



Checkpoint Systems Acquisition

Investor Update

March 2nd 2016

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Disclaimer

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

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

Transaction Overview

Key Transaction Metrics	<ul style="list-style-type: none">On March 1, 2016, CCL Industries Inc. (“CCL”) entered into a definitive merger agreement to acquire Checkpoint Systems, Inc. (“Checkpoint”) for US\$10.15 per share in cash<ul style="list-style-type: none">Represents a 29% premium to the March 1, 2016 closing share priceTransaction values Checkpoint at \$556 million, including the assumption of \$44 million of net cashMeaningful earnings accretion with attractive return profile
Expected Closing	<ul style="list-style-type: none">Unanimously supported and recommended by the boards of directors of both companiesClosing anticipated to occur in mid-2016
Closing Conditions	<ul style="list-style-type: none">Checkpoint shareholder approvalSubject to regulatory approvalsCustomary closing conditions
Financing	<ul style="list-style-type: none">Transaction funded entirely with CCL’s existing US\$1.2 billion revolving credit facility

Strategic Rationale

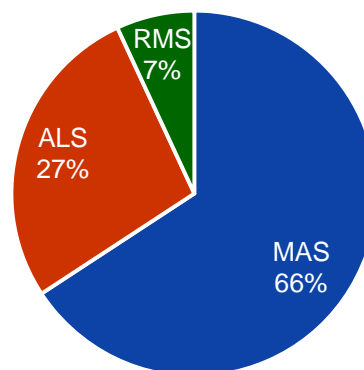
Technology-Driven Label Solutions	<ul style="list-style-type: none"> • Acquisition of leading technology-driven label solutions provider to the retail & apparel industry <ul style="list-style-type: none"> ▪ Provides a product portfolio of Radio Frequency Identification (“RFID”) solutions ▪ Globally No. 2 in “RFID for apparel” space • Leverages CCL’s deep capabilities in labels and manufacturing expertise
Global Presence	<ul style="list-style-type: none"> • Global sales footprint spanning 29 countries serves all major retail markets • Expands international operating platform to facilitate continued growth
Blue Chip Customer Base	<ul style="list-style-type: none"> • Long-standing, customer base of top global retailers and apparel brand owners • Attractive recurring revenue model
Meaningful Synergy Opportunities	<ul style="list-style-type: none"> • Up to \$40 million in annual synergies achieved within 18 months • Opportunity to improve net working capital efficiency
Attractive Financial Profile	<ul style="list-style-type: none"> • Asset-light business model and working capital opportunities = robust free cash flow and drives rapid de-leveraging • Meaningful and immediate pro forma EPS accretion

Checkpoint Overview

- Technology-driven, loss prevention and inventory management labeling solutions for the retail & apparel industry
- **Q3 2015A LTM Key Financial Metrics:**
 - Net Revenue: \$820 million
 - Gross Profit Margin: 42%
 - Adjusted EBITDA: \$83 million (10.2% margin)
- 4,800 Employees
- Operates through three segments:
 - Merchandise Availability Solutions (“MAS”)
 - Apparel Labeling Solutions (“ALS”)
 - Retail Merchandising Solutions (“RMS”)

