

TUPPERWARE BRANDS CORPORATION

Audit and Corporate Responsibility Committee Charter

- I. RESOLVED, that the purposes of the Audit and Corporate Responsibility Committee of Tupperware Brands 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 the production of a report on financial statements, controls, auditor independence and disclosures as may be required for inclusion in the Corporation's proxy statement to shareholders) in order to assure the integrity of the Company's financial statements; (2) selection, management, evaluation and replacement of independent auditors (inclusive of audit and non-audit services provided by such auditor) to the Corporation; (3) evaluation of the performance of the Corporation's internal audit function and its auditors; and (4) oversight of the Corporation's compliance generally with laws and regulations, including compliance programs; and further
- II. RESOLVED, that the Committee's charge is one of oversight and it recognizes that the Corporation's management is responsible for preparing the Corporation's financial statements and that the independent auditors are responsible for auditing those financial statements. 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; and further
- III. RESOLVED, that the structure and operations of the Committee shall be in accordance with the following:
 1. the members of the Committee, including a chairperson thereof, shall be appointed by the Board of Directors of the Corporation to serve in accordance with paragraph (2) below, subject to the provisions of Section 3.8 of Article III of the Amended and Restated By-Laws of the Corporation, until the meeting of the Board of Directors occurring at the time of the next annual meeting of shareholders of the Corporation and their successors are chosen;
 2. a member of the Committee may be appointed or removed by the vote of a majority of the members of the Board of Directors; provided, however, that if a director has been removed for cause by the affirmative vote of the holders of at least 80 percent of the voting power of the Corporation, 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;
 3. the qualifications for membership on the Committee shall consist of membership on the Board of Directors; independence (as hereinafter defined); 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, to the Board of Directors, or if a proposed member of the Committee shall not yet be a director of the Corporation, such additional qualifications as may be determined by the Board of Directors;
 4. the Committee shall be composed of at least three members, and two 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;
5. in the absence of the chairperson of the Committee at any meeting, the members thereof present at any meeting may unanimously appoint a member of the Committee to serve as interim chairperson for purposes of the meeting;
 6. the Committee may delegate any duty of the Committee to a subcommittee of the Committee formed by the Committee for the purpose, and composed of at least two members of the Committee;
 7. all members of the Committee shall be financially literate and at least one member of the committee shall have financial expertise, as such financial terms are interpreted by the Board of Directors to achieve compliance with relevant New York Stock Exchange listing requirements and rules promulgated by the Securities and Exchange Commission;
 8. all members of the Committee shall meet the independence requirements of the New York Stock Exchange and otherwise satisfy the applicable requirements for audit committee service imposed by the Securities Exchange Act of 1934, as amended, or the New York Stock Exchange, and no member shall simultaneously serve on the audit committees of more than three public companies, including that of the Corporation;
 9. the Committee shall meet in person or telephonically as required from time to time in the discretion of the chairperson of the Committee; provided, however, that the Committee shall have four regularly scheduled in-person meetings in a fiscal year;
 10. the Committee shall meet for such time as may be necessary for the conduct of its business;
 11. the Committee shall have appropriate liaisons from senior management of the Corporation as the Committee may establish to assist in the conduct of the Committee's business in light of its duties hereunder;
 12. the Committee may conduct its business in executive session or in the presence of members of management of the Corporation, including the chief executive officer, the chief financial officer, the management liaisons and the corporate secretary, as the Committee shall determine; provided, however, that the Committee shall, in each regularly-scheduled meeting, meet in executive session with the head of internal audit and the representatives of the independent auditors in attendance;
 13. the Committee shall establish standing agendas to assure that during the course of its meetings throughout a fiscal year it discharges its duties hereunder, and shall supplement such standing agendas with agenda items from time-to-time as necessary and appropriate in the judgment of the Committee;
 14. the Committee shall recommend for approval of the Board of Directors such matters involving the scope of the Committee's responsibilities as may be required by law or prescribed by approval guidelines established by the Board of Directors from time to time;
 15. the Committee shall be authorized to require written materials on matters brought before the Committee, which materials shall be delivered sufficiently in advance of a meeting to afford the Committee's careful review and consideration;
 16. the chairperson of the Committee shall report to the Board of Directors on the proceedings of the Committee's meetings and its actions by consent; provided, however, that the chairperson shall not be required to obtain the approval of the Board of Directors for those matters approved by the Committee and not otherwise requiring the approval of the Board of Directors under its approval guidelines;
 17. the Committee shall keep, or cause to be kept, in accordance with Section 3.8 of the

Amended and Restated By-Laws of the Corporation, minutes of the meetings of the Committee, which minutes shall be approved by the Committee and filed with the records of the Corporation;

18. on an annual basis the Committee shall conduct an evaluation of the adequacy of its charter and the performance of the Committee in the context of the duties of the Committee hereunder; and further

IV. RESOLVED, that the Audit and Corporate Responsibility Committee shall have the following duties with respect to the Corporation's assets, transactions, financial policies, financial statements and disclosure responsibilities:

