

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2021 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2021 or fiscal plan year beginning <u>02/01/2021</u> and ending <u>01/31/2022</u>	
A	This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
	☒ a single-employer plan ☐ a DFE (specify) _____
B	This return/report is: ☐ the first return/report ☐ an amended return/report ☐ the final return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558 ☐ special extension (enter description) ☐ automatic extension ☐ the DFVC program
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II	Basic Plan Information—enter all requested information						
1a	Name of plan <u>TIFFANY & COMPANY EMPLOYEE P/S & RETIREMENT SAVINGS PLAN</u>						
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">1b</td> <td>Three-digit plan number (PN) ▶ <u>002</u></td> </tr> <tr> <td>1c</td> <td>Effective date of plan <u>02/01/1988</u></td> </tr> </table>	1b	Three-digit plan number (PN) ▶ <u>002</u>	1c	Effective date of plan <u>02/01/1988</u>		
1b	Three-digit plan number (PN) ▶ <u>002</u>						
1c	Effective date of plan <u>02/01/1988</u>						
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>TIFFANY AND COMPANY</u> <u>200 FIFTH AVENUE</u> <u>NEW YORK, NY 10010</u>						
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">2b</td> <td>Employer Identification Number (EIN) <u>13-1387680</u></td> </tr> <tr> <td>2c</td> <td>Plan Sponsor's telephone number <u>212-230-6600</u></td> </tr> <tr> <td>2d</td> <td>Business code (see instructions) <u>448310</u></td> </tr> </table>	2b	Employer Identification Number (EIN) <u>13-1387680</u>	2c	Plan Sponsor's telephone number <u>212-230-6600</u>	2d	Business code (see instructions) <u>448310</u>
2b	Employer Identification Number (EIN) <u>13-1387680</u>						
2c	Plan Sponsor's telephone number <u>212-230-6600</u>						
2d	Business code (see instructions) <u>448310</u>						

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/19/2022	MICHELLE THOMPSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2021)
v. 210624

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN	
		3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name		4b EIN 4d PN	
5 Total number of participants at the beginning of the plan year		5	6800
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).			
a(1) Total number of active participants at the beginning of the plan year.....		6a(1)	4669
a(2) Total number of active participants at the end of the plan year		6a(2)	5199
b Retired or separated participants receiving benefits.....		6b	3
c Other retired or separated participants entitled to future benefits		6c	2207
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	7409
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	0
f Total. Add lines 6d and 6e		6f	7409
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	6872
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	232
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3D 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2021 Form M-1 annual report. If the plan was not required to file the 2021 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2021 This Form is Open to Public Inspection
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For calendar plan year 2021 or fiscal plan year beginning 02/01/2021 and ending 01/31/2022		
A Name of plan TIFFANY & COMPANY EMPLOYEE P/S & RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 TIFFANY AND COMPANY	D Employer Identification Number (EIN) 13-1387680	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions	Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE & ANNUITY CO

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	074292	7409	02/01/2021	01/31/2022

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	0
5 Current value of plan's interest under this contract in separate accounts at year end.....	5	120569480

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier**6b****c** Premiums due but unpaid at the end of the year**6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.**6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee(3) ☐ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year**7b****c** Additions: (1) Contributions deposited during the year**7c(1)**

(2) Dividends and credits.....

7c(2)

(3) Interest credited during the year.....

7c(3)

(4) Transferred from separate account.....

7c(4)

(5) Other (specify below)

7c(5)

(6) Total additions

7c(6)**d** Total of balance and additions (add lines **7b** and **7c(6)**)**7d****e** Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year

7e(1)

(2) Administration charge made by carrier.....

7e(2)

(3) Transferred to separate account.....

7e(3)

(4) Other (specify below)

7e(4)

(5) Total deductions

7e(5)**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**)**7f**

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
b ☐ Dental
c ☐ Vision
d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
f ☐ Long-term disability
g ☐ Supplemental unemployment
h ☐ Prescription drug
i ☐ Stop loss (large deductible)
j ☐ HMO contract
k ☐ PPO contract
l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3))		9a(4)	
b Benefit charges (1) Claims paid	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount. Specify nature of costs.	10b	

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2021
		This Form is Open to Public Inspection.
For calendar plan year 2021 or fiscal plan year beginning 02/01/2021 and ending 01/31/2022		
A Name of plan TIFFANY & COMPANY EMPLOYEE P/S & RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 TIFFANY AND COMPANY	D Employer Identification Number (EIN) 13-1387680	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
PRUDENTIAL RETIREMENT INSURANCE AND
06-1050034

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

CAPFINANCIAL PARTNERS LLC

26-0058143

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 27 50	NONE	229206	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 37 50 64 65	NONE	209019	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

COHN REZNICK

22-1478099

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	32640	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2021 This Form is Open to Public Inspection.
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For calendar plan year 2021 or fiscal plan year beginning 02/01/2021 and ending 01/31/2022

A Name of plan <u>TIFFANY & COMPANY EMPLOYEE P/S & RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>TIFFANY AND COMPANY</u>	D Employer Identification Number (EIN) <u>13-1387680</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ROBECO LRG CAP VAL EQ</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INSURANCE</u>				
c EIN-PN <u>06-1050034-786</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>33181790</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LRGE CP GRWTH/JENNISON FD</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INSURANCE</u>				
c EIN-PN <u>06-1050034-408</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>87387690</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCP SMARTRETR PASS2030</u>				
b Name of sponsor of entity listed in (a): <u>JPMORGAN CHASE BANK, N.A.</u>				
c EIN-PN <u>26-1165198-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>70510016</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB SR PASVBLND INC-CF</u>				
b Name of sponsor of entity listed in (a): <u>JPMORGAN CHASE BANK, N.A.</u>				
c EIN-PN <u>26-1164871-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>15288780</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB SMARTRETR PASS2055</u>				
b Name of sponsor of entity listed in (a): <u>JPMORGAN CHASE BANK, N.A.</u>				
c EIN-PN <u>45-5590883-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>12581016</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB SMARTRET PASS 2020</u>				
b Name of sponsor of entity listed in (a): <u>JPMORGAN CHASE BANK, N.A.</u>				
c EIN-PN <u>06-1165037-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>41748897</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB SMARTRET PASS2025</u>				
b Name of sponsor of entity listed in (a): <u>JPMORGAN CHASE BANK, N.A.</u>				
c EIN-PN <u>26-1165154-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>30641857</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SMARTRETR PASS2035

b Name of sponsor of entity listed in (a): JPMORGAN CHASE BANK, N.A.

c EIN-PN 26-1165348-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 31822511
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a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SMARTRETR PASS2040

b Name of sponsor of entity listed in (a): JPMORGAN CHASE BANK, N.A.

c EIN-PN 06-1165392-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 76563746
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a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SMARTRETR PASS2045

b Name of sponsor of entity listed in (a): JPMORGAN CHASE BANK, N.A.

c EIN-PN 26-1165449-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19503907
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a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SMARTRETR PASS2050

b Name of sponsor of entity listed in (a): JPMORGAN CHASE BANK, N.A.

c EIN-PN 06-1165477-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 37734711
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2021 This Form is Open to Public Inspection
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For calendar plan year 2021 or fiscal plan year beginning 02/01/2021 and ending 01/31/2022		
A Name of plan TIFFANY & COMPANY EMPLOYEE P/S & RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 TIFFANY AND COMPANY	D Employer Identification Number (EIN) 13-1387680	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	17085750	20098811
(2) Participant contributions.....	1b(2)	1954000	3163681
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	10637602	10611182
(9) Value of interest in common/collective trusts	1c(9)	214826125	336395441
(10) Value of interest in pooled separate accounts	1c(10)	117631097	120569480
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	404493575	304703302
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	95046532	90024884

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	1d(1)	0	
(2) Employer real property.....	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	861674681	885566781

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness.....	1i		
j Other liabilities.....	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	861674681	885566781
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	20097420	
(B) Participants	2a(1)(B)	30775164	
(C) Others (including rollovers).....	2a(1)(C)	3137957	
(2) Noncash contributions.....	2a(2)		
(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)	2a(3)		54010541

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans.....	2b(1)(E)	523271	
(F) Other	2b(1)(F)	1380728	
(G) Total interest. Add lines 2b(1)(A) through (F).....	2b(1)(G)		1903999

(2) Dividends: (A) Preferred stock.....	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	4521320	
(D) Total dividends. Add lines 2b(2)(A), (B), and (C)	2b(2)(D)		4521320

(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		22270430
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		9605829
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		23029347
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		115341466
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	90844725	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		90844725
f Corrective distributions (see instructions).....	2f		4543
g Certain deemed distributions of participant loans (see instructions).....	2g		121337
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	478761	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		478761
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		91449366
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d.....	2k		23892100
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unmodified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) ☒ DOL Regulation 2520.103-8 (2) ☐ DOL Regulation 2520.103-12(d) (3) ☐ neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: COHNREZNICK LLP

(2) EIN: 22-1478099

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

	Yes	No	Amount
4a	X		3367459

	Yes	No	Amount
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)			
4b		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)			
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)			
4d		X	
e Was this plan covered by a fidelity bond?	X		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)			
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?			
4k		X	
l Has the plan failed to provide any benefit when due under the plan?			
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2021 This Form is Open to Public Inspection.
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For calendar plan year 2021 or fiscal plan year beginning 02/01/2021 and ending 01/31/2022

A Name of plan TIFFANY & COMPANY EMPLOYEE P/S & RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 TIFFANY AND COMPANY	D Employer Identification Number (EIN) 13-1387680

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 22-1211670		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2021
v. 201209

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment).....

14a

b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....

14b

c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....

14c

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year.....

15a

b The corresponding number for the second preceding plan year.....

15b

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year.....

16a

b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers.....

16b

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

- 20 PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation _____

**Tiffany and Company
Employee Profit Sharing
and Retirement Savings Plan**

**Financial Statements
(With Supplementary Information)
and Independent Auditor's Report**

January 31, 2022

**TIFFANY AND COMPANY
EMPLOYEE PROFIT SHARING AND RETIREMENT SAVINGS PLAN**

TABLE OF CONTENTS

	<u>Page</u>
INDEPENDENT AUDITOR'S REPORT	2
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits as of January 31, 2022 and 2021	6
Statement of Changes in Net Assets Available for Benefits for the Year Ended January 31, 2022	7
Notes to Financial Statements	8 - 15
SUPPLEMENTAL SCHEDULES *	
Form 5500, Part IV, Schedule H, Line 4i — Schedule of Assets (Held at End of Year) as of January 31, 2022	16
Form 5500, Part IV, Schedule H, Line 4a — Schedule of Delinquent Participant Contributions for the year ended January 31, 2022	17

- * All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended, have been omitted because they are not applicable.

Independent Auditor's Report

To the Plan Administrator of
Tiffany and Company Employee Profit Sharing
and Retirement Savings Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2021 Financial Statements

We have performed an audit of the financial statements of Tiffany and Company Employee Profit Sharing and Retirement Savings Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C)"). The financial statements comprise the statement of net assets available for benefits as of January 31, 2022, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements ("2021 Financial Statements").

Management, having determined it is permissible in the circumstances, has elected to have the audit of the 2021 Financial Statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan ("investment information") by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained certifications from qualified institutions as of and for the year ended January 31, 2022, stating that the certified investment information, as described in Note K to the financial statements, is complete and accurate.

