

CIMPRESS PLC

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of Cimpres plc (the “Company”) has established these corporate governance guidelines to assist and guide the Board in the exercise of its responsibilities. These guidelines should be interpreted in accordance with any requirements imposed by applicable laws, the Nasdaq Stock Market LLC (“Nasdaq”), and the constitution of the Company.

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 Nasdaq 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 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.

2. **Organization and Responsibilities.**

- a. **Titles.** The Board may grant 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 has an oversight role, and the non-employee directors are not to be involved in day-to-day management of the business. The Board has delegated to the Chief Executive Officer and other senior management of the Company the authority and responsibility for managing the Company’s everyday affairs.

3. **Board Meetings and Voting.**

- a. **Time and Place of Meetings.** Meetings of the Board may be held at such time and place as the Chairman or Board may from time to time determine, subject to the following: Unless the Board otherwise determines, all Board meetings must be held in Ireland, and the Chairman and more than 50% of the Board members (including the Chairman) must be physically in Ireland for each meeting.
- 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 or a committee'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 or committee before the meeting, and members of the Board or committee 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-employee directors shall meet at least twice per year in executive session without any members of the Company's management to discuss, among other matters, the performance of the Chief Executive Officer. A non-employee director chosen by a majority of the non-employee directors present at the meeting shall preside at these sessions.

4. Committees.

- a. Key Committees. The Company shall have at all times the following committees composed of non-employee directors who meet the applicable independence and other criteria set forth in Nasdaq rules: Audit Committee, Compensation Committee, and Nominating 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 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 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 or potential conflict of interest to the Chairman, the full Board, 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. **Performance Evaluation of the Board.** On an annual basis or such other frequency as the Board determines, the Board shall conduct a self-evaluation to determine whether it and its committees are functioning effectively.

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 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.

9. **General Provisions.**

a. **Amendment.** These Guidelines can be amended only by a resolution of the Board to that effect, and any amendment of these Guidelines must be in writing. Except as otherwise provided in the Company's Constitution or by Irish law, the Board may, as the circumstances may require, at its discretion unanimously decide to deviate from these Guidelines.

b. **Publication.** The Company shall publish these Guidelines on its website.

Adopted by the Board on November 21, 2019 and amended on August 26, 2020