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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM SD**

**SPECIALIZED DISCLOSURE REPORT**

**TIFFANY & CO.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**Commission File No. 001-9494**

**13-3228013**  
(I.R.S. Employer  
Identification No.)

**727 Fifth Avenue, New York, New York 10022**  
(Address of Principal Executive Offices and Zip Code)

**Leigh M. Harlan**  
**Senior Vice President - Secretary and General Counsel**  
**(212) 755-8000**  
(Name and telephone number, including area code, of  
the person to contact in connection with this report)

Check the appropriate box to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1), for the reporting period from January 1 to December 31, 2018.

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## **Section 1 - Conflict Minerals Disclosure**

### **Item 1.01 Conflict Minerals Disclosure and Report**

Tiffany & Co. is a holding company that conducts business through its subsidiary companies (collectively, the “Company”). Through these subsidiaries, the Company sells jewelry and other items that it manufactures or contracts with third parties to manufacture to its specifications. The Company’s principal product category is jewelry, which represented 92% of worldwide net sales in the twelve-month period ended January 31, 2019 (“fiscal 2018”). Other finished goods sold by the Company include timepieces, leather goods, sterling silver goods (other than jewelry), china, crystal, stationery, eyewear, fragrances and other accessories, which represented, in total, 7% of worldwide net sales in fiscal 2018.

In fiscal 2018, approximately 60% of the jewelry sold by the Company was produced in Company-owned manufacturing facilities. The balance, and almost all non-jewelry items, were manufactured by third-party manufacturers to the Company’s specifications.

Approximately 97% of the gold used in the Company’s internally manufactured finished goods in fiscal 2018 was sourced directly by the Company from one mine and three refiners on the London Bullion Market Association Good Delivery List, each of which is located in the United States or Canada. The remaining 3% consisted of gold purchased directly by Company vendors from sources other than the Company for use in specialized components manufactured by such vendors and sold to the Company for use in the Company’s internally manufactured finished goods. The Company did not purchase raw tin, tantalum or tungsten for use in its internal manufacturing facilities; however, components purchased by the Company for use in internal manufacturing may contain these minerals.

The Company purchases finished goods from its third-party manufacturers. The Company purchases raw materials, components and fabricated materials used in Company-owned manufacturing facilities and, in some cases, by the third-party manufacturers, from vendors. The Company generally has long-term stable relationships with these third-party manufacturers and suppliers (collectively referred to herein as “vendors”). Vendor relationships are actively managed through a variety of channels, such as vendor contracts, vendor questionnaires, the Company’s Vendor Manual, which is an educational and training tool and mandate for vendors, and the Company’s Social Accountability Program, which supports vendor compliance with the Company’s Supplier Code of Conduct and incorporates Company risk assessments, vendor self-assessments and external audits of vendors. Information on the Social Accountability Program can be found at <https://www.tiffany.com/sustainability>.

In this report, the term “applicable products” is used to refer to gold and other raw materials and to components and fabricated materials that are, in each case, purchased from vendors to be used in the Company’s internal manufacturing as well as to finished goods that are purchased from third-party manufacturers for sale by the Company. The finished goods products that the Company ultimately sells to its customers (whether internally manufactured by the Company or purchased by the Company as finished goods from third-party manufacturers) are referred to herein as “finished goods.”

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## **Conflict Minerals Disclosure**

This Form SD is filed pursuant to Rule 13p-1 promulgated under the Securities Exchange Act of 1934, as amended (“Rule 13p-1”), for the reporting period January 1, 2018 to December 31, 2018. A copy of Tiffany & Co.’s Conflict Minerals Report (the “Conflict Minerals Report”) is provided as Exhibit 1.01 to this Form SD, and is publicly available together with this Form SD at <https://investor.tiffany.com/corporate-governance>. As Rule 13p-1 requires registrants to report certain information with respect to Conflict Minerals (as defined below) that are necessary to the functionality or production of products that they manufacture or contract to be manufactured, references herein to Conflict Minerals being in, contained in, used in, used on, supplied for use with or introduced into the Company’s applicable products, finished goods, Covered Products, or product categories shall be deemed to refer to those Conflict Minerals that are necessary to the functionality or production of such items.

### *Product Review*

During 2018, the Company reviewed the finished goods that it manufactures either internally or pursuant to arrangements with third-party manufacturers (the “product review”). The objective of the product review was to identify finished goods that the Company manufactures or contracts to manufacture that may contain one or more of the following: the minerals gold, columbite-tantalite (coltan), cassiterite, or wolframite, or their derivatives tantalum, tin, and tungsten (the “Conflict Minerals”).

The product review was managed by the Company’s Conflict Minerals compliance program office (the “Program Office”) and was supported by a working group composed of representatives from departments across the Company, including finished goods development, global procurement, manufacturing, strategic sourcing, quality management, after sales service, and specific finished goods teams (the “Working Group”).

The Working Group consulted with product specialists throughout the Company who had in-depth knowledge with regard to specific categories of finished goods and the manufacturing of those goods. The product review covered all categories of finished goods sold by the Company and was designed to identify all finished goods manufactured in 2018 that were likely to contain Conflict Minerals.