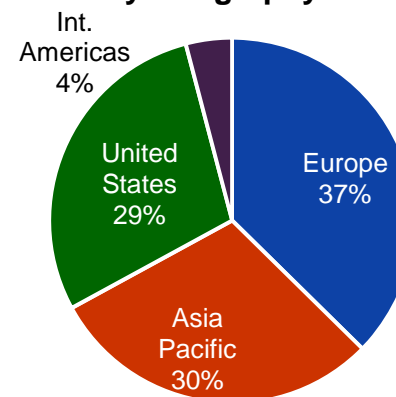
Q3 2015A LTM Net Revenue

By Segment










2014A Net Revenue

By Geography



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

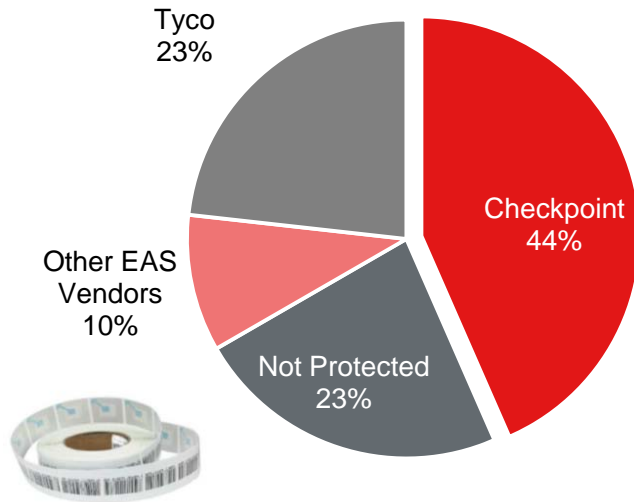
Three product lines....

	Merchandise Availability Solutions (MAS)	Apparel Labeling Solutions (ALS)	Retail Merchandising Solutions (RMS)
Q3 2015A LTM Gross Profit Margin	47%	31%	37%
Segment Description	<i>Shrink and inventory management solutions for retailers</i>	<i>Web-based data management service to manage pricing and merchandising of apparel</i>	<i>Hand-held label applicators & labels and In store merchandising displays</i>
Product Description	<ul style="list-style-type: none"> Electronic article surveillance ("EAS") systems, labels & consumables Alpha high-theft hard tags for "open displays" RFID labels, software & services 	<ul style="list-style-type: none"> Price labels, tickets & tags Branding labels & tags Variable data tags & labels Woven labels Printed fabric labels RFID labels 	<ul style="list-style-type: none"> Labeling tools & labels Retail display systems
Products	 	  	 

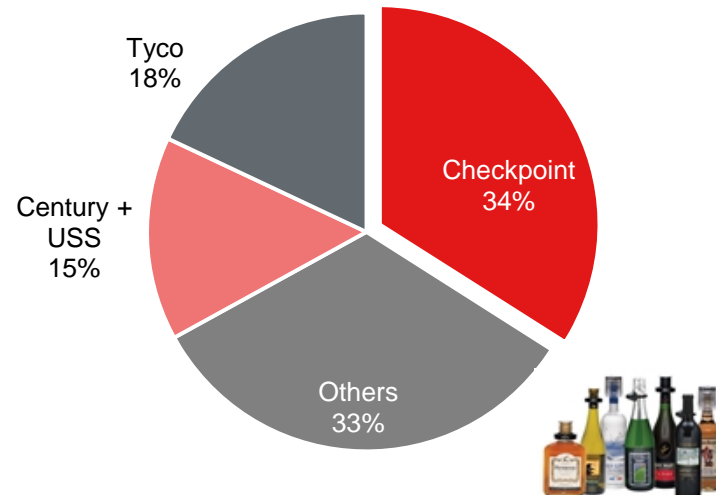
Technology provider of end-to-end solutions to the retail industry

Leader in EAS Markets

EAS Systems (Top 250 Global Retailers)



Hard Tags (Total Market)



- Security and inventory management labelling solutions helping retailers combat theft, reduce out-of-stocks, and improve inventory accuracy
- High-theft solutions protect high-value merchandise allowing customer interaction
- **48%** out of the top 250 global retailers trust their high-risk merchandise

