



## **Compensation and Management Development Committee Charter (effective February 21, 2014)**

### Statement of Purpose

The purposes of the Compensation and Management Development Committee (the "Committee") of the Board of Directors of Tupperware Brands Corporation (the "Corporation") shall be to (1) establish compensation programs and amounts for the management of the Corporation in light of corporate goals and evaluations of performance, with appropriate Board of Director approvals and required reporting, and (2) assure the establishment and operation of a development system for management succession and for assuring a focus on diversity and inclusion in the workforce.

### **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 (the "NYSE") 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;

(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.

### **Executive Compensation and Benefits**

With respect to executive compensation and benefits of management, the Committee shall:

- (1) consider and make recommendations to the Board of Directors with respect to the total compensation for the Chief Executive Officer of the Corporation and the annual salaries and Annual Incentive Program participation levels of officers of the Corporation above the level of Vice President, and to consider and take action on annual salaries and Annual Incentive Program participation levels of such other employees of the Corporation or its subsidiaries as the Committee shall determine from time to time;
- (2) review and approve the Corporation's annual and long-term management incentive plans and programs (cash and stock), supplemental plans, employee benefit and other executive plans and programs (including change-in-control agreements and provisions), with full authority to interpret and to make determinations necessary or advisable for the administration of such plans (or to delegate to senior management such authority, if the Committee determines it to be appropriate);
- (3) take into account the risks created in establishing executive compensation plans and programs in order to minimize elements of such plans and programs that would encourage excessive risk-taking which could lead to creating material adverse effects upon the Company, and to monitor such risk aspects of ongoing plans and programs;
- (4) appoint from members of management a Management Committee for Employee Benefits to design and administer the employee benefit plans, programs and obligations, and to determine the duties and responsibilities of such committee;
- (5) recommend corporate goals and objectives relevant to the Chief Executive Officer's compensation and evaluate the performance of the Chief Executive Officer, with the oversight of the Corporation's Presiding Director, and present such evaluation to the full Board of Directors for its review and approval; and communicate the results to the Chief Executive Officer;
- (6) review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Corporation's proxy statement and annual report on Form 10-K by Federal securities laws and regulations, and determine whether or not to recommend to the Board of Directors that the CD&A be so included; and
- (7) 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.

### **Management Succession; Diversity and Inclusion**

The Committee shall (a) from time to time review and approve management's system to provide for the succession of key management positions within the Corporation, (b) assure that such system is adequate to provide for succession of such positions and the development of candidates, (c) periodically review the candidates for succession purposes and assure that Board of Directors is exposed to such candidates, and (d) assure that the independent directors as a whole discuss annually the succession of the Chief Executive Officer. The Committee shall also ensure that the Corporation seeks to employ a diverse work force in terms of race, gender and cultural backgrounds of individuals as well as management succession candidates.

### **Consultants and Other Advisers**

The Committee shall have the sole power and authority to obtain studies, research, advice and recommendations of compensation consultants, legal counsel and other advisers in the course of conducting the business of the Committee and to make determinations as to such firms' fees and the terms and conditions of the retention of such firms, and to retain, compensate and oversee the work of such compensation consultants, legal counsel and other advisers 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. The Committee shall also have the responsibility for determining the independence of compensation consultants and the authority to approve non-executive compensation consulting assignments and the fees therefor. To the extent required by NYSE rules, the Committee shall assess the independence of any compensation consultants, legal counsel (other than in-house legal counsel) and other advisers taking into account the factors specified by such rules.