



PRIMO
WATER™

Annual and Special
Shareowners Virtual Meeting
– Tampa, Florida
(May 8, 2024)



**LIFE NEEDS WATER.
MAKE IT PRIMO WATER.™**

Welcome to Primo Water's Annual and Special Meeting of Shareowners



Today's Speakers



Jerry Fowden

Chairman of the Board



Marni Poe

Chief Legal Officer



David Hass

Chief Financial Officer



Robert Rietbroek

Chief Executive Officer

AGENDA

- Order of Business
- Resolutions for Consideration
- CFO Financial Review
- CEO Remarks
- Q&A

Cautionary Statements



Safe Harbor Statement

This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and applicable Canadian securities laws conveying management's expectations as to the future based on plans, estimates and projections at the time the Company makes the statements. Forward-looking statements involve inherent risks and uncertainties and the Company cautions you that a number of important factors could cause actual results to differ materially from those contained in any such forward-looking statements. The forward-looking statements in this presentation include but are not limited to statements regarding execution of the Company's strategic priorities. The forward-looking statements are based on assumptions regarding management's current plans and estimates. Factors that could cause actual results to differ materially from those described in this presentation include, among others: risks relating to any unforeseen changes to or effects on liabilities, future capital expenditures, revenues, expenses, earnings, synergies, indebtedness, financial condition, losses and future prospects; the effect of economic, competitive, legal, governmental and technological factors on the Company's business; and the impact of national, regional and global events on our business. The foregoing list of factors is not exhaustive. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Readers are urged to carefully review and consider the various disclosures, including but not limited to risk factors contained in the Company's Annual Report in the Form 10-K and its quarterly reports on Form 10-Q, as well as other periodic reports filed with the securities commissions. The Company does not, except as expressly required by applicable law, undertake to update or revise any of these statements in light of new information or future events.

Non-GAAP Measures

To supplement its reporting of financial measures determined in accordance with GAAP, the Company utilizes certain non-GAAP financial measures. The Company excludes from GAAP revenue the impact of foreign exchange to separate its impact from the Company's results of operations, and utilizes combined revenues (revenues from continued and discontinued operations) for comparison purposes with previously communicated guidance. The Company utilizes Adjusted EBITDA and Adjusted EBITDA margin (from continuing operations, from discontinued operations and on a combined basis), to separate the impact of certain items from the underlying business and for comparison purposes with previously communicated guidance. The Company uses net leverage ratio in evaluating the Company's ability to service debt. Because the Company uses these adjusted financial results in the management of its business, management believes this supplemental information is useful to investors for their independent evaluation and understanding of the Company's underlying business performance and the performance of its management. Additionally, the Company supplements its reporting of net cash provided by (used in) operating activities by excluding additions to property, plant and equipment and additions to intangible assets to present free cash flow, and by excluding the items identified in the appendix to present adjusted free cash flow (from continuing operations, from discontinued operations and on a combined basis), which management believes provides useful information to investors in assessing our performance, comparing the Company's performance against previously communicated guidance, comparing the Company's performance to the performance of the Company's peer group and assessing the Company's ability to service debt and finance strategic opportunities, which include investing in the Company's business, making strategic acquisitions, paying dividends, and strengthening the balance sheet. The non-GAAP financial measures described above are in addition to, and not meant to be considered superior to, or a substitute for, the Company's financial statements prepared in accordance with GAAP. In addition, the non-GAAP financial measures included in this presentation reflect management's judgment of particular items, and may be different from, and therefore may not be comparable to, similarly titled measures reported by other companies.

- 💧 Notice of meeting
- 💧 Quorum
- 💧 Formalities
- 💧 Minutes of last meeting of shareowners
- 💧 Annual report and auditors report
- 💧 Introduction of resolutions
- 💧 CEO & CFO comments
- 💧 Q&A



Resolutions for Consideration

💧 Election of Directors



Britta Bomhard



Susan Cates



Eric Foss



Jerry Fowden



Derek Lewis



Lori Marcus



Billy Prim



Robbert Rietbroek



Archana Singh



Steven Stanbrook

💧 Appointment of auditors

💧 Advisory vote on executive compensation

💧 Approval of Primo Water's Shareholder Rights Plan

💧 Approval of amendment no. 4 to Primo Water's 2018 equity incentive plan

European Transaction Closed

- Transaction closed December 29, 2023
- \$575 million before transaction adjustments and closing costs
- \$132 million Cash Flow Revolver balance paid in-full at closing
- Net Leverage ratio now ~2.1x Adjusted EBITDA
- \$508 million of cash on Balance Sheet
- Existing share repurchase program increased to \$75 million

