TUPPERWARE BRANDS CORP
Form DEF 14A
March 30, 2012
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

TUPPERWARE BRANDS CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

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Tupperware Brands Corporation

14901 S. Orange Blossom Trail

Orlando, FL 32837

Mailing Address:

Post Office Box 2353

Orlando, FL 32802-2353

To Our Shareholders:

It is my pleasure to invite you to attend the annual meeting of shareholders of Tupperware Brands Corporation to be held on Tuesday, May 22, 2012, at the Hyatt Regency Orlando International Airport Hotel, 9300 Airport Boulevard, Orlando, Florida. The meeting will begin at 1:00 p.m.

The notice of meeting and proxy statement following this letter describes the business expected to be transacted at the meeting. During the meeting we will also report on the current activities of the Company, and you will have an opportunity to ask questions. Whether or not you plan to attend this meeting, we urge you to sign the enclosed proxy card and return it, or to submit your proxy telephonically or electronically, as soon as possible so that your shares will be represented.

Sincerely,

Rick Goings

Chairman and

Chief Executive Officer

March 30, 2012

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Tupperware Brands Corporation

14901 S. Orange Blossom Trail

Orlando, FL 32837

Mailing Address:

Post Office Box 2353

Orlando, FL 32802-2353

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

The 2012 annual meeting of shareholders of Tupperware Brands Corporation will be held at the Hyatt Regency Orlando International Airport Hotel, 9300 Airport Boulevard, Orlando, Florida on Tuesday, May 22, 2012, at 1:00 p.m. to consider and vote upon:

1. The election of the eleven nominees for director named in the attached proxy statement for a term expiring at the 2013 annual meeting of shareholders;

2. The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for the fiscal year ending December 29, 2012;

3. An advisory vote to approve the Company s executive compensation program; and

4. Such other business as may properly come before the meeting and any adjournment thereof.

The foregoing matters are described in more detail in the attached proxy statement.

Please complete and sign the enclosed proxy card and return it promptly in the accompanying postage-paid envelope or submit a proxy telephonically or electronically, as outlined in the voting materials. This will ensure that your vote is counted whether or not you are able to be present. If you attend the meeting, you may revoke your proxy and vote in person.

If you are a shareholder of record and plan to attend the meeting, please check your proxy card in the space provided or indicate your intention to attend as instructed by the telephonic and electronic voting instructions. Your admission ticket will be mailed to you prior to the meeting date. If your shares are not registered in your name, please advise the shareholder of record (your broker, bank, etc.) that you wish to attend. That firm will provide you with evidence of ownership which will admit you to the meeting.

By order of the Board of Directors,

Thomas M. Roehlk

Executive Vice President,

Chief Legal Officer & Secretary

March 30, 2012

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GENERAL INFORMATION

This proxy statement is furnished in connection with the solicitation on behalf of the Board of Directors (the Board) of Tupperware Brands Corporation (the Company) of proxies to be voted at the annual meeting of shareholders of the Company to be held on May 22, 2012, and at any adjournment thereof. A notice regarding the availability of proxy materials for the annual meeting is being mailed to shareholders on or about March 30, 2012.

Voting at the Meeting

The Board has fixed the close of business on March 19, 2012 as the record date for determining shareholders entitled to vote at the meeting. On that date there were outstanding 56,134,850 shares of the Company s common stock, each of which is entitled to one vote. A majority of the shares outstanding and entitled to vote at the meeting will constitute a quorum for the transaction of business.

Shares will be voted in accordance with the instructions indicated in a properly executed proxy. If no instructions are indicated, such shares will be voted as recommended by the Board. A shareholder who has given a proxy may revoke it by voting in person at the meeting, or by giving written notice of revocation or a later-dated proxy to the Secretary of the Company at any time before the closing of the polls at the meeting. The Company has appointed an officer of Wells Fargo Bank, N.A., transfer agent for the Company, as the independent inspector to act at the meeting.

For all matters to be voted upon by shareholders at the meeting, the Company s Amended and Restated By-Laws require the affirmative vote of a majority of the votes cast at the meeting. Abstentions are not treated as votes cast and will not have any impact on the outcome of any of the matters to be voted upon by shareholders at the meeting.

Brokers who are registered shareholders owning shares on behalf of beneficial owners are required under stock exchange rules to obtain the instructions of beneficial owners before casting a vote on certain matters. In the absence of such instructions, the broker may not vote the shares on such matters, and such a situation is referred to as a broker non-vote. The voting items regarding the election of directors and the advisory vote regarding the Company s executive compensation program require a beneficial owner s instructions to a broker. Broker non-votes are not treated as votes cast for purposes of these items and will not have any impact on the outcome.

1. Election of Directors

Board of Directors Nominees for Election

Each of the eleven nominees to be voted on at the Annual Meeting is nominated for election for a one-year term. All of the nominees are currently directors of the Company, whose terms expire at the annual meeting of shareholders in 2012. The nominees are Catherine A. Bertini, Susan M. Cameron, Kriss Cloninger, III, E.V. Goings, Joe R. Lee, Angel R. Martinez, Antonio Monteiro de Castro, Robert J. Murray, David R. Parker, Joyce M. Roché, and M. Anne Szostak. Current directors Dr. Rita Bornstein, Clifford J. Grum and Bob Marbut will not serve as directors beyond the 2012 annual meeting of shareholders. Unless otherwise specified, proxy votes will be cast for the election of all of the nominees as directors. If any such person should be unavailable for election, resign or withdraw, the Board has authority to either reduce the number of directors accordingly or designate a substitute nominee. In the latter event, it is intended that proxy votes will be cast for the election of such substitute nominee. Shareholder nominations of persons for election as directors are subject to the notice requirements described under the caption Other Matters appearing later in this proxy statement.

The following is information concerning the nominees for election as director for a term expiring at the annual meeting of shareholders in 2013. Information regarding some of the experience, qualifications, attributes and/or skills that led to the conclusion that the nominee should serve as a director is included within each person s biographical information. Unless otherwise indicated, each such person has served for at least the past five years in the principal business position currently or most recently held.

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CATHERINE A. BERTINI, Professor of Public Administration and International Affairs, Syracuse University, since August 2005. Ms. Bertini was a chief executive officer of a non-governmental international organization with a $1.9 billion budget and operations in over 80 countries, and has extensive experience in dealings with international organizations. Age 61. First elected: 2005.

SUSAN M. CAMERON, retired chairman and CEO of Reynolds American Inc., an $8 billion publicly traded company, from 2006-2011. Prior to that, she was President and CEO from 2004-2006. Ms. Cameron currently serves on the board of R.R. Donnelly & Sons Company, and within the past five years has served as a director of Reynolds American, Inc. Ms. Cameron has served as a chief executive officer of a public company and has considerable experience in the marketing function for international, name-brand consumer products, in addition to having served on boards of other public companies. Term expires 2012. Age 53. First elected: 2011.

KRISS CLONINGER III, President and Chief Financial Officer of AFLAC, Inc., an insurance and financial services firm, since 2001. Mr. Cloninger also serves as a director of AFLAC, Inc. and Total System Services, Inc. Mr. Cloninger serves as a senior executive officer of a public company with a distribution channel that is comparable to the direct selling industry and possesses financial expertise, in addition to having served on boards of other public companies. He also possesses substantial international business experience. Age 64. First elected: 2003.

E.V. GOINGS, Chairman and Chief Executive Officer of the Company since October 1997. Over the past five years, Mr. Goings has served on the boards of R.R. Donnelley & Sons Company and Reynolds American, Inc. Mr. Goings has decades of business experience and considerable skills in senior management at corporate and business unit levels with publicly-owned direct sellers of name brand consumer products, including beauty products, on a global basis, in addition to having served on boards of other public companies. Age 66. First elected: 1996.

JOE R. LEE, retired Chairman and CEO of Darden Restaurants, Inc., which owns and operates restaurant chains. Mr. Lee retired from his position at Darden Restaurants, Inc. in 2005. Over the past five years, Mr. Lee served has as a director of SunTrust Bank of Central Florida, N.A. Mr. Lee has served as a chief executive officer and chief financial officer of a public company, has considerable experience with name brand consumer products and possesses financial expertise, in addition to having served on boards of other public companies. Age 71. First elected: 1996.

ANGEL R. MARTINEZ, Chair of the Board, President and CEO of Deckers Outdoor Corporation, an outdoor footwear manufacturer, since April 2005. Mr. Martinez serves as a chairman and chief executive officer of a public company and has considerable experience in the marketing function for name brand consumer products, in addition to having served on the board of another public company. Age 56. First elected: 1998.

ANTONIO MONTEIRO DE CASTRO, retired Chief Operating Officer of British American Tobacco Company, a position held from January 2004 until December 2007. Mr. Monteiro de Castro served as a director of Reynolds American, Inc. within the past five years. Mr. Monteiro de Castro has considerable experience as a chief operating officer of an international, consumer products company, is a resident of a large foreign market which represents a significant opportunity for the Company, has brand management and financial experience, and has served as a director of another U.S. public company. Age 66. First elected: 2010.

ROBERT J. MURRAY, retired Chairman of New England Business Service, Inc., a business services company, after serving as Chairman and Chief Executive Officer from December 1995 until January 2004. Mr. Murray serves as a director of Delhaize Group, IDEXX Laboratories, Inc., LoJack Corporation and The Hanover Insurance Group, Inc. In May 2012, he will retire from the Delhaize Group board of directors. Mr. Murray has served as a chief executive officer of a public company, possesses financial expertise and has managed a division of a large foreign-based name brand consumer products company, in addition to having served on boards of other public companies. Mr. Murray brings operating experience from outside the United States. Age 70. First elected: 2004.

DAVID R. PARKER, Chief Operating Officer of The Archstone Partnerships, a leading fund of hedge funds manager, since January 2005. Over the past five years, Mr. Parker has served as a director of SFN Group, Inc. Mr. Parker has served as a chief executive officer of a public company, has experience in distribution businesses, and has an in-depth understanding of the Company s history and complexity due to his long service on the Company s Board, as well as the board of its prior parent company, Premark International, Inc., in addition to having served on boards of other public companies. As Chief Operating Officer of a $4.0 billion fund of hedge funds, he is very involved with a significant part of the worldwide capital markets and their dynamics. Age 68. First elected: 1997.

JOYCE M. ROCHÉ, retired President and Chief Executive Officer of Girls, Inc., a national non-profit youth organization whose purpose is to inspire girls to be strong, smart and bold, after serving since September 2000. Ms. Roché serves as a director of AT&T Inc., Dr. Pepper Snapple Group and Macy s, Inc. In addition, over the past five years, Ms. Roché has served on the board of Anheuser-Busch Companies, Inc. and May Department Stores. Ms. Roche has served as a chief operating officer of a public company and has considerable experience in the marketing function for a large direct selling beauty products company, in addition to having served on boards of other public companies. Age 64. First elected: 1998.

M. ANNE SZOSTAK, President and CEO of Szostak Partners LLC, a consulting firm which advises CEOs on strategic and human resource issues, since June 2004. Ms. Szostak serves as a director of Belo Corporation and Dr. Pepper Snapple Group. In addition, over the past five years, Ms. Szostak has served on the boards of Choicepoint, Inc. and SFN Group, Inc. Ms. Szostak has served in executive positions in a large public company and has considerable experience in executive compensation and human resources, in addition to having served on boards of other public companies. Age 61. First elected: 2000.

Vote Required and Resignation Policy

To be elected, a nominee must receive the affirmative vote of a majority of the votes cast in his or her election, which means that he or she will be elected only if the votes cast for his or her election exceed the votes cast against his or her election. Even if a nominee is not re-elected, he or she will remain in office until a successor is elected or until his or her earlier resignation or removal. The Company s By-laws specify that a director who is not re-elected by the required majority vote shall promptly tender his or her resignation to the Board of Directors, which may be conditioned on acceptance by the Board of Directors. If a resignation is so conditioned on acceptance by the Board of Directors, the Nominating and Governance Committee shall make a recommendation to the Board of Directors on whether to accept or reject such resignation, or whether other action should be taken. The Board of Directors shall act on such resignation taking into account the recommendation of the Nominating and Governance Committee and shall publicly disclose its decision and the reasons for it within 90 days from the date the Inspector or Inspectors of Election certify the results of the applicable election. The director who tenders his or her resignation shall not participate in the decisions of the Nominating and Governance Committee or the Board of Directors that concern such resignation.

THE BOARD RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF ALL OF THE NOMINEES NAMED IN THIS PROXY STATEMENT TO THE BOARD OF DIRECTORS.

Board Committees

The Audit, Finance and Corporate Responsibility Committee, which held seven meetings in 2011, reviews the scope and results of the audit by the independent registered public accounting firm (independent auditors); evaluates, selects and replaces the independent auditors and has approval authority with respect to services provided by the independent auditors and fees therefor. The Committee monitors the independent auditors relationship with and independence from the Company. In addition, it reviews the adequacy of internal control systems and accounting policies, as well as reviewing and discussing with management and the independent auditors the Company s financial statements and recommending to the Board inclusion of the audited annual financial statements in the Company s Annual Report on Form 10-K filed with the United States Securities and Exchange Commission. It also reviews and makes recommendations to the Board of Directors concerning the

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Company s code of conduct, its financial structure and financing needs and activities, and makes determinations regarding related party transactions, if any. Members of this Committee are Mr. Cloninger (Chairperson), Ms. Bertini, Dr. Bornstein, Ms. Cameron and Messrs. Grum, Marbut, Martinez and Murray. All such members are independent in accordance with New York Stock Exchange listing standards, and the Board has determined that one member of this Committee (Mr. Grum) is an audit committee financial expert, as defined by applicable rules. None of the members of this Committee serve on more than three audit committees.

The Compensation and Management Development Committee, which held five meetings in 2011, makes compensation recommendations to the Board for the Company s senior management, including the Chief Executive Officer. It also directs the administration of and makes various determinations under management incentive plans, approves the compensation discussion and analysis in the Company s proxy statement, appoints members of senior management to have responsibility for the design and administration of employee benefit plans, and ensures that the Company has a system of developing and evaluating key executives for management succession purposes. The Committee establishes the executive compensation objectives of the Company and administers the Company s compensation program within the context of those objectives, taking into consideration issues of risk-taking in connection with compensation. This Committee approves salary and incentive structures for executive management, specifically approves salaries and incentive programs for corporate officers, and recommends for the approval of the full Board of Directors the compensation for those corporate officers at or above the level of senior vice president, including each of the named executive officers. While this Committee may specifically set the salary and incentive program for any key executive below the level of corporate officer, the Committee as a general matter delegates this role to senior management. The Company s senior vice president, human resources and chief executive officer recommend all officer-level compensation actions, except that the chief executive officer is not involved in any recommendation concerning his own compensation. The chief executive officer s compensation is recommended by the Committee after consultation with its compensation consultant, which it directly engages as authorized by its charter. Members of this Committee are Ms. Roché (Chairperson), Ms. Szostak and Messrs. Lee, Monteiro de Castro and Parker. All such members are independent in accordance with New York Stock Exchange listing standards.