Opinion on the 2021 Financial Statements

In our opinion, based on our audit and on the procedures performed as described in the *Auditor's Responsibilities for the Audit of the 2021 Financial Statements* section:

- The amounts and disclosures in the accompanying 2021 Financial Statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the accompanying 2021 Financial Statements related to assets held by and certified to by a qualified institutions agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion on the 2021 Financial Statements

We conducted our audit in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the 2021 Financial Statements* section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant

ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the 2021 Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Management is also responsible for maintaining a current Plan instrument, including all Plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the 2021 Financial Statements

Except as described in the *Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2021 Financial Statements* section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a significant likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certifications, comparing the certified investment information with the related information presented and disclosed in the 2021 Financial Statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matters

2021 Supplemental Schedules Required by ERISA

The supplemental Schedule of Assets (Held at End of Year) (Schedule H, Line 4i) and Schedule of Delinquent Participant Contributions (Schedule H, Line 4a) as of or for the year ended January 31, 2022 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- The form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedules related to assets held by and certified to by a qualified institutions agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Auditor's Report on the January 31, 2021 Financial Statements

We were engaged to audit the January 31, 2021 financial statements of the Plan. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed us not to perform and we did not perform any auditing procedures with respect to the information certified by a qualified institution. In our report dated October 13, 2021, we indicated that (a) because of the significance of the information that we did not audit, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and (b) the form and content of the information included in the January 31, 2021 financial statements other than that derived from the certified information were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.



New York, New York
October 18, 2022

**TIFFANY AND COMPANY
EMPLOYEE PROFIT SHARING AND RETIREMENT SAVINGS PLAN**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

<i>(in thousands)</i>	JANUARY 31, 2022	JANUARY 31, 2021
Assets:		
Investments at fair value (Note D)	\$ 761,668	\$ 736,951
Investments at contract value (Note F)	90,025	95,047
Total investments	<u>851,693</u>	<u>831,998</u>
Receivables:		
Employer's contributions	20,099	17,086
Employees' contributions	3,164	1,953
Notes receivable from participants	<u>10,611</u>	<u>10,638</u>
Total receivables	<u>33,874</u>	<u>29,677</u>
Net assets available for benefits	<u>\$ 885,567</u>	<u>\$ 861,675</u>

The accompanying notes are an integral part of these financial statements.

TIFFANY AND COMPANY
EMPLOYEE PROFIT SHARING AND RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

<i>(in thousands)</i>	FOR THE YEAR ENDED JANUARY 31, 2022
Additions to net assets attributed to:	
Net appreciation in fair value of investments	\$ 40,271
Interest and dividends	20,537
Total investment income	<u>60,808</u>
Contributions and rollovers:	
Employees	33,913
Employer	20,097
Total contributions and rollovers	<u>54,010</u>
Interest income on notes receivable from participants	<u>523</u>
Total additions	<u>115,341</u>
Deductions from net assets attributed to:	
Withdrawals and distributions	(90,962)
Administrative and investment related expenses	<u>(487)</u>
Total deductions	<u>(91,449)</u>
Increase in net assets available for benefits	23,892
Net assets available for benefits:	
Beginning of year	<u>861,675</u>
End of year	<u><u>\$ 885,567</u></u>

The accompanying notes are an integral part of these financial statements.

**TIFFANY AND COMPANY
EMPLOYEE PROFIT SHARING AND RETIREMENT SAVINGS PLAN**

**NOTES TO FINANCIAL STATEMENTS
(dollars in thousands)**

A. DESCRIPTION OF PLAN

The following description of the Tiffany and Company Employee Profit Sharing and Retirement Savings Plan (the "Plan") is provided for general informational purposes only. Participants should refer to the Summary Plan Description or the Plan document for complete information.

General

The Plan is a defined contribution plan covering all eligible employees of Tiffany & Co. ("Tiffany Parent") and its U.S. subsidiaries and contains an employee profit-sharing feature, a 401(k) feature and a defined contribution retirement benefit (the "DCRB") in respect of eligible employees hired on or after January 1, 2006. Tiffany and Company (the "Company"), a subsidiary of Tiffany & Co., is the Plan sponsor (the "Sponsor").

The assets of the Plan are maintained and transactions therein are executed by Prudential Bank & Trust, FSB, and Prudential Retirement Insurance and Annuity Company ("PRIAC"), the trustees of the Plan (the "Trustees"). The Plan recordkeeper is Prudential Retirement Services. The Plan is administered by the Employee Profit Sharing and Retirement Savings Plan Committee (the "Plan Committee") appointed by the Board of Directors of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Eligibility

Employees automatically become participants in the profit-sharing feature of the Plan on the February 1st immediately following their initial date of employment. Employees are eligible upon hire to participate in the 401(k) feature of the Plan, and are automatically enrolled 60 days after their initial date of employment, provided they are scheduled to work thirty-five or more hours per week on a non-temporary basis. All other employees are enrolled 60 days after completing one year of service. Employees may opt out of such automatic enrollment or 401(k) participation at any time. All employees hired on or after January 1, 2006 automatically become participants in the DCRB feature of the Plan on their date of hire.

Contributions

The profit-sharing feature of the Plan is non-contributory on the part of participating employees and is funded by employer contributions. Employees must be employed by the Company on the last day of the Plan year and have at least 1,000 hours of employment during the Plan year to receive the profit-sharing contribution. Employer profit-sharing contributions, if any, are based on achievement by Tiffany & Co. of certain targeted earnings objectives as established by the Board of Directors of Tiffany & Co. in accordance with, and subject to, the terms and limitations of the Plan. Employer contributions, if any, are in the form of cash. These contributions are deposited into the 401(k) feature of the Plan in accordance with each eligible employee's selected investment allocations or, for those employees who have not selected investment allocations, a target date fund determined by the applicable employee's date of birth. As of January 31, 2022 and 2021, the employer's profit-sharing contribution receivable by the Plan was \$5,000 and \$1,375, respectively.

The 401(k) feature of the Plan is funded by both employee and employer contributions. With respect to employee contributions, participants may elect, in one percent increments, to have an amount between one percent (1%) and fifty percent (50%) of their annual compensation, not to exceed \$19.5 through December 31, 2021 or \$20.5 beginning on January 1, 2021 (or \$26.0 through December 31, 2021 or \$27.0 beginning on January 1, 2022 for individuals over 50 years of age), subject to annual inflation adjustments in future years, contributed to the 401(k) feature of the Plan as a tax deferred contribution, and subject to certain limitations applicable to highly compensated employees.

Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

With respect to employer contributions, following the end of each Plan year, a matching contribution may be made at the discretion of the Sponsor to the account of each employee who was a participant in the 401(k) feature of the Plan as of the end of such Plan year. Such contribution for the Plan years ended on January 31, 2022 and 2021 was equal to up to fifty percent (50%) of each participant's contributions, with a maximum matching contribution of three percent (3%) of such participant's total compensation. Employer contributions to a participant's account are allocated among the various investment options in the same proportion as the participant's own contributions or, for those employees who have not selected investment allocations, a target date fund determined by the applicable employee's date of birth. As of January 31, 2022 and 2021, the employer's matching contribution receivable by the Plan was \$8,928 and \$9,216, respectively, which was partly offset by forfeitures as discussed in "Vesting" below.

Under certain circumstances, employee contributions and employer matching contributions may be limited for highly compensated employees.

The DCRB feature of the Plan is non-contributory on the part of participating employees and is funded by employer contributions, following the end of each Plan year, to be invested in a manner similar to the 401(k) retirement savings portion of the Plan or, for those employees who have not selected investment allocations, a target date fund determined by the applicable employee's date of birth. Employer contributions are determined by a formula using the participant's eligible compensation, age and years of service. As of January 31, 2022 and 2021, the employer's DCRB contribution receivable by the Plan was \$6,171 and \$7,652, respectively, which was partly offset by forfeitures as discussed in "Vesting" below.

Participant Accounts

Each participant's account is credited with the participant's contributions, if applicable, employer contributions and an allocation of each selected fund's earnings, including interest, dividends and net realized and unrealized appreciation/depreciation in the fair value of investments. Each participant's account is also charged an allocation of each selected fund's net realized and unrealized depreciation in the fair value of investments and administrative and investment-related expenses. Allocations are based on participant account balances. Contributions under the profit-sharing feature of the Plan are allocated to participants' accounts on an equal basis. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting

All amounts contributed by employees under the 401(k) feature of the Plan and earnings thereon are immediately 100% vested and non-forfeitable at all times. Employer contributions to participant accounts under the 401(k) feature of the Plan become 100% vested and non-forfeitable after the participant has completed two years of service. Employer contributions under the DCRB feature of the Plan become vested based on the following schedule:

<u>Years of Service</u>	<u>Vested Percentage</u>
Less than 2 years	0%
2 years or more	20%
3 years or more	40%
4 years or more	60%
5 years or more	80%
6 years or more	100%

A participant also becomes vested in his or her DCRB employer contributions upon termination of employment by reason of death or if employment with the Company ends at or after age 65. Employer contributions to participant accounts under the profit-sharing feature of the Plan become 100% vested and non-forfeitable when the participant has completed two years of service. A participant also becomes vested in his or her profit-sharing account and employer matching contributions upon termination of employment by reason of death, retirement or disability. For purposes of the Plan, retirement is defined as termination of employment after attaining age 65.

In the event a participant leaves the Company prior to becoming fully vested, forfeited cash contributions under the profit-sharing feature will be used to reduce future employer contributions to the DCRB or profit-sharing features of the Plan. The participant will also forfeit any assets in his or her 401(k) or DCRB account representing unvested employer contributions and such assets will be made available to offset future employer matching contributions.

Forfeitures of employer contributions in the 401(k), profit-sharing feature and DCRB portion of the Plan totaled \$1,203 and \$777 at January 31, 2022 and 2021, respectively. Forfeitures of \$1,506 and \$1,157 were used to reduce employer contributions for the years ended January 31, 2022 and 2021, respectively.

Administrative Expenses

The Plan accrues a percentage of the fair value of the Plan assets which is transferred into a holding account to pay recordkeeping fees and other administrative expenses as they come due. The Company must pay any expenses which exceed amounts accumulated in the holding account.

Notes Receivable from Participants and Withdrawals

Participants may borrow from their accounts up to a maximum amount of no more than \$50 or fifty percent (50%) of their total vested account balance, including employer matching contributions. The Plan permits each participant to have up to two loans outstanding concurrently. All loans must be repaid within five years unless they are used by the participant to purchase a primary residence. Loans are collateralized by the balance in the participant's account and bear interest at rates commensurate with prevailing market rates, as determined by the Plan administrator. Interest rates currently range from 4.25 percent to 6.50 percent. Principal and interest are paid ratably through payroll deductions.

Participants may also obtain a cash withdrawal of all or a portion of the value of their 401(k) account contributions (excluding employer matching contributions and earnings on such contributions) and their rollover contributions, if any, on the basis of hardship, as permitted under the Plan.

Payment of Benefits

Distributions of a participant's account may be made upon retirement, death or disability, or upon termination of employment. Participants will receive the full vested balance of their Plan account in a lump sum cash distribution. Subject to certain mandatory distribution provisions, in the event of retirement, a participant may elect to defer his or her distribution until the next Plan year, thereby entitling the participant to his or her proportionate share of Tiffany & Co.'s contribution to the profit-sharing feature of the Plan for the Plan year in which the participant retires. In the event of a participant's death, the distribution of the participant's account balance will be made to the participant's designated beneficiary or the participant's estate, if no beneficiary has been so designated.

