

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**SCHEDULE 14A**

(RULE 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES  
EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to Section 240.14a-12

**VISTAPRINT N.V.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- 1) Title of each class of securities to which transaction applies:  
\_\_\_\_\_
  - 2) Aggregate number of securities to which transaction applies:  
\_\_\_\_\_
  - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):  
\_\_\_\_\_
  - 4) Proposed maximum aggregate value of transaction:  
\_\_\_\_\_
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- Fee paid previously with preliminary materials:  
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
- 1) Amount previously paid:  
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\_\_\_\_\_
  - 3) Filing Party:  
\_\_\_\_\_
  - 4) Date Filed:  
\_\_\_\_\_



**VISTAPRINT N.V.**

**Hudsonweg 8  
5928 LW Venlo  
The Netherlands**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS  
Vistaprint N.V. will hold its 2013 Annual General Meeting of Shareholders:**

on Thursday, November 7, 2013  
at 7:00 p.m. Central European Time  
at the offices of Vistaprint N.V.

Hudsonweg 8  
5928 LW Venlo  
The Netherlands

**MATTERS TO BE ACTED UPON AT THE ANNUAL GENERAL MEETING:**

- (1) Reappoint John J. Gavin, Jr. to our Supervisory Board to serve for a term of four years ending on the date of our annual general meeting of shareholders in 2017;
- (2) Reappoint George M. Overholser to our Supervisory Board to serve for a term of four years ending on the date of our annual general meeting of shareholders in 2017;
- (3) Reappoint Robert S. Keane to our Management Board to serve for a term of four years ending on the date of our annual general meeting of shareholders in 2017;
- (4) Adopt our statutory annual accounts, as prepared in accordance with Dutch law, for the fiscal year ended June 30, 2013;
- (5) Discharge the members of our Management Board from liability with respect to the exercise of their duties during the year ended June 30, 2013;
- (6) Discharge the members of our Supervisory Board from liability with respect to the exercise of their duties during the year ended June 30, 2013;
- (7) Authorize our Management Board, acting with the approval of our Supervisory Board, to repurchase up to 6,500,000 of our issued and outstanding ordinary shares (which represents approximately 20% of our 32.8 million shares outstanding as of June 30, 2013) until May 7, 2015 on the open market (including block trades that satisfy the safe harbor provisions of Rule 10b-18 pursuant to the United States Securities Exchange Act of 1934, or the Exchange Act), through privately negotiated transactions, or in one or more self tender offers at prices per share between an amount equal to €0.01 and an amount equal to 120% of the market price of our ordinary shares on the NASDAQ Global Select Market, or NASDAQ, or any other securities exchange where our shares are then traded (the market price being deemed to be the average of the closing price on each of the consecutive days of trading during a period no shorter than one trading day and no longer than 10 trading days immediately preceding the date of repurchase, as reasonably determined by the Management Board);
- (8) Reapprove our Performance Incentive Plan for Covered Employees for purposes of Section 162(m) of the United States Internal Revenue Code;
- (9) Approve the changes to our Supervisory Board compensation package described in this proxy statement;
- (10) Appoint Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2014;
- (11) Hold a non-binding, advisory "say on pay" vote regarding the compensation of our named executive officers, as described in the Compensation Discussion and Analysis, executive compensation tables, and accompanying narrative disclosures in this proxy statement; and
- (12) Transact other business, if any, that may properly come before the meeting or any adjournment of the meeting.

Our Management Board and Supervisory Board have no knowledge of any other business to be transacted at the annual general meeting.

Shareholders of record at the close of business on October 10, 2013 are entitled to vote at the annual general meeting. Your vote is important regardless of the number of shares you own. Whether or not you expect to attend the meeting, please complete, sign, date, and promptly return the enclosed proxy card in the envelope 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.

All shareholders are cordially invited to attend the annual general meeting.

By order of the Management Board,

*Chairman of the Management Board, President and  
Chief Executive Officer*

October [ ], 2013

**VISTAPRINT N.V.**

Hudsonweg 8  
5928 LW Venlo  
The Netherlands

**PROXY STATEMENT FOR ANNUAL GENERAL MEETING OF SHAREHOLDERS  
to be held on November 7, 2013**

This proxy statement contains information about the 2013 Annual General Meeting of Shareholders of Vistaprint N.V., which we refer to in this proxy statement as the annual meeting or the meeting. We will hold the annual meeting on Thursday, November 7, 2013 at the offices of Vistaprint N.V. at Hudsonweg 8, 5928 LW Venlo, the Netherlands. The meeting will begin at 7:00 p.m. Central European Time.

We are furnishing this proxy statement to you in connection with the solicitation of proxies by the Management Board of Vistaprint N.V. (which is also referred to as we, us, or Vistaprint in this proxy statement) for use at the annual meeting and at any adjournment of the annual meeting.

We are first mailing the Notice of Annual General Meeting, this proxy statement, and our Annual Report to Shareholders for the fiscal year ended June 30, 2013 on or about October [ ], 2013.

**Important Notice Regarding the Availability of Proxy Materials for the 2013 Annual General Meeting of Shareholders:**

**This Proxy Statement and the 2013 Annual Report to Shareholders are available for viewing, printing and downloading at <http://proxy.ir.vistaprint.com>. In addition, our statutory annual accounts and accompanying annual report, as prepared in accordance with Dutch law and including biographical information about the candidates nominated for appointment as members of our Supervisory Board and our Management Board, are available at our offices at the address above and for viewing, printing, and downloading at <http://proxy.ir.vistaprint.com>.**

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, 2013, as filed with the United States Securities and Exchange Commission, or SEC, to any shareholder who requests it in writing to Vistaprint N.V., c/o Vistaprint USA, Incorporated, Attention: Investor Relations, 95 Hayden Avenue, Lexington, MA 02421, USA. This proxy statement and our Annual Report on Form 10-K are also available on the SEC's web site at [www.sec.gov](http://www.sec.gov).

## INFORMATION 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 11 matters listed in the Notice of Annual General Meeting of Shareholders that appears on the first page of this proxy statement. Our Management Board and Supervisory Board are not aware of any other business to be transacted at the annual meeting.

### Who can vote?

To be able to vote on the matters listed in the Notice of Annual General Meeting of Shareholders that appears on the first page of this proxy statement, you must have been a shareholder of record according to the records of Computershare Trust Company, Inc., our transfer agent, at the close of business on October 10, 2013, which is the record date for the annual meeting. Shareholders of record at the close of business on October 10, 2013 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 [                      ].

### How many votes do I have?

Each ordinary share of Vistaprint 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 completing and signing the proxy card that accompanies this proxy statement and promptly mailing it in the enclosed postage-prepaid envelope. You do not need to put a stamp on the enclosed envelope if you mail it in the United States. For your vote to be counted at the meeting, our transfer agent, Computershare Trust Company, Inc., must receive your proxy no later than 4:00 p.m. Eastern Standard Time on the last business day before the meeting.

If your shares are held in street name by a bank or brokerage firm, then you will need to follow the directions your bank or brokerage firm provides to you in order to vote your shares. 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 Management Board and Supervisory Board. The Management Board and Supervisory Board recommend that you vote **FOR** Proposals 1 — 11.

If you are a record holder and attend the annual meeting in person, then you may also vote in person. If you hold your shares in street name, then you must follow the instructions below under “How do I attend the meeting and vote in person?” if you wish to attend the meeting or vote in person.

### Can I change my vote after I have mailed my proxy card?

Yes. If you are a holder of record and your shares are not held in street name, 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 our Chief Legal Officer at the offices of our subsidiary Vistaprint USA, Incorporated, 95 Hayden Avenue, Lexington, Massachusetts 02421 USA no later than 4:00 p.m. Eastern Standard Time on the last business day before the meeting;

• delivering to our Chief Legal Officer written notice 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

• voting in person at the meeting.

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.

Your attendance at the meeting alone will not revoke your proxy.

### **Can I vote if my shares are held in “street name”?**

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. If you hold your shares in street name, then you must follow the instructions below under “How do I attend the meeting and vote in person?” if you wish to attend the meeting or vote in person.

### **How do I attend the meeting and vote in person?**

If you wish to attend our annual meeting in Venlo, the Netherlands in person, please send our Chief Legal Officer written notice at the offices of our subsidiary Vistaprint USA, Incorporated, 95 Hayden Avenue, Lexington, Massachusetts 02421 USA no later than November 4, 2013. If you need directions to the meeting, please call Investor Relations at +1-781-652-6480.

If you wish to attend the meeting and your shares are held in street name by a bank or brokerage firm, then you must provide the written notice referenced above and also 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 proxy card from the holder of record, i.e., your bank or brokerage firm.

### **What vote is required?**

Under our articles of association, holders of at least one third 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:

• *Proposals 1 through 3 (elections of supervisory and managing directors):* In accordance with our articles of association, our Supervisory Board adopted unanimous resolutions to make binding nominations of the candidates for supervisory director and managing director. Our shareholders may set aside any or all of these binding nominations only by a vote of at least two thirds of the votes cast at a meeting representing more than half of our share capital.

• *Proposals 4 through 10:* These proposals require the approval of a majority of votes cast at a meeting at which a quorum is present.

• *Proposal 11 (advisory “say on pay”):* This proposal requires the approval of a majority of votes cast at a meeting at which a quorum is present. 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.

For all proposals, Dutch law and our articles of association provide that ordinary shares represented at the meeting and abstaining from voting will count as shares present at the annual meeting 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 annual 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 annual meeting. Shares will not be voted in favor of a proposal if either the shareholder abstains from voting on a particular matter, or the shares are broker non-votes.

**Who will count the votes?**

Computershare Trust Company, Inc., our transfer agent, will count, tabulate and certify the votes.