The Company also considered the impact on finished goods of services provided by independent third-party repair service providers (the “service providers”). These service providers primarily perform after-sale service on customer-owned merchandise. However, the service providers may also, on occasion, perform alterations to finished goods in connection with an initial sale at the request of a customer (e.g., ring sizing) or perform repairs on damaged stock inventory, as needed. These services, to the extent that they involve augmentation of finished goods (e.g., through the addition of metal for sizing or the use of solder for repair), represent a distinct phase of the finished goods lifecycle. In conducting the product review, the Program Office and Working Group evaluated the Company’s finished goods at two points in that lifecycle, considering whether (1) the finished goods may have contained Conflict Minerals as a result of the manufacturing process (e.g., at the time the manufactured finished goods entered the Company’s inventory) and (2) Conflict Minerals may have been introduced into the finished goods after they had entered the Company’s inventory, as a result of pre-sale or concurrent-with-sale repairs and alterations.<sup>1</sup>

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<sup>1</sup> The Company notes that Exchange Act Rel. 34-67716, effective November 13, 2012, which adopted Rule 13p-1, states that the Securities and Exchange Commission does not consider “an issuer that only services, maintains, or

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### Form and Scope of Vendor Inquiries

Based on the product review, 171 vendors and service providers were identified as likely to supply the Company with applicable products in 2018 that were likely to contain Conflict Minerals. Requests to complete the Company's Conflict Minerals survey were sent to these 171 vendors and service providers. A limited number of these vendors and service providers were permitted to certify the continuing applicability, completeness and accuracy of the information provided in response to the Company's 2017 Conflict Minerals survey, rather than complete a new survey. The survey and these certifications are referred to collectively in this Form SD and the Conflict Minerals Report as the Company's Conflict Minerals documentation.

The objective of the Company's Conflict Minerals documentation was to confirm whether Conflict Minerals were contained in the applicable products supplied or to be supplied by the vendors, or were likely to be introduced into the finished goods through pre-sale or concurrent-with-sale repairs and alterations, and, if so, whether those Conflict Minerals originated in the Democratic Republic of the Congo or in a country that shares an internationally recognized border with the Democratic Republic of the Congo (the "Covered Countries") or were from scrap or recycled sources.

The Conflict Minerals survey used by the Company in 2017 and 2018 was based on the conflict minerals reporting template developed by the Responsible Minerals Initiative (the "Conflict Minerals Reporting Template" or "CMRT"). However, in creating the survey, the Program Office made certain modifications to the CMRT to tailor it to the specific nature of the Company's supply chain. The Company's survey also included an inquiry as to which smelters or refiners process the Conflict Minerals used by vendors and services providers in the applicable products. This inquiry was included to enable the Company to determine whether the Conflict Minerals used by vendors and service providers originated with smelters or refiners that have: (a) received a "Conformant" designation from the Responsible Minerals Assurance Process of the Responsible Minerals Initiative; (b) been included on the "Good Delivery" list of the London Bullion Market Association; (c) been certified pursuant to the Responsible Jewellery Council's Chain-of-Custody Standard; and/or (d) obtained an independent private sector audit that is publicly available. In this report, the term "Three Conflict-Free Smelter Programs" is used to refer collectively to the process, list and standard in (a) through (c) above.

After additional internal analysis, preliminary communications with vendors and service providers, and review of completed documentation, the Program Office determined that 149 of the 171 vendors and service providers either provided applicable products to the Company that contained Conflict Minerals that had entered the Company's supply chain after January 31, 2013 to be used in the manufacture of the Company's finished goods in 2018, or had provided pre-sale or concurrent-with-sale repairs and alterations in 2018 that might have introduced Conflict Minerals into the Company's finished goods. Accordingly, the Program Office determined that these 149 vendors

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repairs a product containing conflict minerals to be 'manufacturing' a product[.]' While the Company does not "only" service, maintain, or repair products, the Company considers its manufacturing process to be complete at the time finished goods enter the Company's inventory for sale to customers. Nonetheless, in an effort to more fully understand the potential impact of Conflict Minerals on the finished goods sold to customers, the Program Office included pre-sale and concurrent-with-sale repairs and alterations in the scope of the product review and included the service providers that provide or support such services within the scope of its reasonable country of origin inquiry and its due diligence, as discussed in more detail in Exhibit 1.01. After-sale service on customer-owned merchandise was also determined to be outside the scope of the reasonable country of origin inquiry because such service was in no way part of the manufacturing process.

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and service providers (the “RCOI vendors”) should be included within the scope of the Company’s reasonable country of origin inquiry.

#### Reasonable Country of Origin Inquiry

All 149 of the RCOI vendors completed the Company’s Conflict Minerals documentation. Based on their responses and the product review, the Program Office confirmed that, in 2018, 145 of the 149 RCOI vendors (approximately 97%) provided the Company with applicable products that contained gold, 12 of the 149 RCOI vendors (approximately 8%) provided the Company with applicable products that contained tin or tungsten, and none of the RCOI vendors provided the Company with applicable products that contained tantalum.

The Program Office reviewed the RCOI vendor responses to determine whether they were complete and internally consistent. With respect to any RCOI vendor who identified a source other than a smelter or refiner (i.e., an intermediate source) as the source of the Conflict Minerals that the applicable RCOI vendor supplied to the Company or used to alter or repair the Company’s finished goods, the Program Office engaged with that intermediate source to seek to identify the smelter or refiner that processed the Conflict Minerals in the relevant applicable products. The Program Office ultimately identified at least one smelter or refiner as the source of the Conflict Minerals in each applicable product supplied to the Company, or used to alter or repair the Company’s finished goods, by the RCOI vendors.