In 2011, the Compensation and Management Development Committee engaged Aon Hewitt to provide a variety of services, including an evaluation of executive compensation trends, review of compensation regulations, laws and relevant accounting pronouncements, review of management s recommendations regarding compensation levels and plan design, review of incentive plan performance target practices, recommendations on proper governance processes with respect to executive compensation and the provision of accurate and timely data for decision-making by the Committee. The Committee has engaged Aon Hewitt to provide similar services in 2012. The total fees for such services in 2011 was $179,000. Aon Hewitt provided services to the Corporation during 2011 in addition to those provided to the Committee. The additional services consisted of consulting on a variety of health and welfare benefit matters and brokerage of insurance coverages, and the total fees for such additional services in 2011 were $613,667. Such additional services were requested by the Corporation without the approval of the Committee or the Board of Directors. Included in this amount was $381,488 for global insurance program premium placement services, $109,446 for local insurance program premium placement services, and $122,733 for program evaluation and consultative and loss control insurance services.

The Nominating and Governance Committee, which held two meetings in 2011, identifies and reviews qualifications of and recommends to the Board candidates for election as directors of the Company, and also acts on other matters pertaining to Board membership. This Committee evaluates and determines the criteria for selection of a director candidate in the context of the continuing makeup of the Board of Directors based on the facts and circumstances of the Company. Once such criteria have been determined, the Committee conducts a search for qualified candidates, which may include the use of third-party search organizations or solicitations of nominee suggestions from management or the non-management members of the Board. The Committee s current criteria for consideration of any new candidate for selection include, at a minimum, experience in managing a consumer products business or an international business or organization and experience as a chief executive officer, chief operating officer or other senior position with a public company. After compiling background material on potential nominee candidates, management provides an analysis against Committee-established criteria, and promising candidates are interviewed by the chairperson of this Committee, by management and, if

appropriate, by other independent directors. As part of this process, a determination is made relating to a candidate s possible schedule conflicts, conflicts of interest, independence and financial literacy. If a third-party search firm is paid a fee for a search, it identifies potential candidates, meets with appropriate members of the Committee and management to clarify issues and requirements, communicates with candidates, arranges for interviews with management and directors, and prepares materials for consideration by the Committee. The Committee also considers any recommendations of shareholders as to candidates for Board membership. Any shareholder who desires to propose to the Committee a candidate for Board membership should send to the attention of the Secretary of the Company, 14901 S. Orange Blossom Trail, Orlando, Florida 32837, a letter of recommendation containing the name and address of the proposing shareholder and the proposed candidate, a written consent of the proposed candidate and a complete business, professional and educational background of the proposed candidate. Candidates recommended by shareholders following this process will be evaluated by the Committee using the same criteria used to evaluate other director candidates. The Committee also evaluates the corporate governance characteristics of the Company and makes recommendations to the Board of Directors in regard thereto. This Committee also determines compensation of non-management directors of the Company. No aspect of this determination is delegated to management, although the Committee does request the recommendation of the Company s chief executive officer. This Committee is authorized to engage directly a compensation consultant to make recommendations regarding director compensation. Members of this Committee are Mr. Parker (Chairperson), Ms. Roché, Ms. Szostak, and Messrs. Cloninger, Grum and Murray, and all such members are independent in accordance with New York Stock Exchange listing standards.

The Executive Committee, which did not meet in 2011, has most of the powers of the Board and can act when the Board is not in session. Members of this Committee are Mr. Goings (Chairperson), Ms. Roché and Messrs. Cloninger, Grum and Parker.

Board Meetings and Annual Meeting of Shareholders and Directors Attendance

There were five Board meetings held in 2011. No director attended fewer than 75 percent of the aggregate of Board and committee meetings on which the director served as a committee member. The Board has adopted Corporate Governance Principles which are set forth on the Company s website and which provide, in part, that directors should be available to attend scheduled and special Board and committee meetings on a consistent basis and in person, as well as to attend the annual meeting of shareholders. All of the Board s 14 directors attended the Annual Meeting of Shareholders in 2011, except for Ms. Cameron, who did not join the Board until August 2011.

Corporate Governance

The Board has established corporate governance principles, a code of conduct for its officers, employees and directors, a code of ethics for financial executives and charters for the key committees of its Board of Directors (Audit, Finance and Corporate Responsibility Committee, Nominating and Governance Committee, and Compensation and Management Development Committee). The code of conduct and code of ethics apply to the Company s principal executive officer, principal financial officer and principal accounting officer, among others. Current copies of these corporate governance documents may be viewed by accessing the Company s website at www.tupperwarebrands.com. The Company will, to the extent required by law or regulation, disclose on its website waivers of or amendments to its code of conduct or code of ethics, if and when there are any.

In addition, the Company has implemented written, telephonic and electronic means for interested parties to communicate directly with the Company s compliance officers or with the non-management members of the Company s Board of Directors. Communications from interested parties to non-management directors are routed to the chairperson of the Audit, Finance and Corporate Responsibility Committee of the Board of Directors, who then determines whether such communication shall be distributed to all non-management directors, makes such distribution if so determined, and oversees reaction to such communications by the Board of Directors, if appropriate. Instructions regarding the various means to communicate with the Company s compliance officers or the Board of Directors are located at TupperwareBrands.com\InvestorRelations\CorporateGovernance\GovernanceDocuments\CodeofConduct. While this communications access is intended primarily to accommodate matters involving the code of conduct, the Board of Directors invites interested parties to contact it

on any topic of interest through TupperwareBrands.com\InvestorRelations\CorporateGovernance\Board of Directors, or in writing to Board of Directors, c/o Tupperware Brands Corporation, Post Office Box 2353, Orlando, Florida 32802, USA. These avenues of communication can be confidential and, if desired, anonymous. Communication may also be made telephonically via a confidential toll free hotline at 877-217-6220 in the United States and Canada or by calling collect to 770-582-5215 from all other locations. If the operator asks for a name when calling collect, to remain anonymous, the caller may respond Tupperware . The hotline is staffed by multi-lingual professionals through an independent company called The Network. The caller may direct the report to the Board of Directors by so advising The Network.

Each regularly-scheduled meeting (excluding telephonic meetings) of the Board of Directors includes an executive session of the non-management members of the Board of Directors. The Presiding Director, Mr. David R. Parker, acts as the chairperson of the executive sessions of the non-management members of the Board.

The Board of Directors has affirmatively determined that each of the following non-management members of the Board (or entity with which such person is affiliated) has no material relationship with the Company, taking into consideration all relevant facts and circumstances, including without limitation, commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships, and therefore that each such member is independent, in accordance with New York Stock Exchange listing standards: Catherine A. Bertini, Rita Bornstein, Ph.D., Susan M. Cameron, Kriss Cloninger, III, Clifford J. Grum, Joe R. Lee, Bob Marbut, Angel R. Martinez, Antonio Monteiro de Castro, Robert J. Murray, David R. Parker, Joyce M. Roché and M. Anne Szostak.

Diversity

The Board of Directors values diversity as a factor in selecting members to serve on the Board, and believes that the diversity which exists in its composition provides significant benefit to the Company. Although there is no specific policy on diversity, the Nominating and Governance Committee takes various considerations into account in its selection criteria for new directors. Such considerations may include gender, race, national origin, functional background, executive or professional experience and international experience.

Risk Oversight

The Board of Directors involvement in risk oversight involves the Audit, Finance and Corporate Responsibility Committee (the Audit Committee), the Compensation and Management Development Committee (the Compensation Committee) and the full Board of Directors. The Audit Committee receives materials on a quarterly basis to address the identification and status of major risks to the Company, including steps to mitigate risk, and risk management is a standing agenda item at each of its meetings. The Audit Committee also reviews the Company s enterprise risk management process for the identification of and response to major risks. The Compensation Committee reviews compensation structures and programs to assure that they do not encourage excessive risk taking for compensation purposes that could result in material adverse effects upon the Company. At each in-person, regularly scheduled meeting of the full Board of Directors, the major risks are identified to Board members, and the Chairman of the Audit Committee reports on the activities of that committee regarding risks. In addition, on an annual basis, the full Board of Directors receives a presentation by management regarding the risk management process, currently identified risks and associated responses to those risks.

Board Leadership Structure

The Board of Directors has chosen to combine the roles of chairman and chief executive officer and to have an independent Presiding Director. The duties of the Presiding Director include presiding at meetings of the independent directors, serving as liaison between the Board and the Chairman and Chief Executive Officer, approving schedules, agendas and materials sent to the Board, serving as an ex officio member of the

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committees of the Board of Directors of which he is not a member, oversight of the Board of Directors and CEO evaluation processes, and coordination of the director candidate interview process. He also advises the Chairman and Chief Executive Officer on the quality, quantity and timeliness of management information provided to the Board, and makes recommendations on Board of Directors committee membership, chairs and rotation. He has the authority to call meetings of the independent directors, including if requested by major shareholders of the Corporation, and is available for consultation and direct communication with such shareholders. This structure has, as evidenced by the feedback of directors over the years, provided for a highly-conducive atmosphere for directors to exercise their responsibilities and fiduciary duties, and to enjoy adequate opportunities to thoroughly deliberate matters before the Board and to make informed decisions. As a consequence, the Board has determined that no significant benefit would be realized by separating the roles of chairman and chief executive officer at this time. Mr. David R. Parker currently serves as Presiding Director.

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SECURITY OWNERSHIP OF MANAGEMENT

The following table sets forth the number of shares of the Company s common stock beneficially owned as of March 19, 2012 by each director and nominee for election, each of the executive officers named in the Summary Compensation Table and by all directors and executive officers of the Company as a group. Each of the following persons and members of the group had sole voting and investment power with respect to the shares shown unless otherwise indicated. No director or executive officer owns more than 1 percent of the Company s common stock, except Mr. Goings, who owns 2.59 percent. All directors and executive officers as a group own 5.19 percent of the Company s common stock.

Name	Sole Ownership	Shared Ownership or held by or for Family Members	Shares that may be acquired within 60 days of March 19, 2012(1)	Restricted Stock(2)	Total Shares Beneficially Owned
Catherine A. Bertini	8,494		7,662	1,500	17,656
Rita Bornstein	18,675		5,802	1,500	25,977
Susan M. Cameron	1,000		188		1,188
Kriss Cloninger III	19,956			1,500	21,456
E.V. Goings	115,447	77,992	1,108,299	150,000	1,451,738
Clifford J. Grum	85,187		10,022	1,500	96,709
Simon C. Hemus	36,380		64,783	100,000	201,163
Joe R. Lee	37,407		12,000	1,500	50,907
Bob Marbut	27,329		19,845	1,500	48,674
Angel R. Martinez	6,943	4,640	20,038	1,500	33,121
Antonio Monteiro de Castro		12,088			12,088
Pablo M. Muñoz	130		2634	20,992	23,756
Robert J. Murray	20,756		6,360	1,500	28,616
David R. Parker	16,480		10,022	1,500	28,002
Michael S. Poteshman	23,815		140,882		164,697
Joyce M. Roché	15,766		22,116	1,500	39,382
Christian E. Skröder	32,817		122,366		155,183
M. Anne Szostak	16,720			1,500	18,220
Subtotal	483,302	94,720	1,553,019	287,492	2,418,533
All directors and executive officers as a group (29) (including the individuals named above)	577,804	136,141	1,908,163	289,994	2,912,102

(1) Includes stock options and restricted stock units granted under the Company s 1996, 2000, 2002, 2006 and 2010 Incentive Plans and Director Stock Plan. In addition, it includes the estimated shares of common stock that will be paid in lieu of Director s fees at the end of the first quarter of 2012.

(2) Holders of restricted stock have the ability to vote such shares but do not have any investment power (i.e., the power to dispose or direct the disposition) with respect to such shares.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

The following table sets forth information with respect to any person who is known to be the beneficial owner of more than 5 percent of the Company s common stock, which is the Company s only class of outstanding voting securities.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
FMR LLC 82 Devonshire Street Boston, MA 02109	5,508,962(1)	9.60
BlackRock, Inc 40 East 52nd Street New York, NY 10022	5,260,462(2)	9.17
TIAA CREF Investment Management LLC 730 Third Avenue New York, NY 10017	3,320,301(3)	5.79

(1) Based upon a Schedule 13G/A filed on February 14, 2012, as of December 31, 2011, FMR LLC indirectly held 5,508,962 shares of Tupperware Brands Corporation common stock, with sole voting power over 386,699 of such shares and sole dispositive power with respect to all such shares. The entities comprising the FMR LLC group include Fidelity Management & Research Company, Strategic Advisors, Inc. and Pyramis Global Advisors Trust Company.

(2) Based upon a Schedule 13G/A filed on February 9, 2012, as of December 31, 2011, BlackRock, Inc. indirectly held 5,260,462 shares of Tupperware Brands Corporation common stock, with sole dispositive power with respect to such shares and sole voting power with respect to such shares. The entities comprising the BlackRock, Inc. group are: BlackRock Japan Co. Limited, BlackRock Advisors (UK) Limited, BlackRock Institutional Trust Company, N.A., BlackRock Fund Advisors, BlackRock Asset Management Canada Limited, BlackRock Capital Management, Inc., BlackRock Asset Management Australia Limited, BlackRock Investment Management (Australia) Limited, BlackRock (Luxembourg) S.A., BlackRock Advisors, LLC, BlackRock Asset Management Deutschland, A.G., BlackRock Investment Management, LLC, BlackRock International Ltd and BlackRock Fund Managers Limited.

(3) Based upon a Schedule 13G filed on February 14, 2012, as of December 31, 2011, TIAA CREF Investment Management LLC directly held 3,000,260 shares of Tupperware Brands Corporation common stock, with sole voting and dispositive power over all of such shares. Teachers Advisors, Inc., an affiliate of TIAA CREF, directly held 320,041 shares of Tupperware Brands Corporation common stock, with sole voting and dispositive power over all of such shares.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 (the Exchange Act) requires the Company s officers and directors, and persons who own more than ten percent of the common stock of the Company, to file with the Securities and Exchange Commission reports relating to their ownership of the Company s common stock and changes in such ownership. Based solely on a review of the reports that have been filed by or on behalf of such persons and written representations from the Company s directors and executive officers that no other reports were required, the Company believes all Section 16(a) filing requirements applicable to its officers and directors were complied with for the Company s 2011 fiscal year.

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EQUITY COMPENSATION PLAN INFORMATION

The following table provides information as of December 31, 2011 regarding the Company s common stock that may be issued under equity compensation plans currently maintained by the Company.

Plan Category	(a) Number of securities to be issued upon the exercise of outstanding options and rights	(b) Weighted-average exercise price of outstanding options and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders(1)	3,778,436(2)	31.43(3)	5,589,562
Equity compensation plans not approved by security holders(4)	0	n/a	0
Total	3,778,436	31.43	5,589,562

(1) The following plans have been approved by the Company s shareholders: 1996 Incentive Plan, 2000 Incentive Plan, 2002 Incentive Plan, 2006 Incentive Plan, 2010 Incentive Plan and Director Stock Plan.

