



***WINPAK LTD.***

*2015*  
*Annual Information Form*

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### ITEM 3: CORPORATE STRUCTURE

(1) **Incorporation of Issuer**

The name of the issuer is Winpak Ltd. (the “Company” or “Winpak”). The address of the registered office and the head office of the Company is 100 Saulteaux Crescent, Winnipeg, Manitoba, Canada R3J 3T3.

Winpak Ltd. was incorporated under the Canada Corporations Act by Letters Patent dated September 29, 1975 and was continued under the Canada Business Corporations Act by Articles of Continuance dated November 9, 1976. Restated articles of Winpak Ltd. were filed pursuant to the Canada Business Corporations Act on July 28, 1986. Effective January 1, 2005, Winpak Ltd. was amalgamated with Winpak Technologies Inc. Effective November 2, 2007, Winpak Finance Company, LLC was transferred from the State of Delaware to Canada and was continued as 4454472 Canada Ltd., a federal company. Effective November 7, 2007, Winpak (Nova Scotia) ULC was dissolved and the net assets transferred to Winpak Ltd. Effective November 9, 2007, 4454472 Canada Ltd. was dissolved and 99 percent of the net assets were transferred to Winpak Ltd. Effective December 9, 2008, Winpak Finance Ltd. was dissolved and the net assets transferred to Winpak Ltd.

(2) **Subsidiaries**

The following list includes all subsidiaries of Winpak Ltd. as of the date of this Annual Information Form.

**Percentage of Voting Securities Owned**

Name of Subsidiary	By Winpak Ltd.	By a Wholly-Owned Subsidiary	Jurisdiction of Incorporation
Winpak Holdings Ltd.	100%		Delaware
Winpak Inc.		100%	Delaware
Winpak Films Inc.		100%	Georgia
Winpak Portion Packaging Ltd.	100%		Canada
Winpak Portion Packaging, Inc.		100%	Illinois
Winpak Lane, Inc.		100%	Delaware
Winpak Heat Seal Packaging Inc.	100%		Canada
American Bixis Inc.	51%		Canada
Winpak Heat Seal Corporation		100%	Delaware
Grupo Winpak de Mexico, S.A. de C.V.	99.99%	0.01%	Mexico
Embalajes Winpak de Mexico, S.A. de C.V.	0.01%	99.99%	Mexico
Administracion Winpak de Mexico, S.A. de C.V.	0.01%	99.99%	Mexico

Restricted Securities:

Winpak Ltd. owns 51 percent of one class of non-voting Preference Shares in American Bixis Inc.

**ITEM 4: GENERAL DEVELOPMENT OF THE BUSINESS**

The development of Winpak from its inception as a single company in 1976 until the present day has been accomplished through organic growth and acquisitions. As described more fully in Item 5 in this Annual Information Form, the Company maintains three streams of packaging technology: flexible packaging, rigid packaging and flexible lidding materials, and packaging machines.

On January 1, 2004, the Company adopted the U.S. dollar as the reporting currency, effective for financial statement reporting purposes as of January 1, 1999. Accordingly, currency values in this Annual Information Form are presented in U.S. dollars, unless otherwise specified.

Early Corporate Development: 1976 - 2012

From the first year of operations in 1978, until the initial public share offering in 1986, Winpak was privately owned. During that period, the sole facility in Winnipeg established a respectable position in the North American modified atmosphere packaging market, a specialty sector of the flexible packaging market demanding advanced manufacturing technology. From 1986, Winpak Inc. distributed for Winpak Ltd. in the United States. By 1987, the Company identified the need to expand the product range to ensure Winpak continued as a supplier to the larger North American food and beverage companies. To address this challenge, a focused acquisition program was undertaken during the period 1988 to 1997 resulting in the acquisition of five companies. Winpak grew from the single facility in Winnipeg with revenue of CA\$47 million in 1987 to nine specialized production units located across North America with revenue of CA\$300 million in 1997. The total cost of the acquisitions was CA\$122 million. The companies acquired are detailed below, together with material developments relating to them since acquisition:

At the beginning of 1988, Winpak acquired 80 percent of the issued and outstanding shares of Flex-On, Inc. now operating as Winpak Films Inc., and in 1989 acquired the remaining 20 percent. Winpak Films Inc. has achieved a strong market position based on unique technology and a strong commitment to the customer. The production facility manufactures specialty films utilizing state-of-the-art multilayer blown extrusion lines that provide Winpak a leadership position in the high barrier converter film market. In 2007, the production facility was expanded to house the extrusion, printing and bag making capabilities to manufacture barrier shrink bags, a key flexible packaging product. In 2009, a second expansion of the barrier shrink bag production facility commenced and was completed in 2010 along with additional production capacity. This expansion resulted in the two existing production facilities being joined and now operating as one manufacturing facility.

On April 28, 1992, Winpak Technologies Inc. acquired the packaging business of PNG Products Inc., a successor to DRG Packaging, one of North America's premier converters of flexible packaging materials. Effective January 1, 2005, Winpak Technologies Inc. was amalgamated with Winpak Ltd., and operated as Winpak Technologies, a division of Winpak Ltd. In June 2005, Winpak Technologies sold the assets of its printed, paper bag business. The plant was closed at the end of 2005 and the non-paper products manufactured at the location were consolidated into other Winpak facilities. The premises formerly occupied by Winpak Technologies in Toronto, Canada were sold in June 2006.

Effective January 1, 1993, Winpak acquired three rigid plastic packaging manufacturing facilities from Consumers Packaging Inc. Newly formed companies in Canada and Pennsylvania acquired the Canadian and U.S. operations, respectively. Effective October 1, 1993, the Pennsylvania company merged with the acquired U.S. company and became an Illinois incorporated company operating as Winpak Portion Packaging, Inc. The Canadian company operates as Winpak Portion Packaging Ltd. Winpak Portion Packaging produces single-serve and portion-controlled packaging for food and beverage applications employing flexible lidding materials, thermoformed rigid containers and filling machines. In 2000, the Bristol Pennsylvania plant and administration office was closed and the production transferred to the other two manufacturing locations. In 2001, the filling machine plant, located in Toronto, Canada was closed. A new manufacturing facility in Sauk Village, Illinois was

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completed and became operational in the second quarter of 2012. Winpak Portion Packaging now operates with three manufacturing locations, South Chicago Heights IL, Sauk Village, IL and Toronto ON, along with an administrative office in Newtown, Pennsylvania.

Effective January 31, 1996, Winpak acquired the assets and assumed the liabilities of the W.A. Lane companies, a California-based manufacturer of packaging machines and formed a new subsidiary, Winpak Lane, Inc. The San Bernardino, California plant produces and distributes filling machine equipment worldwide to the food, dairy, health care and cosmetics industries that utilize flexible and semi-rigid packaging materials. In 2001, the facility was expanded to facilitate the manufacture of horizontal filling machines. Winpak Lane is the recognized leader in the design of packaging machinery used for liquid and semi-liquid products.

Effective September 1, 1997, Winpak Heat Seal Packaging Inc., acquired the assets and assumed the liabilities of Heat Seal Packaging Inc. of Vaudreuil-Dorion, Quebec. The Company is an integrated manufacturer of heat-sealable membranes and die-cut lids for the food, beverage, dairy and health care industries, completing Winpak's existing offering of food containers and packaging machinery.

By 1998, opportunities for synergies, efficiencies and new product development to generate earnings growth within the Winpak group were recognized. An invigorated internal investment program was undertaken to exploit the opportunities for organic growth. Between 1999 and 2012, the Company established a new operating unit and three non-operating units, made significant investments for organic growth and consummated two further strategic acquisitions.

The investments amounted to:

1999: \$26.2 million  
2000: \$30.3 million  
2001: \$33.6 million  
2002: \$13.0 million for organic investments plus \$26.4 million for an acquisition  
2003: \$27.5 million  
2004: \$44.8 million  
2005: \$24.3 million  
2006: \$38.9 million  
2007: \$36.0 million  
2008: \$14.8 million  
2009: \$21.4 million  
2010: \$39.0 million  
2011: \$48.9 million  
2012: \$68.4 million

The new companies established were:

In April 1998, the Company established a new operating unit, American Bixis Inc., a 51 percent owned venture with Nichimen, now Sojitz Pla-Net Corporation, of Japan to manufacture and distribute biaxially oriented polyamide (BOPA) film in the Americas. The manufacture of BOPA film adds to Winpak's offering in the modified atmosphere packaging market. Construction of the production facility in Winnipeg began during the third quarter of 1998. Commercial production commenced in the fourth quarter of 1999. During 2004, the facility was expanded and production capacity more than doubled.

Effective May 18, 1999, June 4, 1999 and September 15, 1999, the Company established Winpak Finance Ltd., Winpak (Nova Scotia) ULC, and Winpak Finance Company, L.L.C., respectively, to provide loan and funding facilities for certain of the Company's operating units. Effective November 2, 2007, Winpak Finance Company, L.L.C was transferred from the State of Delaware to Canada and was continued as 4454472 Canada Ltd., a federal company. Effective November 7, 2007, Winpak (Nova Scotia) ULC was dissolved and the net assets transferred to Winpak Ltd. Effective November 9, 2007, 4454472 Canada Ltd. was dissolved with 99 percent and 1 percent of the net assets transferred to

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Winpak Ltd. and Winpak Finance Ltd., respectively. Effective December 9, 2008, Winpak Finance Ltd. was dissolved and the net assets transferred to Winpak Ltd.

