

**MINUTES OF THE ANNUAL GENERAL MEETING
OF SHAREHOLDERS OF
CIMPRESS N.V.**

**HELD ON
15 November 2016**

Cimpress N.V., a public limited company (*naamloze vennootschap*) incorporated under the laws of the Netherlands, having its corporate seat (*statutaire zetel*) in Venlo, the Netherlands, its registered office at Hudsonweg 8, 5928 LW Venlo, the Netherlands, and registered with the Trade Register of the Chamber of Commerce (*Kamer van Koophandel, afdeling Handelsregister*) under number 14117527, held its annual general meeting of shareholders on Tuesday, 15 November 2016 at its registered office beginning at 7:15 p.m. Central European Time. Richard Riley, chairman of Cimpress' Supervisory Board, chaired the meeting, and Lawrence Gold, Cimpress' Secretary and proxy holder representing the ordinary shares voted at the meeting, was in attendance. In addition, Paolo De Cesare, John Gavin, Eric Olsen, Nadia Shouraboura, Mark Thomas, and Scott Vassalluzzo, members of the Cimpress' Supervisory Board; Sophie Gasperment, a nominee to the Supervisory Board; Robert Keane, Chief Executive Officer and Chairman of the Management Board; and Kathryn Leach, Senior Securities Counsel and Assistant Secretary (participating by videoconference), were present. Mr. Gold, as Secretary, recorded the minutes of the meeting.

Mr. Riley called the meeting to order. He noted that, as shareholders representing at least one third of Cimpress' outstanding ordinary shares were present in person or by proxy and entitled to vote at the meeting, the requisite quorum was present. He reported that the general meeting was convened through a convocation published in the Dutch daily newspaper, *De Trouw* on 25 October 2016 and that the Notice of the Annual General Meeting and Proxy Statement were sent to all shareholders of record as of the close of business on 18 October 2016 and had been made available to the shareholders at Cimpress' offices.

Mr. Riley concluded that all legal requirements regarding the convocation of the meeting had been met, so that legally valid resolutions could be adopted.

According to the attendance list, 27,872,096 shares were represented in the meeting, which represented 88.06% of the issued share capital and which together were entitled to cast 27,872,096 votes.

Mr. Riley then put the following resolutions to the meeting and announced the results of the voting on each matter.

1. Reappointment of Paolo De Cesare to Supervisory Board

Mr. Riley stated that the first matter of business was the reappointment of Paolo De Cesare as a member of Cimpress' Supervisory Board to serve for a term of four years ending on the date of Cimpress' annual general meeting of shareholders in 2020 and that the Supervisory Board had made a binding nomination of Mr. De Cesare for this position. The result of the voting on this resolution was 23,440,366 votes in favor, 120,488 votes against, and 24,453 abstentions. Mr. Riley declared that Mr. De Cesare had been appointed as a supervisory director.

2. Reappointment of Mark T. Thomas to Supervisory Board

Mr. Riley stated that the next matter of business was the reappointment of Mark T. Thomas as a member of Cimpress' Supervisory Board to serve for a term of four years ending on the date of Cimpress' annual general meeting of shareholders in 2020 and that the Supervisory Board had made a binding

nomination of Mr. Thomas for this position. The result of the voting on this resolution was 23,372,136 votes in favor, 188,753 votes against, and 24,418 abstentions. Mr. Riley declared that Mr. Thomas had been reappointed as a supervisory director.

3. Appointment of Sophie A. Gasperment to Cimpress' Supervisory Board

Mr. Riley stated that the next matter of business was the appointment of Sophie A. Gasperment as a member of Cimpress' Supervisory Board to serve for a term of four years ending on the date of Cimpress' annual general meeting of shareholders in 2020 and that the Supervisory Board had made a binding nomination of Ms. Gasperment for this position. The result of the voting on this resolution was 23,440,328 votes in favor, 120,535 votes against, and 24,444 abstentions. Mr. Riley declared that Ms. Gasperment had been appointed as a supervisory director.

4. Advisory vote to approve executive compensation

Mr. Riley stated that the next matter of business was a non-binding, advisory "say on pay" proposal regarding the compensation of Cimpress' named executive officers, as described in the Compensation Discussion and Analysis, executive compensation tables, and accompanying narrative disclosures in Cimpress' proxy statement dated October 24, 2016. Following a discussion on the application of Cimpress' remuneration policy over the fiscal year ended June 30, 2016, the result of the voting on this resolution was 23,386,887 votes in favor, 172,473 votes against, and 25,947 abstentions. Mr. Riley declared that the non-binding proposal had been approved.

5. Adoption of Cimpress' statutory accounts

Mr. Riley stated that the next matter of business was the adoption of Cimpress' statutory annual accounts, as prepared in accordance with Dutch law, for the fiscal year ended June 30, 2016. The result of the voting on this resolution was 27,805,870 votes in favor, 1,195 votes against, and 65,031 abstentions. Mr. Riley declared that the resolution had been carried by the necessary votes.