Voting Rights

Prior to the consummation of the Merger described below in Note B, each participant is entitled to exercise voting rights attributable to the shares of Tiffany & Co. common stock allocated to his or her account and is notified by the Trustees prior to the time that such rights are to be exercised. The Trustees may vote shares for which no instructions are received from the participant in the same proportion as those shares for which instructions are received.

COVID-19

On March 27, 2020, U.S. Congress passed the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act"), which included several relief provisions available to tax qualified retirement plans and their participants. The provisions of the CARES Act may be effective and operationalized immediately, prior to amending the Plan document. The Plan has adopted certain measures included in the CARES Act which allow qualified participants to receive COVID-19 related distributions without penalty and delay repayments of any new or outstanding loans for up to one year. COVID-19 related loan limits increased to the lesser of \$100 or 100% of the participant's vested balance, but the amount is reduced by the highest total loan balance in the last 12 months. Additionally, required minimum distributions beginning in 2020 will be delayed by one year, but may still be received at the request of a participant.

B. CONSUMMATION OF MERGER

On October 28, 2020, Tiffany Parent entered into an Amended and Restated Agreement and Plan of Merger (the "Merger Agreement") by and among Tiffany Parent, LVMH Moët Hennessy - Louis Vuitton SE, a *societas Europaea* (European company) organized under the laws of France ("Parent"), Breakfast Holdings Acquisition Corp., a Delaware corporation and an indirect wholly-owned subsidiary of Parent ("Holding"), and Breakfast Acquisition Corp., a Delaware corporation and a direct wholly-owned subsidiary of Holding ("Merger Sub"). Pursuant to the Merger

Agreement, on January 7, 2021, Merger Sub merged with and into Tiffany & Co. (the "Merger"), with Tiffany Parent continuing as the surviving company in the Merger and a wholly-owned indirect subsidiary of Parent.

Subject to the terms and conditions set forth in the Merger Agreement, at the effective time of the Merger (the "Effective Time"), each share of common stock, \$0.01 par value, of Tiffany Parent ("Common Stock") issued and outstanding immediately prior to the Effective Time (other than shares of Common Stock owned by Tiffany Parent, Parent or any of their respective wholly-owned subsidiaries, and shares of Common Stock owned by stockholders of Tiffany Parent who had properly demanded and not withdrawn a demand for appraisal rights under Delaware law) was converted into the right to receive \$131.50 in cash, without interest and less any required tax withholding.

C. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The Plan's financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Investment Valuation

Investments in mutual funds are stated at fair value as determined by quoted market prices based on the net asset value ("NAV") of shares held by the Plan at year-end. Investments in Tiffany & Co. common stock are stated at fair value as determined by quoted market prices as of the last day of the Plan year. Investments in common and collective trusts are valued based on the NAVs reported by the Trustees of the funds, which are based on the value of the underlying assets owned by the fund, minus its liabilities and then divided by the number of shares outstanding. The NAV is used as a practical expedient to estimate fair value. Investments in pooled separate accounts represent a unit of account whose per unit value is the result of the accumulated values of the underlying investments. The underlying investments are public investment vehicles valued using NAV per share, as determined by the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is used as a practical expedient to estimate fair value. Investments in group annuity insurance contracts are measured at contract value, which equals the value of deposits made to the contract plus earnings at guaranteed crediting rates, less withdrawals and fees.

The Plan presents, in the statement of changes in net assets available for benefits, the net appreciation in the fair value of its investments, which consists of realized gains and losses on investments sold during the year and unrealized appreciation and depreciation on investments held as of the end of the year.

Income Recognition

Purchases and sales of investments are recorded on a trade date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded when earned. Cost of securities sold is determined by the specific identification method.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. Therefore, no allowance for credit losses has been recorded as of January 31, 2022 or 2021.

Use of Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make significant estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates.

D. FAIR VALUE MEASUREMENTS

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal market for the asset or liability in an orderly transaction between market participants on the measurement date. U.S. GAAP establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. U.S. GAAP prescribes three levels of inputs that may be used to measure fair value:

Level 1 - Quoted prices in active markets for identical assets or liabilities, which are considered to be most reliable.

Level 2 - Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3 - Unobservable inputs reflecting the reporting entity's own assumptions, which require the most judgment.

Refer to Note C for the valuation methods used to determine fair value of Plan assets.

The following tables provide information by level for assets that are measured at fair value on a recurring basis:

(in thousands)	Fair Value at January 31, 2022	Fair Value Measurements Using Inputs Considered as		
		Level 1	Level 2	Level 3
Mutual funds	\$ 304,703	\$ 304,703	\$ —	\$ —
Net assets in fair value hierarchy	304,703	304,703	—	—
Investments at NAV practical expedient ^a	456,965	—	—	—
Plan assets at fair value	<u>\$ 761,668</u>	<u>\$ 304,703</u>	<u>\$ —</u>	<u>\$ —</u>

(in thousands)	Fair Value at January 31, 2021	Fair Value Measurements Using Inputs Considered as		
		Level 1	Level 2	Level 3
Mutual funds	\$ 404,494	\$ 404,494	\$ —	\$ —
Net assets in fair value hierarchy	404,494	404,494	—	—
Investments at NAV practical expedient ^a	332,457	—	—	—
Plan assets at fair value	<u>\$ 736,951</u>	<u>\$ 404,494</u>	<u>\$ —</u>	<u>\$ —</u>

^a In accordance with ASC 820-10, certain investments that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the fair value of the Plan's assets at the end of each respective year.

E. NET ASSET VALUE PER SHARE

The following table sets forth a summary of the Plan's investments with a reported NAV per share at January 31, 2022 and 2021:

<u>Investment</u>	Fair Value * at (in thousands)		Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
	January 31, 2022	January 31, 2021				
JP Morgan SmartRetirement Passive Blend Income Fund	\$ 15,289	\$ 7,495	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2020 Fund	41,749	34,045	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2025 Fund	30,642	8,078	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2030 Fund	70,510	44,884	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2035 Fund	31,823	10,447	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2040 Fund	76,564	60,135	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2045 Fund	19,504	11,343	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2050 Fund	37,735	29,737	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2055 Fund	12,581	8,661	—	Daily	None	None
Robeco BP Large Cap Value Equity Fund (IS)	33,182	24,312	—	Daily	None	None
Large Cap Growth / Jennison Fund	87,388	93,320	—	Daily	None	None

* The fair value of the investment has been estimated using the NAV of the investment.

F. GROUP ANNUITY INSURANCE CONTRACT

At January 31, 2022 and 2021, the Plan held an investment in the Principal Preservation Separate Account ("PPSA"), a group annuity insurance product of Prudential Retirement Insurance and Annuity Company ("PRIAC"). The contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. The Plan owns a promise from PRIAC to pay interest at crediting rates that are announced in advance and guaranteed for a specified period of time as outlined in the contract. The fair value of the PPSA approximates the contract value, which totaled \$90,025 and \$95,047 at January 31, 2022 and 2021, respectively. Interest is credited by using a single interest rate that is applied to all contributions made to the product regardless of the timing of those contributions.

There are no events that would limit the ability of the Plan to transact at contract value paid either immediately or, depending upon the rate environment and cash flow levels, over time. There are no events that allow the issuer to terminate the contract and which require the Sponsor to settle at an amount different than contract value.

G. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments include pooled separate accounts and a mutual fund managed by Prudential Bank & Trust, FSB. Prudential Bank & Trust, FSB, also manages a group annuity insurance contract, issued by PRIAC. Therefore, investment transactions in these investments are considered to be exempt party-in-interest transactions under the Department of Labor's rules and regulations. The Plan's investments also include common stock of Tiffany & Co., the parent company of the Sponsor. On January 7, 2021, common stock of Tiffany & Co. was converted to cash as a result of the consummation of the Merger (see "Note B. Consummation of Merger" for further information). Such cash held in participant accounts will be held in a money market account until the participant reallocates such funds to other available investment options or, if the participant makes no such allocation within a defined time period, to a target date fund determined by the applicable participant's date of birth. Additionally, following the merger, for any contributions allocated to the Registrant's common stock for which the participant has not changed his or her election, such contributions will be allocated to a target date fund determined by the applicable participant's date of birth. For the year ended January 31, 2021, the Plan recorded dividend income in the amount of \$2,441 from participants' investments in Tiffany & Co. common stock.

H. TAX STATUS

The Internal Revenue Service ("IRS") determined and informed the Company by a letter dated August 28, 2014, that the Plan was designed in conformity with the applicable requirements of the Internal Revenue Code. There were no amendments required by the IRS as a condition to issuing its determination letter. No provision for Federal income taxes has been made in the accompanying financial statements.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

I. CONCENTRATIONS OF CREDIT AND MARKET RISK

The Plan provides for various investment options in any one or a combination of common and collective trusts, pooled separate accounts, a group annuity insurance contract and mutual funds that invest in a variety of stocks, bonds, fixed income securities and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

An outbreak of a novel strain of the coronavirus, COVID-19, was identified in China in December 2019 and was subsequently recognized as a pandemic by the World Health Organization on March 11, 2020. This COVID-19 outbreak has severely restricted the level of economic activity around the world. While the duration and scope of the COVID-19 outbreak cannot be reasonably estimated, it has negatively impacted the value of Plan assets.

J. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company reserves the right to change, amend or terminate the Plan at any time at its discretion, subject to the provisions of ERISA. In the event the Plan is terminated, participants will become 100% vested in their accounts. In addition, in the event of the dissolution, merger, consolidation or reorganization of the Company, unless the Plan is continued by a successor to the Company, the Plan will automatically terminate and the Plan's assets will be liquidated. See also "Note B. Consummation of Merger."

K. INFORMATION CERTIFIED BY THE TRUSTEES

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The following is a summary of the information regarding the Plan as of January 31, 2022 and 2021 and for the year ended January 31, 2022, included in the Plan's financial statements and supplemental schedules, that was prepared by, or derived from information prepared by, Prudential Bank & Trust, FSB, and Prudential Retirement Insurance and Annuity Company ("PRIAC") the Trustees of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustees that such information is complete and accurate.

(in thousands)

January 31, 2022

Statements of net assets available for benefits:

Assets:

Investments, at fair value	\$	761,668
Investments, at contract value		90,025

(in thousands)

Year Ended January 31, 2022

Statements of changes in net assets available for benefits:

Investment activity:

Interest and dividend income	\$	20,537
Net appreciation in fair value of investments		40,271

L. NONEXEMPT TRANSACTIONS

As reported on the supplemental Schedule of Delinquent Participant Contributions (Schedule H, Line 4a), certain Plan contributions were not remitted to the trust within the time frame specified by the Department of Labor's Regulation 29 (CFR 2510.3-102), thus constituting nonexempt transactions between the Plan and the Company for the year ended January 31, 2022.

M. SUBSEQUENT EVENTS

The Plan has evaluated all subsequent events through October 18, 2022, which is the date the financial statements were available to be issued.