1. meet with the representatives of the independent auditors of the Corporation and management prior to commencement of the annual audit by the independent auditors for the purpose of reviewing the scope of such audit, and meet again with said representatives subsequent to completion of such audit for the purpose of reviewing the results thereof and management's representations that the Corporation's consolidated financial statements were prepared in accordance with generally accepted accounting principles and the Corporation's process for assessing its internal control system is adequate as is such system of internal control and report thereon to the Board of Directors;
2. discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the review and/or audit of the financial statements, including those covered by Statement on Auditing Standards No. 61;
3. oversee the process for preparation of and review the annual financial statements and other financial information to be included in the Corporation's Annual Report on Form 10-K, and in the Corporation's annual report to shareholders, and report thereon to the Board of Directors and, based upon the Committee's discussion with management and the independent auditors and the Committee's review of the representations and certifications of management and the report of the independent auditors to the Committee, recommend inclusion of the financial statements in the Annual Report on Form 10-K; provided, however, that the Committee shall be entitled to reasonably rely upon the representations of management and audits by the independent auditors, and shall not be required to perform actual audits to determine that the financial statements are prepared in accordance with generally accepted accounting principles;
4. review the Corporation's financial statements prior to their inclusion in the Corporation's Quarterly Reports on Form 10-Q and its earnings press releases, and discuss the quality of earnings with senior management and the independent auditors;
5. prepare the report required by the rules of the Securities and Exchange Commission to be included in the Corporation's annual proxy statement regarding the matters required to be contained therein;
6. review any recommendations of the independent auditors and the internal auditors of the Corporation with respect to any material weaknesses in the system of internal control followed by the Corporation and its subsidiaries and any material questions or problems with respect to the accounting records, procedures, or operations of the Corporation and its subsidiaries which have not been resolved to such auditors' satisfaction after having been brought to the attention of management, and report thereon to the Board of Directors;
7. review with the independent auditors the Corporation's critical accounting policies, the alternative treatments of financial information within generally accepted accounting principles which management has considered and selected a preferred treatment, as well as any changes in the significant accounting policies of the Corporation and its subsidiaries and the

effect, if any, on the Corporation's financial statements of recent or proposed requirements of the Securities and Exchange Commission, the Financial Accounting Standards Board, or similar bodies, and report thereon to the Board of Directors;

8. discuss generally the financial information and earnings guidance provided to analysts and rating agencies, though not necessarily in advance; and
9. with respect to the Corporation's officers, review business expenses, perquisites, as approved by the Board of Directors, personal use of assets and policies and procedures relating thereto, including the results of any review of the foregoing by the Internal Audit department or the independent auditors;
10. discuss risk assessment and risk management policies;
11. review with management and the independent auditors the effect of any regulatory or accounting initiatives and off-balance sheet structures; and
12. review management's annual stock exchange affirmations; and further

V. RESOLVED, that the Audit and Corporate Responsibility Committee shall have the following duties in respect of independent auditors:

1. evaluate, select, manage and, if the Committee determines it is appropriate, replace the independent auditors of the Corporation for each fiscal year, including managing the compensation paid to the independent auditors, with approval of selection by shareholders, and such independent auditors shall be directly accountable to the Committee;
2. monitor and assure that no partner of the independent auditors serves on the Corporation's audit for more than seven years or serves for more than five fiscal years as lead or concurring audit partner;
3. review the appropriateness of any non-audit fees of the independent auditors and the effect thereof on their independence, and report thereon to the Board of Directors, and pre-approve any non-auditing services performed by the existing independent auditors and the fees relating thereto;
4. obtain and review, at least annually, a report from the independent auditor describing: use of resources and coordination with the internal audit department; the independent auditor's internal quality-control procedures; any material issues raised by the most recent internal quality-control 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 all relationships between the independent auditor and the Company, including the matters set forth in Independence Standards Board Standard No. 1. The Committee shall discuss with the independent auditor any issues or relationships disclosed in such report that, in the judgment of the Committee, may have an impact on the competence or independence of the independent auditor;
5. set clear hiring policies for employees or former employees of the independent auditors;
6. review with the independent auditor any audit problems or difficulties and management's response, as well as review of written communication between management and the independent auditors (including management representation letters and schedules of unadjusted differences); and
7. review with management the rationale for hiring audit firms other than the principal independent auditors; and further

VI. RESOLVED, that the Audit and Corporate Responsibility Committee shall have the following duties in respect of the performance of the Corporation's internal audit function and its independent auditors:

1. monitor and oversee management's process of internal controls and financial reporting, including the adequacy of its procedures for the collection, processing and disclosure of financial and other information externally required by applicable rules and an annual evaluation of the adequacy of such procedures, and the independent auditor's process of auditing the Corporation's consolidated financial statements in accordance with generally accepted auditing standards and reporting thereon;
2. review the quality and depth of the financial and legal functions worldwide;
3. review the function 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;
4. approve the selection and/or discharge 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;
5. review the status of tax returns and tax audits;
6. serve as the independent auditors' and the internal auditors' access to the Board of Directors with respect to all matters within the scope of such auditors' authority and, if deemed necessary, direct and supervise investigations into such matters; and further

VII. RESOLVED, that the Audit and Corporate Responsibility Committee shall have the following duties with respect to compliance with laws and regulations:

1. adherence to with the Code of Conduct of the Corporation;
2. amendments to the Code of Conduct;
3. the establishment and adequacy of compliance programs and procedures relating to those topics covered by the Code of Conduct;
4. establish procedures for (a) receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, and (b) confidential, anonymous employee submissions regarding concerns over questionable accounting or auditing matters;
5. review periodically code of conduct complaints and submissions and resolutions thereof; and
6. review legal and regulatory matters which management believes have a material effect on the Corporation's financial statements, including related communications with applicable regulators and compliance issues; and further

VIII. RESOLVED, that 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; and further

IX. RESOLVED, that the Committee shall review with the full Board any issues that arise with respect

to the quality or integrity of the Corporation's financial statements, its compliance with legal or regulatory requirements, the performance and independence of the independent auditors, or the performance of the internal audit function.