Consolidated Condensed Interim Financial Statements
(In thousands of Canadian dollars)

CCL INDUSTRIES INC.

Interim periods ended September 30, 2016 and 2015
Unaudited

CCL Industries Inc.

Consolidated condensed interim statements of financial position

Unaudited

In thousands of Canadian dollars

		As at September 30		As at December 31
		2016		**2015**
Assets				
Current assets				
Cash and cash equivalents	$	458,297	$	405,692
Trade and other receivables		734,445		524,621
Inventories		398,315		260,600
Prepaid expenses		29,740		20,562
Income tax recoverable		3,895		18,389
Total current assets		1,624,692		1,229,864
Property, plant and equipment		1,242,632		1,085,506
Goodwill		1,113,610		876,838
Intangible assets		570,398		285,340
Deferred tax assets		17,602		12,293
Equity accounted investments		62,546		61,502
Other assets		34,753		30,962
Total non-current assets		3,041,541		2,352,441
Total assets	**$**	**4,666,233**	**$**	**3,582,305**
Liabilities				
Current liabilities				
Trade and other payables	$	840,972	$	710,999
Current portion of long-term debt (note 8)		38,507		167,103
Income taxes payable		55,732		33,652
Derivative instruments		170		1,095
Total current liabilities		935,381		912,849
Long-term debt (note 8)		1,607,377		838,416
Deferred tax liabilities		58,053		59,860
Employee benefits		264,095		135,216
Provisions and other long-term liabilities		56,831		13,833
Derivative instruments		-		253
Total non-current liabilities		1,986,356		1,047,578
Total liabilities		2,921,737		1,960,427
Equity				
Share capital		261,328		276,882
Contributed surplus		58,930		50,584
Retained earnings		1,378,633		1,182,686
Accumulated other comprehensive income (note 5)		45,605		111,726
Total equity		1,744,496		1,621,878
Acquisitions (note 3)				
Subsequent events (note 9)				
Total liabilities and equity	**$**	**4,666,233**	**$**	**3,582,305**

See accompanying selected explanatory notes to the consolidated condensed interim financial statements.

CCL Industries Inc.

Consolidated condensed interim income statements

Unaudited

In thousands of Canadian dollars, except per share data

	Three Months Ended September 30		Nine Months Ended September 30	
	2016	2015	2016	2015
Sales	$ 1,089,274	$ 812,907	$ 2,916,300	$ 2,240,271
Cost of sales	776,700	587,664	2,070,987	1,610,018
Gross profit	312,574	225,243	845,313	630,253
Selling, general and administrative	175,160	103,319	439,783	295,024
Restructuring and other items (note 6)	5,950	864	27,880	1,804
Earnings in equity accounted investments	(1,384)	(1,100)	(3,249)	(1,863)
	132,848	**122,160**	**380,899**	**335,288**
Finance cost	10,883	7,048	28,053	20,472
Finance income	(886)	(709)	(2,359)	(1,610)
Net finance cost	9,997	6,339	25,694	18,862
Earnings before income taxes	**122,851**	**115,821**	**355,205**	**316,426**
Income tax expense	36,775	34,027	107,227	93,218
Net earnings	**$ 86,076**	**$ 81,794**	**$ 247,978**	**$ 223,208**
Attributable to:				
Shareholders of the Company	$ 86,186	$ 81,794	$ 248,422	$ 223,208
Non-controlling interest (note 3(e))	(110)	-	(444)	-
Net earnings for the period	**$ 86,076**	**$ 81,794**	**$ 247,978**	**$ 223,208**
Basic earnings per Class B share	**$ 2.47**	**$ 2.36**	**$ 7.10**	**$ 6.45**
Diluted earnings per Class B share	**$ 2.44**	**$ 2.33**	**$ 7.01**	**$ 6.35**

See accompanying selected explanatory notes to the consolidated condensed interim financial statements.

CCL Industries Inc.

Consolidated condensed interim statements of comprehensive income

Unaudited

In thousands of Canadian dollars

	Three Months Ended September 30		Nine Months Ended September 30	
	2016	**2015**	**2016**	**2015**
Net earnings	**$ 86,076**	**$ 81,794**	**$ 247,978**	**$ 223,208**
Other comprehensive income (loss), net of tax:				
Items that may subsequently be reclassified to income:				
Foreign currency translation adjustment for foreign operations, net of tax expense of $2,686 and tax recovery of $2,115 for the three-month and nine-month periods ending September 30, 2016 (2015 - tax expense of $4,600 and $8,288)	43,391	76,473	(121,663)	148,770
Net gains (losses) on hedges of net investment in foreign operations, net of tax recovery of $2,873 and tax expense of $6,672 for the three-month and nine-month periods ending September 30, 2016 (2015 - tax recovery of $5,729 and $10,948)	(19,863)	(39,611)	54,699	(75,696)
Effective portion of changes in fair value of cash flow hedges, net of tax expense of $2 and $193 for the three-month and nine-month periods ending September 30, 2016 (2015 - tax recovery of $365 and $732)	57	(754)	560	(1,544)
Net change in the fair value of cash flow hedges transferred to the income statement, net of tax recovery of $40 and $140 for the three-month and nine-month periods ending September 30, 2016 (2015 - tax recovery of $195 and $326)	81	394	283	658
Other comprehensive income (loss), net of tax	**23,666**	**36,502**	**(66,121)**	**72,188**
Total comprehensive income	**$ 109,742**	**$ 118,296**	**$ 181,857**	**$ 295,396**
Attributable to:				
Shareholders of the Company	$ 109,852	$ 118,296	$ 182,301	$ 295,396
Non-controlling interest	(110)	-	(444)	-
Total comprehensive income	**$ 109,742**	**$ 118,296**	**$ 181,857**	**$ 295,396**

See accompanying selected explanatory notes to the consolidated condensed interim financial statements.

CCL Industries Inc.

Consolidated condensed interim statements of changes in equity

Unaudited

In thousands of Canadian dollars

	Attributable to Shareholders of the Company									
	Class A shares	Class B shares	Shares held in trust	Total share capital	Contributed surplus	Retained earnings	Accumulated other comprehensive income	Total	Non-controlling interest	Total equity
Balances, January 1, 2015	$ 4,504	$ 257,521	$ (13,938)	$ 248,087	$ 26,241	$ 938,526	$ 3,365	$ 1,216,219	$ -	$ 1,216,219
Net earnings	-	-	-	-	-	223,208	-	223,208	-	223,208
Dividends declared										
Class A	-	-	-	-	-	(2,575)	-	(2,575)	-	(2,575)
Class B	-	-	-	-	-	(36,411)	-	(36,411)	-	(36,411)
Stock-based compensation plan	-	-	6,886	6,886	(2,654)	-	-	4,232	-	4,232
Shares purchased and held in trust	-	-	(544)	(544)	-	-	-	(544)	-	(544)
Stock option expense	-	-	-	-	3,116	-	-	3,116	-	3,116
Stock options exercised	-	15,563	-	15,563	(2,804)	-	-	12,759	-	12,759
Income tax effect related to stock options	-	-	-	-	3,960	-	-	3,960	-	3,960
Other comprehensive income	-	-	-	-	-	-	72,188	72,188	-	72,188
Balances, September 30, 2015	$ 4,504	$ 273,084	$ (7,596)	$ 269,992	$ 27,859	$ 1,122,748	$ 75,553	$ 1,496,152	$ -	$ 1,496,152

	Attributable to Shareholders of the Company									
	Class A shares	Class B shares	Shares held in trust	Total share capital	Contributed surplus	Retained earnings	Accumulated other comprehensive income	Total	Non-controlling interest	Total equity
Balances, January 1, 2016	$ 4,504	$ 279,807	$ (7,429)	$ 276,882	$ 50,584	$ 1,182,686	$ 111,726	$ 1,621,878	$ -	$ 1,621,878
Non-Controlling Interest	-	-	-	-	-	-	-	-	2,475	2,475
Acquisition of subsidiary with non-controlling interest (note 3(e))	-	-	-	-	148	-	-	148	(2,031)	(1,883)
Net earnings	-	-	-	-	-	248,422	-	248,422	(444)	247,978
Dividends declared										
Class A	-	-	-	-	-	(3,462)	-	(3,462)	-	(3,462)
Class B	-	-	-	-	-	(49,013)	-	(49,013)	-	(49,013)
Stock-based compensation plan	-	-	-	-	7,433	-	-	7,433	-	7,433
Shares redeemed from trust	-	-	6,689	6,689	(6,689)	-	-	-	-	-
Shares purchased and held in trust	-	-	(28,970)	(28,970)	134	-	-	(28,836)	-	(28,836)
Stock option expense	-	-	-	-	4,405	-	-	4,405	-	4,405
Stock options exercised	-	6,727	-	6,727	(1,113)	-	-	5,614	-	5,614
Income tax effect related to stock options	-	-	-	-	4,028	-	-	4,028	-	4,028
Other comprehensive income	-	-	-	-	-	-	(66,121)	(66,121)	-	(66,121)
Balances, September 30, 2016	$ 4,504	$ 286,534	$ (29,710)	$ 261,328	$ 58,930	$ 1,378,633	$ 45,605	$ 1,744,496	$ -	$ 1,744,496

See accompanying selected explanatory notes to the consolidated condensed interim financial statements.

CCL Industries Inc.

Consolidated condensed interim statements of cash flows

Unaudited

In thousands of Canadian dollars

	Three Months Ended September 30		Nine Months Ended September 30	
	2016	**2015**	**2016**	**2015**
Cash provided by (used for)				
Operating activities				
Net earnings	$ 86,076	$ 81,794	$ 247,978	$ 223,208
Adjustments for:				
Depreciation and amortization	53,580	41,296	148,891	119,980
Earnings in/(loss) from equity accounted investments, net of dividends received	1,200	1,548	(443)	996
Net finance cost	9,997	6,339	25,694	18,862
Current income tax expense	32,726	46,982	105,392	103,762
Deferred taxes	4,049	(12,955)	1,835	(10,544)
Equity-settled share-based payment transactions	3,861	1,074	11,520	7,348
(Gain)/loss on sale of property, plant and equipment	(373)	1	(1,206)	(957)
	191,116	166,079	539,661	462,655
Change in inventories	35,442	4,209	25,436	(32,260)
Change in trade and other receivables	864	(22,049)	(39,208)	(116,063)
Change in prepaid expenses	2,174	7,824	(8,312)	(4,828)
Change in trade and other payables	49,524	28,795	(99,927)	65,794
Change in income taxes receivable and payable	(2,549)	(332)	2,904	(624)
Change in employee benefits	17,072	11,875	12,834	23,061
Change in other assets and liabilities	(32,791)	(7,988)	(6,376)	(13,915)
	260,852	188,413	427,012	383,820
Net interest paid	(15,229)	(10,590)	(33,021)	(22,430)
Income taxes paid	(40,072)	(42,706)	(84,078)	(67,611)
Cash provided by operating activities	**205,551**	**135,117**	**309,913**	**293,779**
Financing activities				
Proceeds on issuance of long-term debt	6,180	8,792	838,074	55,815
Repayment of debt	(72,706)	(45,714)	(232,306)	(98,233)
Proceeds from issuance of shares	5,168	6,755	5,614	12,760
Purchase of shares held in trust	-	-	(28,836)	-
Dividends paid	(17,565)	(13,100)	(52,609)	(39,165)
Cash provided by (used for) financing activities	**(78,923)**	**(43,267)**	**529,937**	**(68,823)**
Investing activities				
Additions to property, plant and equipment	(55,116)	(38,807)	(200,752)	(130,400)
Proceeds on disposal of property, plant and equipment	806	10,131	6,669	12,576
Business acquisitions and other long-term investments (note 3)	(40,895)	(7,833)	(568,720)	(46,456)
Cash used for investing activities	**(95,205)**	**(36,509)**	**(762,803)**	**(164,280)**
Net increase in cash and cash equivalents	31,423	55,341	77,047	60,676
Cash and cash equivalents at beginning of period	421,683	234,720	405,692	221,873
Translation adjustment on cash and cash equivalents	5,191	8,696	(24,442)	16,208
Cash and cash equivalents at end of period	**$ 458,297**	**$ 298,757**	**$ 458,297**	**$ 298,757**

See accompanying selected explanatory notes to the consolidated condensed interim financial statements.