Logical tests were then applied to evaluate whether the responses in the Conflict Minerals documentation provided by the RCOI vendors could be considered to be reasonably reliable and free of red flags that would cast doubt on the origin of the Conflict Minerals (the “red flag review”). The red flag review included, for example, tests such as: (i) confirming whether the smelters or refiners identified by the RCOI vendors (or by the intermediate sources) were among those designated or certified by, or included in, one or more of the Three Conflict-Free Smelter Programs or had obtained an independent private sector audit that is publicly available, (ii) cross-checking the responses of RCOI vendors that identified common suppliers that were not smelters or refiners, (iii) reviewing other information known by the Company with regard to the RCOI vendors, including the results of previous Social Accountability Program risk assessments and vendor audits, and (iv) reviewing the geographic proximity of RCOI vendors to their identified smelters or refiners and mine sources.

As a result of the red flag review, the Program Office identified certain RCOI vendors that required additional inquiry and further engaged directly with those RCOI vendors.

In evaluating the reliability and reasonableness of the vendor responses and, where applicable, the additional information provided by the RCOI vendors, and in reaching the conclusions set forth below, the Program Office considered the RCOI vendors’ familiarity with their supply chains, which was evidenced by their ability to identify at least one smelter or refiner as the source of any Conflict Minerals that the applicable RCOI vendor supplied to the Company or used to alter or repair the Company’s finished goods. Further, the Program Office was able to conduct an additional check of the reliability of the representations made by any RCOI vendor that identified as its source of Conflict Minerals a supplier to it that was also a direct vendor to the Company.

Finally, in evaluating the reasonableness of the information provided by the RCOI vendors as to the source of gold contained in their applicable products, or potentially introduced by them through pre-sale or concurrent-with-sale repairs and alterations, the Program Office noted that recent estimates

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indicate that only approximately 3% of the world's gold mine production occurs in the Covered Countries.<sup>2</sup>

#### *Oversight of the Company's Conflict Minerals Compliance and Reporting Process*

The Company's Conflict Minerals Program Steering Committee (the "Steering Committee") included members of the Company's management and other employees from the following departments: manufacturing, global procurement, legal, internal audit, finance, global sustainability, quality management and after sales service. The Steering Committee received periodic progress reports on, and exercised an oversight function with respect to, the Company's Conflict Minerals compliance process, including the product review, reasonable country of origin inquiry, red flag review, and preparation of this Form SD and the Conflict Minerals Report. The Audit Committee of the Board of Directors of Tiffany & Co. also received a report on the compliance process and exercised an oversight function with respect to the filing of this Form SD and the Conflict Minerals Report.

#### *Conclusions from Reasonable Country of Origin Inquiry*

Based on the Company's reasonable country of origin inquiry, the Company has determined that it has no reason to believe that Conflict Minerals used in the following finished goods product categories may have originated in the Covered Countries:

- brooches/clips
- charms
- fragrance
- key rings
- leather accessories
- personal accessories (e.g., shirt studs, cuff links and writing instruments)
- recognition awards
- sundries (e.g., earring backs, clasps and other replacements and components sold independently to customers for post-sale customer service support)
- timepieces

Additionally, based on its reasonable country of origin inquiry, the Company has determined that it has no reason to believe that any Conflict Minerals used by any service provider in pre-sale or concurrent-with-sale repairs and alterations on the Company's finished goods may have originated in the Covered Countries.

However, for seven categories of finished goods—bracelets, earrings, eyewear, flatware, necklaces and pendants, rings, and table accessories (e.g., trays, vases, dinnerware, frames and candlesticks)—the Company has determined that the responses obtained in the Company's Conflict Minerals documentation were insufficient to form the basis for a reasonable belief that none of the Conflict Minerals necessary to the functionality or production of the finished goods in those categories

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<sup>2</sup>U.S. Geological Survey 2016 Minerals Yearbook [Advance Release].

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originated in a Covered Country. The Company has therefore exercised due diligence on the source and chain of custody of these Conflict Minerals as described in the Conflict Minerals Report.

**Item 1.02**

A copy of the Conflict Minerals Report is provided as Exhibit 1.01 to this Form SD. A copy of the Conflict Minerals Report together with this Form SD is publicly available at <https://investor.tiffany.com/corporate-governance>.

**Section 2 - Exhibits**

**Item 2.01 Exhibits**

The following exhibit is filed as part of this report:

**Exhibit No.   Description**

[1.01](#)   [Conflict Minerals Report of Tiffany & Co.](#)

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned on May 24, 2019.

TIFFANY & CO.  
(Registrant)

By:

/s/ Alessandro Bogliolo

Alessandro Bogliolo

Chief Executive Officer



**TIFFANY & CO.**  
**CONFLICT MINERALS REPORT**

This Conflict Minerals Report of Tiffany & Co. and its subsidiary companies (collectively, the “Company”) has been prepared pursuant to Rule 13p-1 promulgated under the Securities Exchange Act of 1934, as amended (“Rule 13p-1”), for the reporting period January 1, 2018 to December 31, 2018.

Rule 13p-1 and Form SD set forth certain disclosure requirements regarding products that companies manufacture, or contract to manufacture, when: (a) those products contain one or more of the minerals gold, columbite-tantalite (coltan), cassiterite, or wolframite, or their derivatives tantalum, tin, and tungsten (the “Conflict Minerals”), excepting Conflict Minerals that, prior to January 31, 2013, were outside the supply chain; (b) those Conflict Minerals are necessary to the functionality or production of those products; and (c) those Conflict Minerals originated in the Democratic Republic of the Congo or in a country that shares an internationally recognized border with the Democratic Republic of the Congo (the “Covered Countries”).