(2) Includes shares subject to restricted stock units and shares expected to be issued under the Performance Share Program based upon forecasted performance.

(3) Restricted stock, restricted stock units and performance shares have been excluded from the weighted-average exercise price.

(4) The Company has no equity compensation plans which have not been approved by shareholders.

(5) All of such shares could be used for any form of stock awards.

TRANSACTIONS WITH RELATED PERSONS

Policy

The Board of Directors of the Company has adopted a written policy regarding the review, approval and ratification of transactions with related persons. Under this policy, any such transaction shall be subject to review, approval and (if applicable) ratification by (1) the Chairman and Chief Executive Officer of the Company, and (2) the Audit, Finance and Corporate Responsibility Committee of the Board of Directors (or, if determined by that Committee, by all of the independent directors of the Company). Transactions which are covered by this policy include all transactions which would be the subject of disclosure under applicable securities laws and regulations. The standard of review to be employed in such determinations shall be to take into consideration factors relevant to the transaction, such as the size of the transaction, the amount payable to, or by, the related person, the nature of the interest of the related person in the transaction, whether the transaction may involve a conflict of interest, and whether the transaction involves goods or services available to the Company from unaffiliated third parties with comparable terms and conditions.

Transaction

A foreign subsidiary of the Company has employed Ms. Kristina Goings, the daughter of the Company s Chairman and Chief Executive Officer, for ten years. In fiscal year 2011, her compensation was 123,011 Euros. This transaction has been reviewed and approved in accordance with the Company s policy on transactions with related persons.

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REPORT OF THE AUDIT, FINANCE AND CORPORATE RESPONSIBILITY COMMITTEE

The Audit, Finance and Corporate Responsibility Committee of the Board of Directors (under this heading, the Committee) has reviewed and discussed with management the audited financial statements of the Company as of and for the year ended December 31, 2011, which management has represented to the Committee have been prepared in accordance with accounting principles generally accepted in the United States of America, and PricewaterhouseCoopers LLP has concurred in such representation in its opinion relating to such audited financial statements. The Committee discussed with representatives of PricewaterhouseCoopers LLP, the Company s independent registered public accounting firm, the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1, AU Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T. In addition, the Committee received from PricewaterhouseCoopers LLP the written disclosures and letter required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant s communications with the Committee concerning independence, and has discussed with that firm its independence and considered whether the provision of non-audit services is compatible with maintaining such firm s independence.

Management has responsibility for establishing and maintaining the Company s internal control system and its financial reporting process, and PricewaterhouseCoopers LLP has responsibility for auditing the Company s Consolidated Financial Statements and its internal control system in accordance with auditing standards generally accepted in the United States of America and issuing an audit report. The Committee monitors and oversees these processes.

Based upon the foregoing review, disclosures, representations, reports and discussions, the Committee recommended to the Board of Directors that the audited financial statements for the Company s 2011 fiscal year be included in the Company s Annual Report on Form 10-K for the year ended December 31, 2011.

Audit, Finance and Corporate Responsibility Committee

Kriss Cloninger III, Chairperson

Catherine A. Bertini

Rita Bornstein, PhD.

Susan M. Cameron

Clifford J. Grum

Bob Marbut

Angel R. Martinez

Robert J. Murray

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COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Compensation Discussion and Analysis (CD&A)

Executive Summary

The Company performed well in 2011. Full-year sales increased 12 percent, while GAAP net income decreased 3 percent, reflecting impairment charges related to a 2011 debt refinancing and valuation of purchase accounting intangible assets. Net income, excluding certain items, increased 15 percent compared with 2010. As illustrated in the chart below, over the three year period ending December 31, 2011, the Company has achieved strong growth in operating its business on an absolute basis and in comparison with its peers*, as observed for the two years for which peer data is available.

	Year	Company	Peer Median
Revenue Growth(1)	2011	12.4%	n/a
	2010	8.1%	5.9%
	2009	-1.6%	-5.2%
Operating EPS Growth(2)	2011	13.6%	n/a
	2010	32.8%	17.1%
	2009	26.2%	-4.3%
Return on Invested Capital(3)	2011	19.0%	n/a
	2010	21.4%	11.4%
	2009	18.1%	8.9%
Total Shareholder Return(4)	2011	19.8%	n/a
	2010	4.8%	27.9%
	2009	111.9%	16.8%

* Peers include Comparator Peer Group companies defined in the Compensation Benchmarking section on page 15. Peer data for 2011 which was not available for inclusion in the chart at the time of printing of this proxy statement is labeled as n/a.

(1) Annual growth in net company revenue.

(2) Annual growth in earnings per share (basic), adjusted to remove the effect of special items (as defined by Standard and Poors). Special items represent unusual one-time or non-recurring items.

(3) Net income with the after-tax impact of net interest added back using an estimated marginal tax rate of 38% divided by 5-quarter average of shareholders equity plus debt.

(4) Annual rate of return reflecting share price change and reinvested dividends.

During this three-year period, executives were awarded modest base salary increases commensurate with their individual performance and, in the case of one NEO there was an additional salary increase based on external benchmarking of compensation for his position. The Company s annual incentive (Annual Incentive Program) for corporate positions and mid-term incentives (Performance Share Program and certain Gainsharing Programs) paid-out at target achievement levels, and there was significant appreciation in the value of equity awarded under the Company s long-term stock programs.

The Compensation and Management Development Committee of the Board of Directors (Committee) believes that the Company s pay-for-performance philosophy is illustrated in the relationship of Cumulative Shareholder Return in comparison to CEO Compensation over a

five-year period.

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Over the past several years, the Company has altered its pay practices to further emphasize pay-for-performance principles and to further align the interest of shareholders and executives, including adding a double-trigger to change-in-control agreements whereby a payment upon change-in-control occurs only if the executive s employment is also terminated, eliminating tax gross-ups for change-in-control agreements entered into beginning in 2009, and adopting a clawback policy. At its 2011 annual meeting of shareholders, the Company requested an advisory vote from its shareholders regarding the Company s executive compensation program. Approximately 95 percent of the votes cast were in favor of the executive compensation program. The Committee did not make changes to the Company s executive compensation program in response to such shareholder vote.

Objectives

The Company s executive compensation program:

Emphasizes pay-for-performance through variable compensation plans addressing short-term, mid-term and long-term performance namely, the Annual Incentive Program, Gainsharing Program, Performance Share Program, and stock options.

Includes elements that directly align management compensation with long-term shareholder value creation.

Provides a balance between rewarding for share price improvement and the financial drivers of share price, while managing risk and providing flexibility.

Measures financial drivers that are consistent with the Company s business strategies and outcomes as described in the table below.

Provides adequate fixed compensation, with limited use of executive perquisites, and a total compensation opportunity to attract and retain high quality executives.

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The table below summarizes the executive compensation programs, taking into consideration strategic and operational impact.

Program	Measures used to Determine Amount of Compensation	Focus	Strategic and Operational Impact
Base salary, benefits, retirement programs and perquisites*	External Marketplace	Short-term	Provide the foundation for attracting, motivating and retaining top executive talent
Annual Incentive Program*	Net Income Segment Profit Cash Flow	Short-term	Drive revenue, profitability and cash flow growth in all markets and groups of markets
Gainsharing Programs	Segment Profit Sales Cash Flow	Mid-term	Drive additional penetration or performance in important markets and groups of markets
Equity Programs:			Drive shareholder return and, in limited circumstances, serve as a retention vehicle
Performance Share**	EPS Cash flow	Mid-term	
Stock Options**	Stock price	Long-term	
Restricted Stock	Stock price	Long-term	

* Profitability and cash flow for incentive purposes are not measured on a U.S. GAAP basis. See pp. 17-19 for how profitability and cash flow are measured for incentive purposes.

** Data about the external marketplace is used to determine the appropriate target level of opportunity under an award and is further described in the Compensation Benchmarking Section below.

Risk Discussion

The Committee determined, with the assistance of its independent compensation consultant, Aon Hewitt, that the elements of the Company s compensation system do not encourage risk taking that is reasonably likely to have a material adverse effect on the Company. This determination has taken into account the following design elements of the Company s compensation programs, policies and practices: mixture of cash and equity compensation; mixture of performance time horizons; use of multiple transparent financial metrics; use of capped awards; use of required stock ownership amounts at senior management levels; a broad clawback policy; and a rigorous auditing, monitoring and enforcement environment. Refer to the Risk Oversight section of this document on page 6 for additional discussion.

Compensation Benchmarking

For compensation benchmarking purposes, the market is defined as a combination of a comparator peer group (Comparator Peer Group) made up of companies selected by the Committee, in consultation with its independent compensation consultant, and general industry executive compensation survey data described below. Each of the Comparator Peer Group data and the general industry executive compensation survey data is weighted 50 percent. Advantages of using multiple data sources include:

Mitigating year-over-year fluctuations in a single data source, creating greater stability in the compensation planning process.

Identifying consensus or inconsistencies among and between data sources, allowing a better understanding of the market.

Companies included in the Comparator Peer Group are public companies with 2010 revenues of between $0.9 and $10.9 billion and median revenues of $3.4 billion, and a median 2010 fiscal year-end market capitalization of $4.7 billion. The comparable 2010 revenue and fiscal year-end market capitalization of the Company were $2.3 billion and $3.0 billion, respectively.

Peer companies were selected based on similarities in operational focus, industry, and complexity (as measured by revenues, percentage of revenues outside the United States and, to a lesser extent, market capitalization), and peer group companies are reviewed annually by the Committee for continued appropriateness. Since they were delisted, the Committee removed from the Comparator Peer Group in 2011 Alberto Culver Co., Burger King Holdings Inc., and Pactiv Corporation.

The 2011 Comparator Peer Group includes companies that:

- Market product lines in household durables and nondurables, personal products including beauty and consumer goods including plastic products;
- Operate using a direct-selling distribution method; and
- Market branded products in the food and beverage category.

The Committee believes that these criteria represent the businesses in which the Company is engaged or against which it competes for executive talent. The 20 companies that made up the Comparator Peer Group in 2011 were as follows:

- Consumer Products Companies: AptarGroup, Inc., Church & Dwight Co, Inc., Clorox Co., Energizer Holdings, Inc., Beam Inc. (formerly Fortune Brands Inc.), Jarden Corp., Newell Rubbermaid, Inc., Snap-on Inc., Tiffany & Co., Williams-Sonoma Inc.;
- Beauty Companies: Elizabeth Arden, Inc., Estée Lauder Co.;
- Direct Selling Companies: Avon Products, Inc., Blyth, Inc. (Party Lite), Herbalife Ltd., Nu Skin Enterprises, Inc., and
- Food and Beverage Companies: Campbell Soup Co., Dr. Pepper Snapple Group Inc., Hain Celestial Group Inc., McCormick & Company, Inc.

Companies included in the general industry executive compensation survey data varied by survey source and ranged between 100 and 500 companies having revenue brackets similar to the Company, generally between $1 billion and $3 billion or $5 billion.

The total compensation packages for the CEO and COO are targeted to approximate the 75th percentile of the market. The total compensation packages for all other officers, including the remaining NEOs, are targeted to approximate the median level of the market in 2011. CEO and COO compensation opportunities are targeted above the median of the market due to the experience and abilities of these individuals. The CEO s seasoned experience in the global direct selling industry and experience in leading organizations noted for diverse brands and merchandise mix, including both durable and consumable products, places the Company at risk, as he is seen as a viable candidate to manage a much larger business. The COO s compensation is positioned above the median of the market due to his seasoned experience in managing complex, day-to-day global operations.

The Board considers CEO pay in relation to the pay of the COO. The Committee determined, with the assistance of its compensation consultant, that an appropriate ratio of total compensation of the CEO to that of the COO is between 2 and 3 times higher. In 2011, the CEO to COO compensation ratio was 2.35. The measurement excludes change in pension value because the CEO has a retirement plan in which the COO does not participate.

All elements of salary and incentive compensation except Gainsharing Programs are materially affected by the benchmarking process. Gainsharing Programs are not included in the benchmarking process since these programs are intended to incentivize performance above and beyond what benchmarked

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compensation is intended to deliver. Gains from past equity and long-term cash incentives are also not factored into the establishment of target compensation or other remuneration programs, such as for retirement. While most of the Company s incentive compensation programs are targeted to the external market, compensation is contingent upon either the successful completion of performance goals or an increase in the Company s stock price and can fluctuate above or below the targeted market level. Management provides to the Committee individual tally sheets that afford a complete picture of each executive s current and historical compensation elements, as well as each executive s positioning against the market data. Tally sheets provide both detailed and summary information to enable informed decisions by the Committee.

Annual Salary and Incentives

Factors considered in setting executive compensation are: (a) level and scope of responsibility; (b) impact upon the business; (c) market competitiveness; and (d) Company goals. The primary elements of short-term cash compensation are base salary and bonus under the Annual Incentive Program (AIP).

Annual base salary is a key element in attracting and retaining executives. A Company-wide merit increase budget is determined annually taking into consideration market trends, expectations and inflation. In 2011 and 2012, the Committee approved a merit increase budget of 3.0 percent for all U.S.-based employees, including the NEOs. Salary adjustments in addition to merit increases may be made based on positioning relative to the external market and/or job changes during the year. Mr. Muñoz received a promotional increase in January 2011, when he assumed a group president role. The level of Mr. Muñoz compensation was determined based on a review of market data, size and frequency of prior increases, and relative position to internal peers.

The following merit and promotion increases and market adjustments were awarded:

NEO	2011 Merit Increase	2011 Promotion Increase	2011 Market Adjustment	2012 Merit Increase
Goings	3.00%			4.62%
Hemus	3.50%			3.00%
Poteshman	3.10%		2.00%	3.00%
Muñoz		16.50%		4.12%
Skröder	2.60%			3.00%

AIP: Design

The AIP is a broad-based employee program emphasizing pay-for-performance by rewarding participants for short-term financial results. AIP payout targets are based on job level and are benchmarked to the external marketplace. Incentive payout targets by position are: 132 percent of year-end base salary for the CEO, 110 percent of year-end base salary for the COO, 71.5 percent of year-end base salary for the CFO and 60.5 percent of year-end base salary for the remaining NEOs. Of this target award, in 2012, 70 percent is based on an income measure and 30 percent is based on a cash flow measure. Previously, 68 percent was based on an income measure and 32 percent on a cash flow measure. The AIP also includes performance goals at threshold and maximum achievement levels with payout opportunity at 50 percent and 200 percent of the target award, respectively.

In 2010, Target Cash Compensation was expressed as the product of base salary and target incentive payout plus 10 percent as a result of higher weighting given to the cash flow measure, which brought total bonus opportunity to 110 percent of the target percent of year-end base salary. In 2011, the 10 percent cash flow weighting was incorporated into each NEO s target percent of year-end base salary. The total incentive opportunity available under the program did not change.

2011 AIP: Performance Goals

AIP goals are set in consideration of a wide range of factors, including Comparator Peer Group performance, Company trends, analysts expectations, and the external environment. Generally threshold goals

are set at levels consistent with past performance, albeit at a below target payout level. Target goals are set to require solid increases over past results, while maximum goals are set to require outstanding performance for full payout.