Go-Forward Focus

- Focus on North America market with large addressable opportunity
- Pure-play Water Company and one of the leading players in the industry
- Improved financial profile and flexibility
- Continue to unlock value with business optimization program, acquisitions and additional divestitures



FY 2023 Financial Results

Financial Performance for Combined and Continuing Operations

(in millions)

Combined	2023	2022	Change
Revenue	\$2,346.8	\$2,215.1	6%
Adj. EBITDA	\$476.7	\$420.1	13%
Adj. EBITDA Margin %	20.3%	19.0%	130 bps

Continuing Operations	2023	2022	Change
Revenue	\$1,771.8	\$1,693.2	5%
Adj. EBITDA	\$380.7	\$343.8	11%
Adj. EBITDA Margin %	21.5%	20.3%	120 bps

2023 Highlights

- Continuing operations normalized revenue growth of 8% (7% pricing, 1% volume growth)
- Continuing operations Water Direct and Exchange growth of 8%
- Continuing operations Water Refill and Filtration growth of 18%
- Combined Adj. Free Cash Flow of \$184 million dollars





- Stable & recurring cash flow generation platform
- Opportunities to fund growth via organic initiatives, acquired tuck-ins & other acquisitions as well as capital projects to drive efficiencies
- Improve financial profile and returned excess capital to shareowners



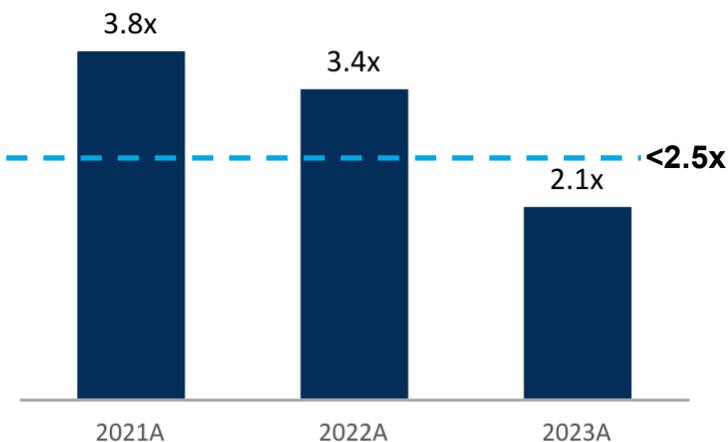
Organic Growth

Accretive M&A

Capital Projects

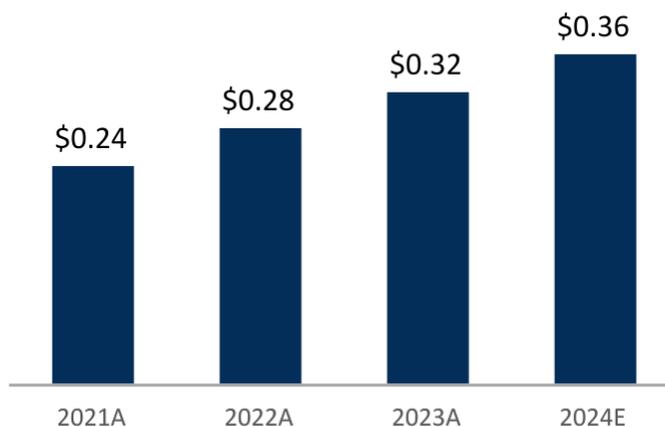
Deleverage Balance Sheet ⁽¹⁾

- Net Leverage commitment of sub-3.0x Adj. EBITDA achieved in Q3 23 and ended the year at 2.1x
- Continued commitment to manage a leverage profile below 2.5x in 2024



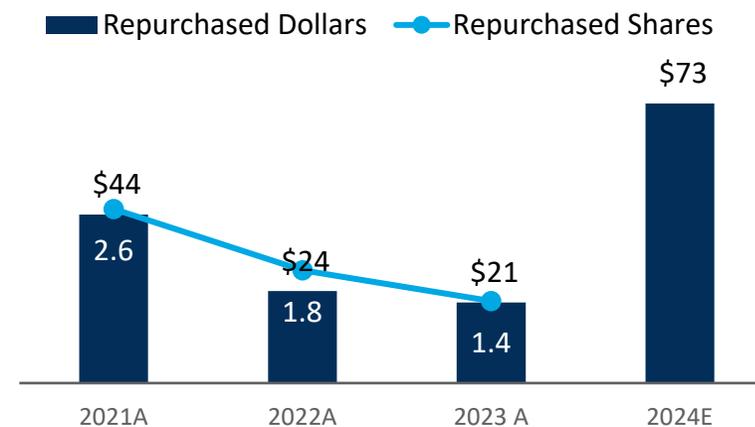
Dividend to Shareowners ⁽²⁾

- 2024 includes \$0.01 per share increase to \$0.09 per quarter or \$0.36 annualized
- 13% increase over prior year in annual per share dividends