As Rule 13p-1 requires registrants to report certain information with respect to Conflict Minerals that are necessary to the functionality or production of products that they manufacture or contract to be manufactured, references herein to Conflict Minerals being in, contained in, used in, used on, supplied for use with or introduced into the Company’s applicable products, finished goods, Covered Products, or product categories shall be deemed to refer to those Conflict Minerals that are necessary to the functionality or production of such items.

**Section 1. Introduction**

This Conflict Minerals Report provides a description of the measures that the Company has taken to exercise due diligence with respect to the Conflict Minerals contained in the finished goods that it manufactured either internally (“directly”) or pursuant to procurement arrangements with third-party manufacturers (“indirectly”) during 2018.

The objective of the Company’s due diligence measures was to identify the source and chain of custody of the Conflict Minerals used in finished goods manufactured directly or indirectly by the Company during 2018.

The finished goods that were the focus of the Company’s due diligence measures were those that, at the time they entered the Company’s inventory for sale to the Company’s customers, contained one or more Conflict Minerals that were supplied to the Company by a vendor whose responses to the Company’s sourcing inquiries were insufficient to form the basis for a reasonable belief that none of those Conflict Minerals originated in a Covered Country.

These finished goods are collectively referred to as the “Covered Products” for the purposes of this Conflict Minerals Report. In this Conflict Minerals Report, third-party manufacturers who supply the Company with finished goods and vendors who supply the Company with raw

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materials, components and fabricated materials used in the Company's internal manufacturing are referred to collectively as "vendors."

Based on the results of the Company's due diligence efforts described herein, with respect to the following seven product categories (which are composed of the Covered Products), the Company was unable to determine whether the Conflict Minerals contained in the products in such product categories in 2018 originated in the Covered Countries or financed or benefited armed groups in those countries:

- bracelets
- earrings
- eyewear
- flatware
- necklaces and pendants
- rings
- table accessories (e.g., trays, vases, dinnerware, frames and candlesticks)

## **Section 2. Design of the Company's Due Diligence Measures**

The Company designed its due diligence measures to conform in all material respects with the framework set forth in the Organisation for Economic Co-operation and Development Due Diligence Guidance for Responsible Supply Chain of Minerals from Conflict-Affected and High Risk Areas (Second Edition), including the related supplements on gold, tin, tantalum and tungsten (collectively, "OECD Due Diligence Guidance").

Summarized below are the design components of the Company's Conflict Minerals compliance process as they relate to the five-step framework from the OECD Due Diligence Guidance and the Company's position in the minerals supply chain as a "downstream" company:

### Step 1. The Establishment of Strong Management Systems

- a) In 2014, the Board of Directors of Tiffany & Co. (the "Board") adopted a Conflict Minerals policy, which, among other provisions, sets forth the Company's expectations that its vendors and service providers will source Conflict Minerals that have been processed by a smelter or refiner that has obtained a "conflict-free" designation by a recognized industry group that requires an independent private sector audit or from an individual processing facility that has obtained an independent private sector audit that is publicly available. Such smelters and refiners include those that (a) received a "Conformant" designation from the Responsible Minerals Assurance Process of the Responsible Minerals Initiative; (b) are included on the "Good Delivery" list of the London Bullion Market Association; and/or (c) are certified pursuant to the Responsible Jewellery Council's Chain-of-Custody Standard. In this Conflict Minerals Report, the term "Three Conflict-Free Smelter Programs" is used to refer collectively to the process,
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list and standard described in the preceding sentence.

The Conflict Minerals policy also details the Company's expectations that its vendors and service providers complete annual training on the policy and annually submit Conflict Minerals documentation (as defined below).

- b) The Company's Director of Compliance and Privacy leads the Company's Conflict Minerals compliance process, and is the senior member of the Company's Conflict Minerals program office (the "Program Office"), which exists within the Legal Department's Compliance and Privacy Team. The Program Office facilitates the Company's Conflict Minerals compliance activities, including the Company's approach to due diligence on the source and chain of custody of the Conflict Minerals contained in the Covered Products.

The Company also has a Conflict Minerals Steering Committee (the "Steering Committee"), which includes members of the Company's management and other employees from the following departments: manufacturing, global procurement, legal, internal audit, finance, global sustainability, and after sales service. The Steering Committee meets regularly to receive progress reports on, and to exercise an oversight function with respect to, the Company's Conflict Minerals compliance process, including the product review and reasonable country of origin inquiry, each as described in Tiffany & Co.'s Form SD (the "Form SD") as well as the red flag review and the preparation of the Form SD and this Conflict Minerals Report.

The Company's Conflict Minerals compliance process is further supported by a working group composed of representatives from departments across the Company, including finished goods development, global procurement, manufacturing, strategic sourcing, quality management, after sales service, and specific finished goods teams (the "Working Group"). The Working Group assists the Program Office in identifying the vendors and service providers that are potential sources of raw materials, components, fabricated materials and finished goods that are likely to contain Conflict Minerals. The Working Group also assists the Program Office with providing training and other communications to vendors regarding the Conflict Minerals compliance process.

The Audit Committee of the Board also receives a report on the compliance process and exercises an oversight function with respect to the filing of the Form SD and this Conflict Minerals Report.

