

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

This charter governs the operations of the Corporate Social Responsibility Committee (the "Committee").

Composition of the Committee

The Committee shall be composed of at least two independent directors and one employee director.

Purpose of the Committee

"Social Responsibility" means the manner in which the Company affects the communities in which it operates, or from which it acquires its products, through its policies and practices involving any of the following: the environment; vendor work-place conditions and employment practices; community affairs; sustainable product sourcing; corporate charitable giving; governmental relations; political activities; and diversity in employment.

The purpose of the Committee is to:

- A. review and evaluate management's goals, initiatives and practices for Social Responsibility; and
- B. recommend goals, initiatives and practices for Social Responsibility to the Board of Directors.

Duties and Responsibilities

The duties and responsibilities of the Committee are:

- A. to identify and bring to the attention of the Board key Social Responsibility issues that may affect the business operations, brand image or reputation of the Company;
- B. to re-evaluate Social Responsibility, from time to time, in light of changes in public perception, industry best practices, and evolving priorities and needs in the communities where the Company does business;
- C. to provide oversight of Social Responsibility;

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- D. to review the Company's engagement of Social Responsibility auditors;
and
- E. to provide oversight of Social Responsibility reporting to customers, the nonprofit sector, industry peers and partners, and shareholders.

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 (including authority to approve fees and other retention terms) and terminate the engagement of any Social Responsibility consulting firm engaged to provide data or recommendations with respect to Social Responsibility.

The officers of the Company shall provide and make available to the Committee, as it may determine, funds for payment of compensation to any advisers employed by the Committee pursuant to the foregoing paragraph.

Meetings

The Committee shall meet as often as necessary to fulfill its functions but no less than twice 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.