The acquisitions completed were:

Effective September 6, 2002, Winpak Heat Seal Corporation acquired the assets and assumed certain liabilities of Webkote, a division of Fleming Packaging Corporation, a market leader in die-cut foil lidding operating in Peoria, Illinois. The combined lidding materials produced by the two Winpak Heat Seal manufacturing facilities make Winpak the largest die-cut foil lid supplier in North America. The Company completed construction of a new production facility in Pekin, Illinois, which became operational in the second quarter of 2007, to replace the Peoria facility.

Effective July 2, 2008, Winpak Inc. acquired the film packaging business of Walsroder Packaging LLC, a subsidiary of The Dow Chemical Company. The acquisition expanded Winpak's flexible packaging sales and distribution network.

Effective October 5, 2011 the Company established Grupo Winpak de Mexico, S.A. de C.V., Embalajes Winpak de Mexico, S.A. de C.V. and Administracion Winpak de Mexico, S.A. de C.V., to provide die-cut lidding capabilities in Mexico.

In the third quarter of 2012, the Company commenced operations from its die-cut lidding leased facility in Queretaro, Mexico.

#### Recent Development: 2013 - 2015

During this period, the Company's program of capital investments in property, plant and equipment continued. Winpak's capital investment program is intended to support continued organic growth and the Company's resolve is to see Winpak's revenue escalate to one billion dollars by the year 2017 with the "Billion Dollar Commitment" "BDC". Other developments in the same period have been detailed above within *Early Corporate Development* where appropriate.

Capital investments in the three years amounted to:

2013:	\$51.2 million
2014:	\$48.1 million
2015:	\$53.7 million

In the third quarter of 2013, the Company completed a 104,000 square foot building expansion of its Vaudreuil-Dorion facility. In addition, in the fourth quarter of 2013, the Company completed an 82,000 square foot building expansion of its Winnipeg facility. In the third quarter of 2014, the Company completed a 12,000 square foot building expansion for new office space at its Senoia facility.

## **ITEM 5: DESCRIPTION OF THE BUSINESS**

### General Business Description

Winpak is committed to the manufacture and sale of high quality packaging materials and the production of related innovative packaging machines. Operations encompass three product groups produced in ten manufacturing facilities located in North America. Winpak distributes products to customers primarily in North America for the protection of perishable foods, beverages and in health care applications.

Winpak is closely aligned with Wipak, which is one of Europe's leading manufacturers of packaging materials and is ultimately controlled by Wihuri International Oy of Finland. The Company's strategic alliance with Wipak allows global customers to reduce costs, simplify product development and consolidate packaging solutions. W-Packaging Oy, a subsidiary of Wihuri International Oy, owns 52.3 percent of the outstanding common shares of Winpak.

### Segmented Information

Winpak operates in one reporting segment being the manufacture and sale of packaging materials. The Company operates principally in Canada and the United States. The following summary presents key information by geographic segment:

	United States	Canada	Other	Consolidated
2015				
Revenue	648,953	97,716	50,500	797,169
Property, plant and equipment and intangible assets	175,883	207,031	1,267	384,181
2014				
Revenue	635,755	101,985	49,014	786,754
Property, plant and equipment and intangible assets	162,080	199,652	1,338	363,070

### Geographic Markets

The majority of Winpak's products are sold to customers in the United States. Canada is the second largest geographic market with other sales in Mexico, the Caribbean, certain countries in South America and, with respect to rigid containers and flexible lidding, Great Britain. Winpak's packaging equipment is distributed worldwide. The markets into which Winpak sells packaging materials typically have averaged growth of two to four percent per year.

### Core Competency

Winpak is an integrated converter. The converting processes employed by the Company include multi-color printing, laminating, slitting, pouch and bag making, cup thermoforming and die cutting. Winpak integrates the conversion processes with the manufacturing by extrusion of certain substrates consumed in the conversion process. The proprietary co-extrusion processes and custom resin blends are the elements that differentiate Winpak from other participants in the industry. This core competency is supported and nurtured by a technical organization, with engineering, packaging, polymer and food chemistry expertise dedicated to the development of new, high-quality materials, and lower-cost manufacturing realized through the use of advanced technology. As an integrated converter, Winpak can react quickly to market requirements and can readily custom design materials that respond to a customer's special needs.

### Customer Service

Winpak sales representatives are strategically located throughout North America. In addition, the Company maintains an extensive network of independent sales agents and distributors throughout North America and in select markets in South America, ensuring customer support and market development in all target areas.

Quality is not only measured by the packaging products Winpak produces but also the level of customer service in delivering those goods. Winpak provides food, health care, and industrial packaging solutions to companies around the world. While Winpak's customers may include many Fortune 500 companies, Winpak is structured to partner with companies of all sizes.

Each customer, large or small, receives individual personalized care from a member of an assigned customer account team. The customer account team is comprised of a sales representative, a sales coordinator, and a service technician. Together, the customer account team works to ensure that all of the customer's expectations are satisfied.

Beyond the customer account team, Winpak customers have access to a wealth of expertise and application-focused technical and engineering personnel. This includes on-site repair and service of Winpak packaging equipment, application and packaging consultation, as well as testing and packaging trials on-site or in plant laboratories.

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Winpak continuously strives to meet the challenges of providing competitively-priced, quality packaging products and services to customers. The Company's success is dependent upon the customer's success. A primary focus is, and remains, gaining customer confidence and loyalty. Quality is of utmost importance.

### Product Groups and Markets

Winpak operates in the packaging materials market segment. Supporting this position in the segment, customers are offered packaging machines in conjunction with packaging materials that emanate from two distinct packaging technologies. Consequently, within this single market segment, Winpak provides three streams of packaging technologies, or product groups.

The original product group is flexible packaging. Products include blown and cast extrusion films, from monolayer to eleven-layer coextrusions, and laminated films, all particularly suited to modified atmosphere packaging applications. Additionally, specialty films such as biaxially oriented nylon and high barrier converter films, including shrink bags, are produced. Further converted products include high quality flexographic and rotogravure printed laminations, and vacuum, stand-up and zipper closure pouches. No flexible packaging companies were acquired between 1993 and 2007, therefore, growth during this period of time of the flexible packaging product group had been entirely organic. Effective July 2, 2008, Winpak Inc. acquired the film packaging business of Walsroder Packaging LLC, a subsidiary of The Dow Chemical Company.

Through an acquisition in 1993, Winpak added the second product group - rigid containers and flexible lidding marketed as a system together with filling machines. Products include portion-controlled and single-serve thermoformed rigid plastic containers and sheet material. Since 1993, two facilities manufacturing flexible lidding materials have been acquired, enabling the Company to supply a complete packaging system which includes rigid containers, flexible lidding, packaging machinery and associated repair parts, engineering and technical service. A third facility manufacturing flexible lidding materials was established, in a leased premise, in Mexico during 2012.

Rounding out Winpak's product offering is specialized packaging machines. The establishment of a machines product line was a strategic initiative. These filling machines are used to package liquid, semi-liquid and certain dry products and, in the process, consume considerable volumes of packaging materials. At the time systems products were acquired in 1993, machines were manufactured specifically for the rigid packaging and lidding. Through a subsequent acquisition in 1996, the Company added a line of machines to complement flexible packaging. These market-leading filling machines provide additional opportunities for packaging materials revenue when offered in conjunction with machines. Greater savings are available to customers when they purchase a system from Winpak with application-specific and proven packaging materials united with a packaging machine and technical support.

## **FLEXIBLE PACKAGING**

Winpak specializes in manufacturing sophisticated coextruded blown and cast films. The Company's facilities have some of the most advanced and efficient extrusion capabilities in the industry. Winpak also serves customers by providing state-of-the-art converting capabilities, which include printing, laminating, pouch and bag making, and precision slitting.

### Modified Atmosphere Packaging

Modified atmosphere packaging (MAP) is a process where either the atmosphere within the package is removed entirely, referred to as vacuum packaging, or the atmosphere is altered, referred to as controlled atmosphere or gas flushed packaging. In each case, the objective is to extend the shelf life of perishable foods, while at the same time maintaining the quality of the product.

Materials used for MAP combine a wide range of polymer films using the Company's proprietary processes. The materials can be as simple as a two-ply lamination or as sophisticated as multilayer coextrusions, incorporating higher barrier polymers such as ethylene vinyl alcohol (EVOH) or polyvinylidene chloride as a component. Different materials are utilized to accomplish multiple performance characteristics. For example, nylon, which is a widely used material for MAP, provides a good barrier to gas transmission.



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Nylon is tough and can be thermoformed but is a poor barrier to moisture transmission. However, a lamination of nylon and a polyolefin film that has good moisture barrier properties hinders the transmission of both gas and moisture. In addition to limiting transmission of gas and moisture, these films also prevent the entrance of foreign odors into the package and retain product flavors inside the package.