Tiffany and Company
Employee Profit Sharing and Retirement Savings Plan
Plan Number: 002
EIN: 13-1387680

Form 5500, Part IV, Schedule H, Line 4i — Schedule of Assets (Held at End of Year)
as of January 31, 2022

Identity of issue, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Number of shares, units or par value	Cost ^a	Current value
JP Morgan SmartRetirement Passive Blend Income Fund	Common/Collective Trust	548,378		\$ 15,288,780
JP Morgan SmartRetirement Passive Blend 2020 Fund	Common/Collective Trust	1,327,891		41,748,897
JP Morgan SmartRetirement Passive Blend 2025 Fund	Common/Collective Trust	893,088		30,641,857
JP Morgan SmartRetirement Passive Blend 2030 Fund	Common/Collective Trust	1,916,554		70,510,016
JP Morgan SmartRetirement Passive Blend 2035 Fund	Common/Collective Trust	817,429		31,822,511
JP Morgan SmartRetirement Passive Blend 2040 Fund	Common/Collective Trust	1,883,950		76,563,746
JP Morgan SmartRetirement Passive Blend 2045 Fund	Common/Collective Trust	469,860		19,503,907
JP Morgan SmartRetirement Passive Blend 2050 Fund	Common/Collective Trust	906,213		37,734,712
JP Morgan SmartRetirement Passive Blend 2055 Fund	Common/Collective Trust	356,302		12,581,016
American Funds EuroPacific Growth R6	Mutual Fund	585,957		35,134,003
Goldman Sachs Small Cap Value R6	Mutual Fund	336,970		18,550,180
MassMutual Select Mid Cap Growth I	Mutual Fund	293,041		6,865,946
MFS Mid Cap Value R6	Mutual Fund	325,705		10,253,182
* Prudential Total Return Bond Q	Mutual Fund	1,889,185		26,656,401
Trowe QM US SC Growth EQ 1	Mutual Fund	358,912		14,801,540
Vanguard Extended Market Index Instl	Mutual Fund	311,206		38,804,300
Vanguard FTSE Social Index Adm	Mutual Fund	129,982		5,623,038
Vanguard Institutional Index I	Mutual Fund	313,601		120,670,621
Vanguard Total Bond Market Index Fund	Mutual Fund	1,090,311		11,917,101
Vanguard Total Intl Stock I	Mutual Fund	116,088		15,426,989
* Robeco BP Large Cap Value Equity Fund (IS)	Pooled Separate Account	1,038,855		33,181,790
* Large Cap Growth / Jennison Fund	Pooled Separate Account	1,123,788		87,387,690
* Prudential Retirement Insurance and Annuity Company	Group Annuity Insurance Contract	3,213,378		90,024,884
* Participant Loans	Rates of interest from 4.25% - 6.50%, maturing at various dates through 2/6/2032.			10,611,182
Total			—	\$ 862,304,289

* Party-in-interest

^a Amounts have been omitted as assets allocated to participants' accounts are directed by the participants.

See Independent Auditor's Report.

Tiffany and Company
Employee Profit Sharing and Retirement Savings Plan
Plan Number: 002
EIN: 13-1387680
Form 5500, Part IV, Schedule H, Line 4a — Schedule of Delinquent Participant Contributions
For the Year Ended January 31, 2022

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside of VFCP	Contributions Pending Correction in VFCP	
\$ 3,367,459	\$ 3,367,459	\$ —	\$ —	\$ —

See Independent Auditor's Report.



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**Tiffany and Company
Employee Profit Sharing
and Retirement Savings Plan**

**Financial Statements
(With Supplementary Information)
and Independent Auditor's Report**

January 31, 2022

**TIFFANY AND COMPANY
EMPLOYEE PROFIT SHARING AND RETIREMENT SAVINGS PLAN**

TABLE OF CONTENTS

	<u>Page</u>
INDEPENDENT AUDITOR'S REPORT	2
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits as of January 31, 2022 and 2021	6
Statement of Changes in Net Assets Available for Benefits for the Year Ended January 31, 2022	7
Notes to Financial Statements	8 - 15
SUPPLEMENTAL SCHEDULES *	
Form 5500, Part IV, Schedule H, Line 4i — Schedule of Assets (Held at End of Year) as of January 31, 2022	16
Form 5500, Part IV, Schedule H, Line 4a — Schedule of Delinquent Participant Contributions for the year ended January 31, 2022	17

- * All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended, have been omitted because they are not applicable.

Independent Auditor's Report

To the Plan Administrator of
Tiffany and Company Employee Profit Sharing
and Retirement Savings Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2021 Financial Statements

We have performed an audit of the financial statements of Tiffany and Company Employee Profit Sharing and Retirement Savings Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C)"). The financial statements comprise the statement of net assets available for benefits as of January 31, 2022, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements ("2021 Financial Statements").

Management, having determined it is permissible in the circumstances, has elected to have the audit of the 2021 Financial Statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan ("investment information") by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained certifications from qualified institutions as of and for the year ended January 31, 2022, stating that the certified investment information, as described in Note K to the financial statements, is complete and accurate.

Opinion on the 2021 Financial Statements

In our opinion, based on our audit and on the procedures performed as described in the *Auditor's Responsibilities for the Audit of the 2021 Financial Statements* section:

- The amounts and disclosures in the accompanying 2021 Financial Statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the accompanying 2021 Financial Statements related to assets held by and certified to by a qualified institutions agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion on the 2021 Financial Statements

We conducted our audit in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the 2021 Financial Statements* section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant

ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the 2021 Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Management is also responsible for maintaining a current Plan instrument, including all Plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the 2021 Financial Statements

Except as described in the *Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2021 Financial Statements* section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a significant likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certifications, comparing the certified investment information with the related information presented and disclosed in the 2021 Financial Statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matters

2021 Supplemental Schedules Required by ERISA

The supplemental Schedule of Assets (Held at End of Year) (Schedule H, Line 4i) and Schedule of Delinquent Participant Contributions (Schedule H, Line 4a) as of or for the year ended January 31, 2022 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- The form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedules related to assets held by and certified to by a qualified institutions agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Auditor's Report on the January 31, 2021 Financial Statements

We were engaged to audit the January 31, 2021 financial statements of the Plan. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed us not to perform and we did not perform any auditing procedures with respect to the information certified by a qualified institution. In our report dated October 13, 2021, we indicated that (a) because of the significance of the information that we did not audit, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and (b) the form and content of the information included in the January 31, 2021 financial statements other than that derived from the certified information were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.



New York, New York
October 18, 2022

**TIFFANY AND COMPANY
EMPLOYEE PROFIT SHARING AND RETIREMENT SAVINGS PLAN**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

<i>(in thousands)</i>	JANUARY 31, 2022	JANUARY 31, 2021
Assets:		
Investments at fair value (Note D)	\$ 761,668	\$ 736,951
Investments at contract value (Note F)	90,025	95,047
Total investments	<u>851,693</u>	<u>831,998</u>
Receivables:		
Employer's contributions	20,099	17,086
Employees' contributions	3,164	1,953
Notes receivable from participants	<u>10,611</u>	<u>10,638</u>
Total receivables	<u>33,874</u>	<u>29,677</u>
Net assets available for benefits	<u>\$ 885,567</u>	<u>\$ 861,675</u>

The accompanying notes are an integral part of these financial statements.

TIFFANY AND COMPANY
EMPLOYEE PROFIT SHARING AND RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

<i>(in thousands)</i>	FOR THE YEAR ENDED JANUARY 31, 2022
Additions to net assets attributed to:	
Net appreciation in fair value of investments	\$ 40,271
Interest and dividends	20,537
Total investment income	<u>60,808</u>
Contributions and rollovers:	
Employees	33,913
Employer	20,097
Total contributions and rollovers	<u>54,010</u>
Interest income on notes receivable from participants	<u>523</u>
Total additions	<u>115,341</u>
Deductions from net assets attributed to:	
Withdrawals and distributions	(90,962)
Administrative and investment related expenses	<u>(487)</u>
Total deductions	<u>(91,449)</u>
Increase in net assets available for benefits	23,892
Net assets available for benefits:	
Beginning of year	<u>861,675</u>
End of year	<u><u>\$ 885,567</u></u>

The accompanying notes are an integral part of these financial statements.

**TIFFANY AND COMPANY
EMPLOYEE PROFIT SHARING AND RETIREMENT SAVINGS PLAN**

**NOTES TO FINANCIAL STATEMENTS
(dollars in thousands)**

A. DESCRIPTION OF PLAN

The following description of the Tiffany and Company Employee Profit Sharing and Retirement Savings Plan (the "Plan") is provided for general informational purposes only. Participants should refer to the Summary Plan Description or the Plan document for complete information.

General

The Plan is a defined contribution plan covering all eligible employees of Tiffany & Co. ("Tiffany Parent") and its U.S. subsidiaries and contains an employee profit-sharing feature, a 401(k) feature and a defined contribution retirement benefit (the "DCRB") in respect of eligible employees hired on or after January 1, 2006. Tiffany and Company (the "Company"), a subsidiary of Tiffany & Co., is the Plan sponsor (the "Sponsor").

The assets of the Plan are maintained and transactions therein are executed by Prudential Bank & Trust, FSB, and Prudential Retirement Insurance and Annuity Company ("PRIAC"), the trustees of the Plan (the "Trustees"). The Plan recordkeeper is Prudential Retirement Services. The Plan is administered by the Employee Profit Sharing and Retirement Savings Plan Committee (the "Plan Committee") appointed by the Board of Directors of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Eligibility

Employees automatically become participants in the profit-sharing feature of the Plan on the February 1st immediately following their initial date of employment. Employees are eligible upon hire to participate in the 401(k) feature of the Plan, and are automatically enrolled 60 days after their initial date of employment, provided they are scheduled to work thirty-five or more hours per week on a non-temporary basis. All other employees are enrolled 60 days after completing one year of service. Employees may opt out of such automatic enrollment or 401(k) participation at any time. All employees hired on or after January 1, 2006 automatically become participants in the DCRB feature of the Plan on their date of hire.

Contributions

The profit-sharing feature of the Plan is non-contributory on the part of participating employees and is funded by employer contributions. Employees must be employed by the Company on the last day of the Plan year and have at least 1,000 hours of employment during the Plan year to receive the profit-sharing contribution. Employer profit-sharing contributions, if any, are based on achievement by Tiffany & Co. of certain targeted earnings objectives as established by the Board of Directors of Tiffany & Co. in accordance with, and subject to, the terms and limitations of the Plan. Employer contributions, if any, are in the form of cash. These contributions are deposited into the 401(k) feature of the Plan in accordance with each eligible employee's selected investment allocations or, for those employees who have not selected investment allocations, a target date fund determined by the applicable employee's date of birth. As of January 31, 2022 and 2021, the employer's profit-sharing contribution receivable by the Plan was \$5,000 and \$1,375, respectively.

The 401(k) feature of the Plan is funded by both employee and employer contributions. With respect to employee contributions, participants may elect, in one percent increments, to have an amount between one percent (1%) and fifty percent (50%) of their annual compensation, not to exceed \$19.5 through December 31, 2021 or \$20.5 beginning on January 1, 2021 (or \$26.0 through December 31, 2021 or \$27.0 beginning on January 1, 2022 for individuals over 50 years of age), subject to annual inflation adjustments in future years, contributed to the 401(k) feature of the Plan as a tax deferred contribution, and subject to certain limitations applicable to highly compensated employees.

Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

With respect to employer contributions, following the end of each Plan year, a matching contribution may be made at the discretion of the Sponsor to the account of each employee who was a participant in the 401(k) feature of the Plan as of the end of such Plan year. Such contribution for the Plan years ended on January 31, 2022 and 2021 was equal to up to fifty percent (50%) of each participant's contributions, with a maximum matching contribution of three percent (3%) of such participant's total compensation. Employer contributions to a participant's account are allocated among the various investment options in the same proportion as the participant's own contributions or, for those employees who have not selected investment allocations, a target date fund determined by the applicable employee's date of birth. As of January 31, 2022 and 2021, the employer's matching contribution receivable by the Plan was \$8,928 and \$9,216, respectively, which was partly offset by forfeitures as discussed in "Vesting" below.

Under certain circumstances, employee contributions and employer matching contributions may be limited for highly compensated employees.