**How do the Management Board and Supervisory Board recommend that I vote on the proposals?**

The Management Board and Supervisory Board recommend that you vote:

**FOR** the reappointments of John J. Gavin, Jr. and George M. Overholser to serve as members of our Supervisory Board for terms of four years ending on the date of our annual general meeting of shareholders in 2017 (Proposals 1 and 2);

**FOR** the reappointment of Robert S. Keane to serve as a member of our Management Board for a term of four years ending on the date of our annual general meeting of shareholders in 2017 (Proposal 3);

**FOR** the adoption of our statutory annual accounts, as prepared in accordance with Dutch law, for the fiscal year ended June 30, 2013 (Proposal 4);

**FOR** the discharge of the members of our Management Board from liability with respect to the exercise of their duties during the year ended June 30, 2013 (Proposal 5);

**FOR** the discharge of the members of our Supervisory Board from liability with respect to the exercise of their duties during the year ended June 30, 2013 (Proposal 6);

**FOR** the authorization of our Management Board, acting with the approval of the Supervisory Board, to repurchase up to 6,500,000 of our issued and outstanding ordinary shares until May 7, 2015 (Proposal 7);

**FOR** the reapproval of our Performance Incentive Plan for Covered Employees for purposes of Section 162(m) of the United States Internal Revenue Code (Proposal 8);

**FOR** the approval of the changes to our Supervisory Board compensation package described in this proxy statement (Proposal 9);

**FOR** the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2014 (Proposal 10); and

**FOR** the approval of the compensation of our named executive officers, as described in the Compensation Discussion and Analysis, executive compensation tables and accompanying narrative disclosures in this proxy statement (Proposal 11).

**Will any other business be conducted at the meeting or will other matters be voted on?**

Our Management Board and Supervisory Board do 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 supervisory director, for the 2014 annual general meeting?**

Because we are a Dutch limited company whose shares are traded on a U.S. securities exchange, both U.S. and Dutch rules and timeframes apply if you wish to submit a candidate to be considered for election to our Supervisory Board at our 2014 annual general meeting or if you wish to submit another kind of proposal for consideration by shareholders at our 2014 annual general meeting.

Under our Dutch articles of association, if you are interested in submitting a proposal, you must fulfill the requirements set forth in our articles of association, including satisfying both of the following criteria:

- We must receive your proposal at our registered offices in Venlo, the Netherlands as set forth below no later than 60 days before the 2014 annual general meeting, and
- The number of ordinary shares you hold must equal at least 3% of our issued share capital.

Under our articles of association, shareholders do not have the right to nominate or appoint their own candidates for supervisory director directly, but if you submit information about a potential candidate for supervisory director to our Nominating and Corporate Governance Committee, as described in the section of this proxy statement entitled “Supervisory Director Nomination Process,” then our Nominating and Corporate Governance Committee will consider whether he or she is appropriate for nomination to our Supervisory Board.

Under U.S. securities laws, if you wish to have a proposal included in our proxy statement for the 2014 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 the deadline for submitting your proposal to us is earlier than the deadline specified above: For your proposal to be eligible for inclusion in our 2014 proxy statement, we must receive your proposal at our registered offices in Venlo, the Netherlands as set forth below no later than June 18, 2014.

Any proposals, nominations or notices under our articles of association or pursuant to Rule 14a-8 should be sent to:

Secretary, Vistaprint N.V.  
Hudsonweg 8  
5928 LW Venlo  
The Netherlands

With a copy to:  
Chief Legal Officer  
Vistaprint USA, Incorporated  
95 Hayden Avenue  
Lexington, MA 02421  
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 \$8,000 plus expenses to assist us in soliciting proxies from our shareholders and to verify certain records relating to the solicitation. We and our supervisory directors, officers, and selected other employees may also solicit proxies by mail, telephone, e-mail or by other means of communication. Supervisory directors, officers, and employees who help us in solicitation of 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 reasonable out-of-pocket expenses incurred in connection with the distribution of our proxy materials.

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**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 at the following address or telephone number: Investor Relations, Vistaprint, 95 Hayden Avenue, Lexington, MA 02421, USA, 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 at the above address or telephone number if you are a holder of record.



## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table contains information regarding the beneficial ownership of our ordinary shares as of September 4, 2013 by:

• each shareholder we know to own beneficially more than 5% of our outstanding ordinary shares;

• each member of our Supervisory Board;

• our named executive officers who are listed in the Summary Compensation Table in this proxy statement; and

• all of our supervisory 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>
Brave Warrior Advisors, LLC(4) 12 East 49 <sup>th</sup> Street, 14 <sup>th</sup> Floor New York, NY 10017 USA	4,905,874	14.9%
Capital World Advisors(5) 333 South Hope Street Los Angeles, CA 90071 USA	2,050,000	6.2
Janus Capital Management LLC(6) 151 Detroit Street Denver, CO 80206 USA	4,316,882	13.1
Prescott General Partners LLC(7) 323 Railroad Avenue Greenwich, CT 06830 USA	4,378,200	13.3
Wasatch Advisors Inc.(8) 150 Social Hall Avenue, Suite 400 Salt Lake City, UT 84111 USA	2,165,634	6.6
<i>Executive Officers, Supervisory Directors, and Nominees for Supervisory Director</i>		
Robert S. Keane(9)(10)	3,427,447	9.8
Katryn S. Blake(10)	73,665	*
Paolo De Cesare(10)	3,177	*
John J. Gavin, Jr.(10)	54,301	*
Peter Gyenes(10)	36,706	*
Hauke K.U. Hansen(10)	14,456	*
Donald R. Nelson(10)	80,043	*
Eric C. Olsen(10)	1,677	*
George M. Overholser(10)	88,099	*
Louis R. Page(10)(11)	128,360	*
Richard T. Riley(10)	67,265	*
Ernst J. Teunissen(10)	41,357	*
Mark T. Thomas(10)(12)	33,794	*
All executive officers and supervisory directors as a group (13 persons)(13)	4,050,347	11.5%

\* Less than 1%

- (1) Unless otherwise indicated, the address of each supervisory director and executive officer listed is c/o Vistaprint, Hudsonweg 8, 5928 LW Venlo, the Netherlands.
- (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. The number of ordinary shares beneficially owned by each person or entity included in this table is determined under rules promulgated by the SEC. 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 September 4, 2013 (*i.e.*, November 3, 2013), including through the exercise of share options or through the vesting of restricted share units. 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 September 4, 2013 is calculated by dividing (1) the total number of shares beneficially owned by the shareholder by (2) 32,963,110, the number of ordinary shares outstanding on September 4, 2013, plus any shares issuable to the shareholder within 60 days after September 4, 2013 (*i.e.*, November 3, 2013), including restricted share units that vest and share options that are exercisable on or before November 3, 2013.
- (4) This information is based solely upon a Schedule 13G/A that the shareholder filed with the SEC on February 14, 2013.
- (5) This information is based solely upon a Schedule 13G that the shareholder filed with the SEC on February 13, 2013.
- (6) This information is based solely upon a Schedule 13G/A that the shareholder filed with the SEC on February 14, 2013.
- (7) This information is based solely upon a Schedule 13G/A that the shareholder filed with the SEC on February 14, 2013.
- (8) This information is based solely upon a Schedule 13G/A that the shareholder filed with the SEC on February 21, 2013.
- (9) Includes an aggregate of (i) 1,463,748 shares held by irrevocable discretionary trusts and other entities established for the benefit of Mr. Keane or members of his immediate family, or the Trusts, and (ii) 127,181 shares held by a charitable entity established by Mr. Keane and his spouse. Trustees who are independent of Mr. Keane or his spouse hold exclusive voting and investment power with respect to the ordinary shares owned by the Trusts and the ordinary shares issuable pursuant to share options and restricted share units held by the Trusts; Mr. Keane and his spouse do not hold such power with respect to the Trusts. Mr. Keane and his spouse share voting and investment power with respect to the shares held by the charitable entity. Mr. Keane and his spouse disclaim beneficial ownership of the shares, share options and restricted share units held by the Trusts and the charitable entity except to the extent of their pecuniary interest therein.
- (10) Includes the number of shares listed below that each executive officer and supervisory director has the right to acquire under share options and restricted share units that vest on or before November 3, 2013:
  - Mr. Keane: 1,836,518 shares, held by the Trusts
  - Ms. Blake: 56,916 shares
  - Mr. De Cesare: 1,422 shares
  - Mr. Gavin: 33,761 shares
  - Mr. Gyenes: 24,390 shares
  - Dr. Hansen: 2,643 shares
  - Mr. Nelson: 49,510 shares
  - Mr. Olsen: 1,422 shares

• Mr. Overholser: 27,310 shares

• Mr. Page: 2,400 shares

• Mr. Riley: 51,743 shares

• Mr. Teunissen: 35,546 shares

• Mr. Thomas: 10,840 shares

- (11) Includes an aggregate of (i) 106,438 shares held in a margin account by Window to Wall Street, Inc., of which Mr. Page is President, and (ii) 4,000 shares held in custodial accounts for the benefit of Mr. Page's minor children. Mr. Page disclaims beneficial ownership of the shares held by Window to Wall Street, Inc. and for the benefit of his minor children, except to the extent of his pecuniary interest therein.
- (12) Includes 2,500 shares owned by a family limited liability company of which Mr. Thomas is a manager. Mr. Thomas disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (13) Includes a total of 2,134,421 shares that all of our current executive officers and supervisory directors have the right to acquire under share options and restricted share units that vest on or before November 3, 2013.

#### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires our supervisory directors, executive officers, and the holders of more than 10% of our ordinary shares, referred to as reporting persons, to file reports with the SEC disclosing their ownership of and transactions in our ordinary shares and other equity securities. SEC regulations also require these reporting persons to furnish us with copies of all such reports that they file.

Based solely on our review of reports filed by the reporting persons and written representations from such persons, we believe that all reporting persons complied with all Section 16(a) filing requirements from July 1, 2012 to September 1, 2013, except that Michael Greiner, our Senior Vice President, Corporate Finance and Chief Accounting Officer, was late in reporting a grant of restricted share units in August 2013 due to an administrative error by Vistaprint.

