

CIMPRESS PLC

NOMINATING  
COMMITTEE CHARTER

1. **Purpose.** The purpose of the Nominating Committee (the “Committee”) of the Board of Directors of Cimpress plc (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; and
  - c. recommend to the Board the directors to be appointed to, and the Chair for, each committee of the Board.
  
2. **Structure and Membership.**
  - a. **Number.** The Committee consists of such number of directors as the Board determines from time to time.
  - b. **Independence.** Except as otherwise permitted by the applicable rules of NASDAQ, each member of the Committee must 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 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 the 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 is 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 is 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 has 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 is responsible for recommending to the Board the members and Chairs to be appointed to each committee of the Board.

b. Corporate Governance

- i. 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.
  - ii. 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.
- c. 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 meet in person, by telephone, video conference and/or any other electronic means and 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 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 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 21, 2019 and amended on August 26, 2020

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 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.