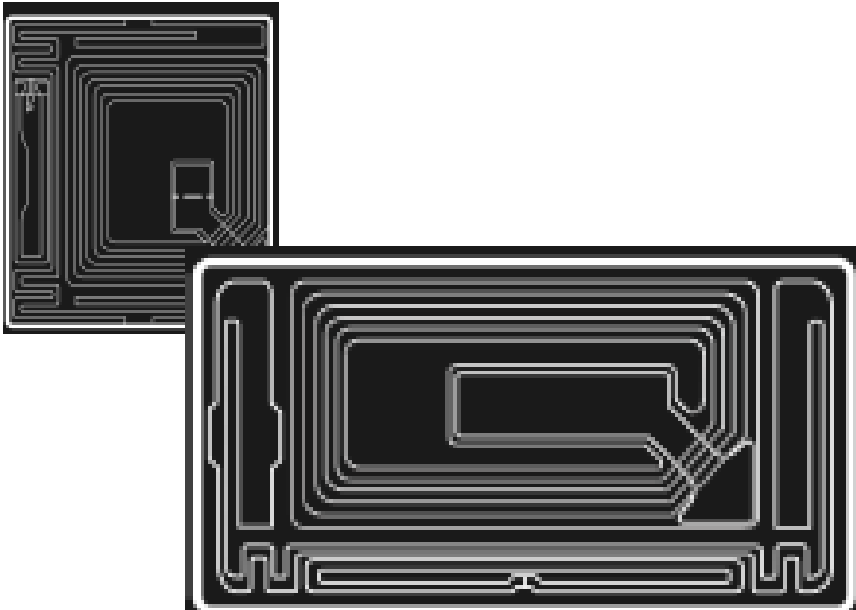
Protects 58% of the Top 250 Global Retailers' merchandise through EAS solutions

* Checkpoint figures are based on U.S. Generally Accepted Accounting Principles ("US GAAP").
Source: Management Estimates