1. Reporting entity

CCL Industries Inc. ("CCL" or "Company") is a public company, listed on the Toronto Stock Exchange, and is incorporated and domiciled in Canada. These consolidated condensed interim financial statements of the Company as at and for the interim period ended September 30, 2016, comprise the Company, its subsidiaries and its interest in joint ventures and associates. The Company has manufacturing facilities around the world and is primarily involved in the manufacture of labels, containers, consumer printable media products and technology driven label solutions.

2. Basis of preparation

(a) Statement of compliance

These consolidated condensed interim financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting.

These consolidated condensed interim financial statements should be read in conjunction with the Company's 2015 annual financial statements.

The accounting policies and methods of computation followed in the preparation of these consolidated condensed interim financial statements are consistent with those used in the preparation of the most recent annual report, unless otherwise noted.

These consolidated condensed interim financial statements were authorized for issue by the Board of Directors on November 9, 2016.

(b) Basis of measurement

These consolidated condensed interim financial statements have been prepared on the historical cost basis except for the following items in the statement of financial position:

- derivative financial instruments are measured at fair value
- financial instruments at fair value through profit or loss are measured at fair value
- liabilities for cash-settled share-based payment arrangements are measured at fair value
- assets related to the defined benefit plans are measured at fair value and liabilities related to the defined benefit plans are calculated by qualified actuaries using the projected unit credit method.

(c) Functional and presentation currency

These consolidated condensed interim financial statements are presented in Canadian dollars, which is the Company's functional currency. All financial information presented in Canadian dollars has been rounded to the nearest thousand, unless otherwise noted.

3. Acquisitions

(a) In May 2016, the Company completed the share acquistion of Checkpoint Systems, Inc. ("CSI") for approximately $531.9 million. CSI is a leading manufacturer of technology-driven, loss prevention, inventory management and labeling solutions, including radio-frequency ("RF") and radio-frequency identification-based ("RFID"), to the retail and apparel industry. The CSI acqusition was a strategic opportunity leveraging the Company's deep capabilities in labels.

(in millions of Canadian dollars)

Cash consideration, net of cash acquired	$	440.5
Assumed debt		91.4
Total consideration	$	531.9

(in millions of Canadian dollars)

Trade and other receivables	$	146.5
Inventories		148.2
Property, plant and equipment		106.0
Other assets		4.3
Goodwill and intangible assets		472.5
Deferred tax assets		22.4
Trade and other payables		(203.7)
Income taxes payable		(14.0)
Employee benefits		(127.3)
Provisions and other long-term liabilities		(23.0)
Net assets acquired	$	531.9

As a result of the timing of the CSI acquisition in relation to the date of issuance of the financial statements for the third quarter, the availability of information and the inherent complexity associated with the valuations, the allocation of the consideration paid has not yet been completed. The determination of the fair value of assets and liabilities acquired is based upon preliminary estimates and assumptions as the Company continues to collect information. The Company will continue to review information prior to finalizing the fair value of the assets acquired and liabilities assumed. The actual fair values of the assets acquired and liabilities assumed may differ from the amounts noted above.

Goodwill is comprised of the excess fair value of the consideration paid over the fair value of the net assets acquired. Factors that make up the amount of goodwill recognized include expected synergies from combining operations and expertise in smart-label products. The total amount of goodwill and intangibles for CSI is $472.5 million and is not deductible for tax purposes.

3. Acquisitions (continued)

(b) In January 2016, the Company acquired Woelco AG ("Woelco"), a privately owned company in Stuttgart, Germany, with subsidiaries in China and the United States, for approximately $21.4 million, net of cash acquired. Woelco has expanded CCL Label's depth in the industrial and automotive durable goods market.

In January 2016, the Company acquired Label Art Ltd. and Label Art Digital Ltd. (collectively referred to as "LAL"), two privately owned companies with common shareholders based in Dublin, Ireland, for approximately $13.6 million, net of cash acquired. LAL expands CCL Label's business in Ireland and the UK.

In February 2016, the Company acquired Zephyr Company Limited of Singapore, and its Malaysian subsidiaries in Penang and Johor (collectively referred to as "Zephyr"), from multiple private shareholders for approximately $40.9 million, net of cash acquired. Zephyr expands CCL's presence within the electronics industry to southeast Asia.

In March 2016, the Company acquired the shares of Powerpress Rotulos & Etiquetas Adesivas LTDA ("Powerpress"), a privately owned company in Sao Paolo, Brazil, for approximately $11.6 million, net of cash acquired. Powerpress enhances CCL Label's product offering in in South America.

In July 2016, the Company acquired the shares of Eukerdruck GmbH & Co. KG and Pharma Druck CDM GmbH (collectively referred to as "Euker"), two privately own companies with common shareholders owning plants in Marburg and Dresden, Germany, for approximately $30.2 million, net of cash acquired and assumed debt. Euker will expand CCL's presence with pharmaceutical companies in German-speaking countries.

In August 2016, the Company acquired the shares of Labelone Ltd. ("Label1"), a privately held company based in Belfast, Northern Ireland for approximately $17.5 million, net of cash acquired and assumed debt. Label1 will maximize opportunities in an important country for the Healthcare business in Europe.

The following table summarizes the preliminary allocation of the consideration to the fair value of the assets acquired and liabilities assumed for the Woelco, LAL, Zephyr, Powerpress, Euker and Label1 acquisitions:

(in millions of Canadian dollars)

Cash consideration	$	124.3
Assumed debt		10.9
Total consideration	$	135.2

(in millions of Canadian dollars)

Trade and other receivables	$	22.6
Inventories		14.9
Other current assets		0.7
Property, plant and equipment		37.9
Other long-term assets		0.4
Goodwill and intangible assets		90.7
Trade and other payables		(24.5)
Current portion of long-term debt		(0.5)
Long-term debt		(0.5)
Deferred tax liabilities		(5.5)
Provisions and other long-term liabilities		(1.0)
Net assets acquired	$	135.2

The determination of the fair value of assets and liabilities acquired is based upon preliminary estimates and assumptions as the Company continues to collect information. The Company will continue to review information prior to finalizing the fair value of the assets acquired and liabilities assumed. The actual fair values of the assets acquired and liabilities assumed may differ from the amounts noted above.

Goodwill is comprised of the excess fair value of the consideration paid over the fair value of the net assets acquired. Factors that make up the amount of goodwill recognized include expected synergies from combining operations, the expertise of the assembled workforce and cost saving opportunities in the delivery of certain shared administrative and other services. The total amount of goodwill and intangible assets for the Woelco, LAL, Zephyr, Powerpress, Euker and Label1 acquisitions amounted to $90.7 million and is not deductible for tax purposes.

(c) The following table summarizes the combined sales and net earnings that CSI, Woelco, LAL, Zephyr, Powerpress, Euker and Label1 have contributed to the Company for the current reporting period:

(in millions of Canadian dollars)		Nine months ended September 30, 2016
Sales	$	338.9
Net loss	$	(8.4)

3. Acquisitions (continued)

(d) Pro Forma Information

The unaudited pro forma consolidated financial information below has been prepared following the accounting policies of the Company as if the acquisitions took place January 1, 2016.

The unaudited pro forma consolidated financial information has been presented for illustrative purposes only and is not necessarily indicative of results of operations and financial position that would have been achieved had the pro forma events taken place on the dates indicated, or the future consolidated results of operations or financial position of the consolidated company. Future results may vary significantly from the pro forma results presented.

The historical consolidated financial information has been adjusted in preparing the unaudited pro forma consolidated financial information to give effect to events that are: (i) directly attributable to the acquisition; (ii) factually supportable; and (iii) with respect to revenues and earnings, expected to have a continuing impact on the results of the Company. As such, the impact from acquisition related expenses is not included in the accompanying unaudited pro forma consolidated financial information. The unaudited pro forma consolidated financial information does not reflect any cost savings (or associated costs to achieve such savings) from operating efficiencies, synergies or other restructuring that could result from the acquisitions.

The following table summarizes the sales and earnings of the Company combined with CSI, Woelco, LAL, Zephyr, Powerpress, Euker and Label1 as though the acquisitions took place on January 1, 2016:

(in millions of Canadian dollars)		Nine months ended September 30, 2016
Sales	$	3,236.9
Net earnings	$	316.7

(e) In January 2016, the Company invested $6.0 million in cash to increase its interest from 50% to 75% in its tube manufacturing joint venture in Bangkok, Thailand, with Taisei Kako Co. Ltd of Japan, resulting in Taisei becoming a subsidiary of the Company as a result of the change in control. In August 2016, the Company acquired the remaining 25% interest proceeds of $1.9 million.

(f) In January, 2016, the Company completed its initial capital investment of $1.6 million cash into its North American 'in-mould' label joint venture, Korsini-SAF.

(g) In February 2015, the Company acquired pc/nametag Inc. and Meetings Direct, LLC ("PCN"); two privately owned companies that supply name badges and meeting registration supplies to professional meeting planners and distributors of promotional material in North America. The final purchase price was $37.6 million (US$30.1 million) net of cash acquired and inclusive of a $2.5 million (US$2.0 million) promissory note paid in February 2016.

During the first quarter of 2016, the Company finalized the valuation of intangible assets, which resulted in an increase in brands of $6.8 million, a decrease in other intangible assets of $3.3 million, an increase in deferred taxes of $1.4 million and a decrease in goodwill of $2.2 million. The following table summarizes the final allocation of the consideration to the fair value of the assets acquired and liabilities assumed in February 2015:

(in millions of Canadian dollars)		
Cash consideration	$	35.1
Promissory note		2.5
Total consideration	$	37.6

(in millions of Canadian dollars)		
Trade and other receivables	$	1.8
Inventories		2.1
Other current assets		0.3
Property, plant and equipment		5.3
Other long-term assets		0.2
Goodwill		17.8
Brands		6.8
Other intangible assets		13.1
Trade and other payables		(2.1)
Deferred taxes		(7.7)
Net assets acquired	$	37.6

Goodwill is comprised of the excess fair value of the consideration paid over the fair value of the net assets acquired. Factors that make up the amount of goodwill recognized include expected synergies from combining operations, the expertise of the assembled workforce and cost saving opportunities in the delivery of certain shared administrative and other services. The total amount of goodwill is $17.8 million of which $5.0 million is deductible for tax purposes.

(h) During 2015, the Company acquired Worldmark Ltd. ("Worldmark"). The purchase accounting is not yet finalized and adjustments may need to be made to the recorded amounts of assets and liabilities. Specifically, the Company is in the process of finalizing the valuation of property, plant and equipment and intangible assets. Consequently future adjustments may be made to the fair value of the assets acquired and liabilities assumed at acquisition date.

