

**CHARTER OF THE FINANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
TIFFANY & CO.**

(as last amended on January 19, 2017)

This Charter governs the operations of the Finance 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”). The Committee’s membership shall be determined by the Board upon recommendation of the Nominating and 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.

Directors serving on the Committee need not be “independent directors” under the New York Stock Exchange Corporate Governance Standards.

Purpose of Committee

The purpose of the Committee is to assist the Board with its oversight of the Company’s capital structure, liquidity risk, those financial matters specified below and financial matters specifically delegated to the Committee by the Board from time to time. 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).

On-going Duties and Responsibilities

The on-going duties and responsibilities of the Committee are:

1. Review and recommend for approval by the Board the Company’s policy with respect to cash dividends on the Company’s stock and other forms of distribution on the Company’s stock, such as stock splits in the form of a stock dividend. For the avoidance of doubt, it shall not be the Committee’s responsibility to declare regular quarterly dividends; the Board has delegated that responsibility to the Dividend Committee.
2. Review and recommend for the approval by the Board the Company’s policy with respect to the purchase and repurchase of the Company’s capital stock. The Committee will meet with financial management as necessary to review management’s policies and procedures with regard to such purchases.
3. Review and recommend for approval by the Board the registration and issuance of the Company’s debt and equity securities, except in the case of (i) the issuance of compensatory equity securities to the officers or directors of the Company or the employees of the Company or its direct or indirect subsidiaries and (ii) the issuance of debt securities pursuant to the Company’s

ordinary revolving bank credit facilities.

4. Review and recommend for approval by the Board the retention of investment bankers and other financial advisors to the Board or to the Company in connection with the issuance of the Company's debt or equity securities subject to Section 3 above. For the avoidance of doubt, the Committee shall not be required to review or approve financial advisory agreements made by the Company's financial management with investment bankers or other advisory firms which are not engaged for the purpose of issuing securities subject to Section 3 above.

5. To exercise all power otherwise vested in the Board with respect to the (i) review of the Company's hedging policy, (ii) approval, on behalf of the Company and its eligible direct or indirect subsidiaries, of the decision to enter into swaps that are exempt from applicable clearing and trade execution requirements, (iii) approval of any guarantee by the Company of the indebtedness of its direct or indirect subsidiaries (other than any intercompany indebtedness) and (iv) guarantee by the Company of currency, interest rate or commodity hedging transactions entered into by direct or indirect subsidiaries of the Company.

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 one or more legal advisors, financial advisory firms, investment bankers, and such other advisors, experts and consultants to provide data, recommendations or advice with respect to the work of the Committee, as it determines necessary to carry out its duties and responsibilities.

The officers of the Company shall provide and make available to the Committee, as it may determine, in its capacity as a committee of the Board of Directors, 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.

Processes

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