets for approximately \$63 million in cash. Inprint has two plants in the United Kingdom and one plant in each of Italy, the Netherlands and the United States.

In January 2006, for approximately \$62 million, CCL acquired Prodesmaq, a Brazilian pressure sensitive label supplier to many of the same customers that CCL Label supports in the rest of the world. Prodesmaq has one state-of-the-art plant in Brazil and supplies labels to the home and personal care, healthcare and premium food and beverage markets. The purchase and sale agreement provides a six-year bank guarantee to the benefit of the Company if certain potential liabilities, incurred prior to the acquisition by the vendors, require payment by the Company up to a specified limit.

In October 2006, the Company sold its small non-core label business located in Houten, the Netherlands for approximately \$3 million. The business supplied the domestic customer base but did not supply many of CCL's core global customers.

In January 2007, CCL acquired, for \$106 million in cash, the assets of Illinois Tool Works ("ITW") sleeve label business located in Europe and Brazil, with a sales and distribution office in the United States. The division had previously been a small player in the shrink sleeve market and in conjunction with this acquisition, will position CCL as a leading global player in this fast growing segment of the label industry. The business also includes stretch sleeves, which is new to CCL. ITW serves many of the division's key global customers in the food, beverage, home and personal care markets. The ITW operations include two plants in the United Kingdom, one in Austria and one in Brazil.

In December 2007, a joint venture was formed in Russia with locations in Moscow and St. Petersburg. CCL owns 50% of the joint venture with the Russian partner maintaining management control. The CCL-Kontur business supplies pressure sensitive labels to global and domestic personal care and beverage customers from a plant in Moscow and one in St. Petersburg. The intention is for this joint venture to supply CCL's global customers in Russia over time.

In the last three years, the Label Division enjoyed strong sales growth in most markets and improved profitability. The Division expects to experience overall continued improvement in sales and income in 2008. Although markets in North America showed only modest growth in 2007, sales were enhanced by significant growth in CCL's other label markets, which is expected to continue in 2008, combined with the positive impact of recent acquisitions.

## **CONTAINER DIVISION**

In early 2006, the former Container Division split out its plastic tube business into the Tube Division under separate management. The Container Division continues as a separate segment with its primary product being aluminum containers.

In July 2005, the Company purchased the remaining 30% of its Illinois-based plastic closure joint venture, CCL Dispensing Systems, LLC from its minority partners. This allowed CCL to strategically control the business and to determine its future corporate structure and ownership. After reviewing a number of alternatives, CCL sold the business in early February 2006 to one of the leaders in the dispensing closure industry for approximately \$24 million. It was determined that CCL Dispensing was a small participant in the very competitive closure market and that the manufacturing of closures for CCL's own plastic tubes was not necessary for success in the plastic tube market.

The Container Division is a leading manufacturer of specialty containers for the non-durable consumer products industry. The key product lines are specialty containers, which include recyclable aluminum cans and bottles.

The Container Division operates one plant in Ontario, one plant in Pennsylvania and one plant in Mexico.

The Container aluminum aerosol and bottle business has shown growth with new product introductions creating new market categories. As a result, the Container business has purchased seven new production lines over the last five years to satisfy these requirements. Six are installed and operating; the seventh will be installed in 2008 in the new Mexican facility. An eighth line has been ordered.

Since early 2005, aluminum costs have risen dramatically, reaching all time highs in mid-2006 and further new highs in early 2008. The Company's beverage bottle sales and income decreased considerably in 2006 and 2007 due primarily to the higher product cost. However, there is currently new customer interest in these products, despite higher aluminum costs.

## **TUBE DIVISION**

The Tube Division is one of North America's leading manufacturers of specialty plastic tubes for the non-durable consumer product industry. The product line consists of plastic tubes with a variety of decorations, sizes and applications.

The Tube Division operates one plant in California and one in Pennsylvania. In addition, there is a modest level of production in the Mexican facility shared with the Container Division.

Tube volume softened in 2007 due to the shutdown in the U.S. economy. Many of these products are targeted at high-end users. Consumer spending reductions have had a negative impact on these products.

## **CORPORATE DEVELOPMENT**

The proceeds from dispositions of non-core and underperforming businesses have been used to pay down debt in order to improve financial leverage and, along with operating cash flows, are being utilized to invest in selected acquisitions and capital equipment and infrastructure expenditures, and to buy back CCL Class B non-voting shares when appropriate. The selection criteria for acquisitions is based on an expectation that they will serve CCL's existing customer base as well as new customers, expand product lines, be purchased at reasonable valuations and be accretive to earnings in the first year of ownership.

In 2005, CCL continued to benefit from the acquisitions and joint ventures completed in prior years and the new Steinbeis and Inprint acquisitions completed in 2005. However, the disposition of the N.A. Custom business resulted in a significant reduction in sales and earnings for CCL. The recent acquisitions, including Prodesmaq in Brazil in 2006 and ITW in 2007, and the organic growth in the businesses supported by the Company's capital spending program has more than replaced N.A. Custom's earnings since the disposition. The cash from the sale of this business has financed the growth in the specialty packaging businesses.

CCL is anticipating that it will continue to benefit in 2008 from the recent acquisitions and the returns from its substantial level of capital spending from 2005 to 2007. It is expected that 2008 capital spending, to support expansion, will reach approximately \$180 million. The Company believes that cash on hand, combined with the cash proceeds from the sale of ColepCCL, will provide the financial flexibility to manage capital spending and to complete further strategic acquisitions.

The Company repaid its ten-year senior unsecured notes that matured in March 2006, totalling US\$120 million. During the first quarter of 2006, the Company refinanced this debt and added further cash to the balance sheet by entering into a new private placement financing totalling US\$170 million. In the first quarter of 2007, the Company completed a C\$95 million five-year extendible revolving credit facility with a Canadian bank. It has been further extended until January 2013.

Based on current exchange rates, the Company expects to be positively affected in 2008 by the strength of the European currencies, but negatively affected by the weak U.S. dollar when it translates results of foreign operations into Canadian currency. CCL will continue to be subject to the translation impact, favourable or unfavourable, in all of its foreign operations, including those such as Brazil, Mexico and Russia, which have been volatile historically.

## **STRATEGY**

CCL's mission is to improve its competitive position in each Division with a view to long-term profitable growth. The strategy is focused on specialty packaging businesses in which CCL (1) is or believes it can become the largest competitor in the market, (2) produces value-added products and uses technologies and know-how with strong barriers to entry, (3) is or can be the best value-added producer, (4) provides product lines and services that have growth potential and (5) sees potential in its businesses to take advantage of the trend of globalization by its multinational customer base.

