

TUPPERWARE BRANDS CORP
Form DEF 14A
March 25, 2011
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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 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))

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):

No fee required.

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(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 Wednesday, May 11, 2011, 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 25, 2011

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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 2011 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 Wednesday, May 11, 2011, at 1:00 p.m. to consider and vote upon:

1. The election of the fourteen nominees for director named in the attached proxy statement for a term expiring at the 2012 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 31, 2011;
3. An advisory vote regarding the Company's executive compensation program;
4. An advisory vote regarding the frequency of voting on the Company's executive compensation program; and
5. 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.

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By order of the Board of Directors,
Thomas M. Roehlke

Executive Vice President,

Chief Legal Officer & Secretary

March 25, 2011

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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 11, 2011, 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 25, 2011.

Voting at the Meeting

The Board has fixed the close of business on March 14, 2011 as the record date for determining shareholders entitled to vote at the meeting. On that date there were outstanding 62,574,500 shares of the Company's common stock, each of which will be 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 Corporate 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, other than Proposal 4 (relating to the frequency with which the advisory vote on executive compensation is to be held), the Company's Amended and Restated By-Laws require the affirmative vote of a majority of the votes cast at the meeting. With respect to Proposal 4, the option of one year, two years or three years that receives the highest number of votes cast by shareholders will be considered the frequency for the advisory vote on executive compensation selected by shareholders. 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, the advisory vote regarding the Company's executive compensation program and the advisory vote regarding the frequency of voting on 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

Each of the fourteen 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 2011. They are Catherine Bertini, Rita Bornstein, Ph.D., Kriss Cloninger, III, E.V. Goings, Clifford R. Grum, Joe R. Lee, Bob Marbut, Angel R. Martinez, Antonio Monteiro de Castro, Robert J. Murray, David R. Parker, Joyce M. Roché, J. Patrick Spainhour and M. Anne Szostak.

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 2012. Information regarding some of the experience, qualifications, attributes

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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.

CATHERINE A. BERTINI, Chair, International Relations Program and Professor of Public Administration, Syracuse University, since August 2005, after serving as Under Secretary General for Management of the United Nations since 2003. 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 60. First elected: 2005.

RITA BORNSTEIN, Ph.D., President Emerita of Rollins College, an independent comprehensive liberal arts college, after retiring in 2004. Dr. Bornstein has considerable executive management experience in academia and has extensive ties with and influence in the community in which the Company is headquartered, in addition to having served on other boards of public companies. Age 74. First elected: 1997.

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 has served 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 63. First elected: 2003.

E.V. GOINGS, Chairman and Chief Executive Officer since October 1997. Over the past five years, Mr. Goings has served on the boards of Circuit City Stores, Inc., R.R. Donnelley & Sons Company, SunTrust Bank of Central Florida, N.A. 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 65. First elected: 1996.

CLIFFORD J. GRUM, retired Chairman of the Board and Chief Executive Officer of Temple-Inland Inc., a holding company with operations in corrugated packaging and building products. Mr. Grum retired from his position at Temple-Inland Inc. in 1999. Over the past five years, Mr. Grum has served on the board of Trinity Industries, Inc. Mr. Grum has served as a chief executive officer of a public company, possesses financial expertise 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. Age 76. 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 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 70. First elected: 1996.

BOB MARBUT, Chairman of Risco, U.S. since 2010, and former Executive Chairman of Electronics Line 3000 Ltd., an electronic security technology company, since December 2004, and Chairman of its subsidiary, SecTecGLOBAL, from January 2003 through December 2007. Concurrently, from January 2008 through January 2010, Mr. Marbut served as CEO of Argyle Security, Inc. (and its predecessor company), a solutions and service provider in the physical electronic security industry, and between July 2005 and February 2010, was Chairman and Co-CEO of Argyle Security and its predecessor company, Argyle Security Acquisition Corporation. Mr. Marbut serves as a director of Valero Energy Corporation. In addition, over the past five years, Mr. Marbut has also served on the boards of Argyle Security, Inc., Argyle Security Acquisition Corporation and Hearst-Argyle Television, Inc. Mr. Marbut has served as a chief executive officer of several public companies 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. Through his current business activities, he has substantial knowledge of the dynamics of non-US markets. Age 75. First elected: 1996.

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ANGEL R. MARTINEZ, Chair of the Board, President and CEO of Deckers Outdoor Corporation, an outdoor footwear manufacturer, since April 2005, after serving as President & CEO of Keen LLC, an outdoor footwear manufacturer, since April 2003. Mr. Martinez also serves as a director of Deckers Outdoor Corporation. Mr. Martinez serves as a 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 55. 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 a U.S. public company. Age 65. 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. 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 69. First elected: 2004.

DAVID R. PARKER, Chief Operating Officer of The Archstone Partnerships, a leading fund of hedge funds manager, since January 2005. Mr. Parker serves 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 \$4.7 billion fund of hedge funds, he is very involved with a significant part of the worldwide capital markets and their dynamics. Age 67. 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 63. First elected: 1998.

J. PATRICK SPAINHOUR, CEO of The ServiceMaster Company, a national residential and commercial services company, and CEO of ServiceMaster Global Holdings, Inc. after serving since May 2006, after serving as Chairman and CEO of Ann Taylor Stores Corporation from 1996 until 2005. Effective March 31, 2011, Mr. Spainhour's positions with ServiceMaster companies will cease as a result of his retirement. In addition, over the past five years, Mr. Spainhour has also served on the boards of Circuit City Stores, Inc. and ServiceMaster Global Holdings, Inc. Mr. Spainhour has served as a chief executive officer of public companies and has considerable experience in name brand consumer products, in addition to having served on boards of other public companies. Age 60. First elected: 2005.

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, Dr. Pepper Snapple Group and SFN Group, Inc. In addition, over the past five years, Ms. Szostak has served on the board of Choicepoint, 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 60. First elected: 2000.

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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 TO THE BOARD OF DIRECTORS.

