



EVERPURE, INC.

CHARTER OF THE RISK COMMITTEE  
OF THE BOARD OF DIRECTORS

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**PURPOSE**

The primary purpose of the Risk Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Everpure, Inc. (“**Everpure**”) shall be to act on behalf of the Board in fulfilling the Board’s oversight responsibilities with respect to (i) risks relating to company operations, including business continuity, and (ii) Everpure’s information technology use and data security, including, but not limited to, enterprise cybersecurity, privacy, data collection and protection and compliance with information security and data protection laws, as well as Everpure’s internal controls and disclosure controls and procedures relating to cybersecurity incidents (“**Key Risks**”), as well as the guidelines, policies, and processes for monitoring and mitigating such risks.

The Audit Committee will continue to assist the Board in its oversight of financial risks (including credit and counterparty risks, market risk, asset and liability risk, taxation risk, liquidity risk, foreign currency risk, and investment policy and risks), internal controls, contingencies and liabilities, legal and regulatory compliance, and business ethics. The Compensation and Talent Committee will continue to assist the Board in its oversight function of risks related to Everpure’s compensation policies and practices. Any risks not outlined herein will be overseen by the Board or the Audit Committee, as decided by the Board.

In furtherance of these purposes, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

**COMPOSITION**

The Committee shall consist of at least two (2) members of the Board. The members of the Committee shall satisfy any qualifications determined by the Board or the Nominating and Corporate Governance Committee of the Board from time to time. The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Committee’s chairperson shall be appointed by the Board.

**OPERATING PRINCIPLES AND PROCESSES**

In fulfilling its functions and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- **Communication** – Regular and meaningful contact with the Board, members of senior management and independent professional advisors to the Board and its various committees, as applicable, shall be encouraged as a means of strengthening the Committee’s knowledge of relevant risk management issues.
- **Committee Education/Orientation** – Developing with management and participating in a process for systematic review of important risks, issues and trends that could potentially impact Everpure shall be encouraged to enhance the effectiveness of the Committee.
- **Information Needs** – Communicate to the Chief Executive Officer or his or her designees the Committee’s expectations, and the nature, timing, and extent of any specific information or other supporting materials requested by the Committee for its meetings and deliberations.

- **Meeting Agendas** – Committee meeting agendas shall be the responsibility of the chairperson of the Committee with input from the Committee members and other members of the Board as well as, to the extent deemed appropriate by the chairperson, from members of senior management and outside advisors.
- **Coordination with Other Board Committees** – Review, evaluate, and monitor in cooperation with other Board committees, as appropriate, important risks that can manifest themselves or span across the purview of other Board committees.

## **MEETINGS AND MINUTES**

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate. The Committee will meet at least quarterly and hold such special meetings as its members shall deem necessary or appropriate. Minutes of each meeting of the Committee shall be prepared and distributed to each director of Everpure and the Secretary of Everpure promptly after each meeting. The chairperson of the Committee shall report to the Board from time to time, or whenever so requested by the Board.

Each regularly scheduled meeting will conclude with an executive session of the Committee absent members of management. As part of its responsibility to foster open communication, the Committee will meet periodically with management, the head of the internal audit function, and the Auditors in separate executive sessions.

## **RESPONSIBILITIES**

The operation of the Committee will be subject to the provisions of the Bylaws of Everpure and the Delaware General Corporation Law, each as in effect from time to time. Risk assessment and risk management are the responsibility of Everpure's management. The Committee has an oversight role and, in fulfilling that role, it relies on the review and reports described below. In performing its duties, the Committee shall have the authority, at Everpure's expense, to retain, hire and obtain advice, reports or opinions from internal or external legal counsel and expert advisors. The Committee will have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee:

1. To review and discuss with management Key Risk exposures; the steps Everpure has taken to detect, monitor and actively manage such exposures; and Everpure's risk assessment and risk management policies relating to such exposures.
2. To review and discuss with management the tone and culture within Everpure regarding Key Risks, including open risk discussions, and integration of risk management into Everpure's behaviors, decision making, and processes.
3. To receive, as and when appropriate, reports from Everpure's corporate audit and compliance staff on the results of risk management reviews and assessments, as related to Key Risks.
4. To review periodic reports from Everpure's Chief Information Security Officer, and other members of management as appropriate, regarding ongoing enhancements to, and overall effectiveness of, Everpure's risk management program relating to Key Risks.
5. To review management actions on significant compliance matters related to Key Risks and Everpure's compliance with applicable Key Risks laws and regulations.
6. To review reports on selected Key Risks topics as the Committee deems appropriate from time to time.

7. To undertake any other responsibilities expressly delegated to the Committee by the Board from time to time.

8. To investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is necessary or appropriate.

9. To periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

10. To conduct an annual evaluation of the performance of the Committee.

11. To perform such other functions and to have such powers as may be necessary or appropriate in the discharge of any of the foregoing.