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

All acquisitions in recent years add further international elements to the Label Division, which has allowed it to expand, on a global basis, its relationships with its traditional North American and European customers.

## ITEM 4 – DESCRIPTION OF THE BUSINESS

### OVERVIEW

CCL is a diversified, Canadian-based, multinational company, which is a leading provider of innovative packaging solutions to national and international non-durable consumer products marketers of personal care, cosmetic, healthcare, household and specialty food and beverage products. The Company has manufacturing facilities in North America, Europe, Latin America and Asia. CCL had approximately 4,900 employees as at December 31, 2007. The manufacturing facilities maintained by the Company are described below under the heading “Properties”.

#### Net Sales from Continuing Operations By Business Segment: (millions of dollars)

	Years ended December 31			
	2007		2006	
	<u>Net Sales</u>	<u>% of Total Sales</u>	<u>Net Sales</u>	<u>% of Total Sales</u>
Label	\$904.4	79.0%	\$784.1	76.2%
Container	181.5	15.9%	176.3	17.1%
Tube	<u>58.4</u>	<u>5.1%</u>	<u>69.1</u>	<u>6.7%</u>
Total	<u>\$1,144.3</u>	<u>100.0%</u>	<u>\$1,029.5</u>	<u>100.0%</u>

#### Net Sales from Continuing Operations By Geographic Segment: (millions of dollars)

	Years ended December 31			
	2007		2006	
	<u>Net Sales</u>	<u>% of Total Sales</u>	<u>Net Sales</u>	<u>% of Total Sales</u>
Canada	\$134.5	11.8%	\$135.9	13.2%
United States and Puerto Rico	434.0	37.9%	449.2	43.6%
Mexico and Brazil	97.3	8.5%	80.0	7.8%
Europe	448.9	39.2%	345.5	33.6%
Asia	<u>29.6</u>	<u>2.6%</u>	<u>18.9</u>	<u>1.8%</u>
Total	<u>\$1,144.3</u>	<u>100.0%</u>	<u>\$1,029.5</u>	<u>100.0%</u>

Many products manufactured by the Company are used on a regular basis and, in many cases, daily basis by the consumer. As a result, the business is relatively non-seasonal. However, as evidenced by the historical financial results of public non-

durable consumer products companies and CCL, these businesses are not generally recession-proof.

## **LABEL DIVISION**

### ***Principal Products***

The Label Division, operating under the name of CCL Label, specializes in the printing of pressure sensitive self-adhesive labels as opposed to traditional forms of labels such as wet glue or heat applied labels. Labels made by this Division identify, decorate and promote a variety of non-durable consumer products for personal care, healthcare, food, beverage, home care, battery and numerous other industries. Pressure sensitive labels are generally printed on paper or plastic base materials. This Division also produces a variety of specialty label products such as packaging inserts and outserts, shrink sleeves, expanded content labels (a label that unfolds to display information), battery, in-mould labels and promotional pieces including games and coupons.

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

The market in North America for pressure sensitive labels is very fragmented and the Company believes that the largest supplier is CCL Label but with many significantly smaller competitors. The Company believes that while the Division is the largest participant in the industry, it only has an approximate market share of between 15% and 20%. The market in Europe is believed to be similarly fragmented and CCL Label's European market share is also approximately 20%, with a large number of small competitors. The market in Asia is also very fragmented and CCL Label is a small but growing participant. In Latin America, CCL Label is the leader in a fragmented market.

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

CCL Label's business is generally non-seasonal because of the wide variety of products manufactured and its large diverse customer base.

The Label Division delivers its products following its customers' directions at its customers' cost. Shipments are primarily by truck and, in very unusual circumstances, by air.

### ***Employees***

CCL Label had approximately 3,900 employees as of December 31, 2007.

## **CONTAINER DIVISION**

### ***Principal Products***

The Container Division, operating under the name CCL Container, manufactures high quality extruded aluminum aerosol containers and bottles and a variety of other specialty products, such as piston barrier food packages, aluminum caulking cartridges, marker pen shells and cigar tubes.

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

Management believes that CCL Container is approximately the same size as its only domestic competitor and has approximately 50% market share as a supplier of extruded aluminum aerosol containers and bottles in North America, including Mexico. Competition comes from one other United States manufacturer of extruded aluminum aerosol containers, from imports and from aerosol containers manufactured from materials other than aluminum, particularly steel. Competition for aluminum bottles comes from many traditional container manufacturers, particularly aluminum and steel cans and plastic and glass bottles.

The Container Division delivers its products following its customers' directions primarily to the location where the product will be filled by its customers or by designated contract manufacturers. The customer pays for delivery, which is generally by truck, but can occasionally be by rail or air.

Generally, this business is non-seasonal.

### ***Employees***

The Container Division had approximately 700 employees as of December 31, 2007.

## **TUBE DIVISION**

### ***Principal Products***

The Tube Division, operating under the name CCL Tube, manufactures high quality plastic tubes primarily for the personal care industry. Plastic tubes can be decorated in many ways such as by printing, hot stamping or applying pressure sensitive labels.

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

Management believes that CCL Tube is one of the largest suppliers in North America of squeezable plastic tubes with a 15 to 20% market share. Competition comes from a

number of other manufacturers in the United States and from imports primarily from Europe. Alternative packages such as plastic bottles and laminate tubes compete with plastic tubes.

The Tube Division delivers its products following its customers' directions primarily to the location where the product will be filled by its customers or by designated contract manufacturers. The customer pays for delivery, which is generally by truck, but can occasionally be by rail or air.

Generally, this business is non-seasonal.

### ***Employees***

The Tube Division had approximately 300 employees as of December 31, 2007.

## **GENERAL**

### ***Suppliers***

The Company purchases a broad range of materials and components at market prices in connection with its manufacturing activities. Major purchased items include pressure sensitive paper stock and film, and inks for the production of labels, aluminum slugs for the manufacture of extruded aluminum aerosol cans and bottles and plastic resin for the manufacture of plastic tubes.

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

The cost of slugs for aluminum aerosol cans varies with the cost of aluminum, a traded commodity, which has historically been subject to periodic dramatic fluctuations. The Company partially hedges this cost and matches some of it where practical with specific customer contracts. This is achieved by entering into short-term forward contracts with its suppliers and by purchasing futures contracts for aluminum ingot on the London Metals Exchange for up to three years in the future.

