

PRIMO BRANDS CORPORATION
(the “Corporation”)

NOMINATING AND GOVERNANCE COMMITTEE (the “Committee”) CHARTER

Purpose:

The Committee is established by the Board of Directors (the “Board”) of the Corporation to: (i) identify individuals qualified to become board members, consistent with criteria adopted by the Board; (ii) select, or recommend that the Board select, the director nominees for the next annual meeting of stockholders; (iii) develop and recommend to the Board a set of corporate governance guidelines applicable to the Corporation; (iv) oversee the evaluation of the Board; (v) monitor significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies; (vi) monitor and evaluate the Corporation’s compliance with applicable corporate governance laws and the Corporation’s amended and restated certificate of incorporation (the “Certificate of Incorporation”), amended and restated bylaws (the “Bylaws”) and governance policies; and (vii) monitor and evaluate the Corporation’s corporate policies and practices, with particular attention to the Corporation’s Regulation FD and insider trading policies and the Corporation’s Code of Business Conduct and Ethics.

Authority, Duties and Responsibilities:

The Committee has the following specific authority, duties and responsibilities, in addition to any similar matters which may be referred to the Committee from time to time by the Board and which are consistent with this charter, the purposes of the Committee, the Bylaws and applicable New York Stock Exchange (“NYSE”) rules:

1. Develop and recommend to the Board a set of corporate governance principles applicable to the Corporation (the “Corporate Governance Guidelines”) and monitor, on behalf of the Board, the Corporation’s approach to corporate governance issues.
2. Review periodically the governing documents and mandates of the Board committees and recommend changes to the Board as necessary.
3. Establish and articulate qualifications, desired background, expertise (including risk assessment skills) and other selection criteria for members of the Board or any Board committee in accordance with relevant law and applicable NYSE rules.
4. Advise the Board regarding the appropriate number of directors, and identify and propose to the Board for approval: (i) director nominees for each annual meeting of stockholders; (ii) members and chairs of the Board’s committees; and (iii) candidates to fill vacancies on the Board and its committees. The Committee shall also evaluate persons suggested by stockholders as potential director nominees. In identifying and evaluating new director nominees, the Committee shall adhere to the following criteria: (i) each director should be an individual of the highest character and integrity; (ii) each director should have sufficient

experience to enable the director to make a meaningful contribution to the Board and the Corporation; (iii) each director should have sufficient time available to devote to the affairs of the Corporation in order to carry out the responsibilities of a director; and (iv) each director who is nominated as an independent director shall meet all of the criteria for independent directors established by the NYSE and applicable U.S. securities laws.

In identifying new director nominees, the Committee shall also take into account applicable laws, rules, regulations, policies and guidelines pertaining to director residency and qualification requirements and any agreements to which the Corporation is a party which provide a third party with a right to have nominated for election as a director a person or persons of such third party's choice, including any such provisions included in the Certificate of Incorporation and the stockholders' agreement among the Corporation, Triton Water Parent Holdings, LP and the other parties thereto (as amended and/or restated from time to time, the "Stockholders' Agreement"). The Committee shall, at least once per year, conduct inquiries concerning the independence of all directors and make recommendations to the Board based on those evaluations.

5. In the event that a director's principal employment responsibilities change (except for internal promotions within his or her organization) or a director becomes aware of circumstances that may adversely reflect upon the director or the Corporation and that director volunteers to resign from the Board in accordance with the Corporation's Corporate Governance Guidelines, recommend to the Board whether or not to request such resignation.
6. When a director receives an invitation to serve on the board of directors of another publicly traded company, review and determine whether to approve, with input from the Corporation's Chairman, Chief Executive Officer and General Counsel, the proposed directorship in accordance with the Corporation's Corporate Governance Guidelines.
7. Periodically review the Board's leadership structure, including to assess whether it is appropriate given the specific characteristics and circumstances of the Corporation, and the positions held by members of the Board, and recommend any proposed changes to the Board.
8. Ensure that management: (i) develops, implements and maintains appropriate orientation and education programs and procedures for directors in order to familiarize new directors with the business of the Corporation, its management and professional advisors and (ii) schedules periodic presentations for directors to ensure the Board is aware of major business trends and industry and corporate governance practices.
9. Develop and recommend to the Board for approval an annual self-evaluation process of the Board and its committees (including each member thereof). The Committee shall oversee the annual self-evaluations and report the results of such self-evaluations to the Board.