- c) The Company requests and obtains information from its vendors and service providers regarding the use and origin of Conflict Minerals in raw materials, components, fabricated materials and finished goods (collectively "applicable products") supplied to the Company or used in pre-sale and concurrent-with-sale repairs and alterations through a survey that incorporates questions set forth in the conflict minerals reporting template developed by the Responsible Minerals Initiative and other questions deemed relevant due to the nature of the Company's supply chain. While each vendor and service provider is asked to complete the full survey each year, the Company occasionally grants a limited
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exception to permit vendors and service providers that completed a survey in the immediately preceding year to instead certify the continuing applicability, completeness and accuracy of the information provided in response to such previous survey. The survey and these certifications are referred to collectively in this Conflict Minerals Report as the Company's Conflict Minerals documentation. The Program Office manages the documentation process, consolidates the Company's Conflict Minerals compliance information, and provides management reporting to implement a system of supply chain controls and transparency.

The Company's Conflict Mineral due diligence documentation is subject to the Company's document retention policy, which mandates a five-year retention period for documents pertaining to the Company's Conflict Minerals compliance process.

- d) The Company's vendor contracts and its onboarding documentation for vendors and services providers include information about the Company's Conflict Minerals policy and compliance expectations. Additionally, training is provided annually to vendors and service providers to educate them about Conflict Minerals and the Company's Conflict Minerals policy.
- e) The Company has a Company-level grievance mechanism that provides a means for parties to report concerns about Conflict Minerals sourcing matters. It is included in the Company's Conflict Minerals policy provided to vendors and service providers.

## Step 2. Identification and Assessment of Risk in the Company's Supply Chain

- a) The Program Office identifies the risk that Conflict Minerals are contained in the Company's finished goods at two points in the finished goods lifecycle, considering whether (1) the finished goods may contain Conflict Minerals as a result of the manufacturing process (e.g., at the time the manufactured finished goods enter the Company's inventory) and (2) Conflict Minerals may be introduced into the finished goods, after they had entered the Company's inventory, as a result of pre-sale or concurrent-with-sale repairs and alterations.<sup>1</sup>

During the annual Conflict Minerals compliance process, the Program Office, with support from the Working Group, identifies the vendors and service providers that are likely to supply the Company with applicable products that are likely to contain Conflict Minerals. The Company then disseminates the Company's Conflict Minerals documentation to these vendors and service providers. That documentation is designed to provide information with regard to the country of origin of, and the identity of the

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<sup>1</sup>The Company considers the impact on its finished goods of services provided by independent third-party repair service providers (the "service providers"). These service providers primarily perform after-sale service on customer-owned merchandise. However, the service providers may also, on occasion, perform alterations to finished goods in connection with an initial sale at the request of a customer (e.g., ring sizing) or perform repairs on damaged stock inventory, as needed. These services, to the extent that they involve augmentation of finished goods (e.g., through the addition of metal for sizing or the use of solder for repair), represent a distinct phase of the finished goods lifecycle.

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smelters and refiners that process, the Conflict Minerals contained in the Company's finished goods. If a vendor or service provider identifies in its documentation response a source of Conflict Minerals that is not a smelter or refiner, the Program Office engages with that source, either directly or through the vendor or service provider, to seek to identify the applicable smelters or refiners.

- b) The Program Office analyzes the results of the Conflict Minerals documentation to assess the risk that the sourcing of the Conflict Minerals contained in the Company's finished goods may have directly or indirectly financed armed groups in the Covered Countries. As part of the analysis, the Program Office evaluates the country of origin information provided by the vendors and service providers. In addition, the smelters and refiners identified through the survey process as the source of any Conflict Minerals contained in the applicable products are evaluated for designation or certification by, or inclusion in, one or more of the Three Conflict-Free Smelter Programs and/or to confirm whether such smelters and refiners had obtained an independent private sector audit that was publicly available.

The Company reviews each vendor response for completeness and internal consistency and to determine the reliability and reasonableness of the information provided through the application of certain logical tests (the "red flag review").<sup>2</sup> The Company then engages further with vendors and service providers who, on the basis of the red flag review, are identified as requiring further inquiry. Any vendor or service provider who provides applicable products containing Conflict Minerals that are processed by a smelter or refiner that is not among those designated or certified by, or included in, one or more of the Three Conflict-Free Smelter Programs, or which has not obtained an independent private sector audit that is publicly available, is included among those requiring further inquiry. In addition, any vendor or service provider who identified as the source of Conflict Minerals any supplier other than a smelter or refiner is included among those requiring further inquiry.

In performing its risk assessment, the Company recognizes that it may not receive a survey response from all applicable vendors and service providers and that, in the absence of a response, it may be the case that a non-responsive vendor or service provider introduced Conflict Minerals that originated in a Covered Country into the Company's finished goods. Further, the Company notes that, with respect to those vendors and service providers that do provide responses, the sourcing information provided may, in some cases, be insufficient for the Company to form the basis for a reasonable belief that none of the Conflict Minerals contained in the applicable products provided by such

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<sup>2</sup>The red flag review includes, for example, tests such as: (i) confirming whether the smelters or refiners identified in the survey process are among those designated or certified by, or included in, one or more of the Three Conflict-Free Smelter Programs or had obtained an independent private sector audit that is publicly available, (ii) cross-checking the responses of RCOI vendors that identify common suppliers that are not smelters or refiners, (iii) reviewing other information known by the Company with regard to the RCOI vendors, including the results of previous Social Accountability Program risk assessments and vendor audits, and (iv) reviewing the geographic proximity of RCOI vendors to their identified smelters or refiners and mine sources.