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

In the conduct of the operation of its businesses, the Company generally benefits from various patents, licenses and proprietary technologies, which, although collectively important in the day-to-day operations of such businesses, are not individually material to the prospects or profitability of the Company as a whole. Most of the Company's manufacturing equipment is purchased off-the-shelf and is available to its competitors. However, most of the manufacturing equipment has become increasingly sophisticated

and expensive, which may limit the ability of smaller competitors in the market to maintain their positions. However, management believes that it is the Company's manufacturing know-how, structured operating systems and trained employees that add a meaningful barrier-to-entry to its businesses.

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

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

The Company, through its Divisions, works with its customers in developing new products to meet market needs. The approach to new products is almost totally from active product development as opposed to pure scientific research. The Label Division develops innovative label products for home and personal care, food and beverage and healthcare customers and for specialty and promotional products. These include clear labels, game pieces and expanded content labels. In the Container Division, new barrier systems for aerosol cans, aluminum bottles for beverage products, and new shapes and styles for aluminum aerosol cans and bottles have been developed for its existing and new customers. In the Tube Division, new shapes, styles and decoration for plastic tubes are created to satisfy customers' demanding marketing needs.

### ***Environmental Matters***

Estimated capital expenditures for environmental control projects for 2008 and 2009 will not be material and the Company believes compliance with existing environmental protection laws and continuation of ongoing remediation efforts will have no material effect on earnings or on the competitive position of the Company. Liabilities are recorded when site restoration and environmental remediation obligations are either known or considered probable and can be reasonably estimated. The Company is unable to predict what changes may be made to environmental laws in the future in the countries in which it operates, although it anticipates that such laws will continue to become more stringent.

The Company believes that its exposure to environmental matters has been reduced with the disposition of the N.A. Custom business in 2005 and the ColepCCL joint venture in 2007. These businesses were primarily involved in filling products created from chemical components. The Company has several environmental specialists to monitor and implement its environmental policy. The Board of Directors, through its

Environment and Health & Safety Committee, receives regular reports on environmental issues and monitors compliance with established policies.

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

### ***Social Policies***

The Company has developed a company-wide Code of Business Conduct and Ethics, approved by the Board of Directors, that is distributed to each employee. The Code of Business Conduct and Ethics directs employees to operate ethically, respecting other employees, the environment and the communities in which CCL does business. All new employees sign off on this Code of Business Conduct and Ethics and all existing employees sign off every two years to further enforce the importance of this Policy. Further, there is an anonymous employee 'hot line', accessed by telephone or over the Internet and monitored by a third-party service, to allow all employees to report issues related to potential infractions of the Code of Business Conduct and Ethics. Any alleged infractions are reported to the Executive Management, investigated and, if there is substance to the allegations, reported to the Board of Directors.

### ***Customers***

Each of the operating Divisions of the Company deals with a diverse customer base. While a small number of the manufacturing facilities are dependent upon one or a few customers for a significant portion of their business, no operating Division is dependent upon any single customer or upon a few customers. In 2007, the Company's largest customer accounted for about 11% of consolidated sales.

### ***Employees***

The Company has direct control over a total of approximately 5,300 employees as at March 11, 2008 and has a number of labour union contracts and labour/management associations (covering approximately 1,400 employees), 5 of which expire in 2008 (covering approximately 400 employees) as at December 31, 2007. The Company has not recently experienced work stoppages at any of its locations. The Company does not anticipate any unusual difficulties in negotiating new labour contracts in 2008.

### ***Foreign Operations***

The Company currently conducts operations in Canada, the United States, Austria, Brazil, China, Denmark, France, Germany, Italy, Mexico, the Netherlands, Poland,

Puerto Rico, Russia, Thailand and the United Kingdom. Operations in each country primarily service the domestic market.

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

### ***Production and Services***

The Company primarily manufactures all of its products at its various plant facilities utilizing standard equipment generally available to the market. In unusual circumstances, CCL may outsource certain production to other suppliers. As part of providing its manufacturing capabilities to its customers, the Company does provide ancillary services such as art work, tool and die manufacturing and product development for a fee. These service fees are a small proportion of the Company's revenue, less than 10%.

### ***New Products***

The Company has developed many new products in each of its businesses over the years. The approach to new products is primarily from active product development as opposed to pure scientific research. Recent developments by the Container Division in shaping aluminum have given rise to the aluminum bottle business, which has now reached the beer and beverage markets. Shaped aluminum aerosol containers have been introduced in the last few years and new products are evolving. The Label Division continues to develop new applications for clear labels, promotional products, shrink labels and expanded content labels. The Tube Division creates plastic tubes with new shapes and multiple combinations of decoration.

## ***Properties***

As at March 11, 2008, the Company operated the following principal manufacturing facilities:

<b><u>Location</u></b>	<b><u>Owned or Leased</u></b>	<b><u>Major Products</u></b>
<b><u>Label</u></b>		
<b>Canada</b>		
Etobicoke, Ontario	Owned	Healthcare and Specialty Labels
Boucherville, Québec	Leased	Healthcare Labels
<b>United States</b>		
Upland, California	Owned	Healthcare Labels
Shelton, Connecticut	Owned	Personal Care Labels
Cold Spring, Kentucky	Owned	Specialty Labels
Baltimore, Maryland	Leased	Healthcare Labels
St. Louis, Missouri	Owned	Healthcare Labels
Hightstown, New Jersey	Owned	Healthcare Labels
Robbinsville, New Jersey	Owned	Personal Care Labels
Charlotte, North Carolina	Leased	Personal Care Labels
Twinsburg, Ohio	Leased	Sleeve Labels for Food and Beverage
Boothwyn, Pennsylvania	Leased	Battery Labels
Sioux Falls, South Dakota (2 plants)	Owned	Healthcare, Home and Personal Care, and Food and Beverage Labels
Collierville, Tennessee	Owned	Specialty Labels
<b>Mexico</b>		
Mexico City (2 plants)	Owned/ Leased	Personal Care Labels