Winpak is a leading manufacturer of complex coextruded blown and cast film structures for applications where high barrier to gas and/or moisture are required. The Company's barrier films are constructed with a wide range of materials including nylons, EVOH, and other advanced polymers. Combinations of these polymers are specially formulated in up to eleven layers and have been developed for a wide range of markets and applications. These include perishable food packaging, medical device packaging, high performance pouch applications and high-barrier films for converting applications. The primary food products to which the MAP concepts are applied consist of fresh and processed meats, poultry and cheese. Red meats for hotel, restaurant and institutional markets are often packaged in a modified atmosphere. Likewise, retail cuts of fresh meat are increasingly using MAP and this trend represents a growth market for the future. Fish, pasta, fresh produce and bakery products are other growth markets that will significantly increase the demand for MAP materials in the future.

While most MAP films are sold in roll form, the Company also produces a wide range of vacuum pouches. Pouches with moderate or high barrier properties are offered as standard products. Pasteurizable, boilable and cook-in pouches are also offered for products requiring high temperature processing. Pouches are supplied with rotogravure or flexographic printing in up to 10 colors, custom combinations of film structures, excellent optics, and high abrasion and puncture resistance.

Winpak also manufactures a wide range of pouches combining zipper and stand-up characteristics. Popular for their product versatility, zipper/stand-up pouch styles can be printed with up to 10 colors on various types of clear, opaque or metalized substrates. Examples of consumer products packaged in stand-up pouches include powdered mixes, confectionary products, snack foods, pet foods, and consumer products. These pouches are fabricated with various seal designs giving the side or bottom gusset a reinforced structure, allowing the pouch to hold its shape and stand better on the shelf. Ideal for impulse buy items, they are also offered with a hang hole feature - perfect for snack and confectionery items. Pouches can also be produced with windows to give even more marketing options.

Barrier shrink bags are manufactured by Winpak and utilized in applications where customers prefer a skin tight fit of the packaging material to the food product. Used primarily for cheese and fresh or processed meats, these bags combine barrier properties, toughness, clarity and balanced low temperature film shrinkage. Barrier shrink bags are offered with up to ten color printing, with side or bottom seals and in either a loose or taped format.

The market in the Western Hemisphere for modified atmosphere packaging materials has been growing at a faster rate than for packaging materials as a whole. This growth rate is expected to accelerate in the future as consumers demand greater access to fresh products. Significant economic gains for food distributors are realized when product spoilage is reduced. MAP has proven to be very effective in achieving this goal. Market growth will thus be fueled by both the needs of the consumer and the producer.

### Specialty Films

Winpak designs and manufactures coextruded blown films in up to nine layers for specialty film applications. The specialty films market is served by the Company's facility which produces a full line of barrier and non-barrier films which are ideal for converting applications such as printing, laminating, and bag making, including shrink bags. In addition to tailored barrier properties, these converter films are available using a wide range of sealant resins. Converters utilize the technical advantage provided by these multilayer films to satisfy the needs of the most technically demanding end use. Converters find these films to be ideal for printing, laminating and bag making. Winpak also participates directly in a number of end-use markets where these specialty polyethylene films are required.

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The Company utilizes the latest technology to manufacture biaxially oriented polyamide (BOPA) films. Also known as biaxially oriented nylon, the three-layer, nylon-based film is stretched (or oriented) by length and width to add stability for further conversion using printing, metalizing or laminating processes. BOPA film enjoys high demand in food packaging applications such as for cheese, fluid and viscous liquids, and industrial and specialty applications such as book covers and balloons.

#### Flexible Paper/Poly/Foil Laminated Rollstock

Wipak manufactures high-quality paper/poly/foil laminated rollstock for various flexible food applications such as dry soup mixes, beverage mixes, and powdered coffee flavorings. Flexible rollstock is sold in rolls and formed into pouches on customer's filling lines. Extrusion or adhesive lamination is used to combine various substrates, such as paper, foil and film, with polymeric layers for optimal performance. The Company is noted for customizing materials in packaging applications for the food and beverage markets.

Flexible rollstock is commonly used on form/fill/seal packaging machines. Wipak manufactures rollstock in a wide range of widths and diameters with high-quality rotogravure or flexographic printing. Various roll rewind configurations are available to meet customer packaging machine requirements.

#### Health Care Packaging

Although active in health care packaging for several decades, Wipak's recent major investments improve manufacturing and add development capabilities, bringing continued focus to the product line. Wipak is a provider of quality flexible packaging products for the health care industry. In 2009, the Company acquired the exclusive global rights to manufacture pharmaceutical and health care packaging materials under licence from Reynolds Packaging LLC using their formulations and Drug Master File (DMF) specifications.

The Company has the ability to satisfy demanding packaging applications requiring foil, paper and polyolefin materials. Pharmaceutical and personal care products include blister foil, pouch stock and film overwrap. For the medical market, Wipak supplies thermoforming films for device packaging, central supply room (CSR) wraps and draping films, and both roll-fed and die-cut foil lid stock. Personal care products such as condoms, cosmetics, skin creams and shampoos are packaged using Wipak's diverse offering of laminations. Vertical integration ensures meticulous quality control and allows customization of packaging materials for a wide range of applications.

Wipak's dedicated team of pharmaceutical and medical packaging professionals understand the regulatory requirements of the health care market and have assisted customers in the seamless transition to new materials.

### **RIGID PACKAGING AND FLEXIBLE LIDDING MATERIALS**

In 1993, the market scope of Wipak was expanded into single-serve and portion-controlled plastic packaging products for food, beverage, dairy, industrial, and health care applications. These applications employ thermoformed rigid containers, flexible lidding materials and filling machines, thereby offering a total packaging solution known as a system. Two acquisitions, one located in Vaudreuil-Dorion, Quebec (1997), and the other in Peoria, Illinois (2002) which was relocated to Pekin, Illinois in 2007, complemented the Company's offering of rigid food containers and packaging machinery. These acquisitions specialized in the manufacture of heat-sealable membranes and die-cut lids, completing the systems offering. The high-speed filling and sealing packaging machines are designed and manufactured at the Company's machinery production plant in San Bernardino, California, acquired in 1996.

#### Rigid Packaging

Three of the Company's plants manufacture high-quality rigid plastic packaging products for the food, pet food, beverage, dairy, industrial, and health care industries. A leading producer of portion control and single-serve plastic containers, Wipak manufactures approximately 20.9 billion rigid plastic containers each year. The Company offers a full line of rigid plastic cups, trays and rigid plastic sheet material. The Company sold its rigid plastic drink cup assets in the fourth quarter of 2012.

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Rigid plastic cups are used in the food service and retail industry to package anything from cream to dips to insecticides. Cups are precision thermoformed to run on high-speed fill/seal packaging machines. These cups typically have flat lips for perfect seals using heat-sealable lidding materials. Winpak produces packaging machines and flexible lids to complement a wide selection of plastic cups.

A variety of high quality thermoformed rigid plastic trays are produced from a wide selection of plastic materials. This tray offering includes the MAP*fresh*® line of case-ready packaging trays. MAP*fresh*® trays are typically used for case-ready meat and poultry, as well as prepared foods applications.

The Company manufactures uniquely-shaped, custom, or proprietary containers. Custom possibilities not only include unique shapes but also colors, logos, and decorations that bring products instant brand recognition.

High-quality rigid plastic sheet is manufactured for a variety of markets. Rigid plastic sheet is typically used as the thermoformed bottom web on form/fill/seal equipment. Winpak rigid plastic sheet comes in a wide range of sheet sizes, thicknesses, colors, and materials. Rigid plastic sheet is typically used for the following applications: modified atmosphere packaging - extends shelf life for refrigerated food products, frozen foods that require quick freezing to preserve product freshness, dairy foods and other foods that require no refrigeration and various food, dairy, industrial, and medical products packaged on form/fill/seal packaging equipment.

Winpak also manufactures custom retort trays made by combining several technically advanced materials in a multi-layer plastic structure. The retort process is used to sterilize the product by killing bacteria within the package, resulting in a shelf life of 18 months or more for the product inside the retort package. Retort applications include the packaging of seafood, soups, sauces, baby food, rice, meat stew, pet food and ready-to-eat meals.

#### Flexible Lidding Materials

Winpak is an industry leader in the development and production of heat-sealable lidding products. The Company provides flexible lidding packaging to the food, dairy, beverage, health care, and industrial markets. A continuing commitment to excellence, unmatched expertise in the industry, and significant technological capabilities have allowed Winpak to become the leading producer of die-cut foil lids in North America.

The Company is a vertically integrated flexible lidding manufacturer with the ability to extrude, laminate, coat, die-cut, emboss, slit, and print. Vertical integration allows Winpak to develop base material structures in-house for special and demanding applications, as well as allowing optimization of base material structures for cost/price containment.

An extensive range of standard foil, film, and paper material combinations for plastic or metal containers are produced. Flexible lidding products are available in daisy-chain, die-cut, and rollstock formats. Each format can be printed with high-quality flexographic and rotogravure graphics.

Winpak is the industry leader in daisy-chain flexible lidding, which is a series of lids sized to the container, connected in a single continuous row (chain). Each lid is connected at the lid tab. The lid rolls are unrolled on the packaging machine, sealed, and individually cut with a single cut in the tab area. Daisy-chain flexible lidding is most commonly used to seal smaller diameter containers running on higher-speed fill/seal packaging machines.