In thousands of Canadian dollars, unless otherwise noted

4. Segment reporting

The Company has four reportable segments, as described below, which are the Company's main business units. The business units offer different products and services, and are managed separately as they require different technology and marketing strategies. For each of the business units, the Company's CEO, the chief operating decision maker, reviews internal management reports regularly.

The Company is comprised of the following main business segments:

- Label – Includes the production of pressure sensitive and extruded film materials for a wide range of decorative, instructional and functional applications for large global customers in the consumer packaging, healthcare, automotive and consumer durables markets. Extruded and laminated plastic tubes, folded instructional leaflets, precision printed and die cut metal components with LED displays and other complementary products and services are sold in parallel to specific end-user markets.

- Avery – Includes the manufacturing and selling of various consumer products, including labels, binders, dividers, sheet protectors and writing instruments in North America, Latin America, Asia Pacific and Europe.

- Checkpoint – Includes the manufacturing and selling of technology-driven, loss prevention, inventory management and labeling solutions, including RF and RFID-based, to the retail and apparel industry.

- Container – Includes the manufacturing of specialty containers for the consumer products industry in North America, including Mexico. The key product line is recyclable aluminum aerosol cans and bottles for the personal care, home care and cosmetic industries, plus shaped aluminum bottles for the beverage market.

	Three Months Ended September 30				Nine Months Ended September 30			
	Sales		Operating income (loss)		Sales		Operating income (loss)	
	2016	2015	2016	2015	2016	2015	2016	2015
Label	$ 639,525	$ 522,198	$ 94,091	$ 81,612	$ 1,865,798	$ 1,477,229	$ 287,342	$ 235,405
Avery	220,140	233,082	45,290	46,532	607,149	591,440	131,275	118,369
Checkpoint	175,495	-	5,578	-	268,130	-	835	-
Container	54,114	57,627	4,751	6,197	175,223	171,602	23,234	20,265
Total operations	$ 1,089,274	$ 812,907	149,710	134,341	$ 2,916,300	$ 2,240,271	442,686	374,039
Corporate expense			(12,296)	(12,417)			(37,156)	(38,810)
Restructuring and other items			(5,950)	(864)			(27,880)	(1,804)
Earnings in equity accounted investments			1,384	1,100			3,249	1,863
Finance cost			(10,883)	(7,048)			(28,053)	(20,472)
Finance income			886	709			2,359	1,610
Income tax expense			(36,775)	(34,027)			(107,227)	(93,218)
Net earnings			$ 86,076	$ 81,794			$ 247,978	$ 223,208

	Total Assets		Total Liabilities		Depreciation and Amortization		Capital Expenditures	
	September 30	December 31	September 30	December 31	Nine Months Ended September 30		Nine Months Ended September 30	
	2016	2015	2016	2015	2016	2015	2016	2015
Label	$ 2,488,565	$ 2,285,169	$ 618,773	$ 596,902	$ 114,145	$ 96,711	$ 165,460	$ 111,969
Avery	599,704	615,893	198,312	230,293	12,044	11,171	14,191	10,728
Checkpoint	929,445	-	419,598	-	10,721	-	4,027	-
Container	166,840	173,688	44,177	50,929	11,171	11,352	17,074	7,703
Equity accounted investments	62,546	61,502	-	-	-	-	-	-
Corporate	419,133	446,053	1,640,877	1,082,303	810	746	-	-
Total	$ 4,666,233	$ 3,582,305	$ 2,921,737	$ 1,960,427	$ 148,891	$ 119,980	$ 200,752	$ 130,400

Due to the seasonality of CCL's business, the Company's operating results for the nine months ended September 30, 2016, are not necessarily indicative of the results that may be expected for the full year ending December 31, 2016. The first and second quarters are traditionally higher sales periods for the Label and Container Segments as a result of the greater number of work days and various customer activities undertaken during this period versus the third and fourth quarters of the year. For Avery, the third quarter has historically been its strongest, as it benefits from the increased demand related to back-to-school activities in North America. For the Checkpoint Segment, the second half of the calendar year is healthier as the business substantially follows the retail cycle of its customers, which traditionally experiences more consumer activity from September through the end of the year and prepares for the same in its supply chain from mid-year on.

In thousands of Canadian dollars, unless otherwise noted

5. Accumulated other comprehensive income

	September 30 2016	December 31 2015
Unrealized foreign currency translation gains, net of tax recovery of $339 (2015 – tax recovery of $4,896)	$ 45,620	$ 112,584
Losses on derivatives designated as cash flow hedges, net of tax recovery of $41 (2015 – tax recovery of $374)	(15)	(858)
	$ 45,605	$ 111,726

6. Restructuring and other items

	Three months ended September 30		Nine months ended September 30	
	2016	2015	2016	2015
Label Segment restructuring	$ 757	$ 4,498	$ 2,980	$ 5,438
Contingent consideration	-	(3,634)	-	(3,634)
Checkpoint Segment restructuring	2,985	-	15,982	-
Acquisition costs	2,208	-	8,918	-
Total restructuring and other items	$ 5,950	$ 864	$ 27,880	$ 1,804

In 2016, the Label Segment recorded $3.0 million ($2.6 million, net of tax) in restructuring, primarily related to severance costs for Worldmark.

In 2016, the Checkpoint Segment recorded $16.0 million ($10.0 million, net of tax) in restructuring, primarily related to severance costs.

In 2016, acquisition costs of $8.9 million ($8.8 million, net of tax) were recorded primarily for the CSI and 2015 Worldmark acquisitions.

In 2015, the Label segment recorded $0.9 million ($0.8 million, net of tax) in restructuring and other items primarily related to the acquisition of Bandfix AG. In the third quarter of 2015, the Label segment recorded $4.5 million ($2.9 million, net of tax) in restructuring provisions for the previously announced closure of the Avery Meridian, Mississippi facility and reversed $3.6 million, with no tax impact, of accrued contingent consideration related to the 2014 acquisition of Dekopak Ambalaj San. Ve Tic. A.S.

7. Financial instruments

(a) Fair value hierarchy

The table below summarizes level of hierarchy for financial assets and liabilities. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying value is a reasonable approximation of fair value.

The different levels have been defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

	Level 1	Level 2	Level 3	Total
September 30, 2016				
Available-for-sale financial assets	$ -	$ 20,179	$ -	$ 20,179
Derivative financial liabilities	$ -	$ 170	$ -	$ 170
December 31, 2015				
Available-for-sale financial assets	$ -	$ 21,016	$ -	$ 21,016
Derivative financial liabilities	$ -	$ 1,348	$ -	$ 1,348

(b) Fair values versus carrying amounts

The carrying values of cash and cash equivalents, trade and other receivables, and trade and other payables approximate fair values due to the short-term maturities of these financial instruments.

The fair value of financial liabilities together with carrying amounts shown in the statement of financial position, are as follows:

	September 30, 2016		December 31, 2015	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Long-term debt	$ 1,645,884	$ 1,666,495	$ 1,005,519	$ 1,030,217

The interest rates used to discount estimated cash flows for the long-term debt are based on the government yield curve at the reporting date plus an adequate credit spread.

Fair value estimates are made at a specific point in time based on relevant market information and information about the financial instruments. The estimates are subjective in nature and involve uncertainties and matters of judgment.

In thousands of Canadian dollars, unless otherwise noted

8. Long-term debt

During the first quarter of 2016, the Company made a drawdown of US$110.0 million ($146.3 million) on its syndicated revolving credit facility to fund a US$110.0 million repayment of private placement debt on March 7, 2016. Further drawdowns of $85.6 million on the revolving credit facility in the first quarter were primarily made to fund the business acquisitions completed during the quarter.

During the second quarter of 2016, the Company made a drawdown of US$455.1 million ($588.9 million) on its syndicated revolving credit facility to fund the acquisition of CSI.

On September 15, 2016, the Company completed its issuance of US$500.0 million aggregate principal amount of 3.25% notes due 2026. The net proceeds were used to reduce the amount drawn on the Company's revolving syndicated bank credit facility.

9. Subsequent event

The Board of Directors has declared a dividend of $0.5000 for the Class B non-voting shares and $0.4875 on the Class A voting shares that will be payable to shareholders of record at the close of business on December 9, 2016, to be paid on December 21, 2016.

MANAGEMENT’S DISCUSSION AND ANALYSIS
Third Quarters Ended September 30, 2016 and 2015

This Management’s Discussion and Analysis of the financial condition and results of operations (“MD&A”) of CCL Industries Inc. (“CCL” or the “Company”) relates to the third quarters ended September 30, 2016 and 2015. The information in this interim MD&A is current to November 9, 2016, and should be read in conjunction with the Company’s November 9, 2016, unaudited third quarter consolidated condensed interim financial statements released on November 9, 2016, and the 2015 Annual MD&A document and consolidated financial statements, which form part of the CCL Industries Inc. 2015 Annual Report, dated February 24, 2016.

Basis of Presentation

The financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and unless otherwise noted, both the financial statements and this interim MD&A are expressed in Canadian dollars as the reporting currency. The major measurement currencies of CCL’s operations are the Canadian dollar, U.S. dollar, euro, Argentine peso, Australian dollar, Bangladeshi taka, Brazilian real, Chilean peso, Chinese renminbi, Danish krone, Indian rupee, Japanese yen, Malaysian ringgit, Mexican peso, Polish zloty, Russian ruble, Singaporean dollar, South African rand, Swiss franc, Thai baht, U.K. pound sterling and Vietnamese dong. All per Class B non-voting share (“Class B share”) amounts in this document are expressed on an undiluted basis, unless otherwise indicated. CCL's Audit Committee and its Board of Directors have reviewed this interim MD&A to ensure consistency with the approved strategy and the financial results of the Company.

Cautionary Statement Regarding Forward-Looking Statements

This MD&A contains forward-looking information and forward-looking statements, as defined under applicable securities laws, (hereinafter collectively referred to as “forward-looking statements”) that involve a number of risks and uncertainties. Forward-looking statements include all statements that are predictive in nature or depend on future events or conditions. Forward-looking statements are typically identified by the words “believes,” “expects,” “anticipates,” “estimates,” “intends,” “plans” or similar expressions. Statements regarding the operations, business, financial condition, priorities, ongoing objectives, strategies and outlook of the Company, other than statements of historical fact, are forward-looking statements. Specifically, this MD&A contains forward-looking statements regarding the anticipated growth in sales, income and profitability of the Company’s segments; the Company’s anticipated improvement in market share; the Company’s capital spending levels and planned capital expenditures in 2016; the adequacy of the Company’s financial liquidity; earnings per share and EBITDA growth rates; the Company’s effective tax rate; the Company’s ongoing business strategy; the Company’s planned restructuring expenditures; and the Company’s expectations regarding general business and economic conditions.