<u>Location</u>	<u>Owned or Leased</u>	<u>Major Products</u>
<b>Puerto Rico</b>		
Cidra	Leased	Healthcare Labels
San German	Leased	Healthcare Labels
<b>Brazil</b>		
Criciuma	Owned	Sleeve Labels for Food and Beverage
Vinhedo	Owned	Personal Care, Healthcare and Food and Beverage Labels
<b>Austria</b>		
Hohenems	Owned	Food and Beverage Labels
Voelkermarkt	Owned	Sleeve Labels for Food and Beverage
<b>Denmark</b>		
Broendby	Leased	Specialty and Healthcare Labels
Randers	Owned	Healthcare Labels
<b>France</b>		
Avelin	Leased	Food and Beverage Labels
Chilly-Mazarin (2 plants)	Owned/ Leased	Healthcare and Specialty Labels
Paris	Leased	Personal Care Labels
Périgueux	Owned	Food and Beverage Labels

<b><u>Location</u></b>	<b><u>Owned or Leased</u></b>	<b><u>Major Products</u></b>
<b>Germany</b>		
Holzkirchen	Owned Building/ Leased Land	Personal Care Labels
Meerane	Owned	Battery and Food and Beverage Labels
Solingen	Leased	Automotive Durable Labels
<b>Italy</b>		
Milan	Owned	Healthcare Labels
<b>The Netherlands</b>		
Oss	Owned	Healthcare Labels
<b>Poland</b>		
Poznan	Owned	Personal Care and Healthcare Labels
<b>Russia</b>		
Moscow	Leased	Personal Care and Beverage Labels
St. Petersburg	Leased	Personal Care and Beverage Labels
<b>United Kingdom</b>		
Ashford, England	Owned	Healthcare and Specialty Labels
Burgess Hill, England	Leased	Healthcare and Specialty Labels
Castleford, England (2)	Owned	Personal Care and Sleeve Labels for Food and Beverage
King's Lynn, England	Owned	Sleeve Labels for Food and Beverage
East Kilbride, Scotland	Leased	Specialty Labels
Rhyl, Wales	Leased	Food and Beverage Labels

<u>Location</u>	<u>Owned or Leased</u>	<u>Major Products</u>
<b>China</b>		
Guangzhou	Owned	Personal Care Labels
Hefei	Owned	Personal Care and Battery Labels
<b>Thailand</b>		
Bangkok	Owned	Personal Care Labels
 <u>Container</u>		
<b>Canada</b>		
Penetanguishene, Ontario	Owned	Extruded Aluminum Aerosol Containers, Bottles and Barrier Food Packages
 <b>United States</b>		
Hermitage, Pennsylvania	Owned	Extruded Aluminum Aerosol Containers, Bottles and Barrier Food Packages
 <b>Mexico</b>		
Mexico City (shared with Tube Division)	Leased	Extruded Aluminum Aerosol Containers and Aluminum and Plastic Tubes
 <u>Tube</u>		
<b>United States</b>		
Los Angeles, California	Leased	Plastic Tubes
Wilkes-Barre, Pennsylvania	Owned	Plastic Tubes

<u>Location</u>	<u>Owned or Leased</u>	<u>Major Products</u>
<b>Mexico</b>		
Mexico City (shared with Container Division)	Leased	Plastic Tubes

## **RISK FACTORS**

The Company is subject to a number of commercial risks associated with being a supplier of goods and services to the non-durable consumer packaging industry, such as:

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

The Company operates a decentralized organization in 53 facilities in 15 countries. Many of these countries have their own unique cultures and values. In 2007, approximately 50% of the Company's sales were derived from operations conducted outside of Canada and the United States. As a result, CCL's business is subject to changes in the global economy, geopolitical risks and changes in the level of consumer confidence in a number of jurisdictions that can materially affect the sales, profits, cash flows and financial position of the Company. Such risks include currency exchange rate fluctuations, inflation, exchange controls and variable political conditions. In addition, a highly inflationary economy may also give rise to increased production costs without a corresponding increase in prices, particularly if products are exported to countries with low inflation rates. Competition from low cost jurisdictions may adversely impact operating results in the Company's business locations.

### *Competitive Environment*

The Company faces competition from other packaging suppliers. There can be no assurance that the Company will be able to compete successfully against its current or future competitors or that such competition will not have a material adverse effect on the business, financial condition and results of operations of the Company. This competitive environment may preclude the Company from passing on higher material, labour and energy costs to its customers. Any significant increase in "in-house" manufacturing by customers of the Company could adversely affect the business, financial condition and results of operations of the Company. In addition, consolidation in the non-durable consumer products industry and further pressure on the industry by the large retail chains may result in decreases in pricing and disadvantageous trade terms, including the renegotiation of long term contracts, as well as the potential for the loss of customers due to the inability to meet customers' price expectations, any of which could have a material adverse effect on the business, financial condition and results of operations of the Company.

### *Profitability of the Company's Container Business*

The Company's Container business operated at a substantial profit in 2004 and 2005, but had lower profit levels in 2006 and 2007. During the last four years, the Company has invested significantly in added capacity in the Division to meet expected growth in aerosol cans and particularly beverage bottles for specialty beverage and beer products. Over the last three years, the cost of aluminum, the primary input of production, has doubled and continues to fluctuate dramatically. These higher costs have been difficult to pass on to customers and have played a role in the reduced demand for many products, particularly aluminum bottles. The Company had previously hedged a portion of its expected aluminum requirements but is subject to continued margin pressure due to the challenges in passing on price increases to customers to recover all of the cost increases. With no increase in overall sales volumes, the Company has some unused production capacity. If the Division cannot pass on cost increases to its customers, restructure operations, and maintain and grow sales volumes, this could have a material adverse effect on the business, financial condition and results of operations of the Company.

### *Foreign Exchange Exposure and Hedging Activities*

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

### *Profitability of the Company's Plastic Tube Business*

The Company's Plastic Tube business operated at a loss in 2004 but generated a modest profit in 2005, experienced further profit growth in 2006, but delivered lower operating income in 2007 due primarily to the slowdown in the U.S. economy. The Company's investment in the business including goodwill is material. There was a change in management of the business in 2004 and management's plans and actions have been with a view to profit improvement. If the Division cannot maintain reasonable profitability, or if success in developing innovative packaging solutions is not achieved, the Company's investment in the business may be impaired. Recognition of this impairment could have a material adverse effect on the business, the financial condition and results of operations of the Company.

### *Multilateral Instrument 52-109*

The Company operates in many different countries, with many different cultures and with different local accounting and business principles. The Company reviews the financial results of its operations on a regular basis and its Internal Audit department periodically visits locations using a risk-based approach.

There is no guarantee that this control structure will detect all the potential material weaknesses in the internal control system. Any undetected material weaknesses may have a material adverse impact on the business, financial condition and results of operations of the Company.