10. Monitor the quality of the relationship between management and the Board and recommend improvements to the Board and to management.
11. Report on corporate governance as required by all applicable public disclosure requirements.
12. Review and reassess annually, or more frequently if appropriate, the adequacy of the Corporate Governance Guidelines of the Corporation and recommend any proposed changes to the Board for approval.
13. Review and, as appropriate, recommend the modification of the Corporation's Code of Business Conduct and Ethics to the Board, and ensure the timely filing thereof with all applicable regulatory authorities.
14. At such times as the Committee is comprised entirely of independent directors and so long as the Board has not otherwise delegated such authority to another committee with respect to a specific transaction, consider, discuss and determine whether to approve any conflict of interest transaction for executive officers and directors as provided under the Corporation's Code of Business Conduct and Ethics (the "Code") and any waiver requested under the Code, such approved waivers to be promptly disclosed as required by applicable law and NYSE requirements.
15. Periodically review the Corporation's policies and procedures for reviewing and approving "related person transactions" as defined by Item 404 of Regulation S-K under the Securities Exchange Act of 1934, as amended ("Regulation S-K" and such policies and procedures, the "Related Person Transaction Policy"), and approve or recommend to the Board any changes to such policies and procedures. At such times as the Committee is comprised entirely of independent directors and so long as the Board has not otherwise delegated such authority to another committee with respect to a specific transaction, the Committee shall review all related person transactions, whether or not reportable pursuant to Item 404 of Regulation S-K, and determine whether such transaction should be approved.
16. Review on at least an annual basis the way in which the Corporation's corporate governance is being evaluated by relevant external organizations and publications.
17. Undertake such other initiatives as are needed to help the Board deliver exemplary corporate governance.
18. Be responsible for those matters assigned to it under the Corporation's Code of Business Conduct and Ethics.

19. Annually review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.
20. Annually review and assess the Committee's own performance and report regularly to the Board regarding the results of the Committee's activities.
21. Retain, to the extent it deems necessary or appropriate, outside consultants and other outside advisors to the Committee at the expense of the Corporation, including any search firm engaged to identify potential candidates for directorship. The Committee shall have sole authority to approve any such consultants' or advisors' fees and other retention terms.
22. Determine, in the event that a matter or issue arises which could involve overlapping committee responsibilities or which might reasonably be construed as falling within the purview of more than one committees' mandates, which committee of the Board will take the lead responsibility for addressing the matter or issue, and provide any direction that may be appropriate with respect to the scope of the lead committee's responsibilities and any other committee's role with respect to the matter or issue.
23. Perform such other activities consistent with this charter, as the Committee or the Board may deem necessary or appropriate.

Structure:

24. The Board shall elect annually from among its members a committee to be known as the "Nominating and Governance Committee" to be composed of at least three directors; provided that the size of the Committee shall be consistent with the obligations under the Certificate of Incorporation and the Stockholders' Agreement, for so long as the Stockholders' Agreement is in effect.
25. As provided in the Certificate of Incorporation, for so long as the ORCP Stockholders have the right to nominate at least one individual for election to the Board pursuant to the Certificate of Incorporation (each such individual, a "Sponsor Nominee"), the ORCP Stockholders shall have the right, but not the obligation, to designate a number of members to the Committee equal to the lesser of (i) two directors or (ii) the number of directors that is proportionate (rounding up to the whole director) to the number of Sponsor Nominees that the ORCP Stockholders are entitled to nominate to the Board pursuant to the Certificate of Incorporation (it being understood that for so long as the ORCP Stockholders have or share, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, (i) the power to vote, or to direct

