



2021 Annual Report

Notice of Annual General Meeting of
Shareholders | Proxy Statement



July 28, 2021

Dear Investor,

As always, the purpose of this annual investor letter is to reflect on our strategic progress and capital allocation effectiveness over the past year, and describe our ambitions for the coming year. Over the next week, we will share examples of our strategic progress, capital allocation assessment, leadership talent and future ambitions in our annual investor day. For a detailed look at our financial results please review our separate Q4 and FY2021 earnings document that we posted today on ir.cimpress.com.

We're at the end of a fiscal year that will be remembered for the pandemic's impact to our economy, customers, industry, business operations and personal lives. I am profoundly grateful and deeply proud of the way Cimpress team members pulled together to support and deliver value for each other, our customers, our long-term investors and society at large over the past year.

The pandemic depressed our financial results throughout the fiscal year yet we still delivered \$2.6 billion in revenue, \$349 million of adjusted EBITDA, and \$283 million of unlevered adjusted free cash flow.¹ We demonstrated that, if and when necessary, we can rapidly pivot and reduce costs and deliver material cash flow even in an extremely adverse economic environment. Once we had stabilized our financial situation, especially in the second half of the fiscal year, we returned to building for the future by recruiting a significant number of talented new team members, driving innovation, and expanding our capabilities including in data, technology development and design while continuing to push for quality improvements and efficiency gains. Importantly, we also implemented a flexible capital structure that, in addition to lowering our weighted average cost of debt, allows us to continue to invest for the future even if we were to experience additional volatility.

Here are four takeaways from the last year that are relevant for our future:

- Our decentralized structure proved to be resilient under stress: Our decentralized structure enabled our businesses to react quickly and decisively to local restrictions, the care for the health and safety of our team members, and rapidly changing customer needs. They leveraged our select few shared strategic capabilities, Cimpress-wide financing, and each others' strengths in order to weather the storm better than they could have as stand-alone businesses. In other words, our choice to operate as a group of relatively autonomous businesses with only a few, but powerful, central capabilities, proved to work well in times of extreme market turbulence. This reinforced the advantages of the structure in the minds of team members across Cimpress, and should make our future execution even better.
- Constraints and incentives are powerful: The constraints we faced during the pandemic were harsh especially in those first weeks and months. When combined with the long-term orientation of our incentives, the clarity of what we collectively needed to achieve was never clearer. We learned quickly what we could do without and reduced costs accordingly. We learned how fast we can move when aligned around common objectives within the context of these constraints and incentives. We leveraged assets across Cimpress to launch many new products and product formats that helped customers react to the changing situation, generating revenue and profits to aid our recovery. We now know what's possible and don't need a pandemic in the future to move with that type of speed.
- Remote-first work is a new source of competitive advantage: During the pandemic, we pivoted to remote work and, for many team members, moved to a permanent remote-first model. We have been very intentional about our remote-first approach and are investing behind this way of working so that it becomes

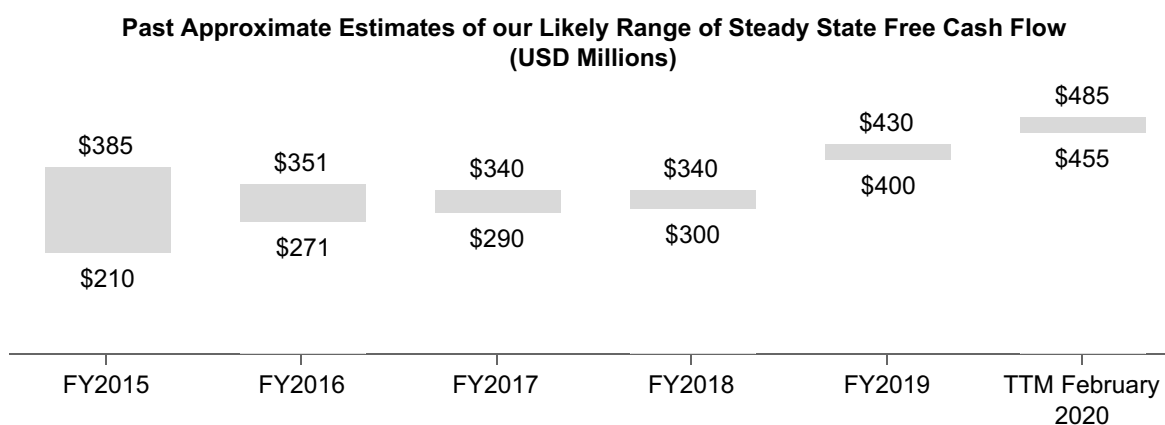
¹ Operating income in FY2021 was \$124 million, operating cash flow was \$265 million, adjusted free cash flow (a non-GAAP financial measure) was \$166 million, and cash interest related to borrowing was \$117 million. Please see reconciliation of non-GAAP measures at the end of this letter.

a competitive advantage to the recruitment, retention and engagement of top talent. We reshaped our office footprint accordingly, freeing up capital that we can redeploy into organic investment, including hiring and enhancing team member experience. Time will tell how these real-time case studies on moving away from traditional office cultures will work - early indicators for us are very positive.

- Giving back was never more important: Our businesses actively supported small businesses and communities around the world over the last year through grants, donations, advice, and products. We accelerated carbon pollution reduction targets by setting a net-zero carbon goal by 2040, we continued our high standards for using only responsibly harvested forest products and we implemented a plan to eliminate problematic plastics and to use much more recycled and recyclable content for packaging and products. We continued to increase the diversity of our team members and the inclusiveness of our company culture in recognition of the importance of these topics to team members and the pursuit of long-term value creation for customers and shareholders.

As we look to the chapter that comes after the pandemic, we are very optimistic. We operate in a massive and highly fragmented market that is undergoing a multi-decade shift from traditional offline suppliers to mass customization online players like Cimpres— and we are the clear market leader. The long-term trend toward e-commerce has accelerated, small business formation has increased, and we have the strategy, investments, and momentum to capture the opportunity in front of us. We are seeing positive results from the work we were doing prior to and through the pandemic. We know how to build long-term value by making it convenient and affordable for customers to place small, customized orders chosen from a vast combination of products and product attributes. As we begin FY2022 and see recent revenue results returning to pre-pandemic levels, we see a clear path to return to sustainable growth and improve our competitive position in FY2022 and beyond.

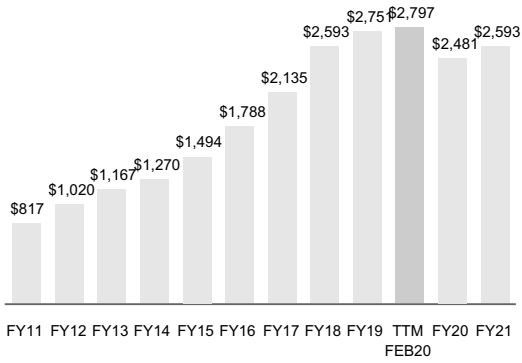
Please note that we have not published a steady state free cash flow (SSFCF) estimate for FY2021 because we cannot comfortably quantify what the impact of the pandemic was on the unlevered free cash flow component which is a critical part of our SSFCF estimate. Factors such as revenue volatility, temporary cost reductions, government incentives and many others directly impacted our unlevered free cash flow in FY2021. For reference, the chart below includes our SSFCF estimates for the multi-year period leading up to the start of the pandemic (this is identical to the version included in my letter to investors one year ago).



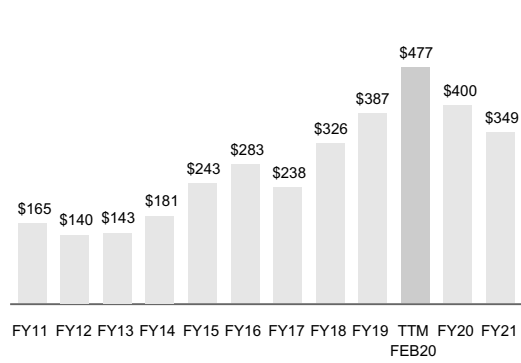
We anticipate continued volatility on the path to a full reopening including from the possibility of increased government restrictions. While we haven't disclosed an estimate for FY2021, based on recent bookings trends, the permanent cost reductions we have implemented, and the progress and investments we have made over the last year for which you'll hear tangible examples in our annual investor day, we believe we should be exiting FY2022 at a run rate of SSFCF similar to the levels we last estimated for the the twelve months ended in February 2020, with a clear trajectory toward sustained growth beyond that. More on this further below.

Historical and Recent Financial Measures^{2,3}

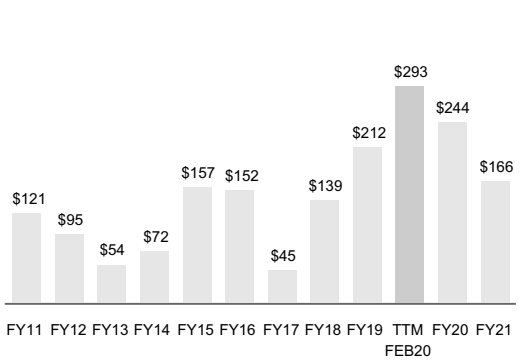
Revenue (\$M)



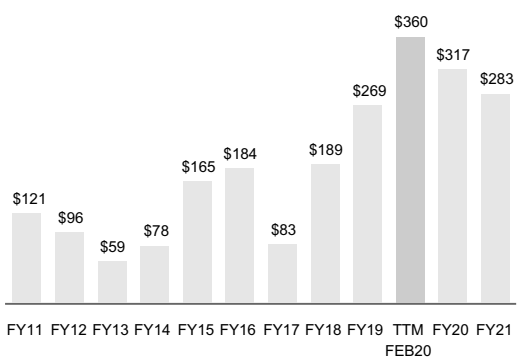
Adjusted EBITDA (\$M)



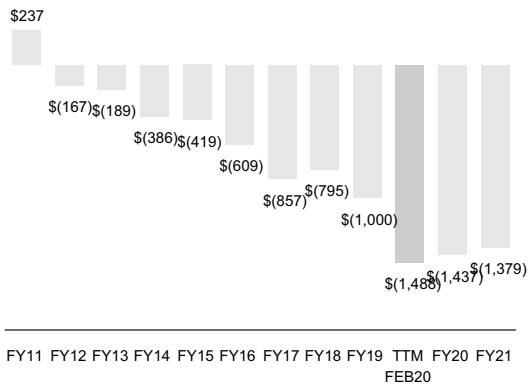
Adjusted FCF (\$M)



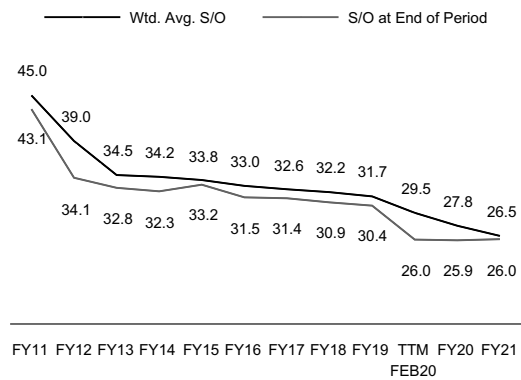
UFCF (\$M)



Net Debt (\$M)



Shares Outstanding (M)



² Please see reconciliation of non-GAAP measures at the end of this letter.

³ Weighted average shares outstanding for FY2017 and FY2021 represent the number of shares we would have reported if we recorded a profit instead of a loss that year. The basic weighted shares outstanding we reported those years was 31.3M and 26.0M, respectively.

Capital Allocation

The table below summarizes the capital allocation, other than debt repayment, that we have made over the past seven fiscal years, excluding investments we believed at the time to be required to maintain steady state (i.e., the chart includes our estimates of growth investments but not maintenance investments).

We define "steady state" as having a sustainable and defensible business over the long term that is capable of growing after-tax free cash flow at the rate of United States inflation.

We consider capital allocation to be any spend that does not pay back within twelve months on a net basis. We also include in the table below the capital we have raised via divestitures or partial-equity sales of businesses.

Capital Allocation Excluding Organic Investments That We Believe Are Required to Maintain Steady State

Allocated Capital (\$M)	FY2015	FY2016	FY2017	FY2018	FY2019	FY2020*	FY2021	7-Year Total*	Percent of 7-yr Total*
Growth investments	\$145	\$190	\$193	\$108	\$158	\$142	\$130	\$1,066	35%
M&A and similar equity investments	\$148	\$176	\$228	\$52	\$327	\$4	\$60	\$995	33%
Share repurchases	\$—	\$153	\$50	\$95	\$56	\$627	\$—	\$981	32%
Total capital deployed	\$293	\$519	\$471	\$255	\$541	\$773	\$190	\$3,042	100%
Capital raised via divestitures or partial-equity sales (\$M)	\$—	\$—	\$—	\$129	\$12	\$—	\$—	\$141	100%

* Growth investments in the "FY2020" column reflect estimated spend for the trailing twelve months ended February 29, 2020 as that was the pre-pandemic period we used for our analysis last fiscal year.

Share Repurchases

We did not repurchase Cimpres shares during FY2021. Over the past 13 years we have allocated \$1,499.4 million to repurchase 25.9 million shares at an average price per share of \$57.84 inclusive of commissions, representing roughly half of the diluted shares outstanding at the beginning of that time frame.

We evaluate share repurchases in several ways. One is to compare our estimate of the intrinsic value per share (IVPS) of our shares relative to the price paid for a share, and to calculate the rate of return between those two numbers. Another is to look at our steady state free cash flow per share relative to the sum of (i) the price we paid per share and (ii) our net debt per share at the time of the evaluation. We overlay a point of view on our ability to grow this ratio in the future.

In light of the above methodologies and our confidence that we will return to and grow beyond our pre-pandemic levels of steady state free cash flow, we remain comfortable that our past share repurchases will deliver attractive returns on this allocated capital. We believe this statement to be true even for the shares we repurchased during FY2020 prior to the pandemic (\$627.0 million to repurchase 5.0 million shares at an average price per share of \$125.36 inclusive of commissions) with respect to nominal returns, although the opportunity cost of those repurchases was significant given the subsequent decrease in our share price and the expensive, although temporary, financing we took on to preserve flexibility at the height of pandemic uncertainty.

Due to the organic investment opportunities we have for FY2022, which we discuss in the next section, we don't expect to purchase additional Cimpres shares in the coming year. That being said, share repurchases have arguably been our best allocation of capital over the past ten to fifteen years. When we look beyond FY2022, we hope and expect that over the next decade we may have opportunities to allocate significant capital to share repurchases when valuation dislocations exist. If and when we do repurchase shares again, we will assess the potential to create value as we have done in the past using the methodologies described above, and we will continue to adhere to our commitment not to repurchase shares when our net leverage ratio (net debt to trailing-twelve-month EBITDA as defined by our senior secured credit agreement) is above 3.5x.

Organic Investments

The following tables include midpoint estimates of the impact of our historical growth investments on segment EBITDA and unlevered free cash flow. Note that the input to our SSFCF estimates is the impact to unlevered free cash flow, but we show the segment EBITDA view first because it is a significant component of the unlevered free cash flow view. From a segment EBITDA perspective, our growth investments outside of Vistaprint have decreased since their peak in FY2019 as we've substantially reduced the investment in our early-stage businesses while we've continued to invest in our other businesses and steadily increased investment in our mass customization platform. The same trend is in place from an unlevered free cash flow perspective, although the aggregate growth investment in technology through capitalized software is also evident. To the contrary, the tables below show the increased impact of growth investment on EBITDA and unlevered free cash flow in Vistaprint. We discuss specific investment areas for each component in our commentary below the tables.

SEGMENT EBITDA - ESTIMATED NET IMPACT⁴ OF ORGANIC GROWTH INVESTMENTS⁵

\$ in millions

VISTAPRINT ORGANIC GROWTH INVESTMENTS							
Investment Area	FY15	FY16	FY17	FY18	FY19	TTM Feb 20	FY21
Columbus (Vistaprint organic entry into promotional products)	26	35	26	—	—	—	—
New products and product extensions	—	4	18	Included below	Included below	Included below	Included below
LTV-based advertising and marketing infrastructure (see footnote 5)	14	12	15	16	34	9	46
Technology	7	9	10	5	5	7	5
Expansion of production & IT capacity	8	14	(1)	—	—	2	—
Other	—	3	14	3	6	19	3
VISTAPRINT TOTAL	\$54	\$77	\$82	\$26	\$46	\$36	\$54
OTHER ORGANIC GROWTH INVESTMENTS							
Investment Area	FY15	FY16	FY17	FY18	FY19	TTM Feb 20	FY21
Upload and Print	6	10	12	7	5	—	5
National Pen	N/A	N/A	N/A	—	8	2	2
All Other Businesses	22	34	26	36	38	18	5
Mass Customization Platform (MCP)	15	24	20	19	22	24	27
Other Centrally Managed Investments	14	11	14	16	5	6	7
TOTAL OTHER THAN VISTAPRINT	\$57	\$80	\$72	\$78	\$77	\$50	\$46
CIMPRESS TOTAL AT MIDPOINT	\$111	\$157	\$154	\$104	\$123	\$86	\$100
CIMPRESS TOTAL ESTIMATED RANGE	N/A	\$116M - \$196M	\$155M - \$205M	\$97M - \$137M	\$122M - \$152M	\$70M - \$100M	\$85M - \$115M

⁴ Note that the estimates presented regarding our investments in MCP are gross investments, prior to benefits we realize in year, i.e., not net investments like the other lines in these tables.

⁵ Note that Vistaprint's "LTV-based advertising and marketing infrastructure" includes the cost of many marketing-related teams delivering core parts of our strategy, including user experience, data and analytics, and design. Additionally, investments in Vistaprint Corporate Solutions, Vistaprint India and Vistaprint Japan are included in All Other Businesses through FY2019. Starting in FY2020, these businesses moved into our Vistaprint business, and so our estimated investments in these businesses are included in Vistaprint's "Other" category for the trailing-twelve-month period ended February 29, 2020. Additionally, we exclude \$5 million of VIDA EBITDA losses from the growth investments within the "TTM Feb20" column above.

UNLEVERED FREE CASH FLOW⁶ - ESTIMATED NET IMPACT OF ORGANIC GROWTH INVESTMENTS⁷
\$ in millions

VISTAPRINT ORGANIC GROWTH INVESTMENTS							
Investment Area	FY15	FY16	FY17	FY18	FY19	TTM Feb 20	FY21
Columbus	34	36	26	—	—	—	—
New products and product extensions	14	8	18	Included below	Included below	Included below	Included below
LTV-based advertising and marketing infrastructure (see footnote 7)	13	12	15	16	32	9	49
Technology	8	11	10	9	11	14	13
Expansion of production & IT capacity	14	34	11	8	10	12	1
Other	8	3	15	5	6	17	4
VISTAPRINT TOTAL	\$91	\$104	\$95	\$38	\$59	\$52	\$67
OTHER ORGANIC GROWTH INVESTMENTS							
Investment Area	FY15	FY16	FY17	FY18	FY19	TTM Feb 20	FY21
Upload and Print	6	10	18	14	8	14	4
National Pen	N/A	N/A	N/A	2	13	7	7
All Other Businesses	26	42	42	29	49	28	12
Mass Customization Platform (MCP)	14	27	24	22	25	28	34
Other Centrally Managed Investments	8	7	14	3	4	5	6
TOTAL OTHER THAN VISTAPRINT	\$54	\$86	\$98	\$70	\$99	\$82	\$63
CIMPRESS TOTAL AT MIDPOINT	\$145	\$190	\$193	\$108	\$158	\$134	\$130
CIMPRESS TOTAL ESTIMATED RANGE	N/A	\$150M - \$230M	\$168M - \$218M	\$88M - \$128M	\$143M - \$173M	\$119M - \$149M	\$115M - \$145M

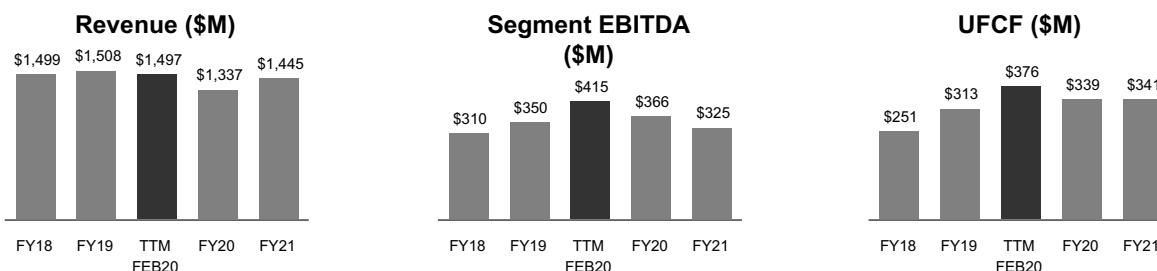
⁶ Note that the estimates presented regarding our investments in MCP are gross investments, prior to benefits we realize in year, i.e., not net investments like the other lines in these tables.

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Assessment of Capital Allocation by Component

Below we assess recent performance by component. The charts for each component are revenue, segment EBITDA (our segment measure of profitability, which includes share-based compensation expense), and unlevered free cash flow (which adds capital expenditures, capitalized software, cash taxes and changes in net working capital, but excludes share-based compensation expense). As we did in last year's letter, we include the results from the trailing-twelve-month period ended February 28, 2020 to show a pre-pandemic comparison that reflects a full year of strategic changes in Vistaprint and other businesses announced in January 2019.

Vistaprint

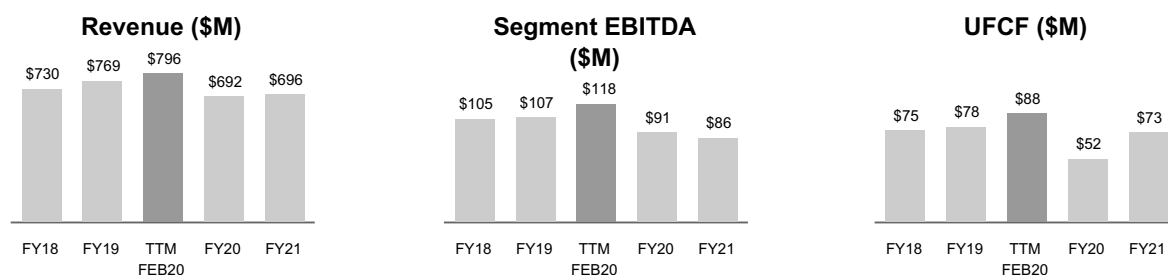


In January 2019 we announced significant changes in Vistaprint that I covered extensively in past letters. Vistaprint has progressed enormously since that time. Although that momentum is not obvious in our financial results over the last year because of the pandemic, it was certainly still there under the surface. In FY2021 we accelerated investments in building foundational basics while also turning to investments to significantly improve the value we deliver to our customers. We made steady progress in our transition to our new technology platform, which we have launched in eight countries as of the end of FY2021. We have made continuous improvements to our capabilities, products, services, and processes that have ultimately led to better customer value. As an example, our focus on improving the customer experience in FY2021 reduced our complaint rate to the lowest level in nine years and has driven our product satisfaction score to an all-time record high. Despite the pandemic's impact on our customer count this past year, we see these changes show up in meaningful improvements in per customer economics over the last two years.

Our north star for Vistaprint is to be the expert design and marketing partner for small businesses and you'll hear more about that at our upcoming investor day. Vistaprint's market is huge and we believe the investments we have made and will continue to make in FY2022 as we move from transactions to relationships will allow us to capture more share with existing customers, acquire and serve larger and higher value customers, and deliver expertise and products for both physical and digital marketing. The UFCF from Vistaprint was approximately \$341 million in FY2021, net of organic growth investments of \$57 million to \$77 million. This does not include the \$36 million of capital to acquire 99designs this year with another \$45 million payable in the third quarter of FY2022. We are happy with the new talent and capabilities that 99designs has brought us, and we are excited about what we will build together in the coming years.

Subject to pacing of investment based on the results of our recent investments and the overall post-pandemic recovery, for FY2022 we plan to increase our organic growth investment in Vistaprint significantly. This will occur as we experience the annualized impact of the increased investment from the second half of FY2021 and continue to invest in talent across data and analytics, user experience and technology, product development, performance advertising, upper-funnel brand spend and sponsorships, new product introduction and design capabilities. These investments are being made by high-performing teams with increasing customer focus and with clarity on the need to measure and to drive strong financial returns. Vistaprint's past and current data and technology investments are an enabler to rich, personalized customer experiences, rapid new product introduction, quality improvements, full-spectrum design capabilities and a focus on moving from selling items to customers to offering relevant solutions and being a partner to customers through their entire journey as a small business.

Upload and Print Businesses⁸



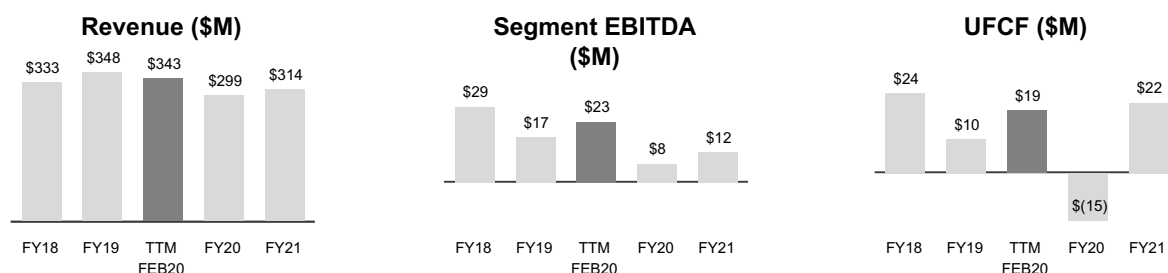
This group consists of seven different businesses that we have acquired, plus relatively minor equity investments in suppliers (€503 million total investment consideration between FY2014 and FY2021). The total investment includes payments and minority equity purchases completed to date.

Upload and Print businesses generated approximately €55 million in UFCF in FY2021 (net of reductions to reflect the partial equity ownership of certain businesses in the group), a yield of approximately 11% on the €503 million of consideration we have paid to date that was depressed by the pandemic impact. This is net of organic growth investments of €3 million to €4 million in FY2021. Our Upload and Print businesses are organized into two reportable segments, each centered around a business with significant supply chain and other advantages.

All seven businesses are based in Europe and the resurgence of COVID-19 caused two waves of lockdowns across all markets, severely impacting revenue for all businesses. Given the top-line stress we experienced, FY2021 initiatives in Upload and Print largely centered around developing long-term foundations of our businesses. For example: enriching our product ranges, reducing costs, investing in software and production technology and driving intra-Cimpress wholesale transactions via the Cimpress MCP marketplace.

In FY2022, these businesses plan to invest to drive further competitive advantages in customer offering and experience as well as production and supply chain benefits. Compared to FY2021, we expect the EBITDA impact of growth investments to be slightly higher in FY2022 along with an uptick in capital expenditures for new product introduction and innovation.

National Pen



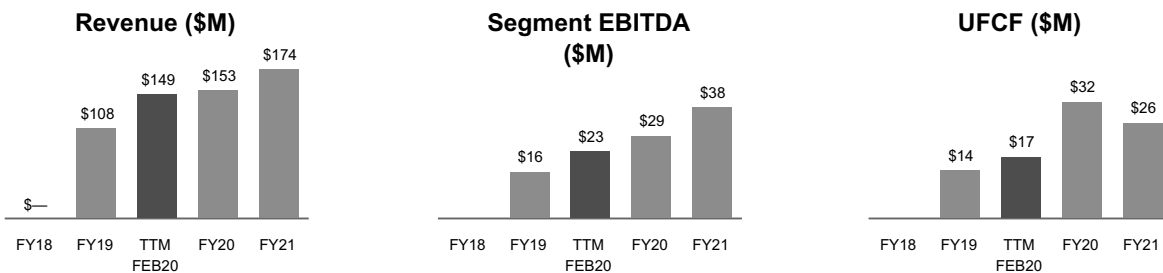
National Pen was hit quite hard by the pandemic given the nature of its business connected to in-person events. Despite the prolonged COVID-19 disruption, throughout FY2021 National Pen continued to invest in and advance its core strategic initiatives while also pivoting quickly to launch products to serve customer needs and deliver an

⁸ Upload and Print businesses combine the results of two segments: PrintBrothers and The Print Group, and eliminates intercompany revenue within the group as if these businesses were in a single segment. Please see non-GAAP reconciliations at the end of this document.

important part of the supply chain for face masks including those sold through Vistaprint. The business also saw continued development and expansion of e-commerce and technology teams and successfully migrated many markets outside of North America to a new e-commerce platform, with North America to follow in FY2022. National Pen has made steady progress on its increased shift to and focus on e-commerce channels, which we believe will be a key determiner in achieving acceptable returns on our total invested capital. We acquired National Pen for \$211 million on December 31, 2016. The UFCF in FY2021 was \$22 million, or 10% of consideration paid. This is an improvement from FY2020, but still below FY2018 results. UFCF was net of organic growth investments of \$6 million - \$8 million that we believe are not required to maintain steady state. Additionally, National Pen incurred costs for pandemic-related inventory write-downs that decreased FY2021 segment EBITDA by \$8 million and UFCF by \$2 million.

In FY2022, we expect that growth investment in National Pen will be roughly consistent with investment levels in the prior two years.

BuildASign⁹



We acquired 99% of BuildASign in October 2018 for \$271 million. In the fourth quarter of FY2021, BuildASign allocated \$17 million of capital to acquire 81% of a fast growing business located in the U.S. whose product capabilities we expect to benefit BuildASign and other Cimpres businesses in North America via intra-Cimpres wholesale supply relationships. The contribution of that business was not material to BuildASign's FY2021 results.

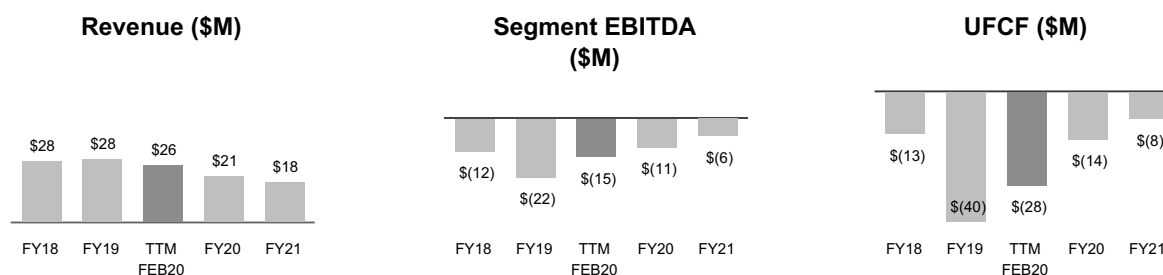
The UFCF of BuildASign for FY2021 was \$26 million, or 10% of the total investment consideration (excluding the recent acquisition as it was not yet contributing to BuildASign's FY2021 financial results due to its timing), net of organic growth investments of \$3 million - \$4 million. BuildASign had its best financial year ever in FY2021 while growing revenue and EBITDA 13% and 33% year over year, respectively. Pro forma revenue and EBITDA was 23% and 78% higher than in FY2019, respectively (as if we had owned BuildASign for the full year in 2019).¹⁰ This growth has been driven by great execution and leveraging the shared strategic capabilities of Cimpres. While divisions of BuildASign like signs and apparel saw market downturns due to the pandemic, we were able to capitalize on strong demand for home decor products, as well as pandemic-specific signage use cases such as graduation lawn signs or re-opening signage. BuildASign also successfully partnered with our National Pen business in producing canvas for our west coast customers, a partnership that enabled us to generate an additional 8% in total canvas unit growth during the Q2 holiday season.

In FY2022, we expect BuildASign's net organic growth investments to be similar to recent years.

⁹ BuildASign is the largest component of our All Other Businesses segment.

¹⁰ We acquired BuildASign in October 2018, the second quarter of FY2019. Charts above reflect reported figures. FY2021 reported revenue and EBITDA was 61% and 138% higher, respectively, due in part to acquisition timing.

Early-Stage Investments¹¹



As demonstrated in the charts above, over the last two years we have significantly reduced the segment EBITDA and UFCF investment of our early-stage businesses. This was driven by the reduced scope of these investments, including the divestment of VIDA in FY2020 and rationalization of the focus in Printi, as well as continued scale. These remain small, entrepreneurial initiatives with high degrees of risk but, if successful, significant upside.

Even with the effects of the pandemic, Printi consumed less cash in FY2021 than in FY2020 and significantly less than FY2019. The business is a market leader for upload and print in Brazil and is growing despite the economic and social trauma in Brazil from the pandemic.

YSD, based in China, demonstrated its capabilities with an impressive list of third-party customers this past year. As was the case at the end of FY2020, in FY2021 YSD continued to be instrumental to our pandemic response, supporting multiple Cimpress businesses like Vistaprint, Pixartprinting and National Pen in their supply chain automation for custom masks during the pandemic. The YSD team is in the process of pivoting the business model to more directly leverage the technology and supply chain expertise that was demonstrated via the mask project. YSD's investment level remains small and is driven by continued investment in software development.

Central Investments

The Cimpress mass customization platform (MCP) has demonstrated significant value before and during the pandemic. It allowed our businesses to remain nimble in supporting our customers when uncertainty hit about whether specific production facilities could remain open. It also helps improve our efficiency while customer demand is lower than usual because it opens up opportunities to shift volume between our businesses more freely than if all facilities were operating at capacity. In FY2021, we increased investment in MCP in multiple domains like e-commerce and artwork technology. In FY2022, we expect another modest increase in investment in MCP as we believe this gross investment will continue to drive returns in our businesses that help them accelerate revenue growth and/or drive efficiency gains. Our central procurement team, working in concert with our businesses, helps drive material cash and cost savings under normal circumstances, and they have also driven great value during our pandemic response, both in terms of partnering with suppliers to preserve liquidity as well as sourcing for new product introduction and maintaining the reliability of our supply chain.

Summary & Conclusion

While the impact of the pandemic blurred the evidence of our progress that we believe would have otherwise been evident in our FY2021 financial results, our advantages throughout Cimpress building off of the momentum we had prior to the pandemic have only become clearer. Thanks to an improved competitive position, a team with demonstrated ability to execute well, and the investments we have made over the last years, as we turn to FY2022 I am optimistic about returning to sustained revenue growth and growth of our intrinsic value per share. Earlier I wrote that we believe we should be exiting FY2022 at a run rate of SSFCF similar to the levels we last estimated for the the twelve months ended in February 2020, with a clear trajectory toward sustained growth beyond that. There are a number of things that give me confidence in this, let me share a few:

¹¹ Early-stage investments are part of our All Other Businesses segment.

- We have removed over \$30 million of annual cash costs from our structure and are more efficient as a result.
- We have further improved the efficiency of our advertising spend, particularly in the Vistaprint business. Even as we layer on additional growth investments in this area, each dollar is expected to go farther than it did in the TTM February 2020 period. And we see more opportunity to make further improvement.
- The per-customer metrics in Vistaprint have improved through many of the investments we have been making in that business. We have built many tools that help people throughout the business test, learn and make better decisions. We are strengthening our design offering from "do it yourself" to "do it with help" to "do it for me" in ways that should allow us to attract and convert more customers, retain existing customers for longer, and capture additional share of wallet than we do today. And our new platform launches have begun to unlock new product introduction and personalization opportunity, which should help us serve our customers better and further earn their trust. As such, we believe improving customer lifetime value will be a strong lever for growth and will economically justify an acceleration of new customer acquisition in Vistaprint in the coming years.
- We expect that physical products will maintain their relevance even as some aspects of our world become more digital. During the pandemic, we saw significant growth in physical products that made a big personal impact, such as graduation lawn signs or canvas prints. The move toward online ordering for food delivery created demand for printed menus and packaging. Many small e-commerce sellers are making an impression with in-box marketing materials and attractive custom packaging. And business cards, signs, flyers and other products are becoming more connected, with QR codes that bring a customer to a website or catalog or enable contactless payment. All of these applications accelerated during the pandemic, and we expect they will continue beyond it. That is in addition to the return of in-person events that have driven traditional demand for physical products, which has begun to tick up and customer sentiment and intent to purchase has increased recently.
- Finally, our senior most team members' incentives are aligned to those of our long-term shareholders and over the last two years we have increased our talent density. In many of our businesses, these long-term incentives are centered around achieving above-hurdle rate returns on invested capital for each business. At the Cimpress-level and in Vistaprint, including for myself, our performance share program incentives are centered on long-term shareholder returns above a hurdle rate. While these programs have been in place for a number of years, over the next few years we will begin to have annual cycles of measurement opportunities meaning that those running our businesses and central teams are as motivated as ever to execute to deliver these returns.

I greatly value the partnership of our long-term shareholders and our debt holders. I am optimistic that together we will succeed in driving great value for customers, team members, society, and you who have entrusted your capital with us.

Sincerely,



Robert Keane
Founder, Chairman & CEO
Cimpress plc

July 28, 2021

APPENDICES

Historical Estimates of Steady State Free Cash Flow

As we regularly emphasize, Cimpress' uppermost financial objective is to maximize our intrinsic value per share. We believe we can approximate the rate of growth of our IVPS by comparing, across long periods of time, the result of the following formula:

$$([SSFCF \text{ divided by our WACC}] - \text{net debt}) / \text{diluted shares outstanding}$$

Note that the output of the above formula is not an estimate of our IVPS because the SSFCF component does not include the value of growth investment, past and future, that is not yet impacting our SSFCF, whereas the net debt component does include the cumulative investments.

We provide below a table of historical values for the components of the formula and we encourage shareholders to make their own estimates. Note that the last column is the trailing twelve months ended February 29, 2020, just prior to Cimpress' results being heavily impacted by the pandemic other than pro forma net debt and weighted average diluted shares outstanding which are as of June 30, 2020.

<i>in millions</i>	FY2015	FY2016	FY2017	FY2018	FY2019	TTM Feb20*
	July 2015	July 2016	July 2017	July 2018	July 2019	July 2020
When we made this estimate						
High estimate of SSFCF	\$385	\$351	\$340	\$340	\$430	\$485
Low estimate of SSFCF	\$210	\$271	\$290	\$300	\$400	\$455
Pro forma net debt*	\$413	\$601	\$750	\$795	\$1,001	\$1,437
Weighted average diluted shares outstanding**	33.8	33.0	32.6	32.2	31.7	27.8

* Pro forma net debt and weighted average diluted shares outstanding in the TTM Feb20 column are as of June 30, 2020. Since it is a weighted average for the fiscal year, the weighted average diluted shares outstanding as of June 30, 2020 do not fully reflect the FY2020 repurchases. The number of actual shares outstanding on June 30, 2020 was 25.9 million. Total dilutive shares from options, RSUs and warrants was 1.3 million shares, although net dilution will be less.

**Please see details in net debt per share appendix.

In order to create economic value, net of our cost of capital, we need to grow the result of this equation at a compounded annual growth rate that is higher than our cost of capital. In my letter to you last year we said that the result of the above formula for the trailing-twelve-month period ended in February 2020 was significantly improved over FY2019 and very significantly improved over FY2018.

How We Think About Intrinsic Value Per Share

Our uppermost financial objective is to maximize our IVPS. We do not publicly disclose our internal IVPS range estimates because of their judgment-based nature and because we assume that shareholders who take a long-term perspective will each make their own estimates of the value of a share of Cimpress. However, I would like to explain the process by which we internally establish an IVPS range estimate so you understand how we, as the stewards of the capital you entrust to us, think about this very important subject.

We define IVPS as (a) the unlevered free cash flow per diluted share that, in our best judgment, will occur between now and the long-term future, appropriately discounted to reflect our cost of capital, minus (b) net debt per diluted share.

Any estimate of part (a) is inherently subjective and based on forward-looking projections. That is why we say that our definition of IVPS is based on our best judgment. Please note my use of many qualifying terms throughout this letter such as "estimated", "range", "approximate" and "judgment". The future is inherently unknowable so our commentary should be understood in the context of these qualifying terms.

We use two methods to estimate part (a) of our IVPS equation. We establish multiple scenarios, so each of these approaches generates a range based on several present values. We try to be prudent and realistic in our forecasts.

We then look at the range of all the outputs across the two methods, discuss and debate the merits and weaknesses of each output, and then make a range-based judgment call.

The first of these two methods is a classic discounted cash flow ("DCF") financial model. We forecast key line items in our income statement and cash flow statements based on past trends, and our beliefs about how those trends will progress in the future. We typically project these ten fiscal years into the future, and in the last year establish a terminal value by dividing that year's projected UFCF by our WACC. We then discount all of this back to today at our WACC, then divide by the number of diluted shares.

The second method is based on steady state unlevered free cash flow ("SSFCF"). We define "steady state" as having a sustainable and defensible business over the long term that is capable of growing after-tax free cash flow at the rate of United States inflation. SSFCF is an estimate that is inherently based on many subjective business judgments and approximations, so you should consider our statements about this concept to be directional range estimates that are definitely not specific or precise. This approach is not traditional but we believe it to be useful and informative. In our experience, we typically find that our estimates of IVPS are lower using the SSFCF method than the DCF method. For the SSFCF method, our process is to establish:

- i. An estimated range of what value exists in Cimpres today assuming no more of our past investments turn cash generative (or negative) and assuming we were to stop investing for growth beyond steady state. We establish this estimated range by dividing the upper and lower bounds of our range estimate of SSFCF by our WACC to derive a high and low enterprise value prior to accounting for future returns on capital which we have deployed or will deploy which are not yet contributing to our SSFCF.
- ii. An estimated range of future returns from our past and future capital allocation (other than organic investments required to maintain steady state) whose returns do not yet show up in our SSFCF. We discount those to their present value using our WACC. This second component addresses our view that a major portion of our estimate of IVPS derives from us having a large set of attractive investment opportunities for the foreseeable future and that we can fund such investments thanks to our significant SSFCF combined with our financing capacity.
- iii. Add the results from "i." and "ii." together to estimate a range of values, which we divide by the number of diluted shares.

While part "ii." is a material part of any IVPS calculation, it necessitates significant assumptions about the future which often times are well-intentioned but lead to overly optimistic estimates of returns that have yet to materialize. For retrospective assessments of the compounded annual growth rate (CAGR) of IVPS over extended periods (such as the FY15 to FY19 assessment discussed in this letter) we therefore use only part "i." as the value which we divide by the number of diluted shares.

As discussed previously, we allocate capital based on our estimates of the present value of any given potential investment, discounted by our hurdle rates and selected within the context of alternative uses of that capital. For example, we do not protect or favor the maintenance of SSFCF in our existing businesses as part of our capital allocation processes. As with all capital allocation choices, we would make such investments only if we believe that they will both meet or exceed relevant hurdle rates and will be the best choice relative to alternative uses of that capital. We would rather accept that such a portion of our business is mature and declining and use the cash flows that are generated from it to invest elsewhere. The fact that we currently invest large amounts of capital into the maintenance of steady state reflects our belief in the strong returns available to us in our current business.

Capital Allocation Approach

We can deploy capital via organic investments, share repurchases, acquisitions and equity investments, debt reduction, and the payment of dividends. Please note, however, that we do not intend to pay dividends for the foreseeable future. Our sources of capital are the cash we generate from our businesses, the issuance of debt, the issuance of equity, and the divestiture of assets. We consider capital to be fungible across all of these categories. In other words, we do not favor one over the other, but rather seek to grow our IVPS by allocating capital across these categories in function of the relative returns of current and expected future opportunities.

We define corporate-level deployment of capital as any investment of money that we expect to require more than twelve months to return 100% or more of the investment. You should assume this definition for all of our references to capital allocation. We delegate to our businesses and central teams (and do not centrally seek to limit or optimize) capital allocation decisions which our operational executives expect to pay back in less than twelve months. We then hold each operating unit accountable for delivering an aggregate level of unlevered free cash flow that (a) takes into account the negative cash flow from corporate-level capital allocation, and (b) is net of any sub-12-month-payback investments they chose to make on a decentralized basis.

We evaluate our IVPS in U.S. dollars so we hold ourselves responsible for long-term, consolidated financial results in U.S. dollars. That being said, we hold our individual businesses accountable to financial results in the currencies that are most relevant to those businesses. We believe that, over the long term, most currencies will fluctuate both up and down relative to the the U.S. dollar and that, on average and over the long term, those fluctuations will neutralize most of the impact of shorter-term currency volatility. We seek to reduce short- and medium-term currency volatility at an aggregate level either naturally or with our hedging program so that we have time to react to significant changes for our debt covenants.

We currently estimate our WACC to be 8.5%, unchanged from previous years. We seek to have a weighted average return on our portfolio of deployed capital, net of failures, that is materially above our WACC. In support of this objective, we vary the hurdle rates that we use at the time of investment decisions in function of our judgment of the risks to various types of investment. For example, we require only 10% for highly predictable organic investments located in Europe, North America or Australia such as the replacement or expansion of capital equipment for profitable and growing businesses, 15% for M&A of established, growing, profitable companies, and 25% for risky investments such as our investments in our portfolio of early-stage businesses. At the time that we make any given investment we expect to deliver a return that is above its relevant hurdle rate, preferably well above.

As much as we would like to operate in a hypothetical world in which we didn't make capital allocation errors, we believe that innovation and risk taking are critical to value creation so we do not seek to avoid investment risk nor are we able to prevent failure at the level of individual investment projects. We report to you our failures as well as our successes so that you can evaluate our performance in light of our overall weighted average portfolio of investments.

We recognize that a portfolio of investments that exceeds WACC does not necessarily mean, by itself, that we have made good capital allocation decisions. We need to compare our returns against the opportunity cost of potentially higher returns that might have come from deploying the same capital into even higher-returning opportunities of a similar risk level. This more stringent measure of performance clarifies the cost of mistakes, which we have made in the past. Also, as we have noted in the past, we can make mistakes when we raise capital. This understanding of the true cost of equity issuance is a central reason why the performance mechanisms of our share-based compensation vehicles directly link potential payout and its associated dilution to the equity returns that Cimpres delivers to long-term shareholders after such dilution.

Organic Investments

The organic capital that we have allocated, and that we plan to continue to allocate, directly reduces our UFCF. We nonetheless organically deploy significant amounts of capital because we believe that we can deliver weighted average returns on this investment portfolio that are above (preferably well above) our WACC. Doing so would, in turn, increase our IVPS.

Many of our investments begin to return cash in the same fiscal year as their initial investment so, where practical from a tracking perspective, the investment estimates we provide in this letter represent our net investment, not the gross investment. All numbers in the tables in this letter are rounded estimates. Because we cannot precisely estimate the rate of investment or precisely isolate the returning cash flows of most of our investments, and because we may make changes to our plans during the course of the future fiscal year based on new information we may receive, both historical and planned numbers in these annual letters should be considered only as directional and approximate.

To avoid complexity in the presentation and reconciliation of figures which we include in public documents, we describe these investments as a reduction to UFCF before tax effects and prior to working capital changes. However, internally, we endeavor to evaluate investment decisions based on our forecasts of discounted unlevered free cash flow, i.e., after both tax and changes to working capital.

Acquisitions & Early-Stage Investments

Acquisitions of Established Businesses

In our view, acquisitions and equity investments are risky investments that, if successful, can produce attractive returns on large amounts of capital and/or fortify the competitive position of our existing businesses. We also believe that transactions in which we acquire less than 100% of a business can be attractive under the right circumstances since such structures may help us to align, motivate and retain co-owners and/or partners who are important to driving strong performance for Cimpress. For most acquisitions or equity investments of established, growing, profitable businesses, at the time we make that investment we typically apply a 15% hurdle rate.

We may also divest and/or sell all or a portion of the equity of a given business when we believe we could deploy our capital more productively elsewhere, or when we believe that doing so will bring important benefits in terms of our relationship with third parties who are important to the success of that business.

Early-Stage Investments

For investments in nascent businesses, we typically use a 25% ROIC hurdle to reflect the materially higher risk associated with that allocation of capital. In the past, we have invested to build a portfolio of fast-growth, profitable businesses that, a decade into the future, contribute a significant portion of Cimpress' growth and which, at the portfolio level, net of inevitable failures, would have generated attractive ROIC on a magnitude that could "move the needle" of value creation at the Cimpress-wide level. We have noted in the past that we have failed spectacularly at that ambition and we have, as such, drastically reduced our early-stage investments and do not expect to allocate significant capital to them any time soon.

Share Repurchases & Issuance

Share repurchases have been a large category of capital allocation for Cimpress over the years. We do not repurchase shares with the objective of offsetting share dilution. Rather, we do so opportunistically and at times when we believe it will yield investment returns in excess of our WACC and believe it is a relatively more attractive use of capital than other current or anticipated capital allocation opportunities.

We have repurchased and issued, and may also in the future repurchase or issue, shares to cover obligations under our equity compensation plans, for acquisitions or similar transactions, and for other purposes. For example, for acquisition-related earn-outs and other purchase obligations like deferred payments for non-controlling interests, we often structure the obligation to be payable in cash or shares at Cimpress' option.

When we issue shares, we are willing to do so at prices that are at or below our estimate of our IVPS if we believe the return for the investment of the capital from the equity issuance will be higher than any loss of value we expect to incur from issuing shares below their intrinsic value.

Our choice to repurchase or issue shares is guided by the above principles and by a variety of other debt covenant and legal requirements. Because of the complexity of these criteria, periods in which we issue or buy back shares, or in which we do not do so, should not necessarily be considered as an indication of our views on our IVPS relative to the share price.

Debt Issuance & Repayment

We view debt as an important source of capital that, when maintained at manageable levels, helps us maximize our IVPS. We believe that the calculated entrepreneurial risk-taking inherent in our capital allocation is fully compatible with our commitment to maintain reasonable levels of debt because each individual investment we make is small relative to our overall financial performance.

Given our fluctuating needs for capital, we often choose to deploy capital to the reduction of debt.

We greatly value our debt investors and believe that Cimpress represents a compelling issuer of bonds and a strong customer for financial institutions.

Net Debt per Share

We define IVPS as (a) the unlevered free cash flow per diluted share that, in our best judgment, will occur between now and the long-term future, appropriately discounted to reflect our cost of capital, minus (b) net debt per diluted share. The following table provides our calculation of part (b).

Net Debt Per Share (USD Millions Except Per Share Data)

	FY2015 (June 30, 2015)	FY2016 (June 30, 2016)	FY2017 (June 30, 2017)	FY2018 (June 30, 2018)	FY2019 (June 30, 2019)	TTM Feb 2020	FY2020 (June 30, 2020)	FY2021 (June 30, 2021)
Total debt, excluding debt issuance costs	\$523	\$686	\$883	\$839	\$1,036	\$1,537	\$1,482	\$1,765
Cash and equivalents	\$104	\$77	\$26	\$44	\$35	\$49	\$45	\$183
Marketable securities, current and non-current	\$7	\$8	\$—	\$—	\$—	\$—	\$—	\$203
Net debt, excluding debt issuance costs	\$413	\$601	\$857	\$795	\$1,001	\$1,488	\$1,437	\$1,379
Adjustment for proceeds from sale of Albumprinter*	\$—	\$—	\$(107)	\$—	\$—	\$—	\$—	\$—
Pro-forma net debt	\$413	\$601	\$750	\$795	\$1,001	\$1,488	\$1,437	\$1,379
Weighted average diluted shares outstanding**	33.8	33.0	32.6	32.2	31.7	29.5	27.8	26.5
Pro-forma net debt per share	\$12.21	\$18.20	\$23.01	\$24.69	\$31.58	\$50.44	\$51.74	\$52.03

* USD estimate made using July 25, 2017 USD/Euro spot rate of 1.1655. This adjustment was made prior to the sale date and the calculation has not been updated to show the proceeds in FY2018, when the sale was actually completed.

** Weighted average shares outstanding for FY2017 and FY2021 represent the number of shares we would have reported on the face of our income statement had we been in a profit position for FY2017 and FY2021 instead of a loss position. The 'basic' weighted shares outstanding reported on our income statement was 31.3 million for FY2017 and 26.0 million for FY2021.

Non-GAAP Reconciliations

To supplement Cimpres's consolidated financial statements presented in accordance with U.S. generally accepted accounting principles, or GAAP, Cimpres has used the following measures defined as non-GAAP financial measures by Securities and Exchange Commission, or SEC, rules: adjusted EBITDA, adjusted free cash flow, unlevered free cash flow and trailing-twelve-month return on invested capital:

- Adjusted EBITDA is defined as operating income plus depreciation and amortization (excluding depreciation and amortization related to our Waltham, Massachusetts office lease) plus share-based compensation expense plus proceeds from insurance plus earn-out related charges plus certain impairments plus restructuring related charges plus realized gains or losses on currency derivatives less interest expense related to our Waltham, Massachusetts office lease less gain on purchase or sale of subsidiaries.
- Adjusted free cash flow is defined as net cash provided by operating activities less purchases of property, plant and equipment, purchases of intangible assets not related to acquisitions, and capitalization of software and website development costs, plus payment of contingent consideration in excess of acquisition-date fair value, plus gains on proceeds from insurance.
- Unlevered free cash flow is adjusted free cash flow before cash interest related to borrowing. Cash interest related to borrowing excludes the portion of cash interest expense related to our Waltham, Massachusetts office

These non-GAAP financial measures are provided to enhance investors' understanding of our current operating results from the underlying and ongoing business for the same reasons they are used by management. For example, as we have become more acquisitive over recent years we believe excluding the costs related to the purchase of a business (such as amortization of acquired intangible assets, contingent consideration, or impairment of goodwill) provides further insight into the performance of the underlying acquired business in addition to that provided by our GAAP operating income. As another example, as we do not apply hedge accounting for our currency forward contracts, we believe inclusion of realized gains and losses on these contracts that are intended to be matched against operational currency fluctuations provides further insight into our operating performance in addition to that provided by our GAAP operating income. We do not, nor do we suggest that investors should, consider such non-GAAP financial measures in isolation from, or as a substitute for, financial information prepared in accordance with GAAP. For more information on these non-GAAP financial measures, please see the tables captioned "Reconciliation of Non-GAAP Financial Measures" included at the end of this letter. The tables have more details on the GAAP financial measures that are most directly comparable to non-GAAP financial measures and the related reconciliation between these financial measures.

Reconciliation of Non-GAAP Financial Measures

Consolidated Adjusted EBITDA
Annual, in \$ millions

	FY2011	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017	FY2018	FY2019	TTM Feb 20	FY2020	FY2021
GAAP operating income (loss)	\$93.1	\$55.2	\$ 46.1	\$ 85.9	\$ 96.3	\$ 78.2	\$ (45.7)	\$ 157.8	\$163.6	\$235.7	\$ 56.0	\$ 123.5
Depreciation and amortization	\$50.6	\$59.4	\$ 64.3	\$ 72.3	\$ 97.5	\$ 132.1	\$ 159.7	\$ 169.0	\$173.0	\$171.0	\$ 167.9	\$ 173.2
Waltham, MA lease depreciation adjustment	\$—	\$—	\$ —	\$ —	\$ —	\$ (3.4)	\$ (4.1)	\$ (4.1)	(\$4.1)	(\$1.4)	\$ —	\$ —
Share-based compensation expense	\$21.7	\$25.4	\$ 32.9	\$ 27.8	\$ 24.1	\$ 23.8	\$ 42.4	\$ 49.1	\$18.3	\$25.5	\$ 33.3	\$ 37.0
Proceeds from insurance	\$—	\$—	\$ —	\$ —	\$ —	\$ 4.0	\$ 0.8	\$ 0.7	\$—	\$—	\$ —	\$ 0.1
Interest expense associated with Waltham, MA lease	\$—	\$—	\$ —	\$ —	\$ —	\$ (6.3)	\$ (7.7)	\$ (7.5)	(\$7.2)	(\$2.4)	\$ —	\$ —
Earn-out related charges	\$—	\$—	\$ —	\$ 2.2	\$ 15.3	\$ 6.4	\$ 40.4	\$ 2.4	\$—	\$—	\$ (0.1)	\$ —
Certain impairments and other adjustments	\$—	\$—	\$ —	\$ —	\$ —	\$ 41.8	\$ 9.6	\$ 2.9	\$10.7	\$10.9	\$ 104.6	\$ 20.5
Gain on purchase or sale of subsidiaries	\$—	\$—	\$ —	\$ —	\$ —	\$ —	\$ —	\$ (47.9)	\$—	\$—	\$ —	\$ —
Restructuring related charges	\$—	\$—	\$ —	\$ —	\$ 2.5	\$ 0.4	\$ 26.7	\$ 15.2	\$12.1	\$11.0	\$ 13.5	\$ 1.6
Realized gains (losses) on currency derivatives not included in operating income	\$—	\$—	\$ —	\$ (7.0)	\$ 7.5	\$ 5.9	\$ 16.5	\$ (11.4)	\$20.3	\$26.6	\$ 24.5	\$ (6.9)
Adjusted EBITDA^{1,2}	\$165.4	\$140.0	\$ 143.4	\$ 181.1	\$ 243.1	\$ 282.8	\$ 238.4	\$ 326.1	\$386.5	\$477.0	\$ 399.8	\$ 349.1

¹ This letter uses the definition of adjusted EBITDA as outlined above and therefore does not include the pro-forma impact of acquisitions or divestitures; however, our debt covenants allow for the inclusion of pro-forma impacts to adjusted EBITDA.