Board Committees

The Audit, Finance and Corporate Responsibility Committee, which held seven meetings in 2010, 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 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, 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 2010, 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

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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, Parker and Spainhour. All such members are independent in accordance with New York Stock Exchange listing standards.

In 2010, the 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. Aon Hewitt provided services to the Corporation during 2010 in addition to those discussed in the preceding sentence, as a result of the combination of Hewitt Associates and Aon Corporation effective October 1, 2010. The additional services consisted of consulting on a variety of health and welfare benefit matters and brokerage of related insurance coverages. The Committee has engaged Aon Hewitt to provide similar services for 2011.

The Nominating and Governance Committee, which held two meetings in 2010, 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 the 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 Corporate 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. Mr. Parker also serves as the Company's Presiding Director.

The Executive Committee, which did not meet in 2010, 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.

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Board Meetings and Annual Meeting of Shareholders and Directors Attendance

There were five Board meetings held in 2010. 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 2010, except for Mr. Martinez.

Corporate Governance

The Board has established corporate governance guidelines, 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. The codes 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/BoardofDirectors, 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 and currently serves as the Chair of the Nominating and Governance Committee, in addition to having other duties.

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., 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, J. Patrick Spainhour and M. Anne Szostak.

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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 the compensation structures and programs to assure that they do not encourage excessive risk taking for compensation purposes which 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 CEO, approving schedules, agendas and materials sent to the Board, serving as an ex officio member of the committees of the Board of Directors of which he is not a member, oversight of the Board of Directors and CEO evaluation processes, 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.

Table of Contents**SECURITY OWNERSHIP OF MANAGEMENT**

The following table sets forth the number of shares of the Company's common stock beneficially owned by each nominee for election and each of the executive officers named in the Summary Compensation Table and by all nominees and all executive officers of the Company as a group on March 14, 2011. 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 officer owns more than 1 percent of the Company's common stock, except Mr. Goings, who owns 1.99 percent. Such persons as a group own 4.29 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 14(1)	Restricted Stock(2)	Retirement Savings Plan-401(k)	Total Shares Beneficially Owned
Catherine A. Bertini	8,494		7,662	1,500		17,656
Rita Bornstein	16,815		7,662	1,500		25,977
Kriss Cloninger III	23,509		9,860	1,500		34,869
R. Glenn Drake	19,253		28,816		717	48,786
E.V. Goings	98,849	69,632	925,449	150,000	340	1,244,270
Clifford J. Grum	85,187		10,022	1,500		96,709
Simon C. Hemus	12,746		79,750	100,000	172	192,668
Joe R. Lee	34,725		19,860	1,500		56,085
Bob Marbut	20,411		21,705	1,500		43,616
Angel R. Martinez	2,157	4,640	23,853	1,500		32,150
Antonio Monteiro de Castro	3,000	7,000	2,051			12,051
Robert J. Murray	18,896		8,220	1,500		28,616
David R. Parker	16,880		14,522	1,500		32,902
Michael S. Potesman	29,132		114,649		369	144,150
Joyce M. Roché	15,498		22,117	1,500		39,115
Christian E. Skróder	22,467		90,416			112,883
J. Patrick Spainhour	8,192		7,662	1,500		17,354
M. Anne Szostak	18,899		1,860	1,500		22,259
Subtotal	455,110	81,272	1,396,136	268,000	1,598	2,202,116
All directors and executive officers as a group (30) (including the individuals named above)	521,008	122,106	1,743,532	295,078	3,778	2,685,502

(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 2011.

(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.

Table of Contents**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	4,705,863(1)	7.45
BlackRock, Inc 40 East 52 nd Street New York, NY 10022	4,217,837(2)	6.68
Epoch Investment Partners, Inc 640 Fifth Avenue New York, NY 10019	3,640,404(3)	5.76

- (1) Based upon a Schedule 13G/A filed on February 14, 2011, as of December 31, 2010, FMR LLC indirectly held 4,705,863 shares of Tupperware Brands Corporation common stock, with sole voting power over 2,120 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 January 21, 2011, as of December 31, 2010, BlackRock, Inc. indirectly held 4,217,837 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 Asset Management Australia Limited, BlackRock Advisors, LLC, BlackRock Asset Management Deutschland, A.G., BlackRock Investment Management, LLC, BlackRock International Ltd and BlackRock Financial Management, Inc.
- (3) Based upon a Schedule 13G filed on February 11, 2011, as of December 31, 2010, Epoch Investment Partners, Inc. directly held 3,640,404 shares of Tupperware Brands Corporation common stock, with sole voting power over 3,176,795 of such shares and sole dispositive power over all of such shares.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 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 2010 fiscal year, except that Simon C. Hemus, an officer of the Company, inadvertently was late in filing a Form 4 regarding a disposition of 10,000 shares on April 28, 2010 which was subsequently reported on a Form 4 on March 9, 2011.

Table of Contents**EQUITY COMPENSATION PLAN INFORMATION**

The following table provides information as of December 25, 2010 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)	4,116,503(2)	27.43(3)	5,919,238
Equity compensation plans not approved by security holders(4)	0	n/a	0
Total	4,116,503	27.43	5,919,238(5)

(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 at 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 nine years. In 2010, her compensation did not exceed \$120,000. However, beginning in 2011 her salary is 118,000 Euros, which is expected to exceed \$120,000.

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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 25, 2010, 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 has 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 disclosures, representations, reports and discussions, the Committee recommended to the Board of Directors that the audited financial statements for the Company's 2010 fiscal year be included in the Company's Annual Report on Form 10-K for the year ended December 25, 2010.

Audit, Finance and Corporate Responsibility Committee

Kriss Cloninger III, Chairperson

Catherine A. Bertini

Rita Bornstein, PhD.