### *Retention of Experienced Workforce and Know-How*

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

The operations of the Company are dependent on the abilities, experience and efforts of its senior management. To date, the Company has been successful in recruiting and retaining competent senior management. Should any member of management be unable or unwilling to continue his employment with the Company or its subsidiaries, this could have a material adverse effect on the business, financial condition and results of operations of the Company.

### *Failure to Integrate Acquired Businesses*

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

### *Exposure to Income Tax Reassessments*

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

### *Fluctuations in Operating Results*

While the Company's operating results have over the past several years indicated a general upward trend in sales and net income, operating results within particular product forms, within particular facilities of the Company and within particular geographic markets have undergone fluctuations in the past and, in management's view, are likely to do so in the future. Operating results may fluctuate in the future as a result of many factors, including the volume of orders received relative to the manufacturing capacity of the Company, the level of price competition (from competing suppliers both in domestic and in other lower cost jurisdictions, contract manufacturers and customers with "in-house" manufacturing capabilities), variations in the level and timing of orders and the mix of revenue derived in each of the Company's businesses. Operating results may also be impacted by the ability to achieve planned volumes through normal growth and successful renegotiation of current contracts with customers and on the ability to deliver expected benefits from cost reduction programs derived from restructuring of certain business units. Any of these factors or a combination of these factors could have a material effect on the Company's results of operations.

### *Insurance Limits*

Management believes that insurance coverage of the Company's facilities addresses all material insurable risks, provides coverage that is similar to that which would be maintained by a prudent owner/operator of similar facilities and is subject to deductibles, limits and exclusions that are customary or reasonable given the cost of procuring insurance and current operating conditions. However, there can be no assurance that such insurance will continue to be offered on an economically feasible basis or at current premium levels, that the Company will be able to pass through any increased premium costs or that all events that could give rise to a loss or liability are insurable, nor that the amounts of insurance will at all times be sufficient to cover each and every loss or claim that may occur involving the assets or operations of the Company.

### *Dependence on Customers*

The Company has a modest dependence upon certain customers. The Company's largest customer accounted for about 11% of consolidated revenue from continuing operations for fiscal 2007. The five largest customers of the Company represented approximately 30% of the total revenue for fiscal 2007 and the largest fifteen customers represented approximately 47% of the total revenue from continuing operations for fiscal 2007. There can be no assurance that the Company will maintain its relationship with any particular customer or continue to provide services to any particular customer at current levels. In addition, the Company derives a significant portion of its sales through purchase orders. A loss of any significant customer, or a decrease in the sales to any such customer, could have a material adverse effect on the business, financial condition and results of operations of the Company. Consolidation within the consumer products marketer base could have negative or positive impacts on the Company's business depending on the nature and scope of any such consolidation.

### *Environmental, Health and Safety Requirements and other Considerations*

The Company is subject to numerous federal, provincial, state and municipal statutes, regulations, by-laws, guidelines and policies, as well as permits and other approvals related to the protection of the environment and workers' health and safety, governing, among other things, water discharges, air emissions, non-hazardous and hazardous waste (including waste water), the storage, handling, distribution and transportation of dangerous goods and hazardous materials, the remediation of releases and the presence of hazardous materials, land use, zoning and employee health and safety requirements particularly in Canada, the United States and in the European Economic Community (collectively, the "EHS Requirements"). Future proceedings or inquiries could have a material adverse effect on the business, financial condition and results of operations of the Company. In addition, changes to existing EHS Requirements or the adoption of new EHS Requirements in the future, changes to the enforcement of EHS Requirements, as well as the discovery of additional or unknown conditions at facilities owned, operated or used by the Company, could require expenditures that might materially affect the business, financial condition and results of operations of the Company, to the extent not covered by indemnity, insurance or a covenant not to sue. Furthermore, while the Company has generally benefited from increased regulation of environmental matters, the demand for the services or products of the Company may be adversely affected by the amendment or repeal of laws or by changes to the enforcement policies of the regulatory agencies concerning such laws.

### *Operating and Product Hazards*

The Company's revenues are dependent on the continued operation of its facilities and its customers. The operation of manufacturing plants involves many risks, including the failure or substandard performance of equipment, natural disasters, suspension of operations and new governmental statutes, regulations, guidelines and policies. The operations of the Company and its customers are also subject to various hazards

incidental to the production, use, handling, processing, storage and transportation of certain hazardous materials. These hazards can cause personal injury, severe damage to and destruction of property and equipment and environmental damage. Furthermore, the Company may become subject to claims with respect to workplace exposure, workers' compensation and other matters. The Company's pharmaceutical, nutraceutical and specialty food product operations are subject to stringent federal, state, provincial and local health, food and drug regulations and controls, and may be impacted by consumer product liability claims and the possible unavailability and/or expense of liability insurance. The Company prints information on its labels and containers, which, if incorrect, could give rise to product liability claims. A determination by applicable regulatory authorities that any of the Company's facilities are not in compliance with any such regulations or controls in any material respect, may have a material adverse effect on the Company. A successful product liability claim (or series of claims) against the Company in excess of its insurance coverage could have a material adverse effect on the business, financial condition and results of operations of the Company. There can be no assurance as to the actual amount of these liabilities or the timing thereof. The occurrence of material operational problems, including, but not limited to, the above events, could have a material adverse effect on the business, financial condition and results of operations of the Company.

#### *Labour Relations*

While labour relations between the Company and its employees have been stable in the recent past and there have not been any material disruptions in operations as a result of labour disputes, the maintenance of a productive and efficient labour environment cannot be assured. Accordingly, a strike, lockout or deterioration of labour relationships could have a material adverse effect on the business, financial condition and results of operations of the Company.

#### *Product Regulation*

Products manufactured by the Company for its customers are subject to various standards and regulations implemented by various provincial, state and federal governmental agencies. While management believes that the products it manufactures for its customers meet existing requirements, amendments to existing standards or regulations or the implementation of new standards or regulations could require the customers of the Company to reformulate certain of their products or to eliminate the production of certain products, either of which could have a material adverse effect on the business, financial condition and results of operations of the Company.