The DCRB feature of the Plan is non-contributory on the part of participating employees and is funded by employer contributions, following the end of each Plan year, to be invested in a manner similar to the 401(k) retirement savings portion of the Plan or, for those employees who have not selected investment allocations, a target date fund determined by the applicable employee's date of birth. Employer contributions are determined by a formula using the participant's eligible compensation, age and years of service. As of January 31, 2022 and 2021, the employer's DCRB contribution receivable by the Plan was \$6,171 and \$7,652, respectively, which was partly offset by forfeitures as discussed in "Vesting" below.

Participant Accounts

Each participant's account is credited with the participant's contributions, if applicable, employer contributions and an allocation of each selected fund's earnings, including interest, dividends and net realized and unrealized appreciation/depreciation in the fair value of investments. Each participant's account is also charged an allocation of each selected fund's net realized and unrealized depreciation in the fair value of investments and administrative and investment-related expenses. Allocations are based on participant account balances. Contributions under the profit-sharing feature of the Plan are allocated to participants' accounts on an equal basis. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting

All amounts contributed by employees under the 401(k) feature of the Plan and earnings thereon are immediately 100% vested and non-forfeitable at all times. Employer contributions to participant accounts under the 401(k) feature of the Plan become 100% vested and non-forfeitable after the participant has completed two years of service. Employer contributions under the DCRB feature of the Plan become vested based on the following schedule:

<u>Years of Service</u>	<u>Vested Percentage</u>
Less than 2 years	0%
2 years or more	20%
3 years or more	40%
4 years or more	60%
5 years or more	80%
6 years or more	100%

A participant also becomes vested in his or her DCRB employer contributions upon termination of employment by reason of death or if employment with the Company ends at or after age 65. Employer contributions to participant accounts under the profit-sharing feature of the Plan become 100% vested and non-forfeitable when the participant has completed two years of service. A participant also becomes vested in his or her profit-sharing account and employer matching contributions upon termination of employment by reason of death, retirement or disability. For purposes of the Plan, retirement is defined as termination of employment after attaining age 65.

In the event a participant leaves the Company prior to becoming fully vested, forfeited cash contributions under the profit-sharing feature will be used to reduce future employer contributions to the DCRB or profit-sharing features of the Plan. The participant will also forfeit any assets in his or her 401(k) or DCRB account representing unvested employer contributions and such assets will be made available to offset future employer matching contributions.

Forfeitures of employer contributions in the 401(k), profit-sharing feature and DCRB portion of the Plan totaled \$1,203 and \$777 at January 31, 2022 and 2021, respectively. Forfeitures of \$1,506 and \$1,157 were used to reduce employer contributions for the years ended January 31, 2022 and 2021, respectively.

Administrative Expenses

The Plan accrues a percentage of the fair value of the Plan assets which is transferred into a holding account to pay recordkeeping fees and other administrative expenses as they come due. The Company must pay any expenses which exceed amounts accumulated in the holding account.

Notes Receivable from Participants and Withdrawals

Participants may borrow from their accounts up to a maximum amount of no more than \$50 or fifty percent (50%) of their total vested account balance, including employer matching contributions. The Plan permits each participant to have up to two loans outstanding concurrently. All loans must be repaid within five years unless they are used by the participant to purchase a primary residence. Loans are collateralized by the balance in the participant's account and bear interest at rates commensurate with prevailing market rates, as determined by the Plan administrator. Interest rates currently range from 4.25 percent to 6.50 percent. Principal and interest are paid ratably through payroll deductions.

Participants may also obtain a cash withdrawal of all or a portion of the value of their 401(k) account contributions (excluding employer matching contributions and earnings on such contributions) and their rollover contributions, if any, on the basis of hardship, as permitted under the Plan.

Payment of Benefits

Distributions of a participant's account may be made upon retirement, death or disability, or upon termination of employment. Participants will receive the full vested balance of their Plan account in a lump sum cash distribution. Subject to certain mandatory distribution provisions, in the event of retirement, a participant may elect to defer his or her distribution until the next Plan year, thereby entitling the participant to his or her proportionate share of Tiffany & Co.'s contribution to the profit-sharing feature of the Plan for the Plan year in which the participant retires. In the event of a participant's death, the distribution of the participant's account balance will be made to the participant's designated beneficiary or the participant's estate, if no beneficiary has been so designated.

Voting Rights

Prior to the consummation of the Merger described below in Note B, each participant is entitled to exercise voting rights attributable to the shares of Tiffany & Co. common stock allocated to his or her account and is notified by the Trustees prior to the time that such rights are to be exercised. The Trustees may vote shares for which no instructions are received from the participant in the same proportion as those shares for which instructions are received.

COVID-19

On March 27, 2020, U.S. Congress passed the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act"), which included several relief provisions available to tax qualified retirement plans and their participants. The provisions of the CARES Act may be effective and operationalized immediately, prior to amending the Plan document. The Plan has adopted certain measures included in the CARES Act which allow qualified participants to receive COVID-19 related distributions without penalty and delay repayments of any new or outstanding loans for up to one year. COVID-19 related loan limits increased to the lesser of \$100 or 100% of the participant's vested balance, but the amount is reduced by the highest total loan balance in the last 12 months. Additionally, required minimum distributions beginning in 2020 will be delayed by one year, but may still be received at the request of a participant.

B. CONSUMMATION OF MERGER

On October 28, 2020, Tiffany Parent entered into an Amended and Restated Agreement and Plan of Merger (the "Merger Agreement") by and among Tiffany Parent, LVMH Moët Hennessy - Louis Vuitton SE, a *societas Europaea* (European company) organized under the laws of France ("Parent"), Breakfast Holdings Acquisition Corp., a Delaware corporation and an indirect wholly-owned subsidiary of Parent ("Holding"), and Breakfast Acquisition Corp., a Delaware corporation and a direct wholly-owned subsidiary of Holding ("Merger Sub"). Pursuant to the Merger

Agreement, on January 7, 2021, Merger Sub merged with and into Tiffany & Co. (the "Merger"), with Tiffany Parent continuing as the surviving company in the Merger and a wholly-owned indirect subsidiary of Parent.

Subject to the terms and conditions set forth in the Merger Agreement, at the effective time of the Merger (the "Effective Time"), each share of common stock, \$0.01 par value, of Tiffany Parent ("Common Stock") issued and outstanding immediately prior to the Effective Time (other than shares of Common Stock owned by Tiffany Parent, Parent or any of their respective wholly-owned subsidiaries, and shares of Common Stock owned by stockholders of Tiffany Parent who had properly demanded and not withdrawn a demand for appraisal rights under Delaware law) was converted into the right to receive \$131.50 in cash, without interest and less any required tax withholding.

C. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The Plan's financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Investment Valuation

Investments in mutual funds are stated at fair value as determined by quoted market prices based on the net asset value ("NAV") of shares held by the Plan at year-end. Investments in Tiffany & Co. common stock are stated at fair value as determined by quoted market prices as of the last day of the Plan year. Investments in common and collective trusts are valued based on the NAVs reported by the Trustees of the funds, which are based on the value of the underlying assets owned by the fund, minus its liabilities and then divided by the number of shares outstanding. The NAV is used as a practical expedient to estimate fair value. Investments in pooled separate accounts represent a unit of account whose per unit value is the result of the accumulated values of the underlying investments. The underlying investments are public investment vehicles valued using NAV per share, as determined by the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is used as a practical expedient to estimate fair value. Investments in group annuity insurance contracts are measured at contract value, which equals the value of deposits made to the contract plus earnings at guaranteed crediting rates, less withdrawals and fees.

The Plan presents, in the statement of changes in net assets available for benefits, the net appreciation in the fair value of its investments, which consists of realized gains and losses on investments sold during the year and unrealized appreciation and depreciation on investments held as of the end of the year.

Income Recognition

Purchases and sales of investments are recorded on a trade date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded when earned. Cost of securities sold is determined by the specific identification method.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. Therefore, no allowance for credit losses has been recorded as of January 31, 2022 or 2021.

Use of Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make significant estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates.

D. FAIR VALUE MEASUREMENTS

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal market for the asset or liability in an orderly transaction between market participants on the measurement date. U.S. GAAP establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. U.S. GAAP prescribes three levels of inputs that may be used to measure fair value:

Level 1 - Quoted prices in active markets for identical assets or liabilities, which are considered to be most reliable.

Level 2 - Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3 - Unobservable inputs reflecting the reporting entity's own assumptions, which require the most judgment.

Refer to Note C for the valuation methods used to determine fair value of Plan assets.

The following tables provide information by level for assets that are measured at fair value on a recurring basis:

(in thousands)	Fair Value at January 31, 2022	Fair Value Measurements Using Inputs Considered as		
		Level 1	Level 2	Level 3
Mutual funds	\$ 304,703	\$ 304,703	\$ —	\$ —
Net assets in fair value hierarchy	304,703	304,703	—	—
Investments at NAV practical expedient ^a	456,965	—	—	—
Plan assets at fair value	<u>\$ 761,668</u>	<u>\$ 304,703</u>	<u>\$ —</u>	<u>\$ —</u>

(in thousands)	Fair Value at January 31, 2021	Fair Value Measurements Using Inputs Considered as		
		Level 1	Level 2	Level 3
Mutual funds	\$ 404,494	\$ 404,494	\$ —	\$ —
Net assets in fair value hierarchy	404,494	404,494	—	—
Investments at NAV practical expedient ^a	332,457	—	—	—
Plan assets at fair value	<u>\$ 736,951</u>	<u>\$ 404,494</u>	<u>\$ —</u>	<u>\$ —</u>

^a In accordance with ASC 820-10, certain investments that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the fair value of the Plan's assets at the end of each respective year.

E. NET ASSET VALUE PER SHARE

The following table sets forth a summary of the Plan's investments with a reported NAV per share at January 31, 2022 and 2021:

<u>Investment</u>	Fair Value * at (in thousands)		Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
	January 31, 2022	January 31, 2021				
JP Morgan SmartRetirement Passive Blend Income Fund	\$ 15,289	\$ 7,495	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2020 Fund	41,749	34,045	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2025 Fund	30,642	8,078	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2030 Fund	70,510	44,884	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2035 Fund	31,823	10,447	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2040 Fund	76,564	60,135	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2045 Fund	19,504	11,343	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2050 Fund	37,735	29,737	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2055 Fund	12,581	8,661	—	Daily	None	None
Robeco BP Large Cap Value Equity Fund (IS)	33,182	24,312	—	Daily	None	None
Large Cap Growth / Jennison Fund	87,388	93,320	—	Daily	None	None

* The fair value of the investment has been estimated using the NAV of the investment.

F. GROUP ANNUITY INSURANCE CONTRACT

At January 31, 2022 and 2021, the Plan held an investment in the Principal Preservation Separate Account ("PPSA"), a group annuity insurance product of Prudential Retirement Insurance and Annuity Company ("PRIAC"). The contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. The Plan owns a promise from PRIAC to pay interest at crediting rates that are announced in advance and guaranteed for a specified period of time as outlined in the contract. The fair value of the PPSA approximates the contract value, which totaled \$90,025 and \$95,047 at January 31, 2022 and 2021, respectively. Interest is credited by using a single interest rate that is applied to all contributions made to the product regardless of the timing of those contributions.

There are no events that would limit the ability of the Plan to transact at contract value paid either immediately or, depending upon the rate environment and cash flow levels, over time. There are no events that allow the issuer to terminate the contract and which require the Sponsor to settle at an amount different than contract value.

G. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments include pooled separate accounts and a mutual fund managed by Prudential Bank & Trust, FSB. Prudential Bank & Trust, FSB, also manages a group annuity insurance contract, issued by PRIAC. Therefore, investment transactions in these investments are considered to be exempt party-in-interest transactions under the Department of Labor's rules and regulations. The Plan's investments also include common stock of Tiffany & Co., the parent company of the Sponsor. On January 7, 2021, common stock of Tiffany & Co. was converted to cash as a result of the consummation of the Merger (see "Note B. Consummation of Merger" for further information). Such cash held in participant accounts will be held in a money market account until the participant reallocates such funds to other available investment options or, if the participant makes no such allocation within a defined time period, to a target date fund determined by the applicable participant's date of birth. Additionally, following the merger, for any contributions allocated to the Registrant's common stock for which the participant has not changed his or her election, such contributions will be allocated to a target date fund determined by the applicable participant's date of birth. For the year ended January 31, 2021, the Plan recorded dividend income in the amount of \$2,441 from participants' investments in Tiffany & Co. common stock.

H. TAX STATUS

The Internal Revenue Service ("IRS") determined and informed the Company by a letter dated August 28, 2014, that the Plan was designed in conformity with the applicable requirements of the Internal Revenue Code. There were no amendments required by the IRS as a condition to issuing its determination letter. No provision for Federal income taxes has been made in the accompanying financial statements.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

I. CONCENTRATIONS OF CREDIT AND MARKET RISK

The Plan provides for various investment options in any one or a combination of common and collective trusts, pooled separate accounts, a group annuity insurance contract and mutual funds that invest in a variety of stocks, bonds, fixed income securities and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

An outbreak of a novel strain of the coronavirus, COVID-19, was identified in China in December 2019 and was subsequently recognized as a pandemic by the World Health Organization on March 11, 2020. This COVID-19 outbreak has severely restricted the level of economic activity around the world. While the duration and scope of the COVID-19 outbreak cannot be reasonably estimated, it has negatively impacted the value of Plan assets.

J. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company reserves the right to change, amend or terminate the Plan at any time at its discretion, subject to the provisions of ERISA. In the event the Plan is terminated, participants will become 100% vested in their accounts. In addition, in the event of the dissolution, merger, consolidation or reorganization of the Company, unless the Plan is continued by a successor to the Company, the Plan will automatically terminate and the Plan's assets will be liquidated. See also "Note B. Consummation of Merger."

K. INFORMATION CERTIFIED BY THE TRUSTEES

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The following is a summary of the information regarding the Plan as of January 31, 2022 and 2021 and for the year ended January 31, 2022, included in the Plan's financial statements and supplemental schedules, that was prepared by, or derived from information prepared by, Prudential Bank & Trust, FSB, and Prudential Retirement Insurance and Annuity Company ("PRIAC") the Trustees of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustees that such information is complete and accurate.

(in thousands)

January 31, 2022

Statements of net assets available for benefits:

Assets:

Investments, at fair value	\$	761,668
Investments, at contract value		90,025

(in thousands)

Year Ended January 31, 2022

Statements of changes in net assets available for benefits:

Investment activity:

Interest and dividend income	\$	20,537
Net appreciation in fair value of investments		40,271

L. NONEXEMPT TRANSACTIONS

As reported on the supplemental Schedule of Delinquent Participant Contributions (Schedule H, Line 4a), certain Plan contributions were not remitted to the trust within the time frame specified by the Department of Labor's Regulation 29 (CFR 2510.3-102), thus constituting nonexempt transactions between the Plan and the Company for the year ended January 31, 2022.

M. SUBSEQUENT EVENTS

The Plan has evaluated all subsequent events through October 18, 2022, which is the date the financial statements were available to be issued.

Tiffany and Company
Employee Profit Sharing and Retirement Savings Plan
Plan Number: 002
EIN: 13-1387680
Form 5500, Part IV, Schedule H, Line 4i — Schedule of Assets (Held at End of Year)
as of January 31, 2022

Identity of issue, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Number of shares, units or par value	Cost ^a	Current value
JP Morgan SmartRetirement Passive Blend Income Fund	Common/Collective Trust	548,378		\$ 15,288,780
JP Morgan SmartRetirement Passive Blend 2020 Fund	Common/Collective Trust	1,327,891		41,748,897
JP Morgan SmartRetirement Passive Blend 2025 Fund	Common/Collective Trust	893,088		30,641,857
JP Morgan SmartRetirement Passive Blend 2030 Fund	Common/Collective Trust	1,916,554		70,510,016
JP Morgan SmartRetirement Passive Blend 2035 Fund	Common/Collective Trust	817,429		31,822,511
JP Morgan SmartRetirement Passive Blend 2040 Fund	Common/Collective Trust	1,883,950		76,563,746
JP Morgan SmartRetirement Passive Blend 2045 Fund	Common/Collective Trust	469,860		19,503,907
JP Morgan SmartRetirement Passive Blend 2050 Fund	Common/Collective Trust	906,213		37,734,712
JP Morgan SmartRetirement Passive Blend 2055 Fund	Common/Collective Trust	356,302		12,581,016
American Funds EuroPacific Growth R6	Mutual Fund	585,957		35,134,003
Goldman Sachs Small Cap Value R6	Mutual Fund	336,970		18,550,180
MassMutual Select Mid Cap Growth I	Mutual Fund	293,041		6,865,946
MFS Mid Cap Value R6	Mutual Fund	325,705		10,253,182
* Prudential Total Return Bond Q	Mutual Fund	1,889,185		26,656,401
Trowe QM US SC Growth EQ 1	Mutual Fund	358,912		14,801,540
Vanguard Extended Market Index Instl	Mutual Fund	311,206		38,804,300
Vanguard FTSE Social Index Adm	Mutual Fund	129,982		5,623,038
Vanguard Institutional Index I	Mutual Fund	313,601		120,670,621
Vanguard Total Bond Market Index Fund	Mutual Fund	1,090,311		11,917,101
Vanguard Total Intl Stock I	Mutual Fund	116,088		15,426,989
* Robeco BP Large Cap Value Equity Fund (IS)	Pooled Separate Account	1,038,855		33,181,790
* Large Cap Growth / Jennison Fund	Pooled Separate Account	1,123,788		87,387,690
* Prudential Retirement Insurance and Annuity Company	Group Annuity Insurance Contract	3,213,378		90,024,884
* Participant Loans	Rates of interest from 4.25% - 6.50%, maturing at various dates through 2/6/2032.			10,611,182
Total			—	\$ 862,304,289

* Party-in-interest

^a Amounts have been omitted as assets allocated to participants' accounts are directed by the participants.

See Independent Auditor's Report.

Tiffany and Company
Employee Profit Sharing and Retirement Savings Plan
Plan Number: 002
EIN: 13-1387680
Form 5500, Part IV, Schedule H, Line 4a — Schedule of Delinquent Participant Contributions
For the Year Ended January 31, 2022

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside of VFCP	Contributions Pending Correction in VFCP	
\$ 3,367,459	\$ 3,367,459	\$ —	\$ —	\$ —

See Independent Auditor's Report.



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**Tiffany and Company
Employee Profit Sharing
and Retirement Savings Plan**

**Financial Statements
(With Supplementary Information)
and Independent Auditor's Report**

January 31, 2022

**TIFFANY AND COMPANY
EMPLOYEE PROFIT SHARING AND RETIREMENT SAVINGS PLAN**

TABLE OF CONTENTS

	<u>Page</u>
INDEPENDENT AUDITOR'S REPORT	2
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits as of January 31, 2022 and 2021	6
Statement of Changes in Net Assets Available for Benefits for the Year Ended January 31, 2022	7
Notes to Financial Statements	8 - 15
SUPPLEMENTAL SCHEDULES *	
Form 5500, Part IV, Schedule H, Line 4i — Schedule of Assets (Held at End of Year) as of January 31, 2022	16
Form 5500, Part IV, Schedule H, Line 4a — Schedule of Delinquent Participant Contributions for the year ended January 31, 2022	17

- * All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended, have been omitted because they are not applicable.

Independent Auditor's Report

To the Plan Administrator of
Tiffany and Company Employee Profit Sharing
and Retirement Savings Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2021 Financial Statements

We have performed an audit of the financial statements of Tiffany and Company Employee Profit Sharing and Retirement Savings Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C)"). The financial statements comprise the statement of net assets available for benefits as of January 31, 2022, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements ("2021 Financial Statements").

Management, having determined it is permissible in the circumstances, has elected to have the audit of the 2021 Financial Statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan ("investment information") by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained certifications from qualified institutions as of and for the year ended January 31, 2022, stating that the certified investment information, as described in Note K to the financial statements, is complete and accurate.

Opinion on the 2021 Financial Statements

In our opinion, based on our audit and on the procedures performed as described in the *Auditor's Responsibilities for the Audit of the 2021 Financial Statements* section:

- The amounts and disclosures in the accompanying 2021 Financial Statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the accompanying 2021 Financial Statements related to assets held by and certified to by a qualified institutions agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion on the 2021 Financial Statements

We conducted our audit in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the 2021 Financial Statements* section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant

ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the 2021 Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Management is also responsible for maintaining a current Plan instrument, including all Plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the 2021 Financial Statements

Except as described in the *Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2021 Financial Statements* section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a significant likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certifications, comparing the certified investment information with the related information presented and disclosed in the 2021 Financial Statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matters

2021 Supplemental Schedules Required by ERISA

The supplemental Schedule of Assets (Held at End of Year) (Schedule H, Line 4i) and Schedule of Delinquent Participant Contributions (Schedule H, Line 4a) as of or for the year ended January 31, 2022 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- The form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedules related to assets held by and certified to by a qualified institutions agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Auditor's Report on the January 31, 2021 Financial Statements

We were engaged to audit the January 31, 2021 financial statements of the Plan. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed us not to perform and we did not perform any auditing procedures with respect to the information certified by a qualified institution. In our report dated October 13, 2021, we indicated that (a) because of the significance of the information that we did not audit, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and (b) the form and content of the information included in the January 31, 2021 financial statements other than that derived from the certified information were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.



New York, New York
October 18, 2022

**TIFFANY AND COMPANY
EMPLOYEE PROFIT SHARING AND RETIREMENT SAVINGS PLAN**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

<i>(in thousands)</i>	JANUARY 31, 2022	JANUARY 31, 2021
Assets:		
Investments at fair value (Note D)	\$ 761,668	\$ 736,951
Investments at contract value (Note F)	90,025	95,047
Total investments	<u>851,693</u>	<u>831,998</u>
Receivables:		
Employer's contributions	20,099	17,086
Employees' contributions	3,164	1,953
Notes receivable from participants	<u>10,611</u>	<u>10,638</u>
Total receivables	<u>33,874</u>	<u>29,677</u>
Net assets available for benefits	<u><u>\$ 885,567</u></u>	<u><u>\$ 861,675</u></u>

The accompanying notes are an integral part of these financial statements.

TIFFANY AND COMPANY
EMPLOYEE PROFIT SHARING AND RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

<i>(in thousands)</i>	FOR THE YEAR ENDED JANUARY 31, 2022
Additions to net assets attributed to:	
Net appreciation in fair value of investments	\$ 40,271
Interest and dividends	20,537
Total investment income	<u>60,808</u>
Contributions and rollovers:	
Employees	33,913
Employer	20,097
Total contributions and rollovers	<u>54,010</u>
Interest income on notes receivable from participants	<u>523</u>
Total additions	<u>115,341</u>
Deductions from net assets attributed to:	
Withdrawals and distributions	(90,962)
Administrative and investment related expenses	<u>(487)</u>
Total deductions	<u>(91,449)</u>
Increase in net assets available for benefits	23,892
Net assets available for benefits:	
Beginning of year	<u>861,675</u>
End of year	<u><u>\$ 885,567</u></u>

The accompanying notes are an integral part of these financial statements.