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

Company performance in 2010 exceeded expectations. Full-year sales increased 8 percent, GAAP net income increased 29 percent and net income, excluding certain unusual items, increased 21 percent in comparison to 2009. Net income, as measured for incentive purposes, excluding certain predefined unusual items and in constant currency, increased 17 percent, compared with a target of 9 percent. Cash flow from operating activities, net of financing activities was \$253 million in 2010, almost \$30 million above net income, and cash flow as measured for incentive purposes was \$246 million, which was more than \$10 million higher than net income for incentive purposes and \$25 million more than the maximum achievement goal.

As illustrated by the graph below, from 2007 through 2009, the Company had very strong performance as compared with its compensation peer group, ranking in the 93rd percentile for the three-year period. Consistent with the Company's pay-for-performance philosophy, this performance led to maximum achievement each year for the corporate level measures under the Company's Annual Incentive Program (AIP) and near maximum achievement under the Company's 2008 - 2010 Performance Share Program, which is described in detail later in the CD&A.

Note: A 2010 peer percentile comparison is not depicted due to the lack of available information. Operating EPS shown for Tupperware Brands Corporation and the compensation peer group represents data calculated by Standard and Poors reflecting basic earnings per share adjusted to remove the effect of all special items and nonrecurring events.

The Company also had strong performance versus its compensation peer group in relation to revenue growth, return on invested capital and total shareholder return, ranking in the 77th, 82nd and 100th percentiles, respectively.

As illustrated in the following graphs, the strong performance of the Company in 2010 was reflected in the total cash compensation received by each of the Company's CEO, CFO and three other most highly compensated executive officers serving in such capacities as of December 31, 2010 (the NEOs). Each of the NEOs participated in the Company's 2010 AIP and NEOs directly responsible for operating segments, Messrs. Drake and Skróder, participated in mid-term cash incentive programs (Gainsharing Programs). Detailed information regarding the Gainsharing Program is provided later in this CD&A.

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Due to 2010 performance at maximum achievement under the AIP, the actual cash compensation received in 2010 by Messrs. Goings, Hemus and Poteshman exceeded target cash compensation.

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Messrs. Drake's and Schröder's AIP performance goals were based partially on total Company net income and cash flow and partially on profit and cash flow results of the operating segments for which they have responsibility. As measured for incentive purposes, aggregate profit in 2010 for the Europe segment, for which Mr. Drake has responsibility, was 4 percent higher than in 2009 but below the target goal. Aggregate profit in 2010 for the Asia Pacific segment, for which Mr. Schröder has responsibility, was 19 percent higher than in 2009 and far exceeded the target goal, as measured for incentive purposes. Cash flow was \$165 million and \$120 million in Europe and Asia Pacific, respectively, both exceeding the target goal.

Messrs. Drake and Schröder were also participants in Gainsharing Programs, under which there was no payout in 2010 for Mr. Drake and a \$333,333 payout for Mr. Schröder based on achievement against aggressive 2010 goals. Based on the 2010 performance of the Company and the segments over which Messrs. Drake and Schröder have responsibility, Mr. Drake's actual cash compensation of \$647,019 fell short of his target cash compensation of \$920,070, and Mr. Schröder's actual cash compensation of \$1,503,617 exceeded his target cash compensation of \$1,186,015.

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 of control occurs only if the executive's employment is also terminated, eliminating tax gross-ups for future change-in-control agreements, and adopting a claw back policy. At its 2010 annual meeting of shareholders, the Company requested an advisory vote from its shareholders regarding the Company's executive compensation programs. Approximately 97% of the votes cast were in favor of the executive compensation program. Since that vote, there have been no significant changes to the executive compensation program that was approved by the Company's shareholders in 2010.

Objectives

The Compensation and Management Development Committee of the Board of Directors (the Committee) believes that the following objectives for the executive compensation program best serve the needs of the Company's shareholders:

Emphasize pay-for-performance through variable compensation plans addressing short-term, mid-term and long-term performance namely, the AIP, Gainsharing and Performance Share Programs and stock options.

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

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

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

Provide 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 / Reward	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	Short-term	Drive revenue, profitability and cash flow growth in all markets and groups of markets
	Segment Profit		
	Cash Flow		
Gainsharing Programs*	Segment Profit	Mid-term	Drive additional penetration or performance in key, high growth and/or emerging markets and groups of markets
	Sales		
	Cash Flow		
Equity Programs*			Drive long-term shareholder return
Performance Share	Free Cash Flow	Mid-term	
	EPS		
Stock Options	Stock Price	Long-term	

* The external marketplace is used to determine the appropriate level of opportunity under an award.

Risk Discussion

The Committee has determined, with the assistance of its independent compensation consultant, Aon-Hewitt, that the elements of the Company's compensation system do not encourage excessive risk taking that are 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 7 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 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. Companies included in the Comparator Peer Group are public companies with revenues of between \$0.9 and \$10.4 billion, median revenues of \$3.1 billion, and a median fiscal year-end market capitalization of \$3.7 billion. The comparable 2009 revenue and fiscal year-end market capitalization of the Company were \$2.1 billion and \$2.9 billion, respectively. The number of participating companies in the general industry executive compensation survey data varied by survey source and ranged between 100 and 500 companies and have revenue brackets similar to the Company, generally between \$1 and \$3 or \$5 billion. The Committee removed Black & Decker from the 2010 Comparator Peer Group since it had been acquired by another company.

Companies were selected as peers based on similarities in operational focus, industry, and complexity (as measured by revenues, percentage of revenues outside the U.S. and, to a lesser extent, market capitalization), and peer group companies are reviewed annually by the Committee for continued appropriateness.

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Peer group companies represent:

Product lines in household durables and nondurables, personal products including beauty and consumer goods including plastic products;

Companies that operate using a direct-selling distribution method; and

Food and beverage companies offering branded products.