#### *Legal Proceedings*

Any alleged failure by the Company to comply with applicable laws and regulations in the countries of operation may lead to the imposition of fines and penalties or the denial, revocation or delay in the renewal of permits and licenses issued by governmental

authorities. In addition, governmental authorities as well as third parties may claim that the Company is liable for environmental damages. A significant judgment against the Company, the loss of a significant permit or other approval or the imposition of a significant fine or penalty could have a material adverse effect on the business, financial condition and results of operations of the Company. Moreover, the Company may from time to time be notified of claims that it may be infringing patents, copyrights or other intellectual property rights owned by other third parties. Any litigation could result in substantial costs and diversion of resources, and could have a material adverse effect on the business, financial condition and results of operations of the Company. In the future, third parties may assert infringement claims against the Company or its customers. In the event of an infringement claim, the Company may be required to spend a significant amount of money to develop a non-infringing alternative or to obtain licenses. The Company may not be successful in developing such an alternative or obtaining a license on reasonable terms, if at all. In addition, any such litigation could be lengthy and costly and could have a material adverse effect on the business, financial condition and results of operations of the Company.

The Company may also be subject to claims arising from its failure to manufacture a product to the specifications of its customers or from personal injury arising from a consumer's use of a product or component manufactured by the Company. While the Company will seek indemnity from its customers for claims made against the Company by consumers, and while the Company maintains what management believes to be appropriate levels of insurance to respond to such claims, there can be no assurance that the Company will be fully indemnified by its customers nor that insurance coverage will continue to be available or, if available, adequate to cover all costs arising from such claims.

*Potential Undisclosed Liabilities Associated with Acquisitions*

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

**ITEM 5 – DIVIDENDS**

<b><u>Annual Cash Dividends Declared per Share</u></b>	<b><u>2007</u></b>	<b><u>2006</u></b>	<b><u>2005</u></b>
<b>Class A</b>	\$0.42	\$0.38	\$ 0.35
<b>Class B</b>	\$0.48	\$0.43	\$ 0.40

Dividend payments are restricted by loan covenants in the senior notes agreements whereby certain unfavourable financial ratios could cause dividends to be reduced or eliminated until such financial ratios are rectified. Dividends can only be paid from retained earnings. CCL's dividend policy is to provide a stable and potentially growing cash return to shareholders, balancing the Company's internal cash position and requirements, and other means of providing returns to investors such as share repurchases in the open market. CCL has paid dividends quarterly for over 25 years and has not reduced its dividend payout per share during this period.

## **ITEM 6 - DESCRIPTION OF CAPITAL STRUCTURE**

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

### **Class A Voting Shares**

Class A shares carry full voting rights and are convertible at any time into Class B shares. Dividends are currently set at \$0.05 per share per annum less than Class B shares.

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

Class B shares rank equally in all material respects with the Class A shares, except as stated above and as follows: (i) holders of Class B shares are entitled to receive meeting materials and to attend, but not to vote at, regular shareholder meetings, (ii) holders of Class B shares are entitled to voting privileges when consideration for the Class A shares, under a takeover bid when voting control has been acquired, exceeds 115% of the market price of the Class B shares and (iii) holders of Class B shares are entitled to receive, or have set aside for payment, dividends declared by the Board of Directors from time to time.

## ITEM 7 – MARKET FOR SECURITIES

The Class A voting shares and the Class B non-voting shares of CCL are listed and posted for trading on the Toronto Stock Exchange.

### CCL's Shares Trading in 2007 on The Toronto Stock Exchange

#### Class A

	<u>Volume Traded</u>	<u>High</u>	<u>Low</u>	<u>Close</u>
January	600	32.00	29.75	32.00
February	1,700	35.00	32.81	35.00
March	100	42.00	42.00	42.00
April	5,003	42.00	37.10	41.00
May	5,162	45.01	38.09	44.90
June	2,186	49.00	47.00	49.00
July	606	46.00	44.42	44.42
August	700	45.06	44.91	45.06
September	3,272	48.60	42.00	48.60
October	4,808	52.25	45.00	49.99
November	1,178	44.50	36.61	38.88
December	<u>785</u>	<u>45.00</u>	<u>38.30</u>	<u>39.03</u>
<b>Total Year</b>	<u><u>26,100</u></u>	<u><u>\$52.25</u></u>	<u><u>\$ 29.75</u></u>	<u><u>\$ 39.03</u></u>

#### Class B

	<u>Volume Traded</u>	<u>High</u>	<u>Low</u>	<u>Close</u>
January	860,821	32.14	28.40	30.89
February	1,857,720	36.55	30.73	35.80
March	1,648,833	37.70	35.07	37.15
April	909,717	39.95	37.00	38.35
May	1,416,604	45.89	38.10	42.80
June	899,253	44.72	38.67	38.92
July	1,442,352	46.00	38.55	42.05
August	1,527,600	46.00	40.85	41.84
September	1,025,652	45.07	41.56	44.76
October	1,300,367	47.89	43.50	44.79
November	1,648,774	44.79	35.86	37.19
December	<u>1,213,954</u>	<u>40.84</u>	<u>37.26</u>	<u>38.61</u>
<b>Total Year</b>	<u><u>15,751,647</u></u>	<u><u>\$47.89</u></u>	<u><u>\$28.40</u></u>	<u><u>\$38.61</u></u>

## **ITEM 8 – DIRECTORS AND OFFICERS**

The names and municipalities of residence of all directors and officers of CCL as at the date hereof, the offices presently held, the principal occupations during the last five years and the year each director first became a director are set out below. Each director was elected at the last annual meeting of shareholders. Each director serves until the next annual meeting or until his or her successor is elected or appointed. The Articles of the Company provide for a minimum of 5 and a maximum of 15 directors. Officers are appointed annually and serve at the discretion of the Board of Directors.

### **Directors**

<b><u>Name and Municipality</u></b>	<b><u>Principal Occupation in Last 5 Years</u></b>	<b><u>Director Since</u></b>
PAUL J. BLOCK New York, New York USA	Chairman and Chief Executive Officer of Proteus Capital Associates (an investment banking firm), Operating Partner of Behrman Capital (a private equity firm); prior to December 2006, principal of Sea Change Group and President of Versadial, a Sea Change Company (private equity firms)	November 6, 1997
SUSAN J. COOK Beachwood, Ohio USA	Vice President, Human Resources of Eaton Corporation (diversified manufacturing company)	July 29, 2004
DERMOT G. COUGHLAN Toronto, Ontario Canada	Corporate Director; Chairman and Chief Executive Officer of Derland Holdings Inc. (private investment holding company)	May 23, 1991
MICHAEL T. COWHIG Boston, Massachusetts USA	Corporate Director; prior to December 2006, President, Global Technical and Manufacturing, The Procter & Gamble Company (consumer products company); prior to 2004, President Global Technical and Manufacturing , The Gillette Company (personal care products company)	February 22, 2007
JON K. GRANT Peterborough, Ontario Canada	Chairman of the Board of the Company and Corporate Director	December 8, 1994