² Adjusted EBITDA includes 100% of the results of our consolidated subsidiaries and therefore does not give effect to adjusted EBITDA attributable to noncontrolling interests. This is to most closely align to our debt covenant and cash flow reporting.

Consolidated Free Cash Flow and Unlevered Free Cash Flow
Annual, in \$ thousands

	FY2011	FY2012	FY2013	FY2014	FY2015	FY2016
Net cash provided by operating activities	\$165,149	\$146,749	\$141,808	\$153,739	\$242,022	\$247,358
Purchases of property, plant and equipment	(\$37,405)	(\$46,420)	(\$78,999)	(\$72,122)	(\$75,813)	(\$80,435)
Purchases of intangible assets not related to acquisitions	(\$205)	(\$239)	(\$750)	(\$253)	(\$250)	(\$476)
Capitalization of software and website development costs	(\$6,290)	(\$5,463)	(\$7,667)	(\$9,749)	(\$17,323)	(\$26,324)
Payment of contingent consideration in excess of acquisition-date fair value	\$—	\$—	\$—	\$—	\$8,055	\$8,613
Proceeds from insurance related to investing activities	\$—	\$—	\$—	\$—	\$—	\$3,624
Adjusted free cash flow	\$121,249	\$94,627	\$54,392	\$71,615	\$156,691	\$152,360
Plus: cash paid during the period for interest	\$219	\$1,487	\$4,762	\$6,446	\$8,520	\$37,623
Less: interest expense for Waltham lease	\$—	\$—	\$—	\$—	\$—	(\$6,287)
Unlevered free cash flow	\$121,468	\$96,114	\$59,154	\$78,061	\$165,211	\$183,696

Consolidated Free Cash Flow and Unlevered Free Cash Flow (continued)
Annual, in \$ thousands

	FY2017	FY2018	FY2019	TTM Feb 2020	FY2020	FY2021
Net cash provided by operating activities	\$ 156,736	\$ 192,332	\$ 331,095	\$ 395,292	\$ 338,444	\$ 265,221
Purchases of property, plant and equipment	\$ (74,157)	\$ (60,930)	\$ (70,563)	\$ (51,795)	\$ (50,467)	\$ (38,524)
Purchases of intangible assets not related to acquisitions	\$ (197)	\$ (308)	\$ (64)	\$ (42)	\$ —	\$ —
Capitalization of software and website development costs	\$ (37,307)	\$ (40,847)	\$ (48,652)	\$ (50,472)	\$ (43,992)	\$ (60,937)
Payment of contingent consideration in excess of acquisition-date fair value	\$ —	\$ 49,241	\$ —	\$ —	\$ —	\$ —
Proceeds from insurance related to investing activities	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Adjusted free cash flow	\$ 45,075	\$ 139,488	\$ 211,816	\$ 292,983	\$ 243,985	\$ 165,760
Plus: cash paid during the period for interest	\$ 45,275	\$ 56,614	\$ 63,940	\$ 66,596	\$ 72,906	\$ 116,977
Less: interest expense for Waltham lease	\$ (7,727)	\$ (7,489)	\$ (7,236)	\$ —	\$ —	\$ —
Unlevered free cash flow	\$ 82,623	\$ 188,613	\$ 268,520	\$ 359,579	\$ 316,891	\$ 282,737

UFCF by Segment
Annual, in \$ thousands

Vistaprint	FY2018	FY2019	TTM Feb 2020	FY2020	FY2021
Segment EBITDA	\$ 309,783	\$ 349,697	\$ 414,615	\$ 366,334	\$ 324,715
Capital Expenditures	\$ (35,998)	\$ (32,820)	\$ (18,981)	\$ (15,986)	\$ (12,332)
Capitalized Software	\$ (23,457)	\$ (23,369)	\$ (21,083)	\$ (18,381)	\$ (28,297)
SBC expense treated as cash	\$ 7,384	\$ 6,153	\$ 4,294	\$ 7,101	\$ 10,165
Other Reconciling items ¹	\$ (6,232)	\$ 13,023	\$ (3,040)	\$ 8	\$ 46,424
Unlevered free cash flow	\$ 251,480	\$ 312,684	\$ 375,805	\$ 339,076	\$ 340,676

Upload & Print	FY2018	FY2019	TTM Feb 2020	FY2020	FY2021
PrintBrothers Segment EBITDA	\$ 41,129	\$ 43,474	\$ 51,096	\$ 39,373	\$ 43,144
The Print Group Segment EBITDA	\$ 63,529	\$ 63,997	\$ 66,871	\$ 51,606	\$ 43,126
Combined Upload & Print Segment EBITDA	\$ 104,658	\$ 107,471	\$ 117,967	\$ 90,979	\$ 86,270
Capital Expenditures	\$ (16,212)	\$ (11,429)	\$ (18,339)	\$ (21,451)	\$ (15,456)
Capitalized Software	\$ (4,010)	\$ (4,114)	\$ (3,405)	\$ (2,474)	\$ (3,068)
SBC expense treated as cash	\$ 944	\$ 952	\$ 701	\$ 946	\$ 703
Other Reconciling items ¹	\$ (10,788)	\$ (15,166)	\$ (8,540)	\$ (16,000)	\$ 4,087
Combined Upload & Print unlevered free cash flow	\$ 74,592	\$ 77,714	\$ 88,384	\$ 52,000	\$ 72,536

UFCF by Segment (continued)
Annual, in \$ thousands

National Pen	FY2018	FY2019	TTM Feb 2020	FY2020	FY2021
Segment EBITDA	\$ 29,438	\$ 17,299	\$ 23,403	\$ 7,605	\$ 11,644
Capital Expenditures	\$ (6,565)	\$ (8,346)	\$ (4,518)	\$ (5,016)	\$ (3,603)
Capitalized Software	\$ (1,482)	\$ (3,624)	\$ (3,866)	\$ (3,290)	\$ (3,115)
SBC expense treated as cash	\$ 543	\$ 824	\$ 866	\$ 1,155	\$ 931
Other Reconciling items ¹	\$ 2,432	\$ 4,052	\$ 3,019	\$ (14,996)	\$ 15,737
Unlevered free cash flow	\$ 24,366	\$ 10,205	\$ 18,904	\$ (14,541)	\$ 21,594

All Other Businesses	FY2018	FY2019	TTM Feb 2020	FY2020	FY2021
Segment EBITDA	\$ (10,603)	\$ (6,317)	\$ 8,189	\$ 17,474	\$ 31,707
BuildASign Segment EBITDA	\$ —	\$ 15,986	\$ 22,980	\$ 28,670	\$ 37,968
Early-Stage Investments Segment EBITDA	\$ (12,169)	\$ (22,303)	\$ (14,791)	\$ (11,196)	\$ (6,261)
Albumprinter Segment EBITDA ²	\$ 1,566	\$ —	\$ —	\$ —	\$ —

BuildASign	FY2018	FY2019	TTM Feb 2020	FY2020	FY2021
Segment EBITDA	n/a	\$ 15,986	\$ 22,980	\$ 28,670	\$ 37,968
Capital Expenditures	n/a	\$ (4,096)	\$ (4,589)	\$ (3,656)	\$ (4,786)
Capitalized Software	n/a	\$ (1,480)	\$ (2,200)	\$ (2,023)	\$ (2,283)
SBC expense treated as cash	n/a	\$ 267	\$ 383	\$ 622	\$ 528
Other Reconciling items ¹	n/a	\$ 2,824	\$ 516	\$ 8,055	\$ (5,335)
Unlevered free cash flow	n/a	\$ 13,500	\$ 17,091	\$ 31,668	\$ 26,091

Early-Stage Investments	FY2018	FY2019	TTM Feb 2020	FY2020	FY2021
Segment EBITDA	\$ (12,169)	\$ (22,303)	\$ (14,791)	\$ (11,196)	\$ (6,261)
Capital Expenditures	\$ (848)	\$ (12,956)	\$ (2,886)	\$ (587)	\$ (680)
Capitalized Software	\$ (322)	\$ (1,446)	\$ (2,503)	\$ (1,662)	\$ (1,463)
SBC expense treated as cash	\$ 109	\$ 234	\$ 233	\$ —	\$ —
Other Reconciling items ¹	\$ 385	\$ (3,545)	\$ (8,289)	\$ (894)	\$ 283
Unlevered free cash flow	\$ (12,846)	\$ (40,016)	\$ (28,236)	\$ (14,338)	\$ (8,121)

¹ "Other reconciling items" includes net working capital changes and estimated tax allocation.

² Albumprinter was divested on August 31, 2017.

Net Cash (Debt)
Annual, in \$ thousands

	FY2011	FY2012	FY2013	FY2014	FY2015	FY2016
Cash and cash equivalents	\$ 236,552	\$ 62,203	\$ 50,065	\$ 62,508	\$ 103,584	\$ 77,426
Less: Short-term debt	\$ —	\$ —	\$ (8,750)	\$ (37,575)	\$ (21,057)	\$ (21,717)
Less: Long-term debt	\$ —	\$ (227,037)	\$ (227,037)	\$ (406,994)	\$ (493,039)	\$ (656,794)
Less: Debt issuance costs and debt discounts	\$ —	\$ (1,963)	\$ (2,963)	\$ (3,490)	\$ (8,940)	\$ (7,386)
Net cash (debt)	\$ 236,552	\$ (166,797)	\$ (188,685)	\$ (385,551)	\$ (419,452)	\$ (608,471)

	FY2017	FY2018	FY2019	TTM Feb 2020	FY2020	FY2021
Cash and cash equivalents	\$ 25,697	\$ 44,227	\$ 35,279	\$ 49,068	\$ 45,021	\$ 183,023
Plus: marketable securities (current)	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 152,248
Plus: marketable securities (non-current)	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 50,713
Less: Short-term debt	\$ (28,926)	\$ (59,259)	\$ (81,277)	\$ (60,094)	\$ (17,933)	\$ (9,895)
Less: Long-term debt	\$ (847,730)	\$ (767,585)	\$ (942,290)	\$ (1,460,438)	\$ (1,415,657)	\$ (1,732,511)
Less: Debt issuance costs and debt discounts	\$ (5,922)	\$ (12,585)	\$ (12,018)	\$ (16,136)	\$ (48,587)	\$ (22,450)
Net cash (debt)	(\$856,881)	(\$795,202)	(\$1,000,306)	(\$1,487,599)	(\$1,437,156)	(\$1,378,872)

About Cimpress

Cimpress plc (Nasdaq: CMPR) invests in and builds customer-focused, entrepreneurial, mass customization businesses for the long term. Mass customization is a competitive strategy which seeks to produce goods and services to meet individual customer needs with near mass production efficiency. Cimpress businesses include BuildASign, Drukwerkdeal, Exaprint, National Pen, Pixartprinting, Printi, Vistaprint and WIRmachenDRUCK. To learn more, visit <http://www.cimpress.com>.

Cimpress and the Cimpress logo are trademarks of Cimpress plc or its subsidiaries. All other brand and product names appearing on this announcement may be trademarks or registered trademarks of their respective holders.

The securities of Cimpress to be sold in the potential transactions described above have not been and will not be registered under the Securities Act of 1933, as amended, or any state securities laws and may not be offered or sold in the United States absent registration with the U.S. Securities and Exchange Commission or an applicable exemption from such registration requirements.

Risks Related to Our Business

This investor letter contains statements about our future expectations, plans, and prospects of our business that constitute forward-looking statements for purposes of the safe harbor provisions under the Private Securities Litigation Reform Act of 1995, including but not limited to our expectations for the growth and development of our business, financial results, cash flows, and competitive position; our expectations with respect to our markets and opportunity after the pandemic, including our expectations for economic recovery; our estimates and expectations relating to our unlevered free cash flow, share price, and intrinsic value per share; planned investments in our business and the expected effects of those investments; our expected returns on share repurchases; National Pen's planned e-commerce migration and the expected effects of the migration on National Pen's business and financial results; the evolution of Vistaprint's design offering and the expected effects of the evolution; and our expectations for the future relevance and continued acceleration of sales of physical products. Forward-looking projections and expectations are inherently uncertain, are based on assumptions and judgments by management, and may turn out to be wrong. Our actual results may differ materially from those indicated by these forward-looking statements as a result of various important factors, including but not limited to flaws in the assumptions and judgments upon which our forecasts are based; the development, duration, and severity of the COVID-19 pandemic; our failure to anticipate and react to the effects of the pandemic on our customers, supply chain, markets, team members, and business; loss or unavailability of key personnel or our inability to hire and retain talented personnel; our failure to execute our strategy; our inability to make the investments in our business that we plan to make or the failure of those investments to have the effects that we expect; our failure to manage the growth and complexity of our business; our failure to develop and deploy our mass customization platform or to realize the anticipated benefits of the platform; our failure to acquire new customers and enter new markets, retain our current customers, and sell more products to current and new customers; costs and disruptions caused by acquisitions and strategic investments; the failure of the businesses we acquire or invest in to perform as expected; unanticipated changes in our markets, customers, or business; competitive pressures; our failure to maintain compliance with the covenants in our debt documents or to pay our debts when due; changes in the laws and regulations or in the interpretations of laws or regulations to which we are subject, including tax laws, or the institution of new laws or regulations that affect our business; general economic conditions; and other factors described in our Form 10-K for the fiscal year ended June 30, 2020, our Form 10-Q for the fiscal quarter ended September 30, 2020 and the other documents we periodically file with the U.S. Securities and Exchange Commission.

In addition, the statements and projections in this letter represent our expectations and beliefs as of the date of this letter, and subsequent events and developments may cause these expectations, beliefs, and projections to change. We specifically disclaim any obligation to update any forward-looking statements. These forward-looking statements should not be relied upon as representing our expectations or beliefs as of any date subsequent to the date of this letter.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the annual period ended June 30, 2021

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 000-51539

Cimpress plc

(Exact Name of Registrant as Specified in Its Charter)

Ireland
(State or Other Jurisdiction of
Incorporation or Organization)

98-0417483
(I.R.S. Employer
Identification No.)

Building D, Xerox Technology Park A91 H9N9,
Dundalk, Co. Louth
Ireland

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: 353 42 938 8500

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Exchange on Which Registered
Ordinary Shares, nominal value of €0.01 per share	CMPR	NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes No

The aggregate market value of the ordinary shares held by non-affiliates of the registrant was approximately \$1.87 billion on December 31, 2020 (the last business day of the registrant's most recently completed second fiscal quarter) based on the last reported sale price of the registrant's ordinary shares on the NASDAQ Global Select Market.

As of August 3, 2021, there were 25,054,075 Cimpress plc ordinary shares outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The registrant intends to file a definitive proxy statement pursuant to Regulation 14A within 120 days of the end of the fiscal year ended June 30, 2021. Portions of such proxy statement are incorporated by reference into Items 10, 11, 12, 13, and 14 of Part III of this Annual Report on Form 10-K.

CIMPRESS PLC
ANNUAL REPORT ON FORM 10-K
For the Year Ended June 30, 2021

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PART I

Item 1. *Business*

Overview & Strategy

Cimpress is a strategically focused group of more than a dozen businesses that specialize in mass customization, via which we deliver large volumes of individually small-sized customized orders for a broad spectrum of print, signage, photo merchandise, invitations and announcements, writing instruments, packaging, apparel and other categories. Mass customization is a core element of the business model of each Cimpress business and is a competitive strategy which seeks to produce goods and services to meet individual customer needs with near mass production efficiency. We discuss mass customization in more detail further below.

We have grown substantially over our history, from \$0.2 billion of revenue in fiscal year 2006 to \$2.6 billion of revenue in fiscal year 2021, and as we have grown we have achieved important benefits of scale. However, we also believe it is critical for us to “stay small as we get big”. By this we mean that we need to serve customers and act and compete with focus, nimbleness and speed that is typical of smaller, entrepreneurial firms but often not typical of larger firms. This is because we face intense competition across all our businesses, and we must constantly and rapidly improve the value we deliver to customers. To stay small as we get big, our strategy calls for us to pursue a deeply decentralized organizational structure which delegates responsibility, authority and resources to the CEOs and managing directors of our various businesses.

Specifically, our strategy is to invest in and build customer-focused, entrepreneurial mass customization businesses for the long term, which we manage in a decentralized, autonomous manner. We drive competitive advantage across Cimpress through a select few shared strategic capabilities that have the greatest potential to create Cimpress-wide value. We limit all other central activities to only those which absolutely must be performed centrally.

This decentralized structure is beneficial in many ways. We believe that, in comparison to a more centralized structure, decentralization enables our businesses to be more customer focused, to make better decisions faster, to manage a holistic cross-functional value chain required to serve customers well, to be more agile, to be held more accountable for driving investment returns, and to understand where we are successful and where we are not.

The select few shared strategic capabilities into which we invest include our (1) mass customization platform (“MCP”), (2) talent infrastructure in India, (3) central procurement of large-scale capital equipment, shipping services, major categories of our raw materials and other categories of spend, and (4) peer-to-peer knowledge sharing among our businesses. We encourage each of our businesses to leverage these capabilities, but each business is free to choose whether or not to use these services. This optionality, we believe, creates healthy pressure on the central teams who provide such services to deliver compelling value to our businesses.

We limit all other central activities to only those which must be performed centrally. Out of more than 14,000 employees we have fewer than 80 who work in central activities that fall into this category, which includes tax, treasury, internal audit, general counsel, sustainability, corporate communications, consolidated reporting and compliance, investor relations, capital allocation and the functions of our CEO and CFO. We seek to avoid bureaucratic behavior in the corporate center; however we have developed, through experience, guardrails and accountability mechanisms in key areas of governance including cultural aspects such as a focus on customers or being socially responsible, as well as operational aspects such as the processes by which we set strategy and financial budgets and review performance, or the policies by which we ensure compliance with information privacy laws.

This strategy has proven to be of great value to us during the COVID-19 crisis; we could not have reacted as proactively, effectively or quickly had we not put in place our strategy and organizational structure several years ago. Our decentralized model allowed our businesses to respond quickly to local restrictions, customer needs, and the health and safety of our team members, and leaders shared information and best practices across the group. Our shared strategic capabilities in procurement helped us to address supply chain risks and partner with our suppliers to delay our payments to them, the mass customization platform helped us to route orders between production facilities when needed due to temporary closures, and our central finance and legal teams secured the financial flexibility to navigate this period of uncertainty.

Our Uppermost Financial Objective

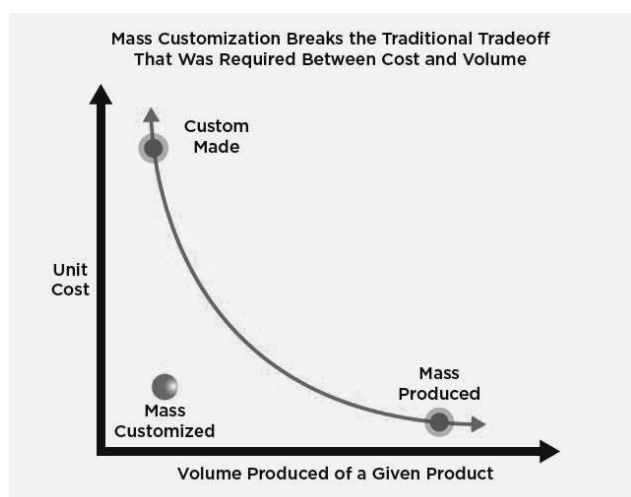
Our uppermost financial objective is to maximize our intrinsic value per share. We define intrinsic value per share as (a) the unlevered free cash flow per diluted share that, in our best judgment, will occur between now and the long-term future, appropriately discounted to reflect our cost of capital, minus (b) net debt per diluted share. We define unlevered free cash flow as free cash flow plus interest expense related to borrowings.

This financial objective is inherently long-term in nature. Thus an explicit outcome of this is that we accept fluctuations in our financial metrics as we make investments that we believe will deliver attractive long-term returns on investment.

We ask investors and potential investors in Cimpres to understand our uppermost financial objective by which we endeavor to make all financially evaluated decisions. We often make decisions in service of this priority that could be considered non-optimal were they to be evaluated based on other financial criteria such as (but not limited to) near- and mid-term revenue, operating income, net income, EPS, adjusted EBITDA, and cash flow.

Mass Customization

Mass customization is a business model that allows companies to deliver major improvements to customer value across a wide variety of customized product categories. Companies that master mass customization can automatically direct high volumes of orders into smaller streams of homogeneous orders that are then sent to specialized production lines. If done with structured data flows and the digitization of the configuration and manufacturing processes, setup costs become very small, and small volume orders become economically feasible.



The chart illustrates this concept. The horizontal axis represents the volume of production of a given product; the vertical axis represents the cost of producing one unit of that product. Traditionally, the only way to manufacture at a low unit cost was to produce a large volume of that product: mass-produced products fall in the lower right-hand corner of the chart. Custom-made products (i.e., those produced in small volumes for a very specific purpose) historically incurred very high unit costs: they fall in the upper left-hand side of the chart.

Mass customization breaks this trade off, enabling low-volume, low-cost production of individually unique products. Very importantly, relative to traditional alternatives mass customization creates value in many ways, not just lower cost. Other advantages can include faster production, greater personal relevance, elimination of obsolete stock, better design, flexible shipping options, more product choice, and higher quality.

Mass customization delivers a breakthrough in customer value particularly well in markets in which the worth of a physical product is inherently tied to a specific, unique use or application. For instance, there is limited value to a sign that is the same as is used by many other companies: the business owner needs to describe what is unique about his or her business. Likewise, a photo mug is more personally relevant if it shows pictures of someone's own friends and family. Before mass customization, producing a high-quality custom product required high per-order setup costs, so it simply was not economical to produce a customized product in low quantities.

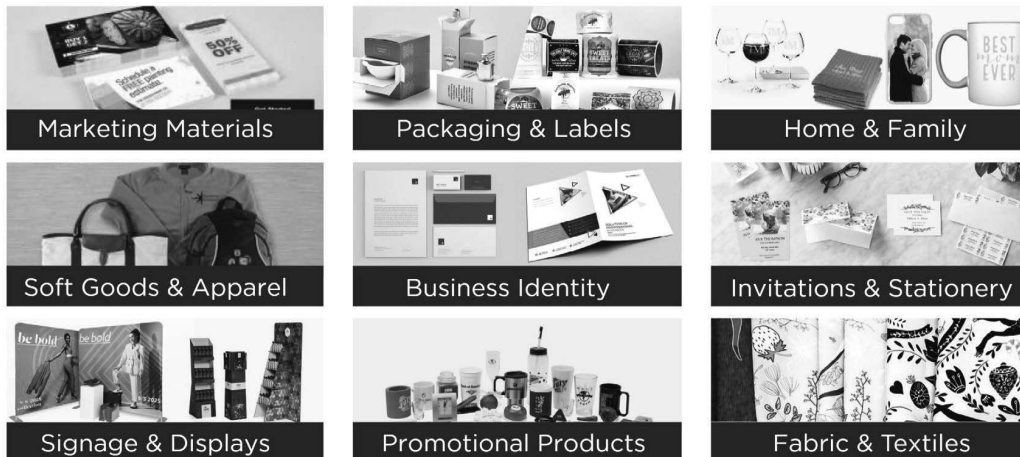
We believe that the business cards sold by our Vistaprint business provide a concrete example of the potential of our mass customization business model to deliver significant customer value and to develop strong profit franchises in large markets that were previously low growth and commoditized. Millions of very small customers (for example, home-based businesses) rely on Vistaprint to design and procure aesthetically pleasing, high-quality, quickly-delivered and low-priced business cards. The Vistaprint production operations for a typical order of 250 standard business cards in Europe and North America require less than 14 seconds of labor for all of pre-press, printing, cutting and packaging, versus an hour or more for traditional printers. Combined with advantages of scale in graphic design support services, purchasing of materials, our self-service online ordering, pre-press automation, auto-scheduling and automated manufacturing processes, we allow customers to design,

configure, and procure business cards at a fraction of the cost of typical traditional printers with very consistent quality and delivery reliability. Customers have very extensive, easily configurable, customization options such as rounded corners, different shapes, specialty papers, “spot varnish”, reflective foil, folded cards, or different paper thicknesses. Achieving this type of product variety while also being very cost efficient took us almost two decades and requires massive volume, significant engineering investments and significant capital. Business cards is a mature market that, at the overall market level, has experienced continual declines over the past two decades. Yet, for Vistaprint, pre-pandemic, this remained a growing category and was highly profitable, and thus provides an example of the power of mass customization. Even though we do not expect many other products to reach this extreme level of automation, we do currently produce many other product categories (such as flyers, brochures, signage, mugs, calendars, pens, t-shirts, hats, embroidered soft goods, rubber stamps, photobooks, labels and holiday cards) via analogous methods whose volume and processes are well along the spectrum of mass customization relative to traditional suppliers and thus provide great customer value and a strong, profitable and growing revenue stream.

Market and Industry Background

Mass Customization Opportunity

Mass customization is not a market itself, but rather a business model that can be applied across global geographic markets, to customers from varying businesses (micro, small, medium and large), graphic designers, resellers, printers, teams, associations, groups, consumers and families, to which we offer products such as the following:



Large traditional markets undergoing disruptive innovation

The products, geographies and customer applications listed above constitute a large market opportunity that is highly fragmented. We believe that the vast majority of the markets to which mass customization could apply are still served by traditional business models that force customers either to produce in large quantities per order or to pay a high price per unit.

We believe that these large and fragmented markets are moving away from small traditional suppliers that employ job shop business models to fulfill a relatively small number of customer orders and toward businesses such as those owned by Cimpress that aggregate a relatively large number of orders and fulfill them via a focused supply chain and production capabilities at relatively high volumes, thereby achieving the benefits of mass customization. We believe we are early in the process of what will be a multi-decade shift from job-shop business models to mass customization.

Cimpress’ current revenue represents a very small fraction of this market opportunity. We believe that Cimpress and competitors who have built their business around a mass customization model are “disruptive innovators” to these large markets because we enable small-volume production of personalized, high-quality products at an affordable price. Disruptive innovation, a term coined by Harvard Business School professor Clayton Christensen, describes a process by which a product or service takes root initially in simple applications at the

bottom of a market (such as free business cards for the most price sensitive of micro-businesses or low-quality white t-shirts) and then moves up market, eventually displacing established competitors (such as those in the markets mentioned above).

We believe that a large opportunity exists for major markets to shift to a mass customization paradigm and, even though we are largely decentralized, the select few shared strategic capabilities into which we centrally invest provide significant scale-based competitive advantages for Cimpress.

We believe this opportunity to deliver substantially better customer value and to therefore disrupt large traditional industries can translate into tremendous future opportunity for Cimpress. Until approximately our fiscal year 2012, we focused primarily on a narrow set of customers (highly price-sensitive and discount-driven micro businesses and consumers) with a limited product offering. Through acquisitions and via significant investments in our Vistaprint business, we have expanded the breadth and depth of our product offerings, extended our ability to serve our traditional customers and gained a capability to serve a vast range of customer types.

As we continue to evolve and grow Cimpress, our understanding of these markets and their relative attractiveness is also evolving. Our expansion of product breadth and depth as well as new geographic markets has significantly increased the size of our addressable market opportunity. We base our market size and attractiveness estimates upon considerable research and analysis; however, our estimates are only approximate. Despite the imprecise nature of our estimates, we believe that our understanding is directionally correct and that we operate in an enormous aggregate market with significant opportunity for Cimpress to grow as we continue delivering a differentiated and attractive value proposition to customers.

Today, we believe that the revenue opportunity for low-to-medium order quantities (i.e., still within our focus of small-sized individual orders) in the four product categories below is over \$100 billion annually in North America and Europe combined and at least \$150 billion annually if you include other geographies and consumer products:

- Small format marketing materials such as business cards, flyers, leaflets, inserts, brochures and magazines. Businesses of all sizes are the main end users of short-and-medium run lengths (per order quantities below 2,500 units for business cards and below 20,000 units for other materials).
- Large format products such as banners, signs, tradeshow displays, and point-of-sale displays. Businesses of all sizes are the main end users of short-and-medium run lengths (less than 1,000 units).
- Promotional products, apparel and gifts including decorated apparel, bags and textiles, and hard goods such as pens, USB sticks, and drinkware. The end users of short-and-medium runs of these products range from businesses to teams, associations and groups, as well as consumers.
- Packaging products, such as corrugated board packaging, folded cartons, bags and labels. Businesses are the primary end users for short-and-medium runs (below 10,000 units).

Cimpress' recent acquisition of 99designs, which operates within our Vistaprint business, combined with organic investment in design services, has extended our total addressable market. Vistaprint researched the design spend in two of its largest markets, the U.S. and Germany, and found that small businesses spend approximately \$6 billion annually on design services in these two markets, exclusive of the purchases of the print or digital products that the designs enhance. Even more importantly, this research found that small businesses in these markets that purchase design services represent the majority of the addressable market for print and digital marketing materials. We believe that a broader complement of design services should enable Vistaprint to retain customers longer as their needs evolve, as well as both attract new customers and serve existing customers with more complex products and therefore access more of our total addressable market.

Our Businesses

Cimpress businesses include our organically developed Vistaprint business, plus previously independent businesses either that we have fully acquired or in which we have a majority equity stake. Prior to its acquisition, each of our acquired companies pursued business models that embodied the principles of mass customization. In other words, each provided a standardized set of products that could be configured and customized by customers, ordered in relatively low volumes, and produced via relatively standardized, homogeneous production processes, at prices lower than those charged by traditional producers.

Our businesses collectively operate across North America and Europe, as well as in India, Japan, Brazil, China and Australia. Their websites typically offer a broad assortment of tools and features allowing customers to create a product design or upload their own complete design and place an order, either on a completely self-service basis or with varying levels of assistance. Some of our businesses also use offline techniques to acquire customers (e.g., mail order, telesales). The combined product assortment across our businesses is extensive, including offerings in the following product categories: business cards, marketing materials such as flyers and postcards, digital and marketing services, writing instruments, signage, canvas-print wall décor, decorated apparel, promotional products and gifts, packaging, design services, textiles and magazines and catalogs. Also, we have responded to customer needs with new pandemic-related design templates for existing products as well as launching new products like face masks.

The majority of our revenue is driven by standardized processes and enabled by software. We endeavor to design these processes and technologies to readily scale as the number of orders received per day increases. In particular, the more individual jobs we receive in a given time period, the more efficiently we can sort and route jobs with homogeneous production processes to given nodes of our internal production systems or of our third-party supply chain. This sortation and subsequent process automation improves production efficiency. We believe that our strategy of systematizing our service and production systems enables us to deliver value to customers much more effectively than traditional competitors.

Our businesses operate production facilities throughout the geographies listed above, with over 3.3 million square feet of production space in the aggregate across our owned and operated facilities. We also work extensively with several hundred external fulfillers located across the globe. We believe that the improvements we have made and the future improvements we intend to make in software technologies that support the design, sortation, scheduling, production and delivery processes provide us with significant competitive advantage. In many cases our businesses can produce and ship an order the same day they receive it. Our supply chain systems and processes seek to reduce inventory and working capital and improve delivery speeds to customers relative to traditional suppliers. In certain of our company-owned manufacturing facilities, software schedules the near-simultaneous production of different customized products that have been ordered by the same customer, allowing us to produce and deliver multi-part orders quickly and efficiently.

We believe that the potential for scale-based advantages is not limited to focused, automated production lines. Other advantages include the ability to systematically and automatically sort through the voluminous “long tail” of diverse and uncommon orders in order to group them into more homogeneous categories, and to route them to production nodes that are specialized for that category of operations and/or which are geographically proximate to the customer. In such cases, even though the daily production volume of a given production node is small in comparison to our highest-volume production lines, the homogeneity and volume we are able to achieve is nonetheless significant relative to traditional suppliers of the long tail product in question; thus, our relative efficiency gains remain substantial. For this type of long-tail production, we rely heavily on third-party fulfillment partnerships, which allow us to offer a very diverse set of products. We acquired most of our capabilities in this area via our investments in Exaprint, Printdeal, Pixartprinting and WIRmachenDRUCK. For instance, the product assortment of each of these four businesses is measured in the tens of thousands, versus Vistaprint where product assortment is dramatically smaller on a relative basis. This deep and broad product offering is important to many customers.

Our businesses are currently organized into the following five reportable segments:

1. Vistaprint:



Consists of the operations of our Vistaprint-branded websites in North America, Europe, Australia, New Zealand, India and Japan. This business also includes our Vistaprint Corporate Solutions business which serves medium-sized businesses and large corporations and our 99designs business which provides graphic design services.

Our Vistaprint business helps more than 15 million micro businesses (companies with fewer than 10 employees) create attractive, professional-quality marketing products at affordable prices and at low volumes. With Vistaprint, small businesses are able to create and customize their marketing with easy-to-use digital tools and design-templates, or by receiving expert graphic design support. In October 2020, Vistaprint acquired 99designs to expand its design offering via a worldwide community of more than

150,000 talented designers to make it easy for designers and clients to work together to create designs they love. Vistaprint's average order value is about \$50, and customers spend about \$100 per year; yet Vistaprint has historically had gross margins of about 60% and advertising spend as a percent of revenue of about 15%. Vistaprint has had strong free cash flow conversion as its e-commerce model leads to collections from customers prior to the production and shipment of customer orders.

Upload & Print:

Our Upload & Print businesses are organized in two sub-groups. We refer to these reportable segments as PrintBrothers and The Print Group, each of which focuses on serving graphic professionals: local printers, print resellers, graphic artists, advertising agencies and other customers with professional desktop publishing skill sets. Upload and print businesses have an average order value of about €100 and annual per customer revenue of over €600. Gross margins vary by business but average about 30% due to wholesale-like pricing and the wide variety of products produced both in owned facilities as well as via third-party fulfillers. Advertising spend as a percent of revenue is about 5%.

- 2. **PrintBrothers:** Consists of our druck.at, Printdeal, and WIRMachenDRUCK businesses. PrintBrothers businesses serve customers throughout Europe, and primarily in Austria, Belgium, Germany, the Netherlands, and Switzerland.



WirmachenDruck.de

- 3. **The Print Group:** Consists of our Easyflyer, Exaprint, Pixartprinting, and Tradeprint businesses. The Print Group businesses serve customers throughout Europe, and primarily in France, Italy, Spain and the UK.



- 4. **National Pen:**



Consists of our National Pen business and a few smaller brands operated by National Pen that are focused on customized writing instruments and promotional products, apparel and gifts for small- and medium-sized businesses.

National Pen serves more than a million small businesses annually across more than 20 countries. Marketing methods are typically direct mail and telesales, as well as a growing e-commerce site. National Pen operates several brands focused on customized writing instruments and promotional products, apparel and gifts for small- and medium-sized businesses. National Pen's average order value is about \$200 - \$250, and annual revenue per customer is about \$300. Gross margins have historically been about 55% with highly seasonal profits driven in the December quarter. Significant inventory and customer invoicing requirements in this business drive different working capital needs compared to our other businesses.

5. All Other Businesses:

Includes a collection of businesses combined into one reportable segment based on materiality: BuildASign, the largest of the these businesses with strong profitability and cash flow, and Printi and YSD, small early-stage businesses operating at modest losses, by which Cimpres is expanding into new markets.



BuildASign is an e-commerce provider of canvas-print wall décor, business signage and other large-format printed products, based in Austin, Texas. In the fourth quarter of fiscal year 2021, we closed a small acquisition under BuildASign in a new product category.



As the online printing leader in Brazil, Printi offers a superior customer experience with transparent and attractive pricing, reliable service and quality.



YSD is a startup operation that provides end-to-end mass customization solutions to brands and intellectual property owners in China, supporting multiple channels including retail stores, websites, WeChat and e-commerce platforms to enhance brand awareness and competitiveness, and develop new markets.

Central Procurement

Given the scale of purchasing that happens across Cimpres' businesses, there is significant value to coordinating our negotiations and purchasing to gain the benefit of scale. Our central procurement team negotiates and manages Cimpres-wide contracts for large-scale capital equipment, shipping services and major categories of raw materials (e.g., paper, plates, ink). The Cimpres procurement team is also available on an as-requested basis to help with procurement improvements, tools and approaches across other aspects of our businesses' purchases.

We are focused on achieving the lowest total cost in our strategic sourcing efforts by concentrating on quality, logistics, technology and cost, while also striving to use responsible sourcing practices within our supply chain. Our efforts include the procurement of high-quality materials and equipment that meet our strict specifications at a low total cost across a growing number of manufacturing locations, with an increasing focus on supplier compliance with our sustainable paper procurement policy as well as our Supplier Code of Conduct. Additionally, we work to develop and implement logistics, warehousing, and outbound shipping strategies to provide a balance of low-cost material availability while limiting our inventory exposure.

Technology

Our businesses typically rely on proprietary technology to attract and retain our customers, to enable customers to create graphic designs and place orders on our websites, and to aggregate and produce multiple orders in standardized, scalable processes. Technology is core to our competitive advantage, as without it our businesses would not be able to produce custom orders in small quantities while achieving the economics that are more analogous to mass-produced items.

We are building and using our MCP which is a cloud-based collection of software services, APIs, web applications and related technology offerings that can be leveraged independently or together by our businesses and third parties to perform common tasks that are important to mass customization. Cimpres businesses, and increasingly third-party fulfillers to our various businesses, can leverage different combinations of MCP services, depending on what capabilities they need to complement their business-specific technology. The capabilities that are available in the MCP today include customer-facing technologies, such as those that enable customers to visualize their designs on various products, as well as manufacturing, supply chain, and logistics technologies that automate various stages of the production and delivery of a product to a customer. The benefits of the MCP include improved speed to market for new product introduction, reduction in fulfillment costs, improvement of product delivery or geographic expansion, improved site experience, automating manual tasks and avoiding IT expense (through a reduction in expenses related to maintaining/licensing software). Over time, we believe we can generate significant customer and shareholder value from increased specialization of production facilities, aggregated scale from multiple businesses, increased product offerings and shared technology development costs.

We intend to continue developing and enhancing our MCP-based customer-facing and manufacturing, supply chain and logistics technologies and processes. We develop our MCP technology centrally and we also have software and production engineering capabilities in each of our businesses. Our businesses are constantly seeking to strengthen our manufacturing and supply chain capabilities through engineering improvements in areas like

automation, lean manufacturing, choice of equipment, product manufacturability, materials science, process control and color control.

Each of our businesses uses a mix of proprietary and third-party technology that supports the specific needs of that business. Their technology intensity ranges from significant to light, depending on their specific needs. Over the past few years, an increasing number of our businesses have begun to modernize and modularize their business-specific technology to enable them to launch more new products faster, provide a better customer experience, more easily connect to our MCP technologies, and leverage third-party technologies where we do not need to bear the cost of developing and maintaining proprietary technologies. For example, our businesses are increasingly using third-party software for capabilities such as content management, multivariate testing tools and data warehousing, which are areas that specialized best-in-class technologies are better than the proprietary technologies they have replaced. This allows our own engineering and development talent to focus on artwork technologies, product information management and marketplace technologies from which we derive competitive advantage.

In our central Cimpress Technology team and in an increasing number of our decentralized businesses, we have adopted an agile, micro-services-based approach to technology development that enables multiple businesses or use cases to leverage this API technology regardless of where it was originally developed. We believe this development approach can help our businesses serve customers and scale operations more rapidly than could have been done as an individual business outside Cimpress.

Information Privacy and Security

Each Cimpress business is responsible for ensuring that customer, company and team member information is secure and handled in ways that are fully compliant with relevant laws and regulations. Because there are many aspects of this topic that apply to all of our businesses, Cimpress has a central security team that defines security policies, deploys security controls, and provides services and embeds security into the development processes of our businesses. This team works in partnership with each of our businesses and the corporate center to measure security maturity and risk, and provides managed security services in a way that allows each business to address their unique challenges, lower their cost, and become more efficient in using their resources.

Shared Talent Infrastructure

We make it easy, low cost, and efficient for Cimpress businesses to set up and grow teams in India via a central infrastructure that provides all the local recruiting, onboarding, day-to-day administration, HR, and facilities management to support these teams, whether for technology, graphic services, or other business functions. Most of our businesses have established teams in India leveraging this central capability, with those teams working directly for the respective Cimpress business. This is another example of scale advantage, albeit with talent, relative to both traditional suppliers and smaller online competitors that we can leverage across Cimpress.

Competition

We estimate that Cimpress has a total addressable market of over \$100 billion in North America and Europe, where it is the market leader in the transformation from traditional highly fragmented off-line production to online/mass customized approaches that deliver higher quality, faster speed and lower cost. We believe that this market is at least \$150 billion annually if you include other geographies and consumer products. Additionally, as described above, through the acquisition of 99designs and organic investment in Vistaprint, we have also expanded this total addressable market to now include the large market for design services. Though Cimpress is the largest business in our space, we still represent a small fraction of the overall market, and believe there is significant room for growth over the long-term future.

The markets for the products our businesses produce and sell are intensely competitive, highly fragmented and geographically dispersed, with many existing and potential competitors. We have very low market share relative to the total. Within this highly competitive context, our businesses compete on the basis of breadth and depth of product offerings; price; convenience; quality; technology; design content, tools, and assistance; customer service; ease of use; and production and delivery speed. It is our intention to offer a broad selection of high-quality products as well as related services at competitive price points and in doing so, offer our customers an attractive value proposition. Our current competition includes a combination of the following:

- traditional offline suppliers and graphic design providers

- online printing and graphic design companies
- office superstores, drug store chains, food retailers, and other major retailers targeting small business and consumer markets
- wholesale printers
- self-service desktop design and publishing using personal computer software
- email marketing services companies
- website design and hosting companies
- suppliers of customized apparel, promotional products, gifts, and packaging
- online photo product companies
- internet retailers
- online providers of custom printing services that outsource production to third party printers
- providers of digital marketing such as social media and local search directories

Today's market has evolved to be much tougher in terms of competition. This evolution, which has been going on for 20 years, has led to major benefits for customers in terms of lower prices, faster lead times, and easier customer experience. Cimpres and its businesses have proactively driven, and benefited from, this dynamic. The mass customization business model first took off with small format products like business cards, post cards and flyers, and consumer products like holiday cards. As the model has become better understood and more prevalent, and online advertising approaches more common, the competition has become more intense. We are seeing these types of small format products growing at rates slower than some other product categories, and we continue to derive significant profits from these small format products. Conversely, there are other product areas that have only more recently begun to benefit from mass customization, such as signage, promotional products, apparel and gifts, textiles and packaging. Here, we see higher rates of growth, but with a wider variety of profit outcomes as we continue to scale our offering in these areas. There is also a geographic overlay to these trends. For example, in developing markets like India and Brazil where these products are more recently available in an online marketplace, we see stronger growth across all product areas, whereas the market in countries such as Germany is far more mature and therefore more slow growing. Some of these trends were distorted over the last year because of the pandemic, which temporarily altered demand and behavior patterns.

We anticipate that the overall competitive landscape described above has already begun to change as a result of the pandemic, in the following ways:

- **New business formation:** Economic data shows that new business formation has increased meaningfully during the pandemic in our top markets: U.S., UK, France, and Germany. This often happens in a recession out of necessity: people who lose employment need to make ends meet and so start their own businesses. We have an opportunity to serve millions of individuals who take up self-employment or freelance roles because of our ability to serve the needs of those customers – we have demonstrated this in past recessions and expect to be able to do so again.
- **E-commerce acceleration:** We believe that the shift from traditional to mass customized models has accelerated as shelter-at-home experiences are making e-commerce and service-at-a-distance experiences like ours more mainstream. For example, McKinsey has estimated in the U.S. that 10 years of e-commerce adoption was compressed into three months during the pandemic^[1]. There are similar trends in other countries around the world, according to an OECD policy brief^[2], among other sources.
- **Accelerated shift from traditional production to mass customized sources:** Conditions have been very difficult for small traditional suppliers and we believe some of these businesses are unlikely to last beyond the period of time that they are receiving government aid. We see this through industry news coverage^[3] and research^[4] and through some of our businesses that sell to these suppliers as bookings from those channels have been harder hit. One of the reasons for this is small traditional suppliers have a narrower

range of products than Cimpress so as demand for those products dropped significantly, even if temporary, there was less room to maneuver.

- **Share gains versus online players:** Additionally, we believe that some of the online competitors that offer a more limited product portfolio or lack scale advantages have had less flexibility to navigate changing customer demand levels. We saw online competitors^[5] who report their revenue publicly down year over year 35% - 40% during the 6-month period from July 1, 2020 to December 31, 2020, while our own revenue declined just 10% in the same period.

[1] <https://www.mckinsey.com/business-functions/marketing-and-sales/our-insights/survey-us-consumer-sentiment-during-the-coronavirus-crisis#>

[2] <http://www.oecd.org/coronavirus/policy-responses/e-commerce-in-the-time-of-covid-19-3a2b78e8/>

[3] <https://www.printweek.com/news/article/industry-bodies-warn-on-carnage-in-print>

[4] <https://store.whattheythink.com/downloads/printing-outlook-2021/>

[5] We note that we have three known competitors with publicly reported revenue

Social and Environmental Responsibility

Above and beyond compliance with applicable laws and regulations, we expect all parts of Cimpress to conduct business in a socially responsible, ethical manner. Examples of these efforts are:

- **Environmental:** We regularly evaluate ways to minimize the impact of our operations on the environment. In terms of combating climate change, we have established and centrally fund a company-wide carbon emissions reduction program to lower the emissions associated with our operations at a rate slightly exceeding the 1.5°C target pathway, and expect to achieve carbon neutrality by 2040. This commitment expands upon our previous 2°C target, established in alignment with the 2015 United Nations Global Change Conference (COP21 “Paris Climate Accord”), and now includes the emissions from our supply chain (Scope 3). Our plan includes investments in energy-reducing infrastructure and equipment, renewable energy sourcing, and examination of our substrate and logistics choices for further opportunities to reduce total emissions. We are on track to meet this commitment, and we seek to make further improvements each year going forward.

We have converted the vast majority of the paper we print on in our Cimpress-owned production facilities to FSC-certified paper (FSC® C143124, FSC® C125299), the leading certification of responsible forestry practices. This certification confirms that the paper we print on comes from responsibly managed forests that meet high environmental and social standards. Currently over 85% of the paper that we print on in our facilities is FSC-certified, and we seek to move that to 100% over time. We have also committed to influencing our third-party suppliers to materially expand their use of responsibly forested paper for the products that they customize on our behalf, as well as using either FSC-certified corrugate or packaging materials containing recycled content from post-consumer sources to help ensure our packaging does not contribute to deforestation.

We also have also recently committed to improve the profile of our plastic-based packaging and products in line with the targets set by the New Plastics Economy Global Commitment, co-sponsored by the United Nations Environment Programme. This includes a focus on reduced plastic usage, increased recyclability, and support of products that contain recycled materials.

- **Fair labor practices:** We make recruiting, retention, and other performance management related decisions based solely on merit, based on an individual’s ability to do their job with excellence and in alignment with the company’s strategic and operational objectives. We do not tolerate discrimination on any basis protected by human rights laws or anti-discrimination regulations, and we strive to do more in this regard than the law requires. We are committed to a work environment where team members are treated with respect and fairness, and have invested in education and awareness programs for team members to make further improvements in this area. We value individual differences, unique perspectives and the distinct contributions that each one of us can make to the company.
- **Team member health and safety:** We require safe working conditions at all times to ensure our team members and other parties are protected, and require legal compliance at a minimum at all times. We require training on – and compliance with – safe work practices and procedures at all manufacturing facilities to ensure the safety of team members and visitors to our plant floors. Given the global impacts of the COVID-19 pandemic, we have held our team member health and safety as a top priority, and have implemented measures such as remote working for members who are able to and increased safety

measures at our manufacturing and customer service centers including additional cleaning and sanitary protocols.

- **Ethical supply chain:** It is important to us that our supply chain reflects our commitment to doing business with the highest standards of ethics and integrity. Each Cimpres business is responsible to ensure its supply chain does not allow for unacceptable practices such as environmental crimes, child labor, slavery or unsafe working conditions.

More information can be found at www.cimpres.com in our Corporate Social Responsibility section, including links to reports and documents such as our supplier code of conduct, compliance with the UK anti-slavery act and our supply chain transparency disclosure.

Intellectual Property

We seek to protect our proprietary rights through a combination of patents, copyrights, trade secrets, trademarks and contractual restrictions. We enter into confidentiality and proprietary rights agreements with our employees, consultants and business partners, and control access to, and distribution of, our proprietary information. We have registered, or applied for the registration of, a number of U.S. and international domain names, trademarks, and copyrights. Additionally, we have filed U.S. and international patent applications for certain of our proprietary technology. **Seasonality**

Our profitability has historically been highly seasonal. Our second fiscal quarter, ending December 31, includes the majority of the holiday shopping season and is our strongest quarter for sales of our consumer-oriented products, such as holiday cards, calendars, canvas prints, photobooks, and personalized gifts.

Employees

As of June 30, 2021, we had approximately 13,000 full-time and approximately 1,000 temporary employees worldwide.

Corporate Information

Cimpres plc was incorporated on July 5, 2017 as a private company limited by shares under the laws of Ireland and on November 18, 2019 was re-registered as a public limited company under the laws of Ireland. On December 3, 2019, Cimpres N.V., the former publicly traded parent company of the Cimpres group of entities, merged with and into Cimpres plc, with Cimpres plc surviving the merger and becoming the publicly traded parent company of the Cimpres group of entities. Cimpres N.V., the predecessor company to Cimpres plc, was incorporated under the laws of the Netherlands on June 5, 2009. The registered office of Cimpres plc is at Building D, Xerox Technology Park, Dundalk, Co. Louth, Ireland, and its telephone number at the registered office is +353-42-938-8500.

Available Information

We make available, free of charge through our United States website, the reports, proxy statements, amendments and other materials we file with or furnish to the SEC as soon as reasonably practicable after we electronically file or furnish such materials with or to the SEC. The address of our United States website is www.cimpres.com. We are not including the information contained on our website, or information that can be accessed by links contained on our website, as a part of, or incorporating it by reference into, this Annual Report on Form 10-K.

Item 1A. Risk Factors

Our future results may vary materially from those contained in forward-looking statements that we make in this Report and other filings with the SEC, press releases, communications with investors, and oral statements due to the following important factors, among others. Our forward-looking statements in this Report and in any other public statements we make may turn out to be wrong. These statements can be affected by, among other things, inaccurate assumptions we might make or by known or unknown risks and uncertainties or risks we currently deem immaterial. Consequently, no forward-looking statement can be guaranteed. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law.

Risks Related to Our Business

We manage our business for long-term results, and our quarterly and annual financial results often fluctuate, which may lead to volatility in our share price.

Our revenue and operating results often vary significantly from period to period due to a number of factors, and as a result comparing our financial results on a period-to-period basis may not be meaningful. We prioritize our uppermost financial objective of maximizing our intrinsic value per share even at the expense of shorter-term results and do not manage our business to maximize current period reported financial results, such as (but not limited to) near- and mid-term revenue, operating income, net income, EPS, adjusted EBITDA, and cash flow. Many of the factors that lead to period-to-period fluctuations are outside of our control; however, some factors are inherent in our business strategies. Some of the specific factors that could cause our operating results to fluctuate from quarter to quarter or year to year include among others:

- investments in our business in the current period intended to generate longer-term returns, where the costs in the near term will not be offset by revenue or cost savings until future periods, if at all
- the effects of the COVID-19 pandemic on our customers, suppliers, business, and operations
- variations in the demand for our products and services, in particular during our second fiscal quarter, which may be driven by seasonality, performance issues in some of our businesses and markets, or other factors
- currency and interest rate fluctuations, which affect our revenue, costs, and fair value of our assets and liabilities
- our hedging activity
- our ability to attract and retain customers and generate purchases
- shifts in revenue mix toward less profitable products and brands
- the commencement or termination of agreements with our strategic partners, suppliers, and others
- our ability to manage our production, fulfillment, and support operations
- costs to produce and deliver our products and provide our services, including the effects of inflation and the rising costs of raw materials such as paper
- our pricing and marketing strategies and those of our competitors
- expenses and charges related to our compensation arrangements with our executives and employees
- costs and charges resulting from litigation
- changes in our effective income tax rate or tax-related benefits or costs
- costs to acquire businesses or integrate our acquired businesses
- financing costs
- impairments of our tangible and intangible assets including goodwill
- the results of our minority investments and joint ventures

Some of our expenses, such as office leases, depreciation related to previously acquired property and equipment, and personnel costs, are relatively fixed, and we may be unable to, or may not choose to, adjust operating expenses to offset any revenue shortfall. Accordingly, any shortfall in revenue may cause significant variation in operating results in any period. Our operating results may sometimes be below the expectations of public market analysts and investors, in which case the price of our ordinary shares may decline.

The COVID-19 pandemic has had, and may continue to have, a major adverse impact on our operations, financial results, customers, markets, and employees, and future pandemics or other large-scale events could have similar major adverse impacts.

The COVID-19 pandemic has negatively impacted our business in a number of material ways including material declines in demand for our products and services, leading to major adverse effects on our revenue, earnings, cash flows, and other financial results. Although we are seeing increased signs of recovery in many of our markets, we cannot predict what new variants of the COVID-19 virus may emerge, whether there will be additional waves of increased infection rates, how long the pandemic and its impacts on economic activity and our business, operations, and markets will continue, or whether the pandemic will lead to a prolonged economic downturn. Accordingly, it is possible that we could see additional or continuing negative impacts on our business and financial results in the future. In addition, if another pandemic or other event occurs that limits commerce on a large scale, such as climate change or war, our business, operations, and financial results could be materially impacted.

We need to hire and retain talented personnel in key roles in order to be successful, and we face intense competition for talent.

If we are unable to recruit, retain, and motivate our employees in senior management and key roles such as technology, marketing, data science, and production, then we may not be able to execute on our strategy and grow our business as planned. Our current management and employees may cease their employment with us at any time with minimal advance notice, and we are seeing increased competition for talent that is making it more difficult for us to retain the employees we have and to recruit new employees

If we are not successful in transforming the Vistaprint business, then we could lose market share and our financial results could be adversely impacted.

The Vistaprint business is undertaking a multi-year transformation, and we are investing heavily to rebuild Vistaprint's technology infrastructure, improve our customer experience, and recruit new talent. If our investments do not have the effects we expect, the new technology infrastructure does not perform well or is not as transformational as we expect, or the transformation is otherwise unsuccessful, then we could fail to attract new and repeat customers, Vistaprint's reputation and brand could be damaged, and our revenue and earnings could fail to grow or could decline.

We may not succeed in promoting, strengthening, and evolving our brands, which could prevent us from acquiring new customers and increasing revenues.

A primary component of our business strategy is to promote and strengthen our brands to attract new and repeat customers, and we face significant competition from other companies in our markets who also seek to establish strong brands. To promote and strengthen our brands, we must incur substantial marketing expenses and establish a relationship of trust with our customers by providing a high-quality customer experience, which requires us to invest substantial amounts of our resources.

Our global operations, decentralized organizational structure, and expansion place a significant strain on our management, employees, facilities, and other resources and subject us to additional risks.