#### **PROPOSALS 1 AND 2 — REAPPOINTMENT OF TWO MEMBERS OF OUR SUPERVISORY BOARD**

The eight members of our Supervisory Board serve for rotating four-year terms:

• The terms of John J. Gavin, Jr. and George M. Overholser expire at this 2013 annual general meeting, and we are asking our shareholders to reappoint them.

• The terms of Louis R. Page and Richard T. Riley expire at our 2014 annual general meeting.

• The terms of Peter Gyenes and Eric C. Olsen expire at our 2015 annual general meeting.

• The terms of Paolo De Cesare and Mark T. Thomas expire at our 2016 annual general meeting.

None of the members of our Supervisory Board is an employee of Vistaprint.

Under Dutch law and our articles of association, our Supervisory Board has the right to make binding nominations for open positions on the Supervisory Board. In accordance with the recommendation of the Nominating and Corporate Governance Committee of the Supervisory Board and pursuant to the invitation of our Management Board, the Supervisory Board has adopted a unanimous resolution to make binding nominations of John J. Gavin, Jr. and George M. Overholser to serve as supervisory directors for a term of four years ending on the date of our annual general meeting of shareholders in 2017. The Supervisory Board recommends that shareholders vote for the reappointment of Mr. Gavin because of his valuable service as a supervisory director due in part to his extensive finance and accounting expertise, his experience as a chief financial officer and independent auditor, and his qualification as an "audit committee financial expert" under SEC rules. The Supervisory Board recommends that shareholders vote for the reappointment of Mr. Overholser because of his valuable service as a supervisory director due in part to his extensive experience leading companies through periods of growth.

The persons named in the enclosed proxy card will vote to reappoint each of Messrs. Gavin and Overholser as a member of our Supervisory Board, unless you withhold authority to vote for either or both reappointments by marking the proxy card to that effect. Messrs. Gavin and Overholser have indicated their willingness to serve if appointed. You can find more information about the nominees and the other members of our Supervisory Board in the section of this proxy statement entitled "INFORMATION ABOUT OUR SUPERVISORY DIRECTORS AND EXECUTIVE OFFICERS."

***The Management Board and Supervisory Board recommend that you vote FOR the reappointment of Messrs. Gavin and Overholser as members of our Supervisory Board.***

### **PROPOSAL 3 — REAPPOINTMENT OF A MEMBER OF OUR MANAGEMENT BOARD**

As a Dutch company, we have a two-tiered board structure consisting of a Supervisory Board, which comprises our independent, non-employee supervisory directors, and a Management Board, which comprises managing directors who are also our executive officers. The principal responsibility of the Management Board is to manage Vistaprint, which means, among other things, that it is responsible for implementing Vistaprint's aims and strategy, managing Vistaprint's associated risk profile, operating Vistaprint's business on a day-to-day basis, and addressing corporate social responsibility issues that are relevant to Vistaprint. The Management Board is accountable to the Supervisory Board and to our shareholders.

Our Management Board currently consists of five members who serve as managing directors for four-year terms:

• The term of Robert S. Keane, our President, Chief Executive Officer and Chairman of the Management Board, expires at this 2013 annual general meeting, and we are asking our shareholders to reappoint him.

• The terms of the following members of our Management Board expire at our 2015 annual general meeting:

• Katryn S. Blake, our Executive Vice President, Global Marketing and Chief Customer Officer

• Donald R. Nelson, our Executive Vice President, Capabilities and Chief Information Officer

• Ernst J. Teunissen, our Executive Vice President and Chief Financial Officer

• The term of Hauke K.U. Hansen, our Senior Vice President and Chief Manufacturing Officer, expires at our 2016 annual general meeting.

Under Dutch law and our articles of association, our Supervisory Board has the right to make binding nominations for open positions on the Management Board. In accordance with the recommendation of the Nominating and Corporate Governance Committee of the Supervisory Board and pursuant to the invitation of our Management Board, the Supervisory Board has adopted a unanimous resolution to make a binding nomination of Robert S. Keane to serve as a managing director for a term of four years ending on the date of our annual general meeting of shareholders in 2017. The Supervisory Board recommends that shareholders vote for the reappointment of Mr. Keane because of his valuable service as a managing director due in part to his experience growing Vistaprint's business from \$6.1 million of revenue in our 2001 fiscal year to \$1.17 billion in our 2013 fiscal year and his deep knowledge and understanding of Vistaprint's business and markets.

The persons named in the enclosed proxy card will vote to reappoint Mr. Keane as a member of our Management Board, unless you withhold authority to vote for his reappointment by marking the proxy card to that effect. Mr. Keane has indicated his willingness to serve if appointed. You can find more information about Mr. Keane and the other members of our Management Board in the section of this proxy statement entitled "INFORMATION ABOUT OUR SUPERVISORY DIRECTORS AND EXECUTIVE OFFICERS."

***The Management Board and Supervisory Board recommend that you vote FOR the reappointment of Mr. Keane as a member of our Management Board.***

#### PROPOSAL 4 — ADOPTION OF ANNUAL ACCOUNTS

At the annual meeting, we are asking you to confirm and adopt our Dutch statutory annual accounts, or Annual Accounts, for the fiscal year ended June 30, 2013, which are our audited consolidated financial statements prepared in accordance with Dutch law. As a Dutch company, we are required by Dutch law and our articles of association to prepare the Annual Accounts and submit them to our shareholders for confirmation and adoption. Our Annual Accounts are different from our audited financial statements contained in our Annual Report on Form 10-K for the year ended June 30, 2013 that were prepared in accordance with United States generally accepted accounting principles, or U.S. GAAP, as required by United States law and NASDAQ listing standards for companies with securities listed on U.S. stock markets.

The Annual Accounts contain some disclosures that are not required under U.S. GAAP. In addition, the report of our Management Board that accompanies the Annual Accounts contains information included in this proxy statement and our Annual Report on Form 10-K, as well as other information required by Dutch law.

It is important that our shareholders adopt our Annual Accounts because it is a Dutch law requirement and also because we are not permitted under Dutch law to take certain corporate actions unless our Annual Accounts are adopted.

You can access a copy of the Annual Accounts through our website at <http://proxy.ir.vistaprint.com> or by sending a written request to:

Investor Relations  
Vistaprint USA, Incorporated  
95 Hayden Avenue  
Lexington, MA 02421  
USA

***Our Management Board and Supervisory Board recommend that you vote FOR the confirmation and adoption of the Annual Accounts.***

#### PROPOSALS 5 AND 6 — DISCHARGE OF MANAGEMENT BOARD AND SUPERVISORY BOARD FROM CERTAIN LIABILITY

At the annual meeting, as permitted under Dutch law and customary for Dutch companies, we are asking you to discharge the members of our Management Board and Supervisory Board from liability with respect to the exercise of their management and supervisory duties during our year ended June 30, 2013. If our shareholders approve this discharge of liability, then our Management Board and Supervisory Board members will not be liable to Vistaprint for actions that they took on behalf of the company in the exercise of their duties during fiscal 2013. However, the discharge does not apply to matters that are not disclosed to our shareholders, and it does not affect the liability, if any, of our Management Board and Supervisory Board to our shareholders. The discharge is also subject to the provisions of Dutch laws relating to liability upon bankruptcy.

***Our Management Board and Supervisory Board recommend that you vote FOR the discharge of the members of our Management Board and Supervisory Board from liability as described above.***

#### PROPOSAL 7 — AUTHORIZATION TO REPURCHASE SHARES

Under Dutch law and our articles of association, our shareholders may authorize our Management Board, with the approval of our Supervisory Board and subject to certain Dutch statutory provisions, to repurchase outstanding shares on our behalf in an amount, at prices, and in the manner authorized by the shareholders. This authorization will give us the flexibility to repurchase our ordinary shares without the expense of calling further general meetings of shareholders. Under Dutch law and our articles of association, a shareholder authorization to repurchase shares may not continue for more than 18 months, but may be given on a rolling basis. On November 8, 2012, we received authorization from our shareholders to repurchase up to 6,800,000 of our issued and outstanding ordinary shares on the open market, through privately negotiated transactions or in one, or more self tender offers at prices per share between an amount equal to € 0.01 (or the U.S. dollar equivalent) and an

amount equal to 120% of the market price of our ordinary shares on NASDAQ. As of June 30, 2013, we have repurchased 613,000 ordinary shares under this authority. We are now seeking a renewal of our authorization to repurchase our ordinary shares.

Our Management Board believes that we would benefit from a renewal of the grant of authority to repurchase our ordinary shares. If the Management Board believes that our shares may be undervalued at the market levels at which they are then trading, repurchases of our share capital may represent an attractive investment for us and our shareholders. Our Management Board, with the prior approval of our Supervisory Board and within the parameters described in this Proposal 7, would determine the number of shares repurchased, if any, and the timing and manner of any repurchases in light of prevailing market conditions, our available resources, and other factors that we cannot now predict. The repurchased shares could be used for any valid corporate purpose, including the issuance of shares under our equity compensation plans or for acquisitions, mergers or similar transactions. The reduction in our issued and outstanding shares resulting from any repurchases would increase the proportionate interest of the remaining shareholders in whatever future profits we may earn. Under Dutch law, the number of our ordinary shares that we or our subsidiaries hold may never exceed 50% of the total number of our issued and outstanding shares.

In order to provide us with maximum flexibility, we propose that our shareholders grant the Management Board, acting with the approval of our Supervisory Board, authority to repurchase up to 6,500,000 of our issued and outstanding ordinary shares (which represents approximately 20% of the 32.8 million shares outstanding as of June 30, 2013) on the open market (including block trades that satisfy the safe harbor provisions of Rule 10b-18 pursuant to the Exchange Act), through privately negotiated transactions, or in one or more self tender offers at prices per share between an amount equal to €0.01 and an amount equal to 120% of the market price of our ordinary shares on NASDAQ or any other securities exchange where our shares are then traded (the market price being deemed to be the average of the closing price on each of the consecutive days of trading during a period no shorter than one trading day and no longer than 10 trading days immediately preceding the date of repurchase, as reasonably determined by the Management Board). This authority would begin on the date of the annual meeting and extend for 18 months until May 7, 2015.