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vendors or introduced by such service providers could have originated in the Covered Countries. The Program Office acknowledges the potential risk introduced by these non-responsive vendors and service providers and by those that respond but provide insufficient sourcing information (collectively, the “Designated Vendors”) and identifies these Designated Vendors for further diligence and inclusion in the Company’s Conflict Minerals risk management plan.

Step 3. Design and Implementation of Strategies to Respond to Identified Risks

- a) The Steering Committee is kept apprised of the risk assessment process and outcome, and the underlying circumstances that result in Designated Vendors being subject to due diligence, through regular updates, and reviews and discusses these matters during Steering Committee meetings.
  - b) As part of its effort to mitigate the risk that the sourcing of Conflict Minerals used in the Company’s finished goods may have directly or indirectly financed armed groups in the Covered Countries, the Company established Designated Vendor response protocols to guide its response to any identified risk. These protocols are defined within the Company’s overall Conflict Minerals risk management plan and include, for example, processes for escalation to the Company’s management of certain vendor information as well as processes for the implementation of corrective action plans for vendors. In addition to these protocols, which focus on risks related to Designated Vendors, the Company more generally manages Conflict Minerals-related risks in its supply chain by working with the vendors and service providers identified as likely to provide the Company with Conflict Minerals to improve their Conflict Minerals chain of custody information and to further educate them about Conflict Minerals and the Company’s Conflict Minerals policy and compliance process.
  - c) The Program Office implements the Company’s Conflict Minerals training procedures and its vendor response protocols. Among the Program Office’s specific responsibilities are the creation of educational materials, the tracking and documentation of communications with vendors and the planning and management of risk mitigation efforts, including corrective action plans. From time to time, the Company’s management may determine that, in light of business and compliance considerations, it is no longer in the Company’s best interest to continue working with certain vendors and service providers.
  - d) The Company recognizes that additional risk exists when new vendors and service providers are being selected and engaged as well as when circumstances change with respect to existing vendors and service providers. To mitigate such risk, the Company undertakes additional fact and risk assessments with potential new vendors and service providers as well as those who have undergone changes of control or material changes in operations or who have been subject to other changes in circumstance that are likely to alter their Conflict Minerals-related risk profile.
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#### Step 4. Independent Third-Party Audits of Company's Supply Chain

In light of the Company's position in the supply chain and consistent with the *Statement on the Effect of the Recent Court of Appeals Decision on the Conflict Minerals Rule*, made public by the Securities and Exchange Commission on April 29, 2014, the Company does not conduct or commission independent third-party audits of the smelters and refiners from which its vendors and service providers source Conflict Minerals. However, as discussed above, the Company's Conflict Minerals compliance process relies on certain industry initiatives, such as the Three Conflict-Free Smelter Programs, for independent third-party audit information.

The Company also supports independent third-party audits of smelters and refiners through its membership with the Responsible Minerals Initiative.

#### Step 5. Reporting on Supply Chain Due Diligence

Tiffany & Co. provides a public report of its due diligence measures with regard to the sourcing of Conflict Minerals. A copy of this report is available at <https://investor.tiffany.com/corporate-governance>.

Pursuant to Rule 13p-1, Tiffany & Co. prepares and submits a Conflict Minerals Report each year.

Additional information on the Company's responsible sourcing practices is available at <https://www.tiffany.com/sustainability/>.

### **Section 3. Due Diligence Measures Performed by the Company**

The Company's due diligence measures performed for the Covered Products in calendar year 2018 included the following activities:

- The Program Office, with support from the Working Group, identified 171 vendors and service providers that were likely to supply the Company with applicable products that likely contained Conflict Minerals. The Program Office sent the Company's Conflict Minerals survey to these 171 vendors and service providers. A limited number of these vendors and service providers were permitted to certify the continuing applicability, completeness and accuracy of the information provided in response to the Company's 2017 Conflict Minerals survey, rather than complete a new survey.
  - The Company's 2017 and 2018 Conflict Minerals surveys incorporated questions set forth in the conflict minerals reporting template developed by the Responsible Minerals Initiative and other questions deemed relevant due to the nature of the Company's supply chain.
  - Through additional analysis and communications with vendors and service providers, the Program Office was able to confirm that 149 vendors and service providers ("RCOI Vendors") supplied the Company with applicable products that contained Conflict Minerals. The Company received completed Conflict Minerals documentation from all 149 RCOI vendors.
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- The Program Office reviewed the completed documentation, assessed the information provided, and evaluated the identified smelters and refiners for designation or certification by, or inclusion in, one or more of the Three-Conflict-Free Smelter Programs and/or to confirm whether such smelters and refiners had obtained an independent private sector audit that was publicly available. Each vendor response was analyzed for completeness and internal consistency and to determine the reliability and reasonableness of the information provided through the red flag review.
- The Company then engaged further with vendors and service providers who, on the basis of the red flag review, were identified as requiring further inquiry. This included any vendor or service provider who identified as the source of Conflict Minerals any supplier other than a smelter or refiner. It also included any vendor or service provider who identified a smelter or refiner that had not been designated or certified by, or included in, one or more of the Three-Conflict Free Smelter Programs or had not obtained an independent private sector audit that is publicly available.
- As a result of the risk assessment, the Company identified six Designated Vendors. The Program Office followed up with telephonic and/or written communications to the Designated Vendors to seek to determine the source and chain of custody of the Conflict Minerals used by these vendors. The information received from these vendors is reflected in this Conflict Minerals Report.
- The Steering Committee received five updates, in which the Program Office reported on the Company's Conflict Minerals compliance process, including the product review, reasonable country of origin inquiry, red flag review and due diligence.
- The Program Office prepared, with the assistance of the Steering Committee, the Form SD and this Conflict Minerals Report.
- The Audit Committee of the Board reviewed and discussed a report summarizing the Company's Conflict Minerals compliance findings and the Form SD and this Conflict Minerals Report.
- While the Company did not conduct or commission independent third-party audits of the smelters and refiners from which its vendors and service providers source Conflict Minerals, as discussed above, the Company's Conflict Minerals compliance process relied on certain industry initiatives, such as the Three Conflict-Free Smelter Programs, for independent third-party audit information.
- The Program Office, with support from the Working Group, distributed Conflict Minerals training and the Company's Conflict Minerals policy to the vendors and service providers who were likely to supply the Company with applicable products that were likely to contain Conflict Minerals. The training and policy were translated into these vendors' and service providers' preferred languages.
- With the preparation and submission of this Conflict Minerals Report, the Company has provided a public report of its due diligence measures with regard to the sourcing of Conflict Minerals. A copy of this report is available at <https://investor.tiffany.com/corporate-governance>.

