

TUPPERWARE BRANDS CORPORATION

Charter of the Compensation and Governance Committee

RESOLVED, that the purposes of the Compensation and Governance Committee shall be (1) to assist the Board of Directors in discharging its responsibilities relating to compensation of the Corporation's officers and senior management (including the production of a report on compensation as may be required for inclusion in the Corporation's proxy statement to shareholders), (2) to identify criteria for Board membership (including committees thereof) and candidates for service on the Board of Directors, and (3) to establish corporate governance principles applicable to the Corporation.

RESOLVED, that the structure and operations of the Committee shall be in accordance with the following:

- (1) the members of the Committee, including a chairperson thereof, shall be appointed by the Board of Directors of the Corporation to serve in accordance with paragraph (2) below, subject to the provisions of Section 3.8 of Article III of the Amended and Restated By-Laws of the Corporation, until the meeting of the Board of Directors occurring at the time of the next annual meeting of shareholders of the Corporation and their successors are chosen;
- (2) a member of the Committee may be appointed or removed by the vote of a majority of the members of the Board of Directors; provided, however, that if a director has been removed for cause by the affirmative vote of the holders of at least 80 percent of the voting power of the Corporation, as contemplated by Section 3.9 of Article III of the Corporation's Amended and Restated By-Laws, such person shall be deemed to have automatically been removed from the Committee;
- (3) the qualifications for membership on the Committee shall consist of independence (as hereinafter defined) and general satisfaction of qualifications for membership on the Board of Directors of the Corporation as may be in effect at the time of a director's appointment or election, as the case may be, to the Board of Directors, or if a proposed member of the Committee shall not be a director of the Corporation, such additional qualifications as may be determined by the Board of Directors;
- (4) three members of the Committee shall constitute a quorum for the transaction of business at any meeting of the Committee, and in the absence of a quorum the member or members thereof present at any meeting, whether or not constituting a quorum, may unanimously appoint one or more members of the Board of Directors to act at the meeting to achieve a quorum;
- (5) in the absence of the chairperson of the Committee at any meeting, the members thereof present at any meeting may unanimously appoint a member of the Committee to serve as interim chairperson for purposes of the meeting;

- (6) the Committee may delegate any duty of the Committee to a subcommittee of the Committee formed by the Committee for the purpose, and composed of at least two members of the Committee; and further
- (7) all members of the Committee shall have no relationship with the Corporation that could interfere with the exercise of independence from the Corporation and its management, taking into consideration standards for determination of independence established by the Board of Directors, and no member (a) shall be, or shall have been in the past five years, an employee of the Corporation or any of its affiliates, (b) shall be, or shall have been in the past five years, affiliated with or employed by a (present or former) auditor of the Corporation, (c) shall be, or shall have been in the past five years, part of an interlocking directorate in which an executive officer of the Corporation serves on the compensation committee of another company that concurrently employs the member, or (d) shall have an immediate family member (defined as a person's spouse, parent, child, sibling, mother or father-in-law, son or daughter-in-law, brother or sister-in-law, and anyone who shares such person's home) who would be covered by the restrictions in clauses (a)-(c) above;
- (8) the Committee shall meet in person or telephonically as required from time to time in the discretion of the chairperson of the Committee; provided, however, that the Committee shall have four regularly scheduled in-person meetings each fiscal year;
- (9) the Committee shall meet for such time as may be necessary for the conduct of its business;
- (10) the Committee shall have appropriate liaisons from senior management of the Corporation as the Committee may establish to assist in the conduct of the Committee's business in light of its duties hereunder;
- (11) the Committee may conduct its business in executive session or in the presence of members of management of the Corporation, including the chief executive officer, the chief financial officer, the management liaisons and the corporate secretary, as the Committee shall determine;
- (12) the Committee shall establish standing agendas to assure that during the course of its meetings throughout a fiscal year it discharges its duties hereunder, and shall supplement such standing agendas from agenda items from time-to-time as necessary and appropriate in the judgment of the Committee;
- (13) the Committee shall recommend for approval of the Board of Directors such matters involving the scope of the Committee's responsibilities as may be required by law or prescribed by approval guidelines established by the Board of Directors from time to time;
- (14) the Committee shall be authorized to require written materials on matters brought before the Committee, which materials shall be delivered sufficiently in advance of a meeting to afford the Committee's careful review and consideration;
- (15) the chairperson of the Committee shall report to the Board of Directors on the proceedings of the Committee's meetings and its actions by consent; provided,

however, that the chairperson shall not be required to obtain the approval of the Board of Directors for those matters approved by the Committee and not otherwise requiring the approval of the Board of Directors under its approval guidelines;

