

Primo Water Corporation
Board of Directors
Corporate Governance Guidelines
(Effective January 10, 2019)

The Board of Directors (the “Board”) of Primo Water Corporation, a Delaware corporation (the “Company”), acting upon the recommendation of the Company’s Nominating and Governance Committee (the “Governance Committee”), has adopted these Corporate Governance Guidelines (the “Guidelines”) to assist the Board and its committees in the exercise of its responsibilities and to establish a common set of expectations and guidelines to provide the governance framework for the conduct of the business of the Board and its committees. These Guidelines are in addition to, and do not change or interpret, any federal or state law or regulation, the Company’s Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) or the Company’s Bylaws.

I. Board Structure and Director Elections

- A. Board Size. The Certificate of Incorporation prescribes that the number of directors will consist of not less than three nor more than twelve members, with the precise number to be determined from time to time by resolution of the Board.
- B. Director Independence. A majority of the Board is comprised of persons independent of management and the Company as required by the listing requirements of The NASDAQ Stock Market LLC (“Nasdaq”). At least annually, the Governance Committee reviews all relevant material information and makes recommendations to the Board concerning the independence of each director. Based upon those recommendations, the Board makes an affirmative determination as to the independence of each director.
- C. Board Membership Criteria; Director Selection and Nomination Process. The Charter of the Governance Committee charges the Governance Committee with identifying and assessing Board candidates considering, among other items, the factors enumerated in the Governance Committee’s Charter. The Governance Committee will also give consideration to the Company’s Board Qualifications and Diversity Policy in identifying and assessing Board candidates.

Upon recommendation from the Governance Committee, the Board is responsible for nominating individuals for election to the Board at any annual or special meeting of stockholders and for filling vacancies on the Board that may occur between annual meetings of stockholders.

Stockholders who wish to recommend director candidates for consideration by the Governance Committee may do so by submitting a written recommendation to the Corporate Secretary at 101 North Cherry Street, Suite 501, Winston-Salem, North Carolina 27101. The Governance Committee applies the same criteria for membership to the Board to candidates recommended by stockholders and nominated by the Board.

The Governance Committee is responsible for reviewing, on at least an annual basis, the requisite experience, capabilities and diversity of proposed nominees as well as the composition of the Board as a whole.

- D. Majority Voting; Resignation Policy. The Company's Bylaws provide that those nominees for election to the Board who receive the highest number of votes will be deemed to have been elected, without regard as to whether each such nominee received a majority of the votes cast with respect to such nominee's election in favor of election.

However, solely in respect of any uncontested election of directors, in the event that such nominee does not receive a majority of the votes cast in respect of such director's election, the Board expects such nominee to tender his or her resignation to the Governance Committee and the Board, regardless of whether such nominee received the votes necessary for election under the Company's Bylaws. The Governance Committee will act on an expedited basis to determine whether to recommend to the Board whether to accept such director's resignation. The Governance Committee and the Board may consider any factor they deem relevant to the Company's best interests in deciding whether to accept such director's resignation. The Board will make, and publicly disclose, its decision with respect to the acceptance or rejection of a resignation tendered pursuant to these Guidelines within 90 days after the certification of the results of the meeting of stockholders at which such director's nomination was considered. Such public disclosure will include the rationale underlying such decision. The Governance Committee and the Board expect the director whose resignation is under consideration to abstain from participating in any decision regarding such resignation.

- E. Service on Other Boards of Directors. The Board recognizes that its members benefit from service on the boards of other companies. However, the Board also believes it is critical that directors have the ability to dedicate sufficient time and energy to their service on the Board. To that end, the Board imposes the following limitations on each director's service on boards of other for-profit companies: (i) directors cannot serve on more than three (3) public company boards in addition to the Company's Board (for a total of four (4) public company boards); (ii) a Board member who also serves as Chief Executive Officer (or equivalent position) of another public company cannot serve on more than two (2) public company boards and (iii) directors cannot serve on more than three (3) public company audit committees (including the Company's Audit Committee). Directors who are considering joining the board of another entity (whether for-profit or not-for-profit) must provide timely notice to the Executive Chairman and the Chair of the Governance Committee before accepting the invitation to serve on such board.
- F. Mandatory Retirement. Subject to the mandatory retirement age below, the Board does not impose term limits on directors, as the Board believes that such term limits would present a risk of losing members of the Board who provide a valuable contribution to the Board, the Company and its stockholders with increased insight into the Company and its operations. However, the Governance Committee will review the continuation of each

director nominated by the Governance Committee each year and monitor performance through the evaluation process described further below.

No candidate shall be eligible for election or reelection as a director if, at the time of such election, he or she is 75 or more years of age, unless the Board affirmatively determines otherwise.

