

COTT CORP /CN/  
Form DEFA14A  
March 26, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No.    )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

**COTT CORPORATION**

**(Name of registrant as specified in its charter)**

**(Name of person(s) filing proxy statement, if other than the registrant)**

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing:

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



**Vote by Internet**

Go to [www.investorvote.com/COT](http://www.investorvote.com/COT)

Or scan the QR code with your smartphone

Follow the steps outlined on the secure website

**Important Notice Regarding the Availability of Proxy Materials for the**

**Cott Corporation Annual and Special Meeting of Shareowners to be Held on May 5, 2015**

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for Cott Corporation's annual and special meeting of shareowners are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

**This communication is not a form of voting and presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy circular, form of proxy and 2014 annual report to shareowners are available at [www.sedar.com](http://www.sedar.com) and at:**

**Easy Online Access – A Convenient Way to View Proxy Materials and Vote**

**When you go online to view materials, you can also vote your shares.**

**Step 1:** Go to [www.investorvote.com/COT](http://www.investorvote.com/COT)

**Step 2:** Click on the icon on the right to view current meeting materials.

**Step 3:** Return to the investorvote.com window and follow the instructions on the screen to log in.

**Step 4:** Make your selection as instructed on each screen to select delivery preferences and vote.

**When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.**

**Obtaining a Copy of the Proxy Materials – If you want to receive a copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before April 24, 2015 to facilitate timely delivery.**

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Cott Corporation's Annual and Special Meeting of Shareowners will be held on Tuesday, May 5, 2015 at Toronto Airport Marriott Hotel, at 8:30 am Eastern Time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote **FOR** the following proposals:

1. Election of Directors.

Nominees:

Mark Benadiba

George A. Burnett

Jerry Fowden

David T. Gibbons

Stephen H. Halperin

Betty Jane Hess

Gregory Monahan

Mario Pilozzi

Andrew Prozes

Eric Rosenfeld

Graham Savage

2. Appointment of Independent Registered Certified Public Accounting Firm.

3. Non-Binding Advisory Vote on Executive Compensation.

4. Approval of Amendment to the Amended and Restated Cott Corporation Equity Incentive Plan.

5. Approval of Cott Corporation Employee Share Purchase Plan.

**PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.**

## **Directions to Cott Corporation's 2015 Annual and Special Meeting**

### **Directions**

**From the Toronto Pearson International Airport:** Follow exit signs to Airport Road. Turn right on Airport Road (eastbound). Continue onto Dixon Road. The hotel is located on your right.

**From Downtown Toronto:** Take the Gardiner Expressway (westbound). Take exit 139 for ON-427 (northbound). Continue on ON-427 (northbound). Take the Dixon Road exit. Turn right onto Dixon Road. The hotel is located on your right.

**From Cott's Corporate Offices:** Take Viscount Road (eastbound). Turn right on American Drive (southbound). Turn left on Airport Road (eastbound). Continue onto Dixon Road. The hotel is located on your right.

**Parking:** Parking is available at no charge in the parking lot in front of the hotel. Validated parking passes will be provided by hotel staff.

### **Here's how to order a copy of the proxy materials and select a future delivery preference:**

**Paper copies:** Current and future paper delivery requests can be submitted via the Internet, telephone or email options below.

**Email copies:** Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials.

**PLEASE NOTE:** You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

**g Internet** Go to **www.investorvote.com/COT**. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.

**g Telephone** Call us free of charge at 1-866-962-0498 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.

g **Email** Send email to **service@computershare.com** with Proxy Materials Cott Corporation in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by April 24, 2015.

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