We are a global company with production facilities, offices, and localized websites in many countries across six continents, and we manage our businesses and operations in a decentralized, autonomous manner. We are subject to a number of risks and challenges that relate to our global operations, decentralization, expansion, and complexity including, among others:

- difficulty managing operations in, and communications among, multiple businesses, locations, and time zones
- challenges of ensuring speed, nimbleness, and entrepreneurialism in a large and complex organization
- difficulty complying with multiple tax laws, treaties, and regulations and limiting our exposure to onerous or unanticipated taxes, duties, tariffs, and other costs

- our failure to improve and adapt our financial and operational controls and systems to manage our decentralized businesses and comply with our obligations as a public company
- the challenge of complying with disparate laws in multiple countries, such as local regulations that may impair our ability to conduct our business as planned, protectionist laws that favor local businesses, and restrictions imposed by local labor laws
- the challenge of maintaining management's focus on our strategic and operational priorities and minimizing lower priority distractions
- disruptions caused by political and social instability that may occur in some countries
- exposure to corrupt business practices that may be common in some countries or in some sales channels and markets, such as bribery or the willful infringement of intellectual property rights
- difficulty repatriating cash from some countries
- difficulty importing and exporting our products across country borders and difficulty complying with customs regulations in the many countries where we sell products
- disruptions or cessation of important components of our international supply chain
- failure of local laws to provide a sufficient degree of protection against infringement of our intellectual property

In addition, we are exposed to fluctuations in currency exchange rates that may impact items such as the translation of our revenue and expenses, remeasurement of our intercompany balances, and the value of our cash and cash equivalents and other assets and liabilities denominated in currencies other than the U.S. dollar, our reporting currency. The hedging activities we engage in may not mitigate the net impact of currency exchange rate fluctuations, and our financial results may differ materially from expectations as a result of such fluctuations.

Failure to protect our information systems and the confidential information of our customers, employees, and business partners against security breaches or thefts could damage our reputation and brands, subject us to litigation and enforcement actions, and substantially harm our business and results of operations.

Our business involves the receipt, storage, and transmission of customers' personal and payment information, as well as confidential information about our business, employees, suppliers, and business partners, some of which is entrusted to third-party service providers, partners, and vendors. Our information systems and those of third parties with which we share information are vulnerable to an increasing threat of cyber security risks, including physical and electronic break-ins, computer viruses, ransomware attacks, and phishing and other social engineering scams, among other risks, and these vulnerabilities may be heightened with many of our employees working remotely. As security threats evolve and become more sophisticated and more difficult to detect and defend against, a hacker or thief may defeat our security measures, or those of our third-party service provider, partner, or vendor, and obtain confidential or personal information. We or the third party may not discover the security breach and theft of information for a significant period of time after the breach occurs. We may need to expend significant resources to protect against security breaches and thefts of data or to address problems caused by breaches or thefts, and we may not be able to anticipate cyber attacks or implement adequate preventative measures. Any compromise or breach of our information systems or the information systems of third parties with which we share information could, among other things:

- damage our reputation and brands
- expose us to losses, costs, litigation, enforcement actions, and possible liability
- result in a failure to comply with legal and industry privacy regulations and standards
- lead to the misuse of our and our customers' and employees' confidential or personal information
- cause interruptions in our operations

- cause us to lose revenue if existing and potential customers believe that their personal and payment information may not be safe with us

We are subject to the laws of many states, countries, and regions and industry guidelines and principles governing the collection, use, retention, disclosure, sharing, and security of data that we receive from and about our customers and employees. Any failure or perceived failure by us to comply with any of these laws, guidelines, or principles could result in actions against us by governmental entities or others, a loss of customer confidence, and damage to our brands. In addition, the regulatory landscape is constantly changing, as various regulatory bodies throughout the world enact new laws concerning privacy, data retention, data transfer and data protection. Complying with these varying and changing requirements could cause us to incur substantial costs or require us to change our business practices in a manner adverse to our business and operating results.

Acquisitions and strategic investments may be disruptive to our business, may fail to achieve our goals, and can negatively impact our financial results.

An important way in which we pursue our strategy is to selectively acquire businesses, technologies, and services and make minority investments in businesses and joint ventures. The time and expense associated with finding suitable businesses, technologies, or services to acquire or invest in can be disruptive to our ongoing business and divert our management's attention. In addition, we have needed in the past, and may need in the future, to seek financing for acquisitions and investments, which may not be available on terms that are favorable to us, or at all, and can cause dilution to our shareholders, cause us to incur additional debt, or subject us to covenants restricting the activities we may undertake.

An acquisition, minority investment, or joint venture may fail to achieve our goals and expectations and may have a negative impact on our business and financial results in a number of ways including the following:

- The business we acquired or invested in may not perform or fit with our strategy as well as we expected.
- Acquisitions and minority investments can be costly and can result in increased expenses including impairments of goodwill and intangible assets if financial goals are not achieved, assumptions of contingent or unanticipated liabilities, amortization of certain acquired assets, and increased tax costs. In addition, we may overpay for acquired businesses.
- The management of our acquired businesses, minority investments, and joint ventures may be more expensive or may take more resources than we expected. In addition, continuing to devote resources to a struggling business can take resources away from other investment areas and priorities.
- We may not be able to retain customers and key employees of the acquired businesses. In particular, it can be challenging to motivate the founders who built a business to continue to lead the business after they sell it to us.

The accounting for our acquisitions and minority investments requires us to make significant estimates, judgments, and assumptions that can change from period to period, based in part on factors outside of our control, which can create volatility in our financial results. For example, we often pay a portion of the purchase price for our acquisitions in the form of an earn out based on performance targets for the acquired companies or enter into obligations or options to purchase noncontrolling interests in our acquired companies or minority investments, which can be difficult to forecast. If in the future our assumptions change and we determine that higher levels of achievement are likely under our earn outs or future purchase obligations, we will need to pay and record additional amounts to reflect the increased purchase price. These additional amounts could be significant and could adversely impact our results of operations.

Furthermore, provisions for future payments to sellers based on the performance or valuation of the acquired businesses, such as earn outs and options to purchase noncontrolling interests, can lead to disputes with the sellers about the achievement of the performance targets or valuation or create inadvertent incentives for the acquired company's management to take short-term actions designed to maximize the payments they receive instead of benefiting the business. In addition, strong performance of the underlying business could result in material payments pursuant to earn-out provisions or future purchase obligations that may or may not reflect the fair market value of the asset at that time.

If we are unable to attract new and repeat customers in a cost-effective manner, our business and results of operations could be harmed.

Our various businesses rely on a variety of marketing methods to attract new and repeat customers including drawing visitors to our websites, promoting our products and services through search engines such as Google and Bing, email, direct mail, advertising banners and other online links, broadcast media and streaming platforms, social media platforms, and telesales. If search engines or social media platforms modify their algorithms or terminate their relationships with us, if fewer customers click through to our websites, if our direct mail marketing campaigns are not effective, or if the costs of attracting customers using any of our current methods significantly increase, then our ability to efficiently attract new and repeat customers would be reduced, our revenue and net income could decline, and our business and results of operations would be harmed.

Developing and deploying our mass customization platform is costly and resource-intensive, and we may not realize all of the anticipated benefits of the platform.

A key component of our strategy is the development and deployment of a mass customization platform, which is a cloud-based collection of software services, APIs, web applications and related technology offerings that can be leveraged independently or together by our businesses and third parties to perform common tasks that are important to mass customization. The process of developing new technology is complex, costly, and uncertain and requires us to commit significant resources before knowing whether our businesses will adopt components of our mass customization platform or whether the platform will make us more effective and competitive. As a result, there can be no assurance that we will find new capabilities to add to the growing set of technologies that make up our platform, that our diverse businesses will realize value from the platform, or that we will realize expected returns on the capital expended to develop the platform.

Seasonal fluctuations in our business place a strain on our operations and resources.

Our profitability has historically been highly seasonal. Our second fiscal quarter includes the majority of the holiday shopping season and accounts for a disproportionately high portion of our earnings for the year, primarily due to higher sales of home and family products such as holiday cards, calendars, photo books, and personalized gifts. In addition, our National Pen business has historically generated nearly all of its profits during the December quarter. Lower than expected sales during the second quarter have a disproportionately large impact on our operating results and financial condition for the full fiscal year. In addition, if our manufacturing and other operations are unable to keep up with the high volume of orders during our second fiscal quarter or we experience inefficiencies in our production, then our costs may be significantly higher, and we and our customers can experience delays in order fulfillment and delivery and other disruptions.

Our hedging activity could negatively impact our results of operations, cash flows, or leverage.

We have entered into derivatives to manage our exposure to interest rate and currency movements. If we do not accurately forecast our results of operations, execute contracts that do not effectively mitigate our economic exposure to interest rates and currency rates, elect to not apply hedge accounting, or fail to comply with the complex accounting requirements for hedging, our results of operations and cash flows could be volatile, as well as negatively impacted. Also, our hedging objectives may be targeted at improving our non-GAAP financial metrics, which could result in increased volatility in our GAAP results. Since some of our hedging activity addresses long-term exposures, such as our net investment in our subsidiaries, the gains or losses on those hedges could be recognized before the offsetting exposure materializes to offset them, potentially causing volatility in our cash or debt balances and therefore our leverage.

Our businesses face risks related to interruption of our operations and lack of redundancy.

Our businesses' production facilities, websites, infrastructure, supply chain, customer service centers, and operations may be vulnerable to interruptions, and we do not have redundancies or alternatives in all cases to carry on these operations in the event of an interruption. In addition, because our businesses are dependent in part on third parties for certain aspects of our communications and production systems, we may not be able to remedy interruptions to these systems in a timely manner or at all due to factors outside of our control. Some of the events that could cause interruptions in our businesses' operations or systems are the following, among others:

- fire, natural disasters, or extreme weather, which could be exacerbated by climate change

- pandemic or other public health crisis
- labor strike, work stoppage, or other issues with our workforce
- political instability or acts of terrorism or war
- power loss or telecommunication failure
- attacks on our external websites or internal network by hackers or other malicious parties
- inadequate capacity in our systems and infrastructure to cope with periods of high volume and demand

Any interruptions to our systems or operations could result in lost revenue, increased costs, negative publicity, damage to our reputations and brands, and an adverse effect on our business and results of operations. Building redundancies into our infrastructure, systems, and supply chain to mitigate these risks may require us to commit substantial financial, operational, and technical resources.

We face intense competition, and our competition may continue to increase.

The markets for our products and services are intensely competitive, highly fragmented, and geographically dispersed. The competitive landscape for e-commerce companies and the mass customization market continues to change as new e-commerce businesses are introduced, established e-commerce businesses enter the mass customization market, and traditional “brick and mortar” businesses establish an online presence. Competition may result in price pressure, increased advertising expense, reduced profit margins, and loss of market share and brand recognition, any of which could substantially harm our business and financial results. Some of our current and potential competitors have advantages over us, including longer operating histories, greater brand recognition or loyalty, more focus on a given subset of our business, significantly greater financial, marketing, and other resources, or willingness to operate at a loss while building market share.

Failure to meet our customers' price expectations would adversely affect our business and results of operations.

Demand for our products and services is sensitive to price for almost all of our businesses, and changes in our pricing strategies, including shipping pricing, have had a significant impact on the numbers of customers and orders in some regions, which in turn affects our revenue, profitability, and results of operations. Many factors can significantly impact our pricing and marketing strategies, including the costs of running our business, the costs of raw materials, our competitors' pricing and marketing strategies, and the effects of inflation. If we fail to meet our customers' price expectations, our business and results of operations may suffer.

We are subject to safety, health, and environmental laws and regulations, which could result in liabilities, cost increases, or restrictions on our operations.

We are subject to a variety of safety, health and environmental, or SHE, laws and regulations in each of the jurisdictions in which we operate. These laws and regulations govern, among other things, air emissions, wastewater discharges, the storage, handling and disposal of hazardous and other regulated substances and wastes, soil and groundwater contamination and employee health and safety. We use regulated substances such as inks and solvents, and generate air emissions and other discharges at our manufacturing facilities, and some of our facilities are required to hold environmental permits. If we fail to comply with existing SHE requirements, or new, more stringent SHE requirements applicable to us are imposed, we may be subject to monetary fines, civil or criminal sanctions, third-party claims, or the limitation or suspension of our operations. In addition, if we are found to be responsible for hazardous substances at any location (including, for example, offsite waste disposal facilities or facilities at which we formerly operated), we may be responsible for the cost of cleaning up contamination, regardless of fault, as well as for claims for harm to health or property or for natural resource damages arising out of contamination or exposure to hazardous substances.

In some cases we pursue self-imposed socially responsible policies that are more stringent than is typically required by laws and regulations, for instance in the areas of worker safety, team member social benefits and

environmental protection such as carbon reduction initiatives. The costs of this added SHE effort are often substantial and could grow over time.

The failure of our business partners to use legal and ethical business practices could negatively impact our business.

We contract with multiple suppliers, fulfillers, merchants, and other business partners in many jurisdictions worldwide. We require our business partners to operate in compliance with all applicable laws, including those regarding corruption, working conditions, employment practices, safety and health, and environmental compliance, but we cannot control their business practices. We may not be able to adequately vet, monitor, and audit our many business partners (or their suppliers) throughout the world, and our decentralized structure heightens this risk, as not all of our businesses have equal resources to manage their business partners. If any of them violates labor, environmental, or other laws or implements business practices that are regarded as unethical or inconsistent with our values, our reputation could be severely damaged, and our supply chain and order fulfillment process could be interrupted, which could harm our sales and results of operations.

Our credit facility and the indentures that govern our notes restrict our current and future operations, particularly our ability to respond to changes or to take certain actions.

Our senior secured credit facility that governs our Term Loan B and revolving credit and the indenture that governs our 7.0% senior unsecured notes due 2026, which we collectively refer to as our debt documents, contain a number of restrictive covenants that impose significant operating and financial restrictions on us and may limit how we conduct our business, grow in accordance with our strategy, compete effectively, or take advantage of new business opportunities, including restrictions on our ability to:

- incur additional indebtedness, guarantee indebtedness, and incur liens
- pay dividends or make other distributions or repurchase or redeem capital stock
- prepay, redeem, or repurchase certain subordinated debt
- issue certain preferred stock or similar redeemable equity securities
- make loans and investments
- sell assets
- enter into transactions with affiliates
- alter the businesses we conduct
- enter into agreements restricting our subsidiaries' ability to pay dividends
- consolidate, merge, or sell all or substantially all of our assets

A default under any of our debt documents would have a material, adverse effect on our business.

Our failure to make scheduled payments on our debt or our breach of the covenants or restrictions under any of our debt documents could result in an event of default under the applicable indebtedness. Such a default would have a material, adverse effect on our business and financial condition, including the following, among others:

- Our lenders could declare all outstanding principal and interest to be due and payable, and we and our subsidiaries may not have sufficient assets to repay that indebtedness.
- Our secured lenders could foreclose against the assets securing their borrowings.
- Our lenders under our revolving credit facility could terminate all commitments to extend further credit under that facility.

- We could be forced into bankruptcy or liquidation.

Our material indebtedness and interest expense could adversely affect our financial condition.

As of June 30, 2021, our total debt was \$1,764.9 million.

Subject to the limits contained in our debt documents, we may be able to incur substantial additional debt from time to time, and if we do so, the risks related to our level of debt could intensify. Specifically, our level of debt could have important consequences, including the following:

- making it more difficult for us to satisfy our obligations with respect to our debt
- limiting our ability to obtain additional financing to fund future working capital, capital expenditures, acquisitions, or other general corporate requirements
- requiring a substantial portion of our cash flows to be dedicated to debt service payments instead of other purposes, thereby reducing the amount of cash flows available for working capital, capital expenditures, acquisitions, and other general corporate purposes
- increasing our vulnerability to general adverse economic and industry conditions
- exposing us to the risk of increased interest rates as some of our borrowings, including borrowings under our credit facility, are at variable rates of interest
- placing us at a disadvantage compared to other, less leveraged competitors
- increasing our cost of borrowing

If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital, or restructure or refinance our indebtedness. We may not be able to effect any such alternative measures, if necessary, on commercially reasonable terms or at all, and if we cannot make scheduled payments on our debt, we will be in default.

Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly.

Borrowings under our credit facility are at variable rates of interest and expose us to interest rate risk, and any interest rate swaps we enter into in order to reduce interest rate volatility may not fully mitigate our interest rate risk. If interest rates were to increase, our debt service obligations on the variable rate indebtedness would increase even if the amount borrowed remained the same, and our net income and cash flows, including cash available for servicing our indebtedness, will correspondingly decrease. As of June 30, 2021, a hypothetical 100 basis point increase in rates, inclusive of our outstanding interest rate swaps, would result in an increase of interest expense of approximately \$4 million over the next 12 months.

If we are unable to protect our intellectual property rights, our reputation and brands could be damaged, and others may be able to use our technology, which could substantially harm our business and financial results.

We rely on a combination of patents, trademarks, trade secrets, copyrights, and contractual restrictions to protect our intellectual property, but these protective measures afford only limited protection. Despite our efforts to protect our proprietary rights, unauthorized parties may be able to copy or use technology or information that we consider proprietary. There can be no guarantee that any of our pending patent applications or continuation patent applications will be granted, and from time to time we face infringement, invalidity, intellectual property ownership, or similar claims brought by third parties with respect to our patents. In addition, despite our trademark registrations throughout the world, our competitors or other entities may adopt names, marks, or domain names similar to ours, thereby impeding our ability to build brand identity and possibly leading to customer confusion. Enforcing our

intellectual property rights can be extremely costly, and a failure to protect or enforce these rights could damage our reputation and brands and substantially harm our business and financial results.

Intellectual property disputes and litigation are costly and could cause us to lose our exclusive rights, subject us to liability, or require us to stop some of our business activities.

From time to time, we receive claims from third parties that we infringe their intellectual property rights, that we are required to enter into patent licenses covering aspects of the technology we use in our business, or that we improperly obtained or used their confidential or proprietary information. Any litigation, settlement, license, or other proceeding relating to intellectual property rights, even if we settle it or it is resolved in our favor, could be costly, divert our management's efforts from managing and growing our business, and create uncertainties that may make it more difficult to run our operations. If any parties successfully claim that we infringe their intellectual property rights, we might be forced to pay significant damages and attorney's fees, and we could be restricted from using certain technologies important to the operation of our business.

Our business is dependent on the Internet, and unfavorable changes in government regulation of the Internet, e-commerce, and email marketing could substantially harm our business and financial results.

Because most of our businesses depend primarily on the Internet for our sales, laws specifically governing the Internet, e-commerce, and email marketing may have a greater impact on our operations than other more traditional businesses. Existing and future laws, such as laws covering pricing, customs, privacy, consumer protection, or commercial email, may impede the growth of e-commerce and our ability to compete with traditional "bricks and mortar" retailers. Existing and future laws or unfavorable changes or interpretations of these laws could substantially harm our business and financial results.

If we were required to screen the content that our customers incorporate into our products, our costs could significantly increase, which would harm our results of operations.

Because of our focus on automation and high volumes, many of our sales do not involve any human-based review of content. Although our websites' terms of use specifically require customers to make representations about the legality and ownership of the content they upload for production, there is a risk that a customer may supply an image or other content for an order we produce that is the property of another party used without permission, that infringes the copyright or trademark of another party, or that would be considered to be defamatory, hateful, obscene, or otherwise objectionable or illegal under the laws of the jurisdiction(s) where that customer lives or where we operate. If the machine-learning tools we have developed to aid our content review fail to find instances of intellectual property infringement or objectionable or illegal content in customer orders, we could be required to increase the amount of manual screening we perform, which could significantly increase our costs, and we could be required to pay substantial penalties or monetary damages for any failure in our screening process.

Our failure to collect indirect taxes in all jurisdictions where we are required to do so could expose us to tax liabilities.

The application of sales, value added or other consumption taxes (indirect taxes) to e-commerce businesses such as Cimpres is a complex and evolving issue. If a government entity claims that we should have been collecting indirect taxes on the sale of our products in a jurisdiction where we have not been doing so, then we could incur substantial tax liabilities for past sales. For example, some of our businesses may not currently collect sales tax in all U.S. states where they sell products. Many state governments in the United States have imposed or are seeking to impose sales tax collection responsibility on out-of-state, online retailers, and the U.S. Supreme Court ruling in *South Dakota v. Wayfair, Inc. et al.* enabled states to adopt laws requiring remote sellers to collect and remit sales tax, even in states in which the seller has no physical presence. To the extent that individual states adopt similar legislation, this could significantly increase the collection and compliance burden on Cimpres businesses operating in the U.S.

Risks Related to Our Corporate Structure

Challenges by various tax authorities to our international structure could, if successful, increase our effective tax rate and adversely affect our earnings.

We are an Irish public limited company that operates through various subsidiaries in a number of countries throughout the world. Consequently, we are subject to tax laws, treaties and regulations in the countries in which we

operate, and these laws and treaties are subject to interpretation. From time to time, we are subject to tax audits, and the tax authorities in these countries could claim that a greater portion of the income of the Cimpress plc group should be subject to income or other tax in their respective jurisdictions, which could result in an increase to our effective tax rate and adversely affect our results of operations.

Changes in tax laws, regulations and treaties could affect our tax rate and our results of operations.

A change in tax laws, treaties or regulations, or their interpretation, of any country in which we operate could have a materially adverse impact on us, including increasing our tax burden, increasing costs of our tax compliance or otherwise adversely affecting our financial condition, results of operations and cash flows. There are currently multiple initiatives for comprehensive tax reform underway in key jurisdictions where we have operations, and we cannot predict whether any other specific legislation will be enacted or the terms of any such legislation.

Our intercompany arrangements may be challenged, which could result in higher taxes or penalties and an adverse effect on our earnings.

We operate pursuant to written transfer pricing agreements among Cimpress plc and its subsidiaries, which establish transfer prices for various services performed by our subsidiaries for other Cimpress group companies. If two or more affiliated companies are located in different countries, the tax laws or regulations of each country generally will require that transfer prices be consistent with those between unrelated companies dealing at arm's length. With the exception of certain jurisdictions where we have obtained rulings or advance pricing agreements, our transfer pricing arrangements are not binding on applicable tax authorities. If tax authorities in any country were successful in challenging our transfer prices as not reflecting arm's length transactions, they could require us to adjust our transfer prices and thereby reallocate our income to reflect these revised transfer prices. A reallocation of taxable income from a lower tax jurisdiction to a higher tax jurisdiction would result in a higher tax liability to us. In addition, if the country from which the income is reallocated does not agree with the reallocation, both countries could tax the same income, resulting in double taxation.

Because of our corporate structure, our shareholders may find it difficult to enforce claims based on United States federal or state laws, including securities liabilities, against us or our management team.

We are incorporated under the laws of Ireland. There can be no assurance that the courts of Ireland would recognize or enforce judgments of U.S. courts obtained against us or our directors or officers based on the civil liabilities provisions of the U.S. federal or state securities laws or that the courts of Ireland would hear actions against us or those persons based on those laws. There is currently no treaty between the U.S. and Ireland providing for the reciprocal recognition and enforcement of judgments in civil and commercial matters, and Irish common law rules govern the process by which a U.S. judgment will be enforced in Ireland. Therefore, a final judgment for the payment of money rendered by any U.S. federal or state court based on civil liability, whether or not based solely on U.S. federal or state securities laws, would not automatically or necessarily be enforceable in Ireland.

In addition, because most of our assets are located outside of the United States and some of our directors and management reside outside of the United States, it could be difficult for investors to place a lien on our assets or those of our directors and officers in connection with a claim of liability under U.S. laws. As a result, it may be difficult for investors to enforce U.S. court judgments or rights predicated upon U.S. laws against us or our management team outside of the United States.

Our past purchases of our ordinary shares could subject our shareholders to Dutch withholding tax.

Cimpress' publicly traded parent company was historically subject to Dutch tax laws, including the 15% Dutch withholding tax that may be levied on dividends and similar distributions made by Cimpress to its shareholders, and purchased a number of our ordinary shares. Under our Dutch Advanced Tax Ruling, a purchase of shares should not result in any Dutch withholding tax if we hold the purchased shares in treasury for the purpose of issuing shares pursuant to employee share awards or for the funding of acquisitions. However, if the shares cannot be used for these purposes, or the Dutch tax authorities successfully challenge the use of the shares for these purposes, such a purchase of shares may be treated as a partial liquidation subject to the 15% Dutch withholding tax to be levied on the difference between our average paid in capital per share for Dutch tax purposes and the redemption price per share, if higher.

We may be treated as a passive foreign investment company for United States tax purposes, which may subject United States shareholders to adverse tax consequences.

If our passive income, or our assets that produce passive income, exceed levels provided by law for any taxable year, we may be characterized as a passive foreign investment company, or a PFIC, for United States federal income tax purposes. If we are treated as a PFIC, U.S. holders of our ordinary shares would be subject to a disadvantageous United States federal income tax regime with respect to the distributions they receive and the gain, if any, they derive from the sale or other disposition of their ordinary shares.

We believe that we were not a PFIC for the tax year ended June 30, 2021 and we expect that we will not become a PFIC in the foreseeable future. However, whether we are treated as a PFIC depends on questions of fact as to our assets and revenues that can only be determined at the end of each tax year. Accordingly, we cannot be certain that we will not be treated as a PFIC in future years.

If a United States shareholder owns 10% or more of our ordinary shares, it may be subject to increased United States taxation under the "controlled foreign corporation" rules. Additionally, this may negatively impact the demand for our ordinary shares.

If a United States shareholder owns 10% or more of our ordinary shares, it may be subject to increased United States federal income taxation (and possibly state income taxation) under the "controlled foreign corporation" rules. In general, if a U.S. person owns (or is deemed to own) at least 10% of the voting power or value of a non-U.S. corporation, or "10% U.S. Shareholder," and if such non-U.S. corporation is a "controlled foreign corporation," or "CFC," then such 10% U.S. Shareholder who owns (or is deemed to own) shares in the CFC on the last day of the CFC's taxable year must include in its gross income for United States federal income tax (and possibly state income tax) purposes its pro rata share of the CFC's "subpart F income," even if the subpart F income is not distributed. In addition, a 10% U.S. shareholder's pro rata share of other income of a CFC, even if not distributed, might also need to be included in a 10% U.S. Shareholder's gross income for United States federal income tax (and possibly state income tax) purposes under the "global intangible low-taxed income," or "GILTI," provisions of the U.S. tax law. In general, a non-U.S. corporation is considered a CFC if one or more 10% U.S. Shareholders together own more than 50% of the voting power or value of the corporation on any day during the taxable year of the corporation. "Subpart F income" consists of, among other things, certain types of dividends, interest, rents, royalties, gains, and certain types of income from services and personal property sales.

The rules for determining ownership for purposes of determining 10% U.S. Shareholder and CFC status are complicated, depend on the particular facts relating to each investor, and are not necessarily the same as the rules for determining beneficial ownership for SEC reporting purposes. For taxable years in which we are a CFC, each of our 10% U.S. Shareholders will be required to include in its gross income for United States federal income tax (and possibly state income tax) purposes its pro rata share of our "subpart F income," even if the subpart F income is not distributed by us, and might also be required to include its pro rata share of other income of ours, even if not distributed by us, under the GILTI provisions of the U.S. tax law. We currently do not believe we are a CFC. However, whether we are treated as a CFC can be affected by, among other things, facts as to our share ownership that may change. Accordingly, we cannot be certain that we will not be treated as a CFC in future years.

The risk of being subject to increased taxation as a CFC may deter our current shareholders from acquiring additional ordinary shares or new shareholders from establishing a position in our ordinary shares. Either of these scenarios could impact the demand for, and value of, our ordinary shares.

The ownership of our ordinary shares is highly concentrated, which could cause or exacerbate volatility in our share price.

Approximately 85% of our ordinary shares are held by our top 10 shareholders, and we may repurchase shares in the future (subject to the restrictions in our debt documents), which could further increase the concentration of our share ownership. Because of this reduced liquidity, the trading of relatively small quantities of shares by our shareholders could disproportionately influence the price of those shares in either direction. The price for our shares could, for example, decline precipitously if a large number of our ordinary shares were sold on the market without commensurate demand, as compared to a company with greater trading liquidity that could better absorb those sales without adverse impact on its share price.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

We own real property including the following manufacturing operations that provide support across our businesses:

- A 582,000 square foot facility located near Windsor, Ontario, Canada that primarily services our Vistaprint business.
- A 492,000 square foot facility located in Shelbyville, Tennessee, USA, that primarily services our National Pen business.
- A 362,000 square foot facility located in Venlo, the Netherlands that primarily services our Vistaprint business.
- A 130,000 square foot facility located in Kisarazu, Japan that primarily services our Vistaprint and National Pen businesses in the Japanese market.
- A 124,000 square foot facility located in Deer Park, Australia that primarily services our Vistaprint business.
- A 97,000 square foot facility, located near Montpellier, France that primarily services The Print Group businesses.

As of June 30, 2021, a summary of our currently occupied leased spaces is as follows:

Business Segment (1)	Square Feet	Type	Lease Expirations
Vistaprint	736,780	Technology development, marketing, customer service, manufacturing and administrative	July 2021 - November 2034
PrintBrothers	298,574	Technology development, marketing, customer service, manufacturing and administrative	November 2021 - December 2030
The Print Group	442,377	Technology development, marketing, customer service, manufacturing and administrative	August 2021 - December 2025
National Pen	411,288	Marketing, customer service, manufacturing and administrative	April 2022 -December 2027
All Other Businesses	549,256	Technology development, marketing, customer service, manufacturing and administrative	August 2021 - July 2025
Other (2)	83,140	Corporate strategy and technology development	January 2022 - June 2023

(1) Many of our leased properties are utilized by multiple business segments, but each have been assigned to the segment that occupies the majority of our leased space.

(2) Includes locations that are used exclusively for corporate or central function activities.

We believe that the total space available to us in the facilities we own or lease, and space that is obtainable by us on commercially reasonable terms, will meet our needs for the foreseeable future.

Item 3. Legal Proceedings

The information required by this item is incorporated by reference to the information set forth in Item 8 of Part II, "Financial Statements and Supplementary Data — Note 17 — Commitments and Contingencies," in the accompanying notes to the consolidated financial statements included in this Report.

Item 4. Mine Safety Disclosures

None.

PART II

Item 5. *Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities*

The ordinary shares of Cimpres plc are traded on the NASDAQ Global Select Market (the "NASDAQ") under the symbol "CMPR." As of July 31, 2021, there were 10 holders of record of our ordinary shares, although there is a much larger number of beneficial owners.

Dividends

We have never paid or declared any cash dividends on our ordinary shares, and we do not anticipate paying any cash dividends in the foreseeable future.

Issuer Purchases of Equity Securities

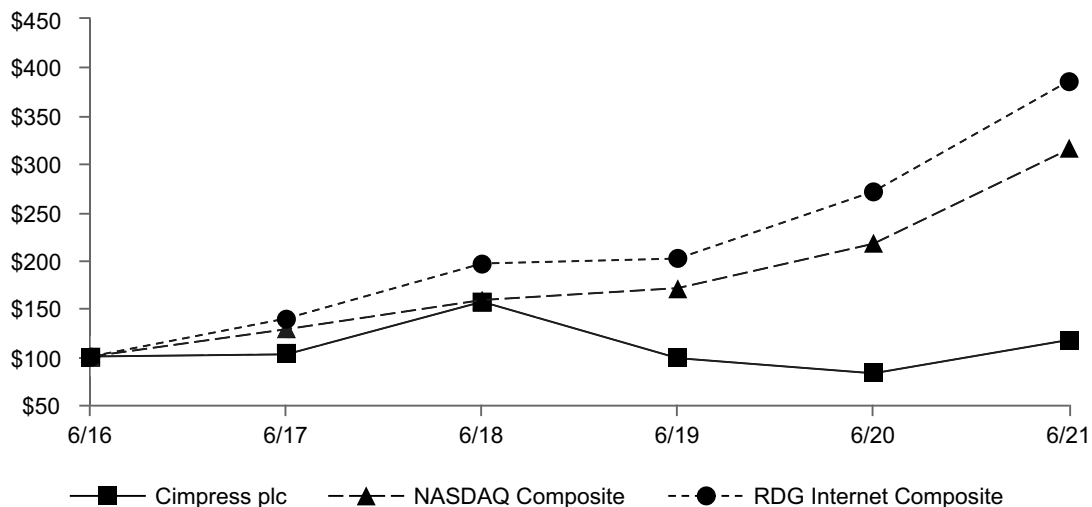
The share repurchase program that we announced on November 25, 2019 expired on May 22, 2021. We did not repurchase any of our ordinary shares during the quarter ended June 30, 2021.

Performance Graph

The following graph compares the cumulative total return to shareholders of Cimpres plc ordinary shares relative to the cumulative total returns of the NASDAQ Composite index and the Research Data Group (RDG) Internet Composite index. An investment of \$100 (with reinvestment of all dividends) is assumed to have been made in our ordinary shares and in each of the indexes on June 30, 2016 and the relative performance of each investment is tracked through June 30, 2021.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN

Among Cimpres plc, the NASDAQ Composite Index
and the RDG Internet Composite Index



	2016	2017	2018	2019	2020	2021
Cimpres plc	\$100.00	\$102.22	\$156.75	\$ 98.28	\$ 82.55	\$117.23
NASDAQ Composite	100.00	128.30	158.57	170.91	216.96	315.10
RDG Internet Composite	100.00	139.43	196.44	201.56	271.11	385.88

The share price performance included in this graph is not necessarily indicative of future share price performance.

Item 6. Selected Financial Data

Part II, Item 6 is no longer required as we have adopted certain provisions within the amendments to Regulation S-K that eliminate Item 301.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

This Report contains forward-looking statements that involve risks and uncertainties. The statements contained in this Report that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including but not limited to our statements about the anticipated growth and development of our businesses and revenues, the size of our market and opportunity, our expectations with respect to our business, markets, competitive position, and demand for our products post-pandemic, our expectations for economic recovery post-pandemic, our expectations for design services in the Vistaprint business and the success of the 99designs acquisition, the anticipated effects of our investments in our business including the hiring of talented personnel, sufficiency of our liquidity position, legal proceedings, and sufficiency of our tax reserves. Without limiting the foregoing, the words "may," "should," "could," "expect," "plan," "intend," "anticipate," "believe," "estimate," "predict," "designed," "potential," "continue," "target," "seek" and similar expressions are intended to identify forward-looking statements. All forward-looking statements included in this Report are based on information available to us up to, and including the date of this document, and we disclaim any obligation to update any such forward-looking statements. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various important factors, including but not limited to flaws in the assumptions and judgments upon which our forecasts and estimates are based; the development, severity, and duration of the COVID-19 pandemic and the timing and pace of economic recovery; our failure to anticipate and react to the effects of the pandemic on our customers, supply chain, markets, team members, and business; our inability to make the investments that we plan to make or the failure of those investments to achieve the results we expect; loss or unavailability of key personnel or our inability to recruit talented personnel to drive performance of our businesses; the failure of businesses we acquire or invest in to perform as expected; unanticipated changes in our markets, customers, or businesses; changes in the laws and regulations, or in the interpretation of laws and regulations, that affect our businesses; our failure to manage the growth and complexity of our business and expand our operations; our failure to maintain compliance with the covenants in our debt documents or to pay our debts when due; competitive pressures; general economic conditions; and other factors described in this Report and the other documents that we periodically file with the SEC.

Executive Overview

Cimpres is a strategically focused group of more than a dozen businesses that specialize in mass customization, via which we deliver large volumes of individually small-sized customized orders for a broad spectrum of print, signage, photo merchandise, invitations and announcements, writing instruments, packaging, apparel and other categories. We invest in and build customer-focused, entrepreneurial mass customization businesses for the long term, which we manage in a decentralized, autonomous manner. We drive competitive advantage across Cimpres through a select few shared strategic capabilities that have the greatest potential to create Cimpres-wide value. We limit all other central activities to only those which absolutely must be performed centrally.

As of June 30, 2021, we have numerous operating segments under our management reporting structure that are reported in the following five reportable segments: Vistaprint, PrintBrothers, The Print Group, National Pen, and All Other Businesses. Refer to Note 15 in our accompanying consolidated financial statements for additional information relating to our reportable segments and our segment financial measures.

COVID-19

Throughout fiscal year 2021, the pandemic and related restrictions had a negative impact on most of our businesses, customers and the markets that we serve. We've experienced improving trends in customer demand throughout the fiscal year, and we have experienced stronger recovery in demand in markets where pandemic restrictions have been lifted or are less severe. During the second half of the fiscal year we've lapped the early periods of the pandemic which had the most severe impacts on customer demand. The improving trends give us confidence that demand will continue to pick up as activity resumes in our markets around the world. We continue to hire talent and make investments in technology, data, new product introduction, customer experience

improvements, and branding that are designed to build on our competitive advantages and drive growth in our businesses as we come out of the pandemic, although we can't forecast how long that will take. We continue to maintain flexibility in our cost structure, while at the same time increasing investment in areas we believe will generate high return on investment beyond the pandemic.

Financial Summary

The primary financial metric by which we set quarterly and annual budgets both for individual businesses and Cimpres wide is our adjusted free cash flow before cash interest expense related to borrowing; however, in evaluating the financial condition and operating performance of our business, management considers a number of metrics including revenue growth, organic constant-currency revenue growth, operating income, adjusted EBITDA, cash flow from operations and adjusted free cash flow. A summary of these key financial metrics for the year ended June 30, 2021 as compared to the year ended June 30, 2020 follows:

Fiscal Year 2021

- Revenue increased by 4% to \$2,592.5 million.
- Organic constant-currency revenue increased by 1% and decreased by 1% when excluding acquisitions completed in the last four quarters.
- Operating income increased by \$67.5 million to \$123.5 million.
- Adjusted EBITDA (a non-GAAP financial measure) decreased by \$50.7 million to \$349.1 million.
- Diluted net (loss) income per share attributable to Cimpres plc decreased to a loss per share in fiscal year 2021 of \$2.99 from income per share of \$3.00 in fiscal year 2020.
- Cash provided by operating activities decreased by \$73.2 million to \$265.2 million.
- Adjusted free cash flow (a non-GAAP financial measure) decreased by \$78.2 million to \$165.8 million.

For fiscal year 2021, the increase in reported revenue is primarily due to positive exchange rate fluctuations that benefited revenue, as well as the addition of the revenue of 99designs, which was acquired on October 1, 2020 and is included in our Vistaprint business. Organic constant-currency revenue decreased as we continued to realize negative impacts from COVID-19, as pandemic-related restrictions in certain markets throughout the year reduced customer demand. As restrictions started to ease in certain markets during the second half of the fiscal year, we began to see a strong correlation between markets with less pandemic-related restrictions and the recovery of customer demand. Revenue from event-driven small business products were most impacted during the fiscal year, and were partially offset by continued growth in revenue from home decor and packaging products, as well as contributions from new products introduced in reaction to the pandemic such as face masks. For fiscal year 2021, face masks contributed approximately 4% to total revenue, for which demand during the second half of fiscal year 2021 declined significantly due to increases in vaccination rates and reduction of mask requirements.

For the year ended June 30, 2021, operating income increased by \$67.5 million, primarily driven by the non-recurrence of a \$100.8 million goodwill impairment charge in the prior fiscal year, as well as variable cost controls, fixed cost savings and lower restructuring charges. These items were partially offset by increased organic investments in hiring, technology, and upper-funnel brand and performance-based advertising spend primarily in Vistaprint. Operating income was negatively impacted by \$19.9 million of lease-related impairment and abandonment charges due to changes in our intended use of two leased locations, which we expect will deliver substantial cost savings in future periods.

Adjusted EBITDA decreased year over year, primarily due to the increased organic investments outlined above as well as the non-recurrence of temporary cost reductions and the salary restructuring program that benefited the fourth quarter of fiscal 2020 by \$9.0 million, which more than offset the gross profit increase from reported revenue growth. Adjusted EBITDA excludes goodwill and other impairment charges, restructuring charges and share-based compensation expense, and includes the realized gains or losses on our currency derivatives intended to hedge adjusted EBITDA. The net year-over-year impact of currency on consolidated adjusted EBITDA was unfavorable by approximately \$14.7 million.

Diluted net (loss) income per share attributable to Cimpres plc decreased to a loss per share in fiscal year 2021 of \$2.99 from income per share of \$3.00 in fiscal year 2020. The decrease is primarily due to the non-recurrence of a prior year tax benefit, the recognition in fiscal year 2021 of a loss on extinguishment of debt of \$48.3

million, as well as increased interest expense and negative year-over-year realized and unrealized currency impacts.

Consolidated Results of Operations

Consolidated Revenue

Our businesses generate revenue primarily from the sale and shipment of customized manufactured products. We also generate revenue, to a much lesser extent (and primarily in our Vistaprint business), from digital services, graphic design services, website design and hosting, and email marketing services, as well as generate a small percentage of revenue from order referral fees and other third-party offerings. For additional discussion relating to segment revenue results, refer to the "Reportable Segment Results" section included below.

Total revenue and revenue growth by reportable segment for the years ended June 30, 2021 and 2020 are shown in the following table:

In thousands

	Year Ended June 30,			Currency Impact:	Constant-Currency	Impact of Acquisitions/Divestitures:	Constant-Currency Revenue Growth
	2021	2020	% Change	(Favorable)/Unfavorable	Revenue Growth (1)	(Favorable)/Unfavorable	Excluding Acquisitions/Divestitures (2)
Vistaprint (3)	\$ 1,444,807	\$ 1,337,291	8%	(3)%	5%	(4)%	1%
PrintBrothers	421,766	417,921	1%	(7)%	(6)%	(1)%	(7)%
The Print Group	275,534	275,214	—%	(7)%	(7)%	—%	(7)%
National Pen	313,528	299,474	5%	(3)%	2%	—%	2%
All Other Businesses	192,038	173,789	11%	1%	12%	—%	12%
Inter-segment eliminations	(55,160)	(22,331)					
Total revenue	\$ 2,592,513	\$ 2,481,358	4%	(3)%	1%	(2)%	(1)%

In thousands

	Year Ended June 30,			Currency Impact:	Constant-Currency	Impact of Acquisitions/Divestitures:	Constant-Currency revenue growth
	2020	2019	% Change	(Favorable)/Unfavorable	Revenue Growth (1)	(Favorable)/Unfavorable	Excluding Acquisitions (2)
Vistaprint	\$ 1,337,291	\$ 1,508,322	(11)%	1%	(10)%	—%	(10)%
PrintBrothers	417,921	443,987	(6)%	3%	(3)%	(2)%	(5)%
The Print Group	275,214	325,872	(16)%	3%	(13)%	—%	(13)%
National Pen	299,474	348,409	(14)%	1%	(13)%	—%	(13)%
All Other Businesses	173,789	136,202	28%	1%	29%	(25)%	4 %
Inter-segment eliminations	(22,331)	(11,716)					
Total revenue	\$ 2,481,358	\$ 2,751,076	(10)%	1%	(9)%	(2)%	(11)%

(1) Constant-currency revenue growth, a non-GAAP financial measure, represents the change in total revenue between current and prior year periods at constant-currency exchange rates by translating all non-U.S. dollar denominated revenue generated in the current period using the prior year period's average exchange rate for each currency to the U.S. dollar. Our reportable segments-related growth is inclusive of inter-segment revenues, which are eliminated in our consolidated results.

(2) Constant-currency revenue growth excluding acquisitions/divestitures, a non-GAAP financial measure, excludes revenue results for businesses in the period in which there is no comparable year-over-year revenue. Our reportable segments-related growth is inclusive of inter-segment revenues, which are eliminated in our consolidated results.

(3) The Vistaprint segment includes revenue from our 99designs business since its acquisition date of October 1, 2020.

We have provided these non-GAAP financial measures because we believe they provide meaningful information regarding our results on a consistent and comparable basis for the periods presented. Management uses these non-GAAP financial measures, in addition to GAAP financial measures, to evaluate our operating results. These non-GAAP financial measures should be considered supplemental to and not a substitute for our reported financial results prepared in accordance with GAAP.

Consolidated Cost of Revenue

Cost of revenue includes materials used by our businesses to manufacture their products, payroll and related expenses for production and design services personnel, depreciation of assets used in the production process and in support of digital marketing service offerings, shipping, handling and processing costs, third-party production and design costs, costs of free products and other related costs of products our businesses sell.

<i>In thousands</i>	Year Ended June 30,		
	2021	2020	2019
Cost of revenue	\$ 1,316,441	\$ 1,248,871	\$ 1,401,344
<i>% of revenue</i>	50.8 %	50.3 %	50.9 %

For the year ended June 30, 2021, consolidated cost of revenue increased by \$67.6 million, primarily due to changes in currency that negatively impacted the current fiscal year, as well as the addition of cost of revenue from our 99designs business that is included from the acquisition date of October 1, 2020. During the year ended June 30, 2021, we also recognized \$12.2 million of losses associated with the decline in market demand and pricing for certain masks and related personal protective equipment (PPE) products, primarily in our National Pen and Vistaprint businesses. These increases were partially offset by reductions in demand-dependent cost of goods sold including third-party fulfillment, material, and shipping costs in our segments that experienced year-over-year pandemic-related revenue declines. For the years ended June 30, 2021 and 2020, we realized approximately \$10.9 million and \$11.6 million, respectively, of wage offset benefits from government incentives in locations where demand decreased materially but roles were maintained.

Consolidated Operating Expenses

The following table summarizes our comparative operating expenses for the following periods:

<i>In thousands</i>	Year Ended June 30,		
	2021	2020	2019
Technology and development expense	\$ 253,060	\$ 253,252	\$ 236,797
<i>% of revenue</i>	9.8 %	10.2 %	8.6 %
Marketing and selling expense	\$ 648,391	\$ 574,041	\$ 713,863
<i>% of revenue</i>	25.0 %	23.1 %	25.9 %
General and administrative expense (1)	\$ 195,652	\$ 183,054	\$ 162,652
<i>% of revenue</i>	7.5 %	7.4 %	5.9 %
Amortization of acquired intangible assets (2)	\$ 53,818	\$ 51,786	\$ 53,256
<i>% of revenue</i>	2.1 %	2.1 %	1.9 %
Restructuring expense (3)	\$ 1,641	\$ 13,543	\$ 12,054
<i>% of revenue</i>	0.1 %	0.5 %	0.4 %
Impairment of Goodwill (2)	\$ —	\$ 100,842	\$ 7,503
<i>% of revenue</i>	— %	4.1 %	0.3 %

(1) General and administrative expense for the year ended June 30, 2021 includes lease impairment and abandonment charges for two leased locations totaling \$19.9 million. Refer to Note 16 for additional details.

(2) Refer to Note 8 in our accompanying consolidated financial statements for additional details related to the amortization of acquired intangibles and goodwill impairment charges.

(3) Refer to Note 18 in our accompanying consolidated financial statements for additional details relating to restructuring expense.

Technology and development expense

Technology and development expense consists primarily of payroll and related expenses for employees engaged in software and manufacturing engineering, information technology operations and content development, as well as amortization of capitalized software and website development costs, including hosting of our websites, asset depreciation, patent amortization, and other technology infrastructure-related costs. Depreciation expense for information technology equipment that directly supports the delivery of our digital marketing services products is included in cost of revenue.

Technology and development expenses decreased by \$0.2 million for the year ended June 30, 2021, as compared to the prior comparative period. Both periods benefited from decreases in costs from our fiscal year 2020 reorganization of our central and Vistaprint technology teams as well as reductions in discretionary spend including travel and training expenses. These decreases were partially offset by increased investments during the second half of fiscal 2021, primarily in the Vistaprint business and our central technology group.

Marketing and selling expense

Marketing and selling expense consists primarily of advertising and promotional costs; payroll and related expenses for our employees engaged in marketing, sales, customer support and public relations activities; direct-mail advertising costs; and third-party payment processing fees. Our Vistaprint, National Pen and BuildASign businesses have higher marketing and selling costs as a percentage of revenue as compared to our PrintBrothers and The Print Group businesses due to differences in the customers that they serve.

For the year ended June 30, 2021, marketing and selling expenses increased by \$74.4 million, as compared to the prior year. The increase from the prior comparative period is primarily due to the increase of advertising and marketing spend in our Vistaprint business of \$75.1 million. The increase was driven by new investments in brand sponsorships and upper-funnel advertising, expansion of our required return thresholds on our advertising spend, as well as investment in hiring new talent, including for user experience and data and analytics roles that should help us continue to improve the effectiveness of our marketing, merchandising, and customer care activities. The increase was also due to negative impacts from fluctuations in currency exchange rates. These increases were partially offset by a decrease in marketing costs in our National Pen business of \$9.2 million, primarily due to reductions to direct mail prospecting activities and savings from initiatives to reduce costs in service centers.

General and administrative expense

General and administrative expense consists primarily of transaction costs, including third-party professional fees, insurance and payroll and related expenses of employees involved in executive management, finance, legal, strategy, human resources and procurement.

For the year ended June 30, 2021, general and administrative expenses increased by \$12.6 million, as compared to the prior comparative period, due to \$19.9 million of lease-related impairment and abandonment charges driven by changes in our office footprint at two leased locations. The changes to our leased facility footprint are expected to result in substantial cost savings in future periods. These increased expenses were partially offset by lower professional fees as a result of the non-recurrence of costs for strategic projects in our Vistaprint business, as well as the Cimpress cross-border merger to Ireland in fiscal year 2020. We also realized lower discretionary spend due to cost control measures implemented in response to the pandemic.

Other Consolidated Results

Other (expense) income, net

Other (expense) income, net generally consists of gains and losses from currency exchange rate fluctuations on transactions or balances denominated in currencies other than the functional currency of our subsidiaries, as well as the realized and unrealized gains and losses on some of our derivative instruments. In evaluating our currency hedging programs and ability to qualify for hedge accounting in light of our legal entity cash flows, we considered the benefits of hedge accounting relative to the additional economic cost of trade execution and administrative burden. Based on this analysis, we execute certain currency derivative contracts that do not qualify for hedge accounting.

The following table summarizes the components of other (expense) income, net:

<i>In thousands</i>	Year Ended June 30,		
	2021	2020	2019
(Losses) gains on derivatives not designated as hedging instruments	\$ (20,728)	\$ 20,564	\$ 23,494
Currency-related gains, net	8,523	2,309	2,506
Other gains	370	1	476
Total other (expense) income, net	\$ (11,835)	\$ 22,874	\$ 26,476

The decrease in other (expense) income, net was primarily due to the currency exchange rate volatility impacting our derivatives that are not designated as hedging instruments, of which our Euro and British Pound contracts are the most significant exposures that we economically hedge. We also recognize the impact from de-designated interest swap contracts that are no longer highly effective, which resulted in unrealized losses during the current period. We expect volatility to continue in future periods, as we do not apply hedge accounting for most of our derivative currency contracts.

We experienced currency-related losses due to currency exchange rate volatility on our non-functional currency intercompany relationships, which we may alter from time to time. The impact of certain cross-currency swap contracts designated as cash flow hedges is included in our currency-related gains, net, offsetting the impact of certain non-functional currency intercompany relationships.

Interest expense, net

Interest expense, net primarily consists of interest paid on outstanding debt balances, amortization of debt issuance costs, debt discounts, interest related to finance lease obligations and realized gains (losses) on effective interest rate swap contracts and certain cross-currency swap contracts.

Interest expense, net increased by \$43.5 million during the year ended June 30, 2021, as compared to the prior year. This is primarily due to the additional \$200.0 million offering of our 7.0% Senior Notes due 2026 (the "2026 Notes") in February 2020 and issuance of \$300.0 million of our 12% Senior Secured Notes due 2025 (the "Second Lien Notes") in May 2020. During the fourth quarter of fiscal year 2021, we amended and restated our senior secured credit agreement that resulted in borrowings under a Term Loan B and the early redemption of our Second Lien Notes in addition to paying down our Term Loan A due 2024 and the remaining amounts under our previous revolver due 2024. We expect interest expense to decrease during the next fiscal year due to the refinancing. Refer to Note 10 for additional details.

Loss on extinguishment of debt

As part of the amendment and restatement of our senior secured credit agreement described above, we redeemed all of the \$300.0 million of our Second Lien Notes, which also required the payment of an early redemption premium of \$9.0 million. The loss on extinguishment of debt of \$48.3 million included \$39.4 million related to the early redemption of our Second Lien Notes. This loss consisted of the early redemption premium, write-off of unamortized financing fees of \$8.1 million and an accretion adjustment of \$22.3 million to increase the carrying value of the Second Lien Notes to the principal amount. The accretion adjustment is driven primarily by the previous allocation of proceeds to the warrants we issued in conjunction with the Second Lien notes, which reduced the carrying value of the Second Lien Notes. As of June 30, 2021 the warrants remain outstanding. In addition, we recognized a loss of \$8.9 million for unamortized financing fees associated with the senior secured credit agreement. Refer to Note 10 for additional details.

Income tax expense

In thousands

	Year Ended June 30,		
	2021	2020	2019
Income tax expense (benefit)	\$ 18,903	\$ (80,992)	\$ 33,432
Effective tax rate	(33.7)%	(2,697.0)%	26.3 %

Income tax expense (benefit) for the year ended June 30, 2021 increased as compared to the prior year primarily due to significant Swiss Tax Reform benefits of \$113.5 million recognized in the year ended June 30, 2020. Also, in addition to decreased pre-tax profits and a less favorable mix of earnings year over year, we recognized tax benefits of \$2.1 million related to excess tax benefits from share based compensation, as compared to \$15.7 million in fiscal year 2020. During the year ended June 30, 2021 we recognized a tax benefit of \$6.7 million for the release of our valuation allowance in India as a result of increased profitability. Additionally in fiscal year 2020, we recognized tax benefits of \$11.2 million for the re-measurement of U.S. tax losses that were carried back to tax years with higher U.S. federal tax rates under the US CARES Act and tax expense of \$41.9 million to record a full valuation allowance against our U.S. deferred tax assets and a portion for our Irish deferred tax assets. The change in judgment to no longer recognize the deferred tax assets was driven by decreased profits due to impacts of the COVID-19 pandemic and goodwill impairments.

We believe that our income tax reserves are adequately maintained by taking into consideration both the technical merits of our tax return positions and ongoing developments in our income tax audits. However, the final determination of our tax return positions, if audited, is uncertain and therefore there is a possibility that final resolution of these matters could have a material impact on our results of operations or cash flows. Refer to Note 13 in our accompanying consolidated financial statements for additional discussion.

Reportable Segment Results

Our segment financial performance is measured based on segment EBITDA, which is defined as operating income plus depreciation and amortization; plus proceeds from insurance; plus share-based compensation expense related to investment consideration; plus earn-out related charges; plus certain impairments; plus restructuring related charges; less gain on purchase or sale of subsidiaries.

Vistaprint

<i>In thousands</i>	Year Ended June 30,			2021 vs. 2020	2020 vs. 2019
	2021	2020	2019		
Reported Revenue	\$ 1,444,807	\$ 1,337,291	\$ 1,508,322	8%	(11)%
Segment EBITDA	324,715	366,334	349,697	(11)%	5%
% of revenue	22 %	27 %	23 %		

Segment Revenue

Vistaprint's reported revenue growth for the year ended June 30, 2021 was positively affected by a currency impact of 3%. When excluding the benefit from the recent acquisition of 99designs, Vistaprint's organic constant-currency revenue growth was 1%. Vistaprint's revenue continued to be influenced by the severity of pandemic-related restrictions. Our per-customer economics continued to improve, though our new and repeat customer count remain impacted by the pandemic. Revenue grew significantly year over year during the months of March through June 2021 as restrictions loosened in some markets and we lapped the earliest periods impacted by the pandemic in fiscal year 2020. Prior to March 2021, our revenue declined year over year because the prior-year comparable periods were not affected by the pandemic. Revenue during the current year benefited from the sale of pandemic-related products such as masks, but we do not expect to have significant revenue from these products in fiscal year 2022.

Segment Profitability

For the year ended June 30, 2021, the decline in segment EBITDA was due to the pandemic impacts on revenue, as well as increased organic growth investments. As our confidence in the recovery improved we expanded payback thresholds for performance based advertising and layered on upper-funnel advertising investment. We also increased investment in hiring particularly in the second half of the fiscal year as we increase our capabilities to deliver against our mission of establishing Vistaprint as the expert marketing and design partner for small businesses. These were partially offset by technology savings from our fiscal year 2020 restructuring, reduced spend for consulting projects compared to the prior year period, and year-over-year reductions in office-related costs as we reduced our office footprint in our move to a remote-first work approach. Vistaprint's segment EBITDA was positively impacted by currency movements during the current year. During each of the current and prior fiscal year, we received government incentives of more than \$9.0 million to offset wages in locations where demand decreased materially but roles were maintained. We expect these government incentives to decrease in fiscal year 2022 if the effects of the pandemic continue to be less significant.

PrintBrothers

In thousands	Year Ended June 30,				
	2021	2020	2019	2021 vs. 2020	2020 vs. 2019
Reported Revenue	\$ 421,766	\$ 417,921	\$ 443,987	1%	(6)%
Segment EBITDA	43,144	39,373	43,474	10%	(9)%
% of revenue	10 %	9 %	10 %		

Segment Revenue

PrintBrothers' reported revenue growth for the year ended June 30, 2021 was positively affected by a currency impact of 7%, resulting in a constant-currency revenue decline of 6%. The revenue decline was due to pandemic-related decreases in demand. Throughout the year, segment revenue was strongly influenced by the changing severity of restrictions in most European countries. The negative impacts of the pandemic were partially offset by a continued focus on new product introduction. Revenue grew significantly year over year during the fourth quarter of fiscal year 2021 as restrictions loosened in some markets and we lapped the earliest periods impacted by the pandemic in fiscal year 2020.

