TUPPERWARE BRANDS CORPORATION

Corporate Governance Principles
[Revised January 29, 2015]

The Board of Directors of Tupperware Brands Corporation has adopted the following corporate governance principles which are applicable to the approval of a shareholder rights plan policy, the recapture of awards and payments in the event of a restatement of financial results, and the structure and operations of the Board of Directors:

Shareholder Rights Plan Policy

The Company does not currently have a shareholder rights plan in effect. A shareholder rights plan provides that in the event of the acquisition by any single shareholder or shareholder group of an amount of shares in the Company's common stock exceeding a specified percentage of its outstanding voting stock, all other shareholders would be entitled to purchase additional voting shares from the Company at a discounted price from the prevailing market price. However, the Board of Directors retains the right to adopt such a plan without prior shareholder approval if it believes it is required to do so in the exercise of its fiduciary responsibilities. In such event, the Board of Directors has adopted a policy that it would, within one year of such adoption, either seek shareholder approval for, or allow for the expiration of, the shareholder rights plan.

Policy Regarding Recapture of Awards and Payments

The Board of Directors has adopted a policy empowering the Company to recapture from executives any bonuses paid or shares of Company stock received from a stock award, or to cancel a stock award, in the event that the executive benefits from any employee's actions leading to the misstatement of financial results of the Company.

Size and Composition

The size of the Board shall be as determined from time to time by the Board of Directors in accordance with the By-Laws of the Corporation. Independent, non-management directors shall constitute a majority of the Board of Directors. It is the intention of the Corporation to have a significant number of directors who are experienced business people or hold significant positions in other enterprises, and that all directors can contribute to the growth and well-being of the Corporation and the creation of long-term shareholder value.

Membership

Non-management members of the Board of Directors shall be independent, as that term is defined for purposes of New York Stock Exchange corporate governance standards, Section 162(m) of the Internal Revenue Code and Section 16 of the Securities Exchange Act of 1934, as may be in effect from time to time.

Candidates for membership on the Board of Directors shall be chosen from amongst individuals who satisfy one or more of the qualifications required by the Board of Directors that include the following requirements: management or functional experience, such as senior general management, financial management or financial professionals who are certified or licensed, sales or marketing experience, human resources experience, legal experience, technical experience or experience in distribution, logistics or manufacturing; enterprise experience, such as international transactional or management responsibilities, consumer product companies, direct selling channel experience or experience with product categories which are sold by the Corporation; and other factors, such as diversity status, academic profession, investment experience or community or professional backgrounds. Candidates shall have sufficient time and schedule flexibility to afford the opportunity to dedicate sufficient attention to the business of the Corporation.

Subsequent to the 2008 annual meeting of shareholders, directors shall be elected to one-year terms. Directors shall not be limited in duration of term, other than by the Corporation's policies in respect of retirement or changes in principal occupation. Executive officers, including management directors, shall retire at the end of the months in which their sixty-fifth birthdays occur, unless the Board of Directors requests such executive officers to remain in office beyond such dates. Unless otherwise recommended by the Nominating and Governance Committee and approved by the Board of Directors, non-management directors shall retire at the annual meeting of stockholders following the director's seventy-fifth birthday. Upon a director's change of principal occupation or failure to obtain a majority of votes cast by shareholders for re-election to the board in an uncontested election, such director shall submit a resignation letter to the Chairperson of the Nominating and Governance Committee, which committee will evaluate the director's status at the time of renomination.

Upon election to the Board of Directors, a director shall be appointed to a committee and shall rotate among the Board's principal committees.

Orientation and Continuing Education

Upon joining the Board of Directors, a director shall receive an orientation to the Corporation's history, business, management, policies and practices, financial results, corporate governance profile and relevant board committee matters. A new Director who has not previously served on the board of a publicly-owned, stock exchange-listed company shall be encouraged to attend director education courses or seminars which may be recognized by the New York Stock Exchange as appropriate. On an ongoing basis, directors are encouraged to attend continuing education opportunities to provide current developments in relevant matters or to improve critical director skills.

Director Responsibilities

The primary role of directors as a body is to oversee the affairs of the Corporation for the benefit of its shareholders, which are managed on a day-to-day basis by management. Areas of emphasis by the Board of Directors are corporate strategy; selection, performance, succession and compensation of senior management; effectiveness of control and compliance systems; and assessment of financial and operational risks to the Corporation and management's responses thereto. These areas are separate and apart from the legal duties as may exist under the Delaware General Corporation Law, including the fiduciary duties of care and loyalty.