Forward-looking statements are not guarantees of future performance. They involve known and unknown risks and uncertainties relating to future events and conditions including, but not limited to, the uncertainty of the recovery from 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; 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 ability to realize targeted operational synergies and cash flows from restructuring the Canadian Container operation; the Company's expectation that the reorganization of the Canadian Container operation will be complete at the end of 2017; the Company's expectation that the Avery Segment's new product innovations, consumer digital e-commerce opportunities and cross selling programs with recent acquisitions will provide incremental growth opportunities; the Company's expectation that its new operations in Argentina, Philippines, Thailand and Turkey, will not post profitable returns until 2017; the Company's expectation that recent acquisitions will provide future opportunities for margin expansion; the Company's recent acquisitions will continue to meet management expectations and will provide incremental growth opportunities; the Company's continued capital investment in Rheinfelden will result in full production capability and a qualified alternate supply of aluminum slugs in North America; the Company's expectation that the North American in-mould label joint venture will commence trading in late 2016; the Company's expectation that there will be more restructuring within CCL Design that will lead to optimal financial returns; the Company's expectation that $30 million in restructuring initiatives at the Checkpoint Segment will lead to $40 million in annual savings; the Company's expectation that strong results for the first nine months indicate potential for a record year at the Container Segment; 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.

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

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

1. Overview

The third quarter of 2016 was another successful quarter for CCL reflecting solid performance from the legacy CCL segments, as well as a solid first full quarter for the newly acquired Checkpoint Systems, Inc. ("Checkpoint") acquisition. The Label Segment posted increased operating income (a non-IFRS financial measure; refer to definition in Section 14) of 15.3% over a strong prior year third quarter. The Avery Segment saw the foretold softness in back-to-school revenues with only modest declines in operating income. The new Checkpoint Segment posted an operating profit of $5.6 million that included a $17.3 million non-cash acquisition accounting adjustment relating to finished goods inventory, exceeding management expectations. Accordingly, third quarter adjusted basic earnings per Class B share (a non-IFRS financial measure; refer to definition in Section 14) for the Company was a record of $2.98 compared to adjusted basic earnings per Class B share of $2.34 in the 2015 third quarter. Furthermore, the third quarter of 2016 marked the twenty-fourth consecutive quarter of year-over-year improvement in quarterly adjusted basic earnings per Class B share for CCL.

2. Review of Consolidated Financial Results

The following acquisitions affected the financial comparisons to 2015:

- In February 2015, INT America LLC (“INTA”), a privately owned company based in Michigan, USA, for $2.9 million. INTA expanded CCL Design North America’s product offering in the automotive durable labels sector.

- In February 2015, pc/nametag Inc. and Meetings Direct, LLC (“PCN”), privately owned companies with common shareholders, based in Wisconsin, USA, for $37.6 million. PCN added to Avery North America’s printable media depth in the meetings and events planning industry.

- In July 2015, Fritz Brunnhoefer GmbH (“FritzB”), a privately owned company based in Nurnburg, Germany, for $7.6 million. This new business expanded CCL Design’s presence in the German industrial and aerospace durable goods markets.

- In October 2015, the assets of privately owned Sennett Security Products LLC and its wholly owned subsidiary Banknote Corporation of America Inc. (“BCA”) based in North Carolina, USA, for $45.7 million. This acquisition broadened the Label Segment’s technology base and product offering to include security labels, cards and document components.

- In November 2015, the global operations of private equity owned Worldmark, Ltd. (“Worldmark”) headquartered in East Kilbride, Scotland, for approximately $252.6 million. Worldmark is a leading supplier of functional labels for the electronics sector.

- In December 2015, Mabel’s Labels Inc. and Mabel’s Labels Retail Inc. (“Mabel’s”), privately owned companies with common shareholders, based in Ontario, Canada, for approximately $12.0 million. Mabel’s expanded the Avery Segment’s printable media platform into web-to-print personalized identification labels for children and families.

- In January 2016, Woelco AG (“Woelco”), a privately owned company in Stuttgart, Germany, with subsidiaries in China and the United States for approximately $21.4 million. Woelco has integrated into CCL Design and has expanded its depth in the industrial and automotive durable goods markets.

- In January 2016, Label Art Ltd. and Label Art Digital Ltd. (collectively “LAL”), privately owned companies with common shareholders, based in Dublin, Ireland, for approximately $13.6 million. LAL expands CCL Label’s Healthcare & Specialty business in Ireland and the U.K.

- In January 2016, CCL invested $6.0 million in cash to increase its stake from 50% to 75%, in its tube manufacturing joint venture in Bangkok, Thailand, with Taisei Kako Co. Ltd of Japan. Finally in August of 2016, CCL acquired the final 25% stake in the venture from its partner for $1.9 million. As a result of the change in control, 2016 financial results are no longer included in equity investments but fully consolidated with CCL Label's Home & Personal Care business, without a portion of the earnings attributable to a non-controlling interest, which commenced September 2016.

- In February 2016, Zephyr Company Limited of Singapore, and its Malaysian subsidiaries in Penang and Johor (collectively "Zephyr"), privately owned companies with multiple shareholders, for approximately $40.9 million. Zephyr expands CCL Design's presence within the electronics industry to the ASEAN region.

- In March 2016, Powerpress Rotulo & Etiquetas Adesivas LTDA ("Powerpress"), a privately owned company based in Sao Paolo, Brazil, for approximately $11.6 million. Powerpress enhances CCL Label's product offering in the Healthcare & Specialty business in South America.

- In May 2016, the Company acquired all the outstanding shares of Checkpoint (NYSE:CKP) valued at approximately $531.9 million, including estimated net cash of $44.3 million. Checkpoint is a leading global manufacturer and provider of hardware and software systems plus security labels and tags providing inventory control and loss prevention solutions to world leading retailers. Checkpoint will form the new retail and apparel Checkpoint Segment of CCL.

- In July 2016, CCL acquired Eukerdruck GmbH & Co. KG and Pharma Druck CDm GmbH ("Euker"), privately held companies with common shareholders, and the associated facilities in Marburg and Dresden, Germany. Euker is a leading supplier of folded leaflets, specialty booklets and pressure sensitive labels to pharmaceutical companies in German-speaking Europe. The purchase price consideration, including debt assumed was approximately $30.2 million.

- In August, 2016, CCL acquired Labelone Ltd. ("Label1"), a privately owned company based in Belfast, Northern Ireland, for approximately $17.5 million including assumed debt. Label1 expands CCL Label's product offering in the Healthcare & Specialty business to Northern Ireland.

Sales for the third quarter of 2016 were $1,089.3 million, an increase of 34.0% compared to $812.9 million recorded in the third quarter of 2015. The increase in sales can be attributed to organic growth of 0.4%, acquisition-related growth of 34.7% and the negative impact from foreign currency translation of 1.1%. For the nine-month period ended September 30, 2016, sales were $2,916.3 million, an increase of 30.2% compared to $2,240.3 million for the same nine-month period a year ago. This improvement in sales can be attributed to 4.0% organic growth, a 23.7% impact of the fourteen aforementioned acquisitions and a 2.5% positive impact from foreign currency translation.

Selling, general and administrative expenses ("SG&A") were $175.2 million and $439.8 million for the three-month and nine-month periods ended September 30, 2016, compared to $103.3 million and $295.0 million for same periods in the prior year, respectively. The increases in SG&A for the aforementioned comparative periods can be attributed to additional SG&A expenses associated with the fourteen above mentioned acquisitions.

The Company recorded restructuring and other items (a non-IFRS financial measure; refer to definition in Section 14) of $6.0 million ($4.9 million after tax) in the third quarter of 2016 compared to $0.9 for the third quarter of 2015. Severance related restructuring costs of $3.0 million for the Checkpoint acquisition and $0.8 million for the November 2015 acquisition of Worldmark. Other acquisition related transaction costs of $2.2 million were also expensed in the quarter. Included in the $0.9 million ($0.8 million gain after tax) third quarter 2015 restructuring and other items were expenses of $4.5 million related to the restructuring of the Avery Segment net against $3.6 million of forgone contingent consideration pertaining to the Dekopak acquisition. For the nine-month period ending September 30, 2016, the Company recorded $27.9 million ($21.4 million after tax) in restructuring and other items primarily related to the Worldmark and Checkpoint acquisitions. For the nine-month period of 2015, restructuring and other items was $1.8 million (nil after tax) for the aforementioned net impact of Avery and Dekopak as well as expense associated with the Bandfix acquisition.

Operating income (a non-IFRS financial measure; refer to definition in Section 14) for the third quarter of 2016 was $149.7 million, compared to $134.3 million for the third quarter of 2015. Excluding the final $17.3 million non-cash acquisition accounting adjustment related to finished goods inventory for the acquisition of Checkpoint, operating income improved 24.3% to $167.0 million. For the third quarter of 2016 compared to the same period in 2015, CCL Label recorded an increase in operating income of 15.3% partially offset by decreases in operating income for the Avery and Container Segments of 2.6% and 24.2%, respectively. The new Checkpoint Segment, which represents the acquired Checkpoint business, generated operating income of $5.6 million, including a final $17.3 million non-cash acquisition accounting adjustment related to finished goods inventory recorded in the third quarter of 2016. Foreign currency translation had a negative impact of 1.3% to the consolidated operating income. For the nine months ended September 30, 2016, operating income increased 18.4%, including the $33.9 million of non-cash acquisition accounting adjustments related to finished goods inventory primarily for the acquisition of Checkpoint. The Label, Avery and Container Segments recorded increases in operating income of 22.1%, 11.0% and 14.3%, respectively, compared to the same nine-month period in 2015. Foreign currency translation had a positive impact of 2.4% for the comparable nine-month periods

Earnings before net finance cost, taxes, earnings in equity accounted investments, depreciation and amortization, non-cash acquisition accounting adjustments to finished goods inventory, restructuring and other items ("EBITDA," a non-IFRS financial measure; refer to definition in Section 14) was $208.3 million for the third quarter of 2016, an increase of 27.6% compared to $163.2 million for the third quarter of 2015. Foreign currency had a negative impact of 1.4% on EBITDA for the third quarter of 2016. For the nine months ended September 30, 2016, EBITDA was $588.3 million, an increase of 29.2% compared to $455.2 million in the comparable 2015 nine-month period. Foreign currency translation has a positive impact 2.2% for the comparable nine-month periods.

Net finance cost was $10.0 million and $25.7 million for the three-month and nine-month periods ended September 30, 2016, compared to $6.3 million and $18.9 million for same periods in the prior year, respectively. The increase in net finance cost for the three-month and nine-month periods ended September 30, 2016, was attributable to higher total debt balances, augmented by the foreign currency translation impact on U.S. dollar interest expense partially offset by lower average finance rates on drawn debt and an increase in finance income attributable to higher cash.

The overall effective income tax rate was 30.3% for the third quarter of 2016 compared to 29.7% for the third quarter of 2015, reflecting a higher portion of CCL taxable income being earned in higher tax jurisdictions in the quarter. The overall effective income tax rate was 30.5% for the nine-month period of 2016 compared to 29.6% for the nine-month period of 2015. The effective tax rate may increase in future periods if a higher portion of the Company's taxable income is earned in higher tax jurisdictions.

Net earnings for the third quarter of 2016 were $86.1 million compared to $81.8 million for the third quarter of 2015. Net earnings were impacted by the aforementioned non-cash acquisition accounting adjustment related to finished goods inventory and restructuring and other items primarily for the Checkpoint acquisition. This resulted in basic and diluted earnings of $2.47 and $2.44 per Class B share, respectively, in the 2016 third quarter compared to basic and diluted earnings of $2.36 and $2.33 per Class B share, respectively, for the prior year third quarter.

Net earnings for the nine-month period of 2016 were $248.0 million, an increase of 11.1% compared to $223.2 million for the same period a year ago. This resulted in basic and diluted earnings of $7.10 and $7.01 per Class B share, respectively, for the 2016 nine-month period compared to basic and diluted earnings of $6.45 and $6.35 per Class B share, respectively, for the prior year nine-month period. The weighted average number of shares for the 2016 nine-month period were 35.0 million basic and 35.5 million diluted shares compared to 34.6 million basic and 35.2 million diluted shares for the comparable period of 2015. Diluted shares include weighted average in-the-money stock options totaling 0.5 million shares.

