

TUPPERWARE BRANDS CORPORATION
Nominating and Governance Committee Charter
(effective May 24, 2017)

Statement of Purpose

The purposes of the Nominating and Governance Committee (the “Committee”) of the Board of Directors of Tupperware Brands Corporation (the “Corporation”) shall be to assist the Board of Directors in discharging its responsibilities relating to the (1) selection, orientation, education, organization, compensation, and evaluation of the members of the Board of Directors and its committees, with appropriate Board of Director involvement approvals, and (2) establishment of appropriate corporate governance provisions for the Corporation, including oversight of management succession.

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 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 from time to time, 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 determination of the Board of Directors;

(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 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 shall report to the Board of Directors on the proceedings of the Committee’s meetings and its actions by consent; and

(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;
- (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 the By-Laws of the Corporation; and
- (i) conduct an annual evaluation of the performance of the Committee.

II. Board Membership and Administration.

The Committee shall have the duties to oversee the selection of candidates for recommendation to the Board of Directors for election, and for the administration of matters relating to directors, which shall include the following subjects:

- (1) establish criteria for the selection of Directors for recommendation to and approval by the Board of Directors, and seek, identify and review qualifications of and recommend to the Board suitable persons as candidates for membership on the Board of Directors;
- (2) consider potential director candidates recommended by the Corporation's stockholders in the same manner as nominees identified by the Committee;
- (3) establish compensation and other benefits for outside directors of the Corporation, and direct the administration of the Corporation's Director Stock Plan, or any successor plan;
- (4) develop and oversee an orientation program for new directors and a continuing education program for all directors;
- (5) oversee the evaluation of the performance of the Board of Directors and its committees in accordance with evaluation criteria developed by the Committee, including an evaluation of the performance of individual directors for purposes of re-nomination for

election by shareholders and to make recommendations to the Board of Directors for such re-nomination;

(6) 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;

(7) evaluate the Corporation's policies and practices with respect to the Board of Directors and make recommendations to the Board of Directors for approval;

(8) approve charters for all other committees of the Board of Directors, and recommend such charters to the Board of Directors for approval;

(9) review the membership of other committees of the Board of Directors and make recommendations to the Board of Directors for changes in such membership; and

(10) upon retirement or rotation of the Presiding Director, nominate a successor candidate or candidates, with input from the other directors, for election by the Board of Directors.

III. Corporate Governance.

The Committee shall develop and recommend to the Board of Directors for its approval such elements of corporate governance provisions for the Corporation (including its certificate of incorporation and by-laws) as it shall deem necessary or advisable, as well as to develop and recommend to the Board of Directors for its approval corporate governance guidelines as required from time to time by the New York Stock Exchange.

IV. Board Evaluation.

The Committee shall annually oversee the evaluation by the Compensation and Management Development Committee for approval by the Board of Directors of the performance of the Chief Executive Officer and other members of management (based on approved goals and objectives).

V. Succession Planning.

The Committee shall ensure that the Board of Directors has an adequate system to plan for the succession of key management positions within the Corporation, including the replacement of the Chief Executive Officer in the event of retirement, discharge or emergency situations.

VI. Consultants.

The Committee shall have the sole power and authority to obtain studies, research, advice and recommendations of outside experts (including search firms) 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, including search firms, 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.