An authorization to repurchase 6,500,000 of our issued and outstanding ordinary shares would not necessarily mean that we will repurchase this amount over the authorization period. We may choose to repurchase fewer than all of the shares authorized or none at all, and we are seeking this authorization to have the flexibility to make repurchases if we believe doing so would be in the best interests of Vistaprint and our shareholders. Our Supervisory Board and Management Board will analyze many factors relating to a repurchase decision, including share price relative to our anticipated future cash flows, our ability to use operating cash flow or debt to repurchase the shares while staying within our debt covenants, the amount of cash or debt capacity we have for other uses including general operating purposes, general shareholder concentration, and liquidity concerns, as well as other items.

If our shareholders do not approve this proposal, then we intend to continue to make share repurchases, if any, under the previous authorization that our shareholders approved at our November 8, 2012 annual general meeting, which will expire on May 8, 2014. If our shareholders do approve this proposal, then the repurchase authorization described in this Proposal 7 will replace the November 2012 repurchase authorization, and we will make any future share repurchases pursuant to this new authorization.

***Our Management Board and Supervisory Board recommend that you vote FOR the authorization of the Management Board and Supervisory Board to repurchase our issued and outstanding ordinary shares as described above.***

#### **PROPOSAL 8 — REAPPROVAL OF OUR PERFORMANCE INCENTIVE PLAN FOR COVERED EMPLOYEES**

Our future success depends, in large part, on our ability to attract and retain those members of the management team who contribute to our success. In 2009, we put into place the Vistaprint N.V. Performance Incentive Plan for Covered Employees, or the Performance Incentive Plan, and this plan will expire at this annual meeting

unless our shareholders reapprove it. We have updated the Performance Incentive Plan to include some additional performance criteria and exceptions to the criteria, as described below. We are asking you to reapprove the plan, as updated, at the meeting because we believe the plan has been successful in helping us promote the long-term interests of Vistaprint and its shareholders by providing additional incentives for participants to contribute to improving our operating results and by rewarding outstanding performance on the part of those individuals whose decisions and actions most significantly affect our long-term growth, profitability, and efficient operation.

The Performance Incentive Plan seeks to align the interests of participants with the interests of our shareholders by providing for the payment of bonuses based on specific performance criteria that are designed to increase long-term shareholder value. We are asking for your reapproval of the Performance Incentive Plan, including the performance criteria described in the Performance Incentive Plan, because shareholder approval will allow Vistaprint to take a U.S. income tax deduction under Section 162(m) of the United States Internal Revenue Code of 1986, or the Code, for amounts paid under the plan to our covered employees. In addition, granting awards under the Performance Incentive Plan has allowed us to reduce the amount of equity compensation that we would otherwise grant to participants in this plan.

The Performance Incentive Plan authorizes our Compensation Committee to grant cash incentive awards to “covered employees” within the meaning of Section 162(m) of the Code, which term includes our Chief Executive Officer and our three other highest compensated executive officers. Although our Chief Financial Officer is not considered a “covered employee” under the Code, the Performance Incentive Plan also authorizes the Compensation Committee to grant cash incentive awards to the Chief Financial Officer and any other key employees that the Compensation Committee may designate from time to time. In the past, the Compensation Committee has issued awards to eligible participants under the plan providing for cash bonuses based either on annual performance over a one-year period or on performance over a multiple-year period.

The Supervisory Board believes that the Performance Incentive Plan is in the best interest of Vistaprint and its shareholders and recommends that shareholders vote for the proposal to reapprove the Performance Incentive Plan.

#### **Tax Issues**

Section 162(m) of the Code limits the deductibility of compensation paid to “covered employees” to \$1 million per year. However, the deduction limit does not apply to amounts that satisfy specific rules to be treated as “qualified-performance-based” compensation and are paid under a “performance-based plan” in compliance with specific rules under Section 162(m) of the Code. In general, compensation constitutes qualified-performance-based compensation made from a performance-based plan only if it satisfies each of the following four requirements:

- the compensation is payable on the attainment of one or more pre-established, objective performance criteria;
- the performance criteria are established by a committee composed solely of two or more outside directors;
- the material terms of the compensation and performance criteria are disclosed to and approved by shareholders before payment; and
- the committee that established the performance criteria certifies that the performance criteria have been satisfied before payment.

We are requesting shareholder approval in order to meet the third requirement listed above.

#### **Summary of the Performance Incentive Plan**

The following summary of the Performance Incentive Plan is qualified in its entirety by the text of the Performance Incentive Plan, which is available on our website [www.vistaprint.com](http://www.vistaprint.com) or by contacting us at Vistaprint N.V., c/o Vistaprint USA, Incorporated, Attention: Investor Relations, 95 Hayden Avenue, Lexington, MA 02421, USA.

The major provisions of the Performance Incentive Plan are as follows:

*Administration.* Our Compensation Committee administers the Performance Incentive Plan, and all of the members of the Committee are “outside directors” under Section 162(m) of the Code. The Compensation Committee establishes the rules and regulations it deems necessary or advisable to administer the Performance Incentive Plan, selects participants, sets the performance criteria and targets, and makes all decisions with respect to the Performance Incentive Plan.

*Eligibility.* Eligibility for participation in the Performance Incentive Plan is limited to “covered employees” under Section 162(m) of the Code and key employees of Vistaprint or a related company (as that term is used in the Performance Incentive Plan) who are designated to participate in the Performance Incentive Plan from time to time, as determined in the sole discretion of the Compensation Committee. The Compensation Committee expects that the members of our Management Board and our other executive officers will participate in the Performance Incentive Plan. The Compensation Committee will select eligible participants no later than 90 days after the beginning of a performance period that is at least 12 months in duration (or, if shorter, before 25% of the performance period has elapsed).

Since none of the members of our Supervisory Board is employed by Vistaprint in any other capacity, none of the members of our Supervisory Board is eligible to participate or receive any awards under the Performance Incentive Plan.

*Limitation of Benefits.* Under the Performance Incentive Plan, no participant may receive an award greater than \$15,000,000 for any year.

*Determination of Performance Criteria and Performance Goals.* No later than 90 days after the beginning of a performance period that is at least 12 months in duration (or, if shorter, before 25% of the performance period has elapsed), the Compensation Committee will specify in writing one or more performance criteria that will apply during the performance period and develop performance goals for each participant. The Compensation Committee has the right to use different performance criteria for different participants. When the Compensation Committee sets the performance goals, it will establish general, objective rules that will be used to determine the extent to which a participant’s performance goals have been met, such as the dollar amount or percentage target for each performance criterion and the measurement period(s) and date(s). The Committee may choose one or more of the performance criteria listed below, including dollar amounts or percentages based on the listed criteria. The Compensation Committee has revised the Performance Incentive Plan from the version that our shareholders originally approved in 2009 to include some additional criteria in the list below.

- increase in shareowner value
- earnings per share
- revenue
- revenue less cost of revenue
- gross profit
- gross or net margins
- operating margins
- operating expenses
- net income
- return on assets
- return on shareowners’ equity
- achievement of balance sheet or income statement objectives
- total shareholder return
- working capital



- cash or cash equivalents position
- net cash flow
- cash flow from operations
- cash flow per share
- increase in cash flow
- operating profit
- revenue growth
- return on capital
- return on invested capital
- earnings before interest, taxes, depreciation and amortization
- operating income
- pre-tax operating income
- completion of strategic acquisitions or dispositions
- manufacturing or production efficiency

The Committee may also set specific, objective rules, if any, regarding any exceptions to such general rules to take into account any one or more of the following:

- extraordinary or non-recurring items, including but not limited to disputes, litigation, and acts of God
- gains or losses on the dispositions of discontinued operations
- the cumulative effects of changes in accounting principles
- the writedown, impairment, disposal, or change in useful life of any asset
- charges for restructuring and rationalization programs
- fluctuations in currency exchange rates, including by establishing performance goals based on fixed exchange rates during the performance period
- disposals of business segments
- acquisitions or dispositions, including but not limited to the costs of integrating or disposing of businesses or operations, amortization of purchased intangibles associated with acquisitions, compensation expenses related to acquisitions, or other acquisition related charges
- gain or loss on minority equity investments or joint ventures, including related transaction costs
- gain or loss from derivative contracts whether or not hedge accounting is applied
- non-cash income tax expenses
- equity-based compensation expenses
- the effects of a financial restatement
- the impact of financing events or decisions, including but not limited to debt or borrowings, interest expense, repurchases of shares, and dilution caused by new issuances of shares, including those used for strategic investments

*Determination and Payment of Awards.* After the end of each applicable performance period, the Compensation Committee will review the actual performance against the pre-established performance goals. The Compensation Committee will certify in writing the extent, if any, to which the performance measures have been met before we make payment of any award under the plan.

Awards are payable in cash as soon as practicable following the end of the applicable performance period, but no later than the end of the next succeeding fiscal quarter following the end of the applicable performance period.

Awards are subject to forfeiture until paid for reasons established in the plan or a related award agreement. The Performance Incentive Plan provides that any payments made under the plan will be offset for any monies that the Compensation Committee determines are owed by the participant to Vistaprint.

### **Termination of Employment**

Generally, a participant must be employed through the end of the applicable performance period in order to receive payment of an award for such performance period. If a participant dies or becomes disabled (within the meaning of Section 22(e)(3) of the Code) during the performance period, the participant's estate or the participant is entitled to a prorated award. Any prorated amount would not be paid until the performance period has ended and the Compensation Committee has certified the level of achievement of the performance goals with respect to the award. If a participant's employment is terminated during the performance period for reasons other than death or disability, the participant will not be eligible to receive any payment under the Performance Incentive Plan unless both (i) the performance goals for such performance period have been satisfied and (ii) the agreement between the participant and Vistaprint specifically provides for the payment of the award (or a portion thereof) upon satisfaction of the performance goals for the performance period in which the termination occurs.

