

CIMPRESS N.V.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

1. **Purpose.** The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors of Cimpress N.V. (the “Company”) is to:
 - a. identify individuals qualified to become members of the Board, consistent with the criteria approved by the Board;
 - b. recommend to the Board the persons to be nominated for election as members of the Board at any meeting of shareholders;
 - c. recommend to the Board the directors to be appointed to, and the Chair for, each committee of the Board;
 - d. oversee an annual evaluation of the Board, its members, and committees of the Board;
 - e. develop and recommend to the Board a set of corporate governance principles applicable to the Company; and
 - f. oversee a director education program and a new director orientation program for the Board.

2. **Structure and Membership.**
 - a. **Number.** The Committee shall consist of such number of directors as the Board shall from time to time determine.
 - b. **Independence.** Except as otherwise permitted by the applicable rules of NASDAQ, each member of the Committee shall be independent as defined by such rules.
 - c. **Chair.** Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
 - d. **Compensation.** The compensation of Committee members shall be as determined by the Board.
 - e. **Selection and Removal.** Members of the Committee shall be appointed by the Board. The Board may remove members of the Committee from such Committee, with or without cause.

3. **Authority and Responsibilities.** The Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, or on its behalf, in accordance with its fiduciary duties.
- a. **Board and Committee Membership**
- i. **Selection of members of the Board.** Except where the Company is legally required by, law, contract, articles of association or otherwise to provide third parties with the right to nominate members of the Board, the Committee shall be responsible for recommending to the Board the nominees for appointment as directors by the Company's shareholders and, in making such recommendations, shall consider any candidates proposed by shareholders. The Committee shall review and evaluate information available to it regarding candidates proposed by shareholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.
- ii. **Criteria for Selecting Directors.** The Board's criteria for selecting directors are set forth on Appendix A. The Committee shall use such criteria to guide its director selection process. The Committee shall be responsible for reviewing with the Board, on a periodic basis, the requisite skills and criteria for new and continuing directors, matching such skills and criteria with the Company's strategy, as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding Board candidates proposed by shareholders.
- iii. **Search Firms.** The Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.
- iv. **Selection of Committee Members.** The Committee shall be responsible for recommending to the Board the members and Chairs to be appointed to each committee of the Board.
- v. **Board Education and Director Orientation.** The Committee shall oversee an annual education program for the Board, covering selected topics of interest and relevance. The Committee shall periodically review the Company's orientation program for new members of the Board.
- b. **Evaluation of the Board; Succession Planning**
- i. **Evaluation of the Board.** The Committee shall be responsible for overseeing an annual self-evaluation of the Board and all committees of the Board to determine whether it and its committees and members are

functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the performance of the Board and its committees, to be discussed with the Board.

c. Corporate Governance

- i. Board Rules. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of the Company's Rules for the Board of Directors and recommend any proposed changes to the Board for approval.
- ii. Shareholder Communications. The Committee, with advice and assistance from the General Counsel, (1) is primarily responsible for monitoring communications to the Board from shareholders or other interested parties, and (2) shall provide copies or summaries of such communications to the other members of the Board as it considers appropriate.
- iii. Code of Business Conduct; Whistleblower Reports. The Committee shall coordinate the Board's oversight of the Company's Code of Business Conduct and periodically review allegations made on the Company's confidential reporting helpline, including the results of the Company's investigations into such allegations.
- iv. Corporate Governance Developments. The Committee shall periodically review any legislation or recent developments in corporate governance that are applicable or relevant to the Company.

d. Additional Powers. The Committee shall have such other duties as may be delegated from time to time by the Board.

4. Procedures and Administration

- a. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by written resolutions in lieu of a meeting. The Committee shall keep such records of its meetings as it deems appropriate.
- b. Subcommittees. The Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including a subcommittee consisting of a single member).
- c. Reports to the Board. The Committee shall report regularly to the Board.
- d. Charter. Annually, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- e. Independent Advisors. The Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent

advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

- f. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or advisor of the Company or any subsidiary to meet with the Committee or any advisors engaged by the Committee.
- g. Self-Evaluation. The Committee shall, from time to time as it deems appropriate, evaluate its own performance and present this evaluation to the full Board for discussion.

Approved by the Board of Directors on November 14, 2018

Attachment A

CRITERIA FOR MEMBERS OF THE BOARD OF DIRECTORS

General Criteria

1. Directors should have a reputation for integrity, honesty and adherence to high ethical standards.
2. Directors should have demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives and strategy of the Company and should be willing and able to contribute positively to the decision-making process of the Company.
3. Directors should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its committees.
4. Directors should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include shareholders, employees, customers, governmental units, creditors and the general public, and to act in the interests of the Company.
5. No director should have, or appear to have, any conflict of interest that would impair the director's ability to represent the interests of the Company and to fulfill the responsibilities of a member of the Board.
6. The Board of Directors and the Company shall not discriminate against any director or candidate for director on the basis of race, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law. The value of diversity on the Board should be considered.

Application of Criteria to Existing Directors

The renomination of existing directors to the Board should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above. In addition, the Nominating and Corporate Governance Committee shall consider the performance of the existing directors on the Board and any committee.

Criteria for Composition of the Board

The backgrounds and qualifications of the members of the Board considered as a group should provide a significant breadth of experience, knowledge and abilities that assist the Board in fulfilling its responsibilities.