

## **Primo Water Corporation Board of Directors Compensation Committee Charter**

### **Purpose**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Primo Water Corporation (the “Company”) shall: (i) review the Company’s compensation practices and policies; (ii) annually review and approve the compensation for the Chief Executive Officer (the “CEO”) and the other senior executives; (iii) evaluate CEO performance; and (iv) annually assist in the Company’s compliance with the regulations of the Securities and Exchange Commission (“SEC”) regarding executive compensation disclosure.

### **Membership**

The Committee’s membership shall be determined by the Board based on the recommendations from the Nominating and Corporate Governance Committee, 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 and those required by the Nasdaq listing standards, the Committee shall:

#### *Compensation Practices and Policies*

1. Review the compensation practices and policies of the Company to ensure they provide appropriate motivation for corporate performance and increased shareholder value.
2. Oversee administration of the Company’s compensation plans and programs (including its 2004 Stock Plan, 2010 Omnibus Long-Term Incentive Plan and 2010 Employee Stock Purchase Plan), determine the employees who receive awards and the size of those awards under such plans and programs, and make recommendations to the Board regarding the adoption, amendment or termination of such plans and programs.
3. Retain, terminate and approve fees of, in its sole discretion, any compensation consultant used to assist in the evaluation of compensation.
4. Assist in the preparation of, and review and discuss with management, the disclosures made in “Compensation Discussion and Analysis” required by SEC regulations and recommend to the Board whether such “Compensation, Discussion and Analysis” be included in the Company’s annual filings with the SEC.
5. Review the compensation practices and policies of the Company, and provide oversight and direction regarding the same, to ensure they do not incentivize the Company’s employees to create risks that may have a materially adverse effect on the Company.

### *Executive Compensation*

6. Annually review and approve the compensation arrangements for the Company's senior executives (with the Chief Executive Officer not being present during any deliberations or voting with respect to his compensation).
7. Review and approve corporate goals and objectives related to CEO compensation and evaluate the CEO's performance in light of those goals and objectives.
8. Approve, as applicable for the senior executives of the Company, employment agreements, consulting agreements, severance or retirement arrangements, or change-in-control arrangements.
9. Review shareholder proposals relating to executive compensation matters and recommend to the Board the Company's response to such proposals.

### *Other Items*

10. Review, at least annually, and recommend the form and amount of director compensation, including any additional compensation for service on Board committees.
11. Oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility.
12. Report regularly to the Board.
13. Review the adequacy of this Charter at least annually and recommend any changes to the Board.
14. Conduct an annual performance evaluation of the Committee.
15. Retain outside legal, accounting or other advisors, and approve related fees and retention terms, all as the Committee may deem appropriate in its 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 four 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. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who are (i) "Non-Employee Directors" for the purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as amended, or (ii) "outside directors" for the purpose of Section 162(m) of the Internal Revenue Code. 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.

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