In 2011, total Company net income for incentive purposes was $264.9 million, versus $236.7 million in 2010, measured on a comparable basis at constant foreign exchange rates, and target and maximum level goals were $252.3 million and $266.5 million, respectively. Target net income was 6.6 percent higher than 2010 actual results, and the $266.5 million maximum net income goal was 12.6 percent higher than 2010 actual net income. Company cash flow, as measured for incentive purposes, was $221.0 million, versus 2010 actual of $253.2 million and target and maximum level goals of $224.2 million and $234.2 million, respectively. Net income and cash flow were measured at the foreign currency exchange rates used to set the goals and excluded unusual items, as described below.

AIP financial measurements exclude the costs, expenses or charges and related cash flow arising out of changes in accounting standards and unusual items such as re-engineering and exit costs; dispositions of property, plant and equipment outside of the normal course of business; significant insurance recoveries; amortization and impairment of acquisition-related intangibles; and costs to modify the Company s capital structure. The goals and achievement under the AIP are measured at constant foreign currency exchange rates. The adjustments to U.S. GAAP results set forth below are generally for the same items for which the Company presented its results excluding items in its earnings release on February 1, 2012.

	2011	2010	Change
GAAP net income	$ 218.3	$ 225.6	(3.24%)
Adjustment to state at 2011 incentive exchange rates	(8.1)	(1.2)	
Items excluded for incentive purposes:			
Gain on disposal of assets including insurance recoveries	(3.8)	(0.2)	
Amortization of intangibles of acquired beauty units	2.9	3.9	
Impairment of purchase accounting intangible assets	36.1	4.3	
Impairment of interest rate swaps in connection with new financing	19.8		
Re-engineering and impairment charges	9.3	7.6	
Tax impact of excluded items	(9.6)	(3.3)	
Performance for incentive purposes	$ 264.9	$ 236.7	11.91%

The AIP awards for NEOs who hold corporate-wide positions are based entirely on consolidated net income and cash flow, while AIP awards for NEOs who serve as group presidents are based in part on consolidated results and in part on their respective business unit s segment profit and cash flow results. This design element ties a portion of the incentive compensation to the performance of the NEO s area of responsibility while ensuring the NEO s focus on overall Company objectives.

The 2011 segment profit increase and cash flow amount required for target payout for Mr. Muñoz operating segment were 10.2 percent and $118.3 million, respectively, and the segment profit increase and cash flow achieved were 17.0 percent and $124.9 million, respectively. The segment profit increase and cash flow amount required for target payout for Mr. Skröder s operating segment were 12.1 percent and $120.2 million, respectively, and the amount of segment profit increase and cash flow achieved were 27.7 percent and $132.2 million, respectively.

The Committee may adjust goals during the performance period on a pro-rata basis if an executive s job significantly changes. No such adjustments were made in 2011.

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The following chart shows the 2011 AIP goals, achievement against goals, and final incentive payouts to each of the NEOs. Award amounts are included under the Non-Equity Incentive Plan Compensation column in the Summary Compensation Table.

Name	Year End Base Salary	Target %	Incentive Measure(s)	Weight of Measure	Thresh-hold ($Mil)	Target ($Mil)	Maximum ($Mil)	Achieve-ment ($Mil)	Award Payout Factor	Award Amount
E.V. Goings	$ 1,081,500	132.0%	Company Net Income	68%	$ 236.7	$ 252.3	$ 266.5	$ 264.9	189%	$ 1,832,227
			Company Cash Flow	32%	212.6	224.2	234.2	221.0	86%	393,733
										2,225,960
Simon C. Hemus	641,700	110.0%	Company Net Income	68%	$ 236.7	$ 252.3	$ 266.5	$ 264.9	189%	$ 905,949
			Company Cash Flow	32%	212.6	224.2	234.2	221.0	86%	194,682
										1,100,631
Michael S. Poteshman	436,000	60.5%	Company Net Income	68%	$ 236.7	$ 252.3	$ 266.5	$ 264.9	189%	$ 52,084
			Company Cash Flow	32%	212.6	224.2	234.2	221.0	86%	11,193
		71.5%	Company Net Income	68%	236.7	252.3	266.5	264.9	189%	338,548
			Company Cash Flow	32%	212.6	224.2	234.2	221.0	86%	72,752
										474,577
Pablo M. Muñoz	310,000	60.5%	Company Net Income	23%	$ 236.7	$ 252.3	$ 266.5	$ 264.9	189%	$ 81,417
			Group Segment Profit	45%	114.6	126.3	136.6	134.0	175%	147,683
			Group Cash Flow	32%	109.5	118.3	125.5	124.9	192%	114,952
										344,052
Christian E. Skröder	560,518	60.5%	Company Net Income	23%	$ 236.7	$ 252.3	$ 266.5	$ 264.9	189%	$ 147,212
			Group Segment Profit	45%	114.5	128.4	135.5	146.2	200%	305,202
			Group Cash Flow	32%	110.4	120.2	126.6	132.2	200%	217,033
										669,447

Payout formula: Year End Base Salary x Target Percent x Weight of Measure x Award Payout Factor. Mr. Poteshman s annual incentive target increased 60.5% to 71.5% for competitive purposes effective on February 26, 2011. His payout is calculated on a pro-rata basis for the periods before and after the change.

Mid- and Long-Term Incentives

A primary objective of the Company s compensation program is to align executive interest with long-term shareholder value creation. Emphasizing mid- and long-term compensation creates this alignment. The Company provides such compensation opportunities to NEOs in the form of performance-based cash and equity incentives with the objective of supporting development and execution of long-term operational and strategic plans.

Gainsharing Programs

NEOs, other than the CEO, COO and CFO, may participate in mid-term Gainsharing Programs. Messrs. Muñoz and Skröder each currently participate in a three-year Gainsharing Program. The maximum opportunity under Gainsharing Programs is $1 million. Maximum opportunity is set at this amount based on historical compensation practices. Incremental profit required to achieve the maximum opportunity generally requires a compound annual growth rate between 9 percent and 33 percent, depending on the portfolio of units managed by the participant.

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Mr. Muñoz program was established in 2011, with the potential award equal to a percentage of annual segment profit over the maximum AIP goal for 2011. Performance is measured for each full-year of the program at the exchange rates used in establishing the program and awards, if earned, are accrued and paid after the end of the three-year performance cycle. Performance under the program excludes the same items excluded under the AIP.

Mr. Skröder s program goals were established in 2009. Performance is measured based on three-year cumulative performance, with two interim goals for annual earnings opportunity. One-third of the total payout opportunity could be earned for each year of the program. Segment profit served as the primary performance measure under Mr. Skröder s Gainsharing Program. Company sales and cash flow of Mr. Skröder s operating segment served as tripwire measures. Achievement of a minimum of 90% of company sales and 100% of the year s Annual Incentive Program cash flow target goal was required to earn an interim annual award.

Under Mr. Skröder s program, segment profit used for the first and each interim performance goal was set at least equal to the maximum objective of the AIP for that year and sought to drive significant profit growth above that level for future years of the program. Segment profit was measured at the foreign exchange rates used to set the goals and excluded the same items as outlined above for the AIP.

The following chart shows Gainsharing Program goals for program cycles that included the year 2011, achievement against goals, and 2011 incentive payout to the participating NEOs. The award amount for Mr. Skröder is included under the Non-Equity Incentive Plan Compensation column in the Summary Compensation Table.

Name	**Performance Period**	**Performance Measures / Tripwires**	**2011 Goals ($Mil)**	**Achievement ($Mil)(a)**	**Award Amount ($)**
Pablo M. Muñoz	2011 - 2013	Group Segment Profit	$ 136.6	$ 134.0	$ 0
Christian E. Skröder	2009 - 2011	Group Segment Profit	135.5	146.2	
		Tripwire: Group Sales	678.3	690.0	333,333
		Tripwire: Group Cash Flow	120.2	132.5	

Mr. Skröder earned $333,333 in each of the prior two years of the program. Mr. Muñoz program for 2012 and 2013 has been modified due to a change in the units for which he has responsibility.

Equity Programs

The Committee grants annual stock-based incentive awards to NEOs in order to align their interests with those of the Company s shareholders and to drive long-term performance. Such awards are either in the form of a stock option, stock appreciation right, restricted stock, restricted stock unit, performance-restricted stock, performance share, performance unit or a combination of any or all of these vehicles. In 2011, NEOs received awards in the form of stock options and performance shares. Target awards were determined based on the level of the participant and by competitive comparisons described under Compensation Benchmarking. Dividends on performance share grants are paid when required performance has been achieved and shares vested.

Stock Option Program

In 2011, a stock option grant was made to each of the NEOs that was weighted at approximately 60 percent of the equity incentive target grant value. Stock options require favorable Company performance in order to create value in the underlying common stock. Stock options represent a majority of total equity incentive value because the Company views stock options as the best vehicle to incentivize management to take the actions that will lead to stock price appreciation over the long-term. Stock options are granted annually, typically after the release of third-quarter results.

Performance Share Program

Select key senior executives are eligible for participation in the Performance Share Program, a three-year stock-based performance program with overlapping award cycles. The Performance Share Program provides

incentive opportunity based on the overall success of the Company, as reflected through increases in free cash flow and earnings per share. In 2011, all NEOs, except Mr. Muñoz, participated in the program. Mr. Muñoz was not in an eligible position in November 2010, when participants were selected for the program. The Performance Share Program target award represents approximately 40 percent of each participating NEO s 2011 equity incentive target grant value. Awards are based upon a pre-defined number of performance share units. The number of units earned can vary from no payout for below threshold performance to 150 percent of target for maximum or better performance. This program provides a mid-term performance horizon to financial measures and goals initially established under the AIP, and pays out in shares, creating additional alignment with shareholder interests.

Earnings per share and free cash flow are measured the same way as under the AIP, i.e., in constant currency and excluding certain unusual items as described above. The measures include a net income goal equal to the target goal under the AIP, converted to earnings per share using the estimated number of diluted shares for the first year of the program. Earnings per share used for each of the following two years in arriving at the target under the program were until 2011 typically higher than the prior year by a single digit percentage. For the 2012 - 2014 program, in light of the Company s significant share repurchase program, the percentage increase for the second and third years includes a high single digit percentage for net income plus an incremental increase for assumed decreases in shares outstanding. The target free cash flow goal is set using the same target cash flow goal as in the AIP for the first year of the program, with the amounts used for the subsequent years increased from that amount by the same percentage as for the net income component of the earnings per share goal.

The 2009 - 2011 Performance Share Program had a target goal of cumulative earnings per share of $6.95, and a cumulative free cash flow target goal of $438.9 million. In addition to target free cash flow and earnings per share goals, the plan included threshold and maximum goals where the threshold was approximately 10 percent below and the maximum approximately 10 percent higher than the target goal. Performance targets used for this program in the 2009 - 2011 cycle for all participating NEOs are set forth below.

2009 - 2011 Performance Share Program Goals	3-Year Cumulative Earnings Per Share	3-Year Cumulative Free Cash Flow
Threshold	$ 6.26	$ 395.0
Target	6.95	438.9
Maximum	7.65	482.8

Actual performance under the program was cumulative earnings per share of $9.47 and cumulative free cash flow of $588.7 million resulting in maximum payouts of 150 percent of target.

Under the 2009 - 2011 Performance Share Program, Mr. Goings earned 94,613 shares of stock, Mr. Hemus earned 37,275 shares of stock, Mr. Poteshman earned 11,888 shares of stock and Mr. Skröder earned 10,350 shares of stock. Mr. Muñoz was not eligible to participate in the program at the time it was initiated.

Special Stock Grant Awarded in 2011

In March 2011, Mr. Muñoz was awarded a special one-time restricted stock award of 20,000 shares in order to strengthen the Company s retention position and to safeguard the continued success in implementing key strategies in Latin America. Restricted stock was selected as the form of award because it provides the most retention value. The award cliff-vests on the third anniversary of the grant date. If Mr. Muñoz were to exit the Company (under any circumstance except death) prior to such vesting date, the award will be forfeited.

Stock Ownership

The Committee requires all NEOs to acquire and hold an amount of Company stock equal to a multiple of annual salary. The CEO s multiple is five times annual salary and the remaining NEOs multiples are three times annual salary. The requirement includes a phase in period for new officers and counts shares that would be awarded under running performance share programs if forecast performance is achieved. NEOs may not hedge the economic risks involved in the ownership of Company stock through the use of derivative instruments. As of December 31, 2011, all NEOs are in compliance with the Company s stock ownership requirements.

Health and Welfare Plans and Perquisites

The NEOs receive certain health and welfare benefits, as well as perquisites. Health and welfare benefits include medical, dental, disability and basic life insurance similar to that provided to other employees. In November 2010, the Committee restricted participation in the executive life insurance program, which provides an additional coverage amount equal to one year s salary, to only those executives appointed on or before January 1, 2011. Thereafter, the program is not available to new participants.

Executive officers are also eligible for the following perquisites: car allowance, executive physical, matching contribution on certain charitable gifts, financial and tax planning, and for the CEO and COO annual country club membership dues. Mr. Muñoz received the benefit of a one-time initiation fee related to the Company s membership at a country club upon his promotion to Group President in 2011. Additionally, Mr. Goings is allowed a limited number of hours of personal use of the Company s aircraft service. This benefit was not used in 2011. Perquisites and health and welfare benefits described above are offered in order to provide a total compensation package that is competitive with the marketplace for senior level executives as determined by evaluating peer and survey data.

Expatriate Benefits

Mr. Skröder, as an employee on an international assignment, receives certain expatriate benefits consistent with the Company s expatriate policy. Expatriate benefits are provided to offer protection to employees, including NEO s, from personal financial losses resulting from international assignments. Expatriate benefits fall into the following categories: goods and services, housing, income taxes, and reserve. The Company s philosophy is that an expatriate s reserve (or savings) should remain unaffected by an international assignment, thus allowances may be made for tax services, storage, home leave, language training, relocation costs, immigration fees, and other items that may be considered on a case-by-case basis.

Retirement and Savings Plans

Plans for NEOs based in the United States include a qualified base retirement (defined benefit) plan that was frozen in 2005, a qualified retirement savings plan (401(k)) and a supplemental retirement savings plan. Mr. Skröder, as an employee based in Switzerland, participates in a separate pension plan in lieu of the programs for U.S.-based employees. The CEO also participates in a supplemental executive retirement plan (SERP), which was introduced in 2003 as an important retention element of the CEO s total compensation. No additional SERPs have been or are intended to be implemented. Pursuant to the Company s Executive Deferred Compensation Plan and Select Deferred Compensation Plan, certain executives, including NEOs based in the United States, may defer compensation. All plans are discussed in detail in the Pension Benefits and 2011 Non-Qualified Deferred Compensation sections.