the voting of, or (ii) the power to dispose, or to direct the disposition, of greater than or equal to 45% of the Corporation's outstanding shares of Class A common stock, par value \$0.01 per share (the "Class A Common Stock"), the ORCP Stockholders shall have the right to designate at least half of the members of the Committee; *provided* that such ownership percentage shall not include any shares of Class A Common Stock issuable upon conversion of shares of the Corporation's Class B common stock, par value \$0.01 per share, prior to the actual conversion into shares of Class A Common Stock thereof).

26. Each Committee member must satisfy the independence requirements of the NYSE, subject to applicable transition provisions or exceptions.
27. A majority of the members of the Committee shall constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present (in person or by means of telephone or video conference whereby each participant has the opportunity to speak to and hear one another) or by a resolution in writing signed by all the members of the Committee.
28. Each member of the Committee shall hold such office until the next annual meeting of stockholders after his or her election as a member of the Committee. However, any member of the Committee may be removed or replaced at any time by the Board, with or without cause, and shall cease to be a member of the Committee as soon as such member ceases to be a director or otherwise ceases to be qualified to be a member of the Committee.
29. The Board shall fill Committee member vacancies by appointing a member from the Board; *provided*, that (i) if such vacancy is the result of a Sponsor Nominee of the ORCP Stockholders having resigned from the Board as a result of (x) a reduction in the Total Number of Directors (as defined in the Certificate of Incorporation) or (y) such director having become a Competing Director (as defined in the Certificate of Incorporation), the ORCP Stockholders shall have the right to fill the resulting vacancy with a new Sponsor Nominee (and, for the avoidance of doubt, such member seat shall remain vacant until such vacancy is filled by the ORCP Stockholders) and (ii) if the ORCP Stockholders have designated less than the number of directors to serve on the Committee to which they are entitled, the ORCP Stockholders shall have the right, at any time, to designate such (or such additional number of) Sponsor Nominees to the Committee to which they are entitled. If a vacancy exists on the Committee for which the Board or the ORCP Stockholders, as applicable, have not appointed a replacement member, the remaining members shall exercise the Committee's powers so long as a quorum exists.
30. The Committee shall recommend to the Board one of its members to be appointed Chair of the Committee (the "Chair"). In the absence of the Chair from any meeting of the Committee, the members of the Committee shall appoint one of their number to act as Chair of the meeting. The Chair will appoint a secretary who will keep minutes of all meetings (the "Secretary"), which shall be circulated to members of the Board upon

completion. The Secretary need not be a member of the Committee or a director and can be changed by simple notice from the Chair.

31. The Committee will meet as many times as is necessary to carry out its responsibilities, but in no event will the Committee meet less than twice a year. The Committee shall meet without members of management present from time to time as requested by the Chair.
32. The time at which, and the place where, the meetings of the Committee shall be held, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Chair, unless otherwise provided for in the Bylaws or otherwise determined by resolution of the Board.
33. The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.
34. The Committee may form and delegate authority to subcommittees consisting of one or more members of the Committee when appropriate.

Disclosure:

This charter shall be made available on the Corporation's website.

Interpretations and Determinations:

The Committee and the Board shall have the power and authority to interpret this charter and make any determinations as to whether any act taken has been taken in compliance with the terms hereof; *provided* that this charter will be interpreted to be consistent with the Certificate of Incorporation and, for so long as the Stockholders' Agreement is in effect, the Stockholders' Agreement.

No Rights Created:

This charter is a broad policy statement and is intended to be part of the Committee's flexible governance framework. While this charter should comply with all applicable laws, regulations and listing requirements and the Corporation's Certificate of Incorporation and Bylaws, this charter does not create any legally binding obligations on the Committee, the Board, any members of the Board or the Corporation.

*Adopted November 2024
Revised February 2025*