RFID Opportunity

RF/UHF RFID Label

EVOLVE DATA ANALYTICS EVOLVE-Store™



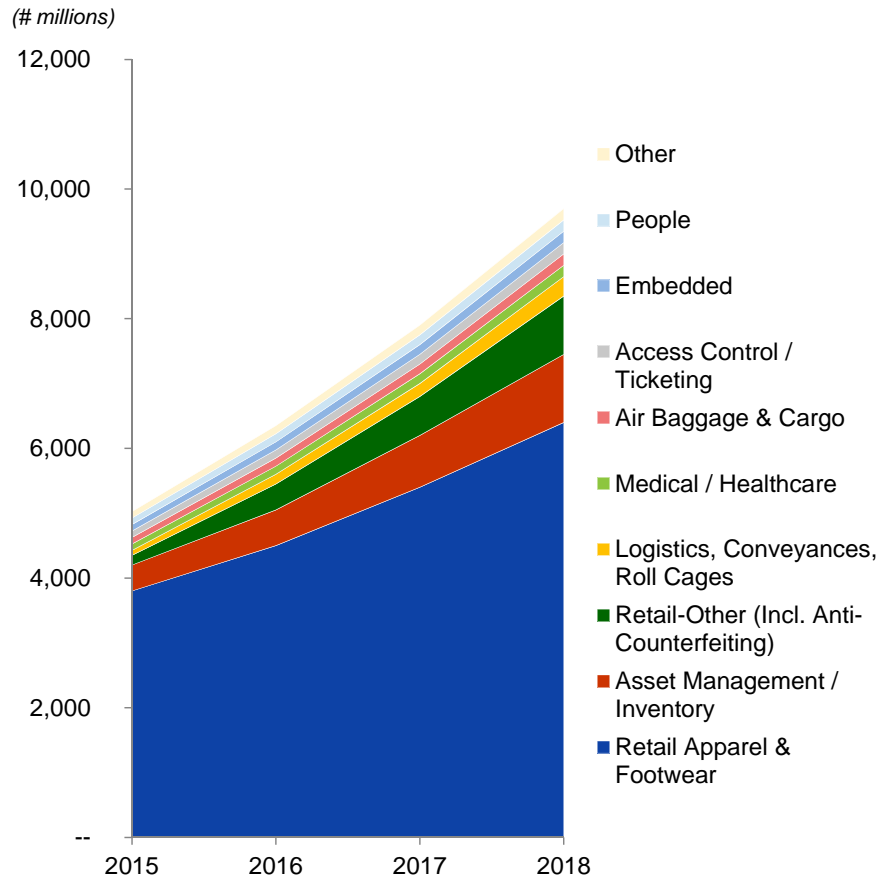
Your Store in Your Hands



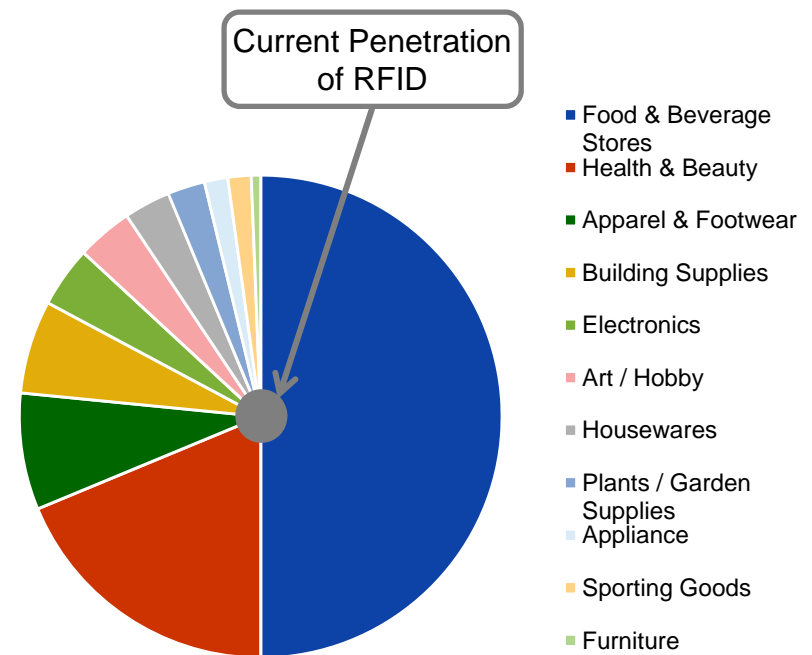
“With RFID-enabled DCs and stores, we will improve our stock data accuracy and reduce not-on-shelf-but-on-stock so that customers find the right color, size and fit,” says **Joachim Wilkens**, head of functional IT and supply chain development at **C&A** Europe. “With RFID, we are building the basis for the C&A omni-channel strategy.”