Adjusted basic earnings per Class B share (a non-IFRS financial measure – see Section 14) were $2.98 and $8.43 for the three-month and nine-month periods of 2016, respectively, compared to $2.34 and $6.45 for the same periods of 2015.

The following table is presented to provide context to the comparative change in the adjusted basic earnings per share.

(in Canadian dollars)

	Third Quarter		Year-to-Date	
Adjusted Basic Earnings per Class B Share	**2016**	**2015**	**2016**	**2015**
Basic earnings	$ 2.47	$ 2.36	$ 7.10	$ 6.45
Restructuring and other items	0.14	(0.02)	0.61	-
Non-cash acquisition accounting adjustment related to finished goods inventory	0.37	-	0.72	-
Adjusted basic earnings [(1)]	$ 2.98	$ 2.34	$ 8.43	$ 6.45

(1) Adjusted Basic Earnings per Class B Share is a non-IFRS financial measure. Refer to definition in Section 14.

The following is selected financial information for the eleven most recently completed quarters:

(In millions of Canadian dollars, except per share amounts)

	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Total
Sales					
2016	$ 866.8	$ 960.2	$ 1,089.3	$ -	$ 2,916.3
2015	705.9	721.5	812.9	798.8	3,039.1
2014	609.7	650.4	689.7	635.8	2,585.6
Net earnings					
2016	89.7	72.2	86.1	-	248.0
2015	68.1	73.3	81.8	71.9	295.1
2014	52.6	55.3	63.1	45.6	216.6
Net earnings per Class B share					
Basic					
2016	2.57	2.06	2.47	-	7.10
2015	1.97	2.12	2.36	2.05	8.50
2014	1.54	1.61	1.83	1.33	6.31
Diluted					
2016	2.54	2.03	2.44	-	7.01
2015	1.93	2.09	2.33	2.03	8.38
2014	1.51	1.58	1.79	1.31	6.19
Adjusted basic net earnings per Class B share					
2016	2.65	2.80	2.98	-	8.43
2015	1.99	2.12	2.34	2.16	8.61
2014	1.56	1.63	1.83	1.51	6.53

The quarterly financial results above are affected by the seasonality of the business Segments. The first and second quarters of a year are traditionally higher sales periods for the Label and Container Segments as a result of the greater number of work days and various customer activities undertaken during this period versus the third and fourth quarters. For Avery, the third quarter has historically been its strongest, as it benefits from the increased demand related to back-to-school activities in North America. For the Checkpoint Segment, the second half of the calendar year is healthier as the business substantially follows the retail cycle of its customers, which traditionally experiences more consumer activity from September through the end of the year and prepares for the same in its supply chain from mid-year on.

3. Business Segment Review

Label Segment

($ millions)	Third Quarter			Year-to-Date		
	2016	**2015**	**+/-**	**2016**	**2015**	**+/-**
Sales	$ 639.5	$ 522.2	22.5%	$ 1,865.8	$ 1,477.2	26.3%
Operating Income [1]	$ 94.1	$ 81.6	15.3%	$ 287.4	$ 235.4	22.1%
Return on Sales [1]	14.7%	15.6%		15.4%	15.9%	
Capital Spending	$ 47.1	$ 32.3	45.8%	$ 165.5	$ 112.0	47.8%
Depreciation and Amortization	$ 38.0	$ 33.1	14.8%	$ 114.2	$ 96.7	18.1%

(1) Operating Income and Return on Sales are non-IFRS financial measures. Refer to definitions in Section 14.

Sales for the Label Segment were $639.5 million for the third quarter of 2016, compared to $522.2 million for the same quarter last year. The 22.5% increase in sales can be attributed to organic growth of 4.3%, the impact from the BCA, Worldmark, Woelco, LAL, Zephyr, Powerpress, Euker and Label1 acquisitions of 19.6% and the negative effect from foreign currency translation of 1.4%.

North American sales were up low-single digit for the third quarter of 2016, excluding currency translation and the acquisitions of BCA, Worldmark and Woelco, compared to the third quarter of 2015. Home & Personal Care sales improved modestly driven by gains in tubes but profitability declined on mix against a very strong prior year. CCL Design sales growth, excluding the Worldmark and Woelco acquisitions, moderated but profitability improved due to productivity gains. Healthcare & Specialty results improved benefitting from a favourable patent settlement. Sales increased in Food & Beverage with strong growth and profitability improvement in the Sleeve business and solid results in Wine and Spirits. The acquired BCA, Worldmark and Woelco businesses delivered results in line with management's expectations. Overall the impact of currency translation was benign and profitability increased but return on sales ("Return on Sales," a non-IFRS financial measure; refer to definition in Section 14) declined in North America on the mix impact of acquisitions.

Sales in **Europe** were up mid-single digit for the third quarter of 2016, excluding currency translation and acquisitions, compared to a strong third quarter of 2015. Home & Personal Care sales and profits declined in tough end markets for customers compounded by start-up costs of a new facility in Turkey. Sales declined slightly at Healthcare & Specialty while profits increased on acquisitions but were down on an underlying basis. Food & Beverage results improved significantly on an exceptional prior year in Sleeves influenced by a fire at a major competitor's plant. Pressure sensitive labels posted strong results on new applications and growth in export sales. Robust results in the Closure business more than offset reduced profitability in Wine & Spirits. CCL Design sales increased on strong automotive markets and profitability improved as operational difficulties faded with a challenging new program for one OEM. Overall, European operating income, excluding currency translation and acquisitions, was up meaningfully compared to the prior year third quarter driving an uptick in return on sales ("Return on Sales," a non-IFRS financial measure; refer to definition in Section 14). Third quarter results for the Worldmark, Woelco, LAL, Euker and Label1 acquisitions met management expectations.

Sales in **Latin America**, excluding the Worldmark and Powerpress acquisitions and currency translation, increased strong double digits for the third quarter of 2016, compared to the third quarter of 2015. Sales increased in both Mexico and, most notably in Brazil, although a significant portion of the latter was price-driven, recovering foreign exchange related inflation on imported materials. Cost pressures subsided considerably for the immediate future as the Brazilian real improved to the U.S. dollar. Start-up operations in Argentina posted a small loss for the third quarter and remain just above breakeven results for the nine-month period. Including acquired operations, the negative impact of currency translation on the Mexican peso and start-up costs for the new CCL Design automotive plant in Mexico, operating income increased significantly, and return on sales ("Return on Sales," a non-IFRS financial measure; refer to definition in Section 14) remained above the Segment average.

Asia Pacific sales, excluding acquisitions and currency translation, were flat for the third quarter of 2016, compared to the corresponding quarter in 2015. Sales in China increased slightly with improvements in Beverage offsetting softness in Home & Personal Care; profitability improved overall. Despite solid sales across the ASEAN region, profits were lower than a prior year period which benefited from significant foreign exchange gains on strong export sales from Thailand. The new operation in Korea and the recently fully consolidated tube operation in Thailand continued to post start-up losses for the third quarter of 2016. Australian results were mixed with continuing losses in Healthcare only partly offset by profits in Wine & Spirits. Beverage sales in South Africa were strong. At CCL Design, the acquired Worldmark operations had their best quarter under CCL ownership on strong new product sales while the more recent Woelco and Zephyr acquisitions in Asia met sales and profitability expectations. Operating income increased significantly but declined as a percentage of sales in the Asia Pacific region due to the margin dilution impact of acquisitions, start-up costs and prior year foreign exchange gains.

Operating income for the third quarter of 2016 improved 15.3% to $94.1 million, compared to $81.6 million for the third quarter of 2015. Operating income as a percentage of sales was 14.7%, compared to the 15.6% recorded for the same period in 2015, driven by the dilutive mix impact of recent acquisitions and start-up costs in Asia and Latin America.

Sales backlogs for the label business rarely exceed one month of sales, making forecasts one quarter ahead difficult. Management continues to watch the global economic situation closely along with associated volatility in foreign exchange rates.

The Label Segment invested $165.5 million in capital spending for the nine-month period ended September 30, 2016, compared to $112.0 million in the same period in 2015. The investments for the first nine months of 2016 are ahead of the Company's planned capital expenditures for 2016. The major expenditures for the nine-month period ended September 30, 2016, related to equipment installations to support the Home & Personal Care and Healthcare businesses in North America, capacity additions for the Sleeve operations in Europe, capacity additions and new plants for the Closures business globally and CCL Design in the United States and Asia. As in the past, investments in the Label Segment are expected to continue in order to increase its capabilities, expand geographically, and replace or upgrade existing plants and equipment. Depreciation and amortization for the Label Segment was $114.2 million for the nine-month period ended September 30, 2016, compared to $96.7 million for the same period of 2015.

Avery Segment

($ millions)	Third Quarter			Year-to-Date		
	2016	**2015**	**+/-**	**2016**	**2015**	**+/-**
Sales	$ 220.2	$ 233.1	(5.5%)	$ 607.2	$ 591.5	2.7%
Operating Income [1]	$ 45.3	$ 46.5	(2.6%)	$ 131.3	$ 118.3	11.0%
Return on Sales [1]	20.6%	19.9%		21.6%	20.0%	
Capital Spending	$ 2.2	$ 2.0	10.0%	$ 14.2	$ 10.7	32.7%
Depreciation and Amortization	$ 4.1	$ 4.1	-	$ 12.0	$ 11.2	7.1%

[1] Operating Income and Return on Sales are non-IFRS financial measures. Refer to definitions in Section 14.

The Avery Segment has two primary product groups, Printable Media and Binders, Organization & Presentation and Writing Instruments ("BOPWI").

Avery Segment sales were $220.2 million for the third quarter of 2016, compared to $233.1 million for the same quarter last year. The 5.5% decrease in sales can be attributed to the positive 2.1% impact from the Mabel's acquisition and 0.2% effect from foreign currency translation more than offset by a 7.8% organic decline in sales.

Sales in **North America** for the third quarter of 2016, excluding acquisitions and currency translation, were down low double digits compared to the prior year period due to the expected soft back-to-school season on share loss in low margin, mass market back-to-school binders. Sales in Printable Media declined at a lower rate primarily in the superstore and commercial channels more than offsetting gains in name badges. Mabel's results were very strong in their seasonally busiest quarter. Canadian profitability improved meaningfully on stable demand for Printable Media. Operating income overall declined in line with sales partially offset by excellent results from the Mabel's acquisition. Return on sales ("Return on Sales," a non-IFRS financial measure; refer to definition in Section 14) improved for the comparative third quarters and remains above the Segment average. Operating income for the nine-month period ending September 30, 2016, remains ahead of the prior year nine-month period.

International sales, principally generated in the Printable Media category, represented approximately 18% of the Avery Segment sales for the quarter. Sales increased mid-single digits overall with solid European results driven by a recovery in the UK wholesaler channel augmented by strong performance in Australia. Latin American results were down despite organic sales growth due to currency translation and challenges in Argentina. Overall profitability for International operations improved markedly in the third quarter and remains ahead for the nine-month period ended September 30, 2016.

Operating income for the third quarter of 2016 was $45.3 million, compared to $46.5 million for the third quarter of 2015. Operating income as a percentage of sales improved to 20.6%, compared to 19.9% recorded for the same quarter in 2015.