Segment Profitability

The increase in PrintBrothers' segment EBITDA during the year ended June 30, 2021, as compared to the prior period, was driven by variable and discretionary cost controls, production efficiencies and positive impacts from currency movements, which more than offset the decrease in gross profit that was driven by the constant-currency revenue decline described above.

The Print Group

In thousands	Year Ended June 30,				
	2021	2020	2019	2021 vs. 2020	2020 vs. 2019
Reported Revenue	\$ 275,534	\$ 275,214	\$ 325,872	—%	(16)%
Segment EBITDA	43,126	51,606	63,997	(16)%	(19)%
% of revenue	16 %	19 %	20 %		

Segment Revenue

The Print Group's reported revenue for the year ended June 30, 2021 was positively affected by a currency impact of 7%, resulting in a decrease in revenue on a constant-currency basis of 7% due to pandemic-related decreases in demand. Despite these pressures, our businesses have found pockets of strength in demand and pivoted quickly over the last year to deliver quality offerings to help fill in some of the reduced demand in other areas, including the launch of new products for other Cimpress businesses. During the fourth quarter of fiscal 2021, revenue grew significantly year over year as restrictions loosened in some markets and we lapped the earliest periods impacted by the pandemic in fiscal year 2020.

Segment Profitability

The decrease in Print Group's segment EBITDA during the year ended June 30, 2021, as compared to the prior year, was primarily driven by the revenue decline described above. This was partially offset by discretionary cost controls and efficiency gains from leveraging our mass customization platform to shift production to lower-cost sources. The Print Group's segment EBITDA was positively impacted by currency movements as compared to the prior fiscal year.

National Pen

In thousands

	Year Ended June 30,			2021 vs. 2020	2020 vs. 2019
	2021	2020	2019		
Reported Revenue	\$ 313,528	\$ 299,474	\$ 348,409	5%	(14)%
Segment EBITDA	11,644	7,605	17,299	53%	(56)%
% of revenue	4 %	3 %	5 %		

Segment Revenue

National Pen's reported revenue growth for the year ended June 30, 2021 was positively affected by a currency impact of 3%, resulting in a constant-currency revenue growth of 2%. Product sales to other Cimpress businesses continued to supplement some of the lost volume from lower demand, but to a lesser extent during the second half of the fiscal year as the demand for face masks has declined. Revenue during the fourth quarter of fiscal year 2021 grew significantly year over year as we lapped the earliest periods impacted by the pandemic in fiscal year 2020, while also experiencing improving trends in customer demand as restrictions loosened in some markets.

Segment Profitability

The increase in National Pen's segment EBITDA for the year ended June 30, 2021 was due in part to the revenue increase described above, as well as reduced variable cost, advertising and other discretionary spend. Segment EBITDA increased for the fiscal year ended June 30, 2021 as a result of a focused effort to improve efficiency across multiple areas, including telesales and customer service. The improved profit was partially offset by a negative impact of \$8.2 million of losses and reserves due to shifts in demand for masks and other PPE products, which led to us selling disposable masks at a loss and to record an inventory reserve to reduce the carrying value of certain PPE products. National Pen's segment EBITDA was positively impacted by currency movements for the year ended June 30, 2021.

All Other Businesses

In thousands

	Year Ended June 30,			2021 vs. 2020	2020 vs. 2019
	2021	2020	2019		
Reported Revenue (1)	\$ 192,038	\$ 173,789	\$ 136,202	11%	28%
Segment EBITDA (1)	31,707	17,474	(6,317)	81%	377%
% of revenue	17 %	10 %	(5)%		

(1) Our All Other Businesses segment includes the results of our VIDA acquisition from July 2, 2018 through the divestiture date of April 10, 2020.

This segment consists of BuildASign, which is a larger and profitable business, and smaller businesses through which Cimpress is expanding to new markets or new product categories, which continue to have operating losses as previously described and as planned.

Segment Revenue

All Other Businesses' constant-currency revenue excluding the impact of acquisitions increased by 12% during the year ended June 30, 2021. This was primarily driven by continued growth at BuildASign, whose home décor and certain applications for signage products continued to generate strong results. BuildASign's strong execution was aided by the business increasingly leveraging our mass customization platform to fulfill orders for other Cimpress businesses, avoid capacity constraints, drive new product introduction, and improve customer experience.

Segment Profitability

Each business within the All Other Businesses segment improved its profitability for the year ended June 30, 2021 as compared to the prior year, with the overall improvement primarily driven by revenue growth and manufacturing efficiency in BuildASign. Printi and YSD reduced losses through revenue growth and improved efficiency. Our divestiture of loss-making VIDA in the fourth quarter of fiscal year 2020 also contributed to year-over-year profit improvements in fiscal year 2021.

Central and Corporate Costs

Central and corporate costs consist primarily of the team of software engineers that is building our mass customization platform; shared service organizations such as global procurement; technology services such as hosting and security; administrative costs of our Cimpres India offices where numerous Cimpres businesses have dedicated business-specific team members; and corporate functions including our Board of Directors, CEO, and the team members necessary for managing corporate activities, such as treasury, tax, capital allocation, financial consolidation, internal audit and legal. These costs also include certain unallocated share-based compensation costs.

Central and corporate costs decreased by \$5.0 million during the year ended June 30, 2021, as compared to the prior year, due to lower professional fees, share-based compensation expense and discretionary spend, including travel and training costs, as well as savings from the prior year reorganization of our central technology team.

Liquidity and Capital Resources

Consolidated Statements of Cash Flows Data

In thousands

	Year Ended June 30,		
	2021	2020	2019
Net cash provided by operating activities	\$ 265,221	\$ 338,444	\$ 331,095
Net cash used in investing activities	(354,316)	(66,864)	(420,166)
Net cash provided by (used in) financing activities	224,128	(258,255)	81,989

The cash flows during the year ended June 30, 2021 related primarily to the following items:

Cash inflows:

- Adjustments for non-cash items of \$285.3 million primarily related to positive adjustments for depreciation and amortization of \$173.2 million, loss on early extinguishment of debt of \$48.3 million, share-based compensation costs of \$37.0 million, \$19.9 million of lease-related long-lived asset impairments and unrealized currency-related losses of \$10.0 million
- Proceeds from borrowings and the issuance of our Term Loan B of \$251.9 million, net of borrowings and repayment of our senior secured revolver, term loan A, and Second Lien Notes and inclusive of debt issuance costs due to our May 2021 refinancing; a portion of these proceeds have resulted in an increase to our cash and marketable securities balances
- Total net working capital impacts of \$54.9 million were a source of cash. Inventory, accounts payable, and accrued expenses inflows were partially offset by accounts receivable and other asset outflows

Cash outflows:

- Net loss of \$74.9 million
- Purchase of held to maturity securities of \$203.6 million, driven by the additional liquidity provided by the May 2021 refinancing
- Internal and external costs of \$60.9 million for software and website development that we have capitalized

- Purchase consideration for acquisitions of \$53.4 million, net of cash acquired, which primarily relates to our acquisition of 99designs, excluding the deferred payment and post-closing adjustment that are payable February 15, 2022
- Capital expenditures of \$38.5 million of which the majority related to the purchase of manufacturing and automation equipment for our production facilities
- Payments for finance lease arrangements of \$8.0 million
- Payment of withholding taxes in connection with share awards of \$5.8 million
- Purchase of noncontrolling interest of \$5.1 million and distribution to noncontrolling interest holders of \$4.7 million

Additional Liquidity and Capital Resources Information. At June 30, 2021, we had \$183.0 million of cash and cash equivalents, \$203.0 million of marketable securities and \$1,764.9 million of debt, excluding debt issuance costs and debt premiums and discounts. During the year ended June 30, 2021, we financed our operations and strategic investments through internally generated cash flows from operations and debt financing. We expect to finance our future operations through our cash, investments, operating cash flow and borrowings under our debt arrangements.

As of June 30, 2021, a portion of our cash and cash equivalents were held by our subsidiaries, and undistributed earnings of our subsidiaries that are considered to be indefinitely reinvested were \$43.4 million. We do not intend to repatriate these funds as the cash and cash equivalent balances are generally used and available, without legal restrictions, to fund ordinary business operations and investments of the respective subsidiaries. If there is a change in the future, the repatriation of undistributed earnings from certain subsidiaries, in the form of dividends or otherwise, could have tax consequences that could result in material cash outflows.

Debt. As of June 30, 2021, we have borrowings under our amended and restated senior secured credit agreement dated as of May 17, 2021 (the "Restated Credit Agreement") of \$1,152.0 million consisting of the Term Loan B, which amortizes over the loan period, with a final maturity date of May 17, 2028. Our \$250.0 million revolver under our Restated Credit Agreement has \$244.4 million unused as of June 30, 2021. There are no drawn amounts on the revolver that would trigger financial maintenance covenants, but our outstanding letters of credit reduce our unused balance. Our unused balance can be drawn at any time so long as we are in compliance with our debt covenants.

Debt Covenants. We used the proceeds of the Term Loan B under the Restated Credit Agreement to repay all outstanding borrowings under our previous credit facility, to redeem our Second Lien Notes and to bring our primary source of liquidity onto our balance sheet in the form of cash, cash equivalents and marketable securities. The Restated Credit Agreement contains covenants that restrict or limit certain activities and transactions by Cimpres and our subsidiaries. Refer to Note 10 in our accompanying consolidated financial statements for additional information.

Other Debt. Other debt primarily consists of term loans acquired through our various acquisitions or used to fund certain capital investments. As of June 30, 2021, we had \$12.8 million outstanding for other debt payable through January 2026.

Contractual Obligations

Contractual obligations at June 30, 2021 are as follows:

In thousands	Payments Due by Period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Operating leases, net of subleases (1)	\$ 99,398	\$ 28,407	\$ 44,425	\$ 19,667	\$ 6,899
Purchase commitments	245,149	137,963	81,062	26,124	—
Senior unsecured notes and interest payments	810,000	42,000	84,000	684,000	—
Senior secured credit facility and interest payments (2)	1,495,424	66,821	126,690	119,850	1,182,063
Other debt	12,212	2,587	7,120	2,505	—
Finance leases, net of subleases (1)	46,668	31,570	9,643	4,463	992
Other	45,025	44,989	36	—	—
Total (3)	<u>\$ 2,753,876</u>	<u>\$ 354,337</u>	<u>\$ 352,976</u>	<u>\$ 856,609</u>	<u>\$ 1,189,954</u>

(1) Operating and finance lease payments above include only amounts which are fixed under lease agreements. Our leases may also incur variable expenses which are not reflected in the contractual obligations above.

(2) Senior secured credit facility and interest payments include the effects of interest rate swaps, whether they are expected to be payments or receipts of cash.

(3) We may be required to make cash outlays related to our uncertain tax positions. However, due to the uncertainty of the timing of future cash flows associated with our uncertain tax positions, we are unable to make reasonably reliable estimates of the period of cash settlement, if any, with the respective taxing authorities. Accordingly, uncertain tax positions of \$9.2 million as of June 30, 2021 have been excluded from the contractual obligations table above. See Note 13 in our accompanying consolidated financial statements for further information on uncertain tax positions.

Operating Leases. We rent office space under operating leases expiring on various dates through 2034. The terms of certain lease agreements require security deposits in the form of bank guarantees and letters of credit in the amount of \$0.9 million in the aggregate.

Purchase Commitments. At June 30, 2021, we had unrecorded commitments under contract of \$245.1 million. Purchase commitments consisted of third-party web services of \$95.5 million, software of \$47.7 million, inventory and third-party fulfillment purchase commitments of \$55.5 million, advertising of \$13.0 million, commitments for professional and consulting fees of \$7.4 million, production and computer equipment purchases of \$14.7 million and other unrecorded purchase commitments of \$11.2 million.

Senior Unsecured Notes and Interest Payments. Our \$600.0 million of 2026 Notes bear interest at a rate of 7.0% per annum and mature on June 15, 2026. Interest on the notes is payable semi-annually on June 15 and December 15 of each year and has been included in the table above.

Senior Secured Credit Facility and Interest Payments. At June 30, 2021, the Term Loan B of \$1,152.0 million outstanding under our Restated Credit Agreement had repayments due on various dates through May 17, 2028, and we did not have any amounts drawn under our revolving credit facility due on May 17, 2026. Interest payable included in this table is based on the interest rate as of June 30, 2021, and assumes all LIBOR-based revolving loan amounts outstanding will not be paid until maturity, but that the term loan amortization payments will be made according to our defined schedule.

Other Debt. In addition, we have other debt which consists primarily of term loans acquired through our various acquisitions or used to fund certain capital investments, and as of June 30, 2021 we had \$12.8 million outstanding for those obligations that have repayments due on various dates through January 2026.

Finance Leases. We lease certain machinery and plant equipment under finance lease agreements that expire at various dates through 2034. The aggregate carrying value of the leased equipment under finance leases included in property, plant and equipment, net in our consolidated balance sheet at June 30, 2021 is \$35.4 million, net of accumulated depreciation of \$37.9 million. The present value of lease installments not yet due included in other current liabilities and other liabilities in our consolidated balance sheet at June 30, 2021 amounts to \$50.8 million.

Other Obligations. Other obligations include deferred payments related to previous acquisitions of \$45.0 million in the aggregate. This balance includes the deferred payment related to the 99designs acquisition totaling \$44.4 million. Refer to Note 7 in our accompanying consolidated financial statements for additional details.

Additional Non-GAAP Financial Measures

Adjusted EBITDA and adjusted free cash flow presented below, and constant-currency revenue growth and constant-currency revenue growth excluding acquisitions/divestitures presented in the consolidated results of operations section above, are supplemental measures of our performance that are not required by, or presented in accordance with, GAAP. Adjusted EBITDA is defined as GAAP operating income plus depreciation and amortization plus share-based compensation expense plus proceeds from insurance plus earn-out related charges plus certain impairments plus restructuring related charges plus realized gains or losses on currency derivatives less interest expense related to our Waltham, Massachusetts office lease less gain on purchase or sale of subsidiaries.

Adjusted EBITDA is the primary profitability metric by which we measure our consolidated financial performance and is provided to enhance investors' understanding of our current operating results from the underlying and ongoing business for the same reasons it is used by management. For example, as we have become more acquisitive over recent years we believe excluding the costs related to the purchase of a business (such as amortization of acquired intangible assets, contingent consideration, or impairment of goodwill) provides further insight into the performance of the underlying acquired business in addition to that provided by our GAAP operating income. As another example, as we do not apply hedge accounting for certain derivative contracts, we believe inclusion of realized gains and losses on these contracts that are intended to be matched against operational currency fluctuations provides further insight into our operating performance in addition to that provided by our GAAP operating income. We do not, nor do we suggest that investors should, consider such non-GAAP financial measures in isolation from, or as a substitute for, financial information prepared in accordance with GAAP.

Adjusted free cash flow is the primary financial metric by which we set quarterly and annual budgets both for individual businesses and Cimpress-wide. Adjusted free cash flow is defined as net cash provided by operating activities less purchases of property, plant and equipment, purchases of intangible assets not related to acquisitions, and capitalization of software and website development costs that are included in net cash used in investing activities, plus the payment of contingent consideration in excess of acquisition-date fair value and gains on proceeds from insurance that are included in net cash provided by operating activities, if any. We use this cash flow metric because we believe that this methodology can provide useful supplemental information to help investors better understand our ability to generate cash flow after considering certain investments required to maintain or grow our business, as well as eliminate the impact of certain cash flow items presented as operating cash flows that we do not believe reflect the cash flow generated by the underlying business.

Our adjusted free cash flow measure has limitations as it may omit certain components of the overall cash flow statement and does not represent the residual cash flow available for discretionary expenditures. For example, adjusted free cash flow does not incorporate our cash payments to reduce the principal portion of our debt or cash payments for business acquisitions. Additionally, the mix of property, plant and equipment purchases that we choose to finance may change over time. We believe it is important to view our adjusted free cash flow measure only as a complement to our entire consolidated statement of cash flows.

The table below sets forth operating income and adjusted EBITDA for the years ended June 30, 2021, 2020 and 2019:

In thousands

	Year Ended June 30,		
	2021	2020	2019
GAAP operating income	\$ 123,510	\$ 55,969	\$ 163,607
Exclude expense (benefit) impact of:			
Depreciation and amortization	173,212	167,943	172,957
Waltham, MA lease depreciation adjustment (1)	—	—	(4,120)
Proceeds from insurance	122	—	—
Share-based compensation expense (2)	37,034	33,252	18,296
Earn-out related charges	—	(54)	—
Certain impairments and other adjustments (3)	20,453	104,593	10,700
Restructuring-related charges	1,641	13,543	12,054
Interest expense for Waltham, MA lease (1)	—	—	(7,236)
Realized (losses) gains on currency derivatives not included in operating (loss) income	(6,854)	24,533	20,289
Adjusted EBITDA	<u>\$ 349,118</u>	<u>\$ 399,779</u>	<u>\$ 386,547</u>

- (1) Upon the adoption of the new leasing standard on July 1, 2019, our Waltham, MA lease, which was previously classified as build-to-suit, was classified as an operating lease. Therefore, the Waltham depreciation and interest expense adjustments that were made in fiscal year 2019 are no longer being made beginning in fiscal year 2020, as any impact from the Waltham lease is reflected in operating income.
- (2) The adjustment for share-based compensation expense excludes the portion of share-based compensation expense included in restructuring related charges, if any, to avoid double counting.
- (3) During the year ended June 30, 2021, we recognized impairment and abandonment charges of \$19.9 million for the change in nature of use for two of our leased locations. These impairment and abandonment charges are classified within general and administrative expense in the consolidated statement of operations. Refer to Note 16 in our accompanying financial statements for more information. We also recognized \$0.6 million of loss for the routine disposal of fixed assets and impairment of capitalized software during the year ended June 30, 2021.

The table below sets forth net cash provided by operating activities and adjusted free cash flow for the years ended June 30, 2021, 2020 and 2019:

In thousands

	Year Ended June 30,		
	2021	2020	2019
Net cash provided by operating activities	\$ 265,221	\$ 338,444	\$ 331,095
Purchases of property, plant and equipment	(38,524)	(50,467)	(70,563)
Purchases of intangible assets not related to acquisitions	—	—	(64)
Capitalization of software and website development costs	(60,937)	(43,992)	(48,652)
Adjusted free cash flow	<u>\$ 165,760</u>	<u>\$ 243,985</u>	<u>\$ 211,816</u>

Critical Accounting Policies and Estimates

Our financial statements are prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). To apply these principles, we must make estimates and judgments that affect our reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. In some instances, we reasonably could have used different accounting estimates and, in other instances, changes in the accounting estimates are reasonably likely to occur from period to period. Accordingly, actual results could differ significantly from our estimates. We base our estimates and judgments on historical experience and other assumptions that we believe to be reasonable at the time under the circumstances, and we evaluate these estimates and judgments on an ongoing basis. We refer to accounting estimates and judgments of this type as critical accounting policies and estimates, which we discuss further below. This section should be read in conjunction with Note 2, "Summary of Significant Accounting Policies," of our audited consolidated financial statements included elsewhere in this Report.

Revenue Recognition. We generate revenue primarily from the sale and shipment of customized manufactured products. To a much lesser extent (and only in our Vistaprint business) we provide digital services, website design and hosting, and email marketing services, as well as a small percentage from order referral fees and other third-party offerings. Revenues are recognized when control of the promised products or services is

transferred to the customer in an amount that reflects the consideration we expect to be entitled to in exchange for those products or services.

Under the terms of most of our arrangements with our customers we provide satisfaction guarantees, which give our customers an option for a refund or reprint over a specified period of time if the customer is not fully satisfied. As such, we record a reserve for estimated sales returns and allowances as a reduction of revenue, based on historical experience or the specific identification of an event necessitating a reserve. Actual sales returns have historically not been significant.

We have elected to recognize shipping and handling activities that occur after transfer of control of the products as fulfillment activities and not as a separate performance obligation. Accordingly, we recognize revenue for our single performance obligation upon the transfer of control of the fulfilled orders, which generally occurs upon delivery to the shipping carrier. If revenue is recognized prior to completion of the shipping and handling activities, we accrue the costs of those activities. We do have some arrangements whereby the transfer of control, and thus revenue recognition, occurs upon delivery to the customer. If multiple products are ordered together, each product is considered a separate performance obligation, and the transaction price is allocated to each performance obligation based on the standalone selling price. Revenue is recognized upon satisfaction of each performance obligation. We generally determine the standalone selling prices based on the prices charged to our customers.

Our products are customized for each individual customer with no alternative use except to be delivered to that specific customer; however, we do not have an enforceable right to payment prior to delivering the items to the customer based on the terms and conditions of our arrangements with customers and therefore we recognize revenue at a point in time.

We record deferred revenue when cash payments are received in advance of our satisfaction of the related performance obligation. The satisfaction of performance obligations generally occur shortly after cash payment and we expect to recognize our deferred revenue balance as revenue within three months subsequent to June 30, 2021.

We periodically provide marketing materials and promotional offers to new customers and existing customers that are intended to improve customer retention. These incentive offers are generally available to all customers and, therefore, do not represent a performance obligation as customers are not required to enter into a contractual commitment to receive the offer. These discounts are recognized as a reduction to the transaction price when used by the customer. Costs related to free products are included within cost of revenue and sample products are included within marketing and selling expense.

We have elected to apply the practical expedient under ASC 340-40-25-4 to expense incremental direct costs as incurred, which primarily includes sales commissions, since our contract periods generally are less than one year and the related performance obligations are satisfied within a short period of time.

Share-Based Compensation. We measure share-based compensation costs at fair value, and recognize the expense over the period that the recipient is required to provide service in exchange for the award, which generally is the vesting period. We recognize the impact of forfeitures as they occur.

We primarily issue performance share units, or PSUs, which are estimated at fair value on the date of grant, which is fixed throughout the vesting period. The fair value is determined using a Monte Carlo simulation valuation model. As the PSUs include both a service and market condition the related expense is recognized using the accelerated expense attribution method over the requisite service period for each separately vesting portion of the award. For PSUs that meet the service vesting condition, the expense recognized over the requisite service period will not be reversed if the market condition is not achieved. The compensation expense for these awards is estimated at fair value using a Monte Carlo simulation valuation model and compensation costs are recorded only if it is probable that the performance condition will be achieved.

In addition to a service vesting and market condition (based on the three year moving average of the Cimpres share price) contained in our standard performance share units, we also issue awards that contain financial performance conditions. These awards with a discretionary performance condition are subject to mark-to-market accounting throughout the performance vesting period. The compensation expense for these awards is estimated at fair value using a Monte Carlo simulation valuation model and compensation costs are recorded only if it is probable that the performance condition will be achieved. We are required to reassess the probability each

reporting period. If we determine the awards are not probable at some point during the performance vesting period, we would reverse any expense recognized to date.

Income Taxes. As part of the process of preparing our consolidated financial statements, we calculate our income taxes in each of the jurisdictions in which we operate. This process involves estimating our current tax expense, including assessing the risks associated with tax positions, together with assessing temporary and permanent differences resulting from differing treatment of items for tax and financial reporting purposes. We recognize deferred tax assets and liabilities for the temporary differences using the enacted tax rates and laws that will be in effect when we expect temporary differences to reverse. We assess the ability to realize our deferred tax assets based upon the weight of available evidence both positive and negative. To the extent we believe that it is more likely than not that some portion or all of the deferred tax assets will not be realized, we establish a valuation allowance. Our estimates can vary due to the profitability mix of jurisdictions, foreign exchange movements, changes in tax law, regulations or accounting principles, as well as certain discrete items. In the event that actual results differ from our estimates or we adjust our estimates in the future, we may need to increase or decrease income tax expense, which could have a material impact on our financial position and results of operations.

We establish reserves for tax-related uncertainties based on estimates of whether, and the extent to which, additional taxes will be due. These reserves are established when we believe that certain positions might be challenged despite our belief that our tax return positions are in accordance with applicable tax laws. We adjust these reserves in light of changing facts and circumstances, such as the closing of a tax audit, new tax legislation, or the change of an estimate based on new information. To the extent that the final outcome of these matters is different than the amounts recorded, such differences will affect the provision for income taxes in the period in which such determination is made. Interest and, if applicable, penalties related to unrecognized tax benefits are recorded in the provision for income taxes.

Software and Website Development Costs. We capitalize eligible salaries and payroll-related costs of employees and third-party consultants who devote time to the development of our websites and internal-use computer software. Capitalization begins when the preliminary project stage is complete, management with the relevant authority authorizes and commits to the funding of the software project, and it is probable that the project will be completed and the software will be used to perform the function intended. These costs are amortized on a straight-line basis over the estimated useful life of the software, which is three years. Our judgment is required in evaluating whether a project provides new or additional functionality, determining the point at which various projects enter the stages at which costs may be capitalized, assessing the ongoing value and impairment of the capitalized costs, and determining the estimated useful lives over which the costs are amortized. Historically we have not had any significant impairments of our capitalized software and website development costs.

Business Combinations. We recognize the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values at the date of acquisition. The fair value of identifiable intangible assets is based on detailed cash flow valuations that use information and assumptions provided by management. The valuations are dependent upon a myriad of factors including historical financial results, forecasted revenue growth rates, estimated customer renewal rates, projected operating margins, royalty rates and discount rates. We estimate the fair value of any contingent consideration at the time of the acquisition using all pertinent information known to us at the time to assess the probability of payment of contingent amounts or through the use of a Monte Carlo simulation model. We allocate any excess purchase price over the fair value of the net tangible and intangible assets acquired and liabilities assumed to goodwill. The assumptions used in the valuations for our acquisitions may differ materially from actual results depending on performance of the acquired businesses and other factors. While we believe the assumptions used were appropriate, different assumptions in the valuation of assets acquired and liabilities assumed could have a material impact on the timing and extent of impact on our statements of operations.

Goodwill is assigned to reporting units as of the date of the related acquisition. If goodwill is assigned to more than one reporting unit, we utilize a method that is consistent with the manner in which the amount of goodwill in a business combination is determined. Costs related to the acquisition of a business are expensed as incurred.

Goodwill, Indefinite-Lived Intangible Assets, and Other Definite Lived Long-Lived Assets. We evaluate goodwill and indefinite-lived intangible assets for impairment annually or more frequently when an event occurs or circumstances change that indicate that the carrying value may not be recoverable. We have the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. We consider the timing of our most recent fair value assessment and associated headroom, the actual operating results as compared to the cash flow forecasts used in those fair value

assessments, the current long-term forecasts for each reporting unit, and the general market and economic environment of each reporting unit. In addition to the specific factors mentioned above, we assess the following individual factors on an ongoing basis such as:

- A significant adverse change in legal factors or the business climate;
- An adverse action or assessment by a regulator;
- Unanticipated competition;
- A loss of key personnel; and
- A more-likely-than-not expectation that a reporting unit or a significant portion of a reporting unit will be sold or otherwise disposed of.

If the results of the qualitative analysis were to indicate that the fair value of a reporting unit is less than its carrying value, the quantitative test is required. Under the quantitative approach, we estimate the fair values of our reporting units using a discounted cash flow methodology and in certain circumstances a market-based approach. This analysis requires significant judgment and is based on our strategic plans and estimation of future cash flows, which is dependent on internal forecasts. Our annual analysis also requires significant judgment including the identification and aggregation of reporting units, as well as the determination of our discount rate and perpetual growth rate assumptions. We are required to compare the fair value of the reporting unit with its carrying value and recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value.

We are required to evaluate the estimated useful lives and recoverability of definite lived long-lived assets (for example, customer relationships, developed technology, property, and equipment) on an ongoing basis when indicators of impairment are present. For purposes of the recoverability test, long-lived assets are grouped with other assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. The test for recoverability compares the undiscounted future cash flows of the long-lived asset group to its carrying value. If the carrying values of the long-lived asset group exceed the undiscounted future cash flows, the assets are considered to be potentially impaired. The next step in the impairment measurement process is to determine the fair value of the individual net assets within the long-lived asset group. If the aggregate fair values of the individual net assets of the group are less than the carrying values, an impairment charge is recorded equal to the excess of the aggregate carrying value of the group over the aggregate fair value. The loss is allocated to each long-lived asset within the group based on their relative carrying values, with no asset reduced below its fair value. The identification and evaluation of a potential impairment requires judgment and is subject to change if events or circumstances pertaining to our business change. We evaluated our long-lived assets for impairment and during the year ended June 30, 2021, and we recognized no impairments.

Recently Issued or Adopted Accounting Pronouncements

See Item 8 of Part II, "Financial Statements and Supplementary Data — Note 2 — Summary of Significant Accounting Policies — Recently Issued or Adopted Accounting Pronouncements."

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk. Our exposure to interest rate risk relates primarily to our cash, cash equivalents and debt.

As of June 30, 2021, our cash and cash equivalents consisted of standard depository accounts which are held for working capital purposes, money market funds, and marketable securities with an original maturity of less than 90 days. We do not believe we have a material exposure to interest rate fluctuations related to our cash and cash equivalents.

As of June 30, 2021, we had \$1,152.0 million of variable-rate debt. As a result, we have exposure to market risk for changes in interest rates related to these obligations. In order to mitigate our exposure to interest rate changes related to our variable rate debt, we execute interest rate swap contracts to fix the interest rate on a portion of our outstanding or forecasted long-term debt with varying maturities. As of June 30, 2021, a hypothetical 100 basis point increase in rates, inclusive of our outstanding interest rate swaps, would result in a \$4.1 million impact to interest expense over the next 12 months.

Currency Exchange Rate Risk. We conduct business in multiple currencies through our worldwide operations but report our financial results in U.S. dollars. We manage these currency risks through normal operating activities and, when deemed appropriate, through the use of derivative financial instruments. We have policies governing the use of derivative instruments and do not enter into financial instruments for trading or speculative purposes. The use of derivatives is intended to reduce, but does not entirely eliminate, the impact of adverse currency exchange rate movements. A summary of our currency risk is as follows:

- *Translation of our non-U.S. dollar revenues and expenses:* Revenue and related expenses generated in currencies other than the U.S. dollar could result in higher or lower net income when, upon consolidation, those transactions are translated to U.S. dollars. When the value or timing of revenue and expenses in a given currency are materially different, we may be exposed to significant impacts on our net income and non-GAAP financial metrics, such as adjusted EBITDA.

Our currency hedging objectives are targeted at reducing volatility in our forecasted U.S. dollar-equivalent adjusted EBITDA in order to maintain stability on our incurrence-based debt covenants. Since adjusted EBITDA excludes non-cash items such as depreciation and amortization that are included in net income, we may experience increased, not decreased, volatility in our GAAP results due to our hedging approach. Our most significant net currency exposures by volume are in the Euro and British Pound.

In addition, we elect to execute currency derivatives contracts that do not qualify for hedge accounting. As a result, we may experience volatility in our consolidated statements of operations due to (i) the impact of unrealized gains and losses reported in other (expense) income, net on the mark-to-market of outstanding contracts and (ii) realized gains and losses recognized in other (expense) income, net, whereas the offsetting economic gains and losses are reported in the line item of the underlying activity, for example, revenue.

- *Translation of our non-U.S. dollar assets and liabilities:* Each of our subsidiaries translates its assets and liabilities to U.S. dollars at current rates of exchange in effect at the balance sheet date. The resulting gains and losses from translation are included as a component of accumulated other comprehensive loss on the consolidated balance sheet. Fluctuations in exchange rates can materially impact the carrying value of our assets and liabilities.

We have currency exposure arising from our net investments in foreign operations. We enter into currency derivatives to mitigate the impact of currency rate changes on certain net investments.

- *Remeasurement of monetary assets and liabilities:* Transaction gains and losses generated from remeasurement of monetary assets and liabilities denominated in currencies other than the functional currency of a subsidiary are included in other (expense) income, net on the consolidated statements of operations. Certain of our subsidiaries hold intercompany loans denominated in a currency other than their functional currency. Due to the significance of these balances, the revaluation of intercompany loans can have a material impact on other (expense) income, net. We expect these impacts may be volatile in the future, although our largest intercompany loans do not have a U.S. dollar cash impact for the consolidated

group because they are either 1) U.S. dollar loans or 2) we elect to hedge certain non-U.S. dollar loans with cross-currency swaps and forward contracts. A hypothetical 10% change in currency exchange rates was applied to total net monetary assets denominated in currencies other than the functional currencies at the balance sheet dates to compute the impact these changes would have had on our income before taxes in the near term. The balances are inclusive of the notional value of any cross-currency swaps designated as cash flow hedges. A hypothetical decrease in exchange rates of 10% against the functional currency of our subsidiaries would have resulted in an increase of \$6.0 million, \$15.8 million, and \$33.3 million, on our (loss) income before income taxes for the years ended June 30, 2021, 2020 and 2019, respectively.

Item 8. Financial Statements and Supplementary Data

**CIMPRESS PLC
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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Cimpres plc

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Cimpres plc and its subsidiaries (the "Company") as of June 30, 2021 and 2020, and the related consolidated statements of operations, of comprehensive income, of shareholders' equity and of cash flows for each of the three years in the period ended June 30, 2021, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of June 30, 2021, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of June 30, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended June 30, 2021 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2021, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Goodwill - Quantitative Impairment Assessments - Druck and Exaprint Reporting Units

As described in Note 8 to the consolidated financial statements, the Company's goodwill balance was \$727 million as of June 30, 2021. During the third quarter of fiscal year 2021, management evaluated whether any triggering events existed across each of its reporting units to determine whether an impairment analysis was necessary. Management identified triggering events for the Druck and Exaprint reporting units, due in part to the reemergence of new pandemic-related lockdowns and restrictions in certain European countries, which resulted in a more prolonged reduction to cash flows when compared to the cash flows forecasted in the most recent impairment analysis that was performed during the third quarter of fiscal year 2020. Management performed a quantitative assessment of goodwill of the reporting units and compared the carrying value to the estimated fair value. For each reporting unit, the estimated fair value of the reporting unit exceeded the related carrying value and management concluded that no impairment existed. Management used the income approach, specifically the discounted cash flow method, to derive the fair value. This approach calculates fair value by estimating the after-tax cash flows attributable to a reporting unit and then discounting the after-tax cash flows to a present value using a risk-adjusted discount rate. The cash flow projections in the fair value analysis are considered Level 3 inputs, and consist of management's estimates of revenue growth rates and operating margins, taking into consideration historical results, as well as industry and market conditions. The discount rate used in the fair value analysis is based on a weighted average cost of capital. The principal considerations for our determination that performing procedures relating to the goodwill quantitative impairment assessments for the Druck and Exaprint reporting units is a critical audit matter are the significant judgment by management when developing the fair value measurement of the reporting units, which in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating management's significant assumptions related to the revenue growth rates, operating margins, and discount rates.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management's goodwill impairment assessment, including controls over the valuation of the Druck and Exaprint reporting units. These procedures also included, among others, (i) testing management's process for developing the fair value estimates of the reporting units; (ii) evaluating the appropriateness of the discounted cash flow model; (iii) testing the completeness and accuracy of underlying data used in the model; and (iv) evaluating the reasonableness of the significant assumptions used by management related to the revenue growth rates, operating margins, and discount rates.

Evaluating management's assumptions related to the revenue growth rates and operating margins involved evaluating whether the assumptions used by management were reasonable considering the current and past performance of the reporting units, the consistency with external market and industry data, and whether these assumptions were consistent with evidence obtained in other areas of the audit. The discount rates were evaluated by considering the weighted cost of capital of comparable businesses, other industry factors and prior discounted cash flow analyses.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
August 6, 2021

We have served as the Company's auditor since 2014.

CIMPRESS PLC
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)

	June 30, 2021	June 30, 2020
Assets		
Current assets:		
Cash and cash equivalents	\$ 183,023	\$ 45,021
Marketable securities	152,248	—
Accounts receivable, net of allowances of \$9,404 and \$9,651, respectively	50,679	34,596
Inventory	70,044	80,179
Prepaid expenses and other current assets	72,504	88,608
Total current assets	528,498	248,404
Property, plant and equipment, net	328,679	338,659
Operating lease assets, net	87,626	156,258
Software and website development costs, net	87,690	71,465
Deferred tax assets	149,618	143,496
Goodwill	726,979	621,904
Intangible assets, net	186,744	209,228
Marketable securities, non-current	50,713	—
Other assets	35,951	25,592
Total assets	\$ 2,182,498	\$ 1,815,006
Liabilities, noncontrolling interests and shareholders' deficit		
Current liabilities:		
Accounts payable	\$ 199,831	\$ 163,891
Accrued expenses	247,513	210,764
Deferred revenue	50,868	39,130
Short-term debt	9,895	17,933
Operating lease liabilities, current	26,551	41,772
Other current liabilities	103,515	13,268
Total current liabilities	638,173	486,758
Deferred tax liabilities	27,433	33,811
Long-term debt	1,732,511	1,415,657
Operating lease liabilities, non-current	66,222	128,963
Other liabilities	96,410	88,187
Total liabilities	2,560,749	2,153,376
Commitments and contingencies (Note 17)		
Redeemable noncontrolling interests	71,120	69,106
Shareholders' deficit:		
Preferred shares, nominal value €0.01 per share, 100,000,000 shares authorized; none issued and outstanding	—	—
Ordinary shares, nominal value €0.01 per share, 100,000,000 shares authorized; 44,080,627 shares issued; 26,035,910 and 25,885,675 shares outstanding, respectively	615	615
Deferred ordinary shares, nominal value €1.00 per share, 25,000 shares authorized, issued and outstanding	28	28
Treasury shares, at cost, 18,044,717 and 18,194,952 shares, respectively	(1,368,595)	(1,376,496)
Additional paid-in capital	459,904	438,616
Retained earnings	537,677	618,437
Accumulated other comprehensive loss	(79,000)	(88,676)
Total shareholders' deficit	(449,371)	(407,476)
Total liabilities, noncontrolling interests and shareholders' deficit	\$ 2,182,498	\$ 1,815,006

See accompanying notes.

CIMPRESS PLC
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share and per share data)

	Year Ended June 30,		
	2021	2020	2019
Revenue	\$ 2,592,513	\$ 2,481,358	\$ 2,751,076
Cost of revenue (1)	1,316,441	1,248,871	1,401,344
Technology and development expense (1)	253,060	253,252	236,797
Marketing and selling expense (1)	648,391	574,041	713,863
General and administrative expense (1)	195,652	183,054	162,652
Amortization of acquired intangible assets	53,818	51,786	53,256
Restructuring expense (1)	1,641	13,543	12,054
Impairment of goodwill	—	100,842	7,503
Income from operations	123,510	55,969	163,607
Other (expense) income, net	(11,835)	22,874	26,476
Interest expense, net	(119,368)	(75,840)	(63,171)
Loss on early extinguishment of debt	(48,343)	—	—
(Loss) income before income taxes	(56,036)	3,003	126,912
Income tax expense (benefit)	18,903	(80,992)	33,432
Net (loss) income	(74,939)	83,995	93,480
Add: Net (income) loss attributable to noncontrolling interest	(2,772)	(630)	1,572
Net (loss) income attributable to Cimpres plc	\$ (77,711)	\$ 83,365	\$ 95,052
Basic net (loss) income per share attributable to Cimpres plc	\$ (2.99)	\$ 3.07	\$ 3.09
Diluted net (loss) income per share attributable to Cimpres plc	\$ (2.99)	\$ 3.00	\$ 3.00
Weighted average shares outstanding — basic	25,996,572	27,180,744	30,786,349
Weighted average shares outstanding — diluted	25,996,572	27,773,286	31,662,705

(1) Share-based compensation is allocated as follows:

	Year Ended June 30,		
	2021	2020	2019
Cost of revenue	\$ 387	\$ 486	\$ 455
Technology and development expense	9,063	9,003	3,765
Marketing and selling expense	6,947	2,703	1,193
General and administrative expense	20,637	21,061	12,882
Restructuring expense	—	1,621	3,421

See accompanying notes.

CIMPRESS PLC
CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME
(in thousands)

	Year Ended June 30,		
	2021	2020	2019
Net (loss) income	\$ (74,939)	\$ 83,995	\$ 93,480
Other comprehensive (loss) income, net of tax:			
Foreign currency translation gains, net of hedges	5,397	10,933	6,667
Net unrealized gains (losses) on derivative instruments designated and qualifying as cash flow hedges	10,336	(24,570)	(23,409)
Amounts reclassified from accumulated other comprehensive (loss) income to net (loss) income on derivative instruments	(4,089)	5,774	3,932
Loss on pension benefit obligation, net	(336)	(1,195)	(204)
Comprehensive (loss) income	(63,631)	74,937	80,466
Add: Comprehensive (income) loss attributable to noncontrolling interests	(4,404)	(391)	4,537
Total comprehensive (loss) income attributable to Cimpres plc	<u>\$ (68,035)</u>	<u>\$ 74,546</u>	<u>\$ 85,003</u>

See accompanying notes.

CIMPRESS PLC
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (DEFICIT)
(in thousands)

	Ordinary Shares		Deferred Ordinary Shares		Treasury Shares		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Equity (Deficit)
	Number of Shares Issued	Amount	Number of Shares Issued	Amount	Number of Shares	Amount				
Balance at June 30, 2018	44,080	\$ 615	—	\$ —	(13,206)	\$ (685,577)	\$395,682	\$452,756	\$ (69,814)	\$ 93,662
Issuance of ordinary shares due to share option exercises, net of shares withheld for taxes	—	—	—	—	123	3,100	(3,106)	—	—	(6)
Restricted share units vested, net of shares withheld for taxes	—	—	—	—	38	573	(2,866)	—	—	(2,293)
Grant of restricted share awards	—	—	—	—	4	24	—	—	—	24
Share-based compensation expense	—	—	—	—	—	—	18,064	—	—	18,064
Purchase of ordinary shares	—	—	—	—	(594)	(55,567)	—	—	—	(55,567)
Net income attributable to Cimpres plc	—	—	—	—	—	—	—	95,052	—	95,052
Adjustment for purchase of noncontrolling interest	—	—	—	—	—	—	2,714	—	—	2,714
Adjustment to noncontrolling interest for share forfeiture	—	—	—	—	—	—	591	—	—	591
Adoption of new accounting standard	—	—	—	—	—	—	—	(3,246)	—	(3,246)
Noncontrolling interest accretion to redemption value	—	—	—	—	—	—	—	(7,140)	—	(7,140)
Net unrealized loss on derivative instruments designated and qualifying as cash flow hedges	—	—	—	—	—	—	—	—	(19,477)	(19,477)
Foreign currency translation, net of hedges	—	—	—	—	—	—	—	—	9,638	9,638
Unrealized loss on pension benefit obligation, net of tax	—	—	—	—	—	—	—	—	(204)	(204)
Balance at June 30, 2019	44,080	\$ 615	—	\$ —	(13,635)	\$ (737,447)	\$411,079	\$537,422	\$ (79,857)	\$ 131,812

See accompanying notes.

CIMPRESS PLC
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (DEFICIT) (CONTINUED)
(in thousands)

	Ordinary Shares		Deferred Ordinary Shares		Treasury Shares		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Equity (Deficit)
	Number of Shares Issued	Amount	Number of Shares Issued	Amount	Number of Shares	Amount				
Balance at June 30, 2019	44,080	\$ 615	—	\$ —	(13,635)	\$ (737,447)	\$411,079	\$537,422	\$ (79,857)	\$ 131,812
Issuance of ordinary shares due to share option exercises, net of shares withheld for taxes	—	—	—	—	432	(12,518)	(28,388)	—	—	(40,906)
Restricted share units vested, net of shares withheld for taxes	—	—	—	—	13	712	(1,317)	—	—	(605)
Issuance of deferred ordinary shares	—	—	25	28	—	—	—	—	—	28
Grant of restricted share awards	—	—	—	—	(2)	(187)	—	—	—	(187)
Share-based compensation expense	—	—	—	—	—	—	34,810	—	—	34,810
Purchase of ordinary shares	—	—	—	—	(5,003)	(627,056)	—	—	—	(627,056)
Net income attributable to Cimpres plc	—	—	—	—	—	—	—	83,365	—	83,365
Redeemable noncontrolling interest accretion to redemption value	—	—	—	—	—	—	—	(5,493)	—	(5,493)
Adoption of new accounting standards	—	—	—	—	—	—	—	3,143	—	3,143
Issuance of warrants	—	—	—	—	—	—	22,432	—	—	22,432
Net unrealized loss on derivative instruments designated and qualifying as cash flow hedges	—	—	—	—	—	—	—	—	(18,796)	(18,796)
Foreign currency translation, net of hedges	—	—	—	—	—	—	—	—	11,172	11,172
Unrealized loss on pension benefit obligation, net of tax	—	—	—	—	—	—	—	—	(1,195)	(1,195)
Balance at June 30, 2020	44,080	\$ 615	25	\$ 28	(18,195)	\$ (1,376,496)	\$438,616	\$618,437	\$ (88,676)	\$ (407,476)

See accompanying notes.

CIMPRESS PLC
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (DEFICIT) (CONTINUED)
(in thousands)

	Ordinary Shares		Deferred Ordinary Shares		Treasury Shares		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Equity (Deficit)
	Number of Shares Issued	Amount	Number of Shares Issued	Amount	Number of Shares	Amount				
Balance at June 30, 2020	44,080	\$ 615	25	\$ 28	(18,195)	\$(1,376,496)	\$438,616	\$618,437	\$ (88,676)	\$ (407,476)
Issuance of ordinary shares due to share option exercises, net of shares withheld for taxes	—	—	—	—	30	3	(2,283)	—	—	(2,280)
Restricted share units vested, net of shares withheld for taxes	—	—	—	—	120	7,898	(13,655)	—	—	(5,757)
Share-based compensation expense	—	—	—	—	—	—	37,226	—	—	37,226
Net loss attributable to Cimpres plc	—	—	—	—	—	—	—	(77,711)	—	(77,711)
Redeemable noncontrolling interest accretion to redemption value	—	—	—	—	—	—	—	(3,049)	—	(3,049)
Net unrealized gain on derivative instruments designated and qualifying as cash flow hedges	—	—	—	—	—	—	—	—	6,247	6,247
Foreign currency translation, net of hedges	—	—	—	—	—	—	—	—	3,765	3,765
Unrealized loss on pension benefit obligation, net of tax	—	—	—	—	—	—	—	—	(336)	(336)
Balance at June 30, 2021	44,080	\$ 615	25	\$ 28	(18,045)	\$(1,368,595)	\$459,904	\$537,677	\$ (79,000)	\$ (449,371)

See accompanying notes.

CIMPRESS PLC
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended June 30,		
	2021	2020	2019
Operating activities			
Net (loss) income	\$ (74,939)	\$ 83,995	\$ 93,480
Adjustments to reconcile net (loss) income to net cash provided by operating activities:			
Depreciation and amortization	173,212	167,943	173,771
Impairment of goodwill	—	100,842	7,503
Share-based compensation expense	37,034	34,874	21,716
Impairment of long-lived assets	19,882	—	—
Deferred taxes	(10,284)	(106,864)	6,838
Loss on early extinguishment of debt	48,343	—	—
Unrealized loss (gain) on derivatives not designated as hedging instruments included in net (loss) income	17,323	7,731	(5,358)
Effect of exchange rate changes on monetary assets and liabilities denominated in non-functional currency	(7,278)	(802)	(4,364)
Other non-cash items	7,041	11,229	9,209
Changes in operating assets and liabilities:			
Accounts receivable	(11,474)	26,659	(4,186)
Inventory	16,382	(18,328)	(3,627)
Prepaid expenses and other assets	(2,606)	11,946	4,475
Accounts payable	29,367	(17,547)	19,835
Accrued expenses and other liabilities	23,218	36,766	11,803
Net cash provided by operating activities	<u>265,221</u>	<u>338,444</u>	<u>331,095</u>
Investing activities			
Purchases of property, plant and equipment	(38,524)	(50,467)	(70,563)
Proceeds from the sale of subsidiaries, net of transaction costs and cash divested	—	(1,124)	—
Business acquisitions, net of cash acquired	(53,410)	(4,272)	(289,920)
Capitalization of software and website development costs	(60,937)	(43,992)	(48,652)
Purchases of marketable securities	(203,581)	—	—
Proceeds from the sale of assets	5,696	1,644	640
(Payments of) proceeds from settlement of derivatives designated as hedging instruments	(3,291)	29,791	(12,016)
Other investing activities	(269)	1,556	345
Net cash used in investing activities	<u>(354,316)</u>	<u>(66,864)</u>	<u>(420,166)</u>
Financing activities			
Proceeds from borrowings of debt	665,682	1,281,490	1,140,607
Proceeds from Term Loan B	1,149,751	—	—
Proceeds from issuance of senior notes	—	210,500	—
Proceeds from issuance of second lien notes	—	271,568	—
Proceeds from issuance of warrants	—	22,432	—
Payments of debt	(1,242,606)	(1,337,334)	(947,696)
Payments for early redemption of second lien notes	(309,000)	—	—
Payments of debt issuance costs	(11,963)	(22,570)	(2,729)
Payments of purchase consideration included in acquisition-date fair value	(1,205)	(358)	(3,282)
Payments of withholding taxes in connection with equity awards	(5,757)	(41,709)	(5,979)
Payments of finance lease obligations	(8,000)	(9,511)	(17,063)
Purchase of noncontrolling interests	(5,063)	—	(85,520)
Proceeds from sale of noncontrolling interest	—	—	57,046
Purchase of ordinary shares	—	(627,056)	(55,567)
Proceeds from issuance of ordinary shares	(2,280)	6	3,403

See accompanying notes.

CIMPRESS PLC
CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)
(in thousands)

	Year Ended June 30,		
	2021	2020	2019
Distribution to noncontrolling interest	(4,747)	(3,955)	(3,375)
Other financing activities	(684)	(1,758)	2,144
Net cash provided by (used in) financing activities	224,128	(258,255)	81,989
Effect of exchange rate changes on cash	2,969	(3,583)	(1,866)
Net increase (decrease) in cash and cash equivalents	138,002	9,742	(8,948)
Cash and cash equivalents at beginning of period	45,021	35,279	44,227
Cash and cash equivalents at end of period	<u>\$ 183,023</u>	<u>\$ 45,021</u>	<u>\$ 35,279</u>

Supplemental disclosures of cash flow information

Cash paid during the period for:

Interest	\$ 116,977	\$ 72,906	\$ 63,940
Income taxes	27,870	13,520	26,369

Non-cash investing and financing activities

Capitalization of construction costs related to financing lease obligation (1)	—	—	13,448
Property and equipment acquired under finance leases	6,996	1,605	11,871
Amounts accrued related to business acquisitions	45,025	2,289	5,564

(1) Due to our adoption of the new leasing standard on July 1, 2019, any costs previously capitalized for a build-to-suit lease and included in the financing lease obligation are now classified as an operating lease and the lease financing obligation has been de-recognized.

See accompanying notes.

CIMPRESS PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except share and per share data)

1. Description of the Business

Cimpress is a strategically focused group of more than a dozen businesses that specialize in mass customization, via which we deliver large volumes of individually small-sized customized orders for a broad spectrum of print, signage, photo merchandise, invitations and announcements, writing instruments, packaging, apparel and other categories. We invest in and build customer-focused, entrepreneurial mass customization businesses for the long term, which we manage in a decentralized, autonomous manner. Mass customization is a core element of the business model of each Cimpress business. We drive competitive advantage across Cimpress through a select few shared strategic capabilities that have the greatest potential to create Cimpress-wide value. We limit all other central activities to only those which absolutely must be performed centrally.

2. Summary of Significant Accounting Policies

Basis of Presentation

The consolidated financial statements include the accounts of Cimpress plc, its wholly owned subsidiaries, entities in which we maintain a controlling financial interest, and those entities in which we have a variable interest and are the primary beneficiary. Intercompany balances and transactions have been eliminated. Investments in entities in which we cannot exercise significant influence, and the related equity securities do not have a readily determinable fair value, are accounted for using the cost method and are included in other assets on the consolidated balance sheets.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. We believe our most significant estimates are associated with the ongoing evaluation of the recoverability of our long-lived assets and goodwill, estimated useful lives of assets, share-based compensation, accounting for business combinations, and income taxes and related valuation allowances, among others. By their nature, estimates are subject to an inherent degree of uncertainty. Actual results could differ from those estimates.

Throughout fiscal year 2021, the COVID-19 pandemic had a negative impact on most of our businesses, but we've experienced improving trends in customer demand throughout the fiscal year. We evaluated our liquidity position as of the date of the issuance of these consolidated financial statements. Based on this evaluation, management believes, despite the ongoing impact of COVID-19 on our business, that our financial position, net cash provided by operations combined with our cash and cash equivalents, marketable securities and borrowing availability under our revolving credit facility, will be sufficient to fund our current obligations, capital spending, debt service requirements and working capital requirements over at least the next twelve months.

Cash and Cash Equivalents

We consider all highly liquid investments purchased with an original maturity of three months or less to be the equivalent of cash for the purpose of balance sheet and statement of cash flows presentation. Cash equivalents consist of depository accounts and money market funds. Cash and cash equivalents restricted for use were \$537 and \$86 as of June 30, 2021 and 2020, respectively, and are included in other assets in the accompanying consolidated balance sheets.

For bank accounts that are overdrawn at the end of a reporting period, including any net negative balance in our notional cash pool, we reclassify these overdrafts to short-term debt on our consolidated balance sheets. Book overdrafts that result from outstanding checks in excess of our bank balance are reclassified to other current liabilities. We did not have a bank overdraft for the year ended June 30, 2021, while for the year ended June 30, 2020, we reclassified an overdraft of \$3,768 to short-term debt within our consolidated balance sheets and presented the overdraft within financing activities in our consolidated statement of cash flows. As of June 30, 2021 and 2020, we did not record a book overdraft.

Marketable Securities

We hold certain investments that are classified as held-to-maturity (HTM) as we have the intent and ability to hold them to their maturity dates. Our policy is to invest in the following permitted classes of assets: overnight money market funds invested in U.S. Treasury securities and U.S. government agency securities, U.S Treasury securities-specifically U.S Treasury bills, notes, and bonds, U.S. government agency securities, bank time deposits, commercial paper, corporate notes and bonds, and medium term notes. We generally invest in securities with a maturity of two years or less. As the investments are classified as held-to-maturity they are recorded at amortized cost and interest income is recorded as it is earned within interest (expense) income.

We will continue to assess our securities for impairment when the fair value is less than amortized cost to determine if any risk of credit loss exists. As our intent is to hold the securities to maturity, we must assess whether any credit losses related to our investments are recoverable, and determine if it is more likely than not that we will be required to sell the security before recovery of its amortized cost basis. For the year ended June 30, 2021 we did not record an allowance for credit losses and we recognized no impairments for these marketable securities.

The following is a summary of the held-to-maturity securities by type as of June 30, 2021 and as of June 30, 2020 we held no marketable securities:

	Amortized cost	Unrealized losses	Fair value
June 30, 2021			
Commercial paper	\$ 74,463	\$ (28)	\$ 74,435
Corporate debt securities	128,498	(147)	128,351
Total	<u>\$ 202,961</u>	<u>\$ (175)</u>	<u>\$ 202,786</u>

The following table summarizes the net carrying amount and fair value of the held-to maturity securities by contractual maturity.

	Amortized cost	Fair value
Due within one year or less		
Commercial paper and corporate debt securities	\$ 152,248	\$ 152,163
Due after one year through two years		
Corporate debt securities	50,713	50,623
Total	<u>\$ 202,961</u>	<u>\$ 202,786</u>

Accounts Receivable

Accounts receivable includes amounts due from customers. We offset gross trade accounts receivable with an allowance for doubtful accounts, which is our best estimate of the amount of probable credit losses in existing accounts receivable. Account balances are charged off against the allowance when the potential for recovery is no longer reasonably assured.

Inventories

Inventories consist primarily of raw materials and are recorded at the lower of cost or net realizable value using the first-in, first-out method. Costs to produce products are included in cost of revenues as incurred.

Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation and amortization. Additions and improvements that substantially extend the useful life of a particular asset are capitalized while repairs and maintenance costs are expensed as incurred. Assets that qualify for the capitalization of interest cost during their construction period are evaluated on a per project basis and, if material, the costs are capitalized. No interest costs associated with our construction projects were capitalized in any of the years presented as the amounts were not material. Depreciation of plant and equipment is recorded on a straight-line basis over the estimated useful lives of the assets.