### **Change in Control**

The Performance Incentive Plan contains provisions for the treatment of awards upon a change in control (as defined in the Performance Incentive Plan). In the event of a change in control of Vistaprint, the performance goals for all performance periods under all awards outstanding under the Performance Incentive Plan will automatically be deemed to have been satisfied as of the closing date of the change of control to the extent specified in the applicable award agreement issued to a participant, and each such award shall be payable as specified in the award agreement. The payment of awards in the event of a change of control shall be made in cash as soon as practicable following the change of control, but no later than as permitted under Section 409A of the Code.

### **Estimate of Benefits**

The amount of incentive compensation to be paid to our executive officers is established by our Compensation Committee in its discretion, and the amounts that we ultimately pay will depend on our performance. Although amounts to be paid under the Performance Incentive Plan are not currently determinable, you can find information about the amounts paid and payable under awards previously granted to our executive officers under the plan in the Executive Compensation section of this proxy statement.

### **Amendment and Termination of the Performance Incentive Plan**

The Supervisory Board or the Compensation Committee may from time to time amend, suspend, terminate or reinstate any or all provisions of the Performance Incentive Plan. However, the approval of the Supervisory Board, Compensation Committee or shareholders is required for any amendment if such approval is necessary to comply with the applicable provisions of Section 162(m) of the Code and other applicable laws or stock exchange rules or regulations. The Performance Incentive Plan will continue in effect until the Supervisory Board terminates it, except that the Performance Incentive Plan will terminate automatically if it is not reapproved by the shareholders at the first shareholder meeting after November 7, 2017.

### **United States Federal Income Tax Consequences**

Under present United States federal income tax laws, participants will realize ordinary income in the year in which they receive payment under an award. We will receive a deduction for the amount constituting ordinary income to the participant, so long as the Performance Incentive Plan and the award satisfy the requirements of Section 162(m) of the Code. It is our intention that the Performance Incentive Plan be constructed and administered in a manner which maximizes the deductibility of compensation for Vistaprint under Section 162(m) of the Code. Tax

consequences in countries other than the United States will vary based on the laws of the foreign jurisdiction, but generally are similar to the United States.

***Our Management Board and Supervisory Board recommend that you vote FOR the reapproval of our Performance Incentive Plan for Covered Employees.***

#### **PROPOSAL 9 — CHANGES TO SUPERVISORY BOARD COMPENSATION PACKAGE**

Under Dutch law and our articles of association, our shareholders determine the compensation and any changes to the compensation of each member of our Supervisory Board for their service as supervisory directors. You can find a description of our current shareholder-approved compensation of our Supervisory Board in the section of this proxy statement entitled “Compensation of Supervisory Board Members.” Our Compensation Committee, with the assistance of Towers Watson, its independent compensation consultant, has reviewed the compensation of our supervisory directors against the compensation of the boards of directors of the primary compensation peer group of companies identified in the Compensation Discussion and Analysis section of this proxy statement. Based on this review, the Compensation Committee identified the changes described below to our Supervisory Board compensation package that would align our supervisory directors’ compensation more closely to that of our peer group and general market practice. Our Supervisory Board compensation package is an important tool for helping us attract and retain talented supervisory directors who demonstrate integrity, business acumen, experience, diversity, and knowledge of our business and industry. If our Supervisory Board compensation is not market competitive, then we may have more difficulty recruiting and retaining highly qualified supervisory directors. None of our current supervisory directors receives any other compensation from us besides the Supervisory Board compensation, and under Dutch law, no Supervisory Board member may be an employee of Vistaprint.

We are asking our shareholders to approve the following changes to our Supervisory Board compensation, effective as of July 1, 2013, the beginning of our 2014 fiscal year:

- ÿ The annual cash retainer that each supervisory director receives would increase from \$24,000 to \$34,000 per fiscal year. We are recommending this increase because we believe our supervisory directors are currently undercompensated in cash in comparison to our peer companies.
- ÿ We make annual grants of share options and restricted share units to each supervisory director on the date of each annual general meeting. Restricted share units granted after July 1, 2013 to our supervisory directors would become fully vested over two years (12.5% of the total units vest per quarter) instead of the current three years (8.33% of the total units vest per quarter). This change in vesting schedule would affect only new restricted share units granted to members of our Supervisory Board; there would be no change to our directors’ share options. We are recommending this shorter vesting schedule for restricted share units because our research shows that companies whose securities are traded on United States stock exchanges have increasingly adopted one- or two-year vesting schedules for directors, and accordingly, our current three-year vesting schedule is out of step with the market and no longer competitive.
- ÿ We have historically made grants of restricted share units having a fair value of \$125,000 to each newly appointed supervisory director upon his or her initial appointment to our Supervisory Board, as well as a share option having a fair value of \$150,000, up to a maximum of 50,000 shares. After July 1, 2013, the equity compensation granted upon the election of new members to our Supervisory Board would no longer include restricted share units; newly elected supervisory directors would initially receive only share options. For clarity, this change would affect only the initial equity grant that a new supervisory director would receive upon his or her election, not the annual equity grant that he or she would receive thereafter for each year of service on the Supervisory Board. We are recommending this change because our research shows that our initial compensation package for newly elected supervisory directors is generous in comparison with our peers.

If our shareholders do not approve the proposed changes to our Supervisory Board compensation, then the current Supervisory Board compensation package would remain in place, and we would continue to compensate

our supervisory directors as described in the section of this proxy statement entitled “Compensation of Supervisory Board Members.”

*Our Management Board and Supervisory Board recommend that you vote FOR the changes to the Supervisory Board compensation package to increase the cash compensation received by our supervisory directors.*

**PROPOSAL 10 — APPOINTMENT OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Our Audit Committee has selected Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2014. If this proposal is not approved by our shareholders at the annual meeting, our Audit Committee will reconsider its selection of Ernst & Young LLP. We do not expect that Ernst & Young LLP will attend the annual meeting or be available to answer questions.

*Our Management Board and Supervisory Board recommend that you vote FOR the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2014.*

**Independent Registered Public Accounting Firm Fees and Other Matters**

The following table presents the aggregate fees and expenses billed for services rendered by Ernst & Young LLP, our independent registered public accounting firm, for the fiscal years ended June 30, 2013 and June 30, 2012. 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.

	<u>Fiscal 2013</u>	<u>Fiscal 2012</u>
Audit Fees(1)	\$ 1,256,885	\$ 1,310,741
Audit-Related Fees(2)	17,300	4,800
Tax Fees(3)	1,362,900	578,205
All Other Fees	—	—
Total Fees	<u>\$ 2,637,085</u>	<u>\$ 1,893,746</u>

- (1) Audit fees and expenses consisted of fees and expenses billed for the audit of our financial statements for the years ended June 30, 2013 and 2012, statutory audits of Vistaprint 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. The audit fees and expenses for fiscal 2012 include the audits of two acquisitions, including the related purchase accounting.
- (2) Audit-related fees and expenses 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 and fees for access to certain online accounting reference applications.
- (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 \$265,000 and \$50,000 of the total tax fees in fiscal 2013 and 2012, respectively.

***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 may pre-approve services that are expected to be provided to Vistaprint 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 Vistaprint.

During fiscal 2013, no services were provided to Vistaprint by Ernst & Young LLP other than in accordance with the pre-approval policies and procedures described above.

#### **PROPOSAL 11 — 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, or CD&A, executive compensation tables, and accompanying narrative disclosures in this proxy statement. This is an advisory vote, meaning that this proposal is not binding on us, but our Compensation Committee values the opinions expressed by our shareholders and will carefully consider the outcome of the shareholder vote when making future compensation decisions for our named executive officers.

Please carefully read the CD&A section of this proxy statement, including the Executive Overview. As you cast your vote on this Proposal 11, we would like you to consider the following compensation program highlights, which are described in more detail in CD&A, and keep in mind that our executive compensation program has not changed significantly from fiscal 2012:

- ÿ During fiscal 2012, we reached out to our major shareholders to solicit their input on the proposed redesign of the long-term incentive compensation of our executive officers. In August 2013, we conducted a similar process because we believe that the 2012 collaboration with our major shareholders was successful and helped foster a better understanding and input into our compensation program by our shareholders. In the 2013 outreach process, we sought input from our major shareholders on the proposed changes to our Supervisory Board compensation, as described in Proposal 9 of this proxy statement, and also updated them on our ongoing executive compensation program, which has not changed significantly from fiscal 2012.
- ÿ We redesigned the long-term incentive compensation of our executive officers in fiscal 2012 to emphasize premium-priced share options with an exercise price of \$50.00 per share, which was significantly higher than the fair market value of our ordinary shares on the grant dates. In addition, Robert Keane, our Chief Executive Officer, may not exercise these options unless our share price on NASDAQ is at least \$75.00 on the exercise date. Because the value of these premium-priced options represents the total approximate value of all long-term incentive awards that Mr. Keane would have received over a four-year period and the total approximate value of all traditional share options that our other executive officers would have received over a four-year period, our Supervisory Board has passed resolutions that, until fiscal 2016 at the earliest, we will not grant any additional long-term incentive award in any form to Mr. Keane or any additional share options to our other current executive officers.
- ÿ As a result of our shareholders' feedback in our 2011 "say on pay" vote, our Compensation Committee decided that, after August 1, 2012, we will no longer include excess parachute payment tax gross-up provisions in the executive retention agreements that we enter into with our future executives.
- ÿ We pay our executive officers based on Vistaprint's performance. For fiscal 2013, 92% of our Chief Executive Officer's total compensation was at risk, including an annualized portion of his multi-year, premium-priced share options.

