

**TUPPERWARE BRANDS CORPORATION**  
**COMPENSATION AND HUMAN CAPITAL COMMITTEE CHARTER**  
**EFFECTIVE MARCH 5, 2024**

**STRUCTURE AND OPERATIONS**

The structure and operations of the Compensation and Human Capital Committee (the “Committee”) of the Board of Directors of Tupperware Brands Corporation (the “Corporation”) 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 rules of the New York Stock Exchange (the “NYSE”) and the requirements of Rule 10C-1 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), 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. At least two members of the Compensation Committee shall qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934. Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized actions of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards.
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. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.
4. 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 shall regularly 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, so long as any such committee is comprised entirely of independent directors and has a written charter;
- (b) meet at least quarterly in person, telephonically, via videoconference or similar means of remote communication by means of which all persons participating in the meeting can hear each other as often 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 on compensation matters pertaining to the Chief Executive Officer and on other matters as it deems desirable from time to time;
- (f) establish a standing agenda to assure that during the course of its meetings throughout a fiscal year it discharges its duties hereunder (which responsibility may be delegated to the Committee chair);
- (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 the By-Laws of the Corporation;
- (j) conduct an annual evaluation of the performance of the Committee and make applicable recommendations to the Nominating, Governance & Social Responsibility Committee; and
- (k) review and reassess the adequacy of this Charter at least annually and to recommend any proposed changes to the Board of Directors for approval.

## **PURPOSE, DUTIES AND RESPONSIBILITIES**

The purpose of the Committee shall be to assist the Board of Directors (the "Board") in the discharge of its responsibilities related to the compensation and benefits provided by the Corporation to its Chief Executive Officer (the "CEO") and Executive Officers (as defined below) and other employees, except as may otherwise be delegated by the Board to another Board committee.

As used herein, "Executive Officers" shall mean: (1) each member of the Executive Leadership Team, (2) a current or prospective employee with a total annual target compensation of \$1,000,000

or more, (3) employees of the Corporation at the level of executive vice president or above, (4) Section 16 officers (as defined in Rule 16a-1(f) under the Exchange Act), and (5) such other executive officers as recommended from time to time to the Committee by Management; provided, however, that “Executive Officers” do not include the CEO.

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight functions. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as directed by the Board or as appropriate under the circumstances to the extent permitted by applicable law or NYSE listing standard.

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

1. Establish the Corporation’s general compensation philosophy and oversee and approve the development, adoption and implementation of compensation policies and programs that function to attract, motivate and retain the Corporation’s executive talent and its leadership pipeline, and assess whether such policies and programs establish appropriate incentives.
2. Review and approve corporate goals and objectives, usually consistent with or part of the annually approved Corporation budget, relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives on an annual basis, with the oversight of the Corporation’s Non-Executive Chair of the Board or Presiding / Lead Independent Director and, based on this evaluation, recommend the total compensation level of the CEO for approval by the independent members of the Board; and communicate the results to the CEO. In evaluating and making recommendations to the Board regarding CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act.
3. Review and approve corporate goals and objectives, usually consistent with or part of the annually approved Corporation budget, relevant to the compensation of the Executive Officers, evaluate the performance of the Executive Officers in light of those goals and objectives on an annual basis and, based on this evaluation and after considering the results of the most recent Say on Pay Vote, set the compensation level of the Executive Officers.
4. Review and approve changes to the total target annual compensation of any Executive Officer (including the CEO). Changes subject to review of the Committee pursuant to this Section 4 may include changes to such person’s annual base salary, bonus and other annual incentives, or options, equity grants and participation in supplemental executive retirement plans or other long- term incentive compensation plans with any changes to CEO compensation subject to approval by the independent members of the Board. In evaluating and making recommendations to the Board regarding the long-term incentive component of CEO compensation, the Committee may consider the Corporation’s performance and relative stockholder return, the value of similar incentive awards given to CEOs at comparable companies and the awards given to the Corporation’s CEO in past years.

