



**Tupperware**Brands

Dear Fellow Associate,

For more than sixty years, the Tupperware name has stood for the highest standards of product quality. We are also passionate about the quality and integrity of our products and are one of the world's most trusted brands. The need to offer consistent quality and to act with integrity is also a critical component of our relationship with our independent sales force, employees, and shareholders. Those high standards must serve as the foundation for the business conduct of its Associates. We live and work in many communities around the world, and just as each of us wants to be well regarded in our community, so does Tupperware Brands Corporation. For this reason, we believe it is essential that the Company's high standards be observed in all contacts with our business partners, customers, suppliers, fellow Associates and the general public.

Tupperware Brands' Board of Directors adopted this Code of Conduct to set forth the fundamental ethical principles to which we must all adhere. While laws may differ from country to country, matters of basic integrity transcend national boundaries. Therefore, these principles apply to every Associate, regardless of location or position in the Company.

This Code reflects the current issues and concerns of Tupperware Brands Corporation. Please read it carefully in order to avoid any misunderstanding of the Company's position.

A business organization, like a community or nation, must depend more on the conscience of the individual than the strictness of the law or the efficiency of law enforcement. Only through the continuing efforts of each Associate can we preserve Tupperware Brands' outstanding reputation. We are confident you will view these principles with appropriate concern and strictly comply with them in the same spirit which has maintained the quality of Tupperware Brands' products.

Sincerely,

Rick Goings  
Chairman and Chief Executive Officer

# **CODE OF CONDUCT**

## **INTRODUCTION**

The highest standard of individual conduct is expected at all times from each member of the Board of Directors and from each Associate of Tupperware Brands Corporation and its related and affiliated entities (the "Company") in every aspect of business. Business should be conducted on the basis of fair dealing, consideration for the rights of others, and the highest principles of good corporate citizenship.

The areas covered in this Code of Conduct are those of most concern, and are not intended to be all inclusive. No set of rules could cover all contingencies, and no system of monitoring can detect all violations.

Associates may obtain detailed guidance on the topics contained in this Code of Conduct, as well as other topics, through the Company's corporate accounting manual and selected policy statements, and through consultation with Company personnel. If you have need for such guidance, contact the Chief Legal Officer or the Chief Financial Officer of the Company.

Associates should report violations of the Code, and may do so on an anonymous basis. Retaliation against Associates who report Code violations is prohibited. Disciplinary actions will result from violations of the Code and may include termination of employment. (See page 6, "Implementation of the Code of Conduct.")

Management is accountable for compliance with the Code and for assuring that Associates receive sufficient training in matters addressed by the Code.

## **COMPLIANCE WITH THE LAW**

Associates must comply with all laws and government regulations applicable to the conduct of the Company's business. For interpretation of legal and regulatory requirements, Associates should consult the Company's Chief Legal Officer.

## **ACCOUNTING AND AUDITING**

Compliance with prescribed accounting and auditing policies and procedures is required at all times. Associates having control over such matters are expected to handle them with the strictest integrity and ensure that each transaction is executed in accordance with management's authorization and is properly and accurately recorded in the Company's accounting records.

In addition to the above, Associate benefit plan assets and transactions must be managed with care and prudence in accordance with applicable law.

## **CONFLICT OF INTEREST**

Each Associate has a responsibility to exclude personal interest in the performance of his or her duties. Business transactions must be entered into solely in the best interests of the Company. No Associate may, directly or indirectly, benefit improperly from his or her position as an Associate or from any sale, purchase, or other activity of the Company. Associates should avoid situations involving a conflict or the appearance of a conflict between duty to the Company and personal interest. Specifically, no Associate shall:

- Accept from or give to any current or potential supplier, customer or competitor any payment, service, gratuity, gift, loan, loan guarantee or favor of more than nominal value unless approved by the Chairman and Chief Executive Officer of the Company or his designee (see page 4, "Payments and Gifts");
- Directly or indirectly, own any interest in, or serve as an officer, director or employee of, or consultant to, any competitor of the Company, or any organization doing or seeking to do business with the Company, if such interest or position could influence any decision that such Associate might make in the performance of his or her regular duties, unless approved by the Chairman and Chief Executive Officer of the Company or his designee; or
- Have any direct or indirect personal interest in any business transaction with the Company, unless approved by the Chairman and Chief Executive Officer of the Company or his designee.

This Conflict of Interest policy is applicable equally to members of the immediate family of each Associate, which normally include spouses, parents, children, spouses of children, and relatives living in the same household.

The above is not intended to describe all situations covered by the policy. Common sense and good conscience should serve as guidelines. Any case of doubt as to applicability should be referred to the Chief Legal Officer of the Company.