Software and Web Site Development Costs

We capitalize eligible salaries and payroll-related costs of employees and third-party consultants who devote time to the development of websites and internal-use computer software. Capitalization begins when the preliminary project stage is complete, management with the relevant authority authorizes and commits to the funding of the software project, and it is probable that the project will be completed and the software will be used to perform the function intended. These costs are amortized on a straight-line basis over the estimated useful life of the software, which is generally over a three year period. Costs associated with preliminary stage software development, repair, maintenance or the development of website content are expensed as incurred.

Amortization of previously capitalized amounts in the years ended June 30, 2021, 2020 and 2019 was \$47,560, \$40,753 and \$35,068, respectively, resulting in accumulated amortization of \$231,482 and \$180,993 at June 30 2021 and 2020, respectively.

Intangible Assets

We capitalize the costs of purchasing patents from unrelated third parties and amortize these costs over the estimated useful life of the patent. The costs related to patent applications, pursuing others who we believe infringe on our patents, and defending against patent-infringement claims are expensed as incurred.

We record acquired intangible assets at fair value on the date of acquisition using the income approach to value the trade names, customer relationships and customer network and a replacement cost approach to value developed technology and our print network. The income approach calculates fair value by discounting the forecasted after-tax cash flows back to a present value using an appropriate discount rate. The baseline data for this analysis was the cash flow estimates used to price the transaction. We amortize such assets using the straight-line method over the expected useful life of the asset, unless another amortization method is deemed to be more appropriate. In estimating the useful life of the acquired assets, we reviewed the expected use of the assets acquired, factors that may limit the useful life of an acquired asset or may enable the extension of the useful life of an acquired asset without substantial cost, the effects of obsolescence, demand, competition and other economic factors, and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

We evaluate the remaining useful life of intangible assets on a periodic basis to determine whether events and circumstances warrant a revision to the remaining useful life. If the estimate of an intangible asset's remaining useful life is changed, we amortize the remaining carrying value of the intangible asset prospectively over the revised remaining useful life.

Long-Lived Assets

Long-lived assets with a finite life are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets might not be recoverable. Conditions that would necessitate an impairment assessment include a significant decline in the observable market value of an asset, a significant change in the extent or manner in which an asset is used, or any other significant adverse change that would indicate that the carrying amount of an asset or group of assets may not be recoverable. We did not recognize any impairment or abandonment charges for acquired intangible assets in any of the periods presented.

Business Combinations

We recognize the assets acquired and liabilities assumed in business combinations on the basis of their fair values at the date of acquisition. We assess the fair value of assets, including intangible assets, using a variety of methods and each asset is measured at fair value from the perspective of a market participant. The method used to estimate the fair values of intangible assets incorporates significant assumptions regarding the estimates a market participant would make in order to evaluate an asset, including a market participant's use of the asset and the appropriate discount rates. Assets acquired that are determined to not have economic use for us are expensed immediately. Any excess purchase price over the fair value of the net tangible and intangible assets acquired is allocated to goodwill. Transaction costs and restructuring costs associated with a business combination are expensed as incurred.

The consideration for our acquisitions often includes future payments that are contingent upon the occurrence of a particular event. For acquisitions that qualify as business combinations, we record an obligation for such contingent payments at fair value on the acquisition date.

Goodwill

The evaluation of goodwill for impairment is performed at a level referred to as a reporting unit. A reporting unit is either the “operating segment level” or one level below, which is referred to as a “component.” The level at which the impairment test is performed requires an assessment as to whether the operations below the operating segment should be aggregated as one reporting unit due to their similarity or reviewed individually. Goodwill is evaluated for impairment on an annual basis or more frequently when an event occurs or circumstances change that indicate that the carrying value may not be recoverable. Goodwill is considered to be impaired when the carrying amount of a reporting unit exceeds its estimated fair value.

We have the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If the results of this analysis indicate that the fair value of a reporting unit is less than its carrying value, the quantitative impairment test is required; otherwise, no further assessment is necessary. To perform the quantitative approach, we estimate the fair value of our reporting units using a discounted cash flow methodology. If the carrying value of a reporting unit’s goodwill exceeds its implied fair value, then we record an impairment loss equal to the difference. Refer to Note 8 for additional information.

Debt Issuance Costs

Costs associated with the issuance of debt instruments are capitalized and amortized over the term of the respective financing arrangement on a straight-line basis through the maturity date of the related debt instrument. We evaluate all changes to our debt arrangements, to determine whether the changes represent a modification or extinguishment to the old debt arrangement. If a debt instrument is deemed to be modified, we capitalize all new lenders fees and expense all third-party fees. If we determine that an extinguishment of one of our debt instruments has occurred, the unamortized financing fees associated with the extinguished instrument are expensed. For the revolving loans associated with our senior secured credit facility, all lender and third-party fees are capitalized, and in the event an amendment reduces the committed capacity under the revolving loans, we expense a portion of any unamortized fees on a pro-rata basis in proportion to the decrease in the committed capacity.

Derivative Financial Instruments

We record all derivatives on the consolidated balance sheet at fair value. We apply hedge accounting to arrangements that qualify and are designated for hedge accounting treatment, which includes cash flow and net investment hedges. Hedge accounting is discontinued prospectively if the hedging relationship ceases to be effective or the hedging or hedged items cease to exist as a result of maturity, sale, termination or cancellation.

Derivatives designated and qualifying as hedges of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges which could include interest rate swap contracts and cross-currency swap contracts. In a cash flow hedging relationship, the effective and ineffective portion of the change in the fair value of the hedging derivative is initially recorded in accumulated other comprehensive (loss) income. The portion of gain or loss on the derivative instrument previously recorded in accumulated other comprehensive (loss) income remains in accumulated other comprehensive (loss) income until the forecasted transaction is recognized in earnings. For derivatives designated as cash flow hedges, we present the settlement amount of these contracts within cash from investing activities in our consolidated statement of cash flows, if the hedged item continues after contract settlement.

Derivatives designated and qualifying as hedges of currency exposure of a net investment in a foreign operation are considered net investment hedges which could include cross-currency swap and currency forward contracts. In hedging the currency exposure of a net investment in a foreign operation, the effective and ineffective portion of gains and losses on the hedging instruments is recognized in accumulated other comprehensive (loss) income as part of currency translation adjustment. The portion of gain or loss on the derivative instrument previously recorded in accumulated other comprehensive (loss) income remains in accumulated other comprehensive (loss) income until we reduce our investment in the hedged foreign operation through a sale or substantial liquidation.

We also enter into derivative contracts that are intended to economically hedge certain of our risks, even though we may not elect to apply hedge accounting or the instrument may not qualify for hedge accounting. When hedge accounting is not applied, the changes in the fair value of the derivatives are recorded directly in earnings as a component of other (expense) income, net.

In accordance with the fair value measurement guidance, our accounting policy is to measure the credit risk of our derivative financial instruments that are subject to master netting agreements on a net basis by counterparty portfolio. We execute our derivative instruments with financial institutions that we judge to be credit-worthy, defined as institutions that hold an investment grade credit rating.

Shareholders' Equity (Deficit)

Comprehensive Income (Loss)

Comprehensive income (loss) is defined as the change in equity of a business enterprise during a period from transactions and other events and circumstances from non-owner sources. Comprehensive income (loss) is composed of net income, unrealized gains and losses on derivatives, unrealized loss on pension benefit obligation, and cumulative foreign currency translation adjustments, which are included in the accompanying consolidated statements of comprehensive income.

Treasury Shares

Treasury shares are accounted for using the cost method and are included as a component of shareholders' equity. We reissue treasury shares as part of our share-based compensation programs and as consideration for some of our acquisition transactions. Upon issuance of treasury shares we determine the cost using the average cost method.

Warrants

We bifurcate and separately account for a detachable warrant as a separate equity instrument. The value assigned to the warrants was determined based on a relative fair value allocation between the warrants and related debt. The fair value of the warrants was determined using a Monte Carlo valuation and applying a discount for the lack of marketability for the warrants. We present the allocated value for the warrants within additional paid-in capital in our consolidated balance sheet. Refer to Note 10 for additional details.

Revenue Recognition

We generate revenue primarily from the sale and shipment of customized manufactured products. We also generate revenue, to a much lesser extent (and primarily in our Vistaprint business) from digital services, website design and hosting, professional design services, and email marketing services, as well as a small percentage from order referral fees and other third-party offerings. Revenues are recognized when control of the promised products or services is transferred to the customer in an amount that reflects the consideration we expect to be entitled to in exchange for those products or services. Shipping revenues are recognized when control of the related products is transferred to the customer. For design service arrangements, we recognize revenue when the services are complete. A portion of this revenue relates to design contests in which we have determined that we are the principal in the arrangement as we satisfy our contractual performance obligation to provide the customer with the benefit of our platform and network of designers.

Under the terms of most of our arrangements with our customers we provide satisfaction guarantees, which give our customers an option for a refund or reprint over a specified period of time if the customer is not fully satisfied. As such, we record a reserve for estimated sales returns and allowances as a reduction of revenue, based on historical experience or the specific identification of an event necessitating a reserve. Actual sales returns have historically not been significant.

We have elected to recognize shipping and handling activities that occur after transfer of control of the products as fulfillment activities and not as a separate performance obligation. Accordingly, we recognize revenue for our single performance obligation upon the transfer of control of the fulfilled orders, which generally occurs upon delivery to the shipping carrier. If revenue is recognized prior to completion of the shipping and handling activities, we accrue the costs of those activities. We do have some arrangements whereby the transfer of control, and thus

revenue recognition, occurs upon delivery to the customer. If multiple products are ordered together, each product is considered a separate performance obligation, and the transaction price is allocated to each performance obligation based on the standalone selling price. Revenue is recognized upon satisfaction of each performance obligation. We generally determine the standalone selling prices based on the prices charged to our customers.

Our products are customized for each individual customer with no alternative use except to be delivered to that specific customer; however, we do not have an enforceable right to payment prior to delivering the items to the customer based on the terms and conditions of our arrangements with customers and therefore we recognize revenue at a point in time.

We record deferred revenue when cash payments are received in advance of our satisfaction of the related performance obligation. The satisfaction of performance obligations generally occurs shortly after cash payment and we expect to recognize our deferred revenue balance as revenue within three months subsequent to June 30, 2021.

We periodically provide marketing materials and promotional offers to new customers and existing customers that are intended to improve customer retention. These incentive offers are generally available to all customers and, therefore, do not represent a performance obligation as customers are not required to enter into a contractual commitment to receive the offer. These discounts are recognized as a reduction to the transaction price when used by the customer. Costs related to free products are included within cost of revenue and sample products are included within marketing and selling expense.

We have elected to expense incremental direct costs as incurred, which primarily includes sales commissions, since our contract periods generally are less than one year and the related performance obligations are satisfied within a short period of time.

Restructuring

Restructuring costs are recorded in connection with initiatives designed to improve efficiency or enhance competitiveness. Restructuring initiatives require us to make estimates in several areas, including expenses for severance and other employee separation costs and our ability to generate sublease income to enable us to terminate lease obligations at the estimated amounts. One-time termination benefits are expensed at the date we notify the employee, unless the employee must provide future service beyond the statutory minimum retention period, in which case the benefits are expensed ratably over the future service period. Liabilities for costs associated with a facility exit or disposal activity are recognized when the liability is incurred, as opposed to when management commits to an exit plan, and are measured at fair value. Restructuring costs are presented as a separate financial statement line within our consolidated statement of operations.

For jurisdictions in which there are statutorily required minimum benefits for involuntary terminations, or severance benefits documented in an employee manual or labor contract, we evaluate these benefits as ongoing benefit arrangements. We recognize the liability for these arrangements when it is probable that the employee would be entitled to the benefits and the amounts can be reasonably estimated.

Advertising Expense

Our advertising costs are primarily expensed as incurred and included in marketing and selling expense. Advertising expense for the years ended June 30 2021, 2020 and 2019 was \$333,665, \$302,449 and \$427,673, respectively, which consisted of external costs related to customer acquisition and retention marketing campaigns.

Research and Development Expense

Research and development costs are expensed as incurred and included in technology and development expense. Research and development expense for the years ended June 30 2021, 2020 and 2019 was \$49,254, \$49,201, and \$40,976, respectively, which consisted of costs related to enhancing our manufacturing engineering and technology capabilities.

Income Taxes

As part of the process of preparing our consolidated financial statements, we calculate our income taxes in each of the jurisdictions in which we operate. This process involves estimating our current tax expense and deferred tax expense based on assessing temporary and permanent differences resulting from differing treatment of items for tax and financial reporting purposes. We recognize deferred tax assets and liabilities for the temporary differences using the enacted tax rates and laws that will be in effect when we expect temporary differences to reverse. We assess the ability to realize our deferred tax assets based upon the weight of available evidence both positive and negative. To the extent we believe that it is more likely than not that some portion or all of the deferred tax assets will not be realized, we establish a valuation allowance. In the event that actual results differ from our estimates or we adjust our estimates in the future, we may need to increase or decrease income tax expense, which could have a material impact on our financial position and results of operations.

We recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained upon examination by the taxing authorities, based on the technical merits of the tax position. The tax benefits recognized in our financial statements from such positions are measured as the largest benefit that has a greater than 50% likelihood of being realized upon ultimate resolution. The unrecognized tax benefits will reduce our effective tax rate if recognized. Interest and, if applicable, penalties related to unrecognized tax benefits are recorded in the provision for income taxes. Stranded income tax effects in accumulated other comprehensive income or loss are released on an item-by-item basis based on when the applicable derivative is recognized in earnings. We account for investment tax credits using the “deferral” method, under which the tax benefit from an investment tax credit is deferred and amortized over the book life of the related property.

During the three months ended December 31, 2020, the tax on Global Intangible Low-Taxed Income (“GILTI”) provision of the Tax Cuts and Jobs Act became applicable to our operations. Companies subject to GILTI have the option to account for the GILTI tax as a period cost if and when incurred, or to recognize deferred taxes for temporary differences, including outside basis differences, expected to reverse as GILTI. We elected to account for GILTI as a period cost, as incurred. We do not expect GILTI to have a material impact on our consolidated financial statements.

Foreign Currency Translation

Our non-U.S. dollar functional currency subsidiaries translate their assets and liabilities denominated in their functional currency to U.S. dollars at current rates of exchange in effect at the balance sheet date, and revenues and expenses are translated at average rates prevailing throughout the period. The resulting gains and losses from translation are included as a component of accumulated other comprehensive loss. Transaction gains and losses and remeasurement of assets and liabilities denominated in currencies other than an entity’s functional currency are included in other (expense) income, net in our consolidated statements of operations.

Other (Expense) Income, Net

The following table summarizes the components of other (expense) income, net:

	Year Ended June 30,		
	2021	2020	2019
(Losses) gains on derivatives not designated as hedging instruments (1)	\$ (20,728)	\$ 20,564	\$ 23,494
Currency-related gains (losses), net (2)	8,523	2,309	2,506
Other gains	370	1	476
Total other (expense) income, net	<u>\$ (11,835)</u>	<u>\$ 22,874</u>	<u>\$ 26,476</u>

(1) Primarily relates to both realized and unrealized gains and losses on derivative currency forward and option contracts and interest rate swaps not designated as hedging instruments, including losses of \$3,422 for the year ended June 30, 2021, related to certain interest rate swap contracts that were de-designated from hedge accounting during the year due to their ineffectiveness, which had an immaterial impact in the comparative periods. As of June 30, 2021 we have redesignated several of our previously dedesignated hedge contracts. Refer to Note 4 for additional information.

(2) We have significant non-functional currency intercompany financing relationships that we may change at times and are subject to currency exchange rate volatility. The currency-related (losses) gains, net are primarily driven by this intercompany activity for the periods presented. In addition, we have certain cross-currency swaps designated as cash flow hedges which hedge the remeasurement of certain intercompany loans; both are presented in the same component above. Unrealized losses related to cross-currency swaps were \$7,211 for the year ended

June 30, 2021 as compared to unrealized gains of \$929 for the year ended June 30, 2020, and unrealized losses of \$3,484 for the year ended June 30, 2019.

Net (Loss) Income Per Share Attributable to Cimpress plc

Basic net (loss) income per share attributable to Cimpress plc is computed by dividing net (loss) income attributable to Cimpress plc by the weighted-average number of ordinary shares outstanding for the respective period. Diluted net (loss) income per share attributable to Cimpress plc gives effect to all potentially dilutive securities, including share options, restricted share units ("RSUs"), warrants, and performance share units ("PSUs"), if the effect of the securities is dilutive using the treasury stock method. Awards with performance or market conditions are included using the treasury stock method only if the conditions would have been met as of the end of the reporting period and their effect is dilutive.

The following table sets forth the reconciliation of the weighted-average number of ordinary shares:

	Year Ended June 30,		
	2021	2020	2019
Weighted average shares outstanding, basic	25,996,572	27,180,744	30,786,349
Weighted average shares issuable upon exercise/vesting of outstanding share options/RSUs/warrants (1)	—	592,542	876,356
Shares used in computing diluted net (loss) income per share attributable to Cimpress plc	25,996,572	27,773,286	31,662,705
Weighted average anti-dilutive shares excluded from diluted net (loss) income per share attributable to Cimpress plc (2)	494,329	1,325	—

(1) In the periods in which a net loss is recognized, the impact of share options, RSUs and warrants is not included as they are anti-dilutive.

(2) On May 1, 2020, we entered into a financing arrangement with Apollo Global Management, Inc., which included 7-year warrants with a strike price of \$60 that have a potentially dilutive impact on our weighted average shares outstanding. For the years ended June 30 2021 and 2020, the weighted average anti-dilutive effect of the warrants was 368,933 and 73,719 shares, respectively. Refer to Note 10 for additional details about the arrangement.

Compensation Expense

Share-based Compensation

Compensation expense for all share-based awards is measured at fair value on the date of grant and recognized over the requisite service period. We recognize the impact of forfeitures as they occur. The fair value of share options is determined using the Black-Scholes valuation model, or lattice model for share options with a market condition or subsidiary share options. The fair value of RSUs is determined based on the quoted price of our ordinary shares on the date of the grant. Such value is recognized ratably as expense over the requisite service period, or on an accelerated method for awards with a performance or market condition. For awards that are ultimately settleable in cash, we treat them as liability awards and mark the award to market each reporting period recognizing any gain or loss in our statements of operations. For awards with a performance condition vesting feature, compensation cost is recorded if it is probable that the performance condition will be achieved.

We have issued PSUs, and we calculate the fair value at grant which is fixed throughout the vesting period. The fair value is determined using a Monte Carlo simulation valuation model. As the PSUs include both a service and market condition the related expense is recognized using the accelerated expense attribution method over the requisite service period for each separately vesting portion of the award. For PSUs that meet the service vesting condition, the expense recognized over the requisite service period will not be reversed if the market condition is not achieved.

Total share-based compensation expense was \$37,034, \$34,874 and \$21,716 for the years ended June 30 2021, 2020 and 2019, respectively.

Sabbatical Leave

Compensation expense associated with a sabbatical leave, or other similar benefit arrangements, is accrued over the requisite service period during which an employee earns the benefit, net of estimated forfeitures, and is included in other liabilities on our consolidated balance sheets.

Concentrations of Credit Risk

We monitor the creditworthiness of our customers to which we grant credit terms in the normal course of business. We do not have any customers that accounted for greater than 10% of our accounts receivable as of June 30, 2021 and 2020. We do not have any customers that accounted for greater than 10% of our revenue for the years ended June 30, 2021, 2020 and 2019.

We maintain an allowance for doubtful accounts for potential credit losses based upon specific customer accounts and historical trends, and such losses to date in the aggregate have not materially exceeded our expectations.

Lease Accounting

We determine if an arrangement contains a lease at contract inception. We consider an arrangement to be a lease if it conveys the right to control an identifiable asset for a period of time. Costs for operating leases that include incentives such as payment escalations or rent abatements are recognized on a straight-line basis over the term of the lease. Additionally, inducements received are treated as a reduction of our costs over the term of the agreement. Leasehold improvements are capitalized at cost and amortized over the shorter of their expected useful life or the lease term, excluding renewal periods.

Lease right-of-use ("ROU") assets and liabilities for operating and finance leases are recognized based on the present value of the future lease payments over the lease term at lease commencement date. As most of our leases do not provide an implicit interest rate, we use our incremental borrowing rate based on the information available at the lease commencement date. Our incremental borrowing rate approximates the interest rate on a collateralized basis for the economic environments where our leased assets are located, and is established by considering the credit spread associated with our existing debt arrangements, as well as observed market rates for instruments with a similar term to that of the lease payments. ROU assets also include any lease payments made at or before the lease commencement, as well as any initial direct costs incurred. Lease incentives received from the lessor are recognized as a reduction to the ROU asset.

Our initial determination of the lease term is based on the facts and circumstances that exist at lease commencement. The lease term may include the effect of options to extend or terminate the lease when it is reasonably certain that those options will be exercised. We consider these options reasonably certain to be exercised based on our assessment of economic incentives, including the fair market rent for equivalent properties under similar terms and conditions, costs of relocating, availability of comparable replacement assets, and any related disruption to operations that would be experienced by not renewing the lease.

Finance leases are accounted for as an acquisition of an asset and incurrence of an obligation. Assets held under finance leases are recorded at the lower of the present value of the minimum lease payments or the fair value of the leased asset at the inception of the lease, and amortized over the useful life of the asset. The corresponding finance lease obligation is recorded at the present value of the minimum lease payments at inception of the lease.

Operating leases are included in operating lease assets and current and non-current operating lease liabilities in the consolidated balance sheets. Finance lease assets are included in property, plant, and equipment, net, and the related liabilities are included in other current liabilities and other liabilities in the consolidated balance sheets.

Variable lease payments are excluded from the operating lease assets and liabilities and are recognized as expense in the period in which the obligation is incurred. Variable lease payments primarily include index-based rent escalation associated with some of our real estate leases, as well as property taxes and common area maintenance payments for most real estate leases, which are determined based on the costs incurred by the lessor. We also make variable lease payments for certain print equipment leases that are determined based on production volumes.

For lease arrangements where we are deemed to be involved in the construction of structural improvements prior to the commencement of the lease or take some level of construction risk, we are considered the owner of the assets during the construction period. Accordingly, as the lessor incurs the construction project costs, the assets and corresponding financial obligation are recorded in our consolidated balance sheet. Once the construction is completed, if the lease meets certain "sale-leaseback" criteria, we will remove the asset and related financial obligation from the balance sheet and treat the building lease as either an operating or finance lease based on our

assessment of the guidance. If, upon completion of construction, the project does not meet the “sale-leaseback” criteria, the lease will be treated as a financing obligation and we will depreciate the asset over its estimated useful life for financial reporting purposes.

We have subleased a small amount of our equipment and real estate lease portfolio to third parties, making us the lessor. Most of these subleases meet the criteria for operating lease classification and the related sublease income is recognized on a straight-line basis over the lease term within the consolidated statement of operations. To a lesser extent, we have leases in which we are the lessees, classify the leases as finance leases and have subleased the asset under similar terms, resulting in their classification as direct financing leases. For direct financing leases, we recognize a sublease receivable within prepaid expenses and other current assets and other assets in the consolidated balance sheets.

Recently Issued or Adopted Accounting Pronouncements

New Accounting Standards Adopted

In December 2019, the FASB issued Accounting Standards Update No. 2019-12 "Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes" (ASU 2019-12), which modifies certain aspects of income tax accounting. We early adopted the standard on July 1, 2020. For the year ended June 30, 2021, adopting ASU 2019-12 resulted in a \$2,771 increased tax expense in our consolidated financial statements, related to the intraperiod allocation rules. Under the intraperiod allocation rules, an entity generally allocates total income tax expense or benefit by first determining the amount attributable to continuing operations and then allocating the remaining tax expense or benefit to items other than continuing operations. An exception existed that required an entity with a loss from continuing operations to consider all components when determining the benefit from continuing operations. ASU 2019-12 removes this exception.

In June 2016, the FASB issued Accounting Standards Update No. 2016-13 "Financial Instruments—Credit Losses (Topic 326)" (ASU 2016-13), which introduces a new accounting model for recognizing credit losses on certain financial instruments based on an estimate of current expected credit losses. We adopted the standard on its effective date of July 1, 2020. The standard did not have a material impact on our consolidated financial statements.

In March 2020, the FASB issued ASU 2020-04 "Reference Rate Reform ("ASC 848"): Facilitation of the Effects of Reference Rate Reform on Financial Reporting", which contains optional expedients and exceptions for applying GAAP to contracts, hedging relationships, and other transactions that reference LIBOR or another reference rate expected to be discontinued due to reference rate reform. We adopted the standard on October 1, 2020. We elected to amend our hedge documentation, without dedesignating and redesignating, for all outstanding cash flow hedges by applying two practical expedients. We elected the expedient in ASC 848-50-25-2 to assert probability of the hedged interest payments regardless of any expected modification in terms related to reference rate reform. In addition, we elected to continue the method of assessing effectiveness as documented in the original hedge documentation and elected to apply the expedient in ASC 848-50-35-17, so that the reference rate on the hypothetical derivative matches the reference rate on the hedging instrument. The standard did not have a material impact on our consolidated financial statements.

Issued Accounting Standards to be Adopted

In May 2021, the FASB issued Accounting Standards Update No. 2021-04 "Earnings Per Share (Topic 260), Debt—Modifications and Extinguishments (Subtopic 470-50), Compensation—Stock Compensation (Topic 718), and Derivatives and Hedging—Contracts in Entity’s Own Equity (Subtopic 815-40)" (ASU 2021-04), which provides authoritative guidance for the accounting for modifications or exchanges of freestanding equity-classified written call options (for example, warrants) that remain equity classified after modification or exchange. The standard is effective for us on July 1, 2022, and early adoption is permitted. We are assessing the impact on our consolidated financial statements.

3. Fair Value Measurements

We use a three-level valuation hierarchy for measuring fair value and include detailed financial statement disclosures about fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

- *Level 1:* Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- *Level 2:* Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets in markets that are not active and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- *Level 3:* Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The following tables summarize our assets and liabilities that are measured at fair value on a recurring basis and are categorized using the fair value hierarchy:

	June 30, 2021			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Currency forward contracts	\$ 1,679	\$ —	\$ 1,679	\$ —
Total assets recorded at fair value	<u>\$ 1,679</u>	<u>\$ —</u>	<u>\$ 1,679</u>	<u>\$ —</u>
Liabilities				
Interest rate swap contracts	\$ (25,193)	\$ —	\$ (25,193)	\$ —
Cross-currency swap contracts	(9,914)	—	(9,914)	—
Currency forward contracts	(19,651)	—	(19,651)	—
Currency option contracts	(3,080)	—	(3,080)	—
Total liabilities recorded at fair value	<u>\$ (57,838)</u>	<u>\$ —</u>	<u>\$ (57,838)</u>	<u>\$ —</u>

	June 30, 2020			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Interest rate swap contracts	\$ 4,462	\$ —	\$ 4,462	\$ —
Currency forward contracts	7,949	—	7,949	—
Currency option contracts	1,429	—	1,429	—
Total assets recorded at fair value	<u>\$ 13,840</u>	<u>\$ —</u>	<u>\$ 13,840</u>	<u>\$ —</u>
Liabilities				
Interest rate swap contracts	\$ (39,520)	\$ —	\$ (39,520)	\$ —
Cross-currency swap contracts	(4,746)	—	(4,746)	—
Currency forward contracts	(8,519)	—	(8,519)	—
Currency option contracts	(38)	—	(38)	—
Total liabilities recorded at fair value	<u>\$ (52,823)</u>	<u>\$ —</u>	<u>\$ (52,823)</u>	<u>\$ —</u>

During the years ended June 30, 2021 and 2020, there were no significant transfers in or out of Level 1, Level 2 and Level 3 classifications.

The valuations of the derivatives intended to mitigate our interest rate and currency risk are determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each instrument. This analysis utilizes observable market-based inputs, including interest rate curves, interest rate volatility, or spot and forward exchange rates, and reflects the contractual terms of these instruments, including the period to maturity. We incorporate credit valuation adjustments to appropriately reflect both our own nonperformance risk and the respective counterparties' nonperformance risk in the fair value measurements. In adjusting the fair value of our derivative contracts for the effect of nonperformance risk, we have considered the impact of netting and any applicable credit enhancements.

Although we have determined that the majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with our derivatives utilize Level 3 inputs, such as estimates of current credit spreads, to appropriately reflect both our own nonperformance risk and the respective counterparties' nonperformance risk in the fair value measurement. However, as of June 30, 2021, we have assessed the significance of the impact of the credit valuation adjustments on the overall valuation of our derivative positions and have determined that the credit valuation adjustments are not significant to the overall valuation of our derivatives. As a result, we have determined that our derivative valuations in their entirety are classified in Level 2 in the fair value hierarchy.

As of June 30, 2021 and June 30, 2020, the carrying amounts of our cash and cash equivalents, accounts receivable, accounts payable and other current liabilities approximated their estimated fair values. As of June 30, 2021 and June 30, 2020, the carrying value of our debt, excluding debt issuance costs and debt premiums and discounts, was \$1,764,856 and \$1,482,177, respectively, and the fair value was \$1,767,209 and \$1,450,719, respectively. Our debt at June 30, 2021 includes variable-rate debt instruments indexed to LIBOR that resets periodically, as well as fixed-rate debt instruments. The estimated fair value of our debt was determined using available market information based on recent trades or activity of debt instruments with substantially similar risks, terms and maturities, which fall within Level 2 under the fair value hierarchy.

As of June 30, 2021 our held-to-maturity marketable securities are held at an amortized cost of \$202,961 and the fair value was \$202,786, and we did not hold any such securities as of June 30, 2020. The securities are valued using quoted prices for identical assets in active markets, which fall into Level 1 under the fair value hierarchy.

The estimated fair value of assets and liabilities disclosed above may not be representative of actual values that could have been or will be realized in the future.

4. Derivative Financial Instruments

We use derivative financial instruments, such as interest rate swap contracts, cross-currency swap contracts, and currency forward and option contracts, to manage interest rate and foreign currency exposures. Derivatives are recorded in the consolidated balance sheets at fair value. If the derivative is designated as a cash flow hedge or net investment hedge, then the change in the fair value of the derivative is recorded in accumulated other comprehensive loss and subsequently reclassified into earnings in the period the hedged forecasted transaction affects earnings. Additionally, any ineffectiveness associated with an effective and designated hedge is recognized within accumulated other comprehensive loss.

The change in the fair value of derivatives not designated as hedges is recognized directly in earnings as a component of other (expense) income, net.

Hedges of Interest Rate Risk

We enter into interest rate swap contracts to manage variability in the amount of our known or expected cash payments related to a portion of our debt. Our objective in using interest rate swaps is to add stability to interest expense and to manage our exposure to interest rate movements. We designate our interest rate swaps as cash flow hedges. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for us making fixed-rate payments over the life of the contract agreements without exchange of the underlying notional amount. Realized gains or losses from interest rate swaps are recorded in earnings as a component of interest expense, net.

Amounts reported in accumulated other comprehensive loss related to interest rate swap contracts will be reclassified to interest expense, net as interest payments are accrued or made on our variable-rate debt. As of June 30, 2021, we estimate that \$10,942 will be reclassified from accumulated other comprehensive loss to interest expense during the twelve months ending June 30, 2022. As of June 30, 2021, we had fourteen outstanding interest rate swap contracts indexed to USD LIBOR, three of which are not highly effective and are therefore not designated for hedge accounting. These hedges have varying start dates and maturity dates through April 2028.

Interest rate swap contracts outstanding:	Notional Amounts	
Contracts accruing interest as of June 30, 2021	\$	500,000
Contracts with a future start date		330,000
Total	\$	830,000

Hedges of Currency Risk

Cross-Currency Swap Contracts

From time to time, we execute cross-currency swap contracts designated as cash flow hedges or net investment hedges. Cross-currency swaps involve an initial receipt of the notional amount in the hedge currency in exchange for our reporting currency based on a contracted exchange rate. Subsequently, we receive fixed rate payments in our reporting currency in exchange for fixed rate payments in the hedged currency over the life of the contract. At maturity, the final exchange involves the receipt of our reporting currency in exchange for the notional amount in the hedged currency.

Cross-currency swap contracts designated as cash flow hedges are executed to mitigate our currency exposure to the interest receipts as well as the principal remeasurement and repayment associated with certain intercompany loans denominated in a currency other than our reporting currency, the U.S. dollar. As of June 30, 2021, we had two outstanding cross-currency swap contracts designated as cash flow hedges with a total notional amount of \$120,874, both maturing during June 2024. We entered into the two cross-currency swap contracts to hedge the risk of changes in one Euro-denominated intercompany loan entered into with one of our consolidated subsidiaries that has the Euro as its functional currency.

Amounts reported in accumulated other comprehensive loss will be reclassified to other (expense) income, net as interest payments are accrued or paid and upon remeasuring the intercompany loan. As of June 30, 2021, we estimate that \$2,488 of income will be reclassified from accumulated other comprehensive loss to interest expense, net during the twelve months ending June 30, 2022.

Other Currency Contracts

We execute currency forward and option contracts in order to mitigate our exposure to fluctuations in various currencies against our reporting currency, the U.S. dollar.

As of June 30, 2021, we had four currency forward contracts designated as net investment hedges with a total notional amount of \$118,203, maturing during various dates through April 2023. We entered into these contracts to hedge the risk of changes in the U.S. dollar equivalent value of a portion of our net investment in two consolidated subsidiaries that have the Euro as their functional currency. Amounts reported in accumulated other comprehensive loss are recognized as a component of our cumulative translation adjustment.

We have elected to not apply hedge accounting for all other currency forward and option contracts. During the years ended June 30, 2021, 2020 and 2019, we have experienced volatility within other (expense) income, net in our consolidated statements of operations from unrealized gains and losses on the mark-to-market of outstanding currency forward and option contracts. We expect this volatility to continue in future periods for contracts for which we do not apply hedge accounting. Additionally, since our hedging objectives may be targeted at non-GAAP financial metrics that exclude non-cash items such as depreciation and amortization, we may experience increased, not decreased, volatility in our GAAP results as a result of our currency hedging program.

As of June 30, 2021, we had the following outstanding currency derivative contracts that were not designated for hedge accounting and were used to hedge fluctuations in the U.S. dollar value of forecasted transactions or balances denominated in Australian Dollar, British Pound, Canadian Dollar, Danish Krone, Euro, Indian Rupee, Japanese Yen, Mexican Peso, New Zealand Dollar, Norwegian Krone, Philippine Peso, Swiss Franc and Swedish Krona:

Notional Amount	Effective Date	Maturity Date	Number of Instruments	Index
\$499,084	September 2019 through June 2021	Various dates through October 2024	596	Various

Financial Instrument Presentation

The table below presents the fair value of our derivative financial instruments as well as their classification on the balance sheet as of June 30, 2021 and June 30, 2020. Our derivative asset and liability balances will fluctuate with interest rate and currency exchange rate volatility.

June 30, 2021								
Asset Derivatives					Liability Derivatives			
	Balance Sheet line item	Gross amounts of recognized assets	Gross amount offset in Consolidated Balance Sheet	Net amount	Balance Sheet line item	Gross amounts of recognized liabilities	Gross amount offset in Consolidated Balance Sheet	Net amount
Derivatives designated as hedging instruments								
Derivatives in cash flow hedging relationships								
Interest rate swaps	Other current assets / other assets	\$ —	\$ —	\$ —	Other current liabilities / other liabilities	\$ (23,527)	\$ 176	\$ (23,351)
Cross-currency swaps	Other assets	—	—	—	Other liabilities	(9,914)	—	(9,914)
Derivatives in net investment hedging relationships								
Currency forward contracts	Other assets	—	—	—	Other current liabilities / other liabilities	(11,379)	—	(11,379)
Total derivatives designated as hedging instruments		<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>		<u>\$ (44,820)</u>	<u>\$ 176</u>	<u>\$ (44,644)</u>
Derivatives not designated as hedging instruments								
Interest rate swaps	Other assets	\$ —	\$ —	\$ —	Other liabilities	\$ (1,842)	\$ —	\$ (1,842)
Currency forward contracts	Other current assets / other assets	1,796	(117)	1,679	Other current liabilities / other liabilities	(11,510)	3,238	(8,272)
Currency option contracts	Other current assets / other assets	—	—	—	Other current liabilities / other liabilities	(3,315)	235	(3,080)
Total derivatives not designated as hedging instruments		<u>\$ 1,796</u>	<u>\$ (117)</u>	<u>\$ 1,679</u>		<u>\$ (16,667)</u>	<u>\$ 3,473</u>	<u>\$ (13,194)</u>

June 30, 2020

	Asset Derivatives				Liability Derivatives			
	Balance Sheet line item	Gross amounts of recognized assets	Gross amount offset in Consolidated Balance Sheet	Net amount	Balance Sheet line item	Gross amounts of recognized liabilities	Gross amount offset in Consolidated Balance Sheet	Net amount
Derivatives designated as hedging instruments								
Derivatives in cash flow hedging relationships								
Interest rate swaps	Other current assets / other assets	\$ —	\$ —	\$ —	Other liabilities	\$ (31,161)	\$ —	\$ (31,161)
Cross-currency swaps	Other assets	4,462	—	4,462	Other liabilities	(4,746)	—	(4,746)
Derivatives in net investment hedging relationships								
Currency forward contracts	Other assets	—	—	—	Other current liabilities / other liabilities	(6,829)	—	(6,829)
Total derivatives designated as hedging instruments		<u>\$ 4,462</u>	<u>\$ —</u>	<u>\$ 4,462</u>		<u>\$ (42,736)</u>	<u>\$ —</u>	<u>\$ (42,736)</u>
Derivatives not designated as hedging instruments								
Interest rate swaps	Other assets	\$ —	\$ —	\$ —	Other liabilities	\$ (8,359)	\$ —	\$ (8,359)
Currency forward contracts	Other current assets / other assets	9,702	(1,753)	7,949	Other current liabilities / other liabilities	(2,136)	446	(1,690)
Currency option contracts	Other current assets / other assets	1,699	(270)	1,429	Other current liabilities / other liabilities	(38)	—	(38)
Total derivatives not designated as hedging instruments		<u>\$ 11,401</u>	<u>\$ (2,023)</u>	<u>\$ 9,378</u>		<u>\$ (10,533)</u>	<u>\$ 446</u>	<u>\$ (10,087)</u>

The following table presents the effect of our derivative financial instruments designated as hedging instruments and their classification within comprehensive (loss) income for the years ended June 30, 2021, 2020 and 2019:

	Amount of Net Gain (Loss) on Derivatives Recognized in Comprehensive Income		
	Year Ended June 30,		
	2021	2020	2019
Derivatives in cash flow hedging relationships			
Interest rate swaps	\$ 3,340	\$ (28,259)	\$ (20,400)
Cross-currency swaps	6,996	3,689	(3,009)
Derivatives in net investment hedging relationships			
Cross-currency swaps	—	—	6,557
Currency forward contracts	(19,052)	21,240	14,726
Total	<u>\$ (8,716)</u>	<u>\$ (3,330)</u>	<u>\$ (2,126)</u>

The following table presents reclassifications out of accumulated other comprehensive loss for the years ended June 30, 2021, 2020 and 2019:

	Amount of Net Gain (Loss) Reclassified from Accumulated Other Comprehensive Income (Loss) into Income			Affected line item in the Statement of Operations
	Year Ended June 30,			
	2021	2020	2019	
Derivatives in cash flow hedging relationships				
Interest rate swaps	\$ 6,967	\$ 3,041	\$ 144	Interest expense, net
Cross-currency swaps	(10,950)	4,583	5,098	Other (expense) income, net
Total before income tax	(3,983)	7,624	5,242	(Loss) income before income taxes
Income tax	(106)	(1,850)	(1,310)	Income tax expense (benefit)
Total	\$ (4,089)	\$ 5,774	\$ 3,932	

The following table presents the adjustment to fair value recorded within the consolidated statements of operations for the years ended June 30, 2021, 2020 and 2019 for derivative instruments for which we did not elect hedge accounting and de-designated derivative financial instruments that no longer qualify as hedging instruments.

	Amount of Gain (Loss) Recognized in Net (Loss) Income			Affected line item in the Statement of Operations
	Year Ended June 30,			
	2021	2020	2019	
Currency contracts	\$ (24,235)	\$ 20,882	\$ 24,215	Other (expense) income, net
Interest rate swaps	3,507	(318)	(721)	Other (expense) income, net
Total	\$ (20,728)	\$ 20,564	\$ 23,494	

5. Accumulated Other Comprehensive Income (Loss)

The following table presents a roll forward of amounts recognized in accumulated other comprehensive income (loss) by component, net of tax of \$764, \$1,709, and \$5,901 for the years ended June 30, 2021, 2020 and 2019, respectively:

	Gains (losses) on cash flow hedges (1)	Losses on pension benefit obligation	Translation adjustments, net of hedges (2)	Total
Balance as of June 30, 2018	\$ 8,195	\$ —	\$ (78,009)	\$ (69,814)
Other comprehensive (loss) income before reclassifications	(23,409)	(204)	9,638	(13,975)
Amounts reclassified from accumulated other comprehensive loss to net income	3,932	—	—	3,932
Net current period other comprehensive (loss) income	(19,477)	(204)	9,638	(10,043)
Balance as of June 30, 2019	(11,282)	(204)	(68,371)	(79,857)
Other comprehensive (loss) income before reclassifications	(24,570)	(1,195)	11,172	(14,593)
Amounts reclassified from accumulated other comprehensive loss to net income	5,774	—	—	5,774
Net current period other comprehensive (loss) income	(18,796)	(1,195)	11,172	(8,819)
Balance as of June 30, 2020	(30,078)	(1,399)	(57,199)	(88,676)
Other comprehensive income (loss) before reclassifications	10,336	(336)	3,765	13,765
Amounts reclassified from accumulated other comprehensive loss to net (loss) income	(4,089)	—	—	(4,089)
Net current period other comprehensive income (loss)	6,247	(336)	3,765	9,676
Balance as of June 30, 2021	\$ (23,831)	\$ (1,735)	\$ (53,434)	\$ (79,000)

(1) Gains (losses) on cash flow hedges include our interest rate swap and cross-currency swap contracts designated in cash flow hedging relationships.

(2) As of June 30, 2021 and June 30, 2020, the translation adjustment is inclusive of the effects of our net investment hedges, of which, unrealized gains of \$1,457 and \$20,509, respectively, net of tax, have been included in accumulated other comprehensive loss.

6. Property, Plant and Equipment, Net

Property, plant, and equipment, net consists of the following:

	Estimated useful lives	June 30,	
		2021	2020
Land improvements	10 years	\$ 5,053	\$ 4,975
Building and building improvements (1)	10 - 30 years	191,653	186,873
Machinery and production equipment	4 - 10 years	380,013	362,341
Machinery and production equipment under finance lease	4 - 10 years	73,321	64,337
Computer software and equipment	3 - 5 years	119,742	160,728
Furniture, fixtures and office equipment	5 - 7 years	38,357	47,823
Leasehold improvements	Shorter of lease term or expected life of the asset	64,060	73,072
Construction in progress		7,242	10,752
		879,441	910,901
Less accumulated depreciation, inclusive of assets under finance lease		(583,752)	(604,061)
		295,689	306,840
Land		32,990	31,819
Property, plant, and equipment, net		\$ 328,679	\$ 338,659

(1) Building and building improvements assets as of June 30, 2021, increased by \$15,860 as compared to the prior year due to the change in classification of one of our leased facilities from an operating lease to a finance lease due to our intention to exercise the existing purchase option. Refer to Note 16 for further details. This increase was offset by our building and building improvements depreciation expense recorded during the year.

Depreciation expense, inclusive of assets under finance leases, totaled \$71,057, \$74,665 and \$84,558 for the years ended June 30 2021, 2020, and 2019, respectively.

7. Business Combinations

Acquisition of 99designs, Inc.

On October 1, 2020, we acquired 99designs, Inc. and its subsidiaries ("99designs"), a global creative platform for graphic design. We acquired all outstanding shares of the company for a purchase price of \$90,000, subject to a post-closing adjustment based on acquired cash, debt, and working capital as of the closing date. We paid \$45,000 in cash at closing and will pay the remaining purchase consideration, including the post-closing adjustment, on February 15, 2022. The acquisition is managed within our Vistaprint business and provides a global platform that connects designers and clients, making it easier for small businesses to access both professional design services and marketing products in one place. We expect the synergies achieved through integration with the 99designs designer network to provide significant benefits to our Vistaprint business.

The table below details the consideration transferred to acquire 99designs:

Cash consideration (paid at closing)	\$ 45,000
Fair value of deferred payment	43,381
Final post closing adjustment	310
Total purchase price	\$ 88,691

We recognized the assets and liabilities on the basis of their fair values at the date of the acquisition with any excess of the purchase price paid over the fair value of the net assets recorded as goodwill, which is primarily attributable to the synergies that we expect to achieve through the acquisition. The goodwill balance has been attributed to the Vistaprint reporting unit and a portion of such goodwill balance is deductible for tax purposes. Additionally, we identified and valued 99designs intangible assets which include their trade name, designer network, and developed technology.

The fair value of the assets acquired and liabilities assumed was:

	Amount	Weighted Average Useful Life in Years
Tangible assets acquired and liabilities assumed:		
Cash and cash equivalents	\$ 8,603	n/a
Accounts receivable, net	494	n/a
Prepaid expenses and other current assets	787	n/a
Property, plant and equipment, net	73	n/a
Other assets	142	n/a
Accounts payable	(220)	n/a
Accrued expenses	(6,299)	n/a
Deferred revenue	(5,806)	n/a
Other liabilities	(625)	n/a
Identifiable intangible assets:		
Trade name	1,550	2 years
Developed technology	13,400	3 years
Designer network	5,800	7 years
Goodwill	70,792	n/a
Total purchase price	<u>\$ 88,691</u>	n/a

99designs has been included in our consolidated financial statements starting on its acquisition date. The revenue and earnings of 99designs included in our consolidated financial statements for the year ended June 30, 2021 are not material, and therefore no proforma financial information is presented. We used our now amended senior secured credit facility to finance the acquisition. In connection with the acquisition, we incurred \$1,183 in general and administrative expenses during the year ended June 30, 2021, primarily related to legal, financial, and other professional services.

Other Acquisition

On April 23, 2021 we completed a tuck-in acquisition of a fast growing company with an attractive product capability as part of our BuildASign business, acquiring approximately 81% of the company's shares for the total consideration of \$18,535. We recognized the assets, liabilities and noncontrolling interest on the basis of their fair values at the date of the acquisition, resulting in goodwill of \$14,208 which is not deductible for tax purposes. This acquisition will be presented within our All Other Businesses segment. The revenue and earnings included in our consolidated financial statements for the year ended June 30, 2021 are not material. We utilized proceeds from our now amended senior secured credit facility to finance the acquisition.

8. Goodwill and Acquired Intangibles

The carrying amount of goodwill by reportable segment as of June 30, 2021 and June 30, 2020 was as follows:

	Vistaprint	PrintBrothers	The Print Group	All Other Businesses	Total
Balance as of June 30, 2019	\$ 145,961	\$ 124,089	\$ 198,363	\$ 216,033	\$ 718,880
Acquisitions (1)	—	6,879	—	—	6,879
Impairment (2)	—	—	(40,391)	(26,017)	(100,842)
Adjustments (3)	3,919	—	—	(3,919)	—
Effect of currency translation adjustments (4)	966	(1,204)	(2,775)	—	(3,013)
Balance as of June 30, 2020	\$ 150,846	\$ 129,764	\$ 155,197	\$ 186,097	\$ 621,904
Acquisitions (1)	70,792	—	—	14,208	85,000
Effect of currency translation adjustments (4)	3,509	7,543	9,023	—	20,075
Balance as of June 30, 2021	\$ 225,147	\$ 137,307	\$ 164,220	\$ 200,305	\$ 726,979

- (1) In fiscal year 2021, we acquired 99designs, which is included in our Vistaprint reportable segment, and an immaterial acquisition included within our All Other Businesses reportable segment. In fiscal year 2020, we recognized goodwill related to an immaterial acquisition within our PrintBrothers reportable segment. Refer to Note 7 for additional information.
- (2) During the third quarter of fiscal year 2020 we recognized an impairment of goodwill; please refer below for further detail.
- (3) Due to changes in the composition of our reportable segments during the first quarter of fiscal year 2020, we reclassified the goodwill associated with our Vistaprint Corporate Solutions reporting unit from All Other Businesses to our Vistaprint reportable segment.
- (4) Related to goodwill held by subsidiaries whose functional currency is not the U.S. dollar.

Impairment Review

Fiscal Year 2021 Annual Impairment Test

Our goodwill accounting policy establishes an annual goodwill impairment test date of May 31. As described below, we identified triggering events during the third quarter of fiscal year 2021 that required an interim period impairment analysis for three of our reporting units in response to disruptions associated with the prolonged impacts of the COVID-19 pandemic. For our annual impairment assessment, we performed a qualitative test for all nine reporting units with goodwill, which focused on comparing key performance indicators between the pandemic-related financial models used in our quantitative test during the prior year assessment, to the actual performance through our annual test date. For the three reporting units that were tested based on the third quarter triggering event, we evaluated any new information since March 2021 and assessed if any facts and circumstances have changed since that assessment that would provide any indication of impairment, and noted no such indicators.

For each of our remaining six reporting units, we compared our current performance and projections as compared to the prior year models. We assessed key financial metrics as compared to the prior year projections in addition to assessing any changes to long term forecasts versus the prior year. Our goodwill analysis requires significant judgment, including the identification of reporting units and the amount and timing of expected future cash flows. While we believe our assumptions are reasonable, actual results could differ from our projections. Lastly, we considered macroeconomic factors, as well as the headroom between our estimated fair value and carrying value from our prior year impairment analysis. Based on the analysis performed, we concluded that there was no indication of impairment for any of these reporting units.

Q3 Fiscal Year 2021 Triggering Event

During the third quarter of fiscal year 2021, we evaluated whether any triggering events exist across each of our reporting units to determine whether an impairment analysis is necessary. We identified triggering events for our Druck, Easyflyer and Exaprint reporting units, due in part to the reemergence of new pandemic-related lockdowns and restrictions in certain European countries which has resulted in a more prolonged reduction to cash flows when compared to the cash flows forecasted in our most recent impairment analysis that was performed during the third quarter of fiscal 2020.

As required, prior to performing the quantitative goodwill impairment test, we first evaluated the recoverability of long-lived assets as the change in expected long-term cash flows is indicative of a potential impairment. We performed the recoverability test using undiscounted cash flows for the asset groups of all three reporting units and concluded that no impairment of long-lived assets exists.

After performing the long-lived assets recoverability test, we performed a quantitative assessment of goodwill of the three reporting units and compared the carrying value to the estimated fair value. For each reporting unit, the estimated fair value of the reporting unit exceeded the related carrying value and we concluded that no impairment exists. We used the income approach, specifically the discounted cash flow method, to derive the fair value. This approach calculates fair value by estimating the after-tax cash flows attributable to a reporting unit and then discounting the after-tax cash flows to a present value using a risk-adjusted discount rate. We selected this method as being the most meaningful in preparing our goodwill assessment as we believe the income approach most appropriately measures our income producing assets. We considered using the market approach but concluded it was not appropriate in valuing these particular reporting units given the lack of relevant market comparisons available.

The cash flow projections in the fair value analysis are considered Level 3 inputs, and consist of management's estimates of revenue growth rates and operating margins, taking into consideration historical results, as well as industry and market conditions. The discount rate used in the fair value analysis is based on a weighted average cost of capital.

Although some of our businesses are experiencing prolonged impacts from the pandemic that we expect will have a negative impact on near-term cash flows, we believe that these negative impacts are temporary. We did not identify triggering events for the reporting units that are performing better than previously estimated or maintained significant headroom in our most recent analysis.

Fiscal Year 2020

During the third quarter of fiscal year 2020, nearly all of our businesses had experienced significant declines in revenue during the month of March, due to the disruptions associated with the COVID-19 pandemic. As a result, we concluded that a triggering event existed for all ten reporting units with goodwill, which required us to perform an impairment test in the current quarter. We estimated the near-term financial impacts of this economic disruption and utilized different scenarios that evaluate outcomes that would indicate more or less severe demand declines, as well as different time horizons for the post-pandemic recovery period.

For seven of our reporting units, a significant level of headroom existed between the estimated fair value and carrying value of the reporting units at our May 31, 2019 test date, and significant headroom remained after considering the deterioration in cash flow due to COVID-19 or the reporting unit was recently acquired, resulting in no indication of impairment. For three of our reporting units, we identified triggering events that extend beyond the near-term impacts of the pandemic, which include reductions to the long-term profitability outlooks for our Exaprint, National Pen and VIDA reporting units. As a result of the considerations noted, we concluded it was more likely than not that the fair value of each of these three reporting units are below each of their respective carrying amount.

Our goodwill impairment test resulted in impairment charges to our Exaprint reporting unit, included within The Print Group reportable segment, the National Pen reporting unit, and our VIDA reporting unit, included within our All Other Business reportable segment. Based on the goodwill impairment test performed, we recognized the following impairment charges during the three months ended March 31, 2020:

- A partial impairment of the goodwill of our Exaprint reporting unit of \$40,391
- A full impairment of the goodwill of our National Pen reporting unit of \$34,434
- A full impairment of the goodwill of our VIDA reporting unit of \$26,017

Acquired Intangible Assets

	June 30, 2021			June 30, 2020		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Trade name	\$ 152,347	\$ (59,432)	\$ 92,915	\$ 144,168	\$ (45,570)	\$ 98,598
Developed technology	99,905	(71,255)	28,650	84,171	(56,763)	27,408
Customer relationships	199,294	(152,410)	46,884	190,329	(123,857)	66,472
Customer network and other	22,301	(14,431)	7,870	15,847	(11,696)	4,151
Print network	26,182	(15,757)	10,425	24,743	(12,144)	12,599
Total intangible assets	<u>\$ 500,029</u>	<u>\$ (313,285)</u>	<u>\$ 186,744</u>	<u>\$ 459,258</u>	<u>\$ (250,030)</u>	<u>\$ 209,228</u>

Acquired intangible assets amortization expense for the years ended June 30 2021, 2020 and 2019 was \$53,818, \$51,786 and \$53,256 respectively. Estimated intangible assets amortization expense for each of the five succeeding fiscal years and thereafter is as follows:

2022	\$ 50,749
2023	41,425
2024	27,263
2025	15,103
2026	10,827
Thereafter	41,377
	<u>\$ 186,744</u>

9. Other Balance Sheet Components

Accrued expenses included the following:

	June 30, 2021	June 30, 2020
Compensation costs	\$ 73,861	\$ 67,307
Income and indirect taxes	46,074	53,161
Advertising costs (1)	35,093	14,746
Shipping costs	9,401	5,080
Production costs	6,881	7,012
Sales returns	5,636	5,166
Professional fees	4,210	3,452
Interest payable (2)	2,399	8,359
Purchases of property, plant and equipment	1,110	1,685
Other (3)	62,848	44,796
Total accrued expenses	<u>\$ 247,513</u>	<u>\$ 210,764</u>

(1) The increase in advertising costs is primarily due to expanded return thresholds for performance advertising channels in our Vistaprint business as compared to the fourth quarter of fiscal 2020, in addition to investment in upper-funnel advertising.

(2) The decrease in interest payable is due to the redemption of our 12% second lien notes during the fourth quarter of fiscal year 2021. Refer to Note 10 for additional details.

(3) The increase in other accrued expenses is due to an increase in accrued expenses for third-party cloud computing as compared to fiscal year 2020.

Other current liabilities included the following:

	June 30, 2021	June 30, 2020
Current portion of finance lease obligations (1)	\$ 32,314	\$ 8,055
Short-term derivative liabilities	20,530	3,521
Other (2)	50,671	1,692
Total other current liabilities	\$ 103,515	\$ 13,268

(1) The current portion of finance lease obligations as of June 30, 2021, increased by \$23,959 as compared to the prior year due to the change in classification of one of our leased facilities from an operating lease to a finance lease due to our intention to exercise the existing purchase option. Refer to Note 16 for further details.

(2) The increase in other current liabilities is driven by the deferred payment related to the 99designs acquisition totaling \$44,423 due in February 2022. Refer to Note 7 for additional details.