RFID Opportunity

RFID Labels and Tags Forecast Demand

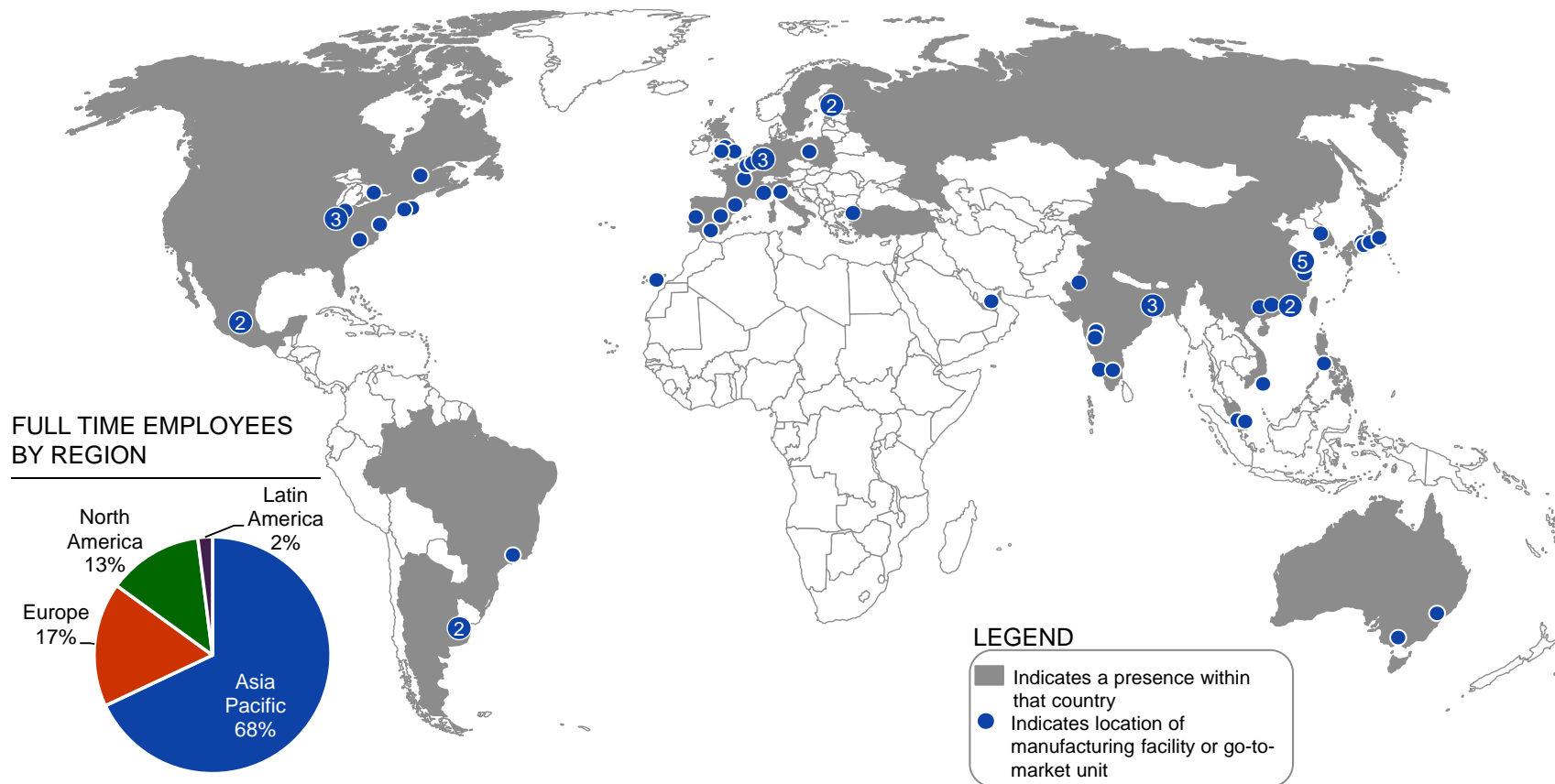


Conceptual Global Retail Sales



Global Presence

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

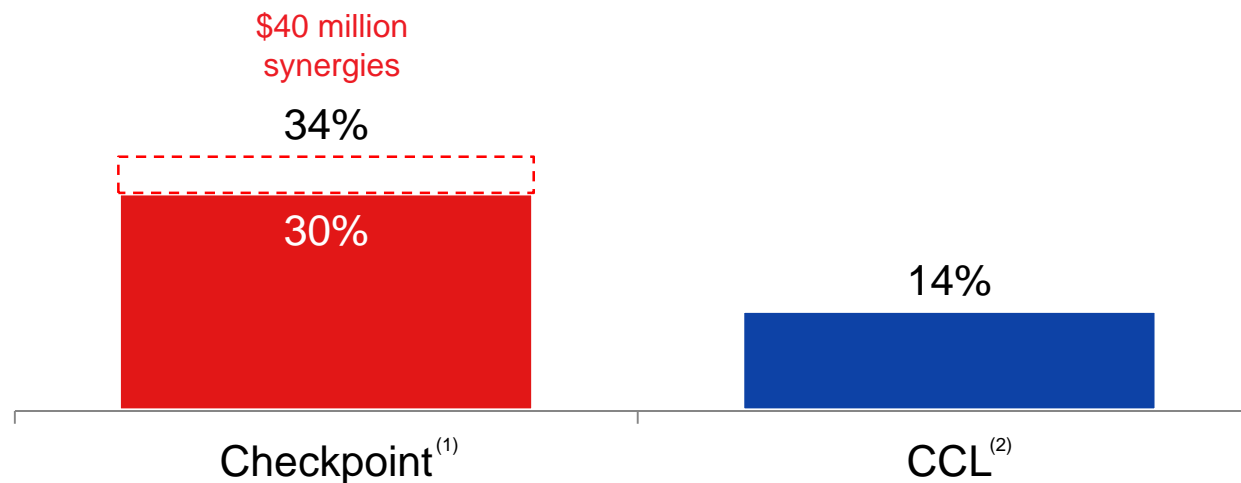


Top Global Retailer Customers



SG&A Productivity Opportunity

LTM SG&A as % of LTM Net Revenue



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

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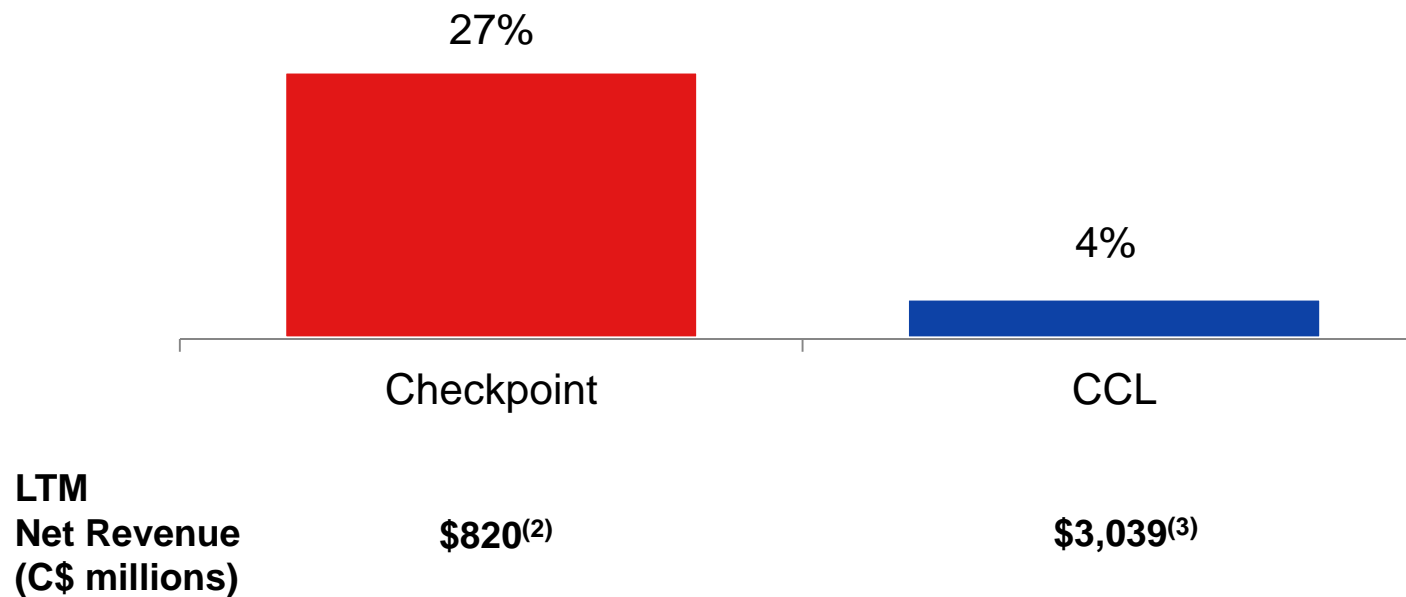
1. LTM as of 27-Sep-15.

2. LTM as of 31-Dec-15.

3. To achieve the targeted synergies, management estimates that non-recurring costs of \$40 million will be incurred between closing and the end of 2018

Working Capital Opportunity

Average LTM Net Working Capital as % of LTM Net Revenue⁽¹⁾



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1. Net working capital calculated as average last four quarter Accounts Receivable + Inventory – Accounts Payable.