#### **Section 4. Product Categorization; Result of Due Diligence**

Based on the information provided by vendors for 2018, and after exercising the due diligence measures described above, the Company could not, with respect to six vendors who supplied the

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Company with Conflict Minerals used in Covered Products in 2018, form the basis for a reasonable belief that none of those Conflict Minerals originated in a Covered Country.

With respect to three of these six vendors, the Company was unable to form such a basis because some of the solder that was used to manufacture certain of the Company’s bracelets, earrings, necklaces and pendants, and rings may have contained tin that originated in a Covered Country. The solder containing such tin was used in less than 1% of all jewelry products in the Company’s inventory in 2018, and, for those products that did contain such solder, the tin at issue accounted for less than 6% of the total solder weight of any such product. The RCOI vendors who were the direct source to the Company of this solder have provided a representation to the Company that all tin used by such RCOI vendors was processed by a smelter that was designated, certified by, or included in one or more of the Three-Conflict Free Smelter Programs. However, the Company has been unable to confirm the identity of the specific smelter that processed the tin used in the solder supplied to the Company, and, as such, the Company has not been able to determine the mine of origin for such tin through its due diligence process. Accordingly, the Company cannot confirm that such tin did not originate in a Covered Country.

The remaining three vendors supplied Conflict Minerals used in certain of the Company’s eyewear, flatware and table accessories products. With respect to such product categories, the Company was unable to confirm the identity of the specific smelter or refiner that processed the gold and/or tin contained in such products from among the smelters and refiners identified by the RCOI vendors as sources to such RCOI vendors, and, in the case of eyewear, was further unable to confirm that there were not additional smelters or refiners beyond those identified by the applicable RCOI vendor in its Conflict Minerals documentation.

As a result of the above, and the Company’s further inability to ascertain whether the underlying Conflict Minerals may have directly or indirectly financed armed groups in the Covered Countries, the Company was unable to determine whether the Covered Products containing those Conflict Minerals qualify as “DRC Conflict Free,” as defined under Rule 13p-1.

The smelters and refiners that were identified through the Company’s due diligence process for the bracelets, earrings, eyewear, flatware, necklaces and pendants, rings, and table accessories product categories are listed below:

<b>Metal</b>	<b>Smelters or Refiners Facility Name</b>	<b>Facility Location</b>
Gold	8853 S.p.A.*	Italy
Gold	Advanced Chemical Company*	United States
Gold	Allgemeine Gold-und Silberscheideanstalt A.G.*	Germany
Gold	Argor-Heraeus S.A.*	Switzerland
Gold	Asahi Refining Canada Ltd.*	Canada
Gold	Asahi Refining USA Inc.*	United States
Gold	Aurubis AG*	Germany
Gold	Bauer-Walser AG*	Germany
Gold	C. Hafner GmbH + Co. KG*	Germany
Gold	Chimet S.p.A.*	Italy
Gold	Federal Refining, Inc.	United States
Gold	Gold Depot	United States
Gold	Heimerle + Meule GmbH*	Germany
Gold	Heraeus Metals Hong Kong Ltd.*	China

