

TUPPERWARE BRANDS CORPORATION
AUDIT AND FINANCE COMMITTEE CHARTER
EFFECTIVE March 5, 2024

STATEMENT OF PURPOSE

The purposes of the Audit and Finance 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 Corporation’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.

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, in consultation with the Nominating, Governance & Social Responsibility Committee, 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. each member of the Committee shall be independent in accordance with the requirements of Rule 10A-3 of the Securities Exchange Act of 1934 and the rules of the New York Stock Exchange;
3. each member of the Committee must be financially literate, as determined by the Board of Directors in its business judgment; provided, however, that the qualification of financial literacy may be met within a reasonable period after having become a member of the Committee. At least one member of the Committee must have accounting or related financial management expertise, as determined by the Board of Directors in its business judgment. At least one member of the Committee must be an audit committee financial expert. A person who satisfies this definition of audit committee financial expert will also be presumed to have accounting or related financial management expertise;
4. no member of the Committee shall simultaneously serve on the audit committees of more than two other public companies;

5. 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;
6. the chair of the Committee shall be as selected by the independent directors of the Corporation, and in the absence of the chair 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 chair for purposes of the meeting, and the chair of the Committee shall regularly report to the Board of Directors on the proceedings of the Committee's meetings and its actions by consent;
7. The agenda and materials for Committee meetings will be prepared by the chair of the Committee in consultation with the other Committee members, the chief financial officer, the head of internal audit, the chief information security officer and the independent auditor. 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, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the Committee at its next scheduled meeting;
 - (b) meet at least once per fiscal quarter in person or telephonically as necessary to complete its responsibilities;
 - (c) have access to the Corporation's books, records, facilities and personnel;
 - (d) require appropriate liaisons from senior management of the Corporation;
 - (e) 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;
 - (f) establish a standing agenda to assure that during the course of its meetings throughout a fiscal year it discharges its duties hereunder;
 - (g) 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;
 - (h) require written materials on matters brought before the Committee, delivered sufficiently in advance of a meeting to afford careful review and consideration;
 - (i) 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
 - (j) conduct an annual evaluation of the performance of the Committee.

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, (4) performance of the Corporation's internal audit function and independent auditors, and (5) the Corporation's computerized information systems and security.

COMMITTEE REPORT

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

MATTERS CONCERNING INDEPENDENT AUDITORS

The Committee shall:

1. have direct responsibility for the appointment, compensation, retention and oversight of the work of the Corporation's independent auditor for the purpose of auditing the Corporation's annual financial statements, books, records, accounts and internal controls over financial reporting or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between the independent auditor and management; provided, however, that the independent auditor shall report directly to the Committee;
2. pre-approve all audit and permitted non-audit and tax services that may be provided by the Corporation's independent auditor, and establish policies and procedures for the Committee's pre-approval of permitted services in compliance with applicable Securities and Exchange Commission rules and review such pre-approval policies at least quarterly;
3. review and discuss with the Corporation's independent auditor (1) the auditor's responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (2) the overall audit strategy, planning and staffing, (3) the scope and timing of the annual audit, (4) any significant risks identified during the independent auditor's risk assessment procedures and (5) when completed, the results, including significant findings, of the annual audit;
4. 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, Public Company Accounting Oversight Board 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 or any of its subsidiaries in order to assess the independent auditor's independence;

5. at least annually, 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 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 encountered by the independent auditor or internal audit department and management's responses, including restrictions on scope of activities or access to information, significant disagreements between the Corporation's independent auditor or internal audit department and management, and the responsibilities, budget and staffing of the Corporation's internal audit function;
6. engage in a dialogue with the independent auditor to understand the nature of each identified critical audit matter, the auditor's basis for identifying a matter as a critical audit matter and how each such identified matter will be described in the auditor's report; and
7. set the Corporation's hiring policies for employees or former employees of the independent auditor.

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, including information technology security and risk, and the steps management has taken to monitor and control such exposures.

MATTERS CONCERNING MANAGEMENT FUNCTIONS

The Committee shall:

1. review, discuss with the Corporation's independent auditor, and approve the functions 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 and compensation 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.

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).

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 Committee, 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.

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 or quarterly report on Form 10-Q;
2. discuss with management and the independent auditor significant financial reporting issues and adjustments made in connection with the Corporation's financial statements, including any significant changes in the Corporation's selection or application of accounting principles;
3. review and discuss with management, internal audit, and the independent auditor the adequacy and effectiveness 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 accounting policies and practices, analyses prepared by management setting forth significant

financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including analyses of 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, such as any management letter or schedule of unadjusted differences;

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;
8. discuss with the independent auditor material issues on which the national office of the independent auditor was consulted by the Corporation's audit team; and
9. discuss the Corporation's earnings releases, including the type of information to be included and its presentation and use of any pro forma, adjusted or other non-GAAP financial information, and information and guidance provided to analysts and ratings agencies, including the type of information to be disclosed and type of presentation to be made, though such discussions may be general and need not be in advance of releases or guidance.

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, with the General Counsel and outside legal counsel, legal and regulatory matters relating to the Corporation and its subsidiaries that could have a significant impact on the Corporation's financial statements; review the Corporation's compliance with legal and regulatory requirements and its programs and procedures designed to promote and monitor adherence to and enforcement with law and the codes;
3. review, approve and oversee, as required, all related-party transactions, including any requests for waiver of the Corporation's codes; keep the Corporation's independent auditor informed of the Committee's understanding of the Corporation's relationships and transactions with related parties that are significant to the Corporation and whether any of the Committee has concerns regarding relationships or transactions with related persons and, if so, the substance of those concerns; and to review and discuss with the Corporation's independent auditor the independent auditor's evaluation of the Corporation's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Corporation's relationships and transactions with related parties; and

4. review this Charter at least annually and recommend any proposed changes to the Board of Directors for approval.

MATTERS CONCERNING FINANCIAL STRUCTURE

The Committee shall periodically review and make recommendations to the Board of Directors, as needed, regarding:

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.