

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Sec.240.14a-12

Primo Water Corporation

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which the transaction applies:

 - (2) Aggregate number of securities to which the transaction applies:

 - (3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

 - (4) Proposed maximum aggregate value of the transaction:

 - (5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:

 - (2) Form, Schedule or Registration Statement No.:

 - (3) Filing Party:

 - (4) Date Filed:



Your **Vote** Counts!

PRIMO WATER CORPORATION

2021 Annual and Special Meeting

Vote by May 3, 2021

11:59 PM ET



D37178-P48406

You invested in PRIMO WATER CORPORATION and it's time to vote!

You have the right to vote on proposals being presented at the Annual and Special Meeting. **This is an important notice regarding the availability of proxy material for the shareowners meeting to be held on May 4, 2021.**

Get informed before you vote

View the Notice and Proxy Statement, Annual Report and Form 10-K online OR you can receive a free paper copy of voting material(s) by requesting prior to April 20, 2021 to facilitate timely delivery in advance of the meeting. If you would like to request a copy of the voting material(s), you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

May 4, 2021
8:00 a.m. Local Time in Tampa, Florida

Virtually at:
www.virtualshareholdermeeting.com/PRMW2021

*Many shareowners meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareowners meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors Nominees: 01) Britta Bomhard 04) Stephen H. Halperin 07) Gregory Monahan 10) Eric Rosenfeld 02) Susan E. Cates 05) Thomas J. Harrington 08) Mario Pillozzi 11) Graham W. Savage 03) Jerry Fowden 06) Betty Jane Hess 09) Billy D. Prim 12) Steven P. Stanbrook	✔ For
2. Appointment of Independent Registered Certified Public Accounting Firm. Appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm.	✔ For
3. Non-Binding Advisory Vote on Executive Compensation. Approval, on a non-binding advisory basis, of the compensation of Primo Water Corporation's named executive officers.	✔ For
4. Approval of Primo's Shareholder Rights Plan. Confirmation, ratification and approval of Primo's Shareholder Rights Plan.	✔ For
5. Approval of the Continuance. Approval of the continuance of Primo under the Business Corporations Act (Ontario).	✔ For

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".