Change-in-Control and Severance Agreements

The Company has entered into change-in-control agreements with its NEOs. These agreements, which have been designed by the Committee with the advice of Aon Hewitt, are, in the event of a change-in-control, in lieu of the benefits offered under the Company s severance policy generally applicable to U.S.-based employees. Change-in-control agreements have been implemented due to the Committee s desire to provide that in the event of a threatened change-in-control, adequate retention devices would be in place to assure that senior management continued to operate the business through the conclusion of a change-in-control transaction. This program serves to attract and retain executives by providing a competitively designed element of executive compensation.

In addition, the Company entered into a severance agreement in 2003 with the CEO for situations not connected with a change-in-control, pursuant to which he would be paid two times the sum of his base salary and target bonus and receive other benefits in the event his employment is terminated without cause by the Company or terminated by the CEO with good reason, each as defined in the agreement. Other benefits include the vesting of all long-term incentive awards and twenty-four months of continued medical and dental insurance coverage. The payments under this contract would reduce on a dollar-for-dollar basis any amounts paid under his change-in-control agreement. The Committee deemed such an agreement, including the level of benefit paid, to

be appropriate in the market and to serve as a useful retention device for the CEO. In keeping with good governance practices, the Company has adopted a policy that it will not enter into additional severance agreements (outside those related to a change-in-control).

Administration and Oversight

The Committee establishes and oversees the Company s compensation program within the context of its objectives. The Company s Senior Vice President of Human Resources and CEO recommend all officer-level compensation actions, both equity and non-equity in nature, except with respect to the CEO. Recommendations are made consistent with the methodology discussed under Compensation Benchmarking, Annual Salary and Incentives and Mid- and Long-Term Incentives sections. The Committee reviews these recommendations, as well as specific salaries and incentive programs for corporate officers. Based on this review, the Committee recommends for the approval of the full Board of Directors salaries and annual incentive opportunities for executive officers at or above the level of senior vice president, including the NEOs. The CEO s compensation is determined by recommendation of the Committee in consultation with the Committee s independent compensation consultant, and is subject to approval by the independent directors on the full board.

Compliance with Internal Revenue Code Section 162(m)

Under Section 162(m) of the Internal Revenue Code, generally NEO (other than the Chief Financial Officer) compensation over $1 million for any year is not deductible for United States income tax purposes. However, performance-based compensation is exempt from the deduction limit if certain requirements are met. The Committee structures compensation to take advantage of this exemption under Section 162(m) to the extent practicable, while satisfying the Company s compensation policies and objectives. Because the Committee also recognizes the need to retain flexibility to make compensation decisions that may not meet the standards of Section 162(m) when necessary to enable the Company to continue to attract, retain and motivate highly-qualified executives, it reserves the authority to forego deductibility under Section 162(m).

Recapture of Awards and Payments

The Company has a so-called clawback policy, under which any previous cash payment, deferral of cash payment, or delivery of common stock for any incentive compensation award payout shall be subject to recovery for a triggering event. A triggering event is the misstatement of the Company s previously reported financial results due to the error, omission, fraud or other misconduct of an employee of the Company or any of its subsidiaries, including a misstatement that leads to a restatement of previously issued financial statements. In 2011, no such triggering event or recovery occurred.

COMPENSATION AND MANAGEMENT DEVELOPMENT COMMITTEE REPORT

The Compensation and Management Development Committee (the Committee) has reviewed and discussed with management the Compensation Discussion and Analysis set forth in this proxy statement. Based on this review and discussion, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company s annual report on Form 10-K for the 2011 fiscal year and in this 2012 proxy statement. Members of the Committee are:

Joyce M. Roché, Chair

Joe R. Lee

Antonio Monteiro de Castro

David R. Parker

M. Anne Szostak

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2011 SUMMARY COMPENSATION TABLE

The following table sets forth the total compensation of each of the Company s named executive officers (NEOs), including the Chief Executive Officer and the Chief Financial Officer, for the years ended December 31, 2011, December 25, 2010, and December 26, 2009.

Name and Principal Position	Year	Salary ($)(1)	Bonus ($)	Stock Awards ($)(2)	Option Awards ($)(3)	Non-Equity Incentive Plan Compensation ($)(4)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings ($)(5)	All Other Compensation ($)	Total ($)
E. V. Goings	2011	$ 1,136,448	$ 0	$ 1,785,176	$ 2,375,731	$ 2,225,960	$ 2,985,546	$ 523,465(6)	$ 11,032,325
Chairman & CEO	2010	1,057,759	0	1,209,823	2,197,743	2,772,000	4,053,888	631,191	11,922,405
	2009	1,018,222	0	3,698,982	2,128,225	2,640,000	4,171,916	395,764	14,053,109
Simon C. Hemus	2011	677,323	0	610,574	771,895	1,100,631	n/a	259,893(7)	3,420,315
President & COO	2010	623,318	0	483,701	751,694	1,364,000	n/a	252,256	3,474,969
	2009	610,141	0	2,167,396	994,443	1,320,000	n/a	176,495	5,268,475
Michael S. Poteshman	2011	466,513	0	282,014	415,487	474,577	46,184	129,350(8)	1,814,125
EVP & CFO	2010	421,867	0	201,256	347,177	502,150	19,854	108,941	1,601,245
	2009	386,298	0	137,578	314,939	447,700	11,562	94,585	1,392,663
Pablo M. Muñoz	2011	337,238	0	1,137,600	297,330	344,052	49,823	102,296(9)	2,268,339
Group President, Latin	2010	279,069	0	50,858	72,263	1,292,600	23,212	67,849	1,785,851
America	2009	270,639	0	39,848	58,539	281,740	14,484	45,622	710,872
Christian E. Skröder (11)	2011	564,185	0	235,468	297,330	1,002,780	249,200	853,828(10)	3,202,791
Group President, Asia Pacific	2010	531,266	0	171,525	289,053	972,351	224,960	965,921	3,155,077
	2009	464,267	242,994	119,784	454,481	913,947	195,618	279,991	2,671,083

(1) Includes amounts held in the Retirement Savings Plan that were deferred pursuant to Section 401(k) of the Internal Revenue Code (the Code), and amounts deferred under the Executive Deferred Compensation Plan, as well as Code Section 125 contributions to the Flexible Benefits Plan.

(2) Amounts represent the aggregate grant date fair value of stock awards made during the fiscal year computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation Stock Compensation (FASB ASC Topic 718). A portion of the awards included in this column are subject to performance conditions and are reported in the table based on target achievement. Assuming that the highest level of performance conditions were to be achieved, for fiscal year 2011, the grant date fair value for each NEO would be as follows: Mr. Goings, $2,736,933; Mr. Hemus, $936,098; Mr. Poteshman, $432,368; and Mr. Skröder, $361,007. Mr. Muñoz did not receive a grant subject to performance conditions. The assumptions used in the valuations may be found in Note 14 of the Company s 2011 Annual Report on Form 10-K.

(3) Amounts represent the aggregate grant date fair value of option awards made during the fiscal year computed in accordance with FASB ASC Topic 718. The grant-date fair value was determined using a Black-Scholes valuation applied to the number of shares granted under an option. The assumptions used in the Black-Scholes valuations and the resulting values per share may be found in Note 14 of the Company s 2011 Annual Report on Form 10-K.

(4) For 2011, the amounts reported in this column represent actual payouts under the Company s AIP relating to 2011 performance and paid in February 2012. For Mr. Skröder, the amount reported in this column also includes $333,333, representing the amount earned under his 2009 2011 Gainsharing program.

(5) Amounts represent the actuarial increase in the present value of the NEO s benefit under the Company s pension plans determined using interest rate and mortality rate assumptions consistent with those used in determining the amounts in the Company s financial statements. The Company s U.S. plan was frozen in 2005. Mr. Hemus was hired after the plan freeze date and therefore is not eligible to participate in the Company s pension plans. Mr. Skröder is not a U.S.-based executive and, therefore, is not eligible to participate in the U.S. plans; instead, he is a participant in the Fondation Collective LPP de la Rentenanstalt (the TEAM Pension Plan). The following table includes the actuarial increase in the present value of the NEOs benefits by plan:

Name	Qualified Base Retirement Plan	Non-Qualified Defined Benefit Supplemental Plan	Supplemental Executive Retirement Plan (SERP)	TEAM Pension Plan	Total
E. V. Goings	$ 54,118	$ 254,794	$ 2,676,634	$ n/a	$ 2,985,546
Simon C. Hemus	n/a	n/a	n/a	n/a	n/a
Michael S. Poteshman	34,233	11,951	n/a	n/a	46,184
Pablo M. Muñoz	41,975	7,848	n/a	n/a	49,823
Christian E. Skröder	n/a	n/a	n/a	249,200	249,200

The increases reported above are a result of increases in final average earnings, age, and additional years of service, as well as decreases in the effective long-term lump sum conversion interest and pre-retirement discount rates. References to n/a mean not applicable.

(6) For Mr. Goings, All Other Compensation includes executive perquisites provided by the Company, including club dues, Company car, Company matching contributions on charitable gifts, and financial and tax services, and are valued based upon actual amounts paid by the Company to Mr. Goings. This column also includes dividends on performance shares vested in 2011 and restricted stock ($134,938), life insurance premiums, and contributions provided by the Company pursuant to the Tupperware Brands Corporation Retirement Savings Plan ($20,982) and the defined contribution portion of the Tupperware Brands Corporation Supplemental Plan ($327,964).

(7) For Mr. Hemus, All Other Compensation includes executive perquisites provided by the Company, including club dues, car allowance, executive physical, and financial and tax services, and are valued based upon actual amounts paid by the Company to Mr. Hemus. This column also includes dividends on performance shares vested in 2011 ($41,975), life insurance premiums, and contributions provided by the Company pursuant to the Tupperware Brands Corporation Retirement Savings Plan ($20,982) and the defined contribution portion of the Tupperware Brands Corporation Supplemental Plan ($160,309).

(8) For Mr. Poteshman, All Other Compensation includes executive perquisites provided by the Company, including car allowance, executive physical, and financial and tax services, and are valued based upon actual amounts paid by the Company to Mr. Poteshman. This column also includes dividends on performance shares vested in 2011 ($20,988), life insurance premiums, and contributions provided by the Company pursuant to the Tupperware Brands Corporation Retirement Savings Plan ($20,982) and the defined contribution portion of the Tupperware Brands Corporation Supplemental Plan ($68,029).

(9) For Mr. Muñoz, All Other Compensation includes executive perquisites provided by the Company, including a one-time initiation fee under a Company owned country club membership, car allowance, and financial and tax services, and are valued based upon actual amounts paid by the Company to Mr. Muñoz. This column also includes dividends on restricted stock vested in 2011 ($2,294), life insurance premiums, and contributions provided by the Company pursuant to the Tupperware Brands Corporation Retirement Savings Plan ($20,982) and the defined contribution portion of the Tupperware Brands Corporation Supplemental Plan ($40,355).

(10) For Mr. Skröder, All Other Compensation includes executive perquisites provided by the Company, including expatriate benefits ($750,881 as detailed in the table below), which are based upon actual amounts paid by the Company to Mr. Skröder, as well as life insurance premiums, and contributions provided by the Company pursuant to the TEAM Pension Plan ($99,245).

Benefit Type	Benefit Amount
Goods and services	$ 22,805
Housing	139,479
Payment of foreign taxes	545,086
Reserve	43,511
Total	$ 750,881

(11) Mr. Skröder s compensation is converted to U.S. dollars from Swiss francs using the year-end exchange rate for each year reported, 0.96 dollars per franc for 2009, 1.04 dollars per franc for 2010, and 1.07 dollars per franc for 2011.

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2011 GRANTS OF PLAN-BASED AWARDS

The following table sets forth grants of non-equity performance-based awards and equity-based compensation awards made to the NEOs during 2011.

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)						
Name and Principal Position	**Grant Date**	**Threshold ($)**	**Target ($)**	**Maximum ($)**	**Threshold (#)**	**Target (#)**	**Maximum (#)**	**All Other Stock Awards: Number of Shares of Stock or Stock Units (3)(#)**	**All Other Option Awards: Number of Securities Underlying Options (4)(#)**	**Exercise or Base Price of Option Awards ($/Sh)**	**Grant Date Fair Value of Stock and Option Awards(5)**
E. V. Goings											
Chairman & CEO											
Annual Incentive Program	n/a	$ 713,790	$ 1,427,580	$ 2,885,160							
Performance Share Program	2/14/2011				8,150	32,600	48,900				$ 1,785,176
Stock Option	11/16/2011								122,650	$ 54.92	2,375,731
Simon C. Hemus											
President & COO											
Annual Incentive Program	n/a	352,935	705,870	1,411,740							
Performance Share Program	2/14/2011				2,788	11,150	16,725				610,574
Stock Option	11/16/2011								39,850	54.92	771,895
Michael S. Poteshman											
EVP & CFO											
Annual Incentive Program	n/a	152,181	304,361	608,723							
Performance Share Program	2/14/2011				1,288	5,150	7,725				282,014
Stock Option	11/16/2011								21,450	54.92	415,487
Pablo M. Muñoz											
Group President, Latin America											
Annual Incentive Program	n/a	93,775	187,550	375,100							
Gainsharing Program	n/a		1,000,000								
Restricted Stock	3/10/2011							20,000			1,137,600
Stock Option	11/16/2011								15,350	54.92	297,330
Christian E. Skröder											
Group President, Asia Pacific											
Annual Incentive Plan	n/a	169,557	339,114	678,227							
Performance Share Program	2/14/2011				1,075	4,300	6,450				235,468
Stock Option	11/16/2011								15,350	54.92	297,330

(1) Represents the range of possible future payouts under the AIP and, with respect to Mr. Muñoz, his overall 2011 2013 Gainsharing Program payout opportunity. Mr. Skröder s Gainsharing Program commenced in 2009 and, accordingly, is not included in the 2011 Grants of Plan-Based Awards table.

(2) Represents the number of performance shares awarded under the 2011-2013 Performance Share Program.

(3) Represents time-vested restricted stock awarded under the 2010 Incentive Plan. These shares vest on the third anniversary of the grant date.

(4)

Represents stock options awarded under the 2010 Incentive Plan. Option awards were granted with an exercise price equal to the closing price on the New York Stock Exchange of a share of common stock on the grant date. These options vest one-third on the first, second, and third anniversaries of the grant date and have a 10-year term.

(5) Reflects the aggregate grant date fair value of the award determined pursuant to FASB ASC Topic 718 and, for awards subject to performance-based conditions, is calculated based on target achievement.

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OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2011

The following table provides information regarding outstanding equity awards held by each of the NEOs as of December 31, 2011.