The Committee believes that these criteria represent the businesses in which the Company is engaged or against which it competes for executive talent. The 23 companies that made up the Comparator Peer Group in 2010 were as follows:

Consumer Products Companies: AptarGroup, Inc., Church & Dwight Co, Inc., Clorox Co., Energizer Holdings, Inc., Fortune Brands Inc., Jarden Corp., Newell Rubbermaid, Inc., Pactiv Corporation, Snap-on Inc., Tiffany & Co., Williams-Sonoma Inc.;

Beauty Companies: Alberto Culver Co., Elizabeth Arden, Inc., Estée Lauder Companies;

Direct Selling Companies: Avon Products, Inc., Blyth, Inc. (Party Lite), Herbalife Ltd., Nu Skin Enterprises, Inc., and

Food and Beverage Companies: Burger King Holdings Inc., Campbell Soup Co., Dr. Pepper Snapple Group Inc., Hain Celestial Group Inc., McCormick & Company, Inc.

The total compensation packages for the CEO and COO are targeted to approximate the 75th percentile and 60th percentile of the market, respectively. The total compensation packages for all other officers, including the remaining NEOs, are targeted to approximate the median level of the market in 2010. 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, which was the case with respect to 2010 compensation.

All elements of salary and incentive compensation except Gainsharing Programs are materially affected by the benchmarking process. In addition to benchmarking executive compensation to the external market, management provides to the Committee individual tally sheets that provide a complete picture of each executive's current and historical compensation elements. Gainsharing Programs are not included in the benchmarking process since these programs are intended to incentivize extraordinary performance above and beyond what benchmarked 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.

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 of compensation; and (d) Company goals. The primary elements of short-term cash compensation are base salary and bonus

under the AIP.

Annual base salary is a key element in attracting and retaining executives. Market competitiveness is an important element in both setting and increasing base salary levels, while individual performance influences

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annual merit increases. A Company-wide merit increase budget is determined annually taking into consideration market trends, expectations and inflation. In 2010 and 2011, the Committee approved a merit increase budget of 3.0 percent. 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. Goings and Mr. Poteshman received additional adjustments to base salary in 2010 and/or in 2011 in order to better align their base salary to the external market.

The following merit increases and market adjustments were awarded:

NEO	2010 Merit Increase	2010 Market Adjustment	2011 Merit Increase	2011 Market Adjustment
Goings	3.0%	2.0%	3.0%	
Hemus	3.3%		3.5%	
Poteshman	3.3%	8.9%	3.1%	2.0%
Drake	3.6%		3.0%	
Skröder	2.0%		2.6%	

AIP: Design

The AIP is a broad-based employee program emphasizing pay-for-performance by rewarding participants for short-term financial performance. AIP payout targets are established based on job level and are benchmarked to the external marketplace. Incentive payout targets by position are: 120 percent of CEO annual salary, 100 percent of COO annual salary, and 55 percent of the remaining NEO annual salaries. In 2011, Mr. Poteshman's incentive payout target was increased to 65 percent for competitive purposes. AIP payout opportunity for target achievement is 110 percent of the target award. Of this target award, 75 percentage points is based on an income measure and 35 percentage points is based on a cash flow measure. This design was implemented in order to emphasize the importance of driving cash flow. AIP also includes performance goals at a threshold and maximum achievement levels with payout opportunity at 55 percent and 220 percent of the target award, respectively.

2010 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 at solid increases over past results, but still achievable. Maximum goals require outstanding performance for full payout.

In 2010, net income for incentive purposes was \$234.9 million, versus \$200.8 million in 2009, measured on a comparable basis at constant foreign exchange rates, and target and maximum level goals were \$219.7 million and \$232.1 million, respectively. Target net income was 9.4 percent higher than 2009 actual results, and in conjunction with a targeted tax rate of 25 percent that was higher than the 2009 tax rate achieved for incentive purposes of 22 percent, included an 11.5 percent increase in pre-tax income. The \$232.1 million maximum net income goal was 15.6 percent higher than 2009 actual net income and included a 17.8 percent increase in pre-tax income and the same 25 percent target tax rate. Company cash flow as measured for incentive purposes was \$245.7 million, versus target and maximum level goals of \$211.7 million and \$220.4 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.

The AIP awards for NEOs who hold corporate-wide positions are based entirely on consolidated net income and cash flow, while AIP awards for other NEOs 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 segment profit increase and cash flow amount required for target payout for Mr. Drake's operating segment were 8 percent and \$160.5 million, respectively, and the segment profit increase and cash flow achieved

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were 4 percent and \$164.5 million, respectively. The segment profit increase and cash flow amount required for target payout for Mr. Skróder's operating segment were 12 percent and \$98.8 million, respectively, and the amount of segment profit increase and cash flow achieved were 19 percent and \$119.5 million, respectively.

The Committee may adjust goals during the performance period on a pro-rata basis if an executive's job significantly changes. No adjustments were made in 2010.

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 for the same items for which the Company presented its results excluding items in its earnings release on February 1, 2011.

	2010	2009	Change
GAAP net income	225.6	175.1	29%
Adjustment to state at 2010 incentive exchange rates	(3.0)	(18.3)	
Items excluded for incentive purposes:			
Gain on disposal of assets including insurance recoveries	(0.2)	(21.9)	
Amortization of intangibles of acquired beauty units	3.9	5.1	
Impairment of goodwill and intangible assets	4.3	28.1	
Re-engineering and impairment charges	7.7	8.0	
Tax impact of pro forma items	(3.3)	1.7	
Performance for incentive purposes	234.9	177.7	32%

The Company's 2009 net income performance for incentive purposes, restated at the foreign exchange rates used measure 2010 performance, was \$200.8 million resulting in a 17% increase when measured in constant currency.