Gold	Heraeus Precious Metals GmbH & Co. KG*	Germany
Gold	Hilderbrand & Cle S.A.*	Switzerland
Gold	Italpreziosi*	Italy
Gold	Kennecott Utah Copper LLC*	United States
Gold	Marsam Metals*	Brazil
Gold	Matsudo Sangyo Co., Ltd.*	Japan
Gold	Metalor Technologies (Hong Kong) Ltd.*	China
Gold	Metalor Technologies (Singapore) Pte., Ltd.*	Singapore
Gold	Metalor Technologies (Suzhou) Ltd.*	China
Gold	Metalor Technologies S.A.*	Switzerland
Gold	Metalor USA Refining Corporation*	United States
Gold	Metalurgica Met-Mex Penoles S.A. De C.V.*	Mexico
Gold	Mitsubishi Materials Corporation*	Japan
Gold	PAMP S.A.*	Switzerland
Gold	Pease & Curren	United States
Gold	Progold S.p.A.*	Italy
Gold	PX Precinox S.A.*	Switzerland
Gold	Republic Metals Corporation†	United States
Gold	Royal Canadian Mint*	Canada
Gold	SAAMP*	France
Gold	Safimet S.p.A.*	Italy
Gold	SEMPSA Joyeria Plateria S.A.*	Spain
Gold	T.C.A S.p.A.*	Italy
Gold	Tanaka Kikinzoku Kogyo K.K.*	Japan
Gold	Umicore Brasil Ltda.*	Brazil
Gold	United Precious Metal Refining, Inc.*	United States
Gold	Valcambi S.A.*	Switzerland
Gold	WIELAND Edelmetalle GmbH*	Germany
Tin	CV Ayi Jaya*	Indonesia
Tin	CV United Smelting*	Indonesia
Tin	CV Venus Inti Perkasa*	Indonesia
Tin	EM Vinto*	Bolivia
Tin	Fenix Metals*	Poland
Tin	Gejiu Non-Ferrous Metal Processing, Co., Ltd.*	China
Tin	Jiangxi New Nanshan Technology Ltd.*	China
Tin	Malaysia Smelting Corporation (MSC)*	Malaysia
Tin	Metallo Belgium N.V.*	Belgium
Tin	Metallo Spain S.L.U.*	Spain
Tin	Mineracao Taboca S.A.*	Brazil
Tin	Minsur*	Peru
Tin	Mitsubishi Materials Corporation*	Japan
Tin	Operaciones Metalurgical S.A.*	Bolivia
Tin	PT Aries Kencana Sejahtera*	Indonesia
Tin	PT ATD Makmur Mandiri Jaya*	Indonesia
Tin	PT Babel Inti Perkasa*	Indonesia
Tin	PT Bangka Prima Tin*	Indonesia
Tin	PT Bangka Tin Industry*	Indonesia
Tin	PT Belitung Industri Sejahtera*	Indonesia
Tin	PT Bukit Timah*	Indonesia
Tin	PT DS Jaya Abadi*	Indonesia
Tin	PT Eunindo Usaha Mandiri*	Indonesia
Tin	PT Inti Stania Prima*	Indonesia
Tin	PT Lautan Harmonis Sejahtera*	Indonesia
Tin	PT Menara Cipta Mulia*	Indonesia
Tin	PT Mitra Stania Prima*	Indonesia
Tin	PT Panca Mega Persada*	Indonesia
Tin	PT Prima Timah Utama*	Indonesia
Tin	PT Rajehan Ariq*	Indonesia
Tin	PT Refined Bangka Tin*	Indonesia
Tin	PT Sariwiguna Binasentosa*	Indonesia
Tin	PT Stanindo Inti Perkasa*	Indonesia
Tin	PT Sukses Inti Makmur*	Indonesia
Tin	PT Timah (Persero) Tbk Kundur*	Indonesia
Tin	PT Timah (Persero) Tbk Mentok*	Indonesia
Tin	PT Tinindo Inter Nusa*	Indonesia
Tin	Rui Da Hung*	Taiwan
Tin	Thaisarco*	Thailand
Tin	White Solder Metalurgia e Mineracao Ltda.*	Brazil
Tin	Yunnan Tin Company Limited*	China

\*Indicates smelters or refiners that have been designated or certified by, or included in, one or more of the Three Conflict-Free Smelter Programs as of January 1, 2019.

†Indicates smelters or refiners that had been designated or certified by, or included in, one or more of the Three Conflict-Free Smelter Programs until ceasing operations in 2018.



The Company's efforts to determine the mine of origin for the Conflict Minerals contained in the bracelets, earrings, eyewear, flatware, necklaces and pendants, rings, and table accessories, product categories consisted of the due diligence measures described in this Conflict Minerals Report. Despite these efforts, the Company does not have sufficient information to conclusively determine the countries of origin of the Conflict Minerals in these seven product categories or whether they originated from recycled or scrap sources. Based on the information provided by the Company's vendors and their direct suppliers, as well as from the Responsible Minerals Initiative and other sources, the Company believes that the countries of origin of the Conflict Minerals in these seven product categories may include, Australia, Benin, Bolivia, Brazil, Burundi, Canada, Chile, China, Colombia, Democratic Republic of the Congo, Ecuador, Eritrea, Ghana, Guinea, Guyana, Indonesia, Laos, Malaysia, Mali, Myanmar, Nicaragua, Niger, Nigeria, Peru, Portugal, Russia, Rwanda, Taiwan, Thailand, Togo, Uganda, United Kingdom, United States of America, and Venezuela, and may also include recycled or scrap sources.

#### **Section 5. Anticipated Future Actions**

In the coming year, the Company expects to continue to engage directly with its existing vendors and service providers, and any new vendors and service providers, to work to identify the source and chain of custody of Conflict Minerals contained in applicable products supplied to the Company or potentially introduced into finished goods as a result of pre-sale or concurrent-with-sale alterations and repairs, and to evaluate and manage any risk according to the activities described above in "Design of the Company's Due Diligence Measures."

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## Section 6. Independent Private Sector Audit

For the 2018 reporting period, consistent with the *Statement on the Effect of the Recent Court of Appeals Decision on the Conflict Minerals Rule*, made public by the Securities and Exchange Commission on April 29, 2014, the Company did not obtain an independent private sector audit.<sup>3</sup>

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<sup>3</sup><https://www.sec.gov/News/PublicStmt/Detail/PublicStmt/1370541681994>