

PRIMO BRANDS CORPORATION
(the “Corporation”)
AUDIT COMMITTEE (the “Committee”)
CHARTER

Purpose:

The Committee is established by the Board of Directors (the “Board”) of the Corporation to assist the Board in fulfilling the oversight responsibilities it has with respect to: (i) the integrity of the financial statements of the Corporation; (ii) the Corporation’s compliance with legal and regulatory requirements; (iii) the qualifications and independence of the Corporation’s independent auditor; (iv) the performance of the Corporation’s internal auditors and independent auditor; and (v) disclosure controls, internal controls over financial reporting, and compliance with ethical standards adopted by the Corporation. In performing its duties, the Committee will foster an environment of open communication and adherence to the Corporation’s policies, practices and procedures at all levels. The Committee will also maintain effective working relationships with the Board, management, and the auditors.

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 of the Corporation (the “Bylaws”) and applicable New York Stock Exchange (“NYSE”) rules:

Meetings

1. Report regularly to the Board by means of written or oral reports, submission of minutes of Committee meetings or otherwise, from time to time or whenever it shall be called upon to do so, including a review of any issues that arise with respect to the quality and integrity of the Corporation’s financial statements, the Corporation’s compliance with legal and regulatory requirements, the performance and independence of the Corporation’s independent auditor, and the performance of the internal auditors.
2. Meet as often as it determines necessary, but not less frequently than at least once during each fiscal quarter. The Committee shall meet separately in person, by videoconference or telephonically, periodically, with management (including the Chief Financial Officer and Chief Accounting Officer), the internal auditors and the independent auditor, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate. The Committee may request any officer or employee of the Corporation or the Corporation’s outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. 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 meeting shall be determined by the Committee, unless otherwise provided for in the Bylaws or

otherwise determined by resolution of the Board.

3. Meet privately with management and the independent auditor (together or separately), as frequently as the Committee deems appropriate for the Committee to fulfill its responsibilities, to discuss any concerns of the Committee, management or the independent auditors.

Financial Statement and Disclosure Matters

4. Meet to review and discuss the annual audited financial statements with management and the independent auditor, including the Corporation's specific disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations," and recommend to the Board whether the audited financial statements should be included in the Corporation's Form 10-K.
5. Meet to review and discuss the quarterly financial statements with management and the independent auditor, including the Corporation's specific disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to filing the Corporation's Form 10-Q, including the results of the independent auditor's review of the Corporation's quarterly financial statements.
6. Discuss with management and the independent auditor significant financial accounting and reporting issues, complex or unusual transactions and judgments made in connection with the preparation of the Corporation's financial statements, including any significant changes in the Corporation's selection or application of accounting principles and the implementation thereof.
7. Review and discuss with management and the independent auditor any issues as to the adequacy of the Corporation's internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting and engage in resolution thereof.
8. Prepare the report of the Committee required by the rules of the U.S. Securities and Exchange Commission ("SEC") to be included in the Corporation's annual proxy statement and any other Committee reports required by applicable U.S. securities laws or NYSE rules.
9. Discuss with management the Corporation's earnings press releases (including the use of any "pro forma" or "adjusted" non-GAAP information) prior to the public disclosure thereof by the Corporation, as well as financial information and earnings guidance provided to analysts and rating agencies.
10. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures, if any, on the Corporation's financial statements.
11. Review disclosures made to the Committee by the Corporation's Chief Executive Officer

and Chief Financial Officer during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Corporation's internal controls.

12. Review and discuss with management (including the senior internal audit executive) and the independent auditor the Corporation's internal controls report and the independent auditor's attestation of the report prior to the filing of the Corporation's Form 10-K.