<b><u>Name and Municipality</u></b>	<b><u>Principal Occupation in Last 5 Years</u></b>	<b><u>Director Since</u></b>
DONALD G. LANG Toronto, Ontario Canada	Vice Chairman and Chief Executive Officer of the Company; prior to May 2005, President and Chief Executive Officer of the Company	May 23, 1991
STUART W. LANG Cambridge, Ontario Canada	Corporate Director; prior to January 31, 2006, President of CCL Label International, a division of the Company	May 23, 1991
GEOFFREY T. MARTIN Dover, Massachusetts USA	President and Chief Operating Officer of the Company; prior to May 2005, Vice President of the Company and President of CCL Label and CCL Tube, Divisions of the Company; prior to June 2004, Vice President of the Company and President of CCL Label	October 27, 2005
DOUGLAS W. MUZYKA Shanghai, Peoples' Republic of China	President of DuPont Greater China and DuPont China Holding, Co. Ltd. (manufacturing company). Prior to July 2006, Vice President and General Manager of DuPont Nutrition and Health, and President and Chief Executive Officer of E.I. DuPont Canada Company. Prior to January 2003, President and General Manager of DuPont Mexico	June 8, 2006
THOMAS C. PEDDIE Toronto, Ontario Canada	Senior Vice President and Chief Financial Officer of Corus Entertainment Inc. (media company)	June 4, 2003
LAWRENCE G. TAPP Langley, British Columbia Canada	Corporate Director; prior to 2003, Dean of the Richard Ivey School of Business, University of Western Ontario	December 8, 1994

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

**Audit Committee**

Thomas C. Peddie (Chairman)  
Paul J. Block  
Dermot G. Coughlan  
Lawrence G. Tapp

**Human Resources  
Committee**

Susan J. Cook  
(Chairperson)  
Paul J. Block  
Dermot G. Coughlan  
Michael T. Cowhig

**Nominating and Governance  
Committee**

Lawrence G. Tapp (Chairman)  
Jon K. Grant  
Thomas C. Peddie

**Environment and Health &  
Safety Committee**

Jon K. Grant (Chairman)  
Stuart W. Lang  
Douglas W. Muzyka

**Officers****Office with CCL and Principal Occupation in Last 5 Years**

JON K. GRANT  
Peterborough, Ontario  
Canada

Chairman of the Board of the Company and Corporate Director

DONALD G. LANG  
Toronto, Ontario  
Canada

Vice Chairman and Chief Executive Officer of the Company; prior to May 2005, President and Chief Executive officer of the Company

GEOFFREY T. MARTIN  
Dover, Massachusetts  
USA

President and Chief Operating Officer of the Company; prior to May 2005, Vice President of the Company and President of CCL Label and CCL Tube, Divisions of the Company; prior to June 2004, Vice President of the Company and President of CCL Label

STEVEN W. LANCASTER  
Toronto, Ontario  
Canada

Executive Vice President and Acting Chief Financial Officer; prior to January 2008, Executive Vice President and Chief Financial Officer prior to December 2003, Senior Vice President and Chief Financial Officer

JANIS M. WADE  
Toronto, Ontario  
Canada

Senior Vice President, Human Resources and Corporate Communications

RICHARD J. ZAKAIB  
Richmond Hill, Ontario  
Canada

Senior Vice President, Corporate Development; prior to December 2003, Vice President, Corporate Development

SUSAN V. SNELGROVE  
Uxbridge, Ontario  
Canada

Vice President, Risk and Environmental Management; prior to October 2005, Director, Risk and Environmental Management

BOHDAN I. SIROTA  
Mississauga, Ontario  
Canada

General Counsel and Secretary

The directors and officers of CCL Industries Inc. as a group beneficially own, control, or direct, directly or indirectly, or exercise control or direction over approximately 2,244,030 of the issued and outstanding Class A voting shares representing 94.3% of the issued and outstanding Class A voting shares.

### ***Conflicts of Interest***

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

### **ITEM 9 – LEGAL PROCEEDINGS**

Neither the Company nor any of its subsidiaries is a party to any legal proceedings that are material.

### **ITEM 10 – TRANSFER AGENT AND REGISTRAR**

The Company's transfer agent and registrar is CIBC Mellon Trust Company. The register of transfers of the Company's Class A and Class B shares is located at Toronto, Ontario.

### **ITEM 11 – MATERIAL CONTRACTS**

Except for contracts entered into in the ordinary course of business, the only material contracts that were entered into within the Company's most recently completed financial year were the purchase and sale agreements pursuant to which the Company acquired the pressure sensitive label business of ITW in Austria, Brazil, United Kingdom and the United States and sold the 40% interest in ColepCCL. The ITW acquisition was completed on January 26, 2007 for approximately \$106 million in cash. The agreement includes representations and warranties common to a transaction of this nature. The sale of ColepCCL was completed November 20, 2007 for cash proceeds of approximately \$73 million and a note payable on February 29, 2008 for a further \$74 million, for a total of approximately \$147 million. The agreement includes no unusual conditions and very limited warranties for a transaction of this type.

### **ITEM 12 – INTERESTS OF EXPERTS**

KPMG LLP, the Company's external auditor, has reported on the consolidated financial statements of the Company for the year ended December 31, 2007. KPMG LLP is independent of CCL in accordance with the applicable Rules of Professional Conduct/Code of Ethics of the Institute of Chartered Accountants of Ontario.

## **ITEM 13 – AUDIT COMMITTEE**

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

The mandate of the Audit Committee of the Board is set forth below. Reference to 'Auditor' signifies the auditor appointed by the shareholders of the Company from time to time.