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The following chart shows the 2010 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	Threshold (\$Mil)	Target (\$Mil)	Maximum (\$Mil)	Achievement (\$Mil)	Award Payout Factor	Award Amount
E.V. Goings	\$ 1,050,000	120%	Company Net Income	75%	\$ 207.2	\$ 219.7	\$ 232.1	\$ 234.9	200%	\$ 1,890,000
			Company Cash Flow	35%	203.0	211.7	220.4	245.7	200%	882,000
										2,772,000
Simon C. Hemus	620,000	100%	Company Net Income	75%	\$ 207.2	\$ 219.7	\$ 232.1	\$ 234.9	200%	\$ 930,000
			Company Cash Flow	35%	203.0	211.7	220.4	245.7	200%	434,000
										1,364,000
Michael S. Potesman	415,000	55%	Company Net Income	75%	\$ 207.2	\$ 219.7	\$ 232.1	\$ 234.9	200%	\$ 342,375
			Company Cash Flow	35%	203.0	211.7	220.4	245.7	200%	159,775
										502,150
R. Glenn Drake	357,000	55%	Company Net Income	25%	\$ 207.2	\$ 219.7	\$ 232.1	\$ 234.9	200%	\$ 98,175
			Group Segment Profit	50%	153.5	163.5	172.7	158.1	73%	71,663
			Group Cash Flow	35%	153.5	160.5	167.0	164.5	162%	111,613
										281,451
Christian E. Skróder	528,114	55%	Company Net Income	25%	\$ 207.2	\$ 219.7	\$ 232.1	\$ 234.9	200%	\$ 145,231
			Group Segment Profit	50%	90.7	100.6	106.1	106.7	200%	290,463
			Group Cash Flow	35%	91.8	98.8	102.6	119.5	200%	203,324
										639,018

Payout formula: Year End Base Salary x Target Percent x Weight of Measure x Award Payout Factor

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. Drake and Skróder each currently participate in a three-year Gainsharing Program, with non-overlapping award cycles.

Overall program goals are established for a three-year cumulative result, and include two interim goals for annual earnings opportunity. While interim annual payments may or may not be paid, final payments of awards are made only after the three-year cumulative goals are met. Segment profit serves as the primary performance measure under Messrs. Drake's and Skróder's Gainsharing Programs. Company sales and cash flow serve as tripwire measures. Segment profit used for the first interim performance goal is set at least equal to the maximum objective of the AIP for that year and seeks to drive significant profit growth above that level for

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future years of the program. Segment profit is measured at the foreign exchange rates used to set the goals and excludes the same items as outlined above for the AIP. Maximum earnings opportunity under these Gainsharing Programs is \$1 million.

The following chart shows Gainsharing Program goals for program cycles that included the year 2010, achievement against goals, and incentive payout to NEOs. Award amounts, if earned, are included under the Non-Equity Incentive Plan Compensation column in the Summary Compensation Table.

Name	Performance Period	Performance Measures / Tripwires	2010 Goals (\$Mil)(a)	Achievement (\$Mil)(a)	Award Amount (\$)
R. Glenn Drake	2010 - 2012	Group Segment Profit	\$ 172.7	\$ 158.1	
		Tripwire: Group Sales	875.7	854.4	\$ 0
		Tripwire: Group Cash Flow	160.5	164.5	
Christian Skröder	2009 - 2011	Group Segment Profit	106.1	106.7	
		Tripwire: Group Sales	501.4	554.5	333,333
		Tripwire: Group Cash Flow	98.8	119.5	

Segment profit and sales achievements are measured at the foreign exchange rates used to set the goals and exclude unusual items. The cash flow tripwire is the same as the current year's AIP target goal.

For Gainsharing Programs beginning in 2011, goals will be based on incremental annual profit over the best performance year of the program, starting with a baseline performance goal initially set at the AIP maximum goal for that year. Performance is measured for each full-year of the program and awards, if earned, are accrued and paid after the end of the three-year performance cycle.

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. In 2010, 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 only paid when required performance has been achieved and shares vested.

Stock Option Program

In 2010, a stock option grant was made to each of the NEOs that was weighted at 60 percent of the equity incentive target award 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 2010, all NEOs participated in the program. The Performance Share Program target award represents 40 percent of each NEO's 2010 equity incentive target award 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 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.

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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 number of diluted shares as of the start of the program. Earnings per share used for each of the following two years in arriving at the target under the program are typically higher than the prior year by a single digit percentage. 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 earnings per share goal.

As with the AIP, performance under the Performance Share Program is measured at the same currency rates at which the goals were set. The 2008–2010 Performance Share Program had a target goal of cumulative earnings per share of \$7.94, and a cumulative free cash flow target goal of \$500.5 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 2008–2010 cycle for all NEOs are set forth below.

2008 - 2010 Performance Share Program Goals	3-Year Cumulative Earnings Per Share	3-Year Cumulative Free Cash Flow
Threshold	\$ 7.15	\$ 450.4
Target	7.94	500.5
Maximum	8.73	550.6

Actual performance under the program was cumulative earnings per share of \$10.33 and cumulative free cash flow of \$546.2 million resulting in near maximum payouts of 148 percent of target.

Under the 2008–2010 Performance Share Program, Mr. Goings earned 36,950 shares of stock, Mr. Hemus earned 14,780 shares of stock, and Messrs. Poteshman and Drake earned 7,390 shares of stock. Mr. Schröder was not a participant in the program, as he was not eligible at the time the award was granted.

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. NEOs may not hedge the economic risks involved in the ownership of Company stock through the use of derivative instruments. 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 will not be 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. 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 general market data.

Expatriate Benefits

NEOs on long- or short-term international assignments receive certain expatriate benefits. Expatriate benefits are provided to offer protection to employees, including NEOs, 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.

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Retirement and Savings Plans

Plans for NEOs based in the United States include a qualified base retirement (defined benefit) plan (which was frozen in 2005), a qualified retirement savings plan (401(k)) and a supplemental retirement savings plan. Mr. Schröder, 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 2010 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 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 arrangement. 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 compensation consultant, and is approved by the independent directors on the full board.