As required by Dutch law, we have a shareholder-approved Remuneration Policy that applies to our Management Board members, which you can find at [www.vistaprint.com](http://www.vistaprint.com), and the compensation of our named executive officers is in accordance with the Remuneration Policy. This advisory vote on executive compensation does not amend the Remuneration Policy in any way.

In 2011, 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 Management Board and Supervisory Board recommend that you vote FOR the approval of the compensation of our named executive officers, as described in this proxy statement.***

#### **OTHER MATTERS**

Our Management Board and Supervisory Board do not know of any other matters that may come before the annual meeting. However, if any other matters are properly presented to the annual meeting, then, to the extent permitted by applicable law, the persons named as proxies may vote, or otherwise act, in accordance with their judgment on such matters.

#### **INFORMATION ABOUT OUR SUPERVISORY DIRECTORS AND EXECUTIVE OFFICERS**

##### **Our Supervisory Board:**

Our Supervisory Board currently consists of eight independent, non-employee supervisory directors.

##### **Nominees for Members of our Supervisory Board whose terms expire at this 2013 Annual General Meeting:**

###### **JOHN J. GAVIN, Jr., Director since August 2006**

Mr. Gavin, age 58, 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. Mr. Gavin also serves on the boards of Qlik Technologies Inc., a provider of business intelligence solutions; BroadSoft, Inc., a global provider of residential and business Voice over IP applications; and Varonis Systems, a provider of data governance solutions for unstructured data. From April 2004 through December 2006, Mr. Gavin was Chief Financial Officer of Navisite, Inc., a provider of information technology hosting, outsourcing and professional services. From 2001 to 2005, Mr. Gavin was a member of the Board of Directors of Ascential Software, which was acquired by IBM in April 2005. From February 2000 through December 2001, Mr. Gavin served as the Senior Vice President and Chief Financial Officer of Cambridge Technology Partners, a consulting firm, which was acquired by Novell, Inc. Prior to his work at Cambridge Technology Partners, Mr. Gavin spent twelve years at Data General Corporation, a manufacturer of computing equipment that was acquired by EMC Corporation, including serving as Vice President and Chief Financial Officer. Mr. Gavin also spent ten years at Price Waterhouse LLP, an accounting firm, in various accounting and audit positions including as Senior Manager in charge of multi-national audits. From February 2009 until its sale in August 2012, Mr. Gavin also served as a member of the board of directors of Consona Corporation, a privately held provider of customer relationship management and enterprise resource planning software and services. Mr. Gavin brings to the Supervisory Board his extensive experience as chief financial officer of several growing companies, as well as ten years as an independent auditor. Mr. Gavin is a certified public accountant.

###### **GEORGE M. OVERHOLSER, Director since July 2004**

Mr. Overholser, age 53, has served as Chief Executive Officer and Co-Founder of Third Sector Capital Partners, an investment bank for nonprofit organizations since September 2010. He was Founder and Managing Director of NFF Capital Partners, an investment banking firm for nonprofit organizations, from August 2004 to September 2010. Mr. Overholser was the founder of North Hill Ventures, a venture capital firm, and served as its Senior Vice President from 1999 through June 2008. From 1994 to 1999, Mr. Overholser was Head of Strategy and New Business Development for Capital One Financial Corporation, a company specializing in consumer lending. Mr. Overholser brings to the Supervisory Board his extensive experience of leading companies through periods of hyper-growth, as both a board member and an executive.

##### **Members of our Supervisory Board whose terms will expire at our 2014 annual general meeting:**

###### **LOUIS R. PAGE, Director since September 2000**

Mr. Page, age 47, has served as President and General Partner of Window to Wall Street, Inc., a venture capital firm, since October 1995. Mr. Page has served on Vistaprint's Board since 2000 and brings to the Supervisory Board

his deep knowledge of Vistaprint and its business, culture and history. Mr. Page is a chartered financial analyst. Mr. Page has notified us of his decision to resign from the Supervisory Board effective November 15, 2013.

**RICHARD T. RILEY, Director since February 2005 and Chairman of the Supervisory Board since August 2009**

Mr. Riley, age 57, served in various capacities at LoJack Corporation, a publicly traded corporation and provider of tracking and recovery systems, during the period from 2005 until 2013, including Chairman of the Board of Directors from November 2006 to May 2012; Chief Executive Officer from November 2006 to February 2008 and again from May 2010 to November 2011; and President, Chief Operating Officer and a director from February 2005 through November 2006 and again from May 2010 to November 2011. Mr. Riley also serves on the board of Dorman Products, Inc., a publicly traded corporation and supplier of original equipment automotive replacement parts. From 1997 through 2004, Mr. Riley held a variety of positions with New England Business Service, Inc., a publicly traded corporation and provider of products and services to small businesses, most recently serving as Chief Executive Officer, President, Chief Operating Officer and director. Mr. Riley brings to the Supervisory Board his extensive experience of leading companies as chief executive officer and board member.

**Members of our Supervisory Board whose terms will expire at our 2015 annual general meeting:**

**PETER GYENES, Director since February 2009**

Mr. Gyenes, age 68, has served as the Chairman of Sophos Plc, a global security software company, since May 2006 and as its Lead Independent Director since September 2012. Mr. Gyenes served as Chairman and Chief Executive Officer of Ascential Software and its predecessor companies VMark Software, Ardent Software and Informix from 1996 until it was acquired by IBM in April 2005. Mr. Gyenes also serves on the boards of Pegasystems Inc., a provider of business process management software and services; Intralinks Holdings, Inc., a provider of shared document and information exchanges; EnerNoc Inc., a provider of energy management solutions; and RealPage, Inc., a provider of property management software solutions for the multifamily industry. Mr. Gyenes previously served on the boards of Netezza Corporation, a provider of data warehouse appliances from February 2008 to November 2010 when it was acquired by IBM; Lawson Software, Inc., a provider of software and service solutions in the manufacturing, distribution, maintenance and service sector industries, from May 2006 to July 2011 when it was acquired by GGC Software Holdings, Inc.; Applix Inc., a provider of enterprise planning software that was acquired by Cognos and then IBM, from May 2000 to October 2007; BladeLogic Inc., a provider of data center automation software, from June 2006 to April 2008, when it was acquired by BMC Software; and webMethods Inc., a provider of software for process improvement that was acquired by Software AG, from May 2006 to May 2007. He is a trustee emeritus of the Massachusetts Technology Leadership Council. Mr. Gyenes brings to the Supervisory Board his broad experience in leading companies as chief executive officer and board member and his deep expertise on executive compensation matters through his service on several compensation committees.

**ERIC C. OLSEN, Director since March 2013**

Mr. Olsen, age 49, has served since August 1999 in various executive capacities at Lafarge, a publicly traded world leader in building materials with annual revenues of approximately €15 billion. His current role is Executive Vice President, Operations since September 2013, and immediately prior, he served as Executive Vice President, Organization and Human Resources since 2007. Mr. Olsen was previously Chief Executive Officer and Executive Vice President of Lafarge North America in the United States (formerly NYSE LAF), and President, Northeast Cement Region and Senior Vice President, Purchasing of Lafarge North America in Canada. Previously, Mr. Olsen served as a Partner at Trinity Associates, a management consulting firm, from 1993 to 1999. A certified public accountant, he started his career as a senior accountant at Deloitte & Touche in New York. Mr. Olsen holds a Bachelor of Science degree in finance and accounting from the University of Colorado, USA, and an MBA from the HEC international business school in Paris, France. Mr. Olsen brings to the Supervisory Board his varied executive experience in international business, his strong background in executive talent development and executive compensation, and his expertise in finance within an international business context.

**Members of our Supervisory Board whose terms will expire at our 2016 annual general meeting:**

**PAOLO DE CESARE, *Director since March 2013***

Mr. De Cesare, age 53, has served as Chief Executive Officer of Printemps Department Store Paris, a retailer dedicated to fashion and luxury brands with department stores in France, since September 2007. Previously, Mr. De Cesare served in various executive capacities at Procter & Gamble from 1983 to 2007, most recently as President of Procter & Gamble Global Skin Care and, prior to that, as Vice President of Procter & Gamble Far East and President Max Factor KK, the Cosmetic division of Procter in Japan. Mr. De Cesare also served on the board of Indesit Company, a publicly traded company and leading European manufacturer and distributor of domestic appliances, from 2009 until 2013. Mr. De Cesare earned his undergraduate degree in Business and Economics from Università degli Studi di Roma La Sapienza in Italy. Mr. De Cesare brings to the Supervisory Board his strong knowledge of brand and marketing strategy, his international business experience and perspective, and his operational, executive and board experience in a variety of roles worldwide.

**MARK T. THOMAS, *Director since November 2009***

Mr. Thomas, age 59, has served as a Founder and Partner of Monitor Clipper Partners, a middle market private equity firm, since December 1997 and also serves as a member of Monitor Clipper Partners' Investment Committee and as a director of several of its portfolio companies. In addition, Mr. Thomas was a co-founder of Monitor Company Group LP, a global marketing and strategy consulting firm, where he served in various leadership positions from 1983 to November 2012. In November 2012, Monitor Company Group LP entered into a Section 363 process under Chapter 11 of the U.S. Bankruptcy Code to sell its assets to Deloitte Consulting. The transaction was consummated in January 2013. Mr. Thomas brings to the Supervisory Board his extensive strategy, investment and international business experience, which includes 30 years of building companies, serving on boards and providing advice to top executives on strategic matters.

**Our Management Board and Executive Officers:**

Our Management Board consists of our five executive officers. All members of our Management Board serve for four-year terms.