## **CORPORATE OPPORTUNITIES**

Directors, Officers and Associates are prohibited from (a) taking for themselves personally opportunities that are discovered through the use of corporate property, information or position; (b) using corporate property, information or position for personal gain; and (c) competing with the Company. Directors, Officers and Associates owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

## **FAIR DEALING**

Directors, Officers and Associates should endeavor to deal fairly with the Company's customers, suppliers, competitors and Associates. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

## **PROPRIETARY INFORMATION, INTELLECTUAL PROPERTY AND PERSONAL DATA**

Protection of the Company's proprietary information and intellectual property rights is critical to the Company's success. Protection of the personal data entrusted to us by our Associates, business partners, sales force and customers is our corporate responsibility. Proprietary information includes trade secrets, business plans, sales and marketing programs, and financial information. Intellectual property rights include patents, trademarks, and copyrights. Personal data includes names, addresses, phone numbers, identity numbers, and credit card numbers. The Company shall take all necessary steps to protect its proprietary information and intellectual property, as well as the personal data in its possession. The Company's proprietary information may not be used or disclosed by Associates without proper authorization or for private advantage. The Company and its Associates will respect and refrain from infringing the intellectual property rights of others. The Company and its Associates will respect the privacy and integrity of the personal data in its possession and personal data may not be used or disclosed by Associates without proper authorization or for private advantage.

## **SECURITIES LAW MATTERS**

Material inside information of the Company may not be used for private advantage and may be communicated only with great discretion when properly authorized. Use of material inside information in connection with trading in the stock of the Company is not only a violation of the Code but is illegal under securities laws and may result in severe civil and criminal penalties. This policy also extends to trading in the stock of companies which have significant relationships with the Company, including vendors.

Information is "material" if its possession would reasonably affect an investor's investment decision, and is "inside" if it has not been disclosed generally to the public. The Company shall take all reasonable measures to maintain the confidentiality of its material inside information and to control the use of such information by its Associates and advisors. Particular care should be taken to prevent the disclosure of material inside information to outside parties. Such disclosure may subject the Company to liability under securities laws or enable outside parties to violate securities laws.

## **PAYMENTS AND GIFTS**

Giving or receiving kickbacks, bribes, undisclosed commissions or other improper payments is contrary to Company policy. Giving or receiving business gifts of nominal value, while discouraged, is permissible where customary. Giving or receiving gifts of significant value is prohibited. Customary business entertainment is proper, but impropriety may result if the value or cost is such that it could be interpreted as affecting an otherwise objective business decision.

The Company will comply with the United States Foreign Corrupt Practices Act. This Act generally prohibits payments or gifts to any foreign government official to influence the decision of such official in awarding business to the Company. The Act permits "facilitating payments," which are payments to foreign government officials for ordinary non-discretionary actions, such as providing routine permits, visas, utility services and similar actions. The Company discourages such payments, but permits them if made in strict compliance with the Company's guidelines. They are to be reported quarterly as described in Policy No. 214.4 in the Corporate Accounting Manual.

## **ANTITRUST AND TRADE PRACTICES**

The Company and its Associates shall comply with antitrust laws and trade regulations. The quality of our products and services, and their price/value relationship, enable us to compete in the marketplace without resorting to illegal activities or disparagement of competitors.

To avoid violations of United States antitrust laws and trade regulations, or inferences or allegations of violations, no Associate shall:

- Have discussions with a competitor regarding prices or markets;
- Reach any agreement with any customer or independent distributor or dealer regarding resale prices (suggesting resale prices is permitted);
- Engage in any pricing or competitive practice for the purpose of harming competition; or
- Without legal justification, discriminate in prices, allowances or services to customers, or induce the granting of discriminatory prices, allowances or services to the Company.

The foregoing statement relates primarily to transactions in United States commerce; however, transactions in other countries may be affected by United States laws if there is an effect upon the commerce of the United States. Additionally, there are trade regulations and competition laws in most of the countries in which we do business, which must be observed. Whenever there is any doubt as to the legality of any contemplated practice, transaction or activity, the Chief Legal Officer should be contacted.

## **SAFETY, HEALTH, ENERGY AND ENVIRONMENT**

Every Company activity worldwide shall be conducted with concern for safety, health, energy conservation and the environment. The Company will:

- Comply with all applicable laws and regulations;
- Apply reasonable standards of conduct based on leading international business practices, in the absence of, or in addition to existing laws and regulations;
- Ensure that safety, health and environmental concerns are addressed in the workplace and in its products;
- Protect the environment of the communities in which it operates;
- Conserve energy and resources;
- Prevent pollution and minimize waste, with an emphasis on recycling; and
- Properly dispose of hazardous and non-hazardous materials

The Company will maintain programs which stress prevention of problems, continuous improvement in performance, and regular self-assessments of progress. Questions regarding safety, health, energy and environmental issues should be directed to the Director, Environmental and Safety Engineering.

## **EMPLOYMENT AND DIVERSITY**

The Company is proud to be an equal opportunity employer and believes that equal opportunity is in the best interests of the Company and all its Associates. The Company is committed to developing and promoting ethnic and cultural diversity, including women and minorities, in its work force, in its independent sales force, and in its relationships with vendors, service providers and other third parties. Discrimination on the basis of race, sex, sexual orientation, color, religion, national origin, age or disability is unlawful and will not be tolerated by the Company. The Company also is committed to maintaining a work environment free of intimidation and harassment, either verbal or physical.