Winpak is the largest supplier of die-cut flexible lidding. Die-cut flexible lidding is pre-cut to the size of the container. The lids are loaded in stacks on fill/seal packaging machines and dispensed as the machine runs. No cutting is required on the machine. Die-cut flexible lidding is most commonly used to seal larger diameter containers running on high-speed fill/seal packaging machines. Winpak manufactures die-cut flexible lidding in a range of sizes from 40 to 169 mm, with various lid shapes. Custom size and shape die-cut lids are also manufactured.

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Rollstock flexible lidding is sold in rolls (web) and cut on the packaging machine. Rollstock flexible lidding is most commonly used to seal containers running on fill/seal and form/fill/seal packaging machines. Winpak manufactures rollstock flexible lidding in a wide range of widths and roll diameters.

Product applications for these flexible lidding materials include: butter, margarine, cheese products, coffee, condiments, creamers, desserts, dry food and snacks, juice and flavored drinks, water, yogurt, sauces, dips, dressings, sour cream, health care and industrial products.

The integrity of packaging materials and the performance of filling equipment at customer locations are supported by an engineering and technical service group, who are dedicated to total and complete quality of the packaging program.

## **PACKAGING MACHINERY**

Winpak specializes in the design and manufacture of innovative and technically advanced standard and custom packaging machinery achieving speeds greater than 1,900 packages per minute. The Company provides packaging solutions worldwide with a full line of horizontal fill/seal machines for preformed containers and vertical form/fill/seal pouch machines for pumpable liquid and semi-liquid products and certain dry products. With over 750 packaging machines operating worldwide, these machines are designed to satisfy a number of end-use packaging applications.

### Pouch Packaging Machines

Winpak is the premier supplier of vertical form/fill/seal packaging machines. The full line of pouch machines includes many advanced design features and options to guarantee that the packages produced demonstrate the best weight control and seal integrity. Winpak offers a variety of vertical form/fill/seal machinery for a wide range of pouch applications. These pouch machines fill hot, cold, thick, and free-flowing liquids in precise volumes ranging from 0.25 oz. to several gallons.

The Company produces a full line of flexible packaging films for vertical form/fill/seal applications. These films are designed to run on Winpak pouch machines as well as most other vertical form/fill/seal machines. These films have a wide range of capabilities and complement the unique machine attributes over a wide variety of end use applications.

### Cup Packaging Machines

Winpak is a leading supplier of horizontal fill/seal packaging machines for preformed plastic cups. The full line of cup machines includes many advanced design features and options to guarantee products are packaged perfectly every time. Winpak offers a variety of horizontal fill/seal machinery for a wide range of product applications. These cup machines fill hot, cold, thick, and free-flowing liquids in precise volumes ranging from 0.375 fl. oz. to 8 fl. oz.

As a system offering, the Company produces a full line of rigid containers and flexible lidding material products for the horizontal fill/seal preformed cup machines. These rigid containers and flexible lidding products are designed to run on Winpak cup machines as well as many other types of fill/seal cup machines.

Products packaged with pouch and cup packaging machines include condiments, dips, sauces, salad dressings, cream cheese, sour cream, syrup, ketchup, cream, margarine, butter, spreads, yogurt, desserts, ice cream, pudding, applesauce, juice, water, dry snacks, nuts, cosmetics, beauty/health care products, and many other liquid, semi-liquid, and dry products.

### Replacement Parts

Winpak maintains a vast inventory of replacement parts for the Company's packaging machines. The replacement parts inventory includes proprietary Winpak designed parts as well as the most common vendor supplied parts used on the machines. The Computer Aided Design/Computer Aided Manufacturing (CAD/CAM) enabled machine shop provides fast customer response, while ensuring part costs remain low. All parts undergo strict quality inspections.

Facilities and Personnel

Operating Unit	Business Function	Square Feet	Leased or Owned	Location
Winpak Corporate, a division of Winpak Ltd.	Administration office	5,000	Owned	Winnipeg, MB
Winpak Division, a division of Winpak Ltd.	Integrated plastic film extrusion and conversion	464,000	Owned	Winnipeg, MB
American Biaxial Inc.	Film extrusion	85,000	Owned	Winnipeg, MB
Winpak Films Inc.	Film extrusion and conversion	220,000	Owned	Senoia, GA
Winpak Lane, Inc.	Filling machine manufacture	40,000	Leased	San Bernardino, CA
Winpak Portion Packaging Inc.	Integrated plastic sheet extrusion and conversion	125,000	Owned	South Chicago Heights, IL
	Integrated plastic sheet extrusion and conversion	267,000	Owned	Sauk Village, IL
	Administration office	14,000	Leased	Newtown, PA
Winpak Portion Packaging Ltd.	Integrated plastic sheet extrusion and conversion	154,000	Leased	Toronto, ON
Winpak Heat Seal Packaging Inc.	Integrated lid extrusion and conversion	266,000	Owned	Vaudreuil-Dorion, QC
Winpak Heat Seal Corporation	Lid conversion	75,000	Owned	Pekin, IL
Embalajes Winpak de Mexico, S.A. de C.V.	Lid die-cutting	24,500	Leased	Queretaro, Mexico

As at December 27, 2015, the Company employed 2,283 people. Occupied space totaled 1,739,500 square feet.

Key Features and Measures of Company Performance

Long-term growth of net income is Winpak's paramount goal and requires continued focus on certain key drivers and relevant measures. Revenue growth is crucial to attaining the goal. The packaging segment served by Winpak grows annually by approximately two to four percent. Winpak's goal for compound average revenue volume growth is six to nine percent. Winpak's relatively small size, compared to major North American competitors, positions the Company to respond more readily to opportunities as they arise. Furthermore, the Company possesses an advantage arising from technology that is equal to, or exceeds, the level of technology of the market leaders. Management's target for growth of earnings before interest and taxes (EBIT) is to exceed the Company's revenue growth rate by three to five percent. The following is a discussion of the most important factors influencing Company performance.

The larger food, beverage, and health care companies in North America expect suppliers to offer a wide range of products. Selection of the most advanced extrusion and converting technology is critical to maintaining a competitive lead in the manufacture of packaging products. Therefore, Winpak continually pursues new product and technology opportunities. Proposed investments are expected to add pertinent market reach and/or technology and surpass a 20 percent internal rate of return.

Ongoing positive customer relationships are measured by two litmus tests - the volume of orders received and the suitability of prices. Ideally, order quantities will be at a level that promotes efficient manufacturing without exceeding capacity. The sales organization indicates when customer requirements are expected to develop beyond current capacity. The technical and manufacturing organizations need between six and eighteen months to develop and install major manufacturing equipment before the new capacity becomes available to the customer. Such extended timeframes mean that growth rates of revenue and EBIT can vary considerably from year to year. In years when new capacity has been installed, growth rates may exceed long-term goals, while in other years, growth may be impeded due to capacity constraints.

Pricing is frequently a major issue. Significant factors affecting pricing of Winpak's products include: the pricing offered by major North American competitors, low prices and sometimes dumping by foreign competitors particularly those based in Asia, and the cost of raw materials, which is the largest component of the Company's cost structure. Approximately 94 percent of rigid packaging products and 75 percent of the flexible lidding products benefit from revenue being protected by price indexing arrangements that match, albeit with some delay, material cost changes with selling price adjustments. Approximately 56 percent of flexible packaging products are similarly protected. Other products are priced depending on business conditions at the time of the order. To maintain margins, the Company must not only address market conditions but also continue to be a low-cost producer.

Encouraging the flow of information between customers and the Company's product development and technical service group is critical to maintaining responsiveness and product innovation. Winpak must supply packaging products that meet or exceed customers' specifications. It is imperative that the Winpak product adheres to rigorous criteria to ensure that food, beverage and other products are protected, while simultaneously providing market appeal that enhances the customers' sales. Although customers generally supply product specifications, Winpak will often develop new products that reduce costs and provide new benefits. The Company remains committed to aggressive research programs beneficial to future customer relationships.

Winpak measures profitability in a number of ways and compares the results to internal goals and external benchmarks. External benchmarks include the financial results of major direct competitors that are public companies. The most comparable are Bemis and Sealed Air, considered by industry analysts to be leading, successful packaging companies in the United States. To the extent data on the relevant packaging segment is published, Printpack and Berry Plastics are also appropriate comparatives.

Measures of profitability used by both management and market analysts include EBIT, EBITDA (earnings before interest, taxes, depreciation and amortization) and net income as a percentage of revenue. Measures of stock market performance include the price/earnings multiple of the Company's stock and the multiple of EBITDA to enterprise value (stock market capitalization plus interest-bearing debt). An internal measure employed by the Company is the margin of gross profit to revenue. Operational management regards gross profit as a key indicator of business performance and a guide to appropriate pricing. These measures of profitability, when determined for Winpak, compare very well to leading market participants.

### Resources

The Company seeks to be of sufficient size, while retaining its agility, to ensure customers recognize Winpak as a capable market participant with services and product quality equal to or better than the market leaders. Furthermore, Winpak continually seeks new specialized manufacturing equipment and constantly strives to improve the strength of the workforce. Significant financial resources are required to maintain existing assets and invest in new technology for the future.