The Avery Segment invested $14.2 million in capital spending for the nine-month period ended September 30, 2016, compared to $10.7 million in the same period a year ago. The majority of the expenditures were for Printable Media capacity additions in North America to support the planned consolidation of label manufacturing in Tijuana. Depreciation and amortization for the Avery Segment was $12.0 million for the nine-month period ended September 30, 2016, compared to $11.2 million for the comparable period of 2015.

Checkpoint Segment

($ millions)	Third Quarter		Year-to-Date	
	2016	**2015**	**2016**	**2015**
Sales	$ 175.5	$ -	$ 268.1	$ -
Operating Income (loss) [1]	$ 5.6	$ -	$ 0.8	$ -
Return on Sales [1]	3.2%	-	0.3%	-
Capital Spending	$ 2.8	$ -	$ 4.0	$ -
Depreciation and Amortization	$ 7.4	$ -	$ 10.7	$ -

(1) Operating Income and Return on Sales are non-IFRS financial measures. Refer to definitions in Section 14.

The Checkpoint Segment was acquired May 13, 2016. This Segment has operations in North America, Europe, Asia, Australia and Latin America. The Segment has three primary product lines, Merchandise Availability Solutions (“MAS”), Apparel Labeling Solutions (“ALS”) and Retail Merchandising Solutions (“RMS”). The MAS line focuses on hardware, software, labels and tags for loss prevention and inventory control systems including radio frequency identification (“RFID”) solutions. ALS products are apparel labels and tags, some of which are RFID capable. RMS, a small European-centric product line, includes hand-held pricing tools and labels and promotional in-store displays. All MAS and ALS products are sold under the Checkpoint brand, RMS is sold under the Meto brand.

Sales for the Checkpoint Segment were $175.5 million for the third quarter of 2016, in line with management expectations. Operating income for the third quarter of 2016 was $5.6 million and would have been $22.9 million but for a charge of $17.3 million for the non-cash acquisition accounting adjustment related to the elimination of profit from acquired finished goods inventory. The MAS product lines delivered all third quarter profits for the Segment, exceeding management expectations, while ALS posted a loss in soft apparel markets; RMS results are not material. Excluding the impact of the non-cash acquisition accounting adjustment to finished goods inventory in the third quarter of 2016, Checkpoint generated a return on sales of 13.0% for its seasonally strongest quarter of a year.

The Checkpoint Segment invested $4.0 million in capital spending since May 13, 2016. Depreciation and amortization for the Checkpoint Segment was $10.7 million for the period May 13, 2016, to September 30, 2016.

Container Segment

($ millions)	Third Quarter			Year-to-Date		
	2016	2015	+/-	2016	2015	+/-
Sales	$ 54.1	$ 57.6	(6.1%)	$ 175.2	$ 171.6	2.1%
Operating Income [1]	$ 4.7	$ 6.2	(24.2%)	$ 23.2	$ 20.3	14.3%
Return on Sales [1]	8.7%	10.8%		13.2%	11.8%	
Capital Spending	$ 3.0	$ 4.5	(33.3%)	$ 17.1	$ 7.7	122.1%
Depreciation and Amortization	$ 3.8	$ 3.9	(2.6%)	$ 11.2	$ 11.4	(1.8%)

[1] Operating Income and Return on Sales are non-IFRS financial measures. Refer to definitions in Section 14.

Sales for the Container Segment in the 2016 third quarter were $54.1 million compared to $57.6 million in an unusually strong 2015 third quarter. The 6.1% decrease in sales can be attributed to a 4.0% negative impact of foreign currency translation and 2.1% organic sales decline for the comparative quarters. North American volumes were up but lower aluminum costs passed on to customers and mix changes resulted in the organic revenue drop. Profitability was down on start-up expenses for new capacity plus higher labour and manufacturing expenses to handle full loading in the vacation period. Mexican sales were flat organically but mix challenges on a lower percentage of U.S. dollar priced exports plus currency translation on the significantly weaker peso combined to a very meaningful headwind compared to the prior year third quarter. As a result, the Container Segment posted operating income of $4.7 million compared to $6.2 million for the 2015 third quarter.

With new capacity now on line in the United States and Mexican investments underway for 2017, the planned closure of the Canadian operation is expected to commence early in 2017 and complete by the end of the year, subject to the volume outlook at the end of 2016.

The Container Segment invested $17.1 million for the nine-month period ended September 30, 2016, compared to $7.7 million for the nine-month period ended September 30, 2015. The majority of the expenditures for the nine-month period of 2016 were for the installation of a new manufacturing line in the U.S. operation to facilitate the efficient redistribution of the Canadian plant’s equipment. Depreciation and amortization for the Container Segment was $11.2 million for the nine-month period ended September 30, 2016, compared to $11.4 million for the comparable period of 2015.

The Container Segment continues to hedge some of its anticipated future aluminum purchases through futures contracts and has hedged 13.8% and 12.3% of its expected 2016 and 2017 requirements, respectively. All of these hedges are specifically tied to customer contracts. Existing hedges are priced in the US$1,590 to US$1,810 range per metric ton. The Company is encouraging customers to adopt 90-day pass-through pricing for changes in aluminum cost and is only adopting long-term hedges to stabilize input prices with large blue-chip multinationals willing to accept responsibility for the hedge.

Prices for aluminum in the third quarter of 2016 ranged from US$1,500 to US$1,700 per metric ton compared to US$1,400 to US$1,700 in the third quarter of 2015. The mid-West premiums paid over these prices fell below historic norms after a speculative rise in 2014 and the early months of 2015.

Joint Ventures

($ millions)	Third Quarter			Year-to-Date		
	2016	**2015**	**+/-**	**2016**	**2015**	**+/-**
Sales (at 100%)						
Label joint ventures	$ 31.5	$ 28.3	11.3%	$ 89.4	$ 76.8	16.4%
Rheinfelden*	-	-		0.1	-	
*primarily sales to CCL	$ 31.5	$ 28.3	11.3%	$ 89.5	$ 76.8	16.5%
Earnings (losses) in equity accounted investments						
Label joint ventures	$ 1.8	$ 1.2	50.0%	$ 4.4	$ 2.7	63.0%
Rheinfelden	(0.4)	(0.1)	n.m.	(1.2)	(0.8)	n.m.
	$ 1.4	$ 1.1	27.3%	$ 3.2	$ 1.9	68.4%

The following investments affected the financial comparisons to 2015:

- In July 2015, the Company signed a binding agreement with Korsini-SAF to create a North American "in-mould" label joint venture. The partners have each invested $1.6 million of capital as at September 30, 2016. The agreement outlines an investment of approximately $20.0 million between them, in a combination of debt and equity, each owning 50% of the new company.

- In January 2016, CCL invested $6.0 million in cash to increase its stake from 50% to 75%, in its tube manufacturing joint venture in Bangkok, Thailand, with Taisei Kako Co. Ltd of Japan. Finally in August of 2016, CCL acquired the final 25% stake in the venture from its partner for $1.9 million. As a result of the change in control, 2016 financial results are no longer included in equity investments but fully consolidated with CCL Label's Home & Personal Care business, without a portion of the earnings attributable to a non-controlling interest, which commenced September 2016.

Results from the joint ventures in CCL-Kontur, Russia; Pacman-CCL, Middle East; Acrus-CCL, Chile; Rheinfelden and Korsini-CCL in the United States, are not proportionately consolidated into a Segment but instead are accounted for as equity investments. CCL's share of the joint ventures' net earnings is disclosed in "Earnings in Equity Accounted Investments" in the consolidated condensed interim income statements. CCL-Kontur posted sales growth and profitability in line with the prior year quarter after removing the impact of foreign currency translation. Sales and profits at Pacman-CCL improved significantly and contributed meaningfully to overall earnings for the 2016 third quarter. For the third quarter of 2016, Acrus-CCL posted sales in line with the third quarter of 2015, but operating margins improved meaningfully on solid operating execution. Rheinfelden continues to incur expected start-up losses; however, with its output improving, and an additional tranche of capital invested, profitable production capacity is targeted for 2017. Korsini-CCL received their initial capital investment in January 2016 and site development is underway. Earnings in equity accounted investments amounted to $1.4 million for the 2016 third quarter compared to $1.1 million for the 2015 third quarter as notable profitability improvements offset start-up losses.

4. Currency Transaction Hedging and Currency Translation

Approximately 95% of sales made in the third quarter of 2016 to end-use customers were denominated in foreign currencies leaving the Company exposed to potentially significant translation variances when reporting results publicly in Canadian dollars. The Company does not hedge or manage such translation movements but does actively manage transaction exposures. Where possible, the Company contracts its business in local currencies with both customers and suppliers of raw materials.

The results of the third quarter of 2016 were negatively impacted by the appreciation of the Canadian dollar against the U.S. dollar, U.K. pound, and Mexican peso, 0.3%, 15.5% and 12.7%, respectively, compared to the rates in the same period in 2015. This negative impact was offset by a weakening of the Canadian dollar relative to the euro, real, and Thai baht, 0.1%, 8.4% and 0.9%, respectively, when comparing the rates in the third quarters of 2016 and 2015. For the third quarter of 2016, currency translation had a $0.04 negative impact on earnings per Class B share compared to last year's third quarter.

5. Liquidity and Capital Resources

The Company's capital structure is as follows:

($ Millions)

	September 30, 2016	December 31, 2015	September 30, 2015
Current debt	$ 38.5	$ 167.1	$ 213.7
Long-term debt	1,607.4	838.4	492.9
Total debt	1,645.9	1,005.5	706.6
Cash and cash equivalents	(458.3)	(405.7)	(298.8)
Net debt [(1)]	$ 1,187.6	$ 599.8	$ 407.8
EBITDA[(1)(2)]	$ 741.5	$ 608.4	$ 566.9
Net debt to EBITDA [(1)]	1.60	0.99	0.72

(1) Net debt, EBITDA and net debt to EBITDA are non-IFRS financial measures. Refer to definitions in Section 14.
(2) EBITDA is calculated on a trailing twelve month basis. Refer to definitions in Section 14.

In December 2015, the Company signed an amended five-year US$1.2 billion revolving credit facility with a syndicate of banks. Outstanding debt on the previous revolving and non-revolving syndicated credit facilities were rolled into this amended facility. This amended facility incurs interest at the applicable domestic rate plus an interest rate margin linked to the Company's net debt to EBITDA.

In September 2016, the Company closed its initial public bond offering of US$500.0 million aggregate principal amount of 3.25% notes due October 2026. The notes are unsecured senior obligations. Net proceeds from the offering were used to repay amounts owing under the revolving credit facility.

The Company's debt structure at September 30, 2016, was primarily comprised of the aforementioned public bonds of US$500 million (C$655.8 million), two private debt placements completed in 1998 and 2008 for a total of US$129.0 million (C$169.2 million), outstanding debt totaling of $786.4 million under the syndicated revolving credit facility and a term loan of US$25.0 million (C$32.8 million) expiring November 2017. The Company's debt structure at September 30, 2015, was comprised of three private debt placements completed in 1998, 2006 and 2008 for a total of US$239.0 million (C$318.9 million) and outstanding debt under the syndicated credit facilities of $369.7 million.

During the nine-month period ended September 30, 2016, the Company drew down US$110.0 million (C$146.3 million) on its syndicated revolving credit facility to fund a US$110.0 million repayment of private placement debt on March 7, 2016. Consequently, the current portion of long-term debt decreased compared to December 31, 2015, and September 30, 2015. Further drawdowns of US$ 511.7 million and EUR 11.8 million on the revolving credit facility in the first nine months of 2016 were primarily made to fund the eight business acquisitions completed during the period.