Other liabilities included the following:

	June 30, 2021	June 30, 2020
Long-term finance lease obligations	\$ 18,528	\$ 18,617
Long-term derivative liabilities	41,074	51,800
Other	36,808	17,770
Total other liabilities	\$ 96,410	\$ 88,187

10. Debt

	June 30, 2021	June 30, 2020
7.0% Senior notes due 2026	\$ 600,000	\$ 600,000
Senior secured credit facility	1,152,021	570,483
12.0% Senior secured notes due 2025	—	300,000
Other	12,835	11,694
Debt issuance costs and debt premiums (discounts)	(22,450)	(48,587)
Total debt outstanding, net	1,742,406	1,433,590
Less: short-term debt (1)	9,895	17,933
Long-term debt	\$ 1,732,511	\$ 1,415,657

(1) Balances as of June 30, 2021 and June 30, 2020 are inclusive of short-term debt issuance costs, debt premiums and discounts of \$3,435 and \$10,362, respectively.

Our Debt

Our various debt arrangements described below contain customary representations, warranties and events of default. As of June 30, 2021, we were in compliance with all covenants under the Restated Credit Agreement and the indenture governing our 2026 Notes.

Senior Secured Credit Facility

On May 17, 2021, we entered into an amended and restated senior secured credit agreement ("Restated Credit Agreement") consisting of the following:

- A senior secured Term Loan B with a maturity date of May 17, 2028 (the "Term Loan B"), consisting of:
 - a \$795,000 tranche that bears interest at LIBOR (with a LIBOR floor of 0.50%) plus 3.50%, and
 - a €300,000 EUR tranche that bears interest at EURIBOR (with a EURIBOR floor of 0%) plus 3.50%; and
- A \$250,000 senior secured revolving credit facility with a maturity date of May 17, 2026 (the "Revolving Credit Facility"). Borrowings under the Revolving Credit Facility bear interest at LIBOR (with a LIBOR floor

of 0%) plus 2.50% to 3.00% depending on the Company's First Lien Leverage Ratio, a net leverage calculation, as defined in the Restated Credit Agreement.

We utilized the proceeds from the Term Loan B to redeem all of the \$300,000 principal of our Second Lien Notes and to repay amounts under our previous credit facility including the \$150,000 Term Loan A and amounts drawn under our revolving credit facility due in 2024.

The Restated Credit Agreement contains covenants that restrict or limit certain activities and transactions by Cimpress and our subsidiaries, including, but not limited to, the incurrence of additional indebtedness and liens; certain fundamental organizational changes; asset sales; certain intercompany activities; and certain investments and restricted payments, including purchases of the Company's ordinary shares and payment of dividends. In addition, if any loans made under the Revolving Credit Facility are outstanding on the last day of any fiscal quarter, then we are subject to a financial maintenance covenant that the First Lien Leverage Ratio calculated as of the last day of such quarter does not exceed 3.25 to 1.00.

As of June 30, 2021, we have borrowings under the Restated Credit Agreement of \$1,152,021 consisting of the Term Loan B, which amortizes over the loan period, with a final maturity date of May 17, 2028. We have no outstanding borrowings under our Revolving Credit Facility as of June 30, 2021.

As of June 30, 2021, the weighted-average interest rate on outstanding borrowings under the Restated Credit Agreement was 4.66%, inclusive of interest rate swap rates. We are also required to pay a commitment fee on unused balances of 0.35% to 0.45% depending on our First Lien Leverage Ratio. We have pledged the assets and/or share capital of a number of our subsidiaries as collateral for our debt as of June 30, 2021.

Second Lien Notes and Warrants

We utilized the proceeds from our Restated Credit Agreement to pay down the \$300,000 in aggregate principal of 12% Senior Secured Notes due 2025 (the "Second Lien Notes"). The warrants we issued in conjunction with the Second Lien Notes are detachable and therefore will remain. The 7-year warrants allow the holders to purchase 1,055,377 ordinary shares of Cimpress, representing approximately 3.875% of our outstanding diluted ordinary shares at the time of issuance. Refer to Note 11 for additional details.

Senior Unsecured Notes

We have issued \$600,000 in aggregate principal of 7.0% Senior Notes due 2026 (the "2026 Notes"), which are unsecured. At any time on or after June 15, 2021, we may redeem some or all of the 2026 Notes at the redemption prices specified in the indenture that governs the 2026 Notes, plus accrued and unpaid interest to, but not including, the redemption date. As of June 30, 2021, we have not redeemed any of the 2026 Notes.

Debt Issuance Costs

During the years ended June 30 2021 and 2020, we capitalized debt issuance costs related to the Restated Credit Agreement, issuance of additional 2026 Notes, and issuance of Second Lien Notes of \$12,200 and \$23,208, respectively.

Amortization expense and the write-off of costs related to debt amendments and modifications are included in interest expense, net in the consolidated statements of operations and amortized over the term of the related instrument. For the years ended June 30, 2021, 2020 and 2019, we amortized \$5,757, \$3,240, and \$2,367, respectively. We wrote off \$17,072 in unamortized debt issuance costs related to the former credit facility and Second Lien Notes which are recognized in loss on extinguishment of debt. As part of the transaction we capitalized \$10,560 of third-party and lender fees associated with the issuance of the Term Loan B which will be amortized over the seven year term of the loan and \$313 of fees associated with the modification of the revolver, due to the reduction in commitment, which will be amortized over the five year term of the revolver.

Unamortized debt issuance costs and debt premiums (discounts) were \$22,450 and \$48,587 as of June 30, 2021 and 2020, respectively.

Loss on Extinguishment

Due to our entering into the Restated Credit Agreement in May 2021 and redemption of our Second Lien Notes, we recorded a loss on extinguishment of \$48,343 which was presented separately in the consolidated statements of operations as part of loss on early extinguishment of debt. This includes a loss of \$39,400 for the redemption of our Second Lien Notes, which was impacted by a lower carrying value due in part to the allocation of value to the warrants which remain outstanding, as well as the early redemption fee of \$9,000 that was paid upon redemption.

Other Debt

Other debt consists primarily of term loans acquired through our various acquisitions or used to fund certain capital investments. As of June 30, 2021 and June 30, 2020, we had \$12,835 and \$11,694, respectively, outstanding for those obligations that are payable through January 2026.

11. Shareholders' Equity (Deficit)

Treasury shares

On November 25, 2019, we announced that our Board had approved a new share repurchase program under which we may repurchase up to 5,500,000 of our issued and outstanding ordinary shares on the open market (including block trades), through privately negotiated transactions, or in one or more self-tender offers. This repurchase program expired on May 22, 2021, and during the year ended June 30, 2021 we did not repurchase any shares under this program.

Warrants

In conjunction with our issuance of the Second Lien Notes in fiscal year 2020, we also issued 7-year warrants, to purchase 1,055,377 ordinary shares of Cimpres, representing approximately 3.875% of our outstanding diluted ordinary shares. The warrants are accounted for as equity, as they are redeemable only in our own shares, with an exercise price of \$60 per share. The warrants may be exercised by cash payment or through cashless exercise by the surrender of warrant shares having a value equal to the exercise price of the portion of the warrant being exercised.

The fair value used for the warrants in this allocation was calculated using the Monte Carlo valuation model. The valuation of the notes and warrants resulted in a carrying value allocated to the warrants of \$22,432, which, in addition to being accounted for as an equity instrument recorded in additional paid in capital, was included as a discount to the Second Lien Notes. As of June 30, 2021 the warrants remain outstanding.

Share-based awards

On November 25, 2020, our shareholders approved our 2020 Equity Incentive Plan, or the 2020 Plan. Upon approval, we ceased granting any new awards under any of our prior equity plans that had shares available for future grant, consisting of our 2016 Performance Equity Plan, 2011 Equity Incentive Plan, and 2005 Non-Employee Directors' Share Option Plan. We will make future equity awards under the 2020 Plan. The maximum number of ordinary shares to be issued under the 2020 Plan is 3,500,000 plus an additional number of ordinary shares equal to the number of PSUs currently outstanding under the 2016 Performance Equity Plan that expire, terminate or are otherwise surrendered, canceled or forfeited. The 2020 Plan allows us to grant share options, share appreciation rights, restricted shares, restricted share units, other share-based awards, and dividend equivalent rights to our employees, officers, non-employee directors, consultants, and advisors.

As noted above, all future awards will be granted under our 2020 Plan. Our 2016 Performance Equity Plan previously allowed us to grant PSUs to our employees, officers, non-employee directors, consultants, and advisors. The 2011 Equity Incentive Plan previously allowed us to grant share options, share appreciation rights, restricted shares, restricted share units and other awards based on our ordinary shares to our employees, officers, non-employee directors, consultants and advisors. Our 2005 Non-Employee Directors' Share Option Plan previously allowed us to grant share options to our non-employee directors upon initial appointment as a director and annually thereafter in connection with our annual general meeting of shareholders if they continued to serve as a director at such time.

As of June 30, 2021, 2,710,926 ordinary shares were available for future awards under our 2020 Plan. For PSUs, we assumed that we would issue ordinary shares equal to 250% of the outstanding PSUs, which is the maximum potential share issuance. Treasury shares have historically been used in fulfillment of our share-based awards.

Performance share units

PSU awards entitle the recipient to receive Cimpres ordinary shares between 0% and 250% of the number of units, based upon continued service to Cimpres and the achievement of a compounded annual growth rate target based on Cimpres' three-year moving average share price. Awards with a grant date prior to fiscal year 2020 and all awards granted to our Chief Executive Officer and Board of Directors will be assessed annually in years 6 - 10 following the grant date and awards with a grant date in or after fiscal year 2020 (other than to the CEO and Board) will be assessed annually in years 4 - 8 following the grant date. The fair value of the PSUs is based on a Monte Carlo simulation, and the resulting expense is recognized on an accelerated basis over the requisite service period.

A summary of our PSU activity and related information for the fiscal year ended June 30, 2021 is as follows:

	PSUs	Weighted-Average Grant Date Fair Value	Aggregate Intrinsic Value
Outstanding at the beginning of the period	1,034,197	\$ 133.89	
Granted	228,132	129.25	
Vested and distributed	—	—	
Forfeited	(103,613)	117.40	
Outstanding at the end of the period	<u>1,158,716</u>	\$ 134.45	\$ 125,616

The weighted average fair value of PSUs granted during the fiscal years ended June 30, 2021, 2020, and 2019 was \$129.25, \$142.90, and \$176.16, respectively. The total intrinsic value of PSUs outstanding at the fiscal years ended June 30, 2021, 2020, and 2019 was \$125,616, \$78,951 and \$74,688, respectively. As of June 30, 2021 the number of shares subject to PSUs included in the table above assumes the issuance of one share for each PSU, but based on actual performance that amount delivered can range from zero shares to a maximum of 2,896,790 shares.

Restricted share units

The fair value of an RSU award is equal to the fair market value of our ordinary shares on the date of grant and the expense is recognized on a straight-line basis over the requisite service period. RSUs generally vest over 4 years.

A summary of our RSU activity and related information for the fiscal year ended June 30, 2021 is as follows:

	RSUs	Weighted-Average Grant Date Fair Value	Aggregate Intrinsic Value
Unvested at the beginning of the period	177,233	\$ 47.06	
Granted	453,916	93.64	
Vested and distributed	(180,494)	47.92	
Forfeited	(16,266)	96.03	
Unvested at the end of the period	<u>434,389</u>	\$ 93.54	\$ 47,092

The weighted average fair value of RSUs granted during the fiscal years ended June 30, 2021 and 2020 was \$93.64 and \$46.94, respectively. We did not grant any RSUs during the year ended June 30, 2019. The total intrinsic value of RSUs vested during the fiscal years ended June 30, 2021, 2020, 2019 was \$17,231, \$1,905 and \$6,749, respectively.

Share options

We have previously granted options to purchase ordinary shares at prices that are at least equal to the fair market value of the shares on the date the option is granted and have a contractual term of approximately eight to ten years. Options generally vested over 3 years for non-employee directors and over 4 years for employees.

The fair value of each option award subject only to service period vesting is estimated on the date of grant using the Black-Scholes option pricing model and is recognized as expense on a straight-line basis over the requisite service period. Use of a valuation model requires management to make certain assumptions with respect to inputs. The expected volatility assumption is based upon historical volatility of our share price. The expected term assumption is based on the contractual and vesting term of the option and historical experience. The risk-free interest rate is based on the U.S. Treasury yield curve with a maturity equal to the expected life assumed at the grant date. We value share options with a market condition using a lattice model with compensation expense recorded on an accelerated basis over the requisite service period.

We did not grant any share options in fiscal year 2021. A summary of our share option activity and related information for the year ended June 30, 2021 is as follows:

	Shares Pursuant to Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Outstanding at the beginning of the period	110,538	\$ 55.27	1.0	
Granted	—	—		
Exercised	(105,240)	54.02		
Forfeited/expired	—	—		
Outstanding at the end of the period	<u>5,298</u>	80.01	3.8	\$ 150
Exercisable at the end of the period	5,298	\$ 80.01	3.8	\$ 150

The intrinsic value in the table above represents the total pre-tax amount, net of exercise price, which would have been received if all option holders exercised in-the-money options on June 30, 2021. The total intrinsic value of options exercised during the fiscal years ended June 30, 2021, 2020, and 2019 was \$5,460, \$92,582 and \$12,498, respectively.

Share-based compensation

Total share-based compensation costs were \$37,034, \$34,874 and \$21,716 for the years ended June 30, 2021, 2020, and 2019, respectively, and we elected to recognize the impact of forfeitures as they occur. Share-based compensation costs capitalized as part of software and website development costs were \$1,338, \$1,157 and \$1,141 for the years ended June 30 2021, 2020, and 2019, respectively. As of June 30, 2021, there was \$61,127 of total unrecognized compensation cost related to non-vested, share-based compensation arrangements. This cost is expected to be recognized over a weighted average period of 2.5 years.

12. Employees' Savings Plans

Defined contribution plans

We maintain certain government-mandated and defined contribution plans throughout the world. Our most significant defined contribution retirement plans are in the U.S. and comply with Section 401(k) of the Internal Revenue Code. We offer eligible employees in the U.S. the opportunity to participate in one of these plans and match most employees' eligible contributions at various rates subject to service vesting as specified in each of the related plan documents. This matching program was temporarily suspended from March 2020 through December 31, 2020 and was reinstated on January 1, 2021.

We expensed \$12,228, \$10,710 and \$11,401 for our government-mandated and defined contribution plans in the years ended June 30, 2021, 2020 and 2019, respectively.

Defined benefit plan

We currently have a defined benefit plan that covers substantially all of our employees in Switzerland. Our Swiss plan is a government-mandated retirement fund with benefits generally earned based on years of service and compensation during active employment; however, the level of benefits varies within the plan. Eligibility is determined in accordance with local statutory requirements. Under this plan, both we and certain of our employees with annual earnings in excess of government determined amounts are required to make contributions into a fund managed by an independent investment fiduciary. Employer contributions must be in an amount at least equal to the employee's contribution. Minimum employee contributions are based on the respective employee's age, salary, and gender. As of June 30 2021 and 2020, the plan had an unfunded net pension obligation of approximately \$2,883, and \$2,743, respectively, and plan assets which totaled approximately \$4,128 and \$3,403, respectively. For the years ended June 30, 2021, 2020 and 2019 we recognized expense totaling \$667, \$399 and \$424, respectively, related to our Swiss plan.

13. Income Taxes

The following is a summary of our income (loss) before income taxes by geography:

	Year Ended June 30,		
	2021	2020	2019
U.S.	\$ 2,546	\$ (58,765)	\$ (10,879)
Non-U.S.	(58,582)	61,768	137,791
Total	<u>\$ (56,036)</u>	<u>\$ 3,003</u>	<u>\$ 126,912</u>

The components of the provision (benefit) for income taxes are as follows:

	Year Ended June 30,		
	2021	2020	2019
Current:			
U.S. Federal	\$ (93)	\$ (16,269)	\$ 84
U.S. State	546	213	1,130
Non-U.S.	28,205	22,361	26,862
Total current	<u>28,658</u>	<u>6,305</u>	<u>28,076</u>
Deferred:			
U.S. Federal	(1,573)	12,980	(1,347)
U.S. State	(31)	3,213	(183)
Non-U.S.	(8,151)	(103,490)	6,886
Total deferred	<u>(9,755)</u>	<u>(87,297)</u>	<u>5,356</u>
Total	<u>\$ 18,903</u>	<u>\$ (80,992)</u>	<u>\$ 33,432</u>

The following is a reconciliation of the standard U.S. federal statutory tax rate and our effective tax rate:

	Year Ended June 30,		
	2021	2020	2019
U.S. federal statutory income tax rate	21.0 %	21.0 %	21.0 %
State taxes, net of federal effect	3.6	(130.1)	(1.0)
Tax rate differential on non-U.S. earnings	(21.8)	(408.4)	(7.2)
Swiss tax reform	—	(3,779.0)	—
Compensation related items	0.2	(420.7)	0.7
U.S. tax reform	—	(372.6)	3.7
Goodwill impairment	—	759.1	2.0
Change in valuation allowance	(30.8)	1,277.5	(1.7)
Irish foreign tax credit	10.0	262.3	(19.1)
Tax on repatriated earnings	(4.4)	154.1	8.0
Gain/loss on sale of subsidiary	—	(189.2)	—
Notional interest deduction (Italy)	1.6	(47.9)	(0.8)
Patent box (Italy)	—	(24.2)	(3.4)
Tax credits and incentives	4.0	(88.3)	(3.6)
Non-US tax rate changes	1.4	81.7	0.1
Business and withholding taxes	(0.4)	28.7	0.8
Uncertain tax positions	(1.1)	28.8	(0.1)
Nondeductible interest expense	(19.4)	157.4	1.3
Other non-deductible expenses	0.6	47.5	1.5
Tax on unremitted earnings	(1.0)	31.4	8.0
Change in tax residence	—	—	20.5
Changes to variable interest entities	—	—	(2.5)
Changes to derivative instruments	1.8	—	4.5
Other	1.0	(86.1)	(6.4)
Effective income tax rate	<u>(33.7)%</u>	<u>(2,697.0)%</u>	<u>26.3 %</u>

For the year ended June 30, 2021, our effective tax rate was below our U.S. federal statutory tax rate primarily due to non-deductible interest expense and losses in certain jurisdictions for which we cannot recognize a tax benefit. The jurisdictions that have the most significant impact to our non-U.S. tax provision include Australia, Canada, France, Germany, India, Ireland, Italy, the Netherlands, Spain and Switzerland. The applicable tax rates in these jurisdictions range from 10% to 30%. The total tax rate benefit from operating in non-U.S. jurisdictions is included in the line “Tax rate differential on non-U.S. earnings” in the above tax rate reconciliation table.

For the year ended June 30, 2021, our effective tax rate was (33.7)% as compared to the prior year effective tax rate of (2,697.0)%. The increase in our effective tax rate as compared to the prior year is primarily due to Swiss Tax Reform benefits of \$113,482 in the year ended June 30, 2020. Also, in addition to decreased pre-tax profits and a less favorable mix of earnings year over year, we recognized tax benefits of \$2,143 related to excess tax benefits from share based compensation, as compared to \$15,705 in fiscal year 2020. During the year ended June 30, 2021 we recognized a tax benefit of \$6,700 for the release of our valuation allowance in India as a result of increased profitability. Additionally in fiscal year 2020, we recognized tax benefits of \$11,188 for the re-measurement of U.S. tax losses that were carried back to tax years with higher U.S. federal tax rates under the US CARES Act and tax expense of \$41,900 to record a full valuation allowance against our U.S. deferred tax assets and a portion for our Irish deferred tax assets. The change in judgment to no longer recognize the deferred tax assets was driven by decreased profits due to impacts of the COVID-19 pandemic and goodwill impairments. Our fiscal year 2020 effective tax rate was lower than fiscal year 2019 primarily due to Swiss Tax Reform.

On October 25, 2019, the canton of Zurich enacted tax law changes by publishing the results of its referendum to adopt the Federal Act on Tax Reform and AHV Financing (TRAF), which we refer to as Swiss Tax Reform. Swiss Tax Reform was effective as of January 1, 2020 and included the abolishment of various favorable

federal and cantonal tax regimes. Swiss Tax Reform provided transitional relief measures for companies that lost the tax benefit of a ruling, including a "step-up" for amortizable goodwill, equal to the amount of future tax benefit they would have received under their existing ruling, subject to certain limitations. We recognized a tax benefit of \$113,482 to establish new Swiss deferred tax assets related to transitional relief measures and to remeasure our existing Swiss deferred tax assets and liabilities. We do not expect to realize the majority of this benefit until fiscal year 2025 through fiscal year 2030.

Significant components of our deferred income tax assets and liabilities consisted of the following at June 30, 2021 and 2020:

	June 30, 2021	June 30, 2020
Deferred tax assets:		
Swiss tax reform amortizable goodwill	\$ 124,372	\$ 127,965
Net operating loss carryforwards	73,534	62,374
Leases	31,363	33,078
Depreciation and amortization	9,136	4,308
Accrued expenses	9,538	6,253
Share-based compensation	11,192	9,482
Credit and other carryforwards	39,109	29,216
Derivative financial instruments	8,226	6,739
Other	5,774	7,551
Subtotal	312,244	286,966
Valuation allowance	(113,917)	(91,575)
Total deferred tax assets	198,327	195,391
Deferred tax liabilities:		
Depreciation and amortization	(28,187)	(41,017)
Leases	(24,920)	(30,433)
Investment in flow-through entity	(5,003)	(3,550)
Tax on unremitted earnings	(6,877)	(6,203)
Italy tax suspension reserve	(4,528)	—
Other	(6,627)	(4,502)
Total deferred tax liabilities	(76,142)	(85,705)
Net deferred tax assets	\$ 122,185	\$ 109,686

In assessing the realizability of deferred tax assets, we consider whether it is more likely than not that some or all of the deferred tax assets will not be realized. The increase in the valuation allowance from the prior year relates primarily to losses in certain jurisdictions (mainly the United States, Ireland, Brazil, China, Japan and France) for which management has determined we cannot recognize the related deferred tax assets based on trailing three-year pre-tax profit or loss adjusted for permanent book versus tax differences. Also, Cimpres plc generated \$5,587 of Irish foreign tax credit carryforwards which do not expire, but for which management has determined it is more likely than not that these will not be utilized upon future repatriation. Other increases in our valuation allowance include increased U.S. research and development credits of \$3,209 and acquired net operating losses of \$5,424. The increase in valuation allowance was offset by the release of Indian valuation allowance of \$6,700.

We have recorded a full valuation allowance against \$8,226 of deferred tax asset related to derivative financial instruments for which management has determined that it is more likely than not that the deferred tax asset will not be recognized in the foreseeable future. The impact of this deferred tax asset and associated valuation allowance has been recorded in accumulated other comprehensive loss on the balance sheet. Additionally, we have recorded valuation allowances of \$25,389 and \$3,805 against deferred tax assets related to U.S. research and development credits and U.S. capital loss carryforwards, respectively, for which management has determined that it is more likely than not that these will not be utilized within the applicable carryforward periods available under local law.

We have not recorded a valuation allowance against \$14,235 of deferred tax asset associated with prior year tax losses generated in Switzerland. Management believes there is sufficient positive evidence in the form of historical and future projected profitability to conclude that it is more likely than not that all of the losses in Switzerland will be utilized against future taxable profits within the available carryforward period. Our assessments are reliant on the attainment of our future operating profit goals. Failure to achieve these operating profit goals may change our assessment of these deferred tax assets, and such change would result in additional valuation allowance and an increase in income tax expense to be recorded in the period of the change in assessment. We will continue to review our forecasts and profitability trends on a quarterly basis.

Based on the weight of available evidence at June 30, 2021, management believes that it is more likely than not that all other net deferred tax assets will be realized in the foreseeable future. We will continue to assess the realization of the deferred tax assets based on operating results on a quarterly basis.

A reconciliation of the beginning and ending amount of the valuation allowance for the year ended June 30, 2021 is as follows:

Balance at June 30, 2020	\$ 91,575
Charges to earnings (1)	17,214
Charges to other accounts (2)	5,128
Balance at June 30, 2021	<u>\$ 113,917</u>

(1) Amount is primarily related to increased U.S. and non-U.S. net operating losses, increased U.S. research and development credits, increased Irish foreign tax credits, and release of India valuation allowance.

(2) Amount is primarily related to increase in deferred tax assets on non-U.S. net operating losses due to currency exchange rate changes, acquired net operating losses recorded in purchase accounting, and unrealized losses on derivative financial instruments included in Accumulated Other Comprehensive Loss.

As of June 30, 2021, we had gross U.S. federal and apportioned state net operating losses of \$12,124 and \$25,179, respectively, that expire on various dates from fiscal year 2024 through fiscal year 2041 or with unlimited carryforward. We also had gross non-U.S. net operating loss carryforwards of \$422,072, a significant amount of which begin to expire in fiscal year 2024, with the remaining amounts expiring on various dates from fiscal year 2022 through fiscal year 2030 or with unlimited carryforward. In addition, we had \$30,693 of tax credit carryforwards primarily related to U.S. federal and state research and development credits, which expire on various dates beginning in fiscal year 2031 or with unlimited carryforward. We also had \$18,118, \$7,934 and \$3,291 of U.S. federal, apportioned state, and non-U.S. capital loss carryforwards, respectively. The U.S. capital losses expire in fiscal year 2025 and the non-U.S. capital losses have unlimited carryforward. Lastly, we had \$8,030 of Irish foreign tax credits with unlimited carryforward. The benefits of these carryforwards are dependent upon the generation of taxable income in the jurisdictions where they arose.

We consider the following factors, among others, in evaluating our plans for indefinite reinvestment of our subsidiaries' earnings: (i) the forecasts, budgets and financial requirements of both our parent company and its subsidiaries, both for the long term and for the short term; (ii) the ability of Cimpress plc to fund its operations and obligations with earnings from other businesses within the global group without incurring substantial tax costs; and (iii) the tax consequences of any decision to reinvest earnings of any subsidiary. As of June 30, 2021, no tax provision has been made for \$43,401 of undistributed earnings of certain of our subsidiaries as these earnings are considered indefinitely reinvested. If, in the future, we decide to repatriate the undistributed earnings from these subsidiaries in the form of dividends or otherwise, we could be subject to withholding taxes payable in the range of \$10,000 to \$11,000 at that time. A cumulative deferred tax liability of \$6,877 has been recorded attributable to undistributed earnings that we have deemed are not indefinitely reinvested. The remaining undistributed earnings of our subsidiaries are not deemed to be indefinitely reinvested and can be repatriated with no tax cost. Accordingly, there has been no provision for income or withholding taxes on these earnings.

We currently benefit from various income tax holidays in certain jurisdictions. The tax holidays expire on various dates through August 2022. When the tax holidays expire, we will be subject to tax at rates ranging from 15% to 30%. As a result of the tax holidays, our net income was higher by \$181 for fiscal year 2021.

A reconciliation of the gross beginning and ending amount of unrecognized tax benefits is as follows:

Balance June 30, 2018	\$ 4,705
Additions based on tax positions related to the current tax year	702
Additions based on tax positions related to prior tax years	201
Reductions based on tax positions related to prior tax years	(117)
Reductions due to lapse of statute of limitations	(763)
Cumulative translation adjustment	(7)
Balance June 30, 2019	4,721
Additions based on tax positions related to the current tax year	586
Additions based on tax positions related to prior tax years	769
Reductions based on tax positions related to prior tax years	(102)
Reductions due to audit settlements	(52)
Reductions due to lapse of statute of limitations	(71)
Cumulative translation adjustment	(4)
Balance June 30, 2020	5,847
Additions based on tax positions related to the current tax year	1,428
Additions based on tax positions related to prior tax years	7,448
Reductions based on tax positions related to prior tax years	(51)
Reductions due to audit settlements	(83)
Reductions due to lapse of statute of limitations	(229)
Cumulative translation adjustment	19
Balance June 30, 2021	<u>\$ 14,379</u>

For the year ended June 30, 2021, the amount of unrecognized tax benefits (exclusive of interest) that, if recognized, would impact the effective tax rate is \$1,307. We recognize interest and, if applicable, penalties related to unrecognized tax benefits in income tax expense. The accrued interest and penalties recognized as of June 30, 2021, 2020 and 2019 were \$1,014, \$384 and \$515, respectively. It is reasonably possible that a further change in unrecognized tax benefits in the range of \$300 to \$310 may occur within the next twelve months related to the settlement of one or more audits or the lapse of applicable statutes of limitations. We believe we have appropriately provided for all tax uncertainties.

We conduct business in a number of tax jurisdictions and, as such, are required to file income tax returns in multiple jurisdictions globally. The years 2014 through 2020 remain open for examination by the United States Internal Revenue Service ("IRS") and the years 2015 through 2020 remain open for examination in the various states and non-US tax jurisdictions in which we file tax returns.

We are currently under income tax audit in certain jurisdictions globally. We believe that our income tax reserves are adequately maintained taking into consideration both the technical merits of our tax return positions and ongoing developments in our income tax audits. However, the final determination of our tax return positions, if audited, is uncertain and therefore there is a possibility that final resolution of these matters could have a material impact on our results of operations or cash flows.

14. Noncontrolling Interest

For some of our subsidiaries, we own a controlling equity stake, and a third party or key member of the business' management team owns a minority portion of the equity. The balance sheet and operating activity of these entities are included in our consolidated financial statements and we adjust the net income in our consolidated statement of operations to exclude the noncontrolling interests' proportionate share of results. We present the proportionate share of equity attributable to the redeemable noncontrolling interests as temporary equity within our consolidated balance sheet and the proportionate share of noncontrolling interests not subject to a redemption provision that is outside of our control as equity. We recognize redeemable noncontrolling interests at fair value on the sale or acquisition date and adjust to the redemption value on a periodic basis with the offset to retained earnings in the consolidated balance sheet. If the formulaic redemption value exceeds the fair value of the noncontrolling interest, then the accretion to redemption value is offset to the net (income) loss attributable to noncontrolling interest in our consolidated statement of operations.

Redeemable Noncontrolling Interests

PrintBrothers

Members of the PrintBrothers management team hold a minority equity interest ranging from 11% to 12% in each of the three businesses within the segment. The put options associated with the redeemable noncontrolling interest are exercisable beginning in 2021, while the associated call options become exercisable in 2026. During the second quarter of fiscal year 2021, we repurchased equity interests ranging from 0.56% to 1.15% in each of the three businesses for a total of \$5,063. During the year ended June 30, 2021, the redemption value of a PrintBrothers business increased above the carrying value due to growth in the fourth quarter of fiscal year 2021 as we've lapped the earliest periods that were more negatively impacted by the pandemic, resulting in an adjustment to the redeemable noncontrolling interest of \$2,035, which was recognized as an adjustment to retained earnings.

All Other Businesses

On October 1, 2018, we acquired approximately 99% of the outstanding equity interests of BuildASign LLC. The remaining 1% is considered a redeemable noncontrolling equity interest, as it is redeemable for cash based on future financial results through put and call rights and not solely within our control. During the year ended June 30, 2021, the redemption value increased above the carrying value due to continued strong financial performance, resulting in an adjustment to the redeemable noncontrolling interest of \$1,072, which was recognized as an adjustment to retained earnings.

On April 23, 2021, we acquired 81% of the outstanding equity interests of a US-based company that provides supply chain expertise and sells into a growing product category. The remaining 19% is considered a redeemable noncontrolling equity interest as it is redeemable for cash based on future financial results through put and call rights and not solely within our control. On the acquisition date, we recognized the redeemable noncontrolling interest at fair value of \$4,370. As of June 30, 2021, the redemption value was less than the carrying value, and therefore no adjustment was required. Refer to Note 7 for additional details.

The following table presents the reconciliation of changes in our redeemable noncontrolling interests:

	Redeemable noncontrolling interests
Balance as of June 30, 2019	\$ 63,182
Acquisition of noncontrolling interest (1)	3,995
Accretion to redemption value recognized in retained earnings (2)	5,493
Net income attributable to noncontrolling interest	630
Distribution to noncontrolling interest (3)	(3,955)
Foreign currency translation	(239)
Balance as of June 30, 2020	69,106
Acquisition of noncontrolling interest (1)	4,370
Accretion to redemption value recognized in retained earnings (2)	3,049
Net income attributable to noncontrolling interest	2,772
Distribution to noncontrolling interest (3)	(4,746)
Purchase of noncontrolling interest	(5,063)
Foreign currency translation	1,632
Balance as of June 30, 2021	<u>\$ 71,120</u>

- (1) During fiscal year 2020, we acquired majority equity interests related to two immaterial businesses within our PrintBrothers reportable segment and in fiscal year 2021, we acquired the majority equity interest in an immaterial business within our All Other reportable segment.
- (2) Accretion of redeemable noncontrolling interests to redemption value recognized in retained earnings is the result of the redemption amount estimated to be greater than carrying value but less than fair value. Refer above for additional details.
- (3) Distributions to noncontrolling interests include contractually required profit sharing payments made annually to the minority interest holders in one of the PrintBrothers businesses.

15. Segment Information

Our operating segments are based upon the manner in which our operations are managed and the availability of separate financial information reported internally to the Chief Executive Officer, who is our Chief Operating Decision Maker (“CODM”) for purposes of making decisions about how to allocate resources and assess performance.

As of June 30, 2021, we have numerous operating segments under our management reporting structure which are reported in the following five reportable segments:

- *Vistaprint* - Includes the operations of our global Vistaprint websites and our Webs-branded business, which is managed with the Vistaprint-branded digital business. Also included is our Vistaprint Corporate Solutions business which serves medium-sized businesses and large corporations, our 99designs business which was acquired on October 1, 2020, as well as a legacy revenue stream with retail partners and franchise businesses.
- *PrintBrothers* - Includes the results of our druck.at, Printdeal, and WIRmachenDRUCK businesses.
- *The Print Group* - Includes the results of our Easyflyer, Exaprint, Pixartprinting, and Tradeprint businesses.
- *National Pen* - Includes the global operations of our National Pen business, which manufactures and markets custom writing instruments and promotional products, apparel and gifts.
- *All Other Businesses* - Includes a collection of businesses grouped together based on materiality. With the exception of BuildASign, which is a larger and profitable business, the All Other Businesses reportable segment consists of two smaller businesses that we continue to manage at a relatively modest operating loss and the addition of a newly acquired company that provides supply chain expertise and sells into a growing product category.

- BuildASign is an internet-based provider of canvas-print wall décor, business signage and other large-format printed products, based in Austin, Texas. In the fourth quarter of fiscal year 2021, we closed a small acquisition under BuildASign in a new product category.
- Printi is an online printing leader in Brazil, which offers a superior customer experience with transparent and attractive pricing, reliable service and quality.
- YSD is a startup operation that provides end-to-end mass customization solutions to brands and intellectual property owners in China, supporting multiple channels including retail stores, websites, WeChat and e-commerce platforms to enhance brand awareness and competitiveness and develop new markets.

Central and corporate costs consist primarily of the team of software engineers that is building our mass customization platform; shared service organizations such as global procurement; technology services such as hosting and security; administrative costs of our Cimpress India offices where numerous Cimpress businesses have dedicated business-specific team members; and corporate functions including our Board of Directors, CEO, and the team members necessary for managing corporate activities, such as treasury, tax, capital allocation, financial consolidation, internal audit and legal. These costs also include certain unallocated share-based compensation costs.

The expense value of our PSU awards is based on a Monte Carlo fair value analysis and is required to be expensed on an accelerated basis. In order to ensure comparability in measuring our businesses' results, we allocate the straight-line portion of the fixed grant value to our businesses. Any expense in excess of the amount as a result of the fair value measurement of the PSUs and the accelerated expense profile of the awards is recognized within central and corporate costs.

Our definition of segment EBITDA is GAAP operating income excluding certain items, such as depreciation and amortization, expense recognized for contingent earn-out related charges including the changes in fair value of contingent consideration and compensation expense related to cash-based earn-out mechanisms dependent upon continued employment, share-based compensation related to investment consideration, certain impairment expense, and restructuring charges. We include insurance proceeds that are not recognized within operating income. We do not allocate non-operating income, including realized gains and losses on currency hedges, to our segment results.

Our balance sheet information is not presented to the CODM on an allocated basis, and therefore we do not present asset information by segment. We do present other segment information to the CODM, which includes purchases of property, plant and equipment and capitalization of software and website development costs, and therefore include that information in the tables below.

Revenue by segment is based on the business-specific websites or sales channel through which the customer's order was transacted. The following tables set forth revenue by reportable segment, as well as disaggregation of revenue by major geographic region and reportable segment.

	Year Ended June 30,		
	2021	2020	2019
Revenue:			
Vistaprint	\$ 1,444,807	\$ 1,337,291	\$ 1,508,322
PrintBrothers	421,766	417,921	443,987
The Print Group	275,534	275,214	325,872
National Pen	313,528	299,474	348,409
All Other Businesses	192,038	173,789	136,202
Total segment revenue	2,647,673	2,503,689	2,762,792
Inter-segment eliminations (1)	(55,160)	(22,331)	(11,716)
Total consolidated revenue	<u>\$ 2,592,513</u>	<u>\$ 2,481,358</u>	<u>\$ 2,751,076</u>

(1) Refer to the "Revenue by Geographic Region" tables below for detail of the inter-segment revenue within each respective segment.

	Year Ended June 30, 2021					
	Vistaprint	PrintBrothers	The Print Group	National Pen	All Other	Total
Revenue by Geographic Region:						
North America	\$ 955,280	\$ —	\$ —	\$ 154,857	\$ 171,398	\$ 1,281,535
Europe	350,270	420,946	258,230	106,004	—	1,135,450
Other	136,919	—	—	20,762	17,847	175,528
Inter-segment	2,338	820	17,304	31,905	2,793	55,160
Total segment revenue	1,444,807	421,766	275,534	313,528	192,038	2,647,673
Less: inter-segment elimination	(2,338)	(820)	(17,304)	(31,905)	(2,793)	(55,160)
Total external revenue	<u>\$1,442,469</u>	<u>\$ 420,946</u>	<u>\$ 258,230</u>	<u>\$ 281,623</u>	<u>\$ 189,245</u>	<u>\$2,592,513</u>

	Year Ended June 30, 2020					
	Vistaprint	PrintBrothers	The Print Group	National Pen	All Other	Total
Revenue by Geographic Region:						
North America	\$ 928,668	\$ —	\$ —	\$ 154,632	\$ 153,795	\$ 1,237,095
Europe	325,239	416,987	269,220	112,046	—	1,123,492
Other	77,204	—	—	24,990	18,577	120,771
Inter-segment	6,180	934	5,994	7,806	1,417	22,331
Total segment revenue	1,337,291	417,921	275,214	299,474	173,789	2,503,689
Less: inter-segment elimination	(6,180)	(934)	(5,994)	(7,806)	(1,417)	(22,331)
Total external revenue	<u>\$1,331,111</u>	<u>\$ 416,987</u>	<u>\$ 269,220</u>	<u>\$ 291,668</u>	<u>\$ 172,372</u>	<u>\$2,481,358</u>

	Year Ended June 30, 2019					
	Vistaprint	PrintBrothers	The Print Group	National Pen	All Other	Total
Revenue by Geographic Region:						
North America	\$1,040,928	\$ —	\$ —	\$ 179,425	\$ 112,216	\$ 1,332,569
Europe	373,768	442,760	325,076	134,381	—	1,275,985
Other	87,775	—	—	30,874	23,873	142,522
Inter-segment	5,851	1,227	796	3,729	113	11,716
Total segment revenue	1,508,322	443,987	325,872	348,409	136,202	2,762,792
Less: inter-segment elimination	(5,851)	(1,227)	(796)	(3,729)	(113)	(11,716)
Total external revenue	<u>\$1,502,471</u>	<u>\$ 442,760</u>	<u>\$ 325,076</u>	<u>\$ 344,680</u>	<u>\$ 136,089</u>	<u>\$2,751,076</u>

The following table includes segment EBITDA by reportable segment, total income from operations and total (loss) income before income taxes:

	Year Ended June 30,		
	2021	2020	2019
Segment EBITDA:			
Vistaprint	\$ 324,715	\$ 366,334	\$ 349,697
PrintBrothers	43,144	39,373	43,474
The Print Group	43,126	51,606	63,997
National Pen	11,644	7,605	17,299
All Other Businesses	31,707	17,474	(6,317)
Total segment EBITDA	454,336	482,392	468,150
Central and corporate costs	(135,398)	(140,398)	(117,295)
Depreciation and amortization	(173,212)	(167,943)	(172,957)
Waltham, MA lease depreciation adjustment (1)	—	—	4,120
Proceeds from insurance	(122)	—	—
Earn-out related charges	—	54	—
Share-based compensation related to investment consideration	—	—	(2,893)
Certain impairments and other adjustments (2)	(20,453)	(104,593)	(10,700)
Restructuring-related charges	(1,641)	(13,543)	(12,054)
Interest expense for Waltham, MA lease (1)	—	—	7,236
Total income from operations	123,510	55,969	163,607
Other (expense) income, net	(11,835)	22,874	26,476
Interest expense, net	(119,368)	(75,840)	(63,171)
Loss on early extinguishment of debt	(48,343)	—	—
(Loss) income before income taxes	\$ (56,036)	\$ 3,003	\$ 126,912

(1) Upon the adoption of the new leasing standard on July 1, 2019, our Waltham, MA lease, which was previously classified as build-to-suit, is now classified as an operating lease under the new standard. Therefore, the Waltham depreciation and interest expense adjustments that were made in comparative periods are no longer made after such adoption as any impact from the Waltham lease is now reflected in operating income.

(2) For the year ended June 30, 2021, certain impairments and other adjustments includes lease impairment and abandonment charges for two leased locations totaling \$19,882. Refer to Note 16 for additional details. For the year ended June 30, 2020, certain impairments and other adjustments includes impairments of goodwill defined by ASC 350 - "Intangibles - Goodwill and Other" of \$100,842, as well as losses of \$1,520 recognized for fair value adjustments to the disposal group related to our VIDA sale. During the year ended June 30, 2019 we recognized reserves for loans as defined by ASC 326 - "Financial Instruments - Credit Losses".

	Year Ended June 30,		
	2021	2020	2019
Depreciation and amortization:			
Vistaprint	\$ 58,513	\$ 59,029	\$ 67,317
PrintBrothers	22,089	21,010	22,108
The Print Group	27,066	24,769	29,437
National Pen	25,123	23,654	21,642
All Other Businesses	19,811	23,755	17,068
Central and corporate costs	20,610	15,726	16,199
Total depreciation and amortization	\$ 173,212	\$ 167,943	\$ 173,771

	Year Ended June 30,		
	2021	2020	2019
Purchases of property, plant and equipment:			
Vistaprint	\$ 12,332	\$ 15,986	\$ 32,820
PrintBrothers	3,609	4,315	3,521
The Print Group	11,847	17,136	7,908
National Pen	3,603	5,016	8,346
All Other Businesses	5,466	4,242	16,996
Central and corporate costs	1,667	3,772	972
Total purchases of property, plant and equipment	<u>\$ 38,524</u>	<u>\$ 50,467</u>	<u>\$ 70,563</u>

	Year Ended June 30,		
	2021	2020	2019
Capitalization of software and website development costs:			
Vistaprint	\$ 28,297	\$ 18,381	\$ 23,369
PrintBrothers	1,465	990	1,787
The Print Group	1,603	1,484	2,327
National Pen	3,115	3,290	3,624
All Other Businesses	3,746	3,684	2,948
Central and corporate costs	22,711	16,163	14,597
Total capitalization of software and website development costs	<u>\$ 60,937</u>	<u>\$ 43,992</u>	<u>\$ 48,652</u>

Enterprise Wide Disclosures:

The following tables set forth revenues by geographic area and groups of similar products and services:

	Year Ended June 30,		
	2021	2020	2019
United States	\$ 1,199,436	\$ 1,251,531	\$ 1,361,438
Germany (1)	350,281	351,348	367,375
Other (2)	1,042,796	878,479	1,022,263
Total revenue	<u>\$ 2,592,513</u>	<u>\$ 2,481,358</u>	<u>\$ 2,751,076</u>

	Year Ended June 30,		
	2021	2020	2019
Physical printed products and other (3)	\$ 2,477,158	\$ 2,431,367	\$ 2,700,167
Digital products/services (4)	115,355	49,991	50,909
Total revenue	<u>\$ 2,592,513</u>	<u>\$ 2,481,358</u>	<u>\$ 2,751,076</u>

(1) Our revenues within the German market exceeded 10% of our total consolidated revenue. Therefore, we have presented Germany as a significant geographic area.

(2) Our other revenue includes Ireland, our country of domicile.

(3) Other revenue includes miscellaneous items which account for less than 1% of revenue.

(4) Digital products/service revenue includes revenue associated with design services and for the year ended June 30, 2021 includes revenue from our 99designs business which was acquired on October 1, 2020. Refer to Note 7 for additional details.

The following table sets forth long-lived assets by geographic area:

	June 30, 2021	June 30, 2020
Long-lived assets (1):		
United States	\$ 107,868	\$ 161,853
Netherlands	75,996	82,897
Canada	60,779	67,367
Switzerland	68,880	58,013
Italy	47,776	46,317
Jamaica	20,550	21,563
Australia	21,298	19,695
France	25,417	23,917
Japan	14,891	15,430
Other	96,063	94,922
Total	\$ 539,518	\$ 591,974

(1) Excludes goodwill of \$726,979 and \$621,904, intangible assets, net of \$186,744 and \$209,228, deferred tax assets of \$149,618 and \$143,496, and marketable securities, non-current of \$50,713 and zero as of June 30, 2021 and June 30, 2020, respectively.

16. Leases

We lease certain machinery and plant equipment, office space, and production and warehouse facilities under non-cancelable operating leases that expire on various dates through 2034. Our finance leases primarily relate to machinery and plant equipment.

The following table presents the classification of right-of-use assets and lease liabilities as of June 30, 2021 and 2020:

Leases	Consolidated Balance Sheet Classification	June 30, 2021	June 30, 2020
Assets:			
Operating right-of-use assets	Operating lease assets, net (1)	\$ 87,626	\$ 156,258
Finance right-of-use assets	Property, plant, and equipment, net (2)	35,384	20,842
Total lease assets		<u>\$ 123,010</u>	<u>\$ 177,100</u>
Liabilities:			
Current:			
Operating lease liabilities	Operating lease liabilities, current (1)	\$ 26,551	\$ 41,772
Finance lease liabilities	Other current liabilities (2)	32,314	8,055
Non-current:			
Operating lease liabilities	Operating lease liabilities, non-current	66,222	128,963
Finance lease liabilities	Other liabilities	18,528	18,617
Total lease liabilities		<u>\$ 143,615</u>	<u>\$ 197,407</u>

(1) The decrease in operating lease assets and liabilities is due primarily to the Waltham lease modifications described below.

(2) The increase in finance lease assets and liabilities is due primarily to the lease modification described below within the "Other Lease Modification" section.

The following table represents the lease expenses for the years ended June 30, 2021 and 2020:

	Year Ended	
	June 30, 2021	June 30, 2020
Operating lease expense (1)	\$ 36,803	\$ 43,058
Finance lease expense:		
Amortization of finance lease assets	5,557	5,766
Interest on lease liabilities	211	698
Variable lease expense	7,846	10,775
Less: sublease income	(2,309)	(3,545)
Net operating and finance lease cost	\$ 48,108	\$ 56,752

(1) The decrease in operating lease expense for the fiscal year ended June 30, 2021 is driven primarily by the Waltham lease modification described below.

Future minimum lease payments under non-cancelable leases as of June 30, 2021 were as follows:

Payments Due by Period	Operating lease obligations	Finance lease obligations	Total lease obligations
Less than 1 year	\$ 29,527	\$ 32,873	\$ 62,400
2 years	25,125	6,738	31,863
3 years	20,377	5,511	25,888
4 years	12,397	4,326	16,723
5 years	7,270	2,181	9,451
Thereafter	6,899	1,293	8,192
Total	101,595	52,922	154,517
Less: present value discount	(8,822)	(2,080)	(10,902)
Lease liability	\$ 92,773	\$ 50,842	\$ 143,615

Other information about leases is as follows:

Lease Term and Discount Rate	June 30, 2021	June 30, 2020
Weighted-average remaining lease term (years):		
Operating leases	4.28	6.18
Finance leases (1)	10.71	4.61
Weighted-average discount rate:		
Operating leases	3.17 %	2.83 %
Finance leases	3.93 %	2.62 %

(1) The increase to finance leases' weighted-average lease term is largely due to the reclassification of an operating lease to a finance lease upon giving notice to a landlord to exercise our purchase option under an existing lease. Refer to the "Other Lease Modification" section below for more details.

Our leases have remaining lease terms of 1 year to 14 years, inclusive of renewal or termination options that we are reasonably certain to exercise.

Supplemental Cash Flow Information	Year Ended	
	June 30, 2021	June 30, 2020
Cash paid for amounts included in measurement of lease liabilities:		
Operating cash flows from operating leases (1)	\$ 47,327	\$ 40,777
Operating cash flows from finance leases	211	698
Financing cash flows from finance leases	8,001	9,511

(1) The operating lease cash flows included \$8,761 of termination fees for the Waltham lease modification as described below.

Waltham Lease Modification

On January 6, 2021, we entered into an arrangement that modifies the lease agreement for our Waltham, Massachusetts office location, which results in us retaining a small portion of the previously leased office space in exchange for a reduction to our monthly rent payments for the space we no longer lease. As part of the agreement, we were required to pay a termination fee of \$8,761 in two equal installments. The first payment was made on January 6, 2021, and the remaining amount was paid on April 1, 2021. The termination fee is inclusive of the rent that would have otherwise been paid on the leased space through June 2021 while it remained vacant. We separately entered into a lease agreement for a new office location in Waltham, Massachusetts which commenced on June 1, 2021. Prior to the amendment, the total remaining lease commitments through September 2026 were \$64,811. Under the modified lease term, combined with the new lease arrangement, the total lease commitments through September 2026 will be \$20,183, excluding the termination penalties included above.

Due to the partial termination of the lease, we recorded a decrease to the operating lease liabilities of \$47,801 to reflect the reduced lease payments, including the termination penalties. We also recorded a decrease to the operating lease asset of \$46,645 based on the proportionate decrease in the right-of-use asset, which resulted in a gain of \$1,156, recognized in general and administrative expense on the consolidated statement of operations for the year ended June 30, 2021.

Due to our plans to no longer occupy the remaining leased office space and instead market the space to be subleased, we identified a triggering event with regards to the modified right-of-use asset. Therefore, we performed a discounted cash flow analysis that considered market-based rent assumptions, which resulted in an impairment of the right-of-use asset of \$7,489 which was recognized in general and administrative expense on the consolidated statement of operations for the year ended June 30, 2021. Additionally, we recorded an impairment to general and administrative expense for abandoned assets related to the vacated space totaling \$4,483, which included \$2,787 in subtenant allowances, \$1,312 in leasehold improvements, and \$384 in furniture and fixtures.

Other Lease Modification

During the quarter ended March 31, 2021, we identified a triggering event due to a change in our intended use of the right-of-use asset of another one of our leased facilities, as we have committed to plans to exit the space and instead market it to be subleased or sold. We assessed the lease for impairment and performed a discounted cash flow analysis using current market-based rent assumptions, which resulted in an impairment of \$7,420 that was recognized in general and administrative expense on the consolidated statement of operations for the year ended June 30, 2021. This impairment resulted in a decrease to the right of use asset totaling \$5,280 and to the related leasehold improvements included within property, plant and equipment totaling \$2,140. Additionally, we recorded an impairment for abandoned equipment in the amount of \$1,680 that was recognized in general and administrative expense for the year ended June 30, 2021.

On June 1, 2021, we gave notice to the landlord of one of our leased facilities to exercise our purchase option under the existing lease, which triggered a remeasurement event as the purchase option is now considered reasonably certain of occurring. We also executed a letter of intent during the current quarter to sell the building to an unrelated third-party, which would occur simultaneously with our exercise of the purchase option. The lease was previously recognized as an operating lease and our intent to now purchase the leased facility resulted in a modification of the lease and reclassification to a finance lease. The modification increased our lease liability to include the estimated purchase option amount, which remains subject to change as the purchase option amount is based on fair market value with an embedded floor. This modification resulted in an increase to the lease liability and asset of \$8,201 and recognition of a finance lease asset of \$15,860 and a corresponding liability of \$23,959.

17. Commitments and Contingencies

Purchase Obligations

At June 30, 2021, we had unrecorded commitments under contract of \$245,149, including third-party web services of \$95,497, inventory and third-party fulfillment purchase commitments of \$55,530, software of \$47,694, advertising of \$13,047, production and computer equipment purchases of \$14,722, professional and consulting fees of \$7,438, and other unrecorded purchase commitments of \$11,221.

Debt

The required principal payments due during the next five fiscal years and thereafter under our outstanding long-term debt obligations at June 30, 2021 are as follows:

2022	\$	13,330
2023		15,614
2024		15,247
2025		13,718
2026		612,527
Thereafter		1,094,420
Total	\$	<u>1,764,856</u>

Other Obligations

We deferred payments for several of our acquisitions resulting in the recognition of a liability of \$45,025 in aggregate as of June 30, 2021. As of June 30, 2021, this balance includes the deferred payment related to the 99designs acquisition in the amount of \$44,423 due in February 2022. Refer to Note 7 for additional details.

Legal Proceedings

We are not currently party to any material legal proceedings. Although we cannot predict with certainty the results of litigation and claims to which we may be subject from time to time, we do not expect the resolution of any of our current matters to have a material adverse impact on our consolidated results of operations, cash flows or financial position. For all legal matters, at each reporting period, we evaluate whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under the provisions of the authoritative guidance that addresses accounting for contingencies. We expense the costs relating to our legal proceedings as those costs are incurred.

18. Restructuring Charges

Restructuring costs include one-time employee termination benefits, acceleration of share-based compensation, write-off of assets and other related costs including third-party professional and outplacement services. The restructuring charges included in our consolidated statement of operations for the years ended June 30, 2021, 2020, and 2019 were \$1,641, \$13,543, and \$12,054, respectively.

During the year ended June 30, 2021 we recognized restructuring charges of of \$1,641, primarily due to organizational changes within The Print Group segment totaling \$1,966 intended to streamline certain activities. This was partially offset by changes in estimate related to prior period actions of \$325. We do not expect any material charges to be incurred in future periods related to each of these initiatives.

During the year ended June 30, 2020, we recognized restructuring charges of \$13,543, consisting of charges of \$5,734 within our Vistaprint reportable segment as we evolved our organizational structure, including our reorganization of the technology team. We also recognized \$3,532 in charges within our central and corporate costs, due to the coordinated reorganization of technology teams with our Vistaprint business. We also incurred charges of \$3,211, \$535, and \$475 in our National Pen, All Other Businesses and The Print Group reportable segments, respectively during the year ended June 30, 2020, for various cost reduction measures primarily in response to the pandemic. These restructuring actions were completed during fiscal year 2020.

During the year ended June 30, 2019, we recognized restructuring charges of \$12,054, primarily related to a restructuring action within our Vistaprint business, resulting in \$8,467 of charges. The Vistaprint action included changes to the leadership team, as well as other reductions in headcount and associated costs. We also incurred individually immaterial restructuring charges in The Print Group, All Other Businesses reportable segments, and Central and Corporate cost center of \$2,223, \$1,197, and \$167, respectively. These restructuring actions were completed during fiscal year 2019.

The following table summarizes the restructuring activity during the years ended June 30, 2021 and 2020:

	Severance and Related Benefits	Other Restructuring Costs	Total
Accrued restructuring liability as of June 30, 2019	\$ 3,045	\$ 167	\$ 3,212
Restructuring charges	13,193	350	13,543
Cash payments	(8,647)	(440)	(9,087)
Non-cash charges (1)	(1,622)	—	(1,622)
Accrued restructuring liability as of June 30, 2020	5,969	77	6,046
Restructuring charges	998	643	1,641
Cash payments	(6,565)	—	(6,565)
Non-cash charges (1)	—	(720)	(720)
Accrued restructuring liability as of June 30, 2021	\$ 402	\$ —	\$ 402

(1) Non-cash charges primarily include the write-off of property, plant and equipment, net, which was recognized as part of the actions taken in The Print Group segment during the year ended June 30, 2021, and also includes the acceleration of share based compensation expenses for the year ended June 30, 2020.