- (16) the Committee shall keep, or cause to be kept, in accordance with Section 3.8 of the Amended and Restated By-Laws of the Corporation, minutes of the meetings of the Committee, which minutes shall be approved by the Committee and filed with the records of the Corporation;
- (17) on an annual basis the Committee shall conduct an evaluation of the performance of the Committee in the context of the duties of the Committee hereunder; and further

RESOLVED, that the Compensation and Governance Committee shall have the following duties in respect of executive compensation matters:

- (1) consider and make recommendations to the Board of Directors with respect to annual salaries of senior officers of the Corporation, which officers shall include the Chairman of the Board, Chief Executive Officer, President, any Executive Vice President, Senior Vice President, Group President or Vice President and any other officer or position senior to Vice President of the Corporation;
- (2) subject to the foregoing salary approval authority of the Board of Directors, consider and take action on annual salaries of such officers and other employees of the Corporation or its subsidiaries as said Committee shall determine from time to time;
- (3) direct the administration of the Corporation's annual and long-term management incentive plans and programs (cash and stock), supplemental benefit plans and other executive plans and programs with full authority to interpret, to establish regulations under and to make all determinations deemed necessary or advisable for the administration of such plans (or to delegate to senior management such authority), all in accordance with their respective provisions;
- (4) determine, if it deems advisable, that the issuance of shares of the Corporation's common stock pursuant to the Corporation's annual and long-term management incentive plans and programs, supplemental benefit plans and other executive plans and programs shall be in consideration of services previously rendered, and that the value of such consideration or partial consideration is at least equal to the par value of the common stock of the Corporation so issued;
- (5) with respect to employee benefits plans, programs and obligations of the Corporation and/or its subsidiaries (subject to any limitations arising out of collective bargaining obligations),
 - (a) appoint from members of management a Management Committee for Employee Benefits to design and administer the plans, programs and

obligations, and to determine the duties and responsibilities of such committees,

- (b) approve design and cost decisions of significance to the Corporation;
- (6) review and approve corporate goals and objectives relevant to the Chief Executive Officer's compensation and conduct a preliminary evaluation of the performance of the Chief Executive Officer (based on approved goals and objectives) and present such evaluation to the full Board of Directors for its review and approval; and communicate the results to the Chief Executive Officer;
- (7) make all such determinations with respect to compensation and employee benefits as may be required to be made by a committee of the Board of Directors of the Corporation; and further

RESOLVED, that the Compensation and Governance Committee shall have the following duties in respect of directors:

- (1) establish criteria for the selection of Directors and seek, identify, review qualifications of and recommend to the Board suitable persons as candidates for membership on the Board of Directors;
- (2) review and make recommendations to the Board of Directors with respect to other matters concerning the administration of the Board of Directors, including an annual evaluation of the performance of the Committee, the Board and its individual directors;
- (3) establish compensation for outside directors of the Corporation, including annual fees, committee fees, chairperson fees, grants of equity instruments, perquisites, charitable contributions and other benefits, and direct the administration of the Corporation's Director Stock Plan;
- (4) evaluate the performance of individual directors for purposes of renomination for election by shareholders and to make recommendations to the Board of Directors for such renomination;
- (5) evaluate changes in principal occupation of directors or other significant changes in directors' circumstances and make determinations with respect to such directors under the Corporation's policies;
- (6) evaluate the Corporation's policies and practices with respect to the Board of Directors and make recommendations to the Board of Directors for approval; and further

RESOLVED, that the Compensation and Governance Committee shall have the duty to adopt and maintain corporate governance guidelines to include the following subjects:

- (1) director qualifications standards, reflecting the independence provisions set forth above, as well as other requirements, including limits on the number of board memberships a director may have, director tenure, retirement and succession;
- (2) the basic duties and expectations of a director of the Corporation, including attendance at board meetings and review of materials;
- (3) the ability of directors to obtain access to management and independent advisors;
- (4) director compensation, including the form and amount of compensation, as contemplated above;
- (5) a process for orienting new directors upon joining the board and a system of continuing education on matters of interest to directors and the Corporation;
- (6) a system for planning the succession of management, including the replacement of the chief executive officer in the event of retirement or emergency, as well as policies and principles for the selection and performance reviews of the chief executive officer;
- (7) a process for the board of directors to conduct a self-evaluation of its functions and those of its committees at least annually; and further

RESOLVED, that the Committee shall have the sole power and authority to obtain studies, research, advice and recommendations of outside experts in the course of conducting the business of the Committee and to make determinations as to such firm's fees and the terms and conditions of the retention of such firms, and to retain such outside advisors, professionals and experts as the Committee shall deem necessary or advisable for such purpose or in furtherance of any duty of the Committee hereunder and at the expense of the Corporation.