**TIFFANY AND COMPANY
EMPLOYEE PROFIT SHARING AND RETIREMENT SAVINGS PLAN**

**NOTES TO FINANCIAL STATEMENTS
(dollars in thousands)**

A. DESCRIPTION OF PLAN

The following description of the Tiffany and Company Employee Profit Sharing and Retirement Savings Plan (the "Plan") is provided for general informational purposes only. Participants should refer to the Summary Plan Description or the Plan document for complete information.

General

The Plan is a defined contribution plan covering all eligible employees of Tiffany & Co. ("Tiffany Parent") and its U.S. subsidiaries and contains an employee profit-sharing feature, a 401(k) feature and a defined contribution retirement benefit (the "DCRB") in respect of eligible employees hired on or after January 1, 2006. Tiffany and Company (the "Company"), a subsidiary of Tiffany & Co., is the Plan sponsor (the "Sponsor").

The assets of the Plan are maintained and transactions therein are executed by Prudential Bank & Trust, FSB, and Prudential Retirement Insurance and Annuity Company ("PRIAC"), the trustees of the Plan (the "Trustees"). The Plan recordkeeper is Prudential Retirement Services. The Plan is administered by the Employee Profit Sharing and Retirement Savings Plan Committee (the "Plan Committee") appointed by the Board of Directors of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Eligibility

Employees automatically become participants in the profit-sharing feature of the Plan on the February 1st immediately following their initial date of employment. Employees are eligible upon hire to participate in the 401(k) feature of the Plan, and are automatically enrolled 60 days after their initial date of employment, provided they are scheduled to work thirty-five or more hours per week on a non-temporary basis. All other employees are enrolled 60 days after completing one year of service. Employees may opt out of such automatic enrollment or 401(k) participation at any time. All employees hired on or after January 1, 2006 automatically become participants in the DCRB feature of the Plan on their date of hire.

Contributions

The profit-sharing feature of the Plan is non-contributory on the part of participating employees and is funded by employer contributions. Employees must be employed by the Company on the last day of the Plan year and have at least 1,000 hours of employment during the Plan year to receive the profit-sharing contribution. Employer profit-sharing contributions, if any, are based on achievement by Tiffany & Co. of certain targeted earnings objectives as established by the Board of Directors of Tiffany & Co. in accordance with, and subject to, the terms and limitations of the Plan. Employer contributions, if any, are in the form of cash. These contributions are deposited into the 401(k) feature of the Plan in accordance with each eligible employee's selected investment allocations or, for those employees who have not selected investment allocations, a target date fund determined by the applicable employee's date of birth. As of January 31, 2022 and 2021, the employer's profit-sharing contribution receivable by the Plan was \$5,000 and \$1,375, respectively.

The 401(k) feature of the Plan is funded by both employee and employer contributions. With respect to employee contributions, participants may elect, in one percent increments, to have an amount between one percent (1%) and fifty percent (50%) of their annual compensation, not to exceed \$19.5 through December 31, 2021 or \$20.5 beginning on January 1, 2021 (or \$26.0 through December 31, 2021 or \$27.0 beginning on January 1, 2022 for individuals over 50 years of age), subject to annual inflation adjustments in future years, contributed to the 401(k) feature of the Plan as a tax deferred contribution, and subject to certain limitations applicable to highly compensated employees.

Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

With respect to employer contributions, following the end of each Plan year, a matching contribution may be made at the discretion of the Sponsor to the account of each employee who was a participant in the 401(k) feature of the Plan as of the end of such Plan year. Such contribution for the Plan years ended on January 31, 2022 and 2021 was equal to up to fifty percent (50%) of each participant's contributions, with a maximum matching contribution of three percent (3%) of such participant's total compensation. Employer contributions to a participant's account are allocated among the various investment options in the same proportion as the participant's own contributions or, for those employees who have not selected investment allocations, a target date fund determined by the applicable employee's date of birth. As of January 31, 2022 and 2021, the employer's matching contribution receivable by the Plan was \$8,928 and \$9,216, respectively, which was partly offset by forfeitures as discussed in "Vesting" below.

Under certain circumstances, employee contributions and employer matching contributions may be limited for highly compensated employees.

The DCRB feature of the Plan is non-contributory on the part of participating employees and is funded by employer contributions, following the end of each Plan year, to be invested in a manner similar to the 401(k) retirement savings portion of the Plan or, for those employees who have not selected investment allocations, a target date fund determined by the applicable employee's date of birth. Employer contributions are determined by a formula using the participant's eligible compensation, age and years of service. As of January 31, 2022 and 2021, the employer's DCRB contribution receivable by the Plan was \$6,171 and \$7,652, respectively, which was partly offset by forfeitures as discussed in "Vesting" below.

Participant Accounts

Each participant's account is credited with the participant's contributions, if applicable, employer contributions and an allocation of each selected fund's earnings, including interest, dividends and net realized and unrealized appreciation/depreciation in the fair value of investments. Each participant's account is also charged an allocation of each selected fund's net realized and unrealized depreciation in the fair value of investments and administrative and investment-related expenses. Allocations are based on participant account balances. Contributions under the profit-sharing feature of the Plan are allocated to participants' accounts on an equal basis. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting

All amounts contributed by employees under the 401(k) feature of the Plan and earnings thereon are immediately 100% vested and non-forfeitable at all times. Employer contributions to participant accounts under the 401(k) feature of the Plan become 100% vested and non-forfeitable after the participant has completed two years of service. Employer contributions under the DCRB feature of the Plan become vested based on the following schedule:

<u>Years of Service</u>	<u>Vested Percentage</u>
Less than 2 years	0%
2 years or more	20%
3 years or more	40%
4 years or more	60%
5 years or more	80%
6 years or more	100%

A participant also becomes vested in his or her DCRB employer contributions upon termination of employment by reason of death or if employment with the Company ends at or after age 65. Employer contributions to participant accounts under the profit-sharing feature of the Plan become 100% vested and non-forfeitable when the participant has completed two years of service. A participant also becomes vested in his or her profit-sharing account and employer matching contributions upon termination of employment by reason of death, retirement or disability. For purposes of the Plan, retirement is defined as termination of employment after attaining age 65.

In the event a participant leaves the Company prior to becoming fully vested, forfeited cash contributions under the profit-sharing feature will be used to reduce future employer contributions to the DCRB or profit-sharing features of the Plan. The participant will also forfeit any assets in his or her 401(k) or DCRB account representing unvested employer contributions and such assets will be made available to offset future employer matching contributions.

Forfeitures of employer contributions in the 401(k), profit-sharing feature and DCRB portion of the Plan totaled \$1,203 and \$777 at January 31, 2022 and 2021, respectively. Forfeitures of \$1,506 and \$1,157 were used to reduce employer contributions for the years ended January 31, 2022 and 2021, respectively.

Administrative Expenses

The Plan accrues a percentage of the fair value of the Plan assets which is transferred into a holding account to pay recordkeeping fees and other administrative expenses as they come due. The Company must pay any expenses which exceed amounts accumulated in the holding account.

Notes Receivable from Participants and Withdrawals

Participants may borrow from their accounts up to a maximum amount of no more than \$50 or fifty percent (50%) of their total vested account balance, including employer matching contributions. The Plan permits each participant to have up to two loans outstanding concurrently. All loans must be repaid within five years unless they are used by the participant to purchase a primary residence. Loans are collateralized by the balance in the participant's account and bear interest at rates commensurate with prevailing market rates, as determined by the Plan administrator. Interest rates currently range from 4.25 percent to 6.50 percent. Principal and interest are paid ratably through payroll deductions.

Participants may also obtain a cash withdrawal of all or a portion of the value of their 401(k) account contributions (excluding employer matching contributions and earnings on such contributions) and their rollover contributions, if any, on the basis of hardship, as permitted under the Plan.

Payment of Benefits

Distributions of a participant's account may be made upon retirement, death or disability, or upon termination of employment. Participants will receive the full vested balance of their Plan account in a lump sum cash distribution. Subject to certain mandatory distribution provisions, in the event of retirement, a participant may elect to defer his or her distribution until the next Plan year, thereby entitling the participant to his or her proportionate share of Tiffany & Co.'s contribution to the profit-sharing feature of the Plan for the Plan year in which the participant retires. In the event of a participant's death, the distribution of the participant's account balance will be made to the participant's designated beneficiary or the participant's estate, if no beneficiary has been so designated.

Voting Rights

Prior to the consummation of the Merger described below in Note B, each participant is entitled to exercise voting rights attributable to the shares of Tiffany & Co. common stock allocated to his or her account and is notified by the Trustees prior to the time that such rights are to be exercised. The Trustees may vote shares for which no instructions are received from the participant in the same proportion as those shares for which instructions are received.

COVID-19

On March 27, 2020, U.S. Congress passed the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act"), which included several relief provisions available to tax qualified retirement plans and their participants. The provisions of the CARES Act may be effective and operationalized immediately, prior to amending the Plan document. The Plan has adopted certain measures included in the CARES Act which allow qualified participants to receive COVID-19 related distributions without penalty and delay repayments of any new or outstanding loans for up to one year. COVID-19 related loan limits increased to the lesser of \$100 or 100% of the participant's vested balance, but the amount is reduced by the highest total loan balance in the last 12 months. Additionally, required minimum distributions beginning in 2020 will be delayed by one year, but may still be received at the request of a participant.

B. CONSUMMATION OF MERGER

On October 28, 2020, Tiffany Parent entered into an Amended and Restated Agreement and Plan of Merger (the "Merger Agreement") by and among Tiffany Parent, LVMH Moët Hennessy - Louis Vuitton SE, a *societas Europaea* (European company) organized under the laws of France ("Parent"), Breakfast Holdings Acquisition Corp., a Delaware corporation and an indirect wholly-owned subsidiary of Parent ("Holding"), and Breakfast Acquisition Corp., a Delaware corporation and a direct wholly-owned subsidiary of Holding ("Merger Sub"). Pursuant to the Merger

Agreement, on January 7, 2021, Merger Sub merged with and into Tiffany & Co. (the "Merger"), with Tiffany Parent continuing as the surviving company in the Merger and a wholly-owned indirect subsidiary of Parent.

Subject to the terms and conditions set forth in the Merger Agreement, at the effective time of the Merger (the "Effective Time"), each share of common stock, \$0.01 par value, of Tiffany Parent ("Common Stock") issued and outstanding immediately prior to the Effective Time (other than shares of Common Stock owned by Tiffany Parent, Parent or any of their respective wholly-owned subsidiaries, and shares of Common Stock owned by stockholders of Tiffany Parent who had properly demanded and not withdrawn a demand for appraisal rights under Delaware law) was converted into the right to receive \$131.50 in cash, without interest and less any required tax withholding.

C. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The Plan's financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Investment Valuation

Investments in mutual funds are stated at fair value as determined by quoted market prices based on the net asset value ("NAV") of shares held by the Plan at year-end. Investments in Tiffany & Co. common stock are stated at fair value as determined by quoted market prices as of the last day of the Plan year. Investments in common and collective trusts are valued based on the NAVs reported by the Trustees of the funds, which are based on the value of the underlying assets owned by the fund, minus its liabilities and then divided by the number of shares outstanding. The NAV is used as a practical expedient to estimate fair value. Investments in pooled separate accounts represent a unit of account whose per unit value is the result of the accumulated values of the underlying investments. The underlying investments are public investment vehicles valued using NAV per share, as determined by the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is used as a practical expedient to estimate fair value. Investments in group annuity insurance contracts are measured at contract value, which equals the value of deposits made to the contract plus earnings at guaranteed crediting rates, less withdrawals and fees.

