

TUPPERWARE BRANDS CORPORATION

**Audit, Finance and Corporate Responsibility Committee
Charter
(Effective February 28, 2017)**

Statement of Purpose

The purposes of the Audit, Finance and Corporate Responsibility Committee (the "Committee") of the Board of Directors of Tupperware Brands Corporation (the "Corporation") shall be (1) to assist the Board of Directors in discharging its responsibilities relating to the oversight of the establishment, maintenance and monitoring of controls over the Corporation's financial policies, financial statements and disclosure responsibilities (including required reporting) in order to assure the integrity of the Company's financial statements; (2) selection, management, evaluation, compensation and replacement of independent auditors to the Corporation; (3) evaluation of the performance of the Corporation's internal audit function and its auditors; (4) oversight of the Corporation's compliance generally with laws and regulations, including compliance programs; and (5) oversight of the Corporation's financial structure.

I. Structure and Operations.

The Committee's structure and operations shall be in accordance with the following:

(1) the membership of the Committee shall be composed of a number of directors (but not less than three) as determined by the Board of Directors from time to time and such members shall be appointed or removed by a vote of a majority of members of the Board of Directors; provided, however, that if a director has been removed for cause 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;

(2) the qualifications for membership on the Committee shall consist of independence as required by the New York Stock Exchange and the Securities Exchange Act of 1934 from time to time, "financially literacy" (with at least one member of the Committee having "financial expertise") as such terms are interpreted by the Board of Directors to

achieve compliance with relevant New York Stock Exchange listing requirements and rules promulgated by the Securities and Exchange Commission, 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, by the Board of Directors; provided, however, that no member of the Committee shall simultaneously serve on the audit committees of more than two other public companies; provided, however, that the qualification of financial literacy may be met within a reasonable period after having become a member of the Committee;

(3) a majority of the 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 independent members of the Board of Directors to act at the meeting to achieve a quorum;

(4) the chairperson of the Committee shall be as selected by the independent directors of the Corporation, and in the absence of the chairperson of the Committee at any meeting, a majority of the members thereof present at any meeting may appoint a member of the Committee to serve as interim chairperson for purposes of the meeting, and 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;

(5) in the operations of the Committee, it shall:

(a) delegate any duty of the Committee to a subcommittee of the Committee formed for the purpose, if desirable;

(b) meet in person or telephonically as often as necessary to complete its responsibilities;

(c) require appropriate liaisons from senior management of the Corporation;

(d) conduct its business in executive session from time to time as it deems desirable; provided, however, that the Committee shall periodically meet in executive session separately with management, with the head of internal audit, and with the representatives of the independent auditors;

(e) establish a standing agenda to assure that during the course of its meetings throughout a fiscal year it

discharges its duties hereunder;

(f) recommend for approval of the Board of Directors such matters as may be required by law or prescribed by approval guidelines established by the Board of Directors from time to time;

(g) require written materials on matters brought before the Committee, delivered sufficiently in advance of a meeting to afford careful review and consideration;

(h) upon request, distribute to other members of the Board of Directors minutes of the Committee's meetings prepared in accordance with Section 3.8 of the By-Laws of the Corporation; and

(i) conduct an annual evaluation of the performance of the Committee.

II. Assistance with Board Oversight.

The Committee shall assist the Board of Directors with the oversight of the (1) integrity of the Corporation's financial statements, (2) Corporation's compliance with legal and regulatory requirements, (3) Corporation's independent auditor's qualifications and independence, and (4) performance of the Corporation's internal audit function and independent auditors.

III. Committee Report.

The Committee shall prepare a Committee report as required by the Securities and Exchange Commission from time to time for inclusion in the Corporation's annual proxy statement to shareholders.

IV. Matters Concerning Independent Auditors.

The Committee shall:

(1) have direct responsibility for the appointment, compensation, retention and oversight and pre-approval (subject to the de minimis exceptions for non-audit services under Section 10A of the Securities Exchange Act of 1934) of the work of the Corporation's independent auditor for audit reports or other services (including tax services), including the resolution of disagreements between the auditor and management, and the independent

auditor shall report directly to the Committee;

(2) at least annually, obtain and review a report by the Corporation's independent auditor describing (a) the internal quality control procedures of the independent auditor; (b) 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 respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues; and (c) all relationships between the independent auditor and the Corporation in order to assess the independent auditor's independence;

(3) evaluate the independent auditor's qualifications, performance and independence, including that of the lead partner, taking into account the opinions of the Corporation's management and internal auditors and the advisability of the rotation of the audit firm itself, and shall report thereon to the Board of Directors; and review with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit, including issues or difficulties raised in the course of the independent auditor's work and management's responses, including restrictions on scope of activities or access to information, significant disagreements with management, and the responsibilities, budget and staffing of the Corporation's internal audit function; and

(4) set the Corporation's hiring policies for employees or former employees of the independent auditor.