	Option Awards				Stock Awards			
Name	Number of securities underlying unexercised options (#) exercisable	Number of securities underlying unexercised options (#) unexercisable	Option exercise price ($)	Option expiration date	Number of shares or units of stock that have not vested (#)	Market value of shares or units of stock that have not vested ($)	Equity incentive plan awards: Number of unearned shares, units or other rights that have not vested (#)	Equity incentive plan awards: Market or payout value of unearned shares, units or other rights that have not vested ($)
E.V. Goings	172,100		16.23	11/5/2012				
	75,700		14.63	11/18/2013				
	75,700		18.23	11/16/2014				
	127,500		23.49	11/16/2015				
	127,500		20.83	11/1/2016				
	117,000		33.77	11/1/2017				
	236,000		17.54	11/18/2018				
	29,733	14,867(1)	17.36	2/16/2019				
					150,000(2)	$ 8,395,500		
					94,613(3)	5,295,462		
	84,966	42,484(4)	48.30	11/17/2019				
							39,675(5)	$ 2,220,610
	46,333	93,234(6)	47.31	11/3/2020				
							48,900(7)	2,736,933
		122,650(8)	54.92	11/15/2021				
Simon C. Hemus	47,900		33.77	11/1/2017				
	22,084		17.54	11/18/2018				
	14,867	14,867(1)	17.36	2/16/2019				
					100,000(2)	5,597,000		
					37,275(3)	2,086,282		
	33,966	16,984(4)	48.30	11/17/2019				
							15,863(5)	887,824
	15,950	31,900(6)	47.31	11/3/2020				
							16,725(7)	936,098
		39,850(8)	54.92	11/15/2021				
Michael S. Poteshman	20,000		14.63	11/18/2013				
	2,000		18.23	11/16/2014				
	15,000		23.49	11/16/2015				
	16,000		20.83	11/1/2016				
	31,000		33.77	11/1/2017				
	35,350		17.54	11/18/2018				
					11,888(3)	665,343		
	14,166	7,084(4)	48.30	11/17/2019				
							6,600(5)	369,402
	7,366	14,734(6)	47.31	11/3/2020				
							7,725(7)	432,368
		21,450(8)	54.92	11/15/2021				
Pablo M. Muñoz	3,634		17.54	11/18/2018				
	2,633	1,317(4)	48.30	11/17/2019				
					275(9)	15,392		
	1,533	3,067(6)	47.31	11/3/2020				
					717(10)	40,130		
					20,000(11)	1,119,400		

		15,350(8)	54.92	11/15/2021				
Christian E. Skröder	20,000		16.23	11/5/2012				
	7,100		14.63	11/18/2013				
	4,000		18.23	11/16/2014				
	3,000		23.49	11/16/2015				
	3,000		20.83	11/1/2016				
	7,700		33.77	11/1/2017				
	30,750		17.54	11/18/2018				
	19,100	9,550(12)	21.14	1/25/2019				
					10,350(3)	579,290		
	12,033	6,017(4)	48.30	11/17/2019				
							5,625(5)	314,831
	6,133	12,267(6)	47.31	11/3/2020				
							6,450(7)	361,007
		15,350(8)	54.92	11/15/2021				

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(1) Option vested on 2/17/2012.

(2) Time-vested restricted stock will vest on 12/31/2014 and 3/7/2014 for Messrs. Goings and Hemus, respectively.

(3) Performance shares pursuant to the 2009 2011 Performance Share Program. Number of shares is reported at maximum achievement level. The performance shares vested on February 28, 2012.

(4) Option will vest on 11/18/2012.

(5) Performance shares pursuant to the 2010 2012 Performance Share Program. Number of shares is reported at maximum achievement level. The performance shares will vest in February 2013 if performance conditions are met.

(6) Options will vest in two equal annual installments beginning 11/4/2012.

(7) Performance shares pursuant to the 2011 2013 Performance Share Program. Number of shares is reported at maximum achievement level. The performance shares will vest in February 2014 if performance conditions are met.

(8) Option will vest in three equal annual installments beginning 11/16/2012.

(9) Time-vested restricted stock will vest on 11/18/2012.

(10) Time-vested restricted stock will vest in two approximately equal installments beginning 11/4/2012.

(11) Time-vested restricted stock will vest on 3/10/2014.

(12) Option vested on 1/26/2012.

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OPTION EXERCISES AND STOCK VESTED IN 2011

The following table sets forth stock option exercises and stock vested for the NEOs during the year ended December 31, 2011.

	Option Awards		Stock Awards	
Name	**Number of shares acquired on exercise (#)**	**Value realized on exercise ($)**	**Number of shares acquired on vesting (#)**	**Value realized on vesting ($)**
E.V. Goings	130,100	$ 4,219,958	136,950	$ 6,790,382
Simon C. Hemus	22,083	829,863	14,780	809,353
Michael S. Poteshman	13,000	497,470	7,390	404,676
Pablo M. Muñoz			1,042	57,437
Christian E. Skröder	36,800	1,253,575		

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PENSION BENEFITS

The following table sets forth all pension benefits for the Company s NEOs as of and for the year ended December 31, 2011.

2011 PENSION BENEFITS TABLE

Name(1)	Plan Name	Number of years credited service (#)(2)	Present value of accumulated benefit ($)(3)	Payments during last fiscal year ($)
E. V. Goings	Tupperware Brands Corporation Base Retirement Plan	13	$ 341,441	$ 0
	Tupperware Brands Corporation Supplemental Plan (DB portion)	13	1,607,547	0
	Supplemental Executive Retirement Plan (SERP)	19	20,645,860	0
Simon C. Hemus(4)	Tupperware Brands Corporation Base Retirement Plan	n/a	n/a	n/a
	Tupperware Brands Corporation Supplemental Plan (DB portion)	n/a	n/a	n/a
Michael S. Poteshman	Tupperware Brands Corporation Base Retirement Plan	12	121,902	0
	Tupperware Brands Corporation Supplemental Plan (DB portion)	12	42,558	0
Pablo M. Muñoz	Tupperware Brands Corporation Base Retirement Plan	12	177,152	0
	Tupperware Brands Corporation Supplemental Plan (DB portion)	12	33,125	0
Christian E. Skröder	TEAM Pension Plan	23	3,410,773	0

(1) All participating NEOs except Mr. Poteshman and Mr. Muñoz are currently eligible for retirement under each of the plans reported in the table.

(2) Under the Tupperware Brands Corporation Base Retirement Plan and the Tupperware Brands Corporation Supplemental Plan, the number of years of credited service are less than actual years of service because the plans were frozen in 2005.

(3) The assumptions used for such present values of accumulated benefits are consistent with those used in the Company s financial statements. See Note 13 in the Company s Annual Report on Form 10-K for the year ended December 31, 2011. Since the CEO is over the Normal Retirement Age (65) the pre-retirement discount rate does not apply to his benefits.

(4) Mr. Hemus was hired after the plan freeze date and therefore is not eligible to participate in these plans.

Base Retirement Plan

The Company s Base Retirement Plan (BRP) is a defined benefit plan with an annual normal retirement (age 65) benefit defined as 1 percent of qualified earnings (base salary plus incentive bonus) plus prior plan participation benefits. The BRP was frozen as of June 30, 2005, and does not provide any benefit accruals after that date. Early retirement eligibility is defined as at least age 55 with 10 or more years of service upon separation from the Company. There is an early retirement reduction factor for an active employee entering retirement that is 0.2 percent per month from age 62 to 65 and 0.4 percent per month prior to age 62. Upon retirement, participants may elect to receive the benefit in the form of a (1) single sum payment; (2) single life annuity; (3) ten year certain and continuous option; or (4) joint and survivor annuity option with the survivor level at 50 percent, 66 2/3 percent, 75 percent or 100 percent. Participants may receive a lump sum payment if they leave the Company

pre-retirement.

Supplemental Plan (Defined Benefit Portion)

The defined benefit portion of the Tupperware Brands Corporation Supplemental Plan (the Supplemental Plan) accounts for benefits that would have been earned under the BRP were it not for limits imposed under

Sections 415 and 401(a)(17) of the Code. Accruals under the defined benefit portion of the Supplemental Plan were also frozen as of June 30, 2005. Payout from this account may be by installments or in a lump sum, as elected in the enrollment materials completed by the participant. A lump sum payout may be taken if a participant leaves the Company pre-retirement.

Supplemental Executive Retirement Plan (SERP)

The CEO also participates in a SERP, which provides for benefits of 3 percent of final average SERP pay multiplied by the credited years of service up to twenty years. Final average SERP pay means the average of the three highest annual cash compensation amounts, taking into account salary plus bonus, during the last five years of service. The benefit under this SERP is reduced by other Company retirement plan obligations received under the BRP, the Retirement Savings Plan and the Supplemental Plan, and will be paid out upon retirement in a lump sum. The CEO has 19 years credited service under the SERP. The present value of the CEO s accumulated benefit ($20,645,860) is calculated as if the CEO had retired on the December 31, 2011 valuation date using a 4 percent effective long-term lump sum conversion interest rate. However, the actual retirement date of the CEO has not been determined.

TEAM Pension Plan

Under the TEAM Pension Plan, Mr. Skröder will receive an annual payment for each year of service equal to 1.75 percent of pay of the average of the best five salaries in the final ten years prior to retirement. Compensation covered by the TEAM Pension Plan includes salary plus annual cash incentive, but does not include any overtime, commissions, occasional premiums or other incentive payments. Mr. Skröder has 23 years credited service under the plan. Benefits are computed on a straight-life annuity basis and are subject to integration with Swiss social security through an offset with covered compensation. The estimated annual benefit payable upon retirement at normal retirement age for Mr. Skröder is $245,272. The estimate uses a formula that considers participation in the TEAM Pension Plan and any predecessor plan formula. Upon retirement, Mr. Skröder may elect to receive the benefit in the form of a (1) single payment; (2) annuity option with a 60% widow s pension; or (3) a mix between a capital payment and annuity as described.

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2011 NON-QUALIFIED DEFERRED COMPENSATION

Executive Deferred Compensation Plan

Pursuant to the Company s Executive Deferred Compensation Plan (the EDCP), certain executives, including the NEOs, may defer compensation. Elections are made by eligible executives in June of the current plan year for current year annual incentive payout deferral and in December prior to the start of each year for subsequent year salary deferral. An executive may defer up to 50 percent of base salary and all or a portion of his or her annual incentive compensation. Deferred amounts accrue investment gains or losses equal to the gains or losses under the participant-selected investment funds shown below, which had the following annual rates of return for the year ended December 31, 2011 as reported by Fidelity Investments, the administrator of the program:

Name of Fund	Rate of Return
Fidelity Cash Reserves	0.01%
Spartan U.S. Bond Index Fund	7.67%
Spartan® Extended Market Index Fund	(3.82)%
Spartan® 500 Index Fund	2.03%
Spartan® International Index Fund	(12.15)%

An executive may elect an in-service distribution under the EDCP. He or she must specify at the time of the deferral election, the date that payments are to begin and whether distribution will be through a lump sum payment or a series of annual installments over 5, 10 or 15 years. Deferrals for each plan year must remain in the plan a minimum of three years. In the case of retirement or termination, an executive will be paid no earlier than six months following the executive s retirement or termination date.

Select Deferred Compensation Plan

The Select Deferred Compensation Plan (the SDCP) was created by the Company in June 2008 in order to provide continued deferred compensation opportunity to Mr. Hemus as a result of termination of a similar arrangement with his former employer, Sara Lee Corporation, a division of which was acquired by the Company in 2005. The balance in the account is adjusted as of the last day of each calendar year to reflect the rate of return of the Tupperware Brands Corporation Retirement Savings Plan fixed income fund which was 0.33 percent in 2011. Under the plan, Mr. Hemus will be paid an amount equal to his account balance in the form of a cash lump sum, as soon as administratively possible after his departure from the Company.

Supplemental Plan (Defined Contribution Portion)

The defined contribution portion of the Company s Supplemental Plan serves as a spill-over plan for participants with compensation that results in deferrals that would exceed the limitation under Section 401(a)(17) of the Code. The participant may not continue to defer his or her own earnings, but receives credit for all employer contributions. The defined contribution portion of the Supplemental Plan also provides an age-graded allocation (2 to 12 percent of earnings in excess of $120,000; subject to age-graded maximums) to a closed group of employees who as of June 30, 2005 were in a position of Director level or above (excluding the CEO) whose annual rate of base pay on June 30, 2005 exceeded $120,000, and who are actively employed as of each fiscal year end. The interest credited to participants accounts equals the rate of return of the Tupperware Brands Corporation Retirement Savings Plan fixed income fund, which was 0.33 percent in 2011. Payout from this account may be by installments or in a lump sum, as elected in the enrollment materials completed by the participant.

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The following table sets forth the deferred compensation activity under the EDCP, SDCP and the defined contribution portion of the Supplemental Plan, if any, for the Company s NEOs as of and for the fiscal year ended December 31, 2011. Mr. Skröder was not eligible to participate in the deferred compensation plans.

2011 NON-QUALIFIED DEFERRED COMPENSATION TABLE (1)

Name	Plan Name	Executive Contributions in FY 2011 ($)(2)	Registrant Contributions in FY 2011 ($)(2)	Aggregate Earnings in FY 2011 ($)	Aggregate Distributions in FY 2011 ($)	Aggregate Balance at December 31, 2011 ($)(3)
E. V. Goings	Tupperware Brands Corporation Supplemental Plan (DC portion)	$ 0	$ 327,964	$ 15,494	$ 0	$ 4,809,712
	Tupperware Brands Corporation Executive Deferred Compensation Plan	0	0	(111,770)	804,473	2,345,285
Simon C. Hemus	Tupperware Brands Corporation Supplemental Plan (DC portion)	0	160,309	1,704	0	571,917
	Tupperware Brands Corporation Select Deferred Compensation Plan	0	0	122	0	37,098
Michael S. Poteshman	Tupperware Brands Corporation Supplemental Plan (DC portion)	0	68,029	1,603	0	513,286
Pablo M. Muñoz	Tupperware Brands Corporation Supplemental Plan (DC portion)	0	40,355	1,089	0	347,230

(1) In 2011, the interest rate earned under the Supplemental Plan was 0.33 percent. The only NEO who participated in the EDCP in 2011 was Mr. Goings, under which the investment return of ($111,770) was negative 5.4 percent. Mr. Hemus is a participant in the SDCP, under which interest earned was 0.33 percent in 2011 with earnings of $122.

(2) All Executive and Registrant contributions are included in the Summary Compensation Table.

(3) The following amounts were previously reported as compensation to the NEOs in Summary Compensation Tables for 2010 and 2009. These amounts consist of Executive and Registrant Contributions as follows:

Name	Executive and Registrant Contributions in FY 2010($)	Executive and Registrant Contributions in FY 2009($)	Executive and Registrant Contributions in FY 2008($)	Executive and Registrant Contributions in FY 2007($)	Executive and Registrant Contributions in FY 2006($)
E. V. Goings	$ 309,185	$ 247,950	2,371,565	209,163	1,076,189
Simon C. Hemus	152,204	118,350	130,919	34,497	
Michael S. Poteshman	59,314	52,380	50,089	30,317	59,455
Pablo M. Muñoz	34,326	12,392	15,487	10,025	31,622

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE-IN-CONTROL

Change-in-Control Payments

Each NEO is a party to a change-in-control agreement with the Company under which, in certain circumstances, payments, including perquisites and health and welfare benefits, would be paid by the Company in the event of a change-in-control and a termination of the NEO s employment within a two-year period after the change-in-control. A termination would only trigger payments if made by the Company other than for cause or disability, or by the executive upon good cause, which would involve a substantial diminution of job duties, a material reduction in compensation or benefits, a change in reporting relationship, a relocation or increased business travel, a failure of a successor company to assume the agreement or a breach of the agreement by the Company or a successor company.