Oversight of the Corporation's Risk Management Function

13. Oversee the risk management activities of the Corporation, which will include holding periodic discussions with management regarding the Corporation's guidelines and policies with respect to risk assessment, risk management, and major strategic, financial and operational risk exposures such as fraud, cybersecurity, artificial intelligence and data privacy matters, and environmental, competitive and regulatory risks. The Committee shall receive regular reports regarding such risks and the steps management has taken to monitor and control any exposure resulting from such risks. The Committee shall, on at least an annual basis, facilitate a discussion with the Board regarding the Corporation's risk management function and the Corporation's major strategic, financial and operational risk exposures and disclosures.
14. Review and discuss with the Board and others as it deems appropriate any litigation, claim or other contingency that could have a material effect upon the financial position or operating results of the Corporation.
15. Oversee the Corporation's insurance programs, any renewals or replacements thereof, including in respect of directors' and officers' insurance and indemnification for members of the Board.

Oversight of the Corporation's Relationship with the Independent Auditor

16. Subject to compliance with the requirements of applicable laws, have the sole authority to appoint, retain or replace the independent auditor (subject, if applicable, to stockholder ratification) and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Corporation. The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor, any other registered public accounting firm and advisors retained by the Committee (including resolution of disagreements between management and the independent auditor or other registered public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services. The independent auditor and each such other registered public accounting firm shall report directly to the Committee.
17. Before the engagement of the independent auditor and at least annually thereafter, review and discuss with the independent auditor the independent auditor's written

communications to the Committee regarding the relationships between the independent auditor and the Corporation that, in the auditor's professional judgment, may reasonably be thought to bear on its independence and affirming in writing to the Committee that the auditor is independent.

18. Review with the independent auditor any audit problems or difficulties and management's response. This review should include a discussion of (i) any restrictions on the scope of the independent auditor's activities or on access to requested information and (ii) any significant disagreements with management. The Committee may review, as it deems appropriate: (i) any accounting adjustments that were noted or proposed by the independent auditor but were "passed" (as immaterial or otherwise); (ii) any communications between the audit team and the audit firm's national office respecting auditing or accounting issues presented by the engagement; and (iii) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the Corporation.
19. Subject to compliance with the requirements of applicable laws, set clear hiring policies for employees or former employees and partners or former partners of the current and former independent auditor.
20. At least annually, obtain and review a report from the independent auditor describing: (i) the independent auditor's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years relating to one or more independent audits carried out by the auditor, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditor and the Corporation in order to assess the auditor's independence.
21. Based on the above mentioned report and the independent auditor's work throughout the year, evaluate the qualifications, performance and independence of the independent auditor, and select the Corporation's auditor for the next year, subject to stockholder ratification. In this evaluation, the Committee shall: (i) consider whether the independent auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the independent auditor's independence; (ii) evaluate the lead partner of the independent auditor's team and make sure that there is a regular rotation of the lead partner, and consider whether, in order to assure continuing auditor independence, there should be regular rotation of the independent auditing firm on a regular basis; (iii) evaluate the independent auditor's team; and (iv) take into account the opinions of management and internal auditors. The Committee shall present its conclusions with respect to the independent auditor to the Board.
22. Review and discuss quarterly reports from the independent auditor (required by Section 10A of the Securities Exchange Act of 1934, as amended (the "Exchange Act")), on: (i) all critical accounting policies and practices to be used; (ii) all alternative treatments of financial information within generally accepted accounting principles ("GAAP") related to material items that have been discussed with management, ramifications of the use of

such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (iii) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences. Additionally, the Committee shall review with the independent auditor the matters required to be discussed under the standards of the Public Company Accounting Oversight Board.

23. Pre-approve all permitted auditing services and non-audit services (including the fees and terms thereof) to be performed for the Corporation or its subsidiary entities by its independent auditor. Notwithstanding the foregoing, and other than with respect to the annual audit of the Corporation's consolidated financial statements, the Chair of the Committee shall be permitted to pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Corporation or its subsidiary entities by its independent auditor; provided that any such pre-approvals shall be subject to ratification by the Committee at its next meeting. This permission is also subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Committee prior to the completion of the audit. The Committee shall review and discuss with the independent auditor the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on the auditor's independence.
24. Meet with the independent auditor prior to the annual audit to review and discuss the planning and staffing of the audit.