Share Repurchase ⁽³⁾

- \$21 million in shares repurchased in 2023
- Remain committed to executing on the remainder of the \$75 million repurchase plan in 2024



(1) FY 2021 and 2022 net debt and leverage calculated based on 10-K filed on February 22nd 2023 and February 23rd 2022, respectively. (2) The declaration and payment of future dividends on our common shares is subject to, among other things, the best interests of our shareowners, our results of operations, cash balances and future cash requirements, financial condition, statutory regulations and covenants and other restrictions on payment set forth in the instruments governing our indebtedness in effect from time to time. (3) The actual timing, manner, number, and value of shares repurchased under the program will be determined by management at its discretion and will depend on a number of factors, including the market price of Primo Water's common shares, general market and economic conditions, applicable law and other requirements, and other business considerations.

Must Win Priorities

Superior Customer Service

- Organic customer base growth
- Increase high impact customers
- Enhance customer touch points

Preferred Water Solutions Partner

- Deepening relationship with top-tier retailers
- Increase presence, penetration, and volume
- Create connectivity

Operational Excellence

- Ideal organization structure and operating system
- High quality products and services
- Business optimization





In 2023, We Delivered

- 💧 Sell-through of approximately 1 million⁽¹⁾ water dispensers, the razor in our razor razorblade model
- 💧 Provided over 1 Billion gallons of water
- 💧 Increased Adjusted EBITDA margin to 21.5%⁽²⁾
- 💧 Released our 2022 ESG report
- 💧 Sold a significant portion of our International business and are in the process of selling the remainder in 2024
- 💧 Increased our quarterly dividend to 9 cents per common share

(1) Dispenser sell-through includes ecommerce and retail units sold to end consumers

(2) See appendix for reconciliations

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We Have Embraced Sustainability as a Core Strategic Pillar



Continued fleet transition from diesel to propane, **10%** by end of 2023



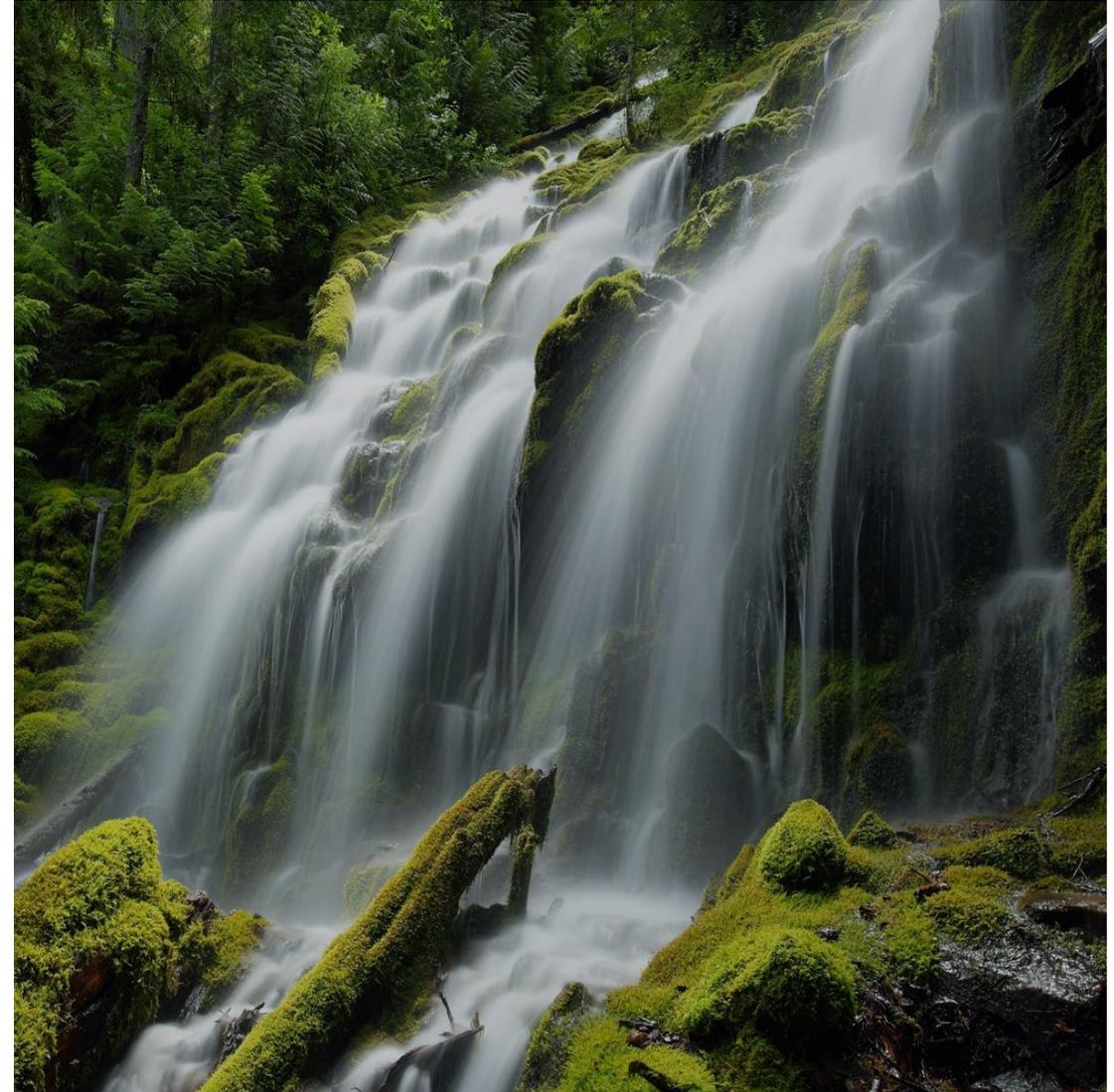
Reduced **2.4 million** miles driven through automatic route optimization