Item 9. Changes in and Disagreement with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2021. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, or the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of June 30, 2021, our chief executive officer and chief financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

There were no significant changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the three months ended June 30, 2021 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management’s Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for the company. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act as a process designed by, or under the supervision of, the company’s chief executive officer and chief financial officer and effected by our Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;

- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of our internal control over financial reporting as of June 30, 2021. In making this assessment, our management used the criteria set forth in the Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on our assessment, management concluded that, as of June 30, 2021, our internal control over financial reporting is effective based on criteria in Internal Control - Integrated Framework (2013) issued by the COSO. PricewaterhouseCoopers LLP, our independent registered public accounting firm, has audited the effectiveness of our internal control over financial reporting as of June 30, 2021, as stated in their report included on pages 45-46.

Item 9B. *Other Information*

None.

PART III.

Item 10. *Directors, Executive Officers and Corporate Governance*

The information required by this item is incorporated by reference to the information in the sections captioned "Information about our Directors and Executive Officers," "Corporate Governance" and "Delinquent Section 16(a) Reports" contained in our definitive proxy statement for our 2021 Annual General Meeting of Shareholders, which we refer to as our 2021 Proxy Statement.

We have adopted a written code of business conduct and ethics that applies to all of our employees, including our principal executive officer and principal financial and accounting officer, and is available on our website at www.cimpress.com. We did not waive any provisions of this code during the fiscal year ended June 30, 2021. If we amend, or grant a waiver under, our code of business conduct and ethics that applies to our principal executive, financial or accounting officers, or persons performing similar functions, we will post information about such amendment or waiver on our website at www.cimpress.com.

Item 11. *Executive Compensation*

The information required by this item is incorporated by reference to the information contained in the sections of our 2021 Proxy Statement captioned "Compensation Discussion and Analysis," "Summary Compensation Tables," "Compensation of our Board of Directors" and "Compensation Committee Interlocks and Insider Participation."

Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*

The information required by this item is incorporated by reference to the information contained in the sections of our 2021 Proxy Statement captioned "Security Ownership of Certain Beneficial Owners and Management" and "Securities Authorized for Issuance Under Equity Compensation Plans."

Item 13. *Certain Relationships and Related Transactions, and Director Independence*

The information required by this item is incorporated by reference to the information contained in the sections of our 2021 Proxy Statement captioned “Certain Relationships and Related Transactions” and “Corporate Governance.”

Item 14. *Principal Accountant Fees and Services*

The information required by this item is incorporated by reference to the information contained in the section of our 2021 Proxy Statement captioned “Independent Registered Public Accounting Firm Fees and Other Matters.”

PART IV.

Item 6. *Exhibits and Financial Statement Schedules*

Exhibit No.	Description
3.1	<u>Constitution of Cimpress plc is incorporated by reference to Annex B to our definitive proxy statement on Schedule 14A filed with the SEC on September 27, 2019</u>
4.1	<u>Senior Notes Indenture (including form of 7.0% senior notes due 2026), dated as of June 15, 2018, between Cimpress plc (as successor to Cimpress N.V.), certain subsidiaries of Cimpress plc as guarantors thereto, and U.S. Bank National Association, as successor trustee, is incorporated by reference to our Current Report on Form 8-K filed with the SEC on June 18, 2018</u>
4.2	<u>Second Supplemental Indenture, dated as of December 3, 2019, with respect to the 7.0% senior notes due 2026, between Cimpress plc, certain subsidiaries of Cimpress plc as guarantors thereto, and U.S. Bank National Association, as successor trustee, is incorporated by reference to our Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2019</u>
4.3	<u>Third Supplemental Indenture, dated as of February 13, 2020, with respect to the 7.0% senior notes due 2026, between Cimpress plc, the guarantors party thereto and U.S. Bank National Association, as successor trustee is incorporated by reference to our Current Report on Form 8-K filed with the SEC on February 18, 2020</u>
4.4	<u>Form of Warrant is incorporated by reference to our Current Report on Form 8-K filed with the SEC on May 4, 2020</u>
4.5	<u>Description of registered securities of Cimpress plc is incorporated by reference to our Annual Report on Form 10-K for the fiscal year ended June 30, 2020</u>
10.1*	<u>2005 Non-Employee Directors' Share Option Plan is incorporated by reference to our Current Report on Form 8-K filed with the SEC on December 3, 2019</u>
10.2*	<u>Form of Nonqualified Share Option Agreement under our 2005 Non-Employee Directors' Share Option Plan is incorporated by reference to our Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2009</u>
10.3*	<u>2011 Equity Incentive Plan is incorporated by reference to our Current Report on Form 8-K filed with the SEC on December 3, 2019</u>
10.4*	<u>Form of Restricted Share Unit Agreement under our 2011 Equity Incentive Plan is incorporated by reference to our Annual Report on Form 10-K for the fiscal year ended June 30, 2020</u>
10.5*	<u>Form of Share Award Agreement under our 2011 Equity Incentive Plan with certain former Cimpress directors is incorporated by reference to Cimpress' Current Report on Form 8-K filed with the SEC on November 19, 2018</u>
10.6*	<u>2016 Performance Equity Plan is incorporated by reference to our Current Report on Form 8-K filed with the SEC on December 3, 2019</u>
10.7*	<u>Form of Performance Share Unit Agreement for employees and executives under our 2016 Performance Equity Incentive Plan is incorporated by reference to our Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2019</u>
10.8*	<u>Form of Performance Share Unit Agreement for our Chief Executive Officer under our 2016 Performance Equity Incentive Plan is incorporated by reference to our Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2019</u>
10.9*	<u>Form of Performance Share Unit Agreement for members of our Board of Directors under our 2016 Performance Equity Incentive Plan is incorporated by reference to our Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2019</u>
10.10*	<u>2020 Equity Incentive Plan is incorporated by reference to our Current Report on Form 8-K filed with the SEC on November 30, 2020</u>
10.11*	<u>Form of Restricted Share Unit Agreement under our 2020 Equity Incentive Plan is incorporated by reference to our Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2020</u>
10.12*	<u>Form of Performance Share Unit Agreement for employees and executives under our 2020 Equity Incentive Plan is incorporated by reference to our Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2020</u>
10.13*	<u>Form of Performance Share Unit Agreement for our Chief Executive Officer under our 2020 Equity Incentive Plan is incorporated by reference to our Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2020</u>
10.14*	<u>Form of Performance Share Unit Agreement for our Board of Directors under our 2020 Equity Incentive Plan is incorporated by reference to our Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2020</u>
10.15*	<u>Form of Deed of Indemnification between Cimpress plc and each of its directors is incorporated by reference to our Current Report on Form 8-K filed with the SEC on January 29, 2020</u>
10.16*	<u>Form of Deed of Indemnification between Cimpress plc and each executive officer is incorporated by reference to our Current Report on Form 8-K filed with the SEC on January 29, 2020</u>
10.17*	<u>Form of Indemnification Agreement between Cimpress USA Incorporated and each director of Cimpress plc is incorporated by reference to our Current Report on Form 8-K filed with the SEC on January 29, 2020</u>
10.18*	<u>Form of Indemnification Agreement between Cimpress USA Incorporated and each executive officer is incorporated by reference to our Current Report on Form 8-K filed with the SEC on January 29, 2020</u>

- 10.19* Amended and Restated Executive Retention Agreement dated as of October 23, 2009 between Cimpress plc (as successor to Cimpress N.V.) and Robert Keane is incorporated by reference to our Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2009
- 10.20* Form of Executive Retention Agreement between Cimpress plc (as successor to Cimpress N.V.) and each of Sean Quinn and Maarten Wensveen is incorporated by reference to our Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2016
- 10.21* Memorandum clarifying relative precedence of agreements dated May 6, 2010 between Cimpress plc (as successor to Cimpress N.V.) and Robert Keane is incorporated by reference to our Annual Report on Form 10-K for the fiscal year ended June 30, 2010
- 10.22* Agreement Limiting PSU Awards dated May 13, 2016 between Cimpress plc (as successor to Cimpress N.V.) and Robert Keane is incorporated by reference to our Current Report on Form 8-K filed with the SEC on May 17, 2016
- 10.23* Amendment to Agreement Limiting PSU Awards dated September 28, 2020 between Cimpress plc and Robert Keane is incorporated by reference to our Current Report on Form 8-K filed with the SEC on September 30, 2020
- 10.24* Form of Invention and Non-Disclosure Agreement between Cimpress and each of Robert Keane, Sean Quinn, and Maarten Wensveen is incorporated by reference to our Registration Statement on Form S-1, as amended
- 10.25* Form of Non-Competition and Non-Solicitation Agreement between Cimpress and each of Robert Keane, Sean Quinn, and Maarten Wensveen is incorporated by reference to our Registration Statement on Form S-1, as amended
- 10.26 Amendment and Restatement Agreement dated as of May 17, 2021 among Cimpress plc, Vistaprint Limited, Cimpress Schweiz GmbH, Vistaprint B.V., Vistaprint Netherlands B.V., and Cimpress USA Incorporated, as borrowers (the "Borrowers"); the lenders named therein as lenders; and JPMorgan Chase Bank N.A., as administrative agent for the lenders (the "Administrative Agent"), which amends and restates the Credit Agreement dated as of October 21, 2011, as amended and restated as of February 8, 2013, and as further amended and restated as of July 13, 2017, is incorporated by reference to our Current Report on Form 8-K filed with the SEC on May 19, 2021
- 10.27 Second Amended and Restated Guaranty dated as of July 13, 2017 between Cimpress' subsidiary guarantors named therein as guarantors (the "Subsidiary Guarantors") and the Administrative Agent, which amends and restates the Amended and Restated Guaranty dated as of February 8, 2013, is incorporated by reference to our Current Report on Form 8-K filed with the SEC on July 14, 2017
- 10.28 Amended and Restated Pledge and Security Agreement dated as of July 13, 2017 between certain Borrowers and Subsidiary Guarantors, on one hand, and the Administrative Agent, on the other hand, which amends and restates the Pledge and Security Agreement dated as of February 8, 2013, is incorporated by reference to our Current Report on Form 8-K filed with the SEC on July 14, 2017
- 21.1 Subsidiaries of Cimpress plc
- 23.1 Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
- 31.1 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, Rule 13a-14(a)/15d-14(a), by Chief Executive Officer
- 31.2 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, Rule 13a-14(a)/15d-14(a), by Chief Financial Officer
- 32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by Chief Executive Officer and Chief Financial Officer
- 101 The following materials from this Annual Report on Form 10-K, formatted in Inline Extensible Business Reporting Language (iXBRL): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Statements of Shareholder's Equity, (iv) Consolidated Statements of Cash Flows and (v) Notes to Condensed Consolidated Financial Statements.
- 104 Cover Page Interactive Data File (formatted as iXBRL and contained in Exhibit 101)

*Management contract or compensatory plan or arrangement

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

August 6, 2021

Cimpress plc

By: _____ /s/ Robert S. Keane

Robert S. Keane
Founder and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Robert S. Keane</u> Robert S. Keane	Founder & Chief Executive Officer (Principal executive officer)	August 6, 2021
<u>/s/ Sean E. Quinn</u> Sean E. Quinn	Chief Financial Officer (Principal financial and accounting officer)	August 6, 2021
<u>/s/ Sophie A. Gasperment</u> Sophie A. Gasperment	Director	August 6, 2021
<u>/s/ John J. Gavin Jr.</u> John J. Gavin Jr.	Director	August 6, 2021
<u>/s/ Zachary S. Sternberg</u> Zachary S. Sternberg	Director	August 6, 2021
<u>/s/ Scott Vassalluzzo</u> Scott Vassalluzzo	Director	August 6, 2021

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CIMPRESS PLC

**Building D, Xerox Technology Park, Dublin Road
Dundalk, Co. Louth A91 H9N9
Ireland**

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Cimpress plc will hold its 2021 Annual General Meeting of Shareholders:

on Tuesday, November 30, 2021
at 6:30 p.m. Greenwich Mean Time
at the offices of Matheson
70 Sir John Rogerson's Quay
Dublin 2
Ireland

MATTERS TO BE ACTED UPON AT THE ANNUAL GENERAL MEETING:

- (1) Reappoint Zachary S. Sternberg to our Board of Directors to serve for a term of three years ending at the conclusion of our annual general meeting of shareholders in 2024
- (2) Approve, on a non-binding, advisory basis, the compensation of our named executive officers, as described in this proxy statement
- (3) Set the minimum price at which we may reissue our treasury shares at \$0 and the maximum price at which we may reissue our treasury shares at an amount equal to 200% of the market price of our ordinary shares on the Nasdaq Global Select Market, or Nasdaq, or any other securities exchange where our shares are then traded, until May 30, 2023
- (4) Reappoint PricewaterhouseCoopers Ireland as our statutory auditor under Irish law to hold office until the conclusion of our annual general meeting of shareholders in 2022
- (5) Authorize our Board of Directors or Audit Committee to determine the remuneration of PricewaterhouseCoopers Ireland in its capacity as our statutory auditor under Irish law
- (6) Transact other business, if any, that may properly come before the meeting or any adjournment of the meeting

Each Proposal other than Proposal 3 will be proposed as ordinary resolutions under Irish law, requiring, in each case, at least a simple majority of the votes cast to be in favor of the resolution for the resolution to pass. Proposal 3 will be proposed as a special resolution under Irish law, requiring at least 75% of the votes cast to be in favor of the resolution for the resolution to pass.

During the annual general meeting, management will present, for consideration by the shareholders, our statutory financial statements under Irish law for the fiscal year ended June 30, 2021 (including the reports of the directors and the Irish statutory auditor thereon) and a review of Cimpress' affairs.

Our Board of Directors has no knowledge of any other business to be transacted at the annual general meeting.

Shareholders of record at the close of business on October 14, 2021 are entitled to attend and vote at the annual general meeting, or to appoint one or more proxies to attend, speak, and vote instead of the shareholder at the annual general meeting. A proxy need not be a shareholder. To be valid, a proxy must be received no later than 4:00 p.m. Eastern Standard Time on November 29, 2021 at one of the address(es) and otherwise in the manner described in the attached proxy statement. Your vote is important regardless of the number of shares you own. Whether or not you expect to attend the meeting, please complete and promptly return the proxy card or voter instruction form in accordance with the instructions that we or your bank or brokerage firm have provided. Your prompt response will ensure that your shares are represented at the annual general meeting. You can change your vote and revoke your proxy by following the procedures described in this proxy statement.

Please read the attached proxy statement for additional information on the matters to be considered at the annual general meeting. The proxy statement is incorporated into this notice by this reference.

All shareholders are cordially invited to attend the annual general meeting.

By order of the Board of Directors,

A handwritten signature in black ink, appearing to be 'R. K. + 8k', written in a cursive style.

Founder, Chairman and Chief Executive Officer
October 19, 2021

CIMPRESS PLC

Building D, Xerox Technology Park, Dublin Road
Dundalk, Co. Louth, A91 H9N9
Ireland

PROXY STATEMENT FOR ANNUAL GENERAL MEETING OF SHAREHOLDERS

to be held on November 30, 2021

This proxy statement contains information about the 2021 Annual General Meeting of Shareholders of Cimpress plc which we refer to in this proxy statement as the annual meeting or the meeting. We will hold the annual meeting on Tuesday, November 30, 2021 at the offices of Matheson, 70 Sir John Rogerson's Quay, Dublin 2, Ireland. The meeting will begin at 6:30 p.m. Greenwich Mean Time.

We are furnishing this proxy statement to you in connection with the solicitation of proxies by the Board of Directors of Cimpress plc (which is also referred to as we, us, the company, or Cimpress in this proxy statement) for use at the annual meeting and at any adjournment of the annual meeting.

We are first mailing or making available the Notice of Annual General Meeting, this proxy statement, and our Annual Report to Shareholders for the fiscal year ended June 30, 2021 on or about October 20, 2021.

Important Notice Regarding the Availability of Proxy Materials for the 2021 Annual General Meeting of Shareholders:

This Proxy Statement, the 2021 Annual Report to Shareholders, and the statutory financial statements under Irish law for the fiscal year ended June 30, 2021 (including the reports of our directors and our Irish statutory auditor thereon) are available for viewing, printing and downloading at <http://www.viewproxy.com/Cimpress/2021>. We will furnish without charge a copy of this proxy statement and our Annual Report on Form 10-K for the fiscal year ended June 30, 2021, as filed with the United States Securities and Exchange Commission, or SEC, as well as the statutory financial statements under Irish law for the fiscal year ended June 30, 2021 (including the reports of our directors and our Irish statutory auditor thereon), to any shareholder who requests it by emailing ir@cimpress.com or writing to Cimpress plc, c/o Cimpress USA Incorporated, Attention: Investor Relations, 170 Data Drive, Waltham, MA 02451, USA. This proxy statement and our Annual Report on Form 10-K are also available on the SEC's website at www.sec.gov.

For this annual meeting, we are taking advantage of the SEC rule allowing companies to furnish proxy materials to their shareholders over the Internet. We believe that this e-proxy process expedites shareholders' receipt of proxy materials, while lowering the costs and reducing the environmental impact of our annual meeting. On or about October 20, 2021 we are mailing to our beneficial shareholders a notice containing instructions on how to access our proxy statement and 2021 Annual Report to Shareholders and how to vote online. All other shareholders will continue to receive a paper copy of this proxy statement, proxy card and Annual Report by mail. The Notice of Internet Availability contains instructions on how you can (i) receive a paper copy of the proxy statement, proxy card and Annual Report if you only received a Notice by mail or (ii) elect to receive your proxy statement and Annual Report over the Internet if you received them by mail this year.

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INFORMATION ABOUT OUR DIRECTORS AND EXECUTIVE OFFICERS

Our Board of Directors:

The Board of Directors of Cimpress plc consists of five independent, non-employee directors and Robert Keane, our Chief Executive Officer, who serve for rotating terms of up to three years. The Board appointed Dessislava Temperley as a director effective September 15, 2021, and John Gavin's term as director ends at the conclusion of the 2021 annual meeting, at which time Cimpress' Board will consist of five directors.

<i>Name</i>	<i>Age</i>	<i>Board Position</i>	<i>Cimpress Director Since</i>	<i>Current Term Expires at our Annual General Meeting In:</i>	<i>Independent Director</i>
Robert S. Keane	58	Chairman	January 1995	2022	No
Sophie A. Gasperment	57	Non-Employee Director	November 2016	2023	Yes
John J. Gavin, Jr.	66	Non-Employee Director	August 2006	2021*	Yes
Zachary S. Sternberg	36	Non-Employee Director	November 2017	2021	Yes
Dessislava Temperley	48	Non-Employee Director	September 2021	2024	Yes
Scott J. Vassalluzzo	49	Non-Employee Director	January 2015	2022	Yes

*Mr. Gavin is retiring and decided not to stand for re-election at the 2021 annual meeting.

ROBERT S. KEANE has served as our President, Chief Executive Officer, and Chairman since he founded Cimpress in January 1995. From 1988 to 1994, Mr. Keane was an executive at Flex-Key Corporation, an original equipment manufacturer of keyboards, displays and retail kiosks used for desktop publishing. Mr. Keane has also served on the Board of Directors of Astronics Corporation, a leading supplier of advanced technologies and products to the global aerospace, defense and other mission critical industries, since December 2019. Mr. Keane brings to Cimpress' Board his experience growing Cimpress from inception in 1995 to \$2.6 billion of revenue in our 2021 fiscal year, his understanding of the drivers of intrinsic value per share, and his knowledge of Cimpress' customer needs, business model and markets.

SOPHIE A. GASPERMENT has served as Senior Advisor to Boston Consulting Group since November 2019, where her primary focus is to support their Consumer and Digital Acceleration practices. Ms. Gasperment previously held multiple senior management positions at L'Oréal, the world's leading beauty company, from September 1986 to November 2018. This included Chief Executive Officer and Executive Chairman of The Body Shop International, the iconic British retailer spanning 60 countries and ca. 20,000 people strong, from July 2008 to October 2013, as well as Managing Director, L'Oréal UK and Ireland, from January 2004 to January 2008. More recently, from January 2014 to November 2018, Ms. Gasperment was L'Oréal's Group General Manager leading Strategic Prospective and Financial Communication. Since June 2010, Ms. Gasperment has served on the board of Accor, a Euronext-listed company and a world leader in hospitality, and is currently Chair of that board's Appointments, Compensation and CSR Committee and a member of the Audit and Compliance Committee. Since May 2018, Ms. Gasperment has served on the supervisory board of D'Ieteren, a Euronext-listed global company, and is a member of the Appointments and Compensation Committee. Since December 2018, Ms. Gasperment has also served on the board of Kingfisher plc, a FTSE 100 Home Improvement international company, and is currently Chair of that board's Responsible Business Committee and a member of the Nomination Committee. Since September 2020, Ms. Gasperment has served on the board of directors of Givaudan SA, the world leading flavour and fragrances company that is publicly traded on the SIX Swiss Exchange. In addition to serving on the Board of Directors of Cimpress plc, Ms. Gasperment serves on the supervisory board of Vistaprint B.V., a wholly owned Dutch subsidiary of Cimpress. Ms. Gasperment brings to Cimpress' Board her leadership and strategy skills and perspective, her international

brand-building expertise, her experience of digital transformation and acceleration, her acumen in both consumer goods and retail, as well as her experience on the boards of other public companies and her broader business experience in multi-cultural environments.

JOHN J. GAVIN, JR. serves on the board of Varonis Systems, Inc., a provider of data governance solutions for unstructured data. Mr. Gavin previously served as Chief Financial Officer of BladeLogic, Inc., a provider of data center automation software, from January 2007 through June 2008, when it was acquired by BMC Software, and as Chief Financial Officer of Navisite, Inc., a provider of information technology hosting, outsourcing and professional services, from April 2004 through December 2006. Prior to Navisite, Mr. Gavin served as the Chief Financial Officer of Cambridge Technology Partners and Data General Corporation. Mr. Gavin also spent ten years at Price Waterhouse LLP (now PricewaterhouseCoopers LLP), an accounting firm, in various accounting and audit positions including as Senior Manager in charge of multi-national audits. In addition to serving on the Board of Directors of Cimpress plc, Mr. Gavin also serves on the supervisory board of Vistaprint B.V., a wholly owned Dutch subsidiary of Cimpress. Mr. Gavin brings to Cimpress' Board his extensive experience as chief financial officer of several growing companies, his experience on the boards of other public companies, and ten years as an independent auditor. Mr. Gavin is a certified public accountant.

ZACHARY S. STERNBERG is the co-founder and Managing Member of the General Partner of The Spruce House Partnership, a New York-based investment partnership. Spruce House invests in public and private companies globally and seeks to partner with management teams that are focused on growing the per share value of their companies over the long-term. Spruce House holds 9.0% of Cimpress' outstanding shares and has been a shareholder of Cimpress since 2011. Mr. Sternberg also serves on the boards of directors of Victoria PLC, an international manufacturer and distributor of innovative flooring products, and GTT Communications, Inc., the owner/operator of a global Tier 1 internet network and provider of a comprehensive suite of cloud networking services. Mr. Sternberg brings to Cimpress' Board his perspective as a material and long-term shareholder of Cimpress with a deep understanding of the importance of long-term stewardship of capital informed by more than a decade of successful investment experience.

DESSLAVA TEMPERLEY joined the Cimpress Board of Directors on September 15, 2021 and also serves on the boards of Coca-Cola Europacific Partners PLC, a British multinational bottling company, and Corbion N.V., a Dutch food and biochemicals company. Ms. Temperley previously served as Group Chief Financial Officer of Beiersdorf AG, a German multinational company that manufactures personal-care products and pressure-sensitive adhesives, from July 2018 through June 2021. Ms. Temperley spent 14 years at Nestlé, from April 2004 through June 2018, serving in various roles including Head of Investor Relations, CFO of Nestlé Purina Petcare (EMENA), Head of Global Planning and Performance Monitoring, Controller, and Finance Director. Ms. Temperley brings to Cimpress' Board a wealth of financial and operating expertise from her over 20 years of experience in various finance leadership roles at multinational companies. The Board has determined that Ms. Temperley is an audit committee financial expert, as defined under SEC rules, and plans to appoint her chair of the Audit Committee at the expiration of John Gavin's term as director at the conclusion of this 2021 annual meeting.

SCOTT J. VASSALLUZZO is a Managing Member of Prescott General Partners LLC ("PGP"), an investment adviser registered with the SEC that holds 15% of Cimpress' outstanding shares. PGP serves as the general partner of three private investment limited partnerships, including Prescott Associates L.P. (together, the "Prescott Partnerships"). Mr. Vassalluzzo joined the Prescott organization in 1998 as an equity analyst, became a general partner of the Prescott Partnerships in 2000, and transitioned to Managing Member of PGP following Prescott's reorganization in January 2012. Prior to 1998, Mr. Vassalluzzo worked in public accounting at Coopers & Lybrand (now PricewaterhouseCoopers LLP) and was a certified public accountant. Mr. Vassalluzzo serves on the boards of directors of Credit Acceptance Corporation, an auto finance company providing automobile loans and other related financial products, and World Acceptance Corporation, a personal installment loan company. Mr. Vassalluzzo brings to Cimpress' Board his advocacy for the priorities of long-termism and intrinsic value per share, his appreciation and understanding of the perspectives of our other long-term shareholders, and his experience on the boards and board committees of other publicly traded companies.

Our Executive Officers:

<i>Name</i>	<i>Title</i>	<i>Age</i>	<i>Joined Cimpress</i>
Robert S. Keane	Founder, Chief Executive Officer, and Chairman	58	January 1995
Sean E. Quinn	Executive Vice President and Chief Financial Officer	42	October 2009
Maarten Wensveen	Executive Vice President and Chief Technology Officer	41	October 2011

ROBERT S. KEANE: Mr. Keane's biography is in the "Our Board of Directors" section above.

SEAN E. QUINN has served as our Chief Financial Officer since October 2015 and as Executive Vice President since July 2016. Mr. Quinn previously served as Senior Vice President from October 2015 to July 2016, as Chief Accounting Officer from November 2014 to October 2015, as Vice President, Corporate Finance from January 2014 to October 2015, as Global Controller from April 2012 to November 2014, and in various other financial roles from October 2009 to April 2012. Before joining Cimpress, Mr. Quinn was a certified public accountant with KPMG LLP from September 2001 to October 2009 in the firm's Philadelphia, London, and Boston offices.

MAARTEN WENSVEEN has served as our Executive Vice President and Chief Technology Officer since February 2019. Mr. Wensveen previously served as Senior Vice President from January 2017 to February 2019 and Vice President of Technology from February 2015 to January 2017. Mr. Wensveen joined Cimpress in November 2011 when we acquired Albumprinter, and he served in various roles at Albumprinter including IT Manager from December 2006 to June 2012.

There are no family relationships among any of Cimpress' directors and executive officers. No arrangements or understandings exist between any director and any other person pursuant to which such person is to be selected for appointment to the Board of Directors.

PROPOSAL 1 - REAPPOINT ZACHARY S. STERNBERG TO OUR BOARD OF DIRECTORS

The members of our Board of Directors serve for rotating terms of up to three years. In accordance with the recommendation of the Nominating Committee of the Board, our Board recommends the reappointment of Zachary S. Sternberg for a three-year term ending at the conclusion of our annual general meeting of shareholders in 2024 because of his perspective as a material and long-term shareholder of Cimpres with a deep understanding of the importance of long-term stewardship of capital informed by more than a decade of successful investment experience.

You can find more information about Mr. Sternberg in the section of this proxy statement entitled "INFORMATION ABOUT OUR DIRECTORS AND EXECUTIVE OFFICERS."

Our Board of Directors recommends that you vote FOR the reappointment of Mr. Sternberg to the Board.

PROPOSAL 2 - ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION

At the annual meeting, we are asking our shareholders to approve the compensation of our named executive officers, as described in the Compensation Discussion and Analysis section, executive compensation tables, and accompanying narrative disclosures below. This is an advisory vote, meaning that this proposal is not binding on us, but our Compensation Committee takes shareholder feedback into account when designing our executive compensation program, which has received more than 96% approval from our shareholders at each of our last eight annual general meetings of shareholders.

At our annual general meeting in 2017, a majority of our shareholders voted to hold the advisory vote to approve our executive compensation on an annual basis. Therefore, we intend to put forth at each annual general meeting of shareholders an advisory vote on the compensation of our named executive officers for the immediately preceding fiscal year.

Our Board of Directors recommends that you vote FOR the approval of the compensation of our named executive officers, as described below.

COMPENSATION DISCUSSION AND ANALYSIS

Executive Overview

Our success depends on our ability to attract and retain top talent in a competitive marketplace, and to motivate that talent to achieve outstanding performance. In determining the compensation of our executive officers, our Compensation Committee begins with an analysis of the competitiveness of our executive compensation program and, as a starting point, seeks to pay our executives total compensation (including base salary and target long-term incentive award values) at the 75th percentile of the competitive market. The Compensation Committee then applies its own discretion to take into account any other factors it may deem relevant in any given fiscal year, such as general economic conditions, the internal equity of compensation among our executives, each executive's experience and role, individual performance, and, particularly in fiscal year 2021, the impact of the COVID-19 pandemic. The Committee does not assign specific weights to particular factors but considers them together in determining compensation.

We have designed our compensation program to encourage our executives and employees to manage to the long-term success of Cimpres in line with our uppermost financial objective and to forgo short-term actions and metrics except to the extent those short-term actions and metrics support our long-term goals. Cimpres' uppermost financial objective is to maximize our intrinsic value per share, or IVPS, which we define as (a) the unlevered free cash flow per diluted share that, in our best judgment, will occur between now and the long-term future, appropriately discounted to reflect our cost of capital, minus (b) net debt per diluted share. We define unlevered free cash flow as free cash flow plus cash interest expense related to borrowing. We believe that the compound annual growth rate, or CAGR, of the three-year moving average of the daily closing share price of Cimpres' ordinary shares, or 3YMA, over a multiple-year period is a proxy for the change in our IVPS over the same time frame. Accordingly, our long-term incentive compensation (LTI) program features performance share unit (PSU) awards

representing a right to receive Cimpress ordinary shares based on the performance of our 3YMA CAGR over a multiple-year period.

In fiscal year 2021, the COVID-19 pandemic had a material adverse effect on our business, financial results, customers, and markets. The pandemic also underscored the effect that sustained downward pressure on our share price due to macroeconomic factors beyond our control can have on our LTI awards, especially our PSUs, and the importance of retaining top talent capable of guiding Cimpress through difficult times. In response to the pandemic, we made adjustments to our LTI program in fiscal year 2021, including the following:

1. We diversified the program to include restricted share units (RSUs) that pay out in Cimpress ordinary shares over the first four years after grant, in addition to longer-term, higher-risk PSUs.
2. We used a two-year moving average of the daily closing share price of Cimpress' ordinary shares (2YMA), instead of the three-year moving average, as the baseline against which the performance of our fiscal year 2021 PSU awards will be measured. On each of the measurement dates during the performance period, we will calculate a CAGR by comparing the 3YMA on the measurement date against the 2YMA baseline to determine whether the CAGR performance condition has been satisfied. We chose to use a 2YMA as the baseline to enhance the value of our PSU awards in retaining talented employees. During fiscal year 2021 the 2YMA was lower than the 3YMA, and we expect that comparing the lower 2YMA to the future 3YMA will make the achievement of the CAGR performance condition easier, but still challenging, in recognition of the exceptional macroeconomic conditions of the pandemic.
3. We delayed until February 2021 the determination and grant of fiscal year 2021 LTI awards due to the uncertainty caused by the pandemic.

The changes to our LTI program described in #1 and #2 above did not apply to the LTI awards granted to Robert Keane, our Chief Executive Officer. Mr. Keane signed a PSU Limitation Agreement with Cimpress providing that, until June 30, 2023, he will continue to receive all of his long-term incentive compensation in the form of PSUs, the maximum number of PSUs we may grant him in any fiscal year is 75,000, and the performance conditions in his PSU awards must be that the 3YMA CAGR equal or exceed 11% over a performance period of six to ten years. In fiscal year 2021 Mr. Keane received 99% of his total compensation, including his base salary, Board retainer fees, and LTI, in the form of PSUs with a 3YMA baseline for measuring performance.

Sean Quinn, our Chief Financial Officer, and Maarten Wensveen, our Chief Technology Officer, were entitled to receive annual LTI awards in February 2021 consisting of a mix of 75% PSUs and 25% RSUs (based on target values), with the opportunity for the executive officers to elect to receive 100% PSUs and no RSUs if they wished. Mr. Wensveen elected to receive 100% of his annual LTI award granted in February 2021 as PSUs.

Pay for Performance

For fiscal year 2021, the principal elements of our compensation program for our named executive officers included:

<p>Base Salary</p> <p>Targeted at 50th percentile of market data Robert Keane's base salary is paid in PSUs (other than \$684 per week paid in cash, per the U.S. Fair Labor Standards Act)</p>	<p>Health and Welfare Benefits</p> <p>Standard benefits that are applicable to all of our employees in each executive's geographic location</p>
<p>LTI Awards</p> <p>PSUs with performance conditions tied to the appreciation of our 3-year moving average share price over a multiple-year period, intended to reward executives based on the creation of value for our shareholders over the long term RSUs vesting over four years for executives other than Mr. Keane</p>	<p>Severance/CIC</p> <p>Severance and change in control arrangements for our executive officers</p>
	<p>Expat Benefits</p> <p>From time to time we provide expatriate benefits for executives who are assigned to work in geographic locations outside of their home countries</p>

Under our pay-for-performance philosophy, the compensation of our executives and other employees at higher levels in the organization is more heavily weighted toward variable compensation based on our performance, and base salary generally accounts for a smaller portion of these employees' total compensation packages. The percentiles of competitive market data that we use to evaluate the compensation of our named executive officers are designed to ensure that our executive officers will receive total compensation significantly below the median if Cimpres does not perform well and significantly above the median for Cimpres' extraordinary performance. In accordance with this philosophy, the Compensation Committee initially allocates the compensation of our executive officers within the percentiles listed below, and then may use its discretion to adjust each executive officer's compensation to reflect other factors such as general economic conditions, the internal equity of compensation among our executives, and the executive's experience, role, and individual performance.

- Base salary at the 50th percentile of competitive market data
- Target total compensation (base salary plus target LTI award values) at the 75th percentile of competitive market data

When considering the competitiveness of our executive compensation program for fiscal year 2021, our Compensation Committee took into account a compensation analysis that we developed internally using published compensation survey data, as well as detailed historical compensation analyses for each executive officer, but did not use a compensation peer group or engage a compensation consultant. The Compensation Committee set the total target fiscal year 2021 compensation of Sean Quinn and Maarten Wensveen at significantly above the 75th percentile of market data because both executives are serving in dual roles as Chief Financial Officer (Mr. Quinn) and Chief Technology Officer (Mr. Wensveen) of both Cimpres and Vistaprint, our largest business, and because the Compensation Committee believes that retaining these executives is critical to the success of Cimpres and Vistaprint and that their performance and contributions to Cimpres and Vistaprint warranted target compensation above the 75th percentile.

Base Salary

For fiscal year 2021, our Compensation Committee maintained the base salaries of Robert Keane and Sean Quinn at their fiscal year 2020 levels and increased Maarten Wensveen's base salary by 25% to bring his salary more in line with other Cimpres executives. Beginning in the second half of fiscal year 2019, in order to tie Mr. Keane's compensation as fully as possible to Cimpres' long-term performance, Mr. Keane's base salary and director fees are paid almost entirely in PSUs. In fiscal year 2021, we paid Mr. Keane's compensation in PSUs other than \$56,237 paid in cash, representing the minimum annual salary for exempt employees under the U.S. Fair Labor Standards Act plus the amount of LTI compensation payable to Mr. Keane that exceeded the 75,000 PSUs per fiscal year limit set forth in his PSU Limitation Agreement.

In the fourth quarter of fiscal year 2020, in light of the effects of the COVID-19 pandemic on Cimpres' business and financial results, we implemented a temporary 50% reduction in the base salaries of our named executive officers other than Robert Keane and granted to each impacted executive an RSU award having the same value as the executive's salary reduction for the quarter. These RSU awards vested in full on August 15, 2020, at which time each RSU was automatically converted into ordinary shares of Cimpres plc on a one-to-one basis. Because Mr. Keane already received almost all of his compensation in the form of PSUs, as noted above, he was not included in the salary reduction program.

Long-Term Incentive Program

Our LTI program is designed to focus our executives and employees on long-term performance and maximizing our IVPS. Although in recent fiscal years PSU awards were the primary LTI compensation vehicle for our named executive officers, the COVID-19 pandemic underscored the effect that sustained downward pressure on our share price due to macroeconomic factors beyond our control can have on our PSU awards, as well as the importance of retaining top talent capable of guiding Cimpres through difficult times. Accordingly, in fiscal year 2021 we diversified our LTI program to include RSU awards for employees and executives other than Robert Keane, in addition to PSU awards. Mr. Keane received his LTI awards entirely in the form of PSUs in fiscal year 2021 in accordance with his PSU Limitation Agreement.

Performance Share Units. Each PSU represents a right to receive between 0 and 2.5 ordinary shares of Cimpres plc upon the satisfaction of both service-based vesting over time and performance conditions relating to the 3YMA CAGR over a period determined by the Board. We refer to the issuance of Cimpres ordinary shares

pursuant to a PSU upon satisfaction of both conditions as a Performance Dependent Issuance. With challenging performance hurdles and performance periods extending multiple years into the future, PSU awards are designed to encourage our executives and employees to manage to a long-term time horizon.

First condition to a Performance Dependent Issuance: Service-based Vesting. PSUs granted to employees generally vest 25% per year over four years so long as the employee remains employed by Cimpress. However, service-based vesting is not sufficient for payout; PSU service-based vesting events are the dates after which the participant gains the future right to a Performance Dependent Issuance with respect to their then-vested PSUs, subject to achievement of the relevant performance conditions.

If a participant resigns or is terminated other than for cause, they retain all PSUs that have satisfied the service-based vesting condition as of their resignation or termination date. If Cimpress achieves the performance thresholds described below, the former participant would receive Cimpress ordinary shares upon settlement of the PSUs, even though they no longer have an employment, director, or other service relationship with Cimpress.

Second condition to a Performance Dependent Issuance: 3YMA Performance. For each PSU award, we calculate a baseline moving average share price as of a specified date at the time of grant for two purposes: to establish the number of units to be granted and to establish the baseline for future performance measurement. On each measurement date during the performance period determined by our Board of Directors we calculate the 3YMA as of such date, and on the first measurement date that the 3YMA, as compared to the baseline moving average share price, equals or exceeds a minimum CAGR set by the Board, the performance condition would be satisfied.

3YMA Performance Criteria for our CEO. PSU awards granted in fiscal year 2021 to Robert Keane have a baseline equal to the 3YMA on the grant date and a performance period of six to ten years, to encourage focus on Cimpress' performance over the long term. Beginning on the sixth anniversary of the grant date, and on each anniversary thereafter through year ten, we will calculate the 3YMA as of such date. On the first of these measurement dates that the 3YMA equals or exceeds a CAGR of 11% as compared to the baseline 3YMA, the performance condition would be satisfied, and we would issue to Mr. Keane the number of Cimpress ordinary shares determined by multiplying the number of PSUs subject to the award by the applicable performance-based multiplier. The performance-based multiplier begins at 125% for an 11% 3YMA CAGR and increases on a sliding scale to 250% for a 3YMA CAGR of 20% or above. If the 3YMA CAGR does not reach at least 11% on any of the sixth through tenth anniversaries of the grant date, then the PSU award would be terminated and no Cimpress ordinary shares would be issued with respect to the award.

3YMA Performance Criteria for Executive Officers other than our CEO. PSU awards granted in fiscal year 2021 to executive officers other than Robert Keane have a baseline equal to the 2YMA on the grant date and a performance period of four to eight years. We set the baseline for these PSU awards at the 2YMA of \$95.46 as of the grant date, which was lower than the 3YMA of \$108.31 on that date, in recognition that the exceptionally challenging macroeconomic conditions of the pandemic and sustained downward pressure on Cimpress' share price had a significant negative impact on the value and likelihood of payout with respect to the PSU awards granted to the executives in previous fiscal years. We expect that comparing the lower 2YMA baseline to the 3YMA on future measurement dates will make the achievement of the CAGR performance condition easier, but still challenging. For PSU awards granted in fiscal year 2022, we reverted to a 3YMA baseline.

Beginning on the fourth anniversary of the grant date, and on each anniversary thereafter through year seven, we will calculate the 3YMA as of such date. On the first of these measurement dates that the 3YMA equals or exceeds a CAGR of 9%, as compared to the 2YMA baseline, the performance condition would be satisfied, and we would issue to the participant the number of Cimpress ordinary shares determined by multiplying the number of PSUs subject to the award by the applicable performance-based multiplier. The performance-based multiplier begins at 100% for a 9% CAGR and increases on a sliding scale to 250% for a CAGR of 20% or above. If the CAGR has not reached at least 9% on any of the fourth through seventh anniversaries of the grant date and thus a Performance Dependent Issuance has not yet occurred, then the threshold CAGR level

for 3YMA performance at the eighth anniversary of the grant date, as compared to the baseline 2YMA, is lowered to 7%, and if the 3YMA performance meets or exceeds a 7% CAGR on the eighth anniversary the recipient would still receive Cimpres ordinary shares, but at a lower multiple beginning at 75% for a 7% CAGR and increasing on a sliding scale to 250% for a CAGR of 20% or above.

If none of the CAGR performance goals are achieved by the eighth anniversary of the grant date, then the PSU award would be terminated and no Cimpres ordinary shares would be issued with respect to the award.

The actual closing price of the Cimpres shares issued upon the Performance Dependent Issuance may be higher or lower than the 3YMA used to calculate the number of shares issued at such time.

Restricted Share Units. In fiscal year 2021, in order to enhance the retention value of our LTI program in light of the adverse effects of the COVID-19 pandemic on our share price and thus on the likelihood of achievement of the 3YMA performance targets in our PSU awards, we added RSU awards to our LTI program for executives and employees other than Mr. Keane. Our RSU awards typically vest annually over four years, and upon vesting each RSU is automatically converted into ordinary shares of Cimpres plc on a one-to-one basis so long as Cimpres continues to employ the recipient on the vesting date. Our executive officers other than Mr. Keane received a supplemental RSU award on July 1, 2020 to help retain and incent them to continue to guide Cimpres through difficult times and in recognition of the added difficulty of achieving the 3YMA performance targets in the PSU awards they had received in previous years due to the adverse effects of the pandemic on our share price. Our executive officers other than Mr. Keane were also eligible to receive annual LTI awards in February 2021 consisting of a mix of 75% PSUs and 25% RSUs (based on target values), with the opportunity for the executives to elect to receive 100% PSUs and no RSUs if they wished. Mr. Wensveen elected to receive 100% of his annual LTI award granted in February 2021 as PSUs.

Cash Retention Bonuses. In past years, we allowed our executive officers other than Mr. Keane to elect to receive a portion of their LTI awards in the form of cash retention bonuses, subject to a minimum threshold that was required to be allocated to PSUs. The cash retention bonuses pay the employee a fixed amount in equal payments over several years (typically four years) so long as Cimpres continues to employ the recipient. Although we no longer grant cash retention bonuses to executives, Mr. Quinn still holds cash retention bonus awards that were granted in previous fiscal years and that continued to vest, with the incremental vested amounts being earned, in fiscal year 2021.

Benefit Programs

The Compensation Committee believes that all employees based in the same geographic location should have access to similar levels of health and welfare benefits, and therefore our executive officers are eligible for the same health and welfare benefits, including medical, dental, vision, and disability plans, group life and accidental death and disability insurance and other benefit plans, as those offered to other employees in their location.

U.S.-based employees may participate in a 401(k) plan that provides a company match of up to 50% on the first 6% of the participant's eligible compensation that is contributed, subject to certain limits under the United States Internal Revenue Code of 1986, or US Tax Code, with company matching contributions vesting over a four-year period. As part of the cost reductions we executed due to the COVID-19 pandemic, we suspended the 401(k) matching contributions for U.S. employees from April 2020 through the end of September 2020.

We also provide customary pension plans to our European employees.

Perquisites

In general, executives are not entitled to benefits that are not otherwise available to all other employees who work in the same geographic location, although we do pay for a driver for Mr. Keane so that he can work during his commute. We also from time to time enter into arrangements with some of our named executive officers to reimburse them for living and relocation expenses and tax preparation fees and associated tax gross-ups relating to their work outside of their home countries. You can find more information about these arrangements in the Summary Compensation Table of this proxy statement.

Executive Retention and Other Agreements

We have entered into executive retention agreements with all of our executive officers. Under the executive retention agreements, if we terminate an executive officer's employment other than for cause, death, or disability or the executive terminates his or her employment for good reason before a change in control of Cimpress or within one year after a change in control (as cause, disability, good reason, and change in control are defined in the agreements), then the executive is entitled to receive:

- A lump sum severance payment equal to two years' salary and annual bonus, in the case of Mr. Keane, or one year's salary and annual bonus, in the case of the other executive officers. Because we no longer grant annual bonuses to our executives and employees, this amount would include only salary.
- With respect to any outstanding annual or multi-year cash incentive award under our previous cash performance incentive plan, a pro rata portion, based on the number of days from the beginning of the then current performance period until the date of termination, of his or her target incentive. Because we no longer grant awards under the cash performance incentive plan to our executives and employees, this amount would be zero.
- The continuation of all other employment-related health and welfare benefits for up to two years after the termination in the case of Mr. Keane, or up to one year after the termination in the case of our other executive officers.

Both the executive retention agreements and our PSU awards have change in control provisions. The executive retention agreements provide that, upon a change in control of Cimpress, all equity awards (other than PSUs) granted to each executive officer will accelerate and become fully vested, and each executive's annual or multi-year cash incentive awards under our previous cash performance incentive plan would accelerate such that the executive would receive a portion of his or her target bonus for the remaining performance period after the change in control. None of our executives currently holds any share options, but if they did, then the exercise period of the share options would be extended in certain circumstances if the executive's employment terminated after a change in control of Cimpress.

The equity plans and agreements that govern our PSUs provide that, upon a change in control, all PSUs that have satisfied the applicable service-based vesting conditions will be settled for Cimpress ordinary shares in accordance with the terms of the awards if the actual price paid per share to holders of Cimpress' securities in connection with the change in control equals or exceeds the CAGR performance goals set forth in the award agreements.

Our Compensation Committee decided that we would no longer include any excise tax gross-up provisions in any executive retention agreements we enter into with new executives after August 1, 2012, and accordingly, the only current executive officer who has an excise tax gross-up provision in his agreement is Mr. Keane. If Mr. Keane is required to pay any excise tax pursuant to Section 4999 of the US Tax Code as a result of compensation payments made to him, or benefits he obtained (including the acceleration of equity awards), in connection with a change in ownership or control of Cimpress, we are required to pay him an amount, referred to as a gross-up payment, equal to the amount of such excise tax plus any additional taxes attributable to such gross-up payment. However, if reducing Mr. Keane's compensation payments by up to \$50,000 would eliminate the requirement to pay an excise tax under Section 4999 of the US Tax Code, then Cimpress has the right to reduce the payment by up to \$50,000 to avoid triggering the excise tax and thus avoid providing gross-up payments to Mr. Keane.

The following table sets forth information on the potential payments to our named executive officers upon their termination or a change in control of Cimpress, assuming that a termination or change in control took place on June 30, 2021.

Name	Cash Payment \$(1)	Accelerated Vesting of RSUs and PSUs \$(2)	Benefits \$(3)	Tax Gross-Up Payment \$(4)	Total (\$)
Robert S. Keane					
• Termination Without Cause or With Good Reason	3,500,000	—	68,699	—	3,568,699
• Change in Control	—	35,912,764	—	—	35,912,764
• Change in Control w/ Termination Without Cause or With Good Reason	3,500,000	35,912,764	68,699	—	39,481,463
Sean E. Quinn					
• Termination Without Cause or With Good Reason	800,000	—	22,486	—	822,486
• Change in Control	—	10,524,443	—	—	10,524,443
• Change in Control w/ Termination Without Cause or With Good Reason	800,000	10,524,443	22,486	—	11,346,929
Maarten Wensveen					
• Termination Without Cause or With Good Reason	750,000	—	22,198	—	772,198
• Change in Control	—	5,514,817	—	—	5,514,817
• Change in Control w/ Termination Without Cause or With Good Reason	750,000	5,514,817	22,198	—	6,287,015

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- (1) Amounts in this column for Termination Without Cause or With Good Reason represent severance amounts payable under the executive retention agreements.
- (2) Amounts in this column represent the value, based on \$108.41 per share, which was the closing price of our ordinary shares on Nasdaq on June 30, 2021, the last trading day of our 2021 fiscal year, of (1) unvested RSUs that would vest and (2) shares that would be issued pursuant to vested PSUs upon the triggering event described in the first column. For PSUs, we assumed the price paid per share to holders of Cimpress' shares in connection with the change in control would represent a CAGR equal to the target performance goal for the PSU awards.
- (3) Amounts reported in this column represent the estimated cost of providing employment related benefits (such as insurance for medical, dental, and vision) during the period the named executive officer is eligible to receive those benefits under the executive retention agreements, which is two years for Mr. Keane and one year for the other named executive officers.
- (4) None of our executive officers other than Mr. Keane have excise tax gross-up provisions in their agreements. We calculate the amount of tax gross up to which Mr. Keane would have been entitled if a triggering event had occurred on June 30, 2021 and determined that he would not have been entitled to a gross-up payment.

The Role of Company Executives in the Compensation Process

Although the Compensation Committee makes the final decisions about executive compensation, the Committee also takes into account the views of our Chief Executive Officer, who makes initial recommendations with respect to the compensation of executive officers other than himself. Other employees of Cimpress also participate in the preparation of materials presented to or requested by the Compensation Committee for use and consideration at Compensation Committee meetings.

Share Ownership Guidelines and Policy on Hedging

We have share ownership guidelines for all of our executive officers and members of our Board of Directors. The guidelines require our executive officers and directors to hold Cimpres equity, including ordinary shares they hold directly or indirectly, unvested RSUs, vested and unvested PSUs, and vested, unexercised, in-the-money share options, with a value, based on the two-year trailing average of the closing prices of Cimpres' ordinary shares on Nasdaq, equal to or greater than a multiple of the executive officer's annual base salary or the director's annual retainer, as follows:

- Chief Executive Officer: 5 times annual base salary
- Other executive officers: 3 times annual base salary
- Board of Directors: 3 times Board annual cash retainer

We give each executive officer and Board member four years from his or her initial appointment as a Cimpres officer or director to comply with the share ownership guidelines. As of June 30, 2021, all executive officers and directors had satisfied their ownership guideline requirement.

Our Insider Trading Policy prohibits Cimpres' executive officers, directors, and employees from engaging in any derivative or hedging transactions in Cimpres securities, including but not limited to short sales, put options, call options, collars, futures contracts, forward contracts, and swaps.

Compensation Committee Report

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis contained in this proxy statement. Based on the Compensation Committee's review and discussions with management, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

*Compensation Committee of the
Board of Directors*
Scott J. Vassalluzzo, Chair
Sophie A. Gasperment
Zachary S. Sternberg

SUMMARY COMPENSATION TABLES

Summary Compensation Table

The following table summarizes the compensation earned in each of the last three fiscal years by:

- (i) our principal executive officer,
- (ii) our principal financial officer, and
- (iii) our other executive officer as of June 30, 2021.

Throughout this proxy statement, we refer to the individuals listed in (i) through (iii) above as our named executive officers.

Name and Principal Position	Year	Salary \$(1)	Bonus \$(2)	Share Awards \$(3)	All Other Compensation (\$)	Total (\$)
Robert S. Keane	2021	35,568	20,669	8,283,797	0	8,340,034
<i>Chairman and</i>	2020	29,888	—	9,338,794	31,100	9,399,782
<i>Chief Executive Officer</i>	2019	863,628	—	11,369,327	47,965	12,280,920
Sean E. Quinn	2021	803,077	241,875	4,667,581	5,931(4)	5,718,464
<i>Executive Vice President</i>	2020	710,769	354,375	3,199,628	4,000	4,268,772
<i>and Chief Financial Officer</i>	2019	769,774	354,375	2,836,524	7,620	3,968,293
Maarten Wensveen.....	2021	756,317	—	4,032,234	133,957(5)	4,922,508
<i>Executive Vice President and</i>	2020	530,769	—	2,554,745	33,535	3,119,049
<i>Chief Technology Officer</i>	2019	501,923	—	548,018	35,991	1,085,932

- (1) For Mr. Keane, the amounts in this column for fiscal years 2021 and 2020 represent the aggregate minimum salary for exempt employees under the U.S. Fair Labor Standards Act, which is paid in cash. Beginning in the second half of fiscal year 2019, Mr. Keane began receiving substantially all of his compensation, including base salary and Board retainer fees, in the form of PSUs.
- (2) The amount in this column for Mr. Keane in fiscal year 2021 represents the amount of LTI compensation payable to him that exceeded the 75,000 PSUs per fiscal year limit set forth in his PSU Limitation Agreement and was instead paid to him as a cash bonus. The amounts reported in this column for Mr. Quinn represent the payment of cash retention bonuses that were granted in previous fiscal years and vested in the years shown.
- (3) The amounts reported in this column represent a dollar amount equal to the grant date fair value of the share awards as computed in accordance with FASB ASC Topic 718. You can find the assumptions we used in the calculations for these amounts in Note 11 to our audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2021. See footnote 5 to the Grants of Plan-Based Awards in the Fiscal Year Ended June 30, 2021 table for the value of the PSUs granted in 2021 assuming the maximum achievement of the performance conditions.
- (4) This amount represents our matching contributions under our 401(k) deferred savings retirement plans.
- (5) \$74,575 of this amount represents our payment of state tax in connection with Mr. Wensveen's repatriation to the United States, \$30,981 of this amount represents a tax gross up associated with the payment of state tax, \$9,328 represents our payment of storage rental fees and import taxes associated with the storage of Mr. Wensveen's personal effects in Switzerland after his repatriation to the United States, \$7,954 represents a tax gross up associated with the storage rental fees and import taxes, \$1,850 represents tax preparation fees paid, \$1,020 represents a tax gross up for tax preparation fees, and \$8,250 of this amount represents our matching contributions under our 401(k) deferred savings retirement plan.

Grants of Plan-Based Awards in the Fiscal Year Ended June 30, 2021

The following table contains information about plan-based awards granted to each of our named executive officers during the fiscal year ended June 30, 2021.