Winpak's Executive Committee, in consultation with the Board of Directors, establishes the objectives and the long-term direction of the Company and each business unit. Each business unit comprises one or more operating facilities. The head of each business unit has recruited and retained first-rate technical, manufacturing, sales and financial expertise. The Company conducts regular reviews of the depth of employees within the organization and plans for the succession of key employees.

The Company believes that adequate compensation, incentive and benefits packages are offered to existing employees and new recruits. Relations with unionized and non-unionized employees are amicable. There has been only one minor work disruption in the Company's history. Winpak does not have, and is not considering, a stock option incentive plan. Executive incentives are based on the Company's earnings performance as measured by EBT, growth of EBT, and stock price appreciation. Incentives, which are paid in cash, are included as an operating expense in the year the incentive is earned. Winpak is able to meet required funding obligations for all benefits including its defined benefit and defined contribution pension plans.

Winpak has purchased certain intangible properties in conjunction with acquisitions. These assets form an integral component of the Company's ongoing operations. The intangibles comprise brand names, customer lists, non-compete agreements, patents and trademarks, and have useful lives of up to 17 years.

Systems and processes are in place to support business operations and adequately manage risks. The single, modern enterprise resource planning ("ERP") platform supports over 97 percent of the Company's operations and will, in many situations, engender enhanced ability to respond to business needs.

Investments to drive growth can be significant and may require substantial financial resources. A range of funding alternatives is available including cash and cash equivalents, cash flow provided by operations, additional debt, the issuance of equity or a combination thereof.

The Company has determined bank operating line credit facilities are adequate. The Company believes additional credit can be arranged from banks and other major lending institutions as the need arises. All capital expenditure and working capital requirements can be financed from cash and cash equivalents, cash provided by operating activities and unused credit facilities. Furthermore, the Company has remained well within all debt covenants and foresees no change in its ability to meet covenants in 2016.

The amount of cash and cash equivalents on hand, no outstanding long-term debt, unused operating lines of credit and the ability to obtain term-loan financing to fund an acquisition, if needed, an informal investment grade credit rating and the Company's ability to generate positive cash flows from ongoing operations provides the Company with sufficient cash funding resources. Management believes that the Company's cash flows are more than sufficient to cover its operating costs, working capital requirements, capital expenditures and dividend payments in 2016.

### Raw Materials

The Company's raw materials, primarily thermoplastic polymers to make films and sheet, and, to a lesser extent, purchased films, paper and foils, fluctuate in price in response to changes in worldwide supply and demand. The Company's significant volume of production, along with an informal joint purchasing arrangement with its ultimate majority shareholder, Wihuri International Oy, allows the Company to purchase raw materials in substantial quantities and at competitive prices from a number of worldwide suppliers, including suppliers located in the United States and Canada.

Polymers are produced from oil or natural gas and their prices are commonly affected by changes in the price of these commodities. Polymers are also commodities, the prices of which fluctuate in response to worldwide supply and demand.

The Company is not dependent on any single source of supply and foresees a sufficient supply of polymer in the upcoming year.

### Social and Environmental

The Company has not had a serious environmental incident and has been in compliance with all governmental regulations. Winpak supports environmental stewardship and acts internally to recycle products produced or used in manufacturing. In partnership with customers, Winpak develops thin-gauge materials to reduce the bulk of packaging waste in landfills.

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The Code of Business Conduct (the "Code") applies to all employees and recognizes that Winpak expects business to be conducted in a socially responsible and ethical manner. Winpak has contracted an independent, anonymous and confidential whistleblower reporting system facilitating an enhanced process for employees to report any concerns they may have about accounting or financial irregularities or breaches of the Code. The Code has been made available to all employees and can be viewed on the Company's website at [www.winpak.com](http://www.winpak.com).

#### Research and Technical

The Company's research and technical efforts continue to be directed at making new packaging ideas a reality through package structure design and advanced production technology. The Company's long-term commitment is to remain a low-cost producer of high-quality packaging materials and to be at the forefront of new packaging ideas.

New polymer developments are incorporated into the Company's products through a philosophy of continuous product improvement. Packaging materials are designed to meet, or exceed, customer requirements no matter what the challenge. Examples include: designing a film to provide a barrier to gases, moisture and flavors, improving performance of materials on packaging machinery, and enhancing product durability during package distribution.

World-class laboratories equipped with the latest material testing equipment and a wide array of industry packaging machines allow the Company to conduct real-world evaluations of material for customers.

Management continues to believe the industry is moving towards coextruded products. Coextrusion is the simultaneous extrusion of different polymers. Winpak operates 56 coextrusion lines with manufacturing capabilities of up to 11 layers. This allows the Company to develop products that take advantage of high-performance polymers, while minimizing material and processing costs.

#### Foreign Operations

Approximately 89 percent of revenue and 78 percent of costs and expenses are denominated in United States dollars. Approximately 61 percent of production costs occur in Canada, although only approximately 22 percent of costs are denominated in Canadian dollars. Consequently, the Company is dependent upon the United States as the primary market and revenues, margins and net income are sensitive to changes in the United States economy and the rate of exchange between the Canadian and U.S. dollars. The Company is able to provide a significant natural hedge against foreign exchange fluctuations by largely offsetting U.S. dollar denominated revenue with U.S. dollar denominated expenditures, and largely offsetting Canadian dollar denominated expenditures with Canadian dollar denominated revenue. Significant changes in the rate of exchange between the U.S. and Canadian dollars from one period to another can affect revenue and net income recorded in the Company's reporting currency, the U.S. dollar. The Company estimates that each time the Canadian dollar strengthens or weakens by one Canadian cent against the U.S. dollar, net income, with respect to transaction differences, will decrease or increase, respectively, by three quarters of a U.S. cent per share. In addition, while the Company's Canadian dollar monetary assets in Canada continue to exceed Canadian dollar monetary liabilities in Canada, a strengthening or weakening in the U.S. dollar will generate a foreign exchange translation loss or gain, respectively.

#### Seasonality and Other Trend Factors

Various factors may affect timing of the Company's earnings during the course of a year and the Company has no reason to believe these trends will not recur in future years. Seasonal factors contribute to stronger revenue and net income in the second and fourth quarters compared to the first and third quarters. Factors influencing seasonal trends are the higher demand for certain food products in advance of the summer season and the greater number of holidays in the fourth quarter. During the third quarter, revenue and income are relatively lower due to reduced order levels and plant maintenance shutdowns scheduled for the summer period. The timing of startup of new manufacturing machinery may also cause revenue and/or income to depart from established trends. Working capital requirements increase in the first quarter as the Company prepares for higher demand commencing in the second quarter. The higher levels of working capital continue as accounts receivable increase when the inventory is sold. Working capital requirements reduce towards the end of the fourth quarter due to lower demand in the first quarter of the ensuing year.



### Risk Factors

The Company periodically experiences unpredictable events that may affect revenue and/or net income, or distort historical trends. These events include adverse weather conditions, fluctuations in raw material prices and foreign exchange. Unexpected consolidation activity amongst the Company's customers may impact Winpak's status as a preferred supplier. Competitive activity may influence pricing negotiations. Political events and/or economic factors could change customers' ability to maintain payments and/or order levels, or suppliers' ability to provide essential raw materials. Key individuals may cease employment with the Company, and unsuccessful negotiations with unionized employees could result in work disruptions. As a manufacturer, the Company may encounter environmental or safety issues that could disrupt production. Transactions or other actions involving the Company's ultimate majority shareholder and the Company could result in unexpected changes in the price of Winpak shares on the Toronto Stock Exchange. Large volumes of share trading by other significant shareholders could also unexpectedly influence the price of Winpak shares on the Toronto Stock Exchange.

### **ITEM 6: DIVIDENDS**

From July 12, 2007 the Company has paid a quarterly dividend of 3.0 cents Canadian funds per share. From October 15, 2002 to July 11, 2007, the Company had paid a quarterly dividend of 1.5 cents Canadian funds per share. The Company paid special dividends in Canadian dollars of one dollar and 50 cents per share on October 15, 2015 and one dollar per share on March 20, 2014. The reference to dividends per share reflects the ten-for-one share split that occurred in 2005. The Company's position has been to minimize dividends, while appropriate investment opportunities exist.

### **ITEM 7: DESCRIPTION OF CAPITAL STRUCTURE**

Winpak has one class of Authorized Capital Stock comprising unlimited voting common shares. Subsequent to a ten-for-one share split effective May 9, 2005, the Company has 65,000,000 issued and fully paid voting common shares outstanding. Wihuri International Oy of Helsinki, Finland ultimately owns 34,000,000 of the issued and fully paid voting common shares, or 52.3 percent of the total outstanding. Each common share has an equal right to receive dividends and to share in the net remaining proceeds of the Company upon dissolution or winding-up.

### **ITEM 8: MARKET FOR SECURITIES**

The common shares of Winpak are listed on the Toronto Stock Exchange (TSX) under the symbol WPK. The high and low prices in Canadian dollars of Winpak common shares and volume traded on the TSX during each of the months of the last completed financial year, 2015, are as follows:

<b>WPK Common Shares</b>	<b>Jan</b>	<b>Feb</b>	<b>Mar</b>	<b>Apr</b>	<b>May</b>	<b>Jun</b>	<b>Jul</b>	<b>Aug</b>	<b>Sep</b>	<b>Oct</b>	<b>Nov</b>	<b>Dec</b>
High Price \$	37.90	40.32	41.46	43.29	40.47	39.71	45.00	45.40	42.37	43.28	45.67	47.56
Low Price \$	31.75	36.45	37.78	38.77	37.50	37.05	37.50	36.25	38.25	38.54	39.14	42.85
Volume of Shares Traded	910,924	1,119,979	574,428	568,025	400,136	301,613	740,645	660,597	419,240	586,040	918,300	632,558

### **ITEM 9: ESCROWED SECURITIES**

There are no Winpak securities held in escrow.