Net debt (a non-IFRS financial measure; refer to definition in Section 14) was $1,187.6 million at September 30, 2016, $587.8 million higher than the net debt of $599.8 million at December 31, 2015. The increase in net debt is due to the increased borrowings to fund the acquisitions during the first nine months of 2016 partially offset by the impact of the strengthening of the Canadian dollar on period end exchange rates on the Company's primarily U.S. dollar-denominated debt. Net debt as at September 30, 2016, is $779.8 million higher than the net debt of $407.8 million at September 30, 2015, primarily due to increased borrowings to fund acquisitions.

Net debt to EBITDA (a non-IFRS financial measure; refer to definition in Section 14) at September 30, 2016, was 1.60 times, compared to 0.99 times at December 31, 2015, reflecting the increase in debt used primarily to fund the Checkpoint acquisition, but partially offset by record profitability over the past twelve months. EBITDA does not include the pro forma trailing twelve month EBITDA for the Worldmark and Checkpoint acquisitions, only the EBITDA generated since the acquisition date of each business.

Including $4.1 million of outstanding letters of credit, the Company had approximately US$ 582.0 million of available capacity within its revolving credit facility as at September 30, 2016.

The Company's overall average finance rate was 2.8% as at September 30, 2016, compared to 3.7% as at September 30, 2015. The decrease in the average finance rate was primarily caused by the Company's higher proportion of debt in its lower cost variable rate revolving syndicated credit facility and lower cost public bond subsequent to the repayment in aforementioned private placement debt, compared to the outstanding debt at September 30, 2015.

The Company believes that it has sufficient cash on hand, unused credit lines and the ability to generate cash flow from operations to fund its expected financial obligations for the next few years.

6. Cash Flow

	Third Quarter		Year-to-Date	
Summary of Cash Flows	**2016**	**2015**	**2016**	**2015**
Cash provided by operating activities	$ 205.5	$ 135.1	$ 309.9	$ 293.8
Cash provided by (used in) financing activities	(78.9)	(43.3)	529.9	(68.8)
Cash used for investing activities	(95.2)	(36.5)	(762.8)	(164.3)
Translation adjustments on cash and cash equivalents	5.2	8.7	(24.4)	16.2
Increase in cash and cash equivalents	$ 36.6	$ 64.0	$ 52.6	$ 76.9
Cash and cash equivalents – end of period	$ 458.3	$ 298.8	$ 458.3	$ 298.8
Free cash flow from operations [(1)]	$ 151.2	$ 106.4	$ 115.8	$ 176.0

(1) Free Cash Flow from Operations is non-IFRS financial measure. Refer to definition in Section 14.

During the third quarters of 2016 and 2015, the Company generated cash from operating activities of $205.5 million and $135.1 million, respectively. Free cash flow from operations (a non-IFRS financial measure; refer to definition in Section 14) was $151.2 million in the 2016 third quarter compared to $106.4 million in the prior year third quarter. The change in free cash flow from operations was primarily due to the increase in net earnings augmented by the change in non-cash working capital items and partially offset by an increase in capital expenditures for the comparative quarters.

Capital spending in the third quarter of 2016 amounted to $55.1 million compared to $38.8 million in the 2015 third quarter. Depreciation and amortization for the third quarters of 2016 and 2015 were $53.6 million and $41.3 million, respectively. Plans for capital spending in 2016 are now expected to be in the $230 million range due to recent acquisitions, slightly ahead of annualized depreciation and amortization expense. The Company is continuing to seek investment opportunities to expand its business geographically, add capacity in its facilities and improve its competitiveness.

Dividends in the third quarters of 2016 and 2015 were $17.6 million and $13.1 million, respectively. The total number of shares issued and outstanding as at September 30, 2016 and 2015, were 35.2 million and 35.0 million, respectively. Since the Company's current cash flow and financial position are strong and its outlook for the remainder of 2016 continues to be positive, the Board of Directors has approved a dividend of $0.4875 per Class A share and $0.50 per Class B share to shareholders of record as of December 9, 2016, and payable December 21, 2016. The annualized dividend rate is $1.95 per Class A share and $2.00 per Class B share.

7. Interest rate and Foreign Exchange Management

Until September 2016, the Company had an interest rate swap agreement ("IRSA") to convert US$80 million notional debt from floating interest rates to a fixed interest rate since all of the underlying debt is floating rate debt within the syndicated bank credit facility. The effect of the IRSA increased finance cost nominally in the third quarters of 2016 and 2015. This IRSA expired during the third quarter of 2016.

As at September 30, 2016, the Company had US$1,080.0 million, EUR 73.4 million and GBP 70.0 million drawn under the private placement, public bond, term loan and syndicated bank credit facility, which are hedging a portion of its US$-based, euro-based and GBP-based investments and cash flows.

Since the Company has developed into a global business with a significant asset base in the United States and Europe, the majority of the Company's debt is drawn in United States dollars and euros. The Company continues to evaluate the appropriate levels of fixed versus floating interest rate and underlying currency of its drawn debt.

8. Accounting Policies

A) Critical Accounting Estimates

The preparation of the Company's financial statements in accordance with IFRS requires management to make estimates and assumptions that impact the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. The Company evaluates these estimates and assumptions on a regular basis, based upon historical experience and other relevant factors. Actual results could differ materially from these estimates and assumptions. The critical accounting policies are impacted by judgments, assumptions and estimates used in the preparation of the consolidated condensed interim financial statements. The material impact on reported results and the potential impact and any associated risk related to these estimates are discussed throughout this MD&A and in the notes to the consolidated condensed interim financial statements.

The 2015 annual audited consolidated financial statements and notes thereto, as well as the 2015 annual MD&A, have identified the accounting policies and estimates that are critical to the understanding of CCL's business operations and results of operations. For the nine months ended September 30, 2016, there are no changes to the critical accounting policies and estimates from those described in the 2015 annual MD&A. The determination of the fair value of the assets acquired and liabilities assumed, including the non-cash fair market value adjustment related to finished goods inventory, is based on preliminary estimates and have been included in the opening balance for the acquired Checkpoint business.

B) Inter-Company and Related Party Transactions

The Company has entered into a number of agreements with its subsidiaries that govern the management and commercial and cost-sharing arrangements with and among the subsidiaries. A summary of the Company's related party transactions are set out in note 26 of the annual consolidated financial statements for the year ended December 31, 2015.

9. Commitments and Contingencies

The Company has no material "off-balance sheet" financing obligations, except for long-term operating lease agreements and loan guarantees. The nature of these commitments is described in note 25 and note 26 of the annual consolidated financial statements for the year ended December 31, 2015. There are no defined benefit plans funded with CCL stock. There have been no material changes during the first nine months of 2016.

10. Controls and Procedures

In accordance with the provisions of National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings, Management, including the CEO and CFO, have limited the scope of their design of the of the company's disclosure controls and procedures and internal control over financial reporting to exclude controls, policies and procedures of Checkpoint. CCL acquired all the outstanding shares of Checkpoint in May of 2016 for approximately $531.9 million.

The scope of the limitation is primarily based on the time required to assess Checkpoint's disclosure controls and procedures and internal controls over financial reporting in a manner consistent with the Company's other operations. Further details related to the summary financial information of Checkpoint is disclosed in Note 3(a) of the Company's unaudited interim financial statements for the period ended September 30, 2016.

Except for the preceding changes, there were no other material changes in internal control over financial reporting in the nine-month period ended September 30, 2016.

11. Risks and Strategies

The 2015 MD&A in the annual report detailed risks to the Company's business and the strategies that were planned for 2016 and beyond. There have been no material changes to those strategies during the first nine months of 2016. Additional risks to consider resulting from the Checkpoint acquisition are listed below.

Risks in integrating and restructuring Checkpoint.

CCL acquired the global operations of Checkpoint on May 13, 2016, and immediately commenced detailed investigations and analysis of the restructuring that will be required at Checkpoint. Checkpoint has 4,500 employees with operations in 29 countries including 21 manufacturing plants and 46 go-to market units. The size, geographic scope and complexity of Checkpoint's operations exceed the typical acquisition of CCL and therefore the integration and restructuring initiative is more complex and time consuming. The initial assessment has resulted in severance-related restructuring charges of $16.0 million through to the end of the third quarter of 2016. The restructuring and integration initiative will continue through 2017. A failure to integrate and restructure the acquired business in a timely and effective manner could have a material adverse effect on CCL's business, financial condition and results of operations.

A lower than anticipated demand by retailers, slower commitments of retail customers to chain-wide installations and soft apparel markets may adversely affect the Checkpoint Segment.

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

New product developments by others could negatively impact our business.

The packaging and printable media industries are continually evolving based on the ingenuity of CCL's competitors, consumer preferences and new product identification and information technologies. To the extent that any such new developments result in a decrease in the use of any of Checkpoints products, a material adverse effect on CCL's business, financial condition and results of operations could occur.

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

The inability to obtain sufficient quantities of raw materials and component parts at reasonable prices.

Checkpoint purchases materials and component parts from third parties for use in its manufacturing operations. CCL's ability to grow earnings will be affected by inflationary and other increases in the cost of component parts and raw materials, including electronic components, circuit boards, aluminum foil, resins, paper, ferric chloride, hydrochloric acid solutions and rare earth magnets. Inflationary and other increases in the costs of raw materials, labour and energy have occurred in the past and are expected to recur, and CCL's performance depends in part on its ability to pass these cost increases on to customers in the price of its products and to effect improvements in productivity. CCL may not be able to fully offset the effects of higher component parts and raw material costs through price increases, productivity improvements or cost reduction programs. If the Company cannot obtain sufficient quantities of these items at competitive prices, of appropriate quality and on a timely basis, CCL may not be able to produce sufficient quantities of product to satisfy market demand, product shipments may be delayed, or CCL's material or manufacturing costs may increase. A disruption to Checkpoint's supply chain could adversely affect CCL's sales and profitability. Any of these problems could result in the loss of customers and revenue, provide an opportunity for competing products to gain market acceptance and have a material adverse effect on CCL's business, financial condition and results of operations.

12. Outlook

The third quarter of 2016 was another record, generating adjusted basic earnings per Class B share of $2.98, topping the previous record set in the second quarter of 2016 by 6.4%. All business Segments posted good sales and operating income metrics for the quarter compared to a strong prior year period driven by solid organic growth at the Label Segment and continued margin expansion at the Avery Segment. The new Checkpoint Segment performed to management's expectations posting better than expected profitability in a period of significant operational change and cost restructuring.

The Label Segment continues to capitalize on its strategic global footprint and breadth of label products, evidenced by its 7.2% organic growth rate for the first nine months of 2016 although we do not expect to sustain growth at this level as evidenced by our third quarter performance. Consumer markets in developed economies remain low growth while Emerging Markets expand at lower rates of growth compared to pre-2015 periods.

Political and economic instability returned with financial markets oscillating and the full economic impact of BREXIT unknown in Europe and the United Kingdom. The ultimate outcome of these significant events may dampen macroeconomic momentum regionally and perhaps globally. Global acquisition initiatives remained intact so far in 2016 with Zephyr and Woelco enhancing CCL Design's product capabilities and LAL, Powerpress, Euker and Label1 expanding the Healthcare operation's geographic presence.