The Plan presents, in the statement of changes in net assets available for benefits, the net appreciation in the fair value of its investments, which consists of realized gains and losses on investments sold during the year and unrealized appreciation and depreciation on investments held as of the end of the year.

Income Recognition

Purchases and sales of investments are recorded on a trade date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded when earned. Cost of securities sold is determined by the specific identification method.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. Therefore, no allowance for credit losses has been recorded as of January 31, 2022 or 2021.

Use of Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make significant estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates.

D. FAIR VALUE MEASUREMENTS

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal market for the asset or liability in an orderly transaction between market participants on the measurement date. U.S. GAAP establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. U.S. GAAP prescribes three levels of inputs that may be used to measure fair value:

Level 1 - Quoted prices in active markets for identical assets or liabilities, which are considered to be most reliable.

Level 2 - Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3 - Unobservable inputs reflecting the reporting entity's own assumptions, which require the most judgment.

Refer to Note C for the valuation methods used to determine fair value of Plan assets.

The following tables provide information by level for assets that are measured at fair value on a recurring basis:

(in thousands)	Fair Value at January 31, 2022	Fair Value Measurements Using Inputs Considered as		
		Level 1	Level 2	Level 3
Mutual funds	\$ 304,703	\$ 304,703	\$ —	\$ —
Net assets in fair value hierarchy	304,703	304,703	—	—
Investments at NAV practical expedient ^a	456,965	—	—	—
Plan assets at fair value	<u>\$ 761,668</u>	<u>\$ 304,703</u>	<u>\$ —</u>	<u>\$ —</u>

(in thousands)	Fair Value at January 31, 2021	Fair Value Measurements Using Inputs Considered as		
		Level 1	Level 2	Level 3
Mutual funds	\$ 404,494	\$ 404,494	\$ —	\$ —
Net assets in fair value hierarchy	404,494	404,494	—	—
Investments at NAV practical expedient ^a	332,457	—	—	—
Plan assets at fair value	<u>\$ 736,951</u>	<u>\$ 404,494</u>	<u>\$ —</u>	<u>\$ —</u>

^a In accordance with ASC 820-10, certain investments that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the fair value of the Plan's assets at the end of each respective year.

E. NET ASSET VALUE PER SHARE

The following table sets forth a summary of the Plan's investments with a reported NAV per share at January 31, 2022 and 2021:

<u>Investment</u>	Fair Value * at (in thousands)		Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
	January 31, 2022	January 31, 2021				
JP Morgan SmartRetirement Passive Blend Income Fund	\$ 15,289	\$ 7,495	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2020 Fund	41,749	34,045	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2025 Fund	30,642	8,078	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2030 Fund	70,510	44,884	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2035 Fund	31,823	10,447	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2040 Fund	76,564	60,135	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2045 Fund	19,504	11,343	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2050 Fund	37,735	29,737	—	Daily	None	None
JP Morgan SmartRetirement Passive Blend 2055 Fund	12,581	8,661	—	Daily	None	None
Robeco BP Large Cap Value Equity Fund (IS)	33,182	24,312	—	Daily	None	None
Large Cap Growth / Jennison Fund	87,388	93,320	—	Daily	None	None

* The fair value of the investment has been estimated using the NAV of the investment.

F. GROUP ANNUITY INSURANCE CONTRACT

At January 31, 2022 and 2021, the Plan held an investment in the Principal Preservation Separate Account ("PPSA"), a group annuity insurance product of Prudential Retirement Insurance and Annuity Company ("PRIAC"). The contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. The Plan owns a promise from PRIAC to pay interest at crediting rates that are announced in advance and guaranteed for a specified period of time as outlined in the contract. The fair value of the PPSA approximates the contract value, which totaled \$90,025 and \$95,047 at January 31, 2022 and 2021, respectively. Interest is credited by using a single interest rate that is applied to all contributions made to the product regardless of the timing of those contributions.

There are no events that would limit the ability of the Plan to transact at contract value paid either immediately or, depending upon the rate environment and cash flow levels, over time. There are no events that allow the issuer to terminate the contract and which require the Sponsor to settle at an amount different than contract value.

G. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments include pooled separate accounts and a mutual fund managed by Prudential Bank & Trust, FSB. Prudential Bank & Trust, FSB, also manages a group annuity insurance contract, issued by PRIAC. Therefore, investment transactions in these investments are considered to be exempt party-in-interest transactions under the Department of Labor's rules and regulations. The Plan's investments also include common stock of Tiffany & Co., the parent company of the Sponsor. On January 7, 2021, common stock of Tiffany & Co. was converted to cash as a result of the consummation of the Merger (see "Note B. Consummation of Merger" for further information). Such cash held in participant accounts will be held in a money market account until the participant reallocates such funds to other available investment options or, if the participant makes no such allocation within a defined time period, to a target date fund determined by the applicable participant's date of birth. Additionally, following the merger, for any contributions allocated to the Registrant's common stock for which the participant has not changed his or her election, such contributions will be allocated to a target date fund determined by the applicable participant's date of birth. For the year ended January 31, 2021, the Plan recorded dividend income in the amount of \$2,441 from participants' investments in Tiffany & Co. common stock.

H. TAX STATUS

The Internal Revenue Service ("IRS") determined and informed the Company by a letter dated August 28, 2014, that the Plan was designed in conformity with the applicable requirements of the Internal Revenue Code. There were no amendments required by the IRS as a condition to issuing its determination letter. No provision for Federal income taxes has been made in the accompanying financial statements.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

I. CONCENTRATIONS OF CREDIT AND MARKET RISK

The Plan provides for various investment options in any one or a combination of common and collective trusts, pooled separate accounts, a group annuity insurance contract and mutual funds that invest in a variety of stocks, bonds, fixed income securities and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

An outbreak of a novel strain of the coronavirus, COVID-19, was identified in China in December 2019 and was subsequently recognized as a pandemic by the World Health Organization on March 11, 2020. This COVID-19 outbreak has severely restricted the level of economic activity around the world. While the duration and scope of the COVID-19 outbreak cannot be reasonably estimated, it has negatively impacted the value of Plan assets.

J. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company reserves the right to change, amend or terminate the Plan at any time at its discretion, subject to the provisions of ERISA. In the event the Plan is terminated, participants will become 100% vested in their accounts. In addition, in the event of the dissolution, merger, consolidation or reorganization of the Company, unless the Plan is continued by a successor to the Company, the Plan will automatically terminate and the Plan's assets will be liquidated. See also "Note B. Consummation of Merger."

K. INFORMATION CERTIFIED BY THE TRUSTEES

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The following is a summary of the information regarding the Plan as of January 31, 2022 and 2021 and for the year ended January 31, 2022, included in the Plan's financial statements and supplemental schedules, that was prepared by, or derived from information prepared by, Prudential Bank & Trust, FSB, and Prudential Retirement Insurance and Annuity Company ("PRIAC") the Trustees of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustees that such information is complete and accurate.

(in thousands)

January 31, 2022

Statements of net assets available for benefits:

Assets:

Investments, at fair value	\$	761,668
Investments, at contract value		90,025

(in thousands)

Year Ended January 31, 2022

Statements of changes in net assets available for benefits:

Investment activity:

Interest and dividend income	\$	20,537
Net appreciation in fair value of investments		40,271

L. NONEXEMPT TRANSACTIONS

As reported on the supplemental Schedule of Delinquent Participant Contributions (Schedule H, Line 4a), certain Plan contributions were not remitted to the trust within the time frame specified by the Department of Labor's Regulation 29 (CFR 2510.3-102), thus constituting nonexempt transactions between the Plan and the Company for the year ended January 31, 2022.

M. SUBSEQUENT EVENTS

The Plan has evaluated all subsequent events through October 18, 2022, which is the date the financial statements were available to be issued.

Tiffany and Company
Employee Profit Sharing and Retirement Savings Plan
Plan Number: 002
EIN: 13-1387680
Form 5500, Part IV, Schedule H, Line 4i — Schedule of Assets (Held at End of Year)
as of January 31, 2022

Identity of issue, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Number of shares, units or par value	Cost ^a	Current value
JP Morgan SmartRetirement Passive Blend Income Fund	Common/Collective Trust	548,378		\$ 15,288,780
JP Morgan SmartRetirement Passive Blend 2020 Fund	Common/Collective Trust	1,327,891		41,748,897
JP Morgan SmartRetirement Passive Blend 2025 Fund	Common/Collective Trust	893,088		30,641,857
JP Morgan SmartRetirement Passive Blend 2030 Fund	Common/Collective Trust	1,916,554		70,510,016
JP Morgan SmartRetirement Passive Blend 2035 Fund	Common/Collective Trust	817,429		31,822,511
JP Morgan SmartRetirement Passive Blend 2040 Fund	Common/Collective Trust	1,883,950		76,563,746
JP Morgan SmartRetirement Passive Blend 2045 Fund	Common/Collective Trust	469,860		19,503,907
JP Morgan SmartRetirement Passive Blend 2050 Fund	Common/Collective Trust	906,213		37,734,712
JP Morgan SmartRetirement Passive Blend 2055 Fund	Common/Collective Trust	356,302		12,581,016
American Funds EuroPacific Growth R6	Mutual Fund	585,957		35,134,003
Goldman Sachs Small Cap Value R6	Mutual Fund	336,970		18,550,180
MassMutual Select Mid Cap Growth I	Mutual Fund	293,041		6,865,946
MFS Mid Cap Value R6	Mutual Fund	325,705		10,253,182
* Prudential Total Return Bond Q	Mutual Fund	1,889,185		26,656,401
Trowe QM US SC Growth EQ 1	Mutual Fund	358,912		14,801,540
Vanguard Extended Market Index Instl	Mutual Fund	311,206		38,804,300
Vanguard FTSE Social Index Adm	Mutual Fund	129,982		5,623,038
Vanguard Institutional Index I	Mutual Fund	313,601		120,670,621
Vanguard Total Bond Market Index Fund	Mutual Fund	1,090,311		11,917,101
Vanguard Total Intl Stock I	Mutual Fund	116,088		15,426,989
* Robeco BP Large Cap Value Equity Fund (IS)	Pooled Separate Account	1,038,855		33,181,790
* Large Cap Growth / Jennison Fund	Pooled Separate Account	1,123,788		87,387,690
* Prudential Retirement Insurance and Annuity Company	Group Annuity Insurance Contract	3,213,378		90,024,884
* Participant Loans	Rates of interest from 4.25% - 6.50%, maturing at various dates through 2/6/2032.			10,611,182
Total			—	\$ 862,304,289

* Party-in-interest

^a Amounts have been omitted as assets allocated to participants' accounts are directed by the participants.

See Independent Auditor's Report.

Tiffany and Company
Employee Profit Sharing and Retirement Savings Plan
Plan Number: 002
EIN: 13-1387680
Form 5500, Part IV, Schedule H, Line 4a — Schedule of Delinquent Participant Contributions
For the Year Ended January 31, 2022

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside of VFCP	Contributions Pending Correction in VFCP	
\$ 3,367,459	\$ 3,367,459	\$ —	\$ —	\$ —

See Independent Auditor's Report.



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