Compliance with Internal Revenue Code Section 162(m)

Section 162(m) of the Internal Revenue Code establishes certain requirements in order for compensation exceeding \$1 million earned by NEOs to be deductible. The Company's executive compensation programs have been structured to comply with Section 162(m) and the Company believes that actions regarding compensation paid, or to be paid, to executive management have also complied with Section 162(m). However, the Committee may forego deductibility under Section 162(m) if it believes a particular compensation program, payment or action is consistent with the overall best interests of the Company and its shareholders. The Committee reserves the right to adjust any formula-based amount that, in its judgment, is inappropriate in light of overall results and circumstances.

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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 2010, no such 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 2010 fiscal year and in this 2011 proxy statement. Members of the Committee are:

Joyce M. Roché, Chair

Joe R. Lee

Antonio Monteiro de Castro

David R. Parker

J. Patrick Spainhour

M. Anne Szostak

Table of Contents**2010 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 25, 2010, December 26, 2009 and December 28, 2008.

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, Chairman & CEO	2010	\$ 1,057,759	\$ 0	\$ 1,209,823	\$ 2,197,743	\$ 2,772,000	\$ 4,053,888	\$ 631,191(6)	\$ 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
	2008	1,012,592	0	934,750	1,304,281	4,035,218	1,748,870	455,995	9,491,706
Simon C. Hemus President & COO	2010	623,318	0	483,701	751,694	1,364,000	n/a	252,256(7)	3,474,969
	2009	610,141	0	2,167,396	994,443	1,320,000	n/a	176,495	5,268,475
	2008	608,538	0	373,900	365,210	1,129,613	n/a	221,704	2,698,965
Michael S. Poteshman EVP & CFO	2010	421,867	0	201,256	347,177	502,150	19,854	108,941(8)	1,601,245
	2009	386,298	0	137,578	314,939	447,700	11,562	94,585	1,392,663
	2008	379,860	0	186,950	194,870	491,807	7,360	92,537	1,353,384
R. Glenn Drake Group President, Europe, Africa and the Middle East	2010	365,568	0	188,678	289,053	281,451	51,157	584,846(9)	1,760,753
	2009	356,227	0	119,784	294,190	1,416,985	34,344	547,560	2,769,091
	2008	353,680	0	186,950	169,512	410,055	20,107	479,047	1,619,351
Christian Skróder Group President, Asia Pacific	2010	531,266	0	171,525	289,053	972,351	224,960	965,921(10)	3,155,077
	2009	464,267	242,994	119,784	454,481	913,947	195,618	279,991	2,671,083
	2008	384,842	0	0	169,512	574,453	172,614	72,743	1,374,163

- (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. Mr. Skróder's salary is converted to U.S. dollars from Swiss francs using the year-end exchange rate for each year reported, 0.90 dollars per franc for 2008, 0.96 for 2009, and 1.04 for 2010.
- (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 awards listed above are subject to performance conditions and are reported in the table based on target achievement. Assuming that the highest level of performance conditions will be achieved, for fiscal year 2010, the grant date fair value for each NEO would be as follows: Mr. Goings, \$1,814,735; Mr. Hemus, \$725,551; Mr. Poteshman, \$301,884; Mr. Drake, \$283,016 and Mr. Skróder, \$257,288. The assumptions used in the valuations may be found in Note 15 of the Company's 2010 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 15 of the Company's 2010 Annual Report on Form 10-K.
- (4) Amounts for 2010 were paid in February 2011.
- (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. Skróder 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

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Rentenanstalt (the TEAM Pension Plan). The following table includes the actuarial increase in the present value of the NEO s benefit 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	\$ 29,920	\$ 140,865	\$ 3,883,103	\$ n/a	\$ 4,053,888
Simon C. Hemus	n/a	n/a	n/a	n/a	n/a
Michael S. Poteshman	14,716	5,138	n/a	n/a	19,854
R. Glenn Drake	34,935	16,222	n/a	n/a	51,157
Christian Skróder	n/a	n/a	n/a	224,960	224,960

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.

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- (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, that are based upon actual amounts paid by the Company to Mr. Goings, as well as dividends on performance shares vested in 2010 and restricted stock granted prior to the Company adopting its current policy on payment of dividends (\$260,200), 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 (\$309,185).
- (7) For Mr. Hemus, All Other Compensation includes executive perquisites provided by the Company, including club dues, car allowance, and executive physical, which are based upon actual amounts paid by the Company to Mr. Hemus, as well as dividends on performance shares vested in 2010 (\$40,050), 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 (\$152,204).
- (8) For Mr. Poteshman, All Other Compensation includes executive perquisites provided by the Company, including car allowance, executive physical, and financial and tax services, which are based upon actual amounts paid by the Company to Mr. Poteshman, as well as dividends on performance shares vested in 2010 (\$10,013), 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 (\$59,314).
- (9) For Mr. Drake, All Other Compensation includes executive perquisites provided by the Company, including car allowance, executive physical, financial and tax services, and expatriate benefits (\$463,722 as detailed in the table below, of which \$8,077 represents reimbursement of associated taxes), which are based upon actual amounts paid by the Company to Mr. Drake, as well as dividends on performance shares vested in 2010 (\$20,025), 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 (\$56,394).

Benefit Type	Benefit Amount
Good and Services	\$ 34,967
Housing	65,459
Income Tax	271,567
Tax Gross-Up	8,077
Reserve	83,652
Total	\$ 463,722

- (10) For Mr. Skróder, All Other Compensation includes executive perquisites provided by the Company, including expatriate benefits (\$858,362 as detailed in the table below), which are based upon actual amounts paid by the Company to Mr. Skróder, as well as life insurance premiums (\$13,587), and contributions provided by the Company pursuant to the TEAM Pension Plan (\$93,973).

Benefit Type	Benefit Amount
Goods and Services	\$ 18,381
Housing	131,959
Income Taxes	668,464
Reserve	39,556
Total	\$ 858,362

Mr. Skróder exercised stock options in the amount of \$4.7 million during 2010 necessitating tax payments by the Company in both home and host countries. Hypothetical taxes were withheld for a portion of the tax obligation and the final tax obligation required of Mr. Skróder will be determined in 2011. It is expected that Mr. Skróder will payback a significant portion of tax payments made on his behalf and the amount reflected above is not a true representation of compensation to be ultimately paid by the Company.

