

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

(as last amended on February 15, 2017)

This Charter governs the operations of the Search Committee (the “Committee”).

Composition of the Committee.

The Search Committee shall be comprised of four 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. 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.

The Committee shall dissolve automatically and without any further action of the Board once a new chief executive officer is engaged by the Company, unless the Board determines otherwise by resolution prior to such time.

Purpose of the Committee.

The Purpose of the Committee is to:

- (A) identify individuals qualified for the position of chief executive officer of the Company and perform an initial assessment of such potential candidates, considering in such assessment the duties and responsibilities of the chief executive officer set forth in the Company’s Corporate Governance Principles and likelihood of such candidate being able to fulfill such duties and responsibilities; and
- (B) on the basis of the Committee’s assessment, propose one or more suitable candidates for the position of chief executive officer to the Board.

Duties and Responsibilities.

The duties and responsibilities of the Committee are:

- (A) to develop a comprehensive chief executive officer search and selection process based on fairness, transparency and accountability;
- (B) to select an executive search firm qualified to assist in the search process, the retention of such firm to be subject to Board approval;

- (C) to develop together with the search firm a job specification, which will be circulated to the Board for the input of other directors;
- (D) to select a panel to interview the candidates, noting that the composition of the panel is left to the Committee but is not restricted to only members of the Committee;
- (E) to perform an initial assessment of potential candidates for the position of chief executive officer of the Company identified by the Committee;
- (F) to recommend to the Board one or more candidates for the position of chief executive officer of the Company in a timely manner;
- (G) to communicate regularly with the Board on the progress of the Committee; and
- (H) to perform all such other actions as may be required for the search, assessment, evaluation and selection of a chief executive officer 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 and discretion to select, and, with Board approval, retain or obtain the advice of, and engage (including the authority to approve fees and other retention terms so long as such fees and terms are reasonable) and terminate the engagement of any executive search firm used to identify candidates for the position of chief executive officer, and such other advisers, experts and consultants, as it determines necessary to carry out its duties and responsibilities (all of the foregoing consultants, counsel, advisors and experts hereinafter "Advisors"). For the avoidance of doubt, it shall not be the Committee's responsibility to identify candidates for director positions or to retain any search firm to identify candidates for director positions; the Board has delegated that responsibility to the Nominating/Corporate Governance Committee.

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, funds for payment of compensation to any advisers employed by the Committee pursuant to the foregoing paragraph.

Meeting and Reporting.

The Committee shall meet as often as necessary to fulfill its functions. It shall share the minutes of its meetings with the Board and shall report to the full Board on the matters considered and acted upon at each of its meetings (unless the full Board was present at such meeting or such matters were set forth in the meetings).

Processes.

In carrying out its responsibilities, the Committee's policies and procedures should remain flexible in order to react to changing conditions and circumstances. The Committee may delegate any of its functions to one or more subcommittees composed entirely of members of the Committee.