A change-in-control is generally defined to mean an acquisition by one investor of over 20 percent of the Company s capital stock, the replacement of a majority of the Company s incumbent directors, shareholder approval of

a complete liquidation or dissolution of the Company, or the consummation by the Company of a reorganization, merger or consolidation or sale or other disposition of all or substantially all of the assets of the Company.

The payments to a NEO under these change-in-control employment agreements would be made in a lump sum and would include a pro-rata amount of any open AIP or long-term cash incentive program at target level, other than any Gainsharing Program as those do not generate a change-in-control payment, as well as an amount equal to three times the sum of the NEO s annual compensation and the AIP payment that would have been payable for the last fiscal year at the target level. The NEOs would also receive health and welfare benefits for a three-year period; car allowance, financial planning, executive physical, and club membership, if applicable, for a one-year period; and a one-time payment for outplacement services of up to $50,000.

The change-in-control agreements also include (except as noted below) a modified gross-up provision, pursuant to which the Company will gross-up a NEO for the amount of any excise tax (and the amount of any income tax that is owed on such gross-up payment) that becomes due under Sections 280G and 4999 of the Code as a result of payments under the change-in-control agreements. The agreements provide that a NEO will be entitled to such a gross-up if the total amount of the payments owed under the change-in-control agreement is equal to at least 120% of the highest amount that the executive would be entitled to receive without becoming subject to the excise tax. If, however, the amount that the executive would receive under the change-in-control agreement is less than 120% of the highest amount that the executive would be entitled to receive under the change-in-control agreement without becoming subject to the excise tax, the amount that would be paid to the NEO under the change-in-control agreement will be reduced to the amount at which no excise tax will apply. The Company has adopted a policy that subsequent to January 1, 2009, any new change-in-control agreement, or a change-in-control agreement that is substantially amended, shall not include any tax gross-up provisions.

Under the terms of the Company s shareholder-approved incentive plan, if there were a change-in-control and the executive s employment were terminated, there would be the following payments or benefits in addition to those in the change-in-control agreements: (i) long-term performance-based equity incentive plans would be deemed earned and paid in a lump sum on a pro-rata basis at target level for the period of such plan to and including the date of the change-in-control (without any duplication for any payment under the change-in-control employment agreements described above); (ii) all outstanding stock options would be immediately vested and exercisable; and (iii) restrictions upon all outstanding restricted stock awards would be eliminated and such shares would be distributed to the NEOs. The amounts of the benefits that the NEOs would receive as described above under the change-in-control employment agreements were established using competitive information about the market.

Severance Agreement with CEO

In addition to the above, the CEO is a party to a severance agreement with the Company, pursuant to which a severance payment would be made in the event of an involuntary termination without cause or a termination initiated by the CEO with good reason, each as defined by the agreement. The severance payments under the agreement would be in the form of a lump sum payment and would include (i) unpaid salary and expenses and accrued vacation pay, (ii) a pro-rata payment for the period up to and including the date of the termination under the AIP for the year of termination based on actual performance by the Company, (iii) an amount equal to two times the sum of the CEO s highest annual base salary in effect during the 12 months preceding the date of termination and the highest target annual bonus in effect during the 12 months preceding the date of termination, irrespective of actual performance by the Company under such bonus plan, (iv) two years of medical and dental insurance coverage, and (v) an outplacement service fee of up to $75,000. Under the severance agreement, the CEO is bound by restrictive covenants relating to confidentiality, non-competition, non-solicitation and non-disparagement. Such restrictive covenants are unlimited in time, except for non-competition and non-solicitation, which are for a twenty-four month period. Any payments received by the CEO under the severance agreement would reduce, on a dollar-for-dollar basis, any payments received by the CEO under the above-described change-in-control employment agreement. In the event of a triggering termination of employment under the above severance agreement, the CEO would also receive payments disclosed under the preceding tables relating to pension benefits and non-qualified deferred compensation plans. The amounts of the

benefits that the CEO would receive under the severance agreement were established based upon advice received by the Committee from its compensation consultant, using competitive information about the market.

Other Termination Provisions

The Company s incentive plans also provide for payments to NEOs in the event of termination under certain circumstances not related to change-in-control, such as death, disability, retirement, and job elimination.

The following table quantifies the potential contractual and/or plan termination and change-in-control payment amounts assuming hypothetical triggering events had occurred as of December 31, 2011. The price per share of the Company s stock as of the fiscal year-end used in calculating the value of outstanding stock was $55.97.

2011 TERMINATION AND CHANGE-IN-CONTROL PAYMENTS

Name	Item of Compensation	Termination Upon Death	Termination Upon Disability	Termination Upon Retirement	Involuntary Termination Not for Cause or for Good Reason	Termination for Cause	Voluntary Resignation	Termination Upon Change in Control (8)
E.V. Goings	AIP(1)	$ 2,225,960	$ 2,225,960	$ 2,225,960	$ 2,225,960	$	$	$ 1,427,580
	Performance Share Program(2)	7,749,892	7,749,892	7,749,892				5,513,609
	Unvested Stock Option and Restricted Stock Awards(3)	10,231,842	1,836,342	1,836,342	1,346,641			10,231,842
	Value of Benefits(4)				117,984			173,882
	Excise Tax and Gross-Up Payments and Effect of Modified Gross-Up Provision(5)							
	Multiple of Salary and AIP Payments(6)				5,018,160			7,527,240
	Executive Life Benefit (7)	1,081,500						
	Total Payments	21,289,194	11,812,194	11,812,194	8,708,745			24,874,153
Simon C. Hemus	AIP(1)	1,100,631	1,100,631	1,100,631	1,100,631			705,870
	Performance Share Program(2)	3,022,078	3,022,078	3,022,078				2,138,871
	Unvested Stock Option and Restricted Stock Awards(3)	6,619,379	1,022,379	1,022,379	856,357			6,619,379
	Value of Benefits(4)							167,844
	Excise Tax and Gross-Up Payments and Effect of Modified Gross-Up Provision(5)							2,970,307
	Multiple of Salary and AIP Payments(6)							4,042,710
	Executive Life Benefit (7)	641,700						
	Total Payments	11,383,788	5,145,088	5,145,088	1,956,988			16,644,981
Michael S. Poteshman	AIP(1)	474,577	474,577	474,577	474,577			311,740
	Performance Share Program(2)	1,055,183	1,055,183	1,055,183				759,030
	Unvested Stock Option and Restricted Stock Awards(3)	204,453	204,453	125,640	125,640			204,453
	Value of Benefits(4)							142,951
	Excise Tax and Gross-Up Payments and Effect of Modified Gross-Up Provision(5)							
	Multiple of Salary and AIP Payments(6)							2,243,220
	Executive Life Benefit (7)	436,000						
	Total Payments	2,170,213	1,734,213	1,655,400	600,217			3,661,394
Pablo M. Muñoz	AIP(1)	344,052	344,052	344,052	344,052			187,550
	Performance Share Program(2)							
	Unvested Stock Option and Restricted Stock Awards(3)	1,227,701	52,779	28,754	28,754			1,227,701
	Value of Benefits(4)							144,435
	Multiple of Salary and AIP Payments(6)							1,492,650
	Executive Life Benefit (7)	310,000						
	Total Payments	1,881,753	396,831	372,806	372,806			3,052,336
Christian E. Skröder	AIP(1)	669,447	669,447	669,447	669,447			339,113
	Performance Share Program(2)	910,111	910,111	910,111				653,446
	Unvested Stock Option and Restricted Stock Awards(3)	501,127	501,277	501,127	437,265			501,127
	Value of Benefits(4)							77,156
	Multiple of Salary and AIP Payments(6)							2,698,894
	Executive Life Benefit (7)	560,518						
	Total Payments	2,641,203	2,080,835	2,080,835	1,106,712			4,269,736

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(1) Current year AIP payment calculated at actual performance for each NEO s relevant program goals for 2011 in the event of death, disability, retirement, involuntary termination without cause or, in the case of Mr. Goings, termination with good reason and target performance in the event of termination under change-in-control. If a participant ceases to be employed for any other reason, the participant forfeits all rights to an award under the AIP.

(2) With the exception of termination upon change-in-control, amounts included are 2009 2011 Performance Share Program awards at the fiscal 2011 year-end stock price, plus dividends declared during the performance period and to be paid in cash and the pro-rata portion of awards under the 2010 2012 and 2011 2013 Performance Share Programs calculated at forecasted achievement plus dividends declared during the performance period through the end of 2011. Upon termination for change-in-control, the pro-rata portion of the same awards are calculated at target achievement plus accrued dividends.

(3) Included in such amounts is the year-end 2011 intrinsic value of in-the-money stock options which would be accelerated upon a termination and the value of all restricted stock awards upon which restrictions would lapse upon a termination. In the event of death all unvested stock options and restricted stock would become immediately and fully vested. In the event of termination upon disability, stock options would continue vesting in accordance with the original vesting schedule and restricted stock would be forfeited. In the event of termination upon retirement, stock options would continue vesting between one and six years if age and service criteria are met and restricted stock would be forfeited. In the event of an involuntary termination not for cause, stock options would continue vesting for one year and restricted stock would be forfeited. In the event of termination for cause all unvested awards would be forfeited. In the event of voluntary resignation all unvested awards would be forfeited. In the event of termination upon change-in-control, all unvested stock options and restricted stock would become immediately and fully vested.

(4) Under the CEO s severance agreement, in the event of termination by the Company without cause or termination by Mr. Goings with good reason, this amount includes a one-time outplacement fee of $75,000 and the value of two years of medical and dental insurance. For all NEOs, in the event of termination upon change-in-control, amounts include a one-time outplacement fee of $50,000, and the value of three years of healthcare insurance and life insurance premiums and the value of one year of car allowance, financial planning, executive physical, and club membership, if applicable, as provided under the agreement.

(5) The Company determined the amount of the excise tax payment by multiplying 20 percent by the excess parachute payment that would arise in connection with payments made to the applicable NEOs upon a qualifying termination of employment following a change-in-control. The excess parachute payment was determined in accordance with the provisions of section 280G of the Code. The Company used the following key assumptions to determine the applicable NEO s tax gross-up payment: (i) the NEO s income is taxed at the highest federal and applicable state marginal income tax rates, and (ii) all stock option awards are deemed exercised upon the applicable triggering event. If the amount that the NEO would receive under the change-in-control agreement was equal to or less than 120% of the highest amount that the NEO would be entitled to receive under the change-in-control agreement without becoming subject to the excise tax, the amount paid to the NEO has been reduced to the amount at which no excise tax applied. Mr. Muñoz is not entitled to a tax gross-up and Mr. Skröder is not subject to U.S. tax law.

(6) Under the CEO s Severance Agreement, in the event of involuntary termination without cause or termination by the CEO with good reason, represents an amount equal to two times the sum of the CEO s highest annual base salary in effect during the 12 months preceding the date of termination and the highest AIP target bonus in effect during the 12 months preceding the date of termination. Under the NEO s change-in-control agreements, represents an amount equal to three times the sum of the NEO s annual salary and the AIP payment that would have been payable for the last fiscal year at the target level.

In the event of death after a change-in-control, payments are made consistent with the above except that payment is reduced by the basic life insurance benefit paid or payable and any salary paid after the one-year anniversary of the change-in-control. In the event a NEO s employment is terminated by the Company for cause after a change-in-control, the NEO will receive none of the payments outlined above. In the event of a triggering termination of employment, each NEO would also receive payments disclosed under the tables relating to pension benefits and non-qualified deferred compensation. Gainsharing Program awards do not accelerate in the event of change-in-control or other termination.

(7) The value of one-times base salary payable under the executive life insurance benefit in the event of death.

(8) The value of incentives payable as of December 31, 2011 under a change-in-control without termination of employment for the NEOs under equity programs would be: $14,051,605 for Mr. Goings; $8,181,114 for Mr. Hemus; $693,718 for Mr. Poteshman; $25,493 for Mr. Muñoz; and $932,324 for Mr. Skröder. Any payments received by the CEO under the severance agreement would reduce, on a dollar-for-dollar basis, any payments that would have been received by the CEO under the change-in-control agreement.

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2011 DIRECTOR COMPENSATION

The following table sets forth certain information regarding the compensation earned by or awarded to each non-employee director who served on the Company s Board of Directors in 2011. Mr. Goings is not separately compensated for his service as a director.

Name	Fees Earned or Paid in Cash ($)	Fees Earned or Paid in Stock ($)	Stock Awards(1) ($)	Changes in pension value and nonqualified compensation earnings ($)	All Other Compensation(2) ($)	Total ($)
Catherine A. Bertini	93,125		95,046		14,590	202,761
Rita Bornstein	93,125		95,046		11,904	200,075
Susan M. Cameron	23,750		79,210		458	103,418
Kriss Cloninger III	108,125		95,046		4,941	208,112
Clifford J. Grum	93,125		95,046		14,922	203,093
Joe R. Lee	93,125		95,046		4,941	193,112
Bob Marbut	93,125		95,046		9,555	197,726
Angel R. Martinez	46,563	46,562	95,046		12,090	200,261
Antonio Monteiro de Castro	46,563	46,562	95,046		4,941	193,112
Robert J. Murray	93,125		95,046		11,273	199,444
David R. Parker	123,125		95,046		14,922	233,093
Joyce M. Roché	84,844	23,281	95,046	2,241(3)	14,922	220,334
M. Anne Szostak	93,125		95,046		8,441	196,612

(1) Aggregate grant date fair value of equity awards made during the fiscal year computed in accordance with FASB ASC Topic 718. The value of awards per share is the closing market price of the Company s stock on the date of grant ($66.05, with the exception of Ms. Cameron, who received a pro-rated award later in the year in which the closing market price of the Company stock on the grant date was $55.69). Ms. Cameron, as a new director in 2011, also received a grant of 1,000 shares of stock on her three-month anniversary at a fair market value of $55.43 per share.

(2) Includes product samples with a retail value of approximately $1,600, dividend equivalents paid and/or accrued on restricted stock units in 2011 and a match on charitable contributions made in 2011 as part of the Company s matching gift program in the amount of $2,500 for Ms. Bertini, and $3,500 for Ms. Szostak and Mr. Murray.

(3) Represents a preferential amount of accrued interest in 2011 on Ms. Roché s deferred fees and expenses. Ms. Roché is a participant in the Tupperware Brands Director s Deferred Compensation Plan, under which interest earned was 3.25 percent.