Table of Contents**2010 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 2010.

Name and Principal Position	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)			All Other Option Awards: Number of Securities Underlying Options (3)(#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards(4)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)			
E. V. Goings Chairman & CEO										
Annual Incentive Plan	n/a	\$ 693,000	\$ 1,386,000	\$ 2,772,000						
Performance Share Program	2/18/2010				6,613	26,450	39,675			\$ 1,209,823
Stock Option	11/4/2010							139,900	\$ 47.31	2,197,473
Simon Hemus President & COO										
Annual Incentive Plan	n/a	341,000	682,000	1,364,000						
Performance Share Program	2/18/2010				2,644	10,575	15,863			483,701
Stock Option	11/4/2010							47,850	47.31	751,694
Michael S. Poteshman EVP & CFO										
Annual Incentive Plan	n/a	125,538	251,075	502,150						
Performance Share Program	2/18/2010				1,100	4,400	6,600			201,256
Stock Option	11/4/2010							22,100	47.31	347,177
R. Glenn Drake Group President, Europe, Africa and the Middle East										
Annual Incentive Plan	n/a	107,993	215,985	431,970						
Gainsharing Program	n/a		1,000,000							
Performance Share Program	2/18/2010				1,031	4,125	6,188			188,678
Stock Option	11/4/2010							18,400	47.31	289,053
Christian Skröder Group President, Asia Pacific										
Annual Incentive Plan	n/a	159,755	319,509	639,018						
Performance Share Program	2/18/2010				938	3,750	5,625			171,525
Stock Option	11/4/2010							18,400	47.31	289,053

(1) Represents the range of possible future payouts under the AIP and with respect to Mr. Drake, his 2010-2012 Gainsharing Program. Mr. Skröder's Gainsharing Program commenced in 2009 and, accordingly, is not included in the 2010 Grants of Plan-Based Awards table.

(2) Represents the number of performance shares awarded under the 2010-2012 Performance Share Program.

(3) 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.

(4)

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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.

Table of Contents**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2010**

The following table provides information regarding outstanding equity awards held by each of the NEOs as of fiscal year-end.

Name	Option Awards				Stock Awards		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 (\$)
	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 (\$)		
E.V. Goings	130,000		\$ 20.65	9/24/2011				
	172,100		16.23	11/5/2012				
	75,700		14.63	11/18/2013				
	75,700		18.23	11/16/2014				
					100,000(1)	\$ 4,821,000		
	127,500		23.49	11/16/2015				
	127,500		20.83	11/1/2016				
	117,000		33.77	11/1/2017				
	157,733	78,867(3)	17.54	11/18/2018	36,950(2)	1,781,360		
	14,866	29,734(5)	17.36	2/16/2019				
				150,000(6)	7,231,500			
						94,613(7)	\$ 4,561,269	
						69,675(9)	1,912,732	
	139,900(10)	47.31	11/3/2020					
Simon C. Hemus	47,900		33.77	11/1/2017				
					14,780(2)	712,544		
	22,083	22,084(3)	17.54	11/18/2018				
		29,734(5)	17.36	2/16/2019				
					100,000(6)	4,821,000		
						37,275(7)	1,797,028	
						15,863(9)	764,731	
	47,850(10)	47.31	11/3/2020					
Michael S. Poteshman	13,000		16.23	11/5/2012				
	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				
					7,390(2)	356,272		
	23,566	11,784(3)	17.54	11/18/2018				
						11,888(7)	573,096	
						6,600(9)	318,186	
	22,100(10)	47.31	11/3/2020					
R. Glenn Drake	3,200		18.23	11/16/2014				
	4,000		23.49	11/16/2015				
	16,000		20.83	11/1/2016				
	22,200		33.77	11/1/2017				

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20,500	10,250(3)	17.54	11/18/2018	7,390(2)	356,272		
						10,350(7)	498,974
6,616	13,234(8)	48.30	11/17/2019				
	18,400(10)	47.31	11/3/2020			6,188(9)	298,299

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Name	Option Awards				Stock Awards		Equity incentive plan awards: Market or payout value of unearned shares, units or other rights that have not vested (\$)
	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 (\$)	
Christian Skröder	36,800		20.65	9/24/2011			
	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			
	20,500	10,250(3)	17.54	11/18/2018			
	9,550	19,100(4)	21.14	1/25/2019			
	6,016	12,034(8)	48.30	11/17/2019			10,350(7) 498,974
	18,400(10)	47.31	11/3/2020			5,625(9) 271,181	

- (1) Shares vested on 1/1/2011.
- (2) Performance shares pursuant to the 2008 - 2010 Performance Share Program. Number of shares is at 148% of target achievement level and they vested on 2/14/2011.
- (3) Option vested on 11/19/2011.
- (4) Option vested or will vest in two equal annual installments beginning 1/26/2011.
- (5) Option vested or will vest in two equal annual installments beginning 2/17/2011.
- (6) Time-vested restricted stock will vest on 12/31/2014 and 3/7/2014 for Messrs. Goings and Hemus, respectively.
- (7) Performance shares pursuant to the 2009 - 2011 Performance Share Program. Number of shares is at 150% of target achievement level and will vest in February 2012 if performance conditions are met.
- (8) Option will vest in two equal annual installments beginning 11/18/2011.
- (9) Performance shares pursuant to the 2010 - 2012 Performance Share Program. Number of shares is at 150% of target achievement level and will vest in February 2013 if performance conditions are met.

(10) Option will vest in three equal annual installments beginning 11/4/2011.

Table of Contents**OPTION EXERCISES AND STOCK VESTED IN 2010**

The following table sets forth stock option exercises and stock vested for the NEOs for the year ended December 25, 2010.

