

**CHARTER OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE
OF THE BOARD OF DIRECTORS OF
TIFFANY & CO.**

(as last amended on March 14, 2018)

This Charter governs the operations of the Corporate Social Responsibility Committee (the “Committee”).

Composition of the Committee

The Committee shall be comprised of three or more directors as determined by the Board of Directors (the “Board”) of Tiffany & Co. (the “Company”). At least two of the directors serving on the Committee shall be “independent directors” under the New York Stock Exchange Corporate Governance Standards, and one director serving on the Committee shall be an employee director.

The Committee’s membership shall be determined by the Board upon recommendation of the Nominating/ Corporate Governance Committee. Unless the Committee’s Chair is designated by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

Purpose of the Committee

The purpose of the Committee is to assist the Board in its oversight of the Company’s initiatives, plans and practices with respect to corporate social responsibility matters of significance to the Company and the communities in which it operates. This purpose recognizes that such matters may affect the business operations, brand image and reputation of the Company.

In furtherance of the foregoing, the Committee shall share the minutes of its meetings with the Board and shall report to the Board the matters considered and acted upon at each Committee meeting (unless the full Board was present at such Committee meeting or such matters were set forth in the minutes).

Duties and Responsibilities

The duties and responsibilities of the Committee are to assist the Board in providing oversight with respect to:

- A. management’s evaluation of risks and opportunities with respect to Corporate Social Responsibility matters, which are defined as ethical and sustainable sourcing; human rights; the environment; supplier conduct; labor conditions; climate change; diversity in employment; charitable giving; government relations; and political spending;
- B. management’s creation of key strategic initiatives, plans and practices with respect to Corporate Social Responsibility matters;

- C. the Company's governance of, and performance relative to, such key strategic initiatives;
- D. Corporate Social Responsibility reporting, stakeholder engagement and transparency; and
- E. management's assessment of the identity and scope of the matters comprising Corporate Social Responsibility, in light of changes in public perception, industry best practices, and evolving priorities and needs in the communities where the Company does business.

Authority and Funding

The Committee shall have all authority necessary or implied in order to carry out its duties and responsibilities. Without limitation to the generality of the foregoing, the Committee shall have the authority to engage advisers, experts and consultants, as it determines necessary to carry out its duties and responsibilities.

The officers of the Company shall arrange for the payment of (i) the reasonable fees of any advisors, experts or consultants engaged by the Committee pursuant to the foregoing paragraph, in each case, at the request of the Committee acting by resolution or unanimous written consent and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Meetings

The Committee shall meet as often as necessary to fulfill its functions, but no less than three times a year.

Processes

In carrying out its responsibilities, the Committee's policies and procedures shall remain flexible in order to react to changing conditions and circumstances.