The number of outstanding shares under stock options, restricted stock and restricted stock units for each non-employee director at the 2011 fiscal year-end were:

Director	Stock Options	Restricted Stock	Restricted Stock Units
Catherine A. Bertini	0	1,500	9,101
Rita Bornstein	0	1,500	7,241
Susan M. Cameron	0	0	427
Kriss Cloninger III	0	1,500	1,439
Clifford J. Grum	0	1,500	11,461
Joe E. Lee	17,000	1,500	1,439
Bob Marbut	16,000	1,500	5,284
Angel R. Martinez	16,000	1,500	9,101
Antonio Monteiro de Castro	0	0	1,439
Robert J. Murray	4,000	1,500	3,799
David R. Parker	0	1,500	11,461
Joyce M. Roché	12,000	1,500	11,461

M. Anne Szostak	0	1,500	1,439

The Company s objective is to align director compensation between the median and 75th percentile of the external marketplace defined as the same Comparator Peer Group developed for executive compensation

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benchmarking. Annually, the Nominating and Governance Committee, working in conjunction with management or an external consultant selected by the Nominating and Governance Committee, reviews Director compensation against the market and recommends adjustments where necessary. Non-employee directors of the Company receive (i) an annual retainer fee of $190,000, (ii) committee chairpersons, a retainer of $15,000 per year (other than the Executive Committee), and (iii) in the case of the Presiding Director, a retainer of $30,000 per year. Meeting fees are not paid unless the total number of meetings exceed 12 in any year, after which a fee of $1,500 for each meeting of the Board and for each meeting of any committee attended (except in the case of telephonic meetings of the Audit, Finance and Corporate Responsibility Committee to review the financial statements prior to the Company s release of earnings, for which directors would be paid $500) will be made. Of the annual retainer fee ($190,000), one half of the value is made in the form of an equity award, as determined by the Nominating and Governance Committee of the Board of Directors. In 2011, the Nominating and Governance Committee approved grants of restricted stock units in the amount of 1,439 share units per Director, intending to deliver a value of $95,000. Directors may elect to receive all or a portion of the remainder of their compensation in stock.

The Company also provides a grant of 1,000 shares of Tupperware Brands Corporation common stock to each new non-employee director after three months of service on the Board.

Non-employee directors may also participate in the Company s Matching Gift Program. Under the Program, the Company will match dollar for dollar up to $3,500 of a director s charitable gift to eligible organizations and institutions. Non-employee directors also receive compensation in the form of merchandise generally not exceeding $2,000.

2. Proposal to Ratify the Appointment of Independent Auditors

The Audit, Finance and Corporate Responsibility Committee has appointed PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 29, 2012, which appointment will be proposed for ratification at the annual meeting. PricewaterhouseCoopers LLP served as the independent registered public accounting firm of the Company for fiscal year 2011.

Services performed by PricewaterhouseCoopers LLP as the independent registered public accounting firm for the 2011 fiscal year included, among others: the annual audit of the Company s consolidated financial statements and internal controls; audits of financial and related information included in filings with governmental and regulatory agencies, including audits of certain foreign subsidiaries in accordance with local statutory requirements; and consultations in connection with various statutory accounting, tax and other matters.

A representative of PricewaterhouseCoopers LLP will be present at the meeting to make a statement, if desired, and to respond to appropriate questions from shareholders.

Although the appointment of PricewaterhouseCoopers LLP is not required to be ratified by shareholders, the Company is seeking ratification in the interest of good corporate governance.

Audit Fees

The aggregate fees (inclusive of out-of-pocket expenses) billed by PricewaterhouseCoopers LLP for professional services rendered for the audit of the Company s annual financial statements and internal controls for fiscal years 2011 and 2010 and for reviews of the financial statements included in the Company s Quarterly Reports on Form 10-Q during fiscal years 2011 and 2010 were $5,174,669, and $4,958,925, respectively.

Audit-Related Fees

The aggregate fees (inclusive of out-of-pocket expenses) billed by PricewaterhouseCoopers LLP for professional services rendered for audit-related activities for the Company for fiscal years 2011 and 2010 were

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$146,540 and $615,911, respectively. Such fees involved the following activities: employee benefit plan audits, computer software services, attestation services, internal control related engagements and consultations on matters in various of the countries in which the Company conducts business.

Tax Fees

The aggregate fees billed by PricewaterhouseCoopers LLP for fiscal years 2011 and 2010 for tax-related services were $2,747,373 and $2,695,193, respectively. Such fees involved the following activities: tax compliance services, including the preparation of original and amended tax returns, claims for refunds and tax-payment planning services and transfer pricing documentation; and tax planning and tax advice, including assistance with tax audits and appeals, employee benefit plans, requests for rulings or technical advice from taxing authorities, bilateral advance pricing agreements, customs duty advice and competent authority proceedings. Of such tax fees paid to PricewaterhouseCoopers LLP in fiscal years 2011 and 2010, $1,953,259 and $1,880,730, respectively, related to tax compliance services and $794,114 and $814,463, respectively, related to tax planning and tax advisory services. In addition to the tax-related services of PricewaterhouseCoopers LLP, the Company incurred fees of $988,335 and $1,199,022 for tax-related services of other accounting and law firms in fiscal years 2011 and 2010, respectively. Such fees primarily related to tax advice, tax planning and consulting and tax litigation.

All Other Fees

The fees (inclusive of out-of-pocket expenses) billed by PricewaterhouseCoopers LLP for fiscal years 2011 or 2010 for services other than those described in the preceding paragraphs were $101,800, and $1,500, respectively. Such fees in 2011 were for a software license renewal and special investigation services and in 2010 were for a software license renewal.

Approval of Services

The Audit, Finance and Corporate Responsibility Committee s policy is to approve the audit and non-audit services, and the fees related thereto, to be provided by PricewaterhouseCoopers LLP in advance of the service. During fiscal year 2011 the Committee approved all of the foregoing services of PricewaterhouseCoopers LLP rendered to the Company.

Vote Required

To be approved, this proposal requires the affirmative vote of a majority of the votes cast on the proposal, which means that votes cast for the proposal must exceed votes cast against the proposal.

THE BOARD AND THE AUDIT, FINANCE AND CORPORATE RESPONSIBILITY COMMITTEE RECOMMEND THAT YOU VOTE FOR THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 29, 2012.

3. Advisory Vote to Approve the Company s Executive Compensation Program

Section 14A of the Exchange Act requires the Company to include in its proxy statement at least once every three years an advisory vote regarding named executive officer compensation. In accordance with the preference expressed by shareholders in last year s advisory vote regarding the frequency of voting on the Company s executive compensation program, the Company is holding such advisory votes on an annual basis. The Company asks that you indicate your approval of the compensation paid to its NEOs as described in this Proxy Statement in the Compensation Discussion and Analysis and the accompanying narrative and tabular disclosures.

The Board of Directors of the Company acknowledges the importance of considering shareholder concerns about executive compensation practices and policies of the Company, and welcomes the input of shareholders.

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The Board, through the efforts of its Compensation and Management Development Committee, believes that it has created over a period of years a strong culture of pay-for-performance. This culture has resulted in a compensation system which makes a substantial amount of the executives overall compensation dependent upon Company performance. On average, the portion of performance-based compensation for the named executive officers as a percentage of total target direct compensation equaled 68% in 2011. In addition, the mix of short, medium and long-term performance-based objectives included in the incentive compensation structure is considered to create an appropriate balance of motivations in an effort to ensure that the Company s short-term and long-term strategies are realized and increase shareholder value.

The Company performed well in 2011. Full-year sales increased 12 percent, while GAAP net income decreased 3 percent, reflecting impairment charges related a 2011 debt refinancing and valuation of purchase accounting intangible assets. Net income, excluding certain items, increased 15 percent compared with 2010. As measured for incentive purposes, in constant currency and excluding certain pre-defined items from current and prior year results, net income increased in 2011 by 12 percent. The named executive officers have been compensated in accordance with the satisfaction of specified performance objectives as described in this Proxy Statement and as evidenced in past years proxy statements. In 2011, shareholders overwhelmingly demonstrated their support of the Company s executive compensation practices and policies, as evidenced by the 95% of votes cast in favor of the Company s executive compensation program.

Shareholders are being asked to adopt the following resolution:

Resolved, that the shareholders approve the compensation of the Company s named executive officers, as disclosed in this Proxy Statement under Compensation Discussion and Analysis and the accompanying narrative and tabular disclosures.

Because your vote is advisory, it will not be binding upon the Board. However, the Compensation and Management Development Committee will take into account the outcome of the vote when considering future executive compensation arrangements.

Vote Required

To be approved, this proposal requires a majority of the votes cast on the proposal, which means that votes cast for the proposal must exceed votes cast against the proposal.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE APPROVAL OF THE COMPENSATION OF THE COMPANY S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT.

4. Other Matters

Discretionary Authority

At the time of mailing of this proxy statement, the Board is not aware of any other matters which might be presented at the meeting. If any matter not described in this proxy statement should properly be presented, the persons named in the accompanying proxy form will vote such proxy in accordance with his or her judgment.

Shareholder Proposal Notice Requirements

The Company s By-laws require written notice to the Company of a nomination for election as a director (other than a nomination by the Board) and of the submission of a proposal (other than a proposal by the Board or a proposal submitted for inclusion in the Company s proxy solicitation material as described below) for consideration at an annual meeting of shareholders. The notice must contain certain information concerning the nominating or proposing shareholder, and the nominee or the proposal, as the case may be. Any shareholder who desires to nominate a candidate for director election or submit a proposal to be raised from the floor during the

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Company s 2013 annual meeting of shareholders, other than a proposal submitted for inclusion in the Company s proxy solicitation material (as described below), should send to the Secretary of the Company a signed written notice of such nomination or proposal (as applicable), which must be received no later than March 13, 2013 and no earlier than February 21, 2013, and must comply with the applicable requirements of the By-Laws. A copy of the applicable By-law provisions may be obtained, without charge, upon written request to the Secretary of the Company at its principal executive offices.

In addition to the foregoing, any shareholder who desires to have a proposal considered for inclusion in the Company s proxy solicitation material relating to the Company s 2013 annual meeting of shareholders pursuant to Rule 14a-8 under the Exchange Act should send to the Secretary of the Company a signed notice of intent. This notice, including the text of the proposal, must be received no later than November 30, 2012.

Expenses and Methods of Solicitation

The Company will pay the expenses of soliciting proxies. In addition to the use of the mails, proxies may be solicited personally, or by telephone or other means of communication, by directors, officers and employees of the Company and its subsidiaries, who will not receive additional compensation therefor. Arrangements will also be made with brokerage firms and other custodians, nominees and fiduciaries for the forwarding of proxy solicitation material to certain beneficial owners of the Company s common stock, and the Company will reimburse such forwarding parties for reasonable expenses incurred by them.

Okapi Partners LLC has been retained by the Company to assist in the solicitation of proxies for a fee not to exceed $8,000 plus reimbursement for out-of-pocket expenses, to be borne by the Company.

Delivery of Documents

Only one annual report to shareholders and proxy statement is being delivered to multiple shareholders of the Company sharing an address unless the Company or its agent has received contrary instructions from a shareholder. However, if, under this procedure, a shareholder who would not otherwise receive an individual copy of such documents desires to receive a copy, or if shareholders at the same address are receiving multiple copies of proxy materials and would like to receive one set, they may submit their request by contacting the Company s Secretary in writing at P.O. Box 2353, Orlando, FL 32802 or by calling 1-407-826-5050. The Company agrees to deliver promptly, upon written or oral request, a separate copy of the annual report to shareholders and proxy statement, as requested, to any shareholder at the shared address to which a single copy of these documents was delivered.

By order of the Board of Directors

Thomas M. Roehlk

Executive Vice President,

Chief Legal Officer & Secretary

Dated: March 30, 2012

Your Vote Is Important. Please Complete and Sign the Enclosed Proxy or Submit a Proxy Telephonically or Electronically in Accordance with the Enclosed Instructions.

If You are Submitting a Proxy by Mail, Complete and Sign the Enclosed Proxy and

Return It Promptly in the Accompanying Postpaid Envelope.

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Shareowner Services
P.O. Box 64945
St. Paul, MN 55164-0945

COMPANY #

Address Change? Mark box, sign, and indicate changes below: ¨

TO VOTE BY INTERNET OR TELEPHONE, SEE REVERSE SIDE OF THIS PROXY CARD.

TO VOTE BY MAIL AS THE BOARD OF DIRECTORS RECOMMENDS ON ALL ITEMS BELOW, SIMPLY SIGN, DATE, AND RETURN THIS PROXY CARD.

The Board of Directors Recommends a Vote FOR All Nominees in Item 1 and FOR Items 2 & 3.

1. Election of directors:

		FOR	AGAINST	ABSTAIN			FOR	AGAINST	ABSTAIN
01	Catherine A. Bertini	¨	¨	¨	**07**	Antonio Monteiro de Castro	¨	¨	¨
02	Susan M. Cameron	¨	¨	¨	**08**	Robert J. Murray	¨	¨	¨
03	Kriss Cloninger, III	¨	¨	¨	**09**	David R. Parker	¨	¨	¨
04	E. V. Goings	¨	¨	¨	**10**	Joyce M. Roche	¨	¨	¨
05	Joe R. Lee	¨	¨	¨	**11**	M. Anne Szostak	¨	¨	¨
06	Angel R. Martinez	¨	¨	¨					

2.	Proposal to Ratify the Appointment of the Independent Registered Public Accounting Firm	¨ For	¨ Against	¨ Abstain
3.	Advisory Vote to Approve the Company s Executive Compensation Program	¨ For	¨ Against	¨ Abstain

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, WILL BE VOTED FOR EACH NOMINEE FOR DIRECTOR AND FOR ITEMS 2 AND 3.

I plan to attend the meeting ¨

If you check this box an

admission ticket will be sent to you.

Date ____________________

Signature(s) in Box
Please sign exactly as your name(s) appears on Proxy. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should

include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the Proxy.

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TUPPERWARE BRANDS CORPORATION

ANNUAL MEETING OF SHAREHOLDERS

Tuesday, May 22, 2012

1:00 p.m.

HYATT REGENCY ORLANDO INTERNATIONAL AIRPORT

9300 Airport Boulevard

Orlando, Florida 32827

Tupperware Brands Corporation

14901 S. Orange Blossom Trail

Orlando, Florida 32837

proxy

This proxy is solicited by the Board of Directors for use at the Annual Meeting on May 22, 2012.

The shares of stock you hold in your account will be voted as you specify on the reverse side.

If no choice is specified, the proxy will be voted FOR all nominees in Item 1 and FOR Items 2 and 3.

By signing the proxy, you revoke all prior proxies and appoint Thomas M. Roehlk and Michael S. Poteshman, and either of them acting in the absence of the other, with full power of substitution, to vote your shares on the matters shown on the reverse side and any other matters which may come before the Annual Meeting and all adjournments.

Vote by Internet, Telephone or Mail

24 Hours a Day, 7 Days a Week

Your phone or Internet vote authorizes the named proxies to vote your shares

in the same manner as if you marked, signed and returned your proxy card.

INTERNET	PHONE	MAIL
	1-800-560-1965	
www.eproxy.com/tup		Mark, sign and date your proxy card and return it in the postage-paid envelope provided.
Use the Internet to vote your proxy until 1:0 0 p.m. (ET) on May 21, 2012.	Use a touch-tone telephone to vote your proxy until 1:00 p.m. (ET) on May 21, 2012.	

If you vote your proxy by Internet or by Telephone, you do NOT need to mail back your Proxy Card.