

**CHARTER OF THE NOMINATING/CORPORATE GOVERNANCE
COMMITTEE
OF THE BOARD OF DIRECTORS OF
TIFFANY & CO.**

(as last amended on January 19, 2017)

This Charter governs the operations of the Nominating/Corporate Governance Committee.

Composition of the Committee.

The Nominating/Corporate Governance Committee shall be comprised of three or more directors as determined by the Board of Directors of Tiffany & Co. (the “Company”).

Each of the directors serving on the Nominating/Corporate Governance Committee shall have been affirmatively determined by the Board of Directors to be an “independent director” under the New York Stock Exchange Corporate Governance Standards.

The members of the Nominating/Corporate Governance Committee shall be elected by the Board of Directors annually and shall serve until their successors are duly elected and qualified.

Unless a Chair is elected by the full Board of Directors, the members of the Nominating/Corporate Governance Committee may designate a Chair by majority vote of the full Nominating/Corporate Governance Committee membership.

The Chair of the Nominating/Corporate Governance Committee shall chair regularly scheduled executive sessions of the non-management directors of the Company meeting without management as required by the New York Stock Exchange Corporate Governance Standards.

Purpose of Committee.

The Purpose of the Nominating/Corporate Governance Committee is to:

- (A) identify individuals qualified to become board members consistent with criteria approved by the Board of Directors, and to select, or to recommend that the Board of Directors select, the director nominees for the next annual meeting of the stockholders;
- (B) develop and recommend to the Board of Directors a set of corporate governance principles applicable to the Company for disclosure as

required under the New York Stock Exchange Corporate Governance Standards;

- (C) oversee, on behalf of the Board of Directors, the adoption of a code of business conduct and ethics for directors, officers and employees, for disclosure, and assure that procedures are in place so that waivers of such code for directors or executive officers are disclosed, all as required by the New York Stock Exchange Corporate Governance Standards;
- (D) determine appropriate compensation for service on the Board of Directors, including, but not limited to cash compensation, equity compensation and reimbursement of expenses; and
- (E) engage in planning the management succession process for the chief executive officer and other executive officers of the Company.

Goals and Responsibilities.

The goals and responsibilities of the Nominating/Corporate Governance Committee are:

- (A) to develop, propose, discuss with and obtain the approval of the Board of Directors of criteria for the selection of new directors;
- (B) to develop, propose, discuss with and obtain the approval of the Board of Directors of corporate governance principles applicable to the Company;
- (C) to assist the Board of Directors in the oversight of its own performance and of management's performance in the area of corporate governance;
- (D) to recommend to the Board of Directors the optimal number of directors constituting the entire board;
- (E) to conduct, or have conducted, an annual performance evaluation of the Nominating/Corporate Governance Committee as required by the New York Stock Exchange Corporate Governance Standards;
- (F) to conduct an annual review of compensation for service on the Board of Directors, and to retain an independent advisor to provide advice to the Nominating/Corporate Governance Committee on the form and amount of such compensation, in accordance with the Company's Corporate Governance Principles;

- (G) to assist the Board of Directors in selecting, evaluating the performance of, and making determinations to retain or replace, the Company's chief executive officer, and to participate from time to time in discussions concerning succession plans for the chief executive officer and the other executive officers of the Company;
- (H) to determine, in light of the submission of a letter of resignation submitted by a director upon a change in employment or upon accepting a directorship with another public company (or other organization that would require a significant time commitment), as required by the Company's Corporate Governance Principles, whether to accept or decline such letter of resignation, including whether to recommend to the Board of Directors that the director cease participation on one or more committees or that the director not be re-nominated to the Board of Directors;
- (I) to establish procedures, as contemplated by Section 1(h) of the Company's Corporate Governance Principles, for any director who is not elected in an uncontested election at an annual meeting of stockholders to tender his or her resignation, taking into consideration all factors believed to be relevant by the Nominating/Corporate Governance Committee, and, if appropriate, to recommend whether the Board of Directors should fill a vacancy or reduce the size of the Board following a director's resignation pursuant to this process;
- (J) to review related person transactions, and where the Nominating/Corporate Governance Committee determines in its business judgment that a particular transaction is in the best interests of the Company, to recommend such transaction for approval or ratification by the Board of Directors; and
- (K) to assist the Board of Directors in reassessing the appropriateness of the existing leadership structure of the Board of Directors, as warranted, including following changes in management, board composition or in the nature, scope or complexity of the Company's operations.

Authority and Funding.

The Nominating/Corporate Governance 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 Nominating/Corporate Governance Committee shall have the sole authority to engage and terminate the engagement of any search firm used to identify director-candidates (including sole authority to approve the search firm's fees and other retention terms), and such other advisers, experts and consultants, as it determines necessary to carry out its duties and responsibilities.

The officers of the Company shall provide and make available to the Nominating/Corporate Governance 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 Nominating/Corporate Governance Committee pursuant to the foregoing paragraph.

Meetings and Reporting.

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

Processes.

In carrying out its responsibilities, the Nominating/Corporate Governance 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 Nominating/Corporate Governance Committee.