- G. Change in Primary Occupation. When a director materially changes his or her principal occupation or job responsibilities that were held when he or she was last elected to the Board, such director shall offer to resign from the Board by tendering an offer of resignation to the Governance Committee. While the Board does not necessarily believe that any director who retires or changes from the position that he or she held when last elected to the Board must necessarily resign from the Board, the Governance Committee should be allowed time to review the continued appropriateness of Board membership under these circumstances. The Governance Committee will make a formal recommendation to the Board as to whether to accept such resignation offer.

II. Board Leadership

- A. Separation of Chairman and Chief Executive Officer. The Company's Bylaws provide that the Board may, in its discretion, appoint one of its members as an Executive Chairman or Non-Executive Chairman (as applicable, the "Chairman"). The Chief Executive Officer may, but is not required to, also hold the office of Executive Chairman.
- B. Lead Independent Director. At any time where the Board appoints a Chairman who is not independent under applicable Nasdaq listing standards, the independent directors will annually elect a lead independent director (the "Lead Independent Director") from among themselves. The Governance Committee will recommend a candidate for Lead Independent Director based upon, among other matters, the skills and qualifications necessary to serve in such capacity and the length of such director's service on the Board. The Governance Committee and the independent directors will consider rotating the Lead Independent Director role among different independent directors at such intervals as the Governance Committee and the independent directors may determine.

The Lead Independent Director has the following duties and responsibilities, which he or she carries out in consultation with the other independent directors:

- Guides the Board's governance process;
- Presides at all meetings of the Board at which the Chairman is not present, including all executive sessions of the independent directors, and regularly meets with the Chairman and the Chief Executive Officer of the Company for discussion of appropriate matters arising from these sessions;

- Serves as a liaison between the other independent directors, the Chairman and the Chief Executive Officer;
- Seeks input from the independent directors regarding agenda items and the content of meeting materials, and advises the Chairman and Chief Executive Officer as to an appropriate annual schedule of regular Board meetings and major agenda topics;
- Provides input into the design of annual Board and committee performance evaluation process (discussed further in Section III.D below) and assists in implementation of changes arising from such evaluation;
- Along with the Chairman and the Chair and members of the Governance Committee, interviews all candidates for director election and advises the Governance Committee as to his or her recommendation;
- Advises the Governance Committee on recommendations for selection of members of Board committees and chairpersons of such committees;
- If requested by major stockholders, ensures that he or she is available for consultation and direct communication;
- In conjunction with the Compensation Committee, assists in determining performance criteria for evaluating the Executive Chairman (if one is appointed) and Chief Executive Officer and in coordinating the annual performance reviews of the Chief Executive Officer and Executive Chairman (if one is appointed);
- Works with the Compensation Committee, the Chair of the Governance Committee, the Chief Executive Officer and the Chairman to guide the Board's review and evaluation of management succession plans; and
- Performs such other duties and responsibilities as the Board may determine.

III. Board Policies

- A. Orientation and Continuing Education. In order to become familiar with the Company as well as the functioning of the Board, newly-appointed directors receive a variety of materials which provide an overview of the Company, its operations and organization, which may include, at the Company's discretion, presentations by senior management to familiarize new directors with the Company's senior management and strategic plans, significant financial, accounting and risk management issues facing the Company, the Company's internal and independent auditors, and the Company's governance and compliance programs, policies and procedures. Each director is encouraged to take advantage of continuing education opportunities that enhance their ability to fulfill their responsibilities, including programs familiarizing directors with, among other matters, the

Company's business units, recent financial performance, accounting and risk management practices and programs, and the directors' responsibilities under law and Nasdaq listing standards.

- B. Access to Management. Directors will be provided full access to the Company's officers and employees. Directors should use their judgment to ensure that contact with management and information requests are not disruptive to the Company's business operations and copy the Chief Executive Officer on all written communication with Company employees. The Board may adopt more specific procedures designed to promote efficient and effective access to management while minimizing any operational disruptions.
- C. Communications with Stockholders, Analysts, Media and Public. Directors must comply with the confidentiality obligations set forth in the Company's Board Confidentiality Policy and must maintain the confidentiality of all information regarding the Board and committee actions, deliberations and proceedings, including, among other matters, all information about the Company and its directors, officers and affiliates that the director learns in his or her capacity as a director of the Company. Directors must not disclose any such confidential information to any person or entity other than the Company's directors, executive officers, independent accountants, legal counsel and financial and other advisors retained by the Company (except when disclosure is authorized by the Chairman in writing or required by law). No director shall use confidential information for his or her personal benefit or to benefit persons or entities other than the Company and its stockholders.

All communications on behalf of the Company with any stockholders, securities analysts, media, customers, suppliers, retailers and members of the public must be made only by specifically designated representatives of the Company. If a director receives an inquiry relating to the Company, he or she should decline to comment and refer the person making the inquiry to the Chief Executive Officer or the Chief Financial Officer.