6. Discharge of Management Board liability

Mr. Riley stated that the next matter of business was to discharge the members of Cimpress' Management Board from liability with respect to the exercise of their duties during the fiscal year ended June 30, 2016. The result of the voting on this resolution was 23,540,183 votes in favor, 19,251 votes against, and 25,873 abstentions. Mr. Riley declared that the resolution had been carried by the necessary votes.

7. Discharge of Supervisory Board liability

Mr. Riley stated that the next matter of business was to discharge the members of Cimpress' Supervisory Board from liability with respect to the exercise of their duties during the fiscal year ended June 30, 2016. The result of the voting on this resolution was 23,540,583 votes in favor, 19,851 votes against, and 24,873 abstentions. Mr. Riley declared that the resolution had been carried by the necessary votes.

8. Authorization of repurchase of 6,300,000 ordinary shares

Mr. Riley stated that the next matter of business was to authorize Cimpress' Management Board, acting with the approval of the Supervisory Board, to repurchase up to 6,300,000 of Cimpress' issued and outstanding ordinary shares until May 15, 2018 on the open market (including block trades that satisfy the

safe harbor provisions of Rule 10b-18 pursuant to the U.S. Securities Exchange Act of 1934), through privately negotiated transactions, or in one or more self tender offers at prices per share between an amount equal to €0.01 and an amount equal to 120% of the market price of Cimpress' ordinary shares on the Nasdaq Global Select Market or any other securities exchange where Cimpress' shares are then traded (the market price being deemed to be the average of the closing price on each of the consecutive days of trading during a period no shorter than one trading day and no longer than 10 trading days immediately preceding the date of repurchase, as reasonably determined by the Management Board). The result of the voting on this resolution was 22,743,512 votes in favor, 5,128,359 votes against, and 225 abstentions. Mr. Riley declared that the resolution had been carried by the necessary votes.

9. Authorization to issue ordinary shares

Mr. Riley stated that the next matter of business was to authorize Cimpress' Management Board, acting with the approval of the Supervisory Board, until May 15, 2018 to issue ordinary shares or grant rights to subscribe for ordinary shares up to a maximum of (i) 10% of Cimpress' outstanding share capital at the time of issue for general corporate purposes including but not limited to equity compensation, acquisitions, and financings, and (ii) an additional 10% of Cimpress' outstanding share capital at the time of issue in connection with the acquisition of all or a majority of the equity or assets of another entity. The result of the voting on this resolution was 21,802,956 votes in favor, 310,459 votes against, and 1,471,892 abstentions. Mr. Riley declared that the resolution had been carried by the necessary votes.

10. Authorization to exclude or restrict shareholders' preemptive rights

Mr. Riley stated that the next matter of business was to authorize Cimpress' Management Board, acting with the approval of the Supervisory Board, until May 15, 2018 to resolve to exclude or restrict shareholders' preemptive rights under Dutch law with respect to ordinary shares and rights to subscribe for ordinary shares that the Management Board may issue or grant pursuant to any authorization of Cimpress' shareholders. The result of the voting on this resolution was 21,699,369 votes in favor, 402,261 votes against, and 1,483,677 abstentions. Mr. Riley declared that the resolution had been carried by the necessary votes.

11. Appointment of independent registered public accounting firm

Mr. Riley stated that the next matter of business was the appointment of PricewaterhouseCoopersLLP as Cimpress' independent registered public accounting firm for the fiscal year ending June 30, 2017. The result of the voting on this resolution was 27,661,253 votes in favor, 181,967 votes against, and 28,876 abstentions. Mr. Riley declared that the resolution had been carried by the necessary votes.

12. Approval of Supervisory Board Compensation

Mr. Riley stated that the next matter of business was the approval of the new compensation program for Cimpress' Supervisory Board described in Cimpress' proxy statement dated October 24, 2016. The result of the voting on this resolution was 18,097,584 votes in favor, 4,015,914 votes against, and 1,471,809 abstentions. Mr. Riley declared that the resolution had been carried by the necessary votes.

13. Approval of amendment to 2016 Performance Equity Plan

Mr. Riley stated that the final matter of business was the approval of the amendment to Cimpress' 2016 Performance Equity Plan described in Cimpress' proxy statement. The result of the voting on this

resolution was 18,436,665 votes in favor, 3,653,208 votes against, and 1,495,434 abstentions. Mr. Riley declared that the resolution had been carried by the necessary votes.

There being no further business to come before the meeting, Mr. Riley declared the formal part of the annual general meeting closed.

A true record.

Richard T. Riley
Chairman

Lawrence A. Gold
Secretary

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