Purchased **13,000 Megawatt** hours of renewable energy procurement since 2020



25% reduction in carbon emissions



We Are Primo Water



Our Purpose: Inspiring Healthier Lives With Water Your Way

Must Win Priorities

Superior Customer Service
Preferred Water Solutions Partner
Operational Excellence

Investment Highlights

- Primo Water is the only publicly traded pure play water platform
- Positioned to benefit from tailwinds in the health and wellness category
- Predictable and resilient revenue base and a highly-variable cost structure
- Transformed, North America focused business
- Environmental awareness and concerns over municipal water quality



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Q&A



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APPENDIX



Revenue Base Clarification



Clarifying Primo Water's Revenue Base – Revenue of Businesses Exited in 2022

Revenue Base Changes

<i>(\$ in millions)</i>	Q1	Q2	Q3	Q4	2021	Q1	Q2	Q3	Q4	2022
Single-Use Retail	(\$36.9)	(\$36.5)	(\$37.3)	(\$31.4)	(\$142.1)	(\$26.6)	(\$14.4)	-	-	(\$41.0)
Russia	(\$3.0)	(\$3.5)	(\$3.5)	(\$3.6)	(\$13.6)	(\$2.8)	(\$3.7)	(\$0.9)	-	(\$7.4)
Total: No Longer in Primo's Revenue Base	(\$39.9)	(\$40.0)	(\$40.8)	(\$35.0)	(\$155.7)	(\$29.4)	(\$18.1)	(\$0.9)		(\$48.4)

- June 2022 was the last month with North American retail single-use business included in our financials
- July 2022 was the last month with Russia results included in our financials

2023 EBITDA by Quarter - Continuing Operations



Non-GAAP Reconciliation - Unaudited

(in millions of U.S. dollars)

For the Fiscal Year Ended December 30, 2023

	First Quarter ¹	Second Quarter ¹	Third Quarter ¹	Fourth Quarter ²	Total ²
Revenue, net	\$ 412.5	\$ 450.6	\$ 470.0	\$ 438.7	\$ 1,771.8
Net income	\$ 3.2	\$ 13.6	\$ 33.7	\$ 13.3	\$ 63.8
Interest expense, net	18.2	18.8	17.8	16.6	71.4
Income tax expense	0.3	8.4	12.3	6.0	27.0
Depreciation and amortization	47.1	47.2	49.3	49.7	193.3
EBITDA	\$ 68.8	\$ 88.0	\$ 113.1	\$ 85.6	\$ 355.5
Acquisition and integration costs	1.7	1.9	2.4	3.5	9.5
Share-based compensation costs	2.0	2.7	1.4	8.0	14.1
Foreign exchange and other (gains) losses, net	(0.2)	0.3	(0.2)	5.8	5.7
Loss on disposal of property, plant and equipment, net	1.3	0.9	1.6	5.3	9.1
Gain on sale of property	—	—	(5.3)	(15.7)	(21.0)
Other adjustments, net	2.0	4.5	(1.1)	2.4	7.8
Adjusted EBITDA	\$ 75.6	\$ 98.3	\$ 111.9	\$ 94.9	\$ 380.7
Adjusted EBITDA margin %	18.3 %	21.8 %	23.8 %	21.6 %	21.5 %