- D. Annual Board and Committee Evaluation. The Board believes that a vigorous annual evaluation process of the Board, its committees and each director is a necessary and critical part of the Company's governance practices. Accordingly, the Board will conduct an annual confidential performance evaluation to determine whether it and its committees are performing adequately and effectively.

Each year, the Governance Committee, with the assistance of outside counsel, as necessary will prepare a performance evaluation to be completed by each director, which will solicit comments and feedback on the Board and each committee of which such director is a member. Each performance evaluation will be completed on a confidential and anonymized basis. The Governance Committee will report all such findings and recommendations to the Board.

The Chairman or Lead Independent Director, if appointed, will work with the chair of the Governance Committee to facilitate the performance evaluation process.

- E. Director Compensation and Stock Ownership Guidelines. Independent directors receive compensation for their Board and committee service pursuant to the Company's Non-Employee Director Compensation Policy and are encouraged to meet or exceed certain stock ownership thresholds upon completion of a certain initial period of service pursuant to the Non-Employee Director Compensation Policy. Management directors do not receive any additional compensation for their service on the Board.
- F. Retention of Independent Advisors. The Board and each committee has the power to retain experts or advisors, including independent legal counsel, deemed appropriate by the Board or such committee, as applicable, without consulting or obtaining the approval of any officer of the Company.
- G. Promoting Proper Business Environment and Corporate Ethics. The Board will periodically review the Company's policies relating to business conduct, review management's monitoring of compliance with the Company's Code of Conduct and take such other action as it may deem prudent to ensure the directors and the Company's employees are upholding the ethical standards of the Company in carrying out their responsibilities to and on behalf of the Company.

IV. Director Responsibilities.

Each director has the basic and essential responsibility to exercise their business judgment to act in a manner he or she reasonably believes to be in the best interests of the Company and its stockholders and to carry out his or her obligations in accordance with their duties of loyalty, good faith and due care. In carrying out these obligations, directors should be able to rely on the honesty, integrity and good faith of the Company's senior executives, outside advisors and independent auditors.

V. Committee Matters

- A. Standing Committees. The Board will have at all times a standing Audit Committee, Compensation Committee and Nominating & Governance Committee. All members of these committees will be independent directors, and the members of each committee will meet any additional applicable independence requirements of Nasdaq and the Securities and Exchange Commission ("SEC"). At least one Audit Committee member will be an "audit committee financial expert" as defined under SEC regulations.
- B. Committee Membership and Refreshment. Committee chairs and members will be appointed by the Board upon the recommendation of the Governance Committee with consideration of the responsibilities of each committee and the qualifications of each director. It is the Board's policy for the Governance Committee to periodically recommend rotation of the chairperson and memberships of the Compensation Committee on a periodic basis, in each case, giving consideration to the duration of each director's tenure on the Compensation Committee (including a director's tenure as chair of the committee) and the

qualifications and attributes of each director. For all other Board committees, the Board expects but does not mandate periodic rotation of committee assignments and chairs.

- C. Committee Charters. Each committee will review and reassess the adequacy of its charter on a periodic basis and recommend any proposed changes to the Board for approval. The committee charters are available at www.primowater.com.

VI. Board and Committee Meetings

- A. Frequency and Meeting Length. Regular meetings of the Board will be held quarterly, and special meetings will be called as deemed appropriate in order to properly attend to the Company's business and meet the Board's obligations. Directors are expected to prepare themselves for and attend all Board and committee meetings and each annual meeting of stockholders, and a director's record of attendance will be taken into consideration by the Governance Committee in determining whether an incumbent director will be re-nominated for election to the Board.
- B. Executive Session. The independent directors meet as needed, but no less than annually, in executive session without any members of management or the Executive Chairman being present. The Lead Independent Director presides over all executive sessions.
- C. Agendas and Meeting Materials; Reports to Board. The Chairman of the Board, in consultation with the Lead Independent Director (if one is appointed), will establish the agenda for each Board meeting. Any director may suggest the inclusion of items on the agenda and may raise at any Board meeting subjects that are not on the agenda. The Board aims to provide a detailed agenda and, to the extent feasible, supporting documents and proposed resolutions to each director within a reasonable amount of time in advance of each Board meeting, which directors are expected to review in advance of each meeting. Each committee chair will follow similar agenda development procedures and material distribution policies with respect to the committee of which he or she is chair. Each Board committee will report its actions and recommendations to the full Board, as appropriate.
- D. Strategic Plan Review. The Board will devote sufficient time each year to reviewing the Company's strategic plan, and will devote time at each regularly scheduled meeting to reviewing the Company's performance against such strategic plan.

VII. Review of Guidelines.

The Board of Directors will review these Guidelines from time to time and make such revisions as it deems appropriate.