Name	Grant Date	Estimated Future Payouts Under Equity Incentive Plan Awards(1)			All Other Share Awards: Number of Shares or Units (#)(4)	Grant Date Fair Value of Share Awards (\$)(5)
		Threshold (#)	Target (#)(2)	Maximum (#)(3)		
Robert S. Keane	8/15/2020(6)	—	17,902	35,805		1,350,295
	8/15/2020(7)	—	1,108	2,217		83,627
	11/15/2020(8)	—	1,403	2,807		86,034
	2/15/2021(9)	—	73,335	146,670		6,763,840
Sean E. Quinn	7/1/2020(10)				15,953	1,199,985
	2/15/2021(11)				5,958	624,935
	2/15/2021(9)	—	19,641	49,102		2,842,662
Maarten Wensveen	7/1/2020(10)				13,294	999,975
	2/15/2021(9)	—	20,951	52,377		3,032,259

- (1) These columns represent PSU awards. Each PSU represents a right to receive between 0 and 2.5 Cimpres ordinary shares upon the satisfaction of (A) service-based vesting, and (B) performance conditions relating to the CAGR of the 3YMA of Cimpres' ordinary shares.
- (2) For Mr. Keane, these amounts represent the number of Cimpres ordinary shares issuable six to ten years after the grant date if he fully satisfies the service-based vesting condition described in footnote 6, 7, 8, or 9, as applicable, and the 3YMA CAGR is 11% to 11.99% on any of the sixth through tenth anniversaries of the grant date (multiplier of 125%). For the named executive officers other than Mr. Keane, these amounts represent the number of Cimpres ordinary shares issuable four to eight years after the grant date if the executive officer fully satisfies the service-based vesting condition described in footnote 9 and the 3YMA CAGR is 9% to 9.99% on any of the fourth through eighth anniversaries of the grant date (multiplier of 100%).
- (3) For Mr. Keane, these amounts represent the number of Cimpres ordinary shares issuable six to ten years after the grant date if he fully satisfies the service-based vesting condition described in footnote 6, 7, 8, or 9, as applicable, and the 3YMA CAGR is 20% or above on any of the sixth through tenth anniversaries of the grant date (multiplier is 250%). For the named executive officers other than Mr. Keane, these amounts represent the number of Cimpres ordinary shares issuable four to eight years after the grant date if the executive officer fully satisfies the service-based vesting condition described in footnote 9 and the 3YMA CAGR is 20% or above on any of the fourth through eighth anniversaries of the grant date (multiplier of 250%).
- (4) The amounts reported in this column represent RSU awards.
- (5) The amounts reported in this column represent the grant date fair value for the RSU and PSU awards computed in accordance with FASB ASC Topic 718. You can find the assumptions we used in the calculations for these amounts in Note 11 to our audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2021. The maximum value of the PSUs granted in fiscal year 2021 assuming the maximum achievement of the performance conditions, which we estimated by multiplying the maximum number of shares issuable pursuant to each PSU award by the closing price of our ordinary shares on Nasdaq on the applicable grant date, or on the last trading date immediately before the grant date if the grant date is not a trading date, is \$19,240,485 in the aggregate for all of Mr. Keane's PSU awards, \$5,150,309 for Mr. Quinn, and \$5,493,824 for Mr. Wensveen.
- (6) This PSU award was granted to Mr. Keane in lieu of his base salary for his role as Chief Executive Officer in fiscal year 2021. The service-based vesting condition of this PSU award is that 25% of the original number of PSUs vest on each of September 30, 2020, December 31, 2020, March 31, 2021, and June 30, 2021 so long as Mr. Keane continues to be an eligible participant under Cimpres' 2020 Equity Incentive Plan on such vesting date.
- (7) This PSU award was granted to Mr. Keane in lieu of his \$100,000 cash retainer fee for his role as a member of our Board of Directors in fiscal year 2021. The service-based vesting condition of this PSU award is that 25% of the original number of PSUs vest on each of September 30, 2020, December 31, 2020, March 31, 2021, and June 30, 2021 so long as Mr. Keane continues to be an eligible participant under Cimpres' 2020 Equity Incentive Plan on such vesting date.
- (8) This is the annual PSU award granted to the members of our Board of Directors, including Mr. Keane. The service-based vesting condition of this PSU award is that 25% of the PSUs vest on November 24 of each of 2021 through 2024 so long as Mr. Keane continues to be an eligible participant under Cimpres' 2020 Equity Incentive Plan on such vesting date.
- (9) The service-based vesting condition of the PSUs reported in this row is that 25% of the original number of PSUs vest on June 30 of each of 2021 through 2024 so long as the executive officer continues to be an eligible participant under Cimpres' 2020 Equity Incentive Plan on such vesting date.

- (10) 25% of the original number of RSUs subject to this award vest on July 1 of each of 2021 through 2024 so long as the executive officer continues to be an eligible participant under Cimpress' 2011 Equity Incentive Plan on such vesting date.
- (11) 25% of the original number of RSUs subject to this award vest on August 15 of each of 2021 through 2024 so long as the executive officer continues to be an eligible participant under Cimpress' 2020 Equity Incentive Plan on such vesting date.

Outstanding Equity Awards at June 30, 2021

The following table contains information about unvested RSUs and unearned shares subject to PSUs as of June 30, 2021 for each of our named executive officers.

Share Awards				
Name	Number of Share Units That Have Not Vested (#)(1)	Market Value of Share Units That Have Not Vested \$(2)	Equity Incentive Plan Awards: Number of Unearned Shares (#)(3)	Equity Incentive Plan Awards: Market Value of Unearned Shares \$(4)
Robert S. Keane			93,750(5)	10,163,438
			78,970(6)	8,561,138
			73,498(7)	7,967,918
			8,895(8)	964,307
			1,428(9)	154,809
			436(10)	47,267
			71,726(11)	7,775,816
			18,663(12)	2,023,256
			1,147(12)	124,346
			1,398(13)	151,557
			17,902(14)	1,940,756
			1,108(14)	120,118
			1,403(15)	152,099
		73,335(16)	7,950,247	
Sean E. Quinn	15,953(17)	1,729,465	24,301(5)	2,634,471
	5,958(18)	645,907	20,306(6)	2,201,373
			18,898(7)	2,048,732
			22,952(19)	2,488,226
			19,641(20)	2,129,281
Maarten Wensveen	13,294(17)	1,441,203	14,400(5)	1,561,104
			6,016(6)	652,195
			3,651(7)	395,805
			18,362(19)	1,990,624
			20,951(20)	2,271,298

- (1) These amounts represent the number of Cimpres ordinary shares issuable pursuant to RSU awards upon vesting.
- (2) The market value of the unvested RSUs is determined by multiplying the number of RSUs by \$108.41 per share, which was the closing price of our ordinary shares on Nasdaq on June 30, 2021, the last trading day of our 2021 fiscal year.
- (3) These amounts represent the number of Cimpres ordinary shares issuable pursuant to PSU awards if the applicable service-based vesting condition and 3YMA CAGR performance conditions described in the footnotes below are satisfied for such PSU award.
- (4) The market value of the unearned PSUs is determined by multiplying the number of shares that would be issuable if the conditions described in footnote 3 were achieved by \$108.41 per share, which was the closing price of our ordinary shares on Nasdaq on June 30, 2021, the last trading day of our 2021 fiscal year.
- (5) This amount represents the number of Cimpres ordinary shares issuable six to ten years after the grant date of August 15, 2016 if the named executive officer fully satisfies the service-based vesting condition and the 3YMA CAGR is 11% to 11.99% on any of the sixth through tenth anniversaries of the grant date (multiplier of 125%). The service-based vesting condition has been fully satisfied for these PSUs, but the PSUs are not earned, and no shares are issuable pursuant to the PSUs, until August 15, 2022 at the earliest (unless there is an earlier change in control) and only if the performance conditions relating to the CAGR of the 3YMA of Cimpres' ordinary shares are satisfied.

- (6) This amount represents the number of Cimpress ordinary shares issuable six to ten years after the grant date of August 15, 2017 if the named executive officer fully satisfies the service-based vesting condition and the 3YMA CAGR is 11% to 11.99% on any of the sixth through tenth anniversaries of the grant date (multiplier of 125%). The service-based vesting condition has been fully satisfied for these PSUs, but the PSUs are not earned, and no shares are issuable pursuant to the PSUs, until August 15, 2023 at the earliest (unless there is an earlier change in control) and only if the performance conditions relating to the CAGR of the 3YMA of Cimpress' ordinary shares are satisfied.
- (7) This amount represents the number of Cimpress ordinary shares issuable six to ten years after the grant date of August 15, 2018 if the named executive officer fully satisfies the service-based vesting condition and the 3YMA CAGR is 11% to 11.99% on any of the sixth through tenth anniversaries of the grant date (multiplier of 125%). The service-based vesting condition for these PSUs is that 25% of the original number of PSUs vest on June 30 of each of 2019 through 2022 so long as the officer continues to be an eligible participant under Cimpress' 2016 Performance Equity Plan on each vesting date. However, the PSUs are not earned, and no shares are issuable pursuant to the PSUs, until August 15, 2024 at the earliest (unless there is an earlier change in control) and only if the performance conditions relating to the CAGR of the 3YMA of Cimpress' ordinary shares are satisfied.
- (8) This amount represents the number of Cimpress ordinary shares issuable six to ten years after the grant date of February 15, 2019 if the 3YMA CAGR is 11% to 11.99% on any of the sixth through tenth anniversaries of the grant date (multiplier of 125%). The service-based vesting condition has been fully satisfied for these PSUs, but the PSUs are not earned, and no shares are issuable pursuant to the PSUs, until February 15, 2025 at the earliest (unless there is an earlier change in control) and only if the performance conditions relating to the CAGR of the 3YMA of Cimpress' ordinary shares are satisfied.
- (9) This amount represents the number of Cimpress ordinary shares issuable six to ten years after the grant date of February 15, 2019 if Mr. Keane fully satisfies the service-based vesting condition and the 3YMA CAGR is 11% to 11.99% on any of the sixth through tenth anniversaries of the grant date (multiplier of 125%). The service-based vesting condition for these PSUs is that 25% of the original number of PSUs vest on November 12 of each of 2019 through 2022 so long as Mr. Keane continues to be an eligible participant under Cimpress' 2016 Performance Equity Plan on each vesting date. However, the PSUs are not earned, and no shares are issuable pursuant to the PSUs, until February 15, 2025 at the earliest (unless there is an earlier change in control) and only if the performance conditions relating to the CAGR of the 3YMA of Cimpress' ordinary shares are satisfied.
- (10) This amount represents the number of Cimpress ordinary shares issuable six to ten years after the grant date of February 15, 2019 if the 3YMA CAGR is 11% to 11.99% on any of the sixth through tenth anniversaries of the grant date (multiplier of 125%). The service-based vesting condition has been fully satisfied for these PSUs, but the PSUs are not earned, and no shares are issuable pursuant to the PSUs, until February 15, 2025 at the earliest (unless there is an earlier change in control) and only if the performance conditions relating to the CAGR of the 3YMA of Cimpress' ordinary shares are satisfied.
- (11) This amount represents the number of Cimpress ordinary shares issuable six to ten years after the grant date of August 15, 2019 if Mr. Keane fully satisfies the service-based vesting condition and the 3YMA CAGR is 11% to 11.99% on any of the sixth through tenth anniversaries of the grant date (multiplier of 125%). The service-based vesting condition for these PSUs is that 25% of the original number of PSUs vest on June 30 of each of 2020 through 2023 so long as Mr. Keane continues to be an eligible participant under Cimpress' 2016 Performance Equity Plan on each vesting date. However, the PSUs are not earned, and no shares are issuable pursuant to the PSUs, until August 15, 2025 at the earliest (unless there is an earlier change in control) and only if the performance conditions relating to the CAGR of the 3YMA of Cimpress' ordinary shares are satisfied.
- (12) This amount represents the number of Cimpress ordinary shares issuable six to ten years after the grant date of August 15, 2019 if the 3YMA CAGR is 11% to 11.99% on any of the sixth through tenth anniversaries of the grant date (multiplier of 125%). The service-based vesting condition has been fully satisfied for these PSUs, but the PSUs are not earned, and no shares are issuable pursuant to the PSUs, until August 15, 2025 at the earliest (unless there is an earlier change in control) and only if the performance conditions relating to the CAGR of the 3YMA of Cimpress' ordinary shares are satisfied.
- (13) This amount represents the number of Cimpress ordinary shares issuable six to ten years after the grant date of November 15, 2019 if Mr. Keane fully satisfies the service-based vesting condition and the 3YMA CAGR is 11% to 11.99% on any of the sixth through tenth anniversaries of the grant date (multiplier of 125%). The service-based vesting condition of these PSUs is that 25% of the PSUs vest on November 21 of each of 2020 through 2023 so long as Mr. Keane continues to be an eligible participant under Cimpress' 2016 Performance Equity Plan on such vesting date. However, the PSUs are not earned, and no shares are issuable pursuant to the PSUs, until November 15, 2025 at the earliest (unless there is an earlier change in control) and only if the performance conditions relating to the CAGR of the 3YMA of Cimpress' ordinary shares are satisfied.
- (14) This amount represents the number of Cimpress ordinary shares issuable six to ten years after the grant date of August 15, 2020 if the 3YMA CAGR is 11% to 11.99% on any of the sixth through tenth anniversaries of the grant date (multiplier of 125%). The service-based vesting condition has been fully satisfied for these PSUs, but the PSUs are not earned, and no shares are issuable pursuant to the PSUs, until August 15, 2026 at the earliest (unless there is an earlier change in control) and only if the performance conditions relating to the CAGR of the 3YMA of Cimpress' ordinary shares are satisfied.

- (15) This amount represents the number of Cimpress ordinary shares issuable six to ten years after the grant date of November 15, 2020 if Mr. Keane fully satisfies the service-based vesting condition and the 3YMA CAGR is 11% to 11.99% on any of the sixth through tenth anniversaries of the grant date (multiplier of 125%). The service-based vesting condition of these PSUs is that 25% of the PSUs vest on November 24 of each of 2021 through 2024 so long as Mr. Keane continues to be an eligible participant under Cimpress' 2016 Performance Equity Plan on such vesting date. However, the PSUs are not earned, and no shares are issuable pursuant to the PSUs, until November 15, 2026 at the earliest (unless there is an earlier change in control) and only if the performance conditions relating to the CAGR of the 3YMA of Cimpress' ordinary shares are satisfied.
- (16) This amount represents the number of Cimpress ordinary shares issuable six to ten years after the grant date of February 15, 2021 if Mr. Keane fully satisfies the service-based vesting condition and the 3YMA CAGR is 11% to 11.99% on any of the sixth through tenth anniversaries of the grant date (multiplier of 125%). The service-based vesting condition for these PSUs is that 25% of the original number of PSUs vest on June 30 of each of 2021 through 2024 so long as Mr. Keane continues to be an eligible participant under Cimpress' 2020 Equity Incentive Plan on each vesting date. However, the PSUs are not earned, and no shares are issuable pursuant to the PSUs, until February 15, 2027 at the earliest (unless there is an earlier change in control) and only if the performance conditions relating to the CAGR of the 3YMA of Cimpress' ordinary shares are satisfied.
- (17) These RSU awards vest as to 25% of the original number of units on July 1 of each of 2021 through 2024, on each of which dates we will automatically issue one ordinary share for each vested unit so long as the named executive officer continues to be an eligible participant under Cimpress' 2011 Equity Incentive Plan on that date.
- (18) This RSU award vests as to 25% of the original number of units on August 15 of each of 2021 through 2024, on each of which dates we will automatically issue one ordinary share for each vested unit so long as Mr. Quinn continues to be an eligible participant under Cimpress' 2020 Equity Incentive Plan on that date.
- (19) This amount represents the number of Cimpress ordinary shares issuable four to eight years after the grant date of August 15, 2019 if the named executive officer fully satisfies the service-based vesting condition and the 3YMA CAGR is 9% to 9.99% on any of the fourth through eighth anniversaries of the grant date (multiplier of 100%). The service-based vesting condition for these PSUs is that 25% of the original number of PSUs vest on June 30 of each of 2020 through 2023 so long as the officer continues to be an eligible participant under Cimpress' 2016 Performance Equity Plan on each vesting date. However, the PSUs are not earned, and no shares are issuable pursuant to the PSUs, until August 15, 2023 at the earliest (unless there is an earlier change in control) and only if the performance conditions relating to the CAGR of the 3YMA of Cimpress' ordinary shares are satisfied.
- (20) This amount represents the number of Cimpress ordinary shares issuable four to eight years after the grant date of February 15, 2021 if the named executive officer fully satisfies the service-based vesting condition and the 3YMA CAGR is 9% to 9.99% on any of the fourth through eighth anniversaries of the grant date (multiplier of 100%). The service-based vesting condition for these PSUs is that 25% of the original number of PSUs vest on June 30 of each of 2021 through 2024 so long as the officer continues to be an eligible participant under Cimpress' 2020 Equity Incentive Plan on each vesting date. However, the PSUs are not earned, and no shares are issuable pursuant to the PSUs, until February 15, 2025 at the earliest (unless there is an earlier change in control) and only if the performance conditions relating to the CAGR of the 3YMA of Cimpress' ordinary shares are satisfied.

Option Exercises and Shares Vested in the Fiscal Year Ended June 30, 2021

The following table contains information about option exercises and vesting of RSUs on an aggregated basis during fiscal year 2021 for each of our named executive officers.

Name	Option Awards		Share Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (1)(\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (2)(\$)
Robert S. Keane.....	105,240	5,459,851	—	—
Sean E. Quinn.....	—	—	2,143	204,249
Maarten Wensveen.....	—	—	1,607	153,163

- (1) The value received on exercise of share options is determined by multiplying the number of shares exercised by the difference between the closing sale price of our ordinary shares on Nasdaq on the date of exercise and the exercise price.
- (2) The value realized on vesting of RSUs is determined by multiplying the number of shares that vested by the closing sale price of our ordinary shares on Nasdaq on the vest date, or on the last trading date immediately before the vest date if the vest date is not a trading date.

CEO Pay Ratio

Mr. Keane's fiscal year 2021 annual total compensation was \$8,340,034, as reported in the Summary Compensation Table above, and the fiscal year 2021 annual total compensation of our median compensated employee other than Mr. Keane was \$27,136. The ratio of the median employee's total compensation to Mr. Keane's total compensation is 1-to-307. \$8,283,797 of Mr. Keane's total compensation for fiscal year 2021 was in the form of PSU awards that will pay out six to ten years after grant only if the 3YMA CAGR performance conditions are met.

Because there were no changes to our employee population or employee compensation from fiscal year 2020 to fiscal year 2021 that significantly impacted our pay ratio disclosure, we used the same median employee this year as we did last year. For purposes of identifying the median compensated employee for fiscal year 2020, we took into account base salary (for salaried employees) and wages paid (for hourly employees) during the fiscal year for all our employees as of May 1, 2020. We annualized this compensation for employees who did not work the entire fiscal year, except for employees designated as seasonal or temporary. For employees whose cash compensation was temporarily reduced for the fourth quarter of 2020 and replaced with RSUs as part of the salary restructuring program we instituted in fiscal year 2020 in response to the COVID-19 pandemic, we included the RSUs as part of each employee's base salary and assumed that the RSUs granted to each employee had the same value as the amount by which such employee's cash compensation was reduced.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides information as of June 30, 2021 about the securities issued or authorized for future issuance under our current equity compensation plans.

Equity Compensation Plan Information

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights(1)	(b) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights(2)	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column(a))
Equity compensation plans approved by shareholders(1)	3,336,477	\$0.13	2,710,926
Equity compensation plans not approved by shareholders	—	—	—
Total	3,336,477	\$0.13	2,710,926 (3)

(1) Consists of our 2005 Non-Employee Directors' Share Option Plan, 2011 Equity Incentive Plan, 2016 Performance Equity Plan and 2020 Equity Incentive Plan. This column includes an aggregate of 3,331,179 shares underlying RSUs and PSUs based on 2.5 shares per PSU that were unvested as of June 30, 2021.

(2) The RSUs and PSUs included in column (a) do not have an exercise price, and the weighted-average exercise price excluding these units is \$80.01.

(3) Consists of shares available for future awards under our 2020 Equity Incentive Plan. For PSU awards, we assumed that we would issue ordinary shares equal to 250% of the outstanding PSUs, which is the maximum potential share issuance.

PROPOSAL 3 - SET THE PRICE RANGE FOR ISSUING TREASURY SHARES

Our treasury account contains ordinary shares that we previously repurchased from our shareholders, and when we issue ordinary shares to satisfy our obligations under our equity compensation plans or for other purposes, we generally issue shares from our treasury account instead of issuing new ordinary shares from our authorized share capital. Under Irish law, we need our shareholders to set the minimum and maximum prices at which we are authorized to issue treasury shares off-market. Once set by our shareholders, the price range is valid for no more than 18 months. Unless the price range is set by our shareholders, we cannot issue treasury shares.

The formal text of the resolution that we are asking our shareholders to approve is as follows:

"As a special resolution for the purposes of section 1078 of the Companies Act 2014 of Ireland (the "Companies Act"), the maximum and minimum prices at which ordinary shares that we previously purchased or redeemed and hold in treasury may be reissued off-market are as follows:

- i. the maximum price at which such treasury shares may be re-allotted off-market is an amount equal to 200% of the market price per share on the Nasdaq Global Select Market or any other securities exchange where the Company's shares are then traded, and*
- ii. the minimum price at which such treasury shares may be re-allotted off-market is \$0.*

The authority conferred by this resolution is effective from the date of passing of this resolution and expires eighteen months from the date of the passing of this resolution, unless previously varied, revoked or renewed by special resolution in accordance with the provisions of section 1078 of the Companies Act.

For the purpose of this resolution, the "market price" of our ordinary shares is 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 the issuance, as reasonably determined by the Board of Directors of Cimpress plc."

Our Board of Directors recommends that you vote FOR the proposal to set the price range for issuing treasury shares as described above.

PROPOSAL 4 - REAPPOINT OUR STATUTORY AUDITOR UNDER IRISH LAW

The Irish Companies Act 2014 requires that our statutory auditors be appointed at each annual general meeting of shareholders, to hold office from the conclusion of the annual general meeting until the conclusion of the next annual general meeting. PricewaterhouseCoopers Ireland has served as Cimpress plc's Irish statutory auditor since fiscal year 2020 and is affiliated with PricewaterhouseCoopers LLP, who our Audit Committee has selected as our U.S. registered independent registered public accounting firm for the fiscal year ending June 30, 2022 with respect to our consolidated financial statements prepared in accordance with U.S. generally accepted accounting principles. We refer to PricewaterhouseCoopers LLP and PricewaterhouseCoopers Ireland together as "PwC."

Our Audit Committee has recommended that PricewaterhouseCoopers Ireland be appointed as our Irish statutory auditor. If our shareholders do not approve the reappointment of PricewaterhouseCoopers Ireland at this annual meeting, our Board of Directors may appoint a person or firm to fill the vacancy.

Our Board of Directors recommends that you vote FOR the reappointment of PricewaterhouseCoopers Ireland as our statutory auditor under Irish law to hold office until the conclusion of our annual general meeting in 2022.

Independent Registered Public Accounting Firm Fees and Other Matters

The following table presents the aggregate fees and expenses billed for services rendered by PwC for the fiscal years ended June 30, 2021 and June 30, 2020. The amounts reported for each fiscal year represent the fees and expenses for services rendered during the applicable fiscal year, regardless of when the fees and expenses were billed.

	Fiscal Year 2021	Fiscal Year 2020
Audit Fees(1).....	\$ 4,015,047	\$ 3,925,395
Audit-Related Fees(2).....	—	170,000
Tax Fees(3).....	413,257	357,952
All Other Fees(4).....	158,489	71,271
Total Fees.....	<u>\$ 4,586,793</u>	<u>\$ 4,524,618</u>

- (1) Audit fees and expenses consisted of fees and expenses billed for the audit of our consolidated financial statements, statutory audits of Cimpres plc (formerly Cimpres N.V.) and certain of our subsidiaries, quarterly reviews of our financial statements, and the audit of the effectiveness of internal control over financial reporting as promulgated by Section 404 of the U.S. Sarbanes-Oxley Act.
- (2) Audit-related fees and expenses for fiscal year 2020 consisted of fees and expenses for services that are reasonably related to the performance of the audit and the review of our financial statements and that are not reported under "Audit Fees." These services relate principally to consultations regarding financial accounting and reporting matters associated with the cross-border merger of Cimpres N.V. into Cimpres plc and Cimpres' debt offering.
- (3) Tax fees and expenses consisted of fees and expenses for tax compliance (including tax return preparation), tax advice, tax planning and consultation services. Tax compliance services (assistance with tax returns, tax audits and appeals) accounted for \$115,767 of the total tax fees billed in fiscal year 2021 and \$206,625 of the total tax fees billed in fiscal year 2020.
- (4) For fiscal year 2021 and 2020, \$5,301 and \$900 represent subscription fees for PwC's accounting and tax research tools, respectively. For fiscal year 2021, \$97,600 represents fees associated with a COVID-19 relief package in the Netherlands. The remaining \$55,588 and \$70,371 for fiscal years 2021 and 2020, respectively, represent fees for global mobility immigration services.

Audit Committee's Pre-approval Policy and Procedures

Our Audit Committee has adopted policies and procedures for the pre-approval of audit and non-audit services for the purpose of maintaining the independence of our registered public accounting firm. We may not engage the independent registered public accounting firm to render any audit or non-audit service unless either the service is approved in advance by the Audit Committee or the engagement to render the service is entered into pursuant to the Audit Committee's pre-approval policies and procedures. From time to time, the Audit Committee pre-approves services that are expected to be provided to Cimpres by the independent registered public accounting firm during the following 12 months. Any such pre-approval is detailed as to the particular service or type of services to be provided and is also subject to a maximum dollar amount. At regularly scheduled meetings of the Audit Committee, management or the independent registered public accounting firm report to the Audit Committee regarding services actually provided to Cimpres.

During our fiscal year ended June 30, 2021, PwC did not provide any services to Cimpres other than in accordance with the pre-approval policies and procedures described above.

**PROPOSAL 5 - AUTHORIZE OUR BOARD OR AUDIT COMMITTEE
TO DETERMINE THE REMUNERATION OF OUR STATUTORY AUDITOR UNDER IRISH LAW**

Under the Irish Companies Act 2014, the remuneration of our statutory auditor under Irish law must be fixed by our shareholders in a general meeting of the Company or in such manner as may be determined in a general meeting. We are asking our shareholders to authorize our Board or the Audit Committee of the Board to determine PricewaterhouseCoopers Ireland's remuneration as our statutory auditor under Irish law for the duration of PwC's term of office. Our Board has delegated the authority to determine the remuneration of our statutory auditor under Irish law to the Audit Committee of the Board in accordance with the Board's procedures and applicable law.

Our Board of Directors recommends that you vote FOR the authorization of our Board or Audit Committee to determine the remuneration of PricewaterhouseCoopers Ireland.

CORPORATE GOVERNANCE

Board of Directors and Committees

During our fiscal year ended June 30, 2021, our Board met four times, and each of our directors attended at least 90% of the total number of meetings of the Board and the committees of which such director was a member during the period of time he or she served on such committee. We do not have a policy with respect to director attendance at our annual general meetings of shareholders, and one director attended our 2020 annual general meeting of shareholders.

The Board has standing Audit, Compensation, and Nominating Committees. Each committee has a charter that has been approved by the Board, and each committee must review the adequacy of its charter at least annually.

<i>Director</i>	<i>Audit Committee</i>	<i>Compensation Committee</i>	<i>Nominating Committee</i>
Sophie A. Gasperment		member	member
John J. Gavin, Jr.	Chair and Audit Committee Financial Expert		
Zachary S. Sternberg	member	member	Chair
Dessislava Temperley	member*		
Scott J. Vassalluzzo	member	Chair	member
<i>All committee members independent?</i>	Yes, meet independence criteria for audit committee members	Yes, meet independence criteria for compensation committee members	Yes
<i>How many meetings during fiscal year 2021?</i>	five	two	one

*Ms. Temperley was appointed to the Audit Committee on September 15, 2021, and the Board plans to appoint her chair of the Audit Committee at the expiration of John Gavin's term as director at the conclusion of this 2021 annual meeting. The Board has determined that Ms. Temperley is an audit committee financial expert.

Audit Committee. The Audit Committee's responsibilities include the following:

- evaluating and retaining our independent registered public accounting firm
- approving the compensation of, and assessing (or recommending that the Board assess) the independence of, our registered public accounting firm
- overseeing the work of our independent registered public accounting firm, including the receipt and consideration of certain reports from the firm
- reviewing and discussing our financial statements and other financial disclosures and considering whether to recommend to the Board that our audited financial statements be included in our Annual Report on Form 10-K
- coordinating the Board's oversight of our internal control over financial reporting and disclosure controls and procedures
- overseeing our internal audit function
- establishing procedures for the receipt, retention, and treatment of accounting-related complaints and concerns
- reviewing and approving any related person transactions

- discussing our policies with respect to financial and accounting risk assessment and risk management
- preparing the Audit Committee report included in this proxy statement

Compensation Committee. The Compensation Committee's responsibilities include the following:

- reviewing and approving, or making recommendations to the Board with respect to, the compensation of our Chief Executive Officer and our other executive officers
- reviewing and making recommendations to the Board with respect to incentive compensation and equity-based plans and overseeing and administering our equity-based plans
- reviewing and approving director compensation
- overseeing the risks associated with our compensation policies and practices
- reviewing and discussing with management the Compensation Discussion and Analysis section of the proxy statement and considering whether to recommend to the Board that the Compensation Discussion and Analysis be included in the proxy statement
- preparing the Compensation Committee report included in this proxy statement

Nominating Committee. The Nominating Committee's responsibilities include the following:

- identifying individuals qualified to become Board members
- recommending to the Board the persons to be nominated for appointment as directors and to each of the Board's committees
- monitoring communications to the Board from shareholders and other interested parties
- coordinating the Board's oversight of our Code of Business Conduct and reviewing allegations made on our confidential reporting helpline

Corporate Governance Guidelines

We believe that good corporate governance is important to ensure that Cimpress is managed for the long-term benefit of our stakeholders, including but not limited to our shareholders. The Board has adopted Corporate Governance Guidelines to assist in the exercise of its duties and responsibilities and to serve the best interests of Cimpress and our stakeholders. The Corporate Governance Guidelines provide a framework for the conduct of the Board's business.

Among other things, the Corporate Governance Guidelines provide as follows:

- A majority of the members of the Board must be independent directors, except as permitted by Nasdaq rules.
- The Board should focus on, and develop a strategy for, long-term valuation creation by Cimpress.
- The non-employee directors must meet at least twice a year in executive session without any members of Cimpress' management to discuss, among other matters, the performance of our Chief Executive Officer.
- The Board has full and free access to management and employees and the authority to hire and consult with independent advisors.
- The Board must have at all times an Audit Committee, Compensation Committee, and Nominating Committee composed of non-employee directors who meet the independence and other criteria set forth in Nasdaq rules.

- On an annual basis or such other frequency as the Board determines, the Board must conduct a self-evaluation to determine whether it and its committees are functioning effectively.

You can find our Corporate Governance Guidelines, our Code of Business Conduct, and the charters for our Audit Committee, Compensation Committee and Nominating Committee on our Investor Relations website at *ir.cimpress.com*, or you can request copies of these documents by emailing us at *ir@cimpress.com* or writing to Investor Relations, c/o Cimpress USA Incorporated, 170 Data Drive, Waltham, MA 02451 USA.

Code of Business Conduct

We have adopted a written code of business conduct that applies to our Board, officers, and employees, a current copy of which is posted on the Corporate Governance page of *ir.cimpress.com*. In addition, we intend to post on our website all disclosures that are required by law or Nasdaq stock market listing standards concerning any amendments to, or waivers from, any provision of the code.

Determination of Independence

Under Nasdaq rules, members of our Board qualify as “independent directors” only if, in the opinion of the Board, they do not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Board has determined that none of its members other than Robert Keane, our Chief Executive Officer, has a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that all of the non-employee directors are “independent directors” as defined under Nasdaq's Marketplace Rules.

Oversight of Risk

Our Board has responsibility for risk oversight, and the full Board or its relevant committees regularly conduct reviews of certain risk areas. In addition, based on an internal risk assessment, we believe that any risks arising from our compensation programs for our employees are not reasonably likely to have a material adverse effect on Cimpress.

Board Nomination Process

The process that our Nominating Committee follows to identify and evaluate candidates for members of our Board includes requests to its members and others for recommendations, meetings from time to time to evaluate biographical information and background material relating to potential candidates, and interviews of selected candidates by members of the Committee and the Board.

In considering whether to recommend any particular candidate for inclusion in the Board's slate of nominees, the Nominating Committee applies, among other things, the criteria for Board members set forth as an attachment to the Nominating Committee Charter. These criteria include among others the candidate's integrity, business acumen, knowledge of our business and industry, experience, diligence, absence of any conflicts of interest, and ability to act in the interests of all of Cimpress' stakeholders. In addition, the Charter specifies that nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability, or any other basis proscribed by law and that the Nominating Committee and Board should consider the value of diversity on the Board. The Committee does not assign specific weights to particular criteria, and no particular criterion other than integrity and good character is a prerequisite for each prospective nominee.

We believe that the backgrounds and qualifications of the members of our Board, considered as a group, should provide a composite mix of experience, knowledge and abilities that will allow the Board to fulfill its responsibilities. Accordingly, the Nominating Committee seeks nominees with a broad diversity of experience, professions, skills and backgrounds.

Shareholders may recommend individuals to the Nominating Committee for consideration as potential candidates for the Board by submitting their names, together with appropriate biographical information and background materials and a statement as to whether the shareholder or group of shareholders making the recommendation has beneficially owned more than 5% of our ordinary shares for at least a year as of the date such recommendation is made, to Nominating Committee, c/o General Counsel, Cimpress USA Incorporated, 170 Data Drive, Waltham, MA 02451 USA. If appropriate biographical and background material has been provided on a timely basis, the

Nominating Committee will evaluate shareholder-recommended candidates by following substantially the same process, and applying substantially the same criteria, as it follows for candidates submitted by others.

Report of the Audit Committee

The Audit Committee has reviewed Cimpress' audited consolidated financial statements for the fiscal year ended June 30, 2021 and has discussed these financial statements with Cimpress' management and PricewaterhouseCoopers LLP, our independent registered public accounting firm for fiscal year 2021.

The Audit Committee has also received from, and discussed with, PwC various communications that PwC is required to provide to the Audit Committee pursuant to the applicable requirements of the Public Company Accounting Oversight Board, or PCAOB, and in effect for Cimpress' fiscal year 2021. The Audit Committee has discussed with the independent registered public accounting firm its independence from Cimpress. The Audit Committee also considered whether the provision of other, non-audit related services referred to under the heading "Independent Registered Public Accounting Firm Fees and Other Matters" under Proposal 4 is compatible with maintaining the independence of our registered public accounting firm.

Based on its discussions with, and its review of the representations and information provided by, management and PwC, the Audit Committee recommended to the Board that the audited financial statements be included in Cimpress' Annual Report on Form 10-K for the fiscal year ended June 30, 2021.

This Audit Committee Report is not incorporated by reference into any of our previous or future filings with the SEC, unless any such filing explicitly incorporates this Report.

*Audit Committee of the Board of Directors
(during fiscal year 2021)*
John J. Gavin, Jr., *Chairman*
Zachary S. Sternberg
Scott J. Vassalluzzo

Certain Relationships and Related Transactions

Policies and Procedures for Related Person Transactions

We have a written related person transaction policy that sets forth the policies and procedures for the review and approval or ratification of related person transactions. This policy covers any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships in which we are a participant, the amount involved exceeds \$25,000, and a related person has a direct or indirect material interest, including, without limitation, purchases of goods or services by or from the related person or entities in which the related person has a material interest, indebtedness, guarantees of indebtedness, and employment by us of a related person. A related person is any person who is or was a Cimpress executive officer or member of our Board of Directors at any time since the beginning of our most recently completed fiscal year, the beneficial holder of more than 5% of any class of our voting securities, or an immediate family member of anyone described in this sentence.

All potential related person transactions that we propose to enter into must be reported to our Chief Legal Officer (CLO, who is currently our General Counsel) or Chief Accounting Officer (CAO), who will determine whether each reported transaction qualifies as a related person transaction. If so, then the CLO and CAO will submit the transaction for review and approval by our Audit Committee. If our CLO and CAO determine that advance approval of a related person transaction by the full Audit Committee is not practicable under the circumstances, then they will submit the transaction to the Audit Committee chair for review and approval, and the full Audit Committee will review and ratify the related person transaction at the next Committee meeting.

In addition, the Audit Committee will review annually any previously approved or otherwise already existing related person transaction that is ongoing in nature to ensure that such related person transaction has been conducted in accordance with the Audit Committee's previous approval, if any, and that all required disclosures regarding the related person transaction are made.

When considering a proposed related person transaction, the Audit Committee will review and consider, to the extent appropriate for the circumstances:

- the related person's interest in the related person transaction;
- the approximate dollar value of the amount involved in the related person transaction;
- the approximate dollar value of the amount of the related person's interest in the transaction without regard to the amount of any profit or loss;
- whether the transaction was undertaken in the ordinary course of business;
- whether the transaction with the related person is entered into on terms no less favorable to us than terms that could have been reached with an unrelated third party;
- the purpose of, and the potential benefits to us of, the transaction; and
- any other information regarding the related person transaction or the related person that would be material to investors in light of the circumstances of the particular transaction.

The Audit Committee will review all relevant information available to it about the related person transaction. The Audit Committee may approve or ratify the related person transaction only if the Committee determines that, under all of the circumstances, the transaction is in or is not inconsistent with our best interests. The Committee may, in its sole discretion, impose conditions as it deems appropriate on us or the related person in connection with approval of the related person transaction.

In addition, under our Corporate Governance Guidelines, any director who has a conflict of interest is required to disclose that conflict to the Chairman, full Board, or General Counsel and to abstain from voting on any resolution involving, or participating in any Board discussion of, the conflict.

We did not have any related person transactions, as defined by SEC rules, during fiscal year 2021.

Compensation Committee Interlocks and Insider Participation

During fiscal year 2021, Ms. Gasperment and Messrs. Sternberg and Vassalluzzo served as members of our Compensation Committee. None of these directors has ever been an officer or employee of Cimpres or any of our subsidiaries, and during fiscal year 2021, no Compensation Committee member had any relationship with us requiring disclosure under SEC rules.

During fiscal year 2021, none of our executive officers served as a member of the board of directors or compensation committee (or other committee serving an equivalent function) of any entity that had one or more executive officers serving as a member of our Board or Compensation Committee.

Communicating with the Board

Our Board will give appropriate attention to written communications that are submitted by shareholders, and will respond if and as appropriate. The chair of the Nominating Committee, with the assistance of Cimpres' General Counsel, is primarily responsible for monitoring communications from shareholders and for providing copies or summaries to the other directors as its members consider appropriate.

The chair of the Nominating Committee will forward communications to the full Board if the communications relate to substantive matters and include suggestions or comments that he considers to be important for the directors to know. In general, the chair is more likely to forward communications relating to corporate governance and corporate strategy than communications relating to ordinary business affairs, personal grievances, and matters as to which Cimpres may receive repetitive or duplicative communications.

Shareholders who wish to send communications on any topic to our Board should address such communications to:

Board of Directors
c/o Corporate Secretary, Cimpres plc
170 Data Drive
Waltham, MA 02451
USA

COMPENSATION OF OUR BOARD OF DIRECTORS

We use a combination of cash and share-based incentive compensation to attract and retain qualified candidates to serve as members of our Board of Directors. When considering the compensation of our directors, our Compensation Committee considers the significant amount of time that directors expend in fulfilling their duties to Cimpress and the skill level that we require of our Board members.

Fees

For fiscal year 2021, we paid our directors, including Mr. Keane, an annual retainer of \$100,000 per fiscal year, and the Chair of the Audit Committee received an additional \$25,000 per fiscal year. Mr. Keane's annual retainer for Board service was paid in the form of PSUs, as described above in the Compensation Discussion and Analysis section of this proxy statement. We reimburse our directors for reasonable travel and other expenses incurred in connection with attending meetings of our Board and its committees, and we pay the tax preparation fees related to their Dutch and Irish income tax returns.

Performance Share Units

Our long-term incentive program for directors for fiscal year 2021 consisted of PSU awards, with each director receiving an annual award of \$125,000 of PSUs in connection with our annual general meeting of shareholders. Each PSU represents a right to receive between 0 and 2.5 ordinary shares of Cimpress plc upon the satisfaction of both service-based vesting over time and performance conditions relating to the CAGR of the 3YMA over a six-to-ten-year period:

First condition to a Performance Dependent Issuance: Service-based Vesting

PSUs granted to members of our Board vest at a rate of 25% of the original number of PSUs per year over the four years following the date of the applicable annual general meeting (for PSU awards granted to incumbent directors) or the date on which the director was first appointed (for PSU awards granted to newly appointed directors), in each case so long as the director continues to serve on our Board. If a director ceases to serve on the Board, other than for cause, they retain all PSUs that have satisfied the service-based vesting condition as of their last day of service on the Board. If Cimpress achieves the performance thresholds described below, the former director would receive Cimpress ordinary shares upon settlement of the PSUs, even though they are no longer a member of our Board.

Second condition to a Performance Dependent Issuance: 3YMA Performance

Beginning on the sixth anniversary of the baseline measurement date set forth in the directors' PSU awards, and on each anniversary thereafter through year ten, we will calculate the 3YMA as of such date. On the first of these measurement dates that the 3YMA equals or exceeds a CAGR of 11%, the 3YMA performance condition would be satisfied, and we would issue to the director the number of Cimpress ordinary shares determined by multiplying the number of PSUs subject to the award by the applicable performance-based multiplier. The performance-based multiplier begins at 125% for an 11% 3YMA CAGR and increases on a sliding scale to 250% for a 3YMA CAGR of 20% or above. If the 3YMA CAGR does not reach at least 11% on any of the sixth through tenth anniversaries of the baseline measurement date, then the PSU award would be terminated and no Cimpress ordinary shares would be issued with respect to the award.

Non-Employee Director Compensation Table

The following table contains information about the compensation earned by our non-employee directors in the fiscal year ended June 30, 2021:

Name	Fees Earned or Paid in Cash (\$)	Share Awards \$(1)	Total (\$)
Sophie A. Gasperment	100,000	86,034	186,034
John J. Gavin, Jr.	125,000	86,034	211,034
Zachary S. Sternberg	100,000	86,034	186,034
Scott J. Vassalluzzo	100,000	86,034	186,034

- (1) The amounts reported in this column represent a dollar amount equal to the grant date fair value of the share awards as computed in accordance with FASB ASC Topic 718. You can find the assumptions we used in the calculations for these amounts in Note 11 to our audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2021. The maximum value of the PSUs granted to each non-employee director in fiscal year 2021 is \$232,474 assuming the maximum achievement of the performance conditions, which we estimated by multiplying the maximum number of shares issuable pursuant to each PSU award by the closing price of our ordinary shares on Nasdaq on the grant date, or on the last trading date immediately before the grant date if the grant date is not a trading date.

In addition, at June 30, 2021, our non-employee directors held the following equity compensation awards:

- Ms. Gasperment held 6,753 PSUs.
- Mr. Gavin held 6,239 PSUs.
- Mr. Sternberg held 5,128 PSUs.
- Mr. Vassalluzzo held unexercised share options to purchase an aggregate of 5,298 shares and 6,239 PSUs.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table contains information regarding the beneficial ownership of our ordinary shares as of August 23, 2021 by:

- each shareholder we know to own beneficially more than 5% of our outstanding ordinary shares;
- each member of our Board of Directors;
- our named executive officers who are listed in the Summary Compensation Table in this proxy statement; and
- all of our current directors and executive officers as a group.

<u>Name and Address of Beneficial Owner(1)</u>	<u>Number of Ordinary Shares Beneficially Owned(2)</u>	<u>Percent of Ordinary Shares Beneficially Owned(3)</u>
Arlington Value Capital LLC (4) 222 S. Main Street, Suite 1750 Salt Lake City, UT 84101 USA	1,995,437	7.7%
Janus Henderson Group plc (5) 201 Bishopsgate EC2M 3AE London UK	3,350,779	12.8
Prescott General Partners LLC (6) 2200 Butts Road, Suite 320 Boca Raton, FL 33431 USA	3,906,492	15.0
Thomas W. Smith (6) 2200 Butts Road, Suite 320 Boca Raton, FL 33431 USA	1,693,329	6.5
The Spruce House Partnership LP 435 Hudson Street, 8th Floor New York, NY 10014 USA	2,358,904	9.0
The Vanguard Group (7) 100 Vanguard Blvd. Malvern, PA 19355 USA	1,451,691	5.6
<i>Named Executive Officers and Directors</i>		
Robert S. Keane (8)	2,235,644	8.6
Sophie A. Gasperment	696	*
John J. Gavin, Jr. (9)	32,725	*
Sean E. Quinn (10)	9,377	*
Zachary S. Sternberg (11)	2,374,803	9.1
Scott J. Vassalluzzo (12)	76,877	*
Maarten Wensveen	3,483	*
All current executive officers and directors as a group (7 persons) (13)	4,733,605	18.1%

* Less than 1%

- (1) Unless otherwise indicated, the address of each executive officer and director is c/o Cimpress plc, Building D, Xerox Technology Park, Dublin Road, Dundalk, Co. Louth, A91 H9N9, Ireland.
- (2) For each person or entity in the table above, the "Number of Shares Beneficially Owned" column may include ordinary shares attributable to the person or entity because of that holder's voting or investment power or other relationship, as determined under SEC rules. Under these rules, a person or entity is deemed to have "beneficial ownership" of any shares over which that person or entity has or shares voting or investment power, plus any shares that the person or entity may acquire within 60 days of August 23, 2021 (i.e., October 22, 2021), including through the exercise of share options or the vesting of RSUs. Unless otherwise indicated, each person or entity referenced in the table has sole voting and investment power over the shares listed or shares such power with his or her spouse. The inclusion in the table of any shares, however, does not constitute an admission of beneficial ownership of those shares by the named shareholder.
- (3) The percentage ownership for each shareholder on August 23, 2021 is calculated by dividing (1) the total number of shares beneficially owned by the shareholder by (2) 26,089,470, the number of ordinary shares outstanding on August 23, 2021, plus any shares issuable to the shareholder within 60 days after August 23, 2021 (i.e., October 22, 2021), including RSUs that vest and share options that are exercisable on or before October 22, 2021.
- (4) This information is based solely upon a Schedule 13G/A that the shareholder filed with the SEC on February 14, 2020.
- (5) This information is based solely upon a Schedule 13G/A that the shareholder filed with the SEC on February 11, 2021.
- (6) This information is based solely upon a Schedule 13D/A that the shareholder filed with the SEC on November 15, 2019.
- (7) This information is based solely upon a Schedule 13G/A that the shareholder filed with the SEC on February 10, 2021.
- (8) Includes an aggregate of 2,234,844 shares held by trusts established for the benefit for Mr. Keane or members of his immediate family, entities wholly owned by such trusts, and a charitable entity established by Mr. Keane and his spouse. Mr. Keane and his spouse disclaim beneficial ownership of the shares owned by the trusts and other entities except to the extent of their pecuniary interest therein.
- (9) Consists of shares held by a trust of which Mr. Gavin and his spouse are trustees.
- (10) Consists of shares held by a trust of which Mr. Quinn and his spouse are trustees.
- (11) Includes 2,358,904 shares held by The Spruce House Partnership LP. The general partner of The Spruce House Partnership LP is Spruce House Capital LLC, of which Mr. Sternberg is a managing member. Mr. Sternberg disclaims beneficial ownership of the shares held by The Spruce House Partnership LP except to the extent of his pecuniary interest therein.
- (12) Includes (a) 2,174 shares held in investment accounts established for the benefit of certain family members, with respect to which Mr. Vassalluzzo disclaims beneficial ownership except to the extent of his pecuniary interest therein, and (b) 5,298 shares that Mr. Vassalluzzo has the right to acquire pursuant to vested share options.
- (13) Includes 5,298 shares that Mr Vassalluzzo has the right to acquire pursuant to vested share options.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

What is the purpose of the annual meeting?

At the annual meeting, our shareholders will consider and act upon the five proposals listed in the Notice of Annual General Meeting of Shareholders that appears on the first page of this proxy statement.

Who can vote?

To be able to vote on the matters listed in the Notice of Annual General Meeting of Shareholders on the first page of this proxy statement, you must have held ordinary shares of Cimpress at the close of business on October 14, 2021, which is the record date for the annual meeting. Shareholders of record at the close of business on October 14, 2021 are entitled to vote on each proposal at the meeting. The number of outstanding ordinary shares entitled to vote on each proposal at the meeting is 26,090,016. Currently, there are no outstanding preferred shares of Cimpress.

How many votes do I have?

Each ordinary share of Cimpress that you owned on the record date entitles you to one vote on each matter that is voted on at the annual meeting.

Is my vote important?

Your vote is important regardless of how many ordinary shares you own. Please take a moment to read the instructions below, vote your shares, and submit your proxy as soon as possible to ensure that your shares are represented and voted at the annual meeting.

How do I vote?

If you are a holder of record and your shares are not held in "street name" by a bank or brokerage firm, you may vote by using any of the following methods:

- by telephone using the toll-free telephone number shown on the proxy card or Notice of Internet Availability
- through the Internet as instructed on the proxy card or Notice of Internet Availability
- if you received proxy materials by mail or if you request a paper proxy card by telephone or through the Internet, by completing and signing the proxy card and promptly returning it in the envelope provided to Proxy Services c/o Computershare Investor Services, PO Box 505000, Louisville, KY 40233-9814 USA, or by mailing or otherwise depositing it at our registered office in Ireland
- by attending the meeting and voting in person

For your vote to be counted at the meeting, your proxy must be received no later than 4:00 p.m. Eastern Standard Time on November 29, 2021, the last business day before the meeting (or if the meeting is adjourned or postponed, the last business day before the adjourned or postponed meeting).

If the shares you own are held in street name by a bank or brokerage firm, then your bank or brokerage firm, as the record holder of your shares, is required to vote your shares according to your instructions. In order to vote your shares, you will need to follow the directions your bank or brokerage firm provides to you. Many banks and brokerage firms offer the option of voting by mail, over the Internet, or by telephone, which will be explained in the voting instruction form you receive from your bank or brokerage firm.

The shares you own will be voted according to the instructions you return to Computershare Trust Company or your bank or brokerage firm. If you are a holder of record and sign and return the proxy card, but do not give any instructions on a particular matter to be voted on as described in this proxy statement, then the shares you own will be voted in accordance with the recommendations of our Board of Directors. If your shares are held in street name at a broker, your broker may under certain circumstances vote your shares on "routine" matters if you do not timely

provide voting instructions in accordance with the instructions provided by them. However, if you do not provide timely instructions, your broker does not have the authority to vote on any “non-routine” proposals at the annual meeting and a “broker non-vote” will occur. “Broker non-votes” are shares that are held in street name by a bank or brokerage firm that indicates on its proxy that it does not have discretionary authority to vote such shares on a particular matter.

Can I change my vote or revoke my proxy after I have mailed my proxy card?

Yes. If your shares are held in street name by a bank or brokerage firm and you wish to revoke or change your voting instructions, then you must follow the directions you receive from your bank or brokerage firm. If you are a holder of record and your shares are not held in street name, then you can revoke your proxy and change your vote by doing any one of the following things:

- signing another proxy card with a later date and delivering the new proxy card to Proxy Services c/o Computershare Investor Services, PO Box 505000, Louisville, KY 40233-9814 USA no later than 4:00 p.m. Eastern Standard Time on the last business day before the meeting (or if the meeting is adjourned or postponed, the last business day before the adjourned or postponed meeting);
- delivering written notice to Proxy Services c/o Computershare Investor Services, PO Box 505000, Louisville, KY 40233-9814 USA no later than 4:00 p.m. Eastern Standard Time on the last business day before the meeting that you want to revoke your proxy (or if the meeting is adjourned or postponed, the last business day before the adjourned or postponed meeting); or
- voting in person at the meeting.

Your attendance at the meeting alone will not revoke your proxy.

How do I attend the meeting and vote in person?

If you wish to attend our annual meeting in Dublin, Ireland in person, we request that you notify us in advance, if possible, by sending our Associate General Counsel written notice at the offices of our subsidiary Cimpress USA Incorporated, 170 Data Drive, Waltham, MA 02451 USA. If you need directions to the meeting, please call Investor Relations at +1 781-652-6480. You will need to present the proxy card that you received, together with a form of personal photo identification, in order to be admitted.

If you wish to attend the meeting and your shares are held in street name by a bank or brokerage firm, then you must bring with you to the meeting an account statement or letter from your bank or brokerage firm showing that you are the beneficial owner of the shares as of the record date in order to be admitted to the meeting. To be able to vote your shares held in street name at the meeting, you will need to obtain a legal proxy from the holder of record, i.e., your bank or brokerage firm.

What vote is required?

Under Cimpress' Constitution, holders of at least a majority of our outstanding ordinary shares must be represented at the annual meeting to constitute a quorum, and the following vote is required to approve each of the proposals described in this proxy statement, in each case assuming a quorum is present:

- *Proposal 2 (advisory “say on pay”)*: This proposal requires the approval of at least a majority of votes cast at the annual meeting. This vote is non-binding and advisory in nature, but our Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements.
- *Proposal 3 (setting the price range for issuing treasury shares)*: This proposal requires the approval of at least 75% of the votes cast at the annual meeting.
- *All other proposals*: These proposals require the approval of at least a majority of votes cast at the annual meeting.

For all proposals, Irish law provides that ordinary shares represented at the meeting and abstaining from voting will count as shares present at the meeting for the purpose of determining whether there is a quorum but will not

count for the purpose of determining the number of votes cast. Broker non-votes will not count as shares present at the meeting or for the purpose of determining the number of votes cast. "Broker non-votes" are shares that are held in street name by a bank or brokerage firm that indicates on its proxy that it does not have discretionary authority to vote on a particular matter.

How will votes be counted?

Each ordinary share will be counted as one vote according to the instructions contained on a properly completed proxy or on a ballot voted in person at the meeting. Abstentions and broker non-votes are not counted as either votes in favor of a proposal or votes against a proposal and therefore have no impact on the voting, although abstentions do count for the purpose of determining the size of the quorum.

Who will count the votes?

Computershare Trust Company, Inc., our transfer agent, will count, tabulate, and certify the votes.

How does the Board of Directors recommend that I vote on the proposals?

Our Board recommends that you vote FOR all of the proposals listed in the Notice of Annual General Meeting of Shareholders on the first page of this proxy statement.

Do the executive officers or directors have any substantial interests in these proposals?

No, our executive officers and directors do not have any substantial direct or indirect interests in the proposals, except to the extent of their ownership of our ordinary shares or their own appointment to the Board of Directors.

Will any other business be conducted at the meeting or will other matters be voted on?

Our Board does not know of any other matters that may come before the meeting. If any other matter properly comes before the meeting, then, to the extent permitted by applicable law, the persons named in the proxy card that accompanies this proxy statement may exercise their judgment in deciding how to vote, or otherwise act, at the meeting with respect to that matter or proposal.

Where can I find the voting results?

Within four business days after the annual meeting, we will report the voting results on a Current Report on Form 8-K that we will file with the SEC.

How and when may I submit a shareholder proposal, including a shareholder nomination for a Board position, for the 2022 annual general meeting?

Because we are an Irish public limited company whose shares are traded on a U.S. securities exchange, both U.S. and Irish rules and timeframes will apply if you wish to submit a candidate to be considered for election to our Board of Directors at our 2022 annual general meeting or if you wish to submit another kind of proposal for consideration by shareholders at our 2022 annual general meeting.

Under our Constitution, in order to nominate a candidate for election as a director or bring other business before our 2022 annual general meeting, you must deliver notice of the matter, in compliance with the Constitution, to the address listed below no earlier than 120 calendar days and no later than 90 calendar days before the first anniversary of the 2021 annual meeting. However, if the date of our 2022 annual general meeting is more than 30 calendar days before or more than 60 calendar days after the first anniversary of the 2021 annual meeting, you must deliver the required notice no earlier than 120 calendar days before the 2022 annual general meeting and no later than the later of 90 calendar days before the 2022 annual general meeting or five calendar days after the day on we first publicly announce the date of our 2022 annual general meeting.

Under U.S. securities laws, if you wish to have a proposal included in our proxy statement for the 2022 annual general meeting, then in addition to the above requirements, you also need to follow the procedures outlined in Rule 14a-8 of the Exchange Act, and we must receive your proposal at our office in Dundalk, Ireland as set forth below no later than June 22, 2022.

Any proposals, nominations or notices under our Constitution or pursuant to Rule 14a-8 should be sent to:

Secretary, Cimpress plc
Building D, Xerox Technology Park
Dundalk, Co. Louth
Ireland

With a copy to:
Associate General Counsel
Cimpress USA Incorporated
170 Data Drive
Waltham, MA 02451
USA

What are the costs of soliciting these proxies?

We will bear the costs of solicitation of proxies. We have retained Alliance Advisors for a fee of \$11,500 plus expenses to assist us in soliciting proxies from our shareholders and to verify certain records relating to the solicitation. We and our directors, officers, and selected other employees may also solicit proxies by mail, telephone, e-mail, or other means of communication. Directors, officers, and employees who help us in soliciting proxies will not be specially compensated for those services, but they may be reimbursed for their reasonable out-of-pocket expenses incurred in connection with their solicitation. We will request brokers, custodians, and fiduciaries to forward proxy soliciting material to the owners of our ordinary shares that they hold in their names and will reimburse these entities for their out-of-pocket expenses incurred in connection with the distribution of our proxy materials.

Householding of Annual Meeting Materials

Some banks, brokers, and other nominee record holders may participate in the practice of “householding” proxy statements and annual reports. This means that only one copy of our proxy statement and annual report to shareholders may be sent to multiple shareholders in your household. We will promptly deliver a separate copy of either document to you if you contact us by emailing ir@cimpress.com, writing us at Investor Relations, Cimpress, 170 Data Drive, Waltham, MA 02451 USA, or calling us at telephone no. +1 781-652-6480. If you want to receive separate copies of the proxy statement or annual report to shareholders in the future, or if you are receiving multiple copies and would like to receive only one copy per household, you should contact your bank, broker, or other nominee record holder if you hold your shares in street name, or you may contact us per the above if you are a holder of record.

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