V. Risk Assessment and Management.

The Committee shall discuss (a) the Corporation's guidelines and policies regarding the governance by which risk assessment and management is undertaken by the Corporation's management, and (b) the Corporation's major financial and operational risk exposures and the steps management has taken to monitor and control such exposures.

VI. Matters Concerning Management Functions.

The Committee shall:

- (1) review the function of the Internal Audit Department, its charter, budget, organization, scope, plans, coordination with the independent auditors, activities and performance, and report thereon to the Board of Directors;
- (2) approve the selection and/or discharge of the head of Internal Audit, which person shall be directly accountable to the Committee notwithstanding any accountability to management which the Committee may permit;
- (3) review the quality and depth of the financial and legal functions worldwide;
- (4) review the status of tax returns and tax audits; and
- (5) review officers' expenses.

VII. Complaint Procedures.

The Committee shall establish procedures for (a) the receipt, retention and treatment of complaints concerning accounting, internal accounting control or auditing matters, and (b) confidential, anonymous employee submission of concerns over the matters in the preceding clause (a).

VIII. Engagement and Funding of Advisors.

The Committee shall have the power and authority to undertake investigations into the affairs of the Corporation in the course of conducting the business of the Corporation and to retain such outside advisors, professionals, counsel and experts (including independent auditors), and to expend sums for administrative matters, as the Committee shall deem necessary or advisable for the purpose and at the expense of the Corporation at funding levels determined by the Committee.

IX. Matters Concerning Financial Statements, Policies, Disclosures, Releases and Guidance.

The Committee's charge is that of oversight and the Corporation's management is responsible for preparing the Corporation's financial statements and the independent auditors are responsible for auditing those annual financial statements. The Committee shall be entitled to reasonably rely upon the representations of management and

the independent auditors that the financial statements are prepared in accordance with generally accepted accounting principles. Additionally, the Committee recognizes that financial management (including the internal audit staff), as well as the independent auditors, have more time, knowledge and more detailed information on the Corporation than do Committee members; consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Corporation's financial statements or any professional certification as to the independent auditor's work. With this understanding, the Committee shall:

(1) review and discuss with management and the independent auditor the Corporation's annual and quarterly financial statements, including the specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and determine whether or not to recommend to the board of directors that such materials be included in the Corporation's annual report on Form 10-K;

(2) discuss with management and the independent auditor significant financial reporting issues and adjustments made in connection with the Corporation's financials statements, including changes in accounting principles;

(3) review and discuss with management and the independent auditor any major 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;

(4) review and discuss with management 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;

(5) review and discuss quarterly reports from the independent auditors regarding critical account policies and practices, alternative treatments of financial information under generally accepted accounting principles that have been discussed with management and the ramifications of the uses thereof, and other material written communications between management and the independent auditor;

(6) 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;

(7) review disclosures made to the Committee concerning internal controls (including significant deficiencies and/or material weaknesses) in connection with the certification process or fraud relating to the Corporation's filings with the Securities and Exchange Commission; and

(8) discuss the Corporation's earnings releases and information and guidance provided to analysts and ratings agencies, though such discussions may be general and need not be in advance of releases or guidance.

X. Matters Concerning Corporate Responsibility.

The Committee shall:

(1) recommend for approval by the Board of Directors a Code of Conduct and Code of Ethics for Financial Executives regarding the Corporation's compliance with laws and regulations and ethical conduct, including any amendments thereto from time to time;

(2) periodically review the Corporation's compliance with legal and regulatory requirements and its programs and procedures designed to assure adherence to and enforcement with law and the codes; and

(3) review and approve, as required, all related-party transactions, including any requests for waiver of the Corporation's codes.

XI. Matters Concerning Financial Structure.

The Committee shall periodically review and recommend to the Board of Directors, as needed:

(1) the overall financial structure and financial condition of the Corporation;

- (2) the long-term financial needs and plans of the Corporation;
- (3) dividend policy;
- (4) the issuance or purchase of the capital stock of the Corporation;
- (5) issuance or redemption of long-term debt of the Corporation or any of its subsidiaries, excluding normal sinking fund purchases;
- (6) guarantee by the Corporation or any subsidiary of the Corporation of indebtedness of any other subsidiary of the Corporation or that of a third party;
- (7) review investment returns related to assets of the Corporation's employee retirement and savings plans; and
- (8) insurance coverage for the Corporation and its directors and officers.