

April 19, 2004

To: Alberta Securities Commission
Saskatchewan Securities Commission
Manitoba Securities Commission
Ontario Securities Commission
Nova Scotia Securities Commission
Securities Administration Branch, New Brunswick
Office of the Attorney General, Prince Edward Island
Securities Commission of Newfoundland and Labrador
Registrar of Securities, Government of Yukon
Registrar of Securities, Department of Justice,
Government of Northwest Territories
Registrar of Securities, Legal Registries Division, Department of Justice,
Government of Nunavut

Dear Sirs:

The Board of Winpak Ltd. at a recent meeting authorized this submission in response to proposed Multilateral Policy 58-201 Effective Corporate Governance (the "Proposed Policy") and proposed Multilateral Instrument 58-101 Disclosure of Corporate Governance Practices.

This submission is limited to the impact of the definition of "Independent" where an issuer has a controlling Shareholder. In the case of Winpak, Wihuri OY is a controlling Shareholder as it holds a majority of the voting equity securities of the issuer. The proposed instrument should be clarified to be clear that share ownership by itself does not disqualify a person as independent.

The Proposed Policy states that a Director is independent if he or she has no direct or indirect material relationship issuer. A "material relationship" is a relationship which could, in view of the issuer's Board, reasonably interfere with the exercise of a Director's independent judgment. The Proposed Policy adopts subsection 1.4(3) of Multilateral Instrument 52-110 Audit Committees (other than an individual described in clauses 1.4(3)(f)(i) or (g) of that instrument) as having a material relationship.

The definition of material relationship does not exclude interest or relationships arising from holdings in the issuer as did the TSX guidelines in its definition of an unrelated director. If owning a majority of the issues shares of an issuer by itself constitutes a material relationship, there will be many issuers who will not comply with the recommended best practices. In the instance of a controlling shareholder, is it realistic

to recommend that a majority of directors be independent, that the Chair of the Board be independent and that the Nominating and Compensation Committees be composed entirely of independent directors. It is submitted that the integrity of the Board is not weakened by having representatives of a controlling shareholder in positions of responsibility on the Board. If the definition of material relationship was amended to clarify that the owning of shares by itself does not constitute a material relationship, compliance could be expected.

Respectfully submitted,

E. R. Yarnell,
*Chairman of the Corporate Governance,
and Nominating Committee of Winpak Ltd.*