**ROBERT S. KEANE, *President, Chief Executive Officer, and Chairman of the Management Board***

Mr. Keane, age 50, is the founder of Vistaprint and has served as our President and Chief Executive Officer since he founded Vistaprint in January 1995. Mr. Keane served as the Chairman of our Board of Directors from January 1995 to August 2009 and was appointed Chairman of the Management Board in September 2009. From 1988 to 1994, Mr. Keane was an executive at Flex-Key Corporation, an OEM manufacturer of keyboards, displays and retail kiosks used for desktop publishing. Mr. Keane earned his Bachelor of Arts in economics from Harvard College in 1985 and his Masters of Business Administration from INSEAD in Fontainebleau, France in 1994. Mr. Keane's term as a member of our Management Board expires at this annual meeting.

**KATRYN "TRYNKA" S. BLAKE (née Shineman), *Executive Vice President, Global Marketing and Chief Customer Officer***

Ms. Blake, age 39, has served as Executive Vice President, Global Marketing since July 2012 and as Chief Customer Officer since June 2011. Prior to assuming her current roles, Ms. Blake served as President of Vistaprint's North American business unit from November 2010 to June 2012, as Chief Marketing Officer of our North American business unit from April 2008 to November 2010, and in a variety of marketing positions since joining Vistaprint in March 2004 as Director, Marketing. Before joining Vistaprint, she served as a director and senior manager for PreVision Marketing since 1996. Ms. Blake holds a Bachelor of Arts in psychology from Cornell University and a Masters of Business Administration degree from Columbia Business School. Ms. Blake's term as a member of our Management Board expires at our 2015 annual general meeting.



**HAUKE K.U. HANSEN, Senior Vice President and Chief Manufacturing Officer**

Dr. Hansen, age 44, has served as our Senior Vice President, Manufacturing and Supply Chain and Chief Manufacturing Officer since July 2012. Prior to his current role, Dr. Hansen led our Manufacturing and Supply Chain Capabilities organization since May 2011 and was promoted to Senior Vice President in January 2012. He joined Vistaprint in May 2010 as Vice President European Print Operations and Plant Director of Vistaprint's Venlo production plant, serving in these roles until April 2011. Prior to joining Vistaprint, Dr. Hansen worked at ASML since January 2007 where he served as Senior Director for Build Operations, Manufacturing Engineering, Quality, New Product Introductions, and Industrial Engineering. In July 2000 he was an Associate of McKinsey's Duesseldorf Office and had become an Associate Principal by the time he left at the end of 2006. Dr. Hansen received a Ph.D. rer. nat. from the University of Konstanz in Physics. He is an officer of reserve of the German Navy and authored a book on Capex Excellence in 2009. Dr. Hansen's term as a member of our Management Board will expire at our 2016 annual general meeting.

**DONALD R. NELSON, Executive Vice President, Capabilities and Chief Information Officer**

Mr. Nelson, age 45, has served as our Executive Vice President, Capabilities since July 1, 2012 and as our Chief Information Officer since May 2008. Mr. Nelson previously served as Senior Vice President of Capabilities Development from July 2006. Prior to joining Vistaprint, Mr. Nelson served as Chief Information Officer at Sapien, where he started in 1993 as a software engineer, then later as vice president before assuming the role of Chief Information Officer in 2001. Mr. Nelson received a Bachelor of Science in Computer Science from Gordon College. Mr. Nelson's term as a member of our Management Board expires at our 2015 annual general meeting.

**ERNST J. TEUNISSEN, Executive Vice President and Chief Financial Officer**

Mr. Teunissen, age 47, has served as our Executive Vice President and Chief Financial Officer since March 2011. From October 2009 through February 2011, Mr. Teunissen served as our Vice President of Strategy. Before joining Vistaprint, Mr. Teunissen was a founder and director of two corporate finance and management consulting firms: Manifold Partners from May 2007 through September 2009 and ThreeStone Ventures Limited from June 2003 through September 2009. From August 1999 to February 2003, Mr. Teunissen served as an executive director in Morgan Stanley's Investment Banking Division in London. From February 1997 to July 1999, he was a senior associate director in Deutsche Bank's Investment Banking Division in London and Singapore. Mr. Teunissen holds a Master of Business Administration degree from the University of Oregon and a Bachelor of Business Administration from Nijenrode University, The Netherlands School of Business. Mr. Teunissen's term as a member of our Management Board will expire at our 2015 annual general meeting.

There are no family relationships among any of the supervisory directors and executive officers of Vistaprint. No arrangements or understandings exist between any supervisory director or any person nominated for appointment as a supervisory director and any other person pursuant to which such person is to be selected as a supervisory director or nominee for appointment as a supervisory director.

**CORPORATE GOVERNANCE****Board Structure**

We have a two-tiered board structure consisting of a Supervisory Board and a Management Board. The Supervisory Board consists of our independent, non-employee supervisory directors, and the Management Board consists of managing directors who are also our executive officers. The principal responsibility of the Supervisory Board is to oversee the Management Board and its management of Vistaprint and, in so doing, serve the best interests of Vistaprint and its stakeholders. The Supervisory Board is accountable to our shareholders. The principal responsibility of the Management Board is to manage Vistaprint, which means, among other things, that it is responsible for implementing Vistaprint's goals and strategy, managing Vistaprint's associated risk profile, operating Vistaprint's business on a day-to-day basis and addressing corporate social responsibility issues that are relevant to the enterprise. The Management Board is accountable to both the Supervisory Board and our shareholders.

Each of our Supervisory Board and Management Board has its own chairman. The Chairman of our Supervisory Board is Mr. Riley, an independent, non-employee supervisory director, and the Chairman of our Management Board is Mr. Keane, who is also our Chief Executive Officer and President.

## Governance Guidelines

We believe that good corporate governance is important to ensure that Vistaprint is managed for the long-term benefit of our stakeholders, including but not limited to our shareholders. The Management Board and Supervisory Board have adopted Rules to assist each Board in the exercise of its duties and responsibilities and to serve the best interests of Vistaprint and our stakeholders. The Rules for each Board provide a framework for the conduct of each Board's business.

Among other things, the Rules for the Supervisory Board provide that:

- a majority of the members of the Supervisory Board must be independent directors, except as permitted by NASDAQ rules;
- the independent supervisory directors must meet at least twice a year in executive session;
- supervisory directors have full and free access to management and employees and, as necessary and appropriate, to hire and consult with independent advisors;
- all supervisory directors are expected to participate in a mandatory orientation program and continuing director education on an ongoing basis; and
- at least annually the Nominating and Corporate Governance Committee is required to oversee a self-evaluation of the Supervisory Board to determine whether the Supervisory Board and its committees are functioning effectively.

Among other things, the Rules for the Management Board provide that:

- the Management Board is responsible for managing Vistaprint, including implementing Vistaprint's aims and strategy, managing risks, operating the business on a day-to-day basis, and addressing corporate social responsibility issues that are relevant to the enterprise;
- the Management Board is responsible for determining that effective systems are in place for the periodic and timely reporting to the Supervisory Board on important matters concerning Vistaprint and its subsidiaries; and
- at least annually the Supervisory Board is required to conduct an evaluation of the Management Board to determine whether the Management Board is functioning effectively.

You can find our Rules for the Supervisory Board, our Rules for the Management Board, our Code of Business Conduct, our current articles of association, and the current charters for our Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee at [www.vistaprint.com](http://www.vistaprint.com) or by writing to:

Investor Relations  
c/o Vistaprint USA, Incorporated  
95 Hayden Avenue  
Lexington, MA 02421  
USA  
Email: [ir@vistaprint.com](mailto:ir@vistaprint.com)

In addition, the Dutch Corporate Governance Code, or Dutch Code, applies to Vistaprint. The Dutch Code emphasizes the principles of integrity, transparency, and accountability as the primary means of achieving good corporate governance. The Dutch Code includes certain principles of good corporate governance, supported by "best practice" provisions, and our Management Board and Supervisory Board agree with the fundamental principles of the Dutch Code. However, as a company whose ordinary shares are traded on NASDAQ, we are also subject to the corporate governance rules of the NASDAQ Stock Market and U.S. securities laws, and we may also choose to follow certain market practices that are common for NASDAQ-traded companies. Some of

the U.S. corporate governance rules and market practices that we are required to or choose to follow conflict, in whole or in part, with the best practice provisions of the Dutch Code. As a result, we do not apply some of the Dutch best practice provisions. In accordance with the Dutch Code's compliance principle of "apply or explain," which permits Dutch companies to be fully compliant with the Dutch Code either by applying the Dutch best practices or by explaining why the company has chosen not to apply certain of the best practices, we are disclosing in our Dutch annual report that accompanies our Annual Accounts to what extent we do not apply provisions of the Dutch Code, together with the reasons for those deviations.

### **Code of Business Conduct**

We have adopted a written code of business conduct that applies to our supervisory directors, officers, and employees, a current copy of which is posted on our website, [www.vistaprint.com](http://www.vistaprint.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, supervisory directors qualify as "independent directors" only if, in the opinion of our Supervisory Board, they do not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a supervisory director. The Supervisory Board has determined that none of its members has a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a supervisory director and that all of its members are "independent directors" as defined under NASDAQ's Marketplace Rules.

In addition, our supervisory directors satisfy the criteria for independence under the Dutch Code.

### **Oversight of Risk**

Under the Rules for the Supervisory Board, our Supervisory Board is responsible for reviewing the integrity of our internal control and management information systems, the main risks of our business, and the design and effectiveness of our internal risk management and control systems. As set forth in its charter, our Audit Committee assists the Supervisory Board in its review and oversight of risk by reviewing our policies with respect to risk assessment and risk management, including the guidelines and policies that govern the process by which our exposure to risk is handled. The Supervisory Board and Audit Committee regularly discuss with management our major risk exposures, their potential impact on Vistaprint, and the steps we take to manage them.

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 Vistaprint.

### **Supervisory Director Nomination Process**

The process that our Nominating and Corporate Governance Committee follows to identify and evaluate candidates for members of our Supervisory Board includes requests to supervisory directors 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 Supervisory Board.

