

Primo Water Corporation Board of Directors Nominating and Governance Committee Charter

Purpose

The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Primo Water Corporation shall: (i) establish membership criteria for the Board; (ii) establish and communicate to stockholders a method of recommending potential director nominees for the Committee’s consideration; (iii) identify individuals qualified to become directors consistent with such criteria and select the director nominees; (iv) plan for continuity on the Board; (v) recommend action to the Board upon any vacancies on the Board; (vi) facilitate the annual evaluation of the performance of the Board and its committees; (vii) periodically review Chief Executive Officer (“CEO”) and management succession plans; and (viii) consider and recommend to the Board other actions relating to the Board, its members and its committees.

Membership

The Committee’s membership shall be determined by the Board and shall consist of at least three members who shall meet the applicable independence requirements of The NASDAQ Stock Market LLC (“Nasdaq”). The members of the Committee shall be subject to removal by the Board. The determination of any member’s qualification to serve on the Committee shall be made by the Board. Each member shall serve until his or her successor is duly appointed and qualified or until such member’s resignation or removal by the Board.

Powers and Duties

In addition to such other powers and duties as the Board may from time to time assign, the Committee shall:

Board and Committee Membership

1. Identify and assess Board candidates considering, among other items, (i) roles and contributions valuable to the business community; (ii) personal qualities of leadership, character, judgment and whether the candidate possesses and maintains throughout service on the Board a reputation in the community at large of integrity, trust, respect, competence and adherence to the highest ethical standards; (iii) relevant knowledge and diversity of background, viewpoints and experience; (iv) whether the candidate is free of conflicts and has the time required for preparation, participation and attendance at all meetings; and (v) applicable listing standards of Nasdaq (the “Board Membership Criteria”). The Committee’s current Director Nominating Process and Policy (the “Director Nominating Process and Policy”) is attached as Exhibit A and may be amended from time to time in the discretion of the Committee. A director’s qualifications in light of the Board Membership Criteria is considered at least each time the director is re-nominated for Board membership.
2. Review and evaluate all stockholder nominees for director (submitted in accordance with the Committee’s policy and the Company’s Bylaws) in accordance with the Board Membership Criteria.
3. Recommend candidates to the Board either to stand for election at the next meeting of Company’s stockholders in which directors will be elected or for appointment to the Board in the event of a vacancy on the Board.

4. Review the appropriate size of the Board, the requisite skills and characteristics of its members, and the Board's committee structure.
5. Review leadership structure of the Board, including reviewing and making recommendations with respect to whether the positions of Chairman of the Board and CEO should be held by different individuals and whether the Board should have a lead independent director.
6. Recommend to the Board the structure of its committees and the appointment of committee members and chairs, which shall be appointed by the Board.
7. Request and review the resignation of directors in appropriate circumstances.

Corporate Governance

8. Review the Company's overall corporate governance, including the Company's Certificate of Incorporation and Bylaws, at least annually and recommend any changes to the Board for its review and approval.
9. Review and make recommendations to the Board concerning the Company's Code of Business Conduct and Ethics, and assist the Board in reviewing and granting any waiver requests.
10. Review shareholder proposals relating to corporate governance matters and recommend to the Board the Company's response to such proposals.
11. Develop and recommend to the Board for its review and approval an annual self-assessment process of the Board and its committees and oversee such process.

Other Items

12. Review, and make recommendations to the Board regarding, the director's and officer's indemnification and insurance policies and arrangements.
13. Review with the Chairman of the Board and the CEO their respective assessments of corporate officers and succession plans relating to such officers' positions, and make recommendations to the Board with respect to the selection of individuals to occupy these positions.
14. Report regularly to the Board.
15. Review the adequacy of this Charter at least annually and recommend any changes to the Board.
16. Conduct an annual performance evaluation of the Committee.
17. Retain outside legal and other advisors and search firms, and approve related fees and retention terms, all as the Committee may deem appropriate in its sole discretion.

Structure and Operations.

The Board shall designate one member of the Committee to act as the Committee's chair. The Committee shall meet at least two times a year at such times and places determined by the Committee chair, with further meetings to occur, or actions to be taken by written consent, when deemed necessary or desirable by the Committee or its chair. The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board. The Committee may form and delegate authority to

subcommittees. Except as expressly provided in this Charter, the Company's Bylaws, any regulation required by law or the Nasdaq listing standards, the Committee shall set its own rules of procedure.

* * *

**Primo Water Corporation
Director Nominating Process and Policy**

The following is the process and policy that the Nominating and Governance Committee (the “Committee”) of Primo Water Corporation (the “Company”) shall follow when selecting nominees for the Board of Directors (the “Board”) of the Company.

1. The Committee will utilize the Board Membership Criteria established by the Committee to select the most qualified candidates.
2. The Committee will solicit candidate recommendations from Committee members, other directors and management. The Committee may engage the services of search firms and advisors to help the Committee identify and screen potential director nominees.
3. The Committee will consider recommendations for director nominees made by stockholders and other sources (including self-nominees) if these individuals meet the Board Membership Criteria. For consideration by the Committee, the submission must be sent to the Corporate Secretary’s Office and include a detailed background of the suggested candidate that demonstrates how the individual meets the Board Membership Criteria. If a candidate proposed by a stockholder or other source meets the Board Membership Criteria, the individual will be considered on the same basis as other candidates.
4. The Committee will assess the Board’s current and anticipated strengths and needs based upon the Board’s current profile and the Company’s current and future needs.
5. The Committee will screen the slate of director candidates to identify the individuals who best fit the Board Membership Criteria and the Committee’s assessment of the Board’s needs. During the selection process, the Committee shall seek inclusion and diversity within the Board, consistent with the Board Membership Criteria.
6. Prior to nomination of a new director, the Committee will review a candidate’s background and references. In addition, the Committee will follow other prudent practices prior to nomination, such as interviews of the potential nominee with Board members and senior management.
7. Based upon the results of the foregoing, the Committee will (a) recommend for election by the Board a candidate to fill a vacancy or a newly created directorship and (b) for each annual meeting, recommend for nomination by the Board a slate of directors for the election by stockholders.

* * *