## ITEM 10: DIRECTORS AND OFFICERS

The names of the directors and executive officers, their municipalities of residence, principal occupation, directors securities held, and the period during which each director has served are presented in the following table. As a group, the directors hold, directly or indirectly, 52.7 percent of the outstanding common shares of the Company.

### Directors

Name and Municipality of Residence	Principal Occupation or Employment (3)	Securities Controlled	Director Since
Antti I. Aarnio-Wihuri (2) Kaarina, Finland	Chairman, Wihuri International Oy	34,109,300	May 18, 1985
Martti H. Aarnio-Wihuri (2) Kaarina, Finland	Manager, Sustainability Program, Wihuri International Oy	0	April 28, 2011
Karen A. Albrechtsen (1) Winnipeg, Manitoba, Canada	Company Director	13,100	April 23, 2015
Donald R.W. Chatterley (1) Winnipeg, Manitoba, Canada	Company Director	2,000	April 20, 2006
Juha M. Hellgren (2) Lahti, Finland	President and Chief Executive Officer, Wihuri International Oy	1,000	June 1, 2005
J. Robert Lavery (2) Niagara-on-the-Lake, Ontario Canada	Company Director	80,000	February 14, 1977
Alan B. Martyszenko (1) St. Andrews, Manitoba, Canada	Senior Partner, M Group Chartered Professional Accountants LLP	0	January 1, 2014
Ilkka T. Suominen (1) Helsinki, Finland	Vice-President and Chief Financial Officer, Wihuri International Oy	17,500	September 13, 2010

- (1) Member of the Audit Committee.
- (2) Member of the Compensation, Governance and Nominating Committee.
- (3) Each of the directors has been engaged in the principal occupation indicated above for at least the past five years, with the exception of Martti H. Aarnio-Wihuri and Karen A. Albrechtsen. Martti H. Aarnio-Wihuri was appointed to his current position effective January 1, 2014. Prior to January 1, 2014, Martti H. Aarnio-Wihuri was involved in a number of special projects with Wihuri Oy. Karen A. Albrechtsen prior to December 31, 2015 was Vice-President and Controller, Oak Point Service. The term of each director runs from the time of his or her election to the next succeeding annual meeting of shareholders or until his or her successor is elected or appointed.

No director has been involved with a company subject to a cease trading order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation during the past ten years.

No director has been associated with a company involved with a procedure under the *Bankruptcy and Insolvency Act* (Canada) during the past ten years with the exception of J.R. Lavery, who was a director and chairman of 2980304 Canada Inc. (formerly Jazz Golf Equipment Inc.). In October 2006, this company made a proposal under the *Act*, which involved the sale of all the company's assets to a newly formed company that was wholly owned by its main shareholder, ENSIS Growth Fund Inc. The proposal received court approval and was subsequently approved by the creditors of the company.

Executive Officers

Name and Municipality of Residence	Office with Winpak	Principal Occupation
B.J. Berry Winnipeg, Manitoba, Canada	President and Chief Executive Officer	President and Chief Executive Officer Winpak Ltd.
K.M. Byers Newnan, Georgia, USA	Vice President	President Winpak Films Inc.
D.A. Johns Winnipeg, Manitoba, Canada	Vice President	President Winpak Division, a division of Winpak Ltd
T.L. Johnson St Lazare, Quebec, Canada	Vice President	President Winpak Heat Seal Packaging
K.P. Kuchma Winnipeg, Manitoba, Canada	Vice President and Chief Financial Officer	Vice President and Chief Financial Officer Winpak Ltd.
J.R. McMacken Washington Crossing, Pennsylvania, USA	Vice President	Executive Vice President Winpak Portion Packaging
O.Y. Muggli Winnipeg, Manitoba, Canada	Vice President	Vice President, Technology Winpak Ltd.
D.J. Stacey Trout Valley, Illinois, USA	Vice President	President Winpak Portion Packaging

Each of the executive officers listed above has held the office with Winpak and principal occupation listed above for at least the last five years with the exception of Mr. Muggli who prior to his appointment as Vice President, Technology of Winpak Ltd. on August 22, 2011 held the position of Research & Development Director, Amcor, February 1, 2010. Mr. Stacey who prior to his appointment as President of Winpak Portion Packaging on January 1, 2016 was Vice President Corporate Development of Winpak Ltd. and President of Winpak Lane, Inc. on December 1, 2010. Mr. McMacken who will be retiring in 2016 and effective January 1, 2016 relinquished the position of President of Winpak Portion Packaging and assumed the position of Executive Vice President of Winpak Portion Packaging until his retirement. As a group, executive officers hold, directly or indirectly, 0.4 percent, or 270,900, of the outstanding common shares of Winpak Ltd. Winpak has an Executive Committee comprised of the above listed executive officers. The Executive Committee, in consultation with the Board of Directors, establishes the objectives and the long-term direction of the Company. The Executive Committee meets regularly throughout the year to review progress towards achievement of the Company's goals and to implement policies and procedures directed at optimizing performance.

**ITEM 11: PROMOTERS**

There has been no Promoter of Winpak Ltd. within the last three years.

**ITEM 12: LEGAL PROCEEDINGS**

In the normal course of business activities, the Company is subject to various legal actions, none of which involve any claim for damages exceeding ten percent, exclusive of interest and costs, of the current assets of the Company. Management contests these actions and believes that their resolution will not have a material adverse impact on the Company's financial condition.

**ITEM 13: INTERESTS IN MATERIAL TRANSACTIONS**

During the last three years, the Company had transactions with its ultimate majority shareholder Wihuri International Oy (prior to January 1, 2014 – Wihuri Oy), which is controlled by Mr. Antti I. Aarnio-Wihuri, Chairman of the Board of Directors of Winpak Ltd., including revenue of \$13,000 in 2015, \$133,000 in 2014 and \$0 in 2013, purchases of \$4,191,000 in 2015, \$4,006,000 in 2014 and \$2,487,000 in 2013 and commission income of \$602,000 in 2015, \$475,000 in 2014 and \$457,000 in 2013. As at the year-end date, accounts receivable includes amounts of \$136,000, \$87,000 and \$84,000 in 2015, 2014 and 2013 respectively and accounts payable includes amounts of \$353,000, \$432,000 and \$35,000 in 2015, 2014 and

2013 respectively with the majority shareholder company. These transactions were made at market values with normal payment terms.

#### **ITEM 14: TRANSFER AGENTS AND REGISTRARS**

The Company's Transfer Agent and registrar is Computershare Investor Services Inc. and is located at 600, 530 - 8<sup>th</sup> Ave SW, Calgary, AB, T2P 3S8. The Company's share register is maintained in Calgary.

#### **ITEM 15: MATERIAL CONTRACTS**

None.

#### **ITEM 16: INTERESTS OF EXPERTS**

KPMG LLP, of Winnipeg, Manitoba, Canada are the independent Auditors of the Company. The Auditors provided the Auditors' Report to the Shareholders of Winpak Ltd. for the most recently completed financial year that is filed with the Company's financial statements under National Instrument 51-102. KPMG LLP has no registered or beneficial interests, direct or indirect, in any securities or other property of Winpak Ltd. or any of its associates or affiliates.

#### **ITEM 17: ADDITIONAL INFORMATION**

Additional information, including remuneration and indebtedness of the directors and officers, principal holders of the securities of the Company and interests of insiders in material transactions, where applicable, is contained in the Company's Information Circular for its most recent annual meeting of shareholders, which involves the election of directors. Additional financial information is provided in the Company's Consolidated Financial Statements and Management's Discussion and Analysis for its most recently completed financial year and a copy of such documents may be obtained upon request from the Secretary of the Company at 100 Saulteaux Crescent, Winnipeg, Manitoba, R3J 3T3, telephone (204) 889-1015, fax (204) 888-7806, or by email [info@winpak.com](mailto:info@winpak.com).

This additional information and other information relating to Winpak Ltd. may be found on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **APPENDIX A – FORM 52-110 F1**

Audit Committee Information required in the Annual Information Form (AIF) is contained in Form 52-110 F1 as set out in the following pages.

## **APPENDIX A -- Form 52-110 F1**

### **Audit Committee Information Required in the AIF**

#### **AUDIT COMMITTEE TERMS OF REFERENCE**

##### **AUDIT COMMITTEE**

The committee of the Board of Winpak Ltd. (the "Company") known as the Audit Committee (the "Committee") is established, with terms of reference as set out below.

##### **MEMBERSHIP AND CHAIRMAN**

Following each annual meeting of shareholders, the Board shall elect three or more directors (the "members"), who shall meet the independence and financial literacy requirements of the Canadian Securities Administrators ("CSA"), to serve on the Committee until the close of the next annual meeting of shareholders of the Company or until the member ceases to be a director, resigns or is replaced, whichever first occurs. Any member may be removed from office or replaced at any time by the Board.