5. Review, approve, amend, modify or terminate the terms of any compensation programs, plans, perquisites or benefits generally applicable to Executive Officers and other employees of the Corporation (including the CEO), including, without limitation, any annual incentive plan or other corporate bonus plan, any plan relating to the grant of stock or equity, supplemental plans, any noncustomary compensation arrangements, severance arrangements, change-in-control provisions, relocation payments, or any perquisite or benefit which is different for Executive Officers (including the CEO) than for other employees, except as may be delegated by the Board to another Board committee or as limited by provisions of a shareholder-approved plan (collectively, the “Incentive Plans”), with any approvals of, or changes to, CEO compensation subject to approval by the independent members of the Board. In reviewing incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote.
6. Make recommendations to the Board regarding any other proposal relating to executive compensation intended for inclusion in the Corporation’s annual proxy statement.
7. Review and recommend to the independent members of the Board employment agreements or other severance arrangements, including change-in-control provisions, plans or agreements, for the CEO, and any amendments, supplements or policy modifications thereto.
8. Review and approve employment agreements and other severance arrangements, including change-in-control provisions, plans or agreements, for current or prospective Executive Officers, and any adjustments, supplements or policy modifications thereto.
9. In consultation with management, periodically review, assess and provide recommendations to the Board regarding the Corporation’s strategic culture, talent, diversity and succession programs and initiatives that function to identify and develop talent from diverse sources; review succession plans for the CEO, the CEO’s direct reports and Executive Officers with annual discussion of CEO succession by independent members of the Board.
10. On a biennial basis, or as desired by the Committee, review the compensation of non-employee directors for service on the Board and its committees and as applicable, any other form of compensation payable to non-employee directors, and recommend such compensation to the Board for approval.
11. Review and approve, and report to the Board regarding, amendments, as needed, to the Corporation’s stock ownership guidelines for the CEO, Named Executive Officers (as defined by Regulation S-K Item 402(a)(3) under the Securities Exchange Act of 1934, as amended) and directors. Periodically assess progress toward, and compliance with, the Corporation’s stock ownership guidelines.
12. Approve, and report to the Board with respect to, the adoption or modification of policies regarding the pledging or hedging of the Corporation’s stock, if any, and monitor compliance with respect to any adopted policy on pledging and hedging.
13. Review and approve the implementation or revision of any clawback policy allowing the Corporation to recoup compensation paid to executive officers and other employees.

14. Review the Corporation's and/or its independent consultant's annual assessment of whether the Corporation's compensation practices, policies and programs including, without limitation, those applicable to the CEO and Executive Officers, encourage unnecessary or excessive risk taking and whether any risks arising from such practices, policies and programs are reasonably likely to have a material adverse effect on the Corporation.
15. Receive an annual report from management regarding general employee benefits, including a discussion of the Corporation's defined benefit and defined contribution plans.
16. Set the composition of the peer company group used for market comparison for executive compensation.
17. Review, discuss and approve 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 that the CD&A be so included, and 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.
18. Oversee the Corporation's response to developments affecting executive compensation and, along with other appropriate committees of the Board, review and make recommendations to the Board regarding (i) the Corporation's responses to shareholder proposals related to executive compensation matters, and (ii) the Corporation's proposals regarding advisory votes on executive compensation, including as to the frequency of shareholder advisory votes on executive compensation. In connection therewith, review and consider the results of the Corporation's most recent Say on Pay Vote, if any, and any other feedback garnered through the Corporation's ongoing shareholder outreach that may be in effect from time-to-time, and recommend to the Board whether and, if so, how the Corporation should respond to Say on Pay Vote outcomes and other shareholder feedback.
19. Carry-out such other duties as may be delegated to it by the Board from time to time.

## **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 to expend sums for administrative matters in furtherance of any duty of the Committee hereunder and at the expense of the Corporation. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of the compensation consultants, outside legal counsel or other advisers, and shall exercise its own judgment. 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.

The Compensation Committee may retain, or receive advice from, any compensation consultant they prefer, including ones that are not independent, after considering the specified factors. The Compensation Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest.

Approved by Compensation & Human Capital Committee – February 2024

Approved by Board of Directors – March 2024

Amended for Clarification – April 2024