

Primo Water Corporation

Board Diversity and Qualifications Policy

The following Board Diversity and Qualifications Policy (the “*Policy*”) has been adopted by the Board of Directors (the “*Board*”) of Primo Water Corporation (together with its subsidiaries and affiliates, the “*Company*”) to assist the Board in the exercise of its responsibilities. This Policy should be read in conjunction with the Corporate Governance Guidelines adopted by the Board (the “*Guidelines*”) and the charter of the Board’s Nominating and Governance Committee (the “*Governance Committee*”) and reflects the Board’s commitment to selecting ideal candidates for Board service. This Policy is in addition to, and is not intended to change or interpret, any Federal or state law or regulation, including the Delaware General Corporation Law, or the Company’s Amended and Restated Certificate of Incorporation, as amended from time to time, its Bylaws or the Guidelines. The Policy is subject to modification from time to time by the Board.

The Board believes in diversity as a core value and recognizes that diversity is a strategic driver of the Company’s success. The Board believes that diverse membership with varying perspectives and breadth of experience is an important attribute of a well-functioning Board, promotes the inclusion of different perspectives and ideas, and results in both better corporate governance and improved corporate performance. The Board believes that the benefits of inclusion and diversity are critical to the Company’s long-term success and viability in an increasingly dynamic and competitive business environment. In addition, our commitment to diversity aligns our interests with those of many of our key constituencies, including our customers, the consumers of our products and services, and our employees. To this end, diversity (based on factors commonly associated with diversity such as race, gender, national origin, religion, or sexual orientation or identity, as well as on broader principles such as diversity of perspective and experience) is one of many elements to be considered in evaluating a particular candidate for appointment to our Board.

In addition, the Board has identified the following qualifications, attributes, experiences, and skills that are important to be represented on the Board as a whole, in consideration of the Company’s current and future goals:

- Management, leadership and strategy (e.g., senior leadership experience as board chair, chief executive officer or president, or other leadership experience in consumer goods and packaging, retail or similar industries; experience in mergers, acquisitions, strategic partnerships and strategic planning);
- Marketing and consumer experience (e.g., experience in consumer packaging and goods omni-channel branding and marketing, managing retailers’ transition to such omni-channel approach, e-commerce, digital and online marketing, and retailer relationships);
- Financial expertise (e.g., accounting or related financial management expertise, experience with public company annual and quarterly reporting requirements, knowledge of finance, lending and credit markets, financial oversight, prior audit committee service);
- Manufacturing and distribution (e.g., experience in manufacturing, distribution and logistics in the consumer packaging and goods, international commerce and retail omni-channels); and

- Risk assessment and capital management (e.g., enterprise risk management experience, knowledge of capital allocation and/or business risk).

The Governance Committee shall be responsible for assessing the appropriate balance of skills and characteristics required of Board members. Consistent with its charter, the Governance Committee annually reviews and evaluates the size, composition, function and duties of the Board consistent with its needs. In connection with this review, the Governance Committee and the Board will consider the benefits of all aspects of diversity, including but not limited to those described above, and will consider whether, and if so how, to identify new candidates for Board service.

As part of the annual performance evaluation of the effectiveness of the Board and the Board Committees, the Governance Committee will consider the balance of skills, experience, independence and knowledge of the Company on the Board and the diversity representation of the Board, including how the Board works together as a unit and other factors relevant to its effectiveness. The Governance Committee will also review whether the Board's approach to diversity is functioning effectively.

The Governance Committee will discuss and agree annually on any and all measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption. At any given time the Board may seek to improve one or more aspects of its diversity and measure progress accordingly. The Governance Committee, when identifying potential new Board members or filling a vacancy on the Board, will seek women and diverse candidates.

The Board's commitment to diversity is ongoing, and it commits to assessing the overall diversity of the Board continually and to proactively seeking candidates who enhance diversity. In addition, the Governance Committee will review the Policy annually, which will include an assessment of the effectiveness of the Policy. The Governance Committee will discuss any revisions that may be required and recommend any such revisions to the Board for approval.

Adopted January 10, 2019