EBITDA - Combined



Non-GAAP Reconciliation - Unaudited

(in millions of U.S. dollars)

For the Fiscal Year Ended

	December 30, 2023			December 31, 2022		
	Continuing Operations ¹	Discontinued Operations ²	Combined	Continuing Operations ¹	Discontinued Operations ²	Combined
Revenue, net	\$ 1,771.8	\$ 575.0	\$ 2,346.8	\$ 1,693.2	\$ 521.9	\$ 2,215.1
Net income (loss)	\$ 63.8	\$ 174.3	\$ 238.1	\$ 58.7	\$ (29.1)	\$ 29.6
Interest expense, net	71.4	3.1	74.5	67.8	2.0	69.8
Income tax expense	27.0	8.8	35.8	19.5	0.2	19.7
Depreciation and amortization	193.3	54.5	247.8	182.0	60.8	242.8
EBITDA	\$ 355.5	\$ 240.7	\$ 596.2	\$ 328.0	\$ 33.9	\$ 361.9
Acquisition and integration costs	9.5	0.9	10.4	12.1	3.2	15.3
Share-based compensation costs	14.1	0.8	14.9	16.4	0.8	17.2
COVID-19 costs	—	—	—	(0.6)	—	(0.6)
Impairment charges	—	82.4	82.4	11.2	17.9	29.1
Foreign exchange and other losses (gains), net	5.7	(19.0)	(13.3)	0.9	14.2	15.1
Loss on disposal of property, plant and equipment, net	9.1	0.7	9.8	7.4	1.1	8.5
Gain on sale of business	—	(214.7)	(214.7)	(0.7)	(0.1)	(0.8)
Gain on sale of property	(21.0)	—	(21.0)	(38.8)	—	(38.8)
Other adjustments, net	7.8	4.2	12.0	7.9	5.3	13.2
Adjusted EBITDA	\$ 380.7	\$ 96.0	\$ 476.7	\$ 343.8	\$ 76.3	\$ 420.1
Adjusted EBITDA margin %	21.5 %	16.7 %	20.3 %	20.3 %	14.6 %	19.0 %

Free Cash Flow and Adjusted Free Cash Flow - Combined

Non-GAAP Reconciliation - Unaudited

(in millions of U.S. dollars)

	For the Fiscal Year Ended		
	December 30, 2023		
	Continuing Operations ¹	Discontinued Operations ²	Combined
Net cash provided by operating activities	\$ 289.2	\$ 61.1	\$ 350.3
Less: Additions to property, plant and equipment	(139.2)	(40.2)	(179.4)
Less: Additions to intangible assets	(8.5)	(3.0)	(11.5)
Free Cash Flow	\$ 141.5	\$ 17.9	\$ 159.4
Acquisition and integration cash costs	7.0	0.5	7.5
Transaction cash costs paid in conjunction with sale	—	7.4	7.4
Cash taxes paid for property sales	5.9	—	5.9
Cash costs related to additions to property, plant and equipment for integration of acquired entities	0.3	0.1	0.4
Tariffs refunds related to property, plant, and equipment	3.1	—	3.1
Adjusted Free Cash Flow	\$ 157.8	\$ 25.9	\$ 183.7
Cash paid for interest	\$ 68.6	\$ 3.1	\$ 71.7
Cash paid for taxes	\$ 26.8	\$ 4.9	\$ 31.7

Interest Coverage Ratio and Net Leverage Ratio from Continuing Operations



Continuing Operations - Non-GAAP Reconciliation - Unaudited

(in millions of U.S. dollars, except financial ratios)	FY 2023	
Adjusted EBITDA	\$	380.7
Interest Expense	\$	71.4
Total debt (a)	\$	1,297.0
Unrestricted cash (b)	\$	507.9
Interest Coverage Ratio (c)		5.3x
Net Leverage ratio (d)		2.1x

(a) Total debt as of December 30, 2023 of \$1,285.0 adjusted to exclude \$12.0 of unamortized debt costs.

(b) Unrestricted cash defined as cash and cash equivalents as of December 30, 2023 of \$507.9 million

(c) Interest Coverage ratio defined as Adjusted EBITDA divided by interest expense.

(d) Net Leverage ratio defined as total debt, excluding unamortized debt costs, less unrestricted cash divided by Adjusted EBITDA.