

CIMPRESS N.V.

RULES FOR THE BOARD OF DIRECTORS

The Board of Directors of Cimpres N.V. (the “Company”) has established the following Rules pursuant to article 16 of the Company’s Articles of Association to provide a framework for the conduct of the Board’s business.

1. **Director Qualification Standards.**

- a. **Independence.** Except as may otherwise be permitted by NASDAQ rules, a majority of the members of the Board must be independent directors. To be considered independent, a director (1) must meet the definition of an independent director under the rules of the NASDAQ Stock Market and (2) in the Board’s judgment, must not have a relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.
- b. **Selection of New Board Candidates.** The Company’s Nominating and Corporate Governance Committee is responsible, with input from the Chairman, for identifying individuals qualified to become Board members, consistent with criteria approved by the Board and in order to maintain the requisite expertise, background, competencies, and independence for the Board to properly carry out its duties. The Board is responsible for recommending to the general meeting of shareholders as a binding nomination the persons to be nominated for appointment as directors at any general meeting.

2. **Organization and Responsibilities.**

- a. **Titles.** The Board of Directors shall appoint one of its non-executive directors as “*voorzitter*” of the Board of Directors, as referred to in section 2:129a of the Dutch Civil Code, who is referred to in English as the “Lead Non-Executive Director.” The Lead Non-Executive Director, or in his or her absence, any other non-executive director chosen by a majority of the directors present at a meeting, shall preside at meetings of the Board of Directors. The Board of Directors may grant other titles to individual directors, including the titles of Chairman and Chief Executive Officer.
- b. **Responsibilities of Directors.** The Board should focus on, and develop a strategy for, long-term value creation by the Company. The Board of Directors may determine an allocation of responsibilities among directors; however, non-executive directors have an oversight role and are not to be involved in day-to-day management of the business.

3. **Board Meetings and Voting.**

- a. **Time and Place of Meetings.** Meetings of the Board of Directors may be held at such time and place as the Chairman, Lead Non-Executive Director, or Board of Directors may from time to time determine, subject to the following: A majority of Board meetings in each fiscal year must be held in the Netherlands, and at least 50% of the Board members must be physically in the Netherlands for each of the Netherlands meetings. Board meetings held outside of the Netherlands may not be held in the same Company location more than once in any two-year period.

- b. Selection of Agenda and Chairing of Meetings. The Chairman is responsible for determining the agenda for each Board meeting and chairing the meeting. Each other director is free to suggest the inclusion of agenda items and to raise at any Board meeting subjects that are not on the agenda for that meeting.
- c. Frequency and Length of Meetings. The Chairman, in consultation with the other directors, determines the frequency and length of the Board meetings. Special meetings may be called from time to time as determined by the needs of the business.
- d. Advance Distribution of Materials. Information that is important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the members of the Board before the meeting, and members of the Board should review these materials in advance of the meeting. The Board acknowledges that certain items to be discussed at a Board or committee meeting may be of an extremely confidential or time-sensitive nature and that the distribution of materials on these matters prior to meetings may not be appropriate or practicable.
- e. Executive Sessions. The non-executive directors shall meet at least twice a year in executive session without any members of the Company's management to discuss, among other matters, the performance of the Chief Executive Officer. The Lead Non-Executive Director shall preside at these sessions, or, in the absence of the Lead Non-Executive Director, such other non-executive director chosen by a majority of the non-executive directors present at a meeting.
- f. Quorum and Proxies. Unless a higher quorum is required by applicable law or the Company's Articles of Association, the presence either in person or by written proxy of a majority of the total number of directors then in office is required and constitutes a quorum for the transaction of business, including the adoption of resolutions. A director may appoint another director in writing as proxy to represent the appointing director at a particular Board meeting and to vote and otherwise act on the appointing director's behalf in accordance with his or her instructions.
- g. Board Action at Meeting. Each member of the Board has one vote. Resolutions of the Board require the absolute majority of the total number of votes cast by the directors at a meeting at which a quorum is present. Abstentions are considered votes not cast but are considered votes present in determining whether a quorum is present. In the event of a tie, a proposal is deemed to have not passed.
- h. Action by Consent in Writing. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a majority of the members of the Board consent to such action in writing or via electronic communication (including but not limited to email), so long as all directors are aware of the action to be taken in this manner and no director objects to this manner of decision-making.

4. Committees.

- a. Key Committees. The Company shall have at all times the following committees composed of non-executive directors who meet the applicable independence and other criteria set forth in NASDAQ rules: Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

- b. Committee Charters. Each of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee must have a charter that has been approved by the Board and that complies with the applicable rules of NASDAQ. The Board shall, from time to time as it deems appropriate, review and reassess the adequacy of each charter and make appropriate changes.

5. Access to Management and Independent Advisors.

- a. Access to Officers and Employees. Members of the Board have full and free access to officers and employees of the Company and its subsidiaries. Directors shall use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and its subsidiaries and shall, to the extent appropriate, involve the Chief Executive Officer and Chairman in any contact with an officer or employee of the Company.
- b. Access to Independent Advisors. The Board and each committee have the power to hire and consult with independent legal, financial or other advisors for the benefit of the Board or such committee, as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance. Such independent advisors may be the regular advisors to the Company. The Board or any such committee is empowered, without further action by the Company, to cause the Company to pay the compensation of such advisors as established by the Board or any such committee.

- 6. Conflicts of Interest.** Each director shall promptly report any conflict of interest, as described in principle 2.7 of the Dutch Governance Code, or potential conflict of interest to the Chairman, Lead Non-Executive Director, or the Company's General Counsel and shall not participate in discussions and decision making concerning the matter with respect to which he or she has a conflict of interest. In addition, the Board may determine that there is such a strong *appearance* of a conflict of interest of a director with respect to a particular matter, even if there may not be an actual conflict of interest, that the director should not participate in discussions and the decision making process with respect to such matter. However, if all directors have a conflict of interest or an appearance of conflict of interest, the Board may nonetheless adopt a resolution with respect to the matter.

- 7. Annual Performance Evaluation of the Board.** The Nominating and Corporate Governance Committee shall oversee an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board. The purpose of this process is to improve the effectiveness of the Board and its committees.

8. Board Interaction with Shareholders and Other Third Parties.

- a. Communications on Behalf of the Company. The Chief Executive Officer and his or her designees speak for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is, however, expected that Board members would do so with the knowledge of and, absent unusual circumstances or as contemplated by the committee charters, only at the request of the Company's senior executives. All communications shall comply with Company policies, such as disclosure control policies and media relations policies.

- b. Communications Submitted to the Board. The Board will give appropriate attention to written communications that are submitted to the Board by shareholders and other interested parties and will respond if and as appropriate. Absent unusual circumstances or as contemplated by the committee charters, the Nominating and Corporate Governance Committee, with the advice and assistance of the General Counsel, is primarily responsible for monitoring communications to the Board from shareholders and other interested parties.
 - c. Attendance at Annual General Meetings. To the extent practicable, all members of the Board should attend each annual general meeting of shareholders.
9. **Periodic Review of these Rules.** The Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of these Rules and recommend any proposed changes to the Board.
10. **General Provisions.**
- a. Amendment. These Rules can be amended only by a resolution of the Board to that effect, and any amendment of these Rules must be in writing. Except as otherwise provided in the Articles of Association or by Dutch law, the Board may, as the circumstances may require, at its discretion unanimously decide to deviate from these Rules.
 - b. Publication. The Company shall publish these Rules on its website.

Adopted by the Board on November 14, 2018