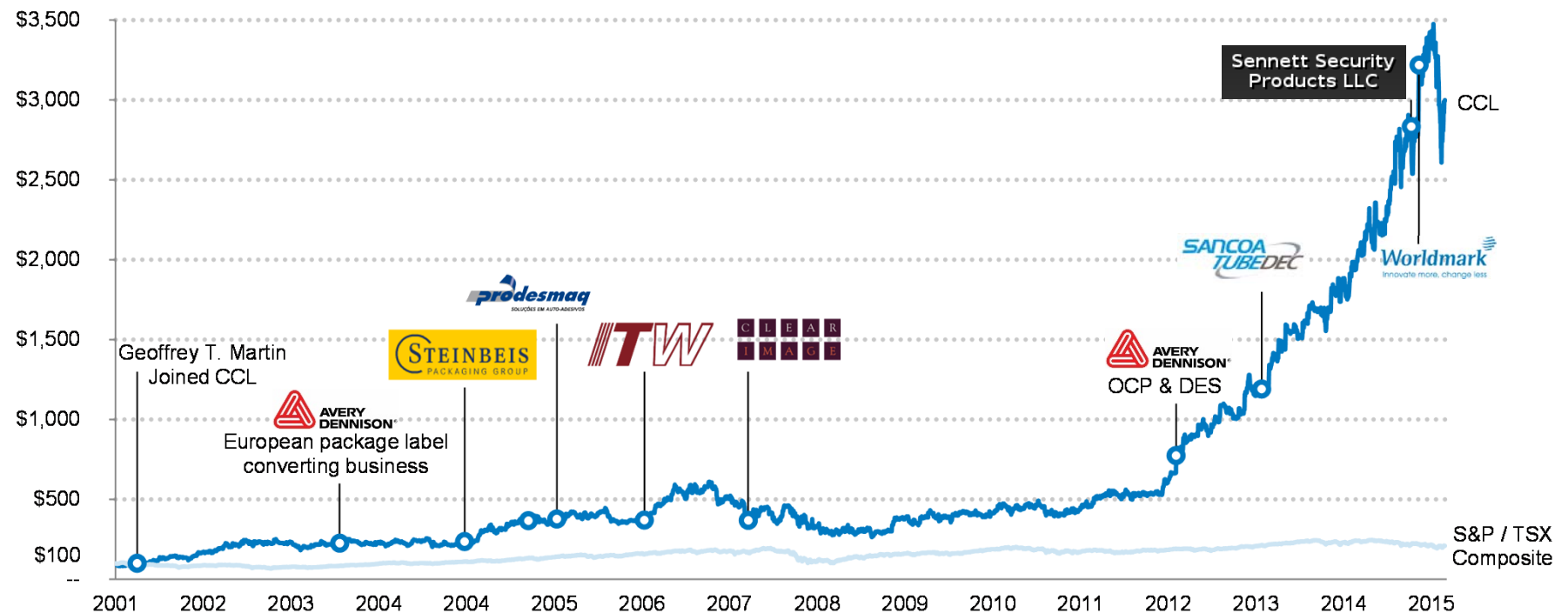
2. LTM as of 27-Sep-15.