CCL Design's construction of its new plant to service major global automotive OEM and Tier 1 customers in Mexico will start up in 2017 but is unlikely to be profitable before 2018. Modest restructuring costs were recorded for the Worldmark acquisition as the CCL Design global cost rationalization initiative nears its conclusion. Expansion initiatives, such as the new Specialty plant in Korea, are in the construction phase and, while new Home & Personal Care operations in the Philippines, Argentina, Turkey and Thailand are now trading, overall profitability is not expected until late 2017.

At the Avery Segment, the 2016 share loss in low margin, mass market, back-to-school binders was as expected. Focus is on new product innovations, consumer digital e-commerce opportunities and cross-selling programs with the recent acquisitions to provide incremental potential for growth. Operating focus for the binder and label product lines surrounds the October 2015 announced consolidation in Tijuana, Mexico. The initial plan has been modified to relocate both the North American label and binder manufacturing from Meridian, Mississippi, to Tijuana, Mexico, instead of building a new binder facility in Guanajuato, Mexico, with distribution to be maintained in Meridian. These supply chain changes will now be completed prior to the "back-to-school" season commencing in 2017.

The Container Segment posted solid results for the first nine months of 2016 indicating the potential for a record year with returns now similar to the rest of the CCL consumer packaging businesses. Additional capacity is being commissioned in the U.S. operation and a facility expansion is underway in Mexico to allow the eventual redistribution of manufacturing capacity from Canada to the U.S. and Mexican operations. This restructuring is unlikely to complete before mid-2017. Another tranche of capital investments for Rheinfelden in 2016 will enable this new operation to realize its full production capability, move into profit and ensure a sustainable second source of aluminum slugs for the North American market.

CCL continued the restructuring process for the Checkpoint Segment during the quarter bringing the total severance cost to $16.0 million. Total estimated costs of the plan have now been reduced from the initial estimated $40.0 million to $30.0 million. Management is committed to $40 million in annualized cost savings by the end of 2017. A further $17.3 million non-cash acquisition accounting adjustment to finished goods inventory was recorded in the third quarter bringing the total to $31.9 million, without further adjustment expected for the fourth quarter of the year. So far sales levels for the fourth quarter look stable.

Early into the fourth quarter, order intake remains solid across the board. Unused credit lines stand at US$ 582.0 million and with $458.3 million additional cash-on-hand, the Company has the capacity to execute its global growth strategy or the flexibility to reduce its bank leverage. The Company remains focused on vigilantly managing working capital and prioritizing capital to higher-growth organic opportunities or unique acquisitions that are expected to enhance shareholder value. The Company's capital spending for the year is expected to be approximately $230 million due to 2016's acquisitions, although slightly ahead of annualized depreciation and amortization expense. If Canadian dollar exchange rates remain at current levels, foreign currency translation will be a moderate headwind on reported results for the final quarter of the year.

13. Appointment of New Director

Donald G. Lang, Executive Chairman of the Board of CCL Industries Inc., is pleased to announce the appointment of Douglas W. Muzyka to the Board of Directors. Mr. Muzyka is currently Chief Science and Technology Officer of E.I. DuPont de Nemours, an international manufacturer of chemical products, specialty materials, consumer and industrial products. During Mr. Muzyka's 30-year career at DuPont, his responsibilities have included President of DuPont, Greater China and DuPont China Holding Co. Ltd. Prior to July of 2006, Mr. Muzyka was Vice President and General Manager of DuPont Nutrition and Health, and President and CEO of E.I. DuPont de Nemours Canada Company. Until January of 2003, Mr. Muzyka was President and General Manager of DuPont Mexico. Since joining the DuPont organization as a research scientist in 1985, Mr. Muzyka has held numerous key management roles within the company in Hong Kong, the U.S.A., Mexico and Canada. Mr. Muzyka holds bachelor's, master's and doctorate degrees in chemical engineering from the University of Western Ontario.

14. Key Performance Indicators and Non-IFRS Financial Measures

CCL measures the success of the business using a number of key performance indicators, many of which are in accordance with IFRS as described throughout this report. The following performance indicators are not measurements in accordance with IFRS and should not be considered as an alternative to or replacement of net earnings or any other measure of performance under IFRS. These non-IFRS measures do not have any standardized meaning and may not be comparable to similar measures presented by other issuers. In fact, these additional measures are used to provide added insight into CCL's results and are concepts often seen in external analysts' research reports, financial covenants in banking agreements and note agreements, purchase and sales contracts on acquisitions and divestitures of the business, and in discussions and reports to and from the Company's shareholders and the investment community. These non-IFRS measures will be found throughout this report and are referenced alphabetically in the definition section below.

<u>Adjusted Basic Earnings per Class B Share</u> – An important non-IFRS measure to assist in understanding the ongoing earnings performance of the Company excluding items of a one-time or non-recurring nature. It is not considered a substitute for basic net earnings per Class B share, but it does provide additional insight into the ongoing financial results of the Company. This non-IFRS measure is defined as basic net earnings per Class B share excluding gains on business dispositions, goodwill impairment loss, non-cash acquisition accounting adjustments to finished goods inventory, restructuring and other items and tax adjustments.

EBITDA - A critical financial measure used extensively in the packaging industry and other industries to assist in understanding and measuring operating results. It is also considered as a proxy for cash flow and a facilitator for business valuations. This non-IFRS measure is defined as earnings before net finance cost, taxes, depreciation and amortization, goodwill impairment loss, non-cash acquisition accounting adjustments to finished goods inventory, earnings in equity accounted investments, and restructuring and other items. The Company believes that EBITDA is an important measure as it allows the assessment of CCL's ongoing business without the impact of net finance cost, depreciation and amortization and income tax expenses, as well as non-operating factors and one-time items. As a proxy for cash flow, it is intended to indicate the Company's ability to incur or service debt and to invest in property, plant and equipment, and it allows comparison of CCL's business to that of its peers and competitors who may have different capital or organizational structures. EBITDA is a measure tracked by financial analysts and investors to evaluate financial performance and is a key metric in business valuations. EBITDA is considered an important measure by lenders to the Company and is included in the financial covenants for CCL's bank lines of credit.

The following table reconciles EBITDA measures to IFRS financial measures reported in the consolidated income statements for the periods ended as indicated.

(in millions of Canadian dollars)

EBITDA	**Third Quarter** 2016	2015	**Year-to-Date** 2016	2015
Net earnings	$ 86.1	$ 81.8	$ 248.0	$ 223.2
Corporate expense	12.3	12.4	37.2	38.8
Earnings in equity accounted investments	(1.4)	(1.1)	(3.3)	(1.9)
Finance cost, net	10.0	6.3	25.7	18.9
Restructuring and other items – net loss	6.0	0.9	27.9	1.8
Income taxes	36.7	34.0	107.2	93.2
Operating income (a non-IFRS measure)	$ 149.7	$ 134.3	$ 442.7	$ 374.0
Less: Corporate expense	(12.3)	(12.4)	(37.2)	(38.8)
Add: Depreciation and amortization	53.6	41.3	148.9	120.0
Add: Non-cash acquisition accounting adjustment to finished goods inventory	17.3	-	33.9	-
EBITDA (a non-IFRS measure)	$ 208.3	$ 163.2	$ 588.3	$ 455.2

	2016	**2015**
EBITDA for 12 months ended December 31, 2015 and 2014, respectively	$ 608.4	$ 481.6
less: EBITDA for nine months ended September 30, 2015 and 2014, respectively	(455.2)	(369.9)
add: EBITDA for nine months ended September 30, 2016 and 2015 respectively	588.3	455.2
EBITDA for 12 months ended September 30	$ 741.5	$ 566.9

Free Cash Flow from Operations – A measure indicating the relative amount of cash generated by the Company during the period and available to fund dividends, debt repayments and acquisitions. It is calculated as cash flow from operations less capital expenditures, net of proceeds from the sale of property, plant and equipment.

The following table reconciles the free cash flow from operations measure to IFRS measures reported in the consolidated statements of cash flows for the periods ended as indicated.

(in millions of Canadian dollars)

Free Cash Flow from Operations	**Third Quarter**		**Year-to-Date**	
	2016	**2015**	**2016**	**2015**
Cash provided by operating activities	$ 205.5	$ 135.1	$ 309.9	$ 293.8
Less: Additions to property, plant and equipment	(55.1)	(38.8)	(200.8)	(130.4)
Add: Proceeds on disposal of property, plant and equipment	0.8	10.1	6.7	12.6
Free Cash Flow from Operations	$ 151.2	$ 106.4	$ 115.8	$ 176.0

Net Debt – A measure indicating the financial indebtedness of the Company assuming that all cash on hand is used to repay a portion of the outstanding debt. It is defined as current debt, which includes bank advances, plus long-term debt, less cash and cash equivalents.

Net Debt to EBITDA (or leverage ratio) – A measure that indicates the Company's ability to service its existing debt. Net Debt to EBITDA is calculated as net debt divided by EBITDA.

Operating Income – A measure indicating the profitability of the Company's business units defined as income before corporate expenses, net finance cost, goodwill impairment loss, earnings in equity-accounted investments, restructuring and other items and tax.

See EBITDA definition above for a reconciliation of Operating Income measures to IFRS financial measures reported in the consolidated income statements for the periods ended as indicated.

Restructuring and Other Items – A measure of significant non-recurring items that are included in net earnings. The impact of restructuring and other items on a per share basis is measured by dividing the after-tax effect of the restructuring and other items by the average number of shares outstanding in the relevant period. Management will continue to disclose the impact of these items on the Company's results because the timing and extent of such items do not reflect or relate to the Company's ongoing operating performance. Management evaluates the operating income of its segments before the effect of these items.

Return on Sales - A measure indicating relative profitability of sales to customers. It is defined as Operating Income (see definition above) divided by sales, expressed as a percentage.

The following table reconciles the Return on Sales measure to IFRS financial measures reported in the consolidated income statements in the industry segment information as per note 4 of the Company's consolidated condensed interim financial statements for the periods ended as indicated.

(in millions of Canadian dollars)

	Sales Third Quarter		Operating Income Third Quarter		Return on Sales Third Quarter	
Industry Segments	**2016**	**2015**	**2016**	**2015**	**2016**	**2015**
Label	$ 639.5	$ 522.2	$ 94.1	$ 81.6	14.7%	15.6%
Avery	220.2	233.1	45.3	46.5	20.6%	19.9%
Checkpoint	175.5	-	5.6	-	3.2%	-
Container	54.1	57.6	4.7	6.2	8.7%	10.8%
Total Operations	$ 1,089.3	$ 812.9	$ 149.7	$ 134.3	13.7%	16.5%

Supplemental Financial Information

Sales Change Analysis
Revenue Growth Rates (%)

	Three Months Ended September 30, 2016				Nine Months Ended September 30, 2016			
	Organic Growth	**Acquisition Growth**	**FX Translation**	**Total**	**Organic Growth**	**Acquisition Growth**	**FX Translation**	**Total**
Label	4.3%	19.6%	(1.4%)	22.5%	7.2%	16.7%	2.4%	26.3%
Avery	(7.8%)	2.1%	0.2%	(5.5%)	(3.9%)	2.7%	3.9%	2.7%
Checkpoint	-	-	-	-	-	-	-	-
Container	(2.1%)	-	(4.0%)	(6.1%)	2.7%	-	(0.6%)	2.1%
CCL	0.4%	34.7%	(1.1%)	34.0%	4.0%	23.7%	2.5%	30.2%