Name	Option Awards		Stock Awards (1)	
	Number of shares acquired on exercise (#)	Value realized on exercise (\$)	Number of shares acquired on vesting (#)	Value realized on vesting (\$)
E.V. Goings	45,000	\$ 907,200	60,000	\$ 2,744,400
Simon C. Hemus	51,749	1,790,164	15,000	686,100
Michael S. Poteshman	10,400	284,691	3,750	171,525
R. Glenn Drake	32,700	949,414	7,500	343,050
Christian Schröder	170,700	4,732,237		

- (1) Stock awards vested are pursuant to the 2007 - 2009 Performance Share Program. Mr. Schröder was not a participant in this program. Dividends were paid on performance shares that vested in 2010 and, in the case of Mr. Goings, restricted stock that was granted prior to the Company adopting its current dividend policy. Dividend amounts are included under All Other Compensation in the Summary Compensation Table.

Table of Contents**PENSION BENEFITS**

The following table sets forth all pension benefits for the Company's NEOs as of and for the year ended December 25, 2010.

2010 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	\$ 287,323	\$ 0
	Tupperware Brands Corporation Supplemental Plan (DB portion)	13	1,352,753	0
	Supplemental Executive Retirement Plan (SERP)	18	17,969,226	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	87,669	0
	Tupperware Brands Corporation Supplemental Plan (DB portion)	12	30,607	0
R. Glenn Drake	Tupperware Brands Corporation Base Retirement Plan	21	279,774	0
	Tupperware Brands Corporation Supplemental Plan (DB portion)	21	129,910	0
Christian Skröder	TEAM Pension Plan	22	3,056,482	0

- (1) All participating NEOs except Mr. Poteshman 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 14 in the Company's Annual Report on Form 10-K for the year ended December 25, 2010.
- (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. Prior plan participation benefits are for years prior to 1989 when the percentage factor was less than 1 percent. 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,

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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.

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.

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 credited 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 material factors used to determine the present value of the CEO's accumulated benefit are a 5 percent effective long-term lump sum conversion interest rate and a 3.25 percent pre-retirement discount rate and a normal retirement date. The CEO has 18 years credited service under the SERP, and the present value of his accumulated benefit as of the end of 2010 was \$17,969,226, after offsetting other Company benefits. However, the actual retirement date of the CEO has not been determined.

TEAM Pension Plan

Under the TEAM Pension Plan, Mr. Skróder 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 or occasional premiums. Mr. Skróder has 22 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. Skróder is \$237,119. The estimate uses a formula that considers participation in the TEAM Pension Plan and any predecessor plan formula. Upon retirement, Mr. Skróder 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 just described.

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2010 NON-QUALIFIED DEFERRED COMPENSATION

IZE="1">This proxy, when properly executed, will be voted in the manner directed. If no direction is made, this proxy will

be voted FOR all nominees and FOR proposal 2.

Yes

No

Please indicate if you plan to attend this meeting.

..

..

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title if a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

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CEDAR FAIR, L.P.

March 30, 2009

Dear Cedar Fair, L.P. Unitholder:

It is my pleasure to invite you to Cedar Fair, L.P.'s 2009 annual meeting of limited partner unitholders. This year's meeting will be held on Thursday, May 14, 2009 at 9:00 a.m. (Eastern Time), at the Sandusky State Theater in Sandusky, Ohio. The attached materials contain details regarding the business to be conducted at the annual meeting.

For the first time, we are pleased to take advantage of the Securities and Exchange Commission rule allowing us to furnish proxy materials to our unitholders over the Internet. We believe that this new process will expedite your receipt of proxy materials and also lower the costs and reduce the environmental impact of our annual meeting. We intend to mail a printed copy of the proxy statement and proxy card to certain of our unitholders on or about March 30, 2009. All other unitholders will receive a Notice Regarding the Availability of Proxy Materials which will be mailed on or about the same date. The Notice contains instructions on how to access our 2009 proxy statement and annual report over the Internet and instructions on how you can request paper copies of these materials.

Whether or not you plan to attend the meeting, your vote is important and we encourage you to vote promptly. You may vote the shares via a toll-free telephone number or over the Internet. If you received a paper copy of the proxy card by mail, you may sign, date and mail the proxy card in the envelope provided. Instructions regarding the three methods of voting are contained on the Notice and proxy card.

We look forward to seeing you at the annual meeting.

Sincerely,

RICHARD L. KINZEL

Chairman, President and Chief Executive Officer

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE UNITHOLDER MEETING TO BE HELD ON MAY 14, 2009.

THE PROXY STATEMENT, OUR ANNUAL REPORT ON FORM 10-K AND A LETTER FROM THE PRESIDENT ARE AVAILABLE AT WWW.CEDARFAIR.COM/IR/PROXY.

M11706

CEDAR FAIR, L.P.

PROXY

ANNUAL MEETING OF LIMITED PARTNERS, MAY 14, 2009

This Proxy is Solicited on Behalf of the Board of Directors of Cedar Fair, L.P. s

General Partner, Cedar Fair Management, Inc.

The undersigned hereby appoints Richard L. Kinzel and Peter J. Crage and each of them jointly and severally, Proxies, with full power of substitution, to vote as designated on the reverse side, all Limited Partnership Units of Cedar Fair, L.P. held of record by the undersigned on March 16, 2009, at the Annual Meeting of Limited Partners to be held on May 14, 2009, or any adjournment thereof.

THE GENERAL PARTNER RECOMMENDS A VOTE FOR THE ELECTION OF THE NOMINEES TO THE BOARD OF DIRECTORS AND FOR THE PROPOSAL TO CONFIRM THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. THE LIMITED PARTNERSHIP UNITS REPRESENTED BY THIS PROXY WILL BE VOTED AS SPECIFIED ON THE REVERSE SIDE. IF NO DIRECTION IS GIVEN IN THE SPACE PROVIDED ON THE REVERSE SIDE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES AND FOR PROPOSAL 2.

(Continued and to be signed on the reverse side)