Oversight of the Corporation's Internal Audit Function

25. The senior internal audit executive will report directly to the Chair of the Committee and administratively on a dotted line to the Corporation's Chief Financial Officer. The Committee will review and advise management on the selection and removal of the senior internal audit executive.
26. Review the significant reports to management prepared by the internal audit department and management's responses.
27. Periodically review, with the independent auditor, the internal audit department's responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.
28. Periodically review, with the senior internal audit executive, any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the function's work.
29. Annually review and recommend changes (if any) to the internal audit charter.

Compliance Oversight Responsibilities

30. Obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act has not been implicated.

31. Establish procedures for: (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls and auditing matters, and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
32. Periodically review and discuss with management, the internal auditors, and the independent auditor the overall adequacy and effectiveness of the Corporation's legal, regulatory and ethical compliance programs, including the Corporation's Code of Business Conduct and Ethics. The Committee shall periodically receive from management confirmation of its compliance with material legal and regulatory compliance requirements. The Committee shall advise the Board with respect to the Corporation's policies and procedures regarding compliance with applicable laws and regulations and with the Corporation's Code of Business Conduct. Consistent with these responsibilities, the Committee shall encourage continuous improvement of, and shall foster adherence to, the Corporation's policies, procedures, and practices at all levels. The Committee shall also provide for open communication among the independent auditor, management, the internal audit function, and the Board.
33. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Corporation's financial statements or accounting policies.
34. Discuss with the Corporation's General Counsel legal matters that may have a material impact on the financial statements or the Corporation's compliance policies and internal controls.
35. In order to properly carry out its responsibilities, have the authority, without seeking Board approval and to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors and experts. The Corporation shall provide appropriate funding, as determined by the Committee, for payment of (i) compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Corporation, (ii) compensation to any advisors employed by the Committee and (iii) payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may also conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee.

Structure:

1. Upon the recommendation of the Nominating and Governance Committee, the Board shall elect annually from among its members a committee to be known as the "Audit Committee" to be composed of at least three directors; provided that the size of the Committee shall be consistent with the obligations under the Corporation's amended and restated certificate of incorporation ("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”), for so long as the Stockholders’ Agreement is in effect.

2. As provided in the Certificate of Incorporation, for so long as the ORCP Stockholders (as defined in the Certificate of Incorporation) 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).

Each Committee member must satisfy the independence requirements of the NYSE and the more rigorous independence rules for members of the Audit Committee issued by the SEC, subject in each case to applicable transition provisions or exceptions. Each Committee member must be financially literate as determined by the Board in its business judgment. In addition, at least one member of the Committee must be an “audit committee financial expert” as defined under SEC rules.

3. Committee members shall not simultaneously serve on the audit committees of more than two other public companies unless the Board determines that simultaneous service on more than two other audit committees would not impair such member’s ability to effectively serve on the Committee. If such a determination is made, it must be disclosed in accordance with NYSE rules.
4. 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.
5. 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.

6. 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 on the Committee exists for which the Board or the ORCP Stockholders, as applicable, have not appointed a replacement member, the remaining members shall exercise all the Committee's powers so long as a quorum exists.
7. Upon the recommendation of the Nominating and Governance Committee, the Board shall elect a member of the Committee to act as 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.
8. 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.
9. The Committee may form and delegate authority to subcommittees consisting of one or more members of the Committee when appropriate, including the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Committee at its next scheduled meeting.
10. The Committee shall annually review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.
11. The Committee shall annually review and assess its own performance and report its assessment to the Nominating and Governance Committee of the Board.

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.

Limitation of Audit Committee's Role:

The Committee's responsibilities are limited to oversight. It is not the duty of the Committee to prepare financial statements, to plan or conduct audits or to determine that the Corporation's financial statements and disclosure are complete and accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

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