- Review the quality and acceptability of the accounting policies, principles and practices of the Company.
- Review the quarterly and year-end financial statements, the annual and interim Management's Discussion and Analysis, and earnings press release of the Company before the Company publicly discloses this information, and report its findings for approval to the Board. In addition, the Audit Committee shall review the annual Management Information Circular and the Annual Information Form of the Company and report to the Board accordingly.
- Monitor the adequacy and integrity of internal controls over accounting and financial systems and ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure stated immediately above, and periodically assess the adequacy of those procedures.
- Ensure that the prescribed disclosure regarding the Audit Committee is contained in the Company's annual report, Annual Information Form and annual Management Information Circular.
- Monitor the timely communication of accurate financial information regarding the Company to the shareholders.
- Evaluate and recommend to the Board, the Auditor to be nominated to prepare or issue an audit report or perform other audit, review or attestation services for the Company, and the compensation of the Auditor. Ensure that the Auditor reports directly to the Audit Committee.
- Monitor the independence of the Auditor; assume direct responsibility for overseeing the work of the Auditor engaged to prepare or issue an audit report or perform other audit, review or attestation services for the Company, including the resolution of disagreements between Management and the Auditor regarding financial reporting and communicate directly with the Auditor for the discussion and review of any issues as appropriate. In addition, the Audit Committee shall require and receive from time to time the written confirmation of the Auditor as to its independent status and as to its good standing with the Canadian Public Accountability Board.
- Pre-approve all non-audit services to be provided to the Company or its subsidiary entities by its Auditor. Authority to pre-approve non-audit services may be delegated to one or more independent members, provided that the pre-approval is presented to the full Audit Committee at its first scheduled meeting following such pre-approval.
- Review the results of internal and external audits, and any change in accounting practices or policies and their impact on the financial statements, and maintain oversight responsibility for management reporting on internal control.

- Review the reports of the Internal Audit Department of the Company and provide direction and guidance to the internal auditors.
- Where there are unsettled issues raised by the Auditor that do not have a material effect on the annual audit financial statements, require that there be a written response identifying a course of action that would lead to their resolution.
- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- Review and approve the Company's hiring policies regarding partners and employees and former partners and employees of the present and former Auditor of the Company.
- Review and monitor the adequacy and integrity of the Company's management information systems.
- Monitor the adequacy of financial resources.
- Review the quality of the asset side of the balance sheet of the Company.
- Review risks facing the Company.
- Review and assess the adequacy of the Charter of the Audit Committee on an annual basis.

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

The members of the Audit Committee, as disclosed under Item 8 – Directors and Officers, are: Thomas C. Peddie (Chairman), Paul J. Block, Dermot G. Coughlan and Lawrence G. Tapp. Each of the members is independent as defined under Multilateral Instrument 52-110 and financially literate within the meaning of applicable securities legislation.

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

Thomas C. Peddie - Mr. Peddie is Senior Vice President and Chief Financial Officer of Corus Entertainment Inc., a publicly traded company listed on the Toronto Stock Exchange (the "TSX") and on the New York Stock Exchange. Mr. Peddie is a chartered accountant and was awarded his FCA designation by The Institute of Chartered Accountants of Ontario in 2003. Mr. Peddie holds an Honours Bachelor of Commerce degree from the University of Windsor. His career has reflected the progressive assumption of responsibility in the area of financial management of major companies, including WIC Western International Communication Inc., CTV Television Network, Toronto Sun Publishing Corporation, Canada Packers, and the international operations of Campbell Soup. Mr. Peddie has performed financial management directly and has supervised others in the performance of financial duties through much of his career. Along with his knowledge in matters of domestic and international finance, Mr. Peddie has an understanding of internal controls and procedures for financial reporting.

Paul J. Block - Mr. Block's U.S. and international experience as a divisional Chief Executive Officer for Revlon, Inc., includes positions as Chairman and President of Revlon International and President and Chief Executive Officer of Revlon Professional Group. In these capacities, Mr. Block monitored and had responsibility for the financial conditions of the respective operating divisions, and directly supervised the work of the Chief Financial Officer of each division. In addition, as a member of the board of the China Retail Fund, Mr. Block is required to evaluate and approve or reject investments made by the Fund. Accordingly, he has demonstrated a strong facility with the reading and interpretation of financial statements, with particular focus in the manufacture and marketing of personal care products in international markets.

Dermot G. Coughlan - Mr. Coughlan is the former Chief Executive Officer of Derlan Industries Limited, which was a public company listed on the TSX. He is a Fellow of the Chartered Association of Certified Accountants of the U.K., with extensive skill and experience in operating diverse, international manufacturing operations. Throughout most of his career, Mr. Coughlan has either performed financial management duties directly or supervised financial managers in the performance of their responsibilities. Consequently, Mr. Coughlan is skilled in matters related to finance and complex treasury issues.

Lawrence G. Tapp - Mr. Tapp acquired extensive experience in the printing and packaging industries in international markets similar to those served by the Company as Vice Chairman and Chief Executive Officer of Lawson Mardon Group Limited, where for many years he supervised the work of the Chief Financial Officer in the preparation and presentation of financial statements. Mr. Tapp's role involved the detailed review of such statements, their interpretation and their use in strategic planning. In his capacity as director on numerous boards of public companies, including ATS Automation, Wescast Industries, Talisman Energy and Mainstreet Equities, Mr. Tapp continually applies his knowledge concerning the analysis of financial statements.

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

#### ***Policy***

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

## **A. Audit Services**

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

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

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

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

## **C. Other Services**

All requests to engage KPMG for other services will be addressed on a case-by-case specific engagement basis.

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

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

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

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

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

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

### Audit Fees

The aggregate audit fees paid to KPMG LLP related to the audit of the annual consolidated financial statements and the review of the interim financial statements in 2007 were \$1,424,400 (2006 - \$1,388,400).

### Audit-Related Fees

The aggregate fees billed in 2007 for assurance and related services by KPMG that are reasonably related to the performance of the audit or review of the financial statements and that are not reported under "Audit Fees" above, were \$39,000 (2006 - \$48,100) related to the audit of the Company's pension plans, the report on compliance with debt covenants, advice on new accounting standards in connection with the 2006 audit and advice on internal controls over financial reporting.

### Tax Fees

The aggregate fees billed in 2007 for professional services rendered by the auditor for tax compliance, tax advice and tax planning were \$494,300 (2006 - \$689,900) for its Canadian and international operations.

### All Other Fees

KPMG provided actuarial consulting services to CCL and assistance in starting up foreign subsidiaries in 2007 for \$499,200 (2006 - \$283,700).

## **ITEM 14 – ADDITIONAL INFORMATION**

Additional information concerning CCL, including directors' and officers' remuneration and indebtedness, principal holders of securities, options to purchase securities and interests of insiders in material transactions, where applicable, is contained in the Management Information Circular dated March 11, 2008. Additional financial information is provided in the Consolidated Financial Statements and Management's Discussion and Analysis for the fiscal period ended December 31, 2007. Copies of the above documents may be obtained upon request from the Secretary of CCL Industries Inc. at 105 Gordon Baker Road, Suite 800, Willowdale, Ontario, Canada M2H 3P8.

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