The Board shall appoint one of the members as the Chairman of the Committee. If the Chairman is absent from a meeting, the members shall select a Chairman from those in attendance to act as Chairman of the meeting.

##### **RESPONSIBILITIES**

#### **1. PUBLICLY DISCLOSED FINANCIAL INFORMATION**

- (a) The Committee shall review and recommend for approval by the Board, before release to the public:
  - (i) audited annual consolidated financial statements, in conjunction with the report of the external auditors; and
  - (ii) all public disclosure documents containing audited or unaudited financial information, including any prospectus, the annual information form and management's discussion and analysis of financial condition and results of operations unless otherwise directed in these Terms.
- (b) The Committee shall review and approve before release to the public the interim unaudited consolidated financial statements.
- (c) The Committee shall review any report that accompanies published consolidated financial statements (to the extent such a report discusses financial condition or operating results) for consistency of disclosure with the consolidated financial statements themselves.
- (d) In its review of the consolidated financial statements, the Committee should obtain an explanation from management of all significant variances between comparative reporting periods and an explanation from management for items that vary from expected or budgeted amounts as well as from previous reporting periods.

#### **2. FINANCIAL REPORTING AND ACCOUNTING TRENDS**

The Committee shall:

- (i) review and assess the effectiveness of accounting policies and practices concerning financial reporting;

- (ii) review with management and with the external auditors any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgments of management that may be material to financial reporting;
- (iii) question management and the external auditors regarding significant financial reporting issues discussed and the method of resolution; and
- (iv) review all general accounting trends and issues of accounting policy, standards and practices that affect or may affect the Company.

### **3. INTERNAL CONTROLS**

- (a) The Committee shall assess the adequacy and effectiveness of internal controls over the accounting and financial reporting systems, with particular emphasis on controls over computerized systems.
- (b) The Committee shall review:
  - (i) the evaluation of internal controls by the external auditors, together with management's response;
  - (ii) the report issued by the internal auditor and management's response and subsequent follow-up to any identified weakness;
  - (iii) the working relationship between the internal and external auditors and management; and
  - (iv) the appointments of the chief financial officer and any key financial executives involved in the financial reporting process.

### **4. INTERNAL AUDIT**

The Committee shall:

- (i) review the terms of reference and annual objectives of the internal auditor;
- (ii) review the adequacy of the Company's internal audit resources; and
- (iii) ensure the internal auditor has ongoing access to the Chairman of the Committee as well as all officers of the Company, particularly the Chairman of the Board and the Chief Executive Officer (CEO).

### **5. EXTERNAL AUDITORS**

- (a) The Committee shall recommend to the Board the appointment of the external auditors, which firm reports to the Committee and the Board, but is ultimately accountable to the Shareholders.
- (b) The Committee shall receive periodic reports from the external auditors regarding the auditors' independence, discuss such reports with the auditors, and if so determined by the Committee, recommend that the Board take appropriate action to satisfy itself as to the independence of the auditors.
- (c) The Committee shall review the terms of the external auditors' engagement and the appropriateness and reasonableness of the proposed audit fees.
- (d) The Committee shall review and preapprove any engagements for material non-audit services provided by the external auditors or its affiliates, together with the fees for such services, and consider the impact of this on the independence of the external auditors.
- (e) When a change of auditors is proposed, the Committee shall review all issues related to the change, including the information to be included in the notice of change of auditors called for under the applicable securities law, and the planned steps for an orderly transition.

- (f) The Committee shall review all reportable events, including disagreements, unresolved issues and consultations, as defined in the applicable securities law, on a routine basis whether or not there is to be a change of auditors.

## **6. AUDIT PROCEDURES**

- (a) The Committee shall review the audit plans of the internal and external auditors, including the degree of co-ordination in those plans, and shall inquire as to the extent to which the planned audit scope can be relied upon to detect weaknesses in internal control, fraud or other illegal acts. The audit plans should be reviewed with the external auditors and with management, and the Committee should recommend to the Board the scope of the external audit as stated in the audit plan.
- (b) The Committee shall review any problems experienced by the external auditors in performing the audit, including any restrictions imposed by management or significant accounting or financial reporting issues on which there was a disagreement with management, and the resolution of the disagreements.
- (c) The Committee shall review the post-audit or management letter containing the recommendations of the external auditors, and management's response and subsequent follow-up to any identified weakness.

## **7. OTHER RESPONSIBILITIES**

- (a) The Committee shall review such litigation, claims, transactions or other contingencies as the internal auditor, external auditors or any officer of the Company may bring to its attention, and shall periodically review the Company's risk management programs and comprehensive computer disaster recovery plans.
- (b) The Committee shall review complaints received by the Company regarding accounting, internal accounting controls, or auditing matters.
- (c) The Chairman of the Committee performs a secondary review of "whistleblower" reports submitted confidentially by employees of the Company to the independent service provider regarding health and safety, fraud, unethical behavior, discrimination, bullying and confidentiality. The Chair will follow up such reports where appropriate and will inform the entire Committee of any such follow-up activities.
- (d) The Committee shall review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (e) The Committee shall monitor performance of the Company's pension plan investments and the pertinent activities of the Company Pension Committee.
- (f) The Committee shall review the policy on use of derivatives and monitor the risk.
- (g) The Committee shall review any related party transactions in line with the applicable securities law.
- (h) The Committee shall consider other matters of a financial nature as directed by the Board.

## MEETINGS

Regular meetings of the Committee shall be held quarterly. Special meetings of the Committee may be called by the Chairman of the Committee, the external auditors, the Chairman of the Board of the Company, the CEO or the internal auditor.

The powers of the Committee shall be exercisable by a meeting at which a quorum is present. A quorum shall be not less than a majority of the members of the Committee from time to time. Subject to the foregoing requirement, unless otherwise determined by the Board, the Committee shall have the power to fix its quorum and to regulate its procedure.

Notice of each meeting shall be given to each member, the external auditors, the Chairman of the Board of the Company, the CEO and the Chief Financial Officer and the internal auditor, any or all of whom shall be entitled to attend and each of whom shall attend whenever requested to do so by the Chairman of the Committee or the Secretary.

The Committee will periodically meet with the external auditors, the internal auditor and senior management.

Notice of meeting may be given orally or by e-mail, letter, telephone facsimile transmission or telephone not less than 24 hours before the time fixed for the meeting. Members may waive notice of any meeting. The notice need not state the purpose or purposes for which the meeting is being held.

Matters decided by the Committee shall be decided by majority vote.

The Committee shall have the authority to retain special legal counseling, accounting or other consultants as it may see fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee.

The Secretary of the Company or designate of the Secretary or failing that the designate of the Chairman of the Committee shall be the Secretary of meetings of the Committee and shall maintain minutes of all meetings and deliberations of the Committee.

The Committee shall report to the Board on its proceedings, reviews undertaken and any associated recommendations.



**Composition of the Audit Committee**

Name	Independent	Financially Literate
Donald R.W. Chatterley (Chair)	Yes	Yes
Karen A. Albrechtsen	Yes	Yes
Alan B. Martyszenko	Yes	Yes
Ilkka T. Suominen	No	Yes

**Relevant Education and Experience**Donald R.W. Chatterley:

FCPA, FCA

Partner, PricewaterhouseCoopers LLP, Canada, Winnipeg office, 1979 to 2003

Karen A. Albrechtsen

CPA, CMA

Vice President and Controller, Oak Point Service, 1984 to 2015

Alan B. Martyszenko

CPA, CA, Chartered Business Valuator, Chartered Financial Analyst

Senior Partner, M Group Chartered Professional Accountants LLP, 2000 to present

G. Henderson Distributors Limited, Executive Vice-President, 1994 to 1996,

President and Chief Operating Officer, 1996 to 2000

Price Waterhouse, various positions, 1980 to 1991, Partner, 1991 to 1994

Ilkka T. Suominen:

Masters Science (Economics), 1985

Stanford Executive Program, 1998

Wihuri International Oy, Vice-President &amp; Chief Financial Officer, 2003 to present

Rettig Heating Group BV, The Netherlands, Chief Financial Officer, 2000 to 2003

Danisco Cultor America, Inc., New York, Vice President Finance, 1996 to 2000

Cultor Plc, Finland, various positions, 1985 to 1995

**Reliance on Exemption in Sections 3.3(2) or 3.6.**

Yes, section 3.3 (2)

Ilkka T. Suominen, as Vice President and Chief Financial Officer of Wihuri International Oy, is not considered independent pursuant to section 1.4 of National Instrument (NI) 52-110. Wihuri International Oy ultimately owns 52.3 percent of the outstanding common shares of Winpak Ltd. and is thus the parent company of Winpak Ltd.

Section 3.3(2) of NI 52-110 provides an exemption from independence requirements of an audit committee member. Mr. Suominen meets the requirements of section 3.3(2) in that:

- a) he is independent of Winpak Ltd. in all other aspects but for his position as Vice President and Chief Financial Officer of Wihuri International Oy,
- b) Wihuri International Oy, as a private company, does not have its securities trading in the market place,
- c) Mr. Suominen does not act as the chair of the audit committee, and
- d) The Board of Directors of Winpak Ltd. has determined that Mr. Suominen is able to exercise the impartial judgment necessary for him to fulfill his responsibilities as an audit committee member and it is in Winpak's best interests for him to serve in this capacity.