Presiding Director

The Board of Directors shall designate one of its members who is a non-management director to serve as presiding director with duties as specified by the Board of Directors, which may include, without limitation, chairing the Nominating and Governance Committee, chairing executive sessions of the Board of Directors, review and approve board and committee meeting agendas, serving as principal (though not exclusive) liaison between the Chairman and Chief Executive Officer of the Corporation and the non-management directors, oversight of the Board of Directors and CEO evaluation processes, coordination of the director candidate interview process, advising the Chairman and Chief Executive Officer on the quality, quantity and timeliness of management information, and recommendations on Board of Directors committee membership, chairs and rotation.

Access to Resources

The Board of Directors shall have access to resources necessary to carry out its duties. Resources may include management or key employees and outside advisors, who may be hired and managed directly by directors, in accordance with Board committee charters, and paid for out of the general funds of the Corporation.

Compensation

Executive compensation is designed by the Board of Directors to reward executives for Company performance and to drive Company strategies which are intended to create shareholder value over the long term, while avoiding excessive risk-taking for the sake of short-term results. Director compensation shall be in an amount which is competitive with the market, with special consideration to compensation paid to a peer group of companies. Studies of nationally-recognized director compensation consultant firms shall be consulted in the process of establishing and modifying director compensation levels. In the process of setting director compensation, consideration shall be given to customary fees and perquisites, consulting fees and charitable contributions. Director compensation shall be periodically reviewed for competitiveness, and if appropriate, adjusted. An emphasis upon affording opportunities for directors to receive compensation in the common stock of the Corporation is strongly encouraged. Directors shall be required to acquire common stock of the Corporation in an amount equal to at least five times the amount of a director's annual cash retainer. Such acquisition may occur over a five-year period after joining the Board and that amount of stock must there after be held continuously. In addition, the Company's executive officers are required to acquire over a five-year period and to maintain ownership of common stock of the Corporation in an amount equal in value to a multiple of up to five times the amount of the executive's annual salary, depending upon the level of the executive.

Committees

The Board of Directors may, in accordance with the By-Laws of the Corporation, conduct the business of the Board through one or more standing or special committees, except for those matters which are prohibited by the Delaware General Corporations Law from being delegated to committees.

Financial Experts

Mr. Robert J. Murray and Mr. David R. Parker, both members of the Board's Audit, Finance and Corporate Responsibility Committee, are financial experts.

Meetings

The Board of Directors shall have regular meetings in person at least once per fiscal quarter of the Corporation, and other meetings as may be necessary or desirable from time to time, which may be telephonic. Each of the principal standing committees of the Board of Directors shall meet as often as needed. The agendas for the regular meetings shall consist of standing agenda items designed to satisfy the responsibilities of the Board of Directors and its committees, as well as additional agenda items as deemed necessary or desirable by the directors. Special meetings of the Board of Directors and its committees should be called in accordance with the By-Laws of the Corporation as the directors deem necessary or desirable. The time allotted for any such meetings shall be as long as necessary to complete the business of the meeting in a deliberate and considered fashion.

The Board of Directors and its committees shall meet on a regular basis in executive sessions in the absence of management, with or without the presence of outside advisors as the directors shall deem appropriate. The presiding director of such meetings shall be as decided by the directors from time to time.

The Board of Directors believes that it is critical to the effective discharge of the responsibilities of a director to be available to attend regularly-scheduled and special Board and committee meetings, as well as the annual meeting of shareholders, on a consistent basis and in person. However, it is recognized and acknowledged that Directors may from time to time experience unavoidable obstacles to participation in meetings, such that 100% attendance may not be possible.

Performance Evaluations

The Board of Directors believes that it is appropriate for the directors to evaluate the performance and the processes of the full Board of Directors and its principal standing committees on a regular basis. Such evaluations would ordinarily be expected to occur annually. In addition, the performance of individual directors should be undertaken by the committee of the Board of Directors responsible for the selection and affairs of the directors, at least as frequently as at the time such director stands for renomination. Evaluations of individual directors shall take into account the views of the Chief Executive Officer and all directors, in particular the views of the chairpersons of the committees on which such individual director serves.

The form and content of such evaluations shall be as determined by the Board of Directors, but shall be intended to evaluate the effectiveness of the Board and its individual members in the discharge of their responsibilities.