

# CIMPRESS N.V.

## COMPENSATION COMMITTEE CHARTER

1. **Purpose.** The purpose of the Compensation Committee (the “Committee”) of the Board of Directors of Cimpres N.V. (the “Company”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers, as defined under the rules of the U.S. Securities and Exchange Commission (“Executive Officers”) and Board members.
  
2. **Structure and Membership.**
  - a. **Number.** The Committee shall consist of at least two members of the Board.
  - b. **Independence.** Except as otherwise permitted by the applicable NASDAQ rules, each member of the Committee must be an “independent director” as defined by NASDAQ Rule 5605(a)(2) and meet the criteria for independence set forth in NASDAQ Rule 5605(d)(2).
  - c. **Chair.** Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
  - d. **Compensation.** The Board shall determine the compensation of Committee members.
  - e. **Selection and Removal.** The Board shall appoint members of the Committee and may remove members of the Committee from such committee, with or without cause.
  
3. **Authority and Responsibilities.**
  - a. **General.** The Committee shall discharge its responsibilities, and shall assess the information provided by the Company’s management, in accordance with its fiduciary duties. The Committee advises the Board in relation to its responsibilities. The Board may delegate its authority to make decisions in relation to the responsibilities listed below. However, the full Board remains responsible for all decisions taken, even if prepared and resolved by the Committee.
  - b. **Executive Officer Compensation.** The Committee shall review and approve, or recommend for approval by the Board, the compensation of the Company’s Chairman and Chief Executive Officer (the “CEO”) and the Company’s other Executive Officers, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits; expatriate benefits and allowances; and other forms of compensation, all within the scope of the remuneration policy as adopted by the general meeting of

shareholders. The Committee shall discuss without the presence of the Company's Executive Officers when approving or deliberating on CEO compensation but may, in its discretion, invite the CEO to be present during the approval of, or deliberations with respect to, the compensation of other Executive Officers.

- c. Plan Recommendations and Approvals. The Committee shall, working cooperatively with senior management, periodically review and make recommendations to the Board with respect to incentive compensation and equity-based plans that are subject to approval by the Board.
- d. Administration of Plans. The Committee may exercise the rights, authority and functions of the Board under the Company's share option, equity incentive, employee share purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof and to determine the number of options and awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this charter or a plan or resolution of the Board, the Committee is not authorized to amend any such plan.
- e. Board of Directors Compensation. The Committee shall periodically review and make recommendations to the Board with respect to director compensation, within the scope of the remuneration policy as adopted by the general meeting of shareholders.
- f. Compensation Discussion and Analysis. The Committee shall review and discuss annually with management the Company's "Compensation Discussion and Analysis" required by Item 402(b) of Regulation S-K (the "CD&A"). The Committee shall consider annually whether it will recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C.
- g. Compensation Committee Report. The Committee shall prepare the annual Compensation Committee Report required by Item 407(e)(5) of Regulation S-K.
- h. Compensation Consultants, Legal Counsel and Other Advisors. The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisors. The Committee is directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Committee. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation, as determined by the Committee, of any compensation consultant, legal counsel and other advisor retained by the Committee. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor, only after taking into consideration the applicable factors affecting independence that are specified in NASDAQ Rule 5605(d)(3)(D).

- i. Oversight of Compensation Risk Management. The Committee is responsible for the oversight of risks associated with the Company’s compensation policies and practices.
  - j. Additional Duties. The Board may delegate other duties to the Committee from time to time.
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 resolution 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) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, each of whom qualifies as a “non-employee director,” as such term is defined from time to time in Rule 16b-3 promulgated under the Exchange Act, and an “outside director,” as such term is defined from time to time in Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder).
  - c. Reports to 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. Investigations. The Committee has 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 to meet with the Committee or any advisors engaged by the Committee.
  - f. 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