**Reliance on Section 3.8**

None

**Audit Committee Oversight**

There were no such recommendations.

## Pre-Approval Policies and Procedures

### Winpak Ltd. and Subsidiaries

#### PROCEDURES FOR APPROVAL OF AUDIT AND NON-AUDIT SERVICES BY THE EXTERNAL AUDITORS

##### I. Audit Committee Pre-Approval of Services

In accordance with the requirements of securities regulations to which Winpak Ltd. (the "Company") is subject and to safeguard the continued independence of its external auditors, all audit services and non-audit services to be rendered by the Company's external auditors and any related entities (the "Auditors") to the Company, and its subsidiaries (collectively "Winpak") must be the subject of pre-approval by the Audit Committee of the Board of Directors (the "Board").

Such pre-approval shall be based on the following detailed policies and procedures established by the Audit Committee.

##### II. Services that the Auditors may not Provide

The Auditors may not act in any capacity where they could reasonably be seen to:

- function in the role of Winpak management;
- audit their own work; or
- serve in an advocacy role on behalf of Winpak.

Except as otherwise permitted and pre-approved hereby, the Auditors will not be asked to provide any services in the following areas (in each case as more fully defined in applicable corporate and securities regulations or the regulations and guidelines of the appropriate oversight authorities governing the accounting and auditing profession):

1. Bookkeeping and related functions;
2. Financial information systems design and implementation;
3. Appraisal, valuation, fairness opinions or contribution-in-kind reports;
4. Actuarial services;
5. Internal audit outsourcing;
6. Management functions and human resources functions;
7. Broker-dealer, investment advisor or investment banking services;
8. Legal services; and
9. Expert services.

##### III. Pre-Approval of a Range of Services

The engagement for the annual audit of the Company's consolidated financial statements is specifically approved on an annual basis by the execution of the audit engagement letter with the Auditors. Subject to paragraph IV below, engagements of the Auditors involving services for any of the Winpak entities that fall into the following service definitions are pre-approved by the Audit Committee:

<b>Type of Service</b>	<b>Description</b>
<b>Audit Services</b>	
Financial statement audit	Recurring audit of consolidated financial statements including subsidiary company and statutory audits and accounting consultations required to perform an audit in accordance with Generally Accepted Auditing Standards. Quarterly reviews. Review of the income tax provisions reported in the consolidated and other financial statements. Review of complex accounting issues with the Auditors' national office in order to reach an audit judgment.
Regulatory financial filings	Services relating to regulatory filings including issuance of comfort letters. Statutory and regulatory filings including prospectuses and registration statements.
Attestation services	Attestation services relating to the report on the entity's internal controls that may become required under Canadian legislation/regulations.
<b>Audit Related Services</b>	
Employee benefit plan audits	Audit of pension and other employee benefit plans and funds.
Financial due diligence in connection with acquisitions and divestitures	Assistance in financial and tax due diligence, including review of financial statements, financial data and records, income tax returns, tax forms and tax filings, discussion with target's finance and accounting personnel. Accounting consultation and audits in connection with acquisitions and divestitures.
Other attestation services	Attestation services, including regarding lenders, that are not required by statute or regulation.
Consultation regarding Canadian generally accepted accounting principles ("GAAP")	Discussions, review and testing of impact of new pronouncements, acquisition accounting, and other GAAP topics.
<b>Tax Services</b>	
Tax compliance	Preparation and/or review of income, capital, sales, use, property, excise, local, value added tax ("VAT") and goods and services tax ("GST"), tax returns, filings and forms. Consultation regarding handling of items for income tax returns, required disclosures, elections, and filing positions available.
Tax consulting	Assistance with income tax audits, examinations or requests for information. Responding to requests regarding technical interpretations, applicable laws and regulations, and tax accounting. Tax advice on mergers, acquisitions, restructurings, financings, inter-company transactions, foreign tax credits, foreign income tax, tax accounting, foreign earnings and profits, capital tax, sales tax, use tax, property tax, the treatment in any jurisdiction of foreign subsidiary income, VAT, GST, excise tax or equivalent taxes in the jurisdiction. Assistance with tax appeals that are not in front of a tax court or its equivalent. Advice regarding tax legislation or codes including interpretations, procedures and advance tax rulings or private letter rulings thereof, or their equivalent, in applicable jurisdictions in the following areas: income, capital, sales, use, property, excise, local, VAT and GST taxes, and cross-border personnel issues.

<u>Type of Service</u>	<u>Description</u>
Transfer pricing	Advice and assistance with respect to transfer pricing matters, including preparation of reports used by the company to comply with taxing authority documentation requirements regarding royalties, services and inter-company pricing and assistance with tax exemptions.
Customs and duties	Compliance reviews and advice on compliance in the areas of tariffs and classification, origin, pricing, and documentation. Assistance with customs audits or requests for information.
Expatriate tax services	Preparation of individual income tax returns, advice on impact of changes in local tax laws and consequences of changes in compensation programs or practices. Compliance and advice in relation to benefits and compensation, stock options, and tax equalization policies.
<b>Other Services</b>	
Valuation	Valuation services for non-financial reporting in connection with tax-only valuations and valuation services to review and comment on tax-related valuations prepared by Winpak or third parties.
Other	Fact finding services and forensic investigations under the supervision of the Audit Committee; environmental audits; non-financial systems design and implementation.
Other	Benchmarking and surveys related to best practices with respect to financial reporting practices.

#### IV. Limits on the Pre-Approval of a Range of Services

In the case of engagement of the Auditors for Audit Services, Audit Related Services and Tax (compliance) Services, as described in more detail in paragraph III, specific fees agreed in advance of performance of the services by the Audit Committee require no further approval or pre-approval from the Audit Committee.

In the case of proposed engagements of the Auditors involving any of the range of services covered under paragraph III that are not agreed in advance as described above, where the fees for any particular engagement are expected to exceed a total of CDN \$25,000, specific pre-approval must be obtained therefore under the provisions of paragraph V hereof.

The general pre-approval of the range of services covered under paragraph III will be brought to the Audit Committee for review and, if thought appropriate, renewal on an annual basis.

In respect of services under paragraph III where the fees for any particular engagement are expected to be less than or equal to a total of CDN \$25,000, the Audit Committee shall be notified, in sufficient detail, of any such services commenced by the Auditors upon demand but at least annually. In the event that total fees for a group of particular engagements exceed CDN \$100,000 in any fiscal year, specific approval must be obtained under the provisions of paragraph V hereof for the total fees for the group of particular engagements before the commencement of any new particular engagement involving fees totaling less than CDN \$25,000 forming part of a new group of engagements.

In the event that services under paragraph III are commenced by the Auditors and where the services are not agreed to in advance as described above, where the fees for a particular engagement were expected to be less than or equal to a total of CDN \$25,000, specific pre-approval must be obtained therefore under the provisions of paragraph V hereof if such fees are later expected to exceed a total of CDN \$25,000.

#### V. Delegation of Pre-Approval of Individual Services

Winpak management and/or the Auditors may seek pre-approval by the Audit Committee of the engagement of the Auditors to provide particular services in certain cases.

Where particular pre-approval is required, the Audit Committee has delegated the authority to effect such pre-approval to the Chairman of the Committee.

Under no circumstances may the Audit Committee delegate its responsibilities to Winpak management.

For greater certainty, if an engagement with the Auditors for a particular service is contemplated that is neither prohibited under paragraph II hereof, nor covered under the range of services under paragraph III hereof, in order for such engagement to proceed it must be the subject of individual pre-approval under this paragraph.

It is the responsibility of management to determine whether a particular service is covered by the pre-approved range of services. Management should seek the guidance of the Audit Committee Chairman where there is any ambiguity about whether a particular service is pre-approved.

#### VI. Engagement Letters

Pre-approved audit and non-audit services where the fees for a particular engagement exceed CDN \$25,000 shall be provided by the Auditors pursuant to an engagement letter with the appropriate Winpak entity that satisfies each of the following requirements:

- i. the engagement letter shall be in writing and signed by the Auditors; and
- ii. the engagement letter shall set out the particular audit services and non-audit services to be provided by the Auditors which, unless individually pre-approved, shall be within the categories of pre-approved services described in paragraph III hereof.

#### VII. Reports of Services to the Audit Committee

At every regularly scheduled meeting of the Audit Committee, management shall report all new engagements of the Auditors since the last such report that required pre-approval under the provisions of paragraph V hereof. The Auditors may comment on the report if they wish to do so. All engagement letters entered into pursuant hereto shall be made available to the Audit Committee upon demand.

#### VIII. Effective Date

The initial effective date of these policies and procedures was February 16, 2004. Amendments up to the Date of this AIF have been incorporated.

#### **External Auditors Service Fees by Category** (thousands of US dollars)

<b>Category</b>	<b>2015</b>	<b>2014</b>
Audit Fees	192.9	215.5
Audit Related Fees	38.0	44.0
Tax Fees	64.4	-
All other Fees	-	-
<b>Total Fees</b>	<b>295.3</b>	<b>259.5</b>

Fees are disclosed according to the date the assignment was confirmed, irrespective of billing date.