## **GOVERNMENTAL INVESTIGATIONS**

It is the Company's policy to cooperate, upon advice of the Chief Legal Officer, in investigations by authorized regulatory agencies and their representatives. On occasion, representatives of various governmental agencies may visit the Company's facilities, with or without proper legal authorization, for the purpose of conducting inspections or gathering information. Representatives of governmental agencies are to be treated courteously and in a businesslike manner as we would any other visitor to our facilities. Except in unusual circumstances, the Company will consent to the entry of inspectors; however, Associates should contact the Chief Legal Officer of the Company or the Director, Environmental and Safety Engineering before consent is given.

## **POLITICAL CONTRIBUTIONS**

Except in limited circumstances where corporate political contributions are clearly permitted under applicable law and are authorized by the Chairman and Chief Executive Officer of the Company or his designee, no Company assets may be contributed, directly or indirectly, to political parties or candidates for public office, or in connection with propositions to be voted upon. Contributions include cash, property, services and purchases of tickets to fund-raising events.

## **IMPLEMENTATION OF THE CODE OF CONDUCT**

### **Condition of Employment**

At the time of employment, each Associate shall agree in writing to comply with the Code of Conduct. Certain supervisory and all management Associates are required to do the same each year.

Such agreements, as well as compliance with the Code, are conditions of employment for each Associate.

### **Compliance Officers**

The Chief Legal Officer is the compliance officer concerning all legal matters, as well as compliance with this Code. The Chief Financial Officer is the compliance officer concerning all accounting and control matters.

## Questions Regarding the Code

Any questions regarding the Code, its interpretation or application should be directed to the Chief Legal Officer in person, in writing, or by calling 407-826-4514.

## Reporting

Reporting violations of the Code of Conduct can be made in a variety of means, either in writing, by telephone hotline or by e-mail. Such reports can also be made anonymously if desired, and may be made to management or directly to the Board of Directors.

If an Associate knows of a violation of the Code, the Associate should immediately report it to his or her manager, or another manager. Any manager receiving such a report must immediately report to the controller, human resources manager or general manager of the business unit, who should in turn advise the Company's compliance officers. An Associate may also report a violation of the Code directly to any of such persons if he or she deems it more appropriate under the circumstances or through the Company hotline. If the report relates to the Conflict of Interest Policy, it should be directed to the Chief Legal Officer.

Written reports to the Company's compliance officers should be addressed to:

Tupperware Brands Corporation  
Post Office Box 2353  
Orlando, Florida 32802-2353  
USA

and marked "Confidential."

Telephone reports to the Company's compliance officers should be directed to 1-407-826-5050, in Orlando, Florida, USA.

Written communication to Tupperware Brands' Board of Directors from interested parties should be addressed to the Board as follows:

Board of Directors  
Tupperware Brands Corporation  
Post Office Box 2353  
Orlando, Florida 32802-2353  
USA

and marked "Confidential".

If Associates prefer, they may report Code of Conduct violations via a 24-hour, confidential hotline, staffed by multi-lingual professionals, available through an independent company called The Network. The hotline numbers are:

U.S. & Canada (toll free): 877-217-6220

All other locations (call collect): +1 770-582-5215

If the telephone operator asks for an Associate's name when placing the collect call, the Associate can use "Tupperware" to remain anonymous. An Associate may also elect to direct the report to the Board of Directors by so advising The Network.

If Associates prefer, they may report Code of Conduct violations via e-mail as follows:

To the Compliance Officers: [ComplianceOfficer@Tupperware.com](mailto:ComplianceOfficer@Tupperware.com)

To the Board of Directors: [BoardofDirectors@Tupperware.com](mailto:BoardofDirectors@Tupperware.com)

If the Associate sends a report to the Board of Directors, the report will not be viewed by anyone in management. Also, an Associate may request that the report be treated as anonymous, and such request will be honored.

There will be no retaliation for good faith reporting of actual or possible violations of the Code. Such reporting may be anonymous. If not anonymous, the identity of the reporting Associate will be kept confidential unless it must be revealed in order to fairly enforce this Code or comply with legal obligations.

### **Investigation**

The Company's Chief Legal Officer will promptly investigate all alleged Code violations and will take whatever corrective action is required. Associates are expected to cooperate in the investigation.

### **Discipline for Violations**

Disciplinary actions may be taken for:

- Authorizing or directly participating in actions that violate the Code;
- Concealing a violation of the Code;
- Refusing to cooperate in the investigation of a violation of the Code;
- Failing to detect or report a subordinate's violation of the Code, if such failure reflects inadequate supervision or lack of oversight; or
- Retaliating, directly or indirectly, against an individual for reporting a violation of the Code.

Disciplinary action may, when appropriate, include dismissal.

### **Waivers and Disclosure**

Any waiver of any provision of the Code for the benefit of an Officer or Director of the Company must be approved by the Board of Directors or a committee thereof and disclosed promptly to shareholders.

The Code of Conduct was revised on November 30, 2011.
---