3. LTM as of 31-Dec-15.

CCL Acquisition Performance

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

Total return: CCL relative to S&P/TSX composite



Strong track record of accretive acquisitions

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

Financing Overview

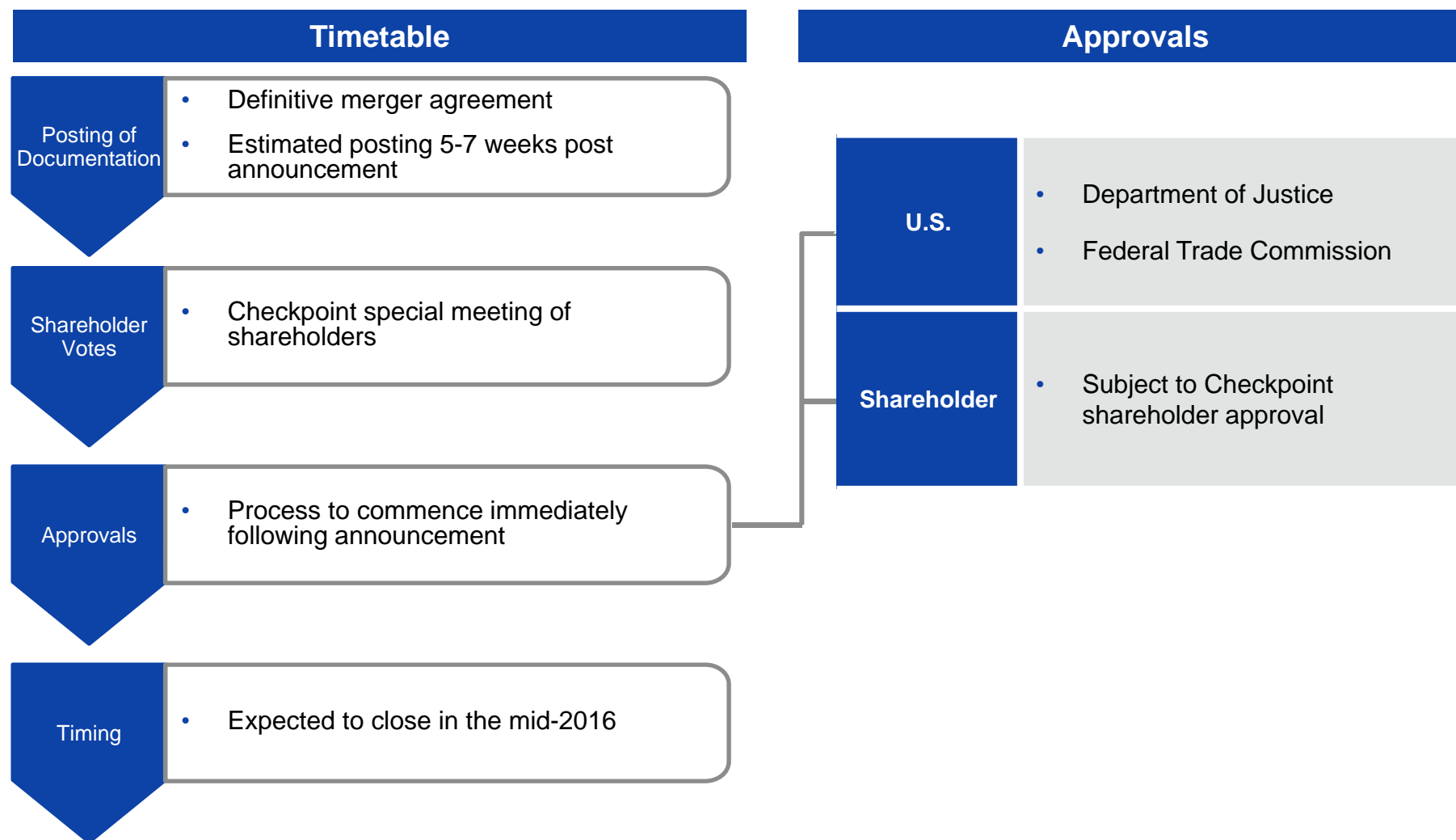
<i>(C\$ millions)</i>	As at 31-Dec-15	Pro Forma
Unsecured Syndicated Bank Credit Facility	\$654	\$1,348
Unsecured Senior Notes	331	331
Finance Lease Liabilities and Other Loans	21	21
Total Debt	\$1,006	\$1,699
Less: Cash	(\$406)	(\$539)
Net Debt	\$600	\$1,161
Pro Forma LTM Adjusted EBITDA	\$638 ⁽¹⁾	\$762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

Financed by existing US\$1.2 billion revolving credit facility, significant capacity remains post transaction

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

Timetable / Key Approvals





Appendix

CCL EBITDA Reconciliation

<i>(C\$ millions)</i>	2015A
Net earnings	\$295
Corporate expense	52
Earnings in equity accounted investments	(4)
Finance cost, net	26
Restructuring and other items – net loss	6
Income taxes	121
Operating income	\$497
Less: Corporate expense	(52)
Add: Depreciation and amortization	164
EBITDA	\$608
Pro Forma Worldmark	\$30
Pro Forma EBITDA	\$638

Checkpoint Adjusted EBITDA Reconciliation

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

Questions