In considering whether to recommend any particular candidate for inclusion in the Supervisory Board's slate of nominees, the Nominating and Corporate Governance Committee applies, among other things, the criteria for nominating supervisory directors set forth as an attachment to the Rules for the Supervisory Board. 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 Vistaprint's stakeholders. In addition, the Rules for the Supervisory Board specify 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 and Corporate Governance Committee and Supervisory Board should consider the value of diversity on the Supervisory 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 our supervisory directors, considered as a group, should provide a composite mix of experience, knowledge and abilities that will allow the Supervisory Board to fulfill its responsibilities. Accordingly, the Nominating and Corporate Governance Committee seeks nominees with a broad diversity of experience, professions, skills and backgrounds. During fiscal 2013, the Committee engaged Egon Zehnder International, a recruiting firm, to assist the Committee in identifying, evaluating, and reaching out to potential candidates for the Supervisory Board, and as part of that effort, Egon Zehnder assisted us in recruiting Messrs. De Cesare and Olsen as supervisory directors.

Shareholders may recommend individuals to the Nominating and Corporate Governance Committee for consideration as potential candidates for the Supervisory 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 and Corporate Governance Committee, c/o Corporate Secretary, Vistaprint N.V., Hudsonweg 8, 5928 LW Venlo, the Netherlands, with a copy to Chief Legal Officer, Vistaprint USA, Incorporated, 95 Hayden Avenue, Lexington, MA 02421 USA. If appropriate biographical and background material has been provided on a timely basis, the Nominating and Corporate Governance 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.

If the Supervisory Board does not submit a binding nomination for a supervisory director position, then the shareholders represented at the general meeting may select a nominee. The shareholders may appoint such a nominee as a member of the Supervisory Board by the vote of at least two thirds of the votes cast at the meeting representing more than half of our share capital.

### **Supervisory Board Meetings and Committees**

During fiscal 2013, our Supervisory Board met four times, and each of our supervisory directors attended 100% of the total number of meetings of the Supervisory Board and the committees of which such director was a member during the period of time he served on such committee. In addition, it is our policy that one or more of our supervisory directors should attend annual general meetings of shareholders to the extent practicable. One of our supervisory directors attended our 2012 annual general meeting of shareholders.

The Supervisory Board has standing Audit, Compensation, and Nominating and Corporate Governance Committees. Each committee has a charter that has been approved by the Supervisory Board. The Audit Committee must review the appropriateness of its charter at least annually, and the Compensation and Nominating and Corporate Governance Committees review their respective charters from time to time as they deem appropriate. Each committee must perform a self-evaluation at least annually. All members of all committees are non-employee supervisory directors, and the Supervisory Board has determined that all of the members of our three standing committees are independent as defined under NASDAQ's Marketplace Rules.

#### ***Audit Committee***

The current members of our Audit Committee are Messrs. Gavin (Chair), Page, and Riley. Our Supervisory Board has determined that Mr. Gavin qualifies as an "audit committee financial expert" under SEC rules, and all three Audit Committee members meet the SEC's independence criteria for audit committee members. The Audit Committee's responsibilities include:

- retaining our independent registered public accounting firm, subject to shareholder ratification and approval;
- approving the compensation of, and assessing (or recommending that the Supervisory 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;

- coordinating the Supervisory Board's oversight of our internal control over financial reporting, disclosure controls and procedures and code of business conduct;
- 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;
- meeting independently with our independent registered public accounting firm and management; and
- preparing the Audit Committee report included in this proxy statement.

The Audit Committee met ten times during fiscal 2013.

#### ***Compensation Committee***

The current members of the Compensation Committee are Messrs. Overholser (Chair), Gyenes, Olsen, and Page. The Compensation Committee's responsibilities include:

- reviewing and approving, or making recommendations to the Supervisory Board with respect to, the compensation of our Chief Executive Officer and our other executive officers;
- overseeing and coordinating the evaluation of our Chief Executive Officer;
- overseeing and administering our cash and equity incentive plans;
- reviewing and making recommendations to the Supervisory Board with respect to supervisory director compensation;
- reviewing and discussing with management the Compensation Discussion and Analysis section of the proxy statement and considering whether to recommend to the Supervisory Board that the Compensation Discussion and Analysis be included in the proxy statement; and
- preparing the Compensation Committee report included in this proxy statement.

The Compensation Committee met four times during fiscal 2013.

#### ***Nominating and Corporate Governance Committee***

The current members of the Nominating and Corporate Governance Committee are Messrs. Thomas (Chair), De Cesare, Gyenes, and Riley. The responsibilities of the Nominating and Corporate Governance Committee include:

- identifying individuals qualified to become Supervisory Board members;
- recommending to the Supervisory Board the persons to be nominated for appointment as members of the Supervisory Board and the Management Board and to each of the Supervisory Board's committees;
- overseeing an annual review by the Supervisory Board with respect to succession planning for the Chief Executive Officer and other executive officers;
- overseeing an annual evaluation of the Supervisory Board, the Management Board and all committees of the Supervisory Board to determine whether each is functioning effectively; and
- reviewing and assessing the adequacy of the Rules of the Supervisory Board and of the Management Board.

The Nominating and Corporate Governance Committee met four times during fiscal 2013.

#### ***Report of the Audit Committee***

The Audit Committee has reviewed Vistaprint's audited financial statements for the fiscal year ended June 30, 2013 and has discussed these financial statements with Vistaprint's management and Ernst & Young LLP, our independent registered public accounting firm.

The Audit Committee has also received from, and discussed with, Ernst & Young LLP various communications that Ernst & Young LLP is required to provide to the Audit Committee, including the matters required to be discussed by AICPA, Professional Standards, Vol. 1, AU section 380, as adopted by the Public Company Accounting Oversight Board, or PCAOB in Rule 3200T.

Ernst & Young LLP also provided the Audit Committee with the written disclosures and the letter required by PCAOB Rule 3526 (Communicating with Audit Committees Concerning Independence), as modified or supplemented. The Audit Committee has discussed with the independent registered public accounting firm its independence from Vistaprint. 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 10 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 Ernst & Young LLP, the Audit Committee recommended to the Supervisory Board that the audited financial statements be included in Vistaprint's Annual Report on Form 10-K for the fiscal year ended June 30, 2013. The Audit Committee and Supervisory Board also have selected, subject to appointment by the shareholders, Ernst & Young LLP as Vistaprint's independent registered public accounting firm for the fiscal year ending June 30, 2014.

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 Supervisory Board*  
John J. Gavin, Jr., *Chairman*  
Louis R. Page  
Richard T. Riley

## **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 Vistaprint executive officer or member of our Management Board or Supervisory Board 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) 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 Dutch law, any member of our Supervisory Board or Management Board who has a conflict of interest is required to disclose that conflict to the Chairman of the Supervisory Board and to abstain from voting on any resolution involving, or participating in any board discussion of, the conflict.

#### ***Related Person Transaction***

During fiscal 2013, there was one related person transaction, as defined under SEC rules: Katryn Blake's brother-in-law has been an employee of Vistaprint since 2007, and he received cash compensation of approximately \$161,000 for fiscal 2013. The Audit Committee has reviewed this relationship and concluded that it is not inconsistent with our best interests and does not constitute a conflict of interest.

#### **Communicating with the Supervisory Board**

Our Supervisory 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 and Corporate Governance Committee, with the assistance of Vistaprint's Chief Legal Officer, is primarily responsible for monitoring communications from shareholders and for providing copies or summaries to the other supervisory directors as its members consider appropriate.

The chair of the Nominating and Corporate Governance Committee will forward communications to all supervisory directors if the communications relate to substantive matters and include suggestions or comments that he considers to be important for the supervisory 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 Vistaprint may receive repetitive or duplicative communications.

Shareholders who wish to send communications on any topic to our Supervisory Board should address such communications to:

Supervisory Board  
c/o Corporate Secretary  
Vistaprint N.V.  
Hudsonweg 8  
5928 LW Venlo  
The Netherlands

## 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 short- and long-term performance. Accordingly, our Compensation Committee, which oversees the compensation program of our executive officers, designed an executive compensation program that is intended to:

- provide an overall level of compensation that is competitive with the compensation levels of companies of similar size, complexity, revenue, and growth potential to Vistaprint;
- reflect the desired caliber, level of experience, and performance of our executive team; and
- pay commensurate with Vistaprint's performance, with total compensation weighted heavily toward performance-based compensation that is tied to operating or stock performance.

*Shareholder engagement.* At our 2011 annual general meeting of shareholders, our shareholders voted in favor of our executive compensation program for fiscal 2011 by a slim margin, with 50.4% of votes cast in favor of the compensation program. By contrast, at our 2012 annual general meeting of shareholders, our executive compensation program for fiscal 2012 received 97.1% approval from our shareholders. We believe that two major contributing factors to this dramatic increase in our shareholder approval levels were the collaborative process in which we reached out to our major shareholders in fiscal 2012 and our decision, based on shareholder feedback at the 2011 annual general meeting, not to provide excess parachute payment tax gross-up provisions in future agreements with our executives, as described below. Based on our shareholders' feedback in the collaborative outreach process and our compensation philosophy, in fiscal 2012 we redesigned the long-term incentive compensation of our executive officers to emphasize premium-priced share options, as described below. In August 2013, we conducted a similar collaborative process in which we once again reached out to our major shareholders to seek input on the proposed changes to our Supervisory Board compensation, as described in Proposal 9 of this proxy statement, and also to update them on our ongoing executive compensation program, which has not changed significantly from fiscal 2012.

*Redesign of our long-term compensation program.* Based on our pay-for-performance compensation philosophy, feedback from the Committee's independent compensation consultant (Towers Watson), and our shareholders' suggestions from the outreach process described above, the Compensation Committee redesigned the long-term incentive component of our executive compensation program in late fiscal 2012. As a result of this redesign, we granted to our executive officers multi-year, premium-priced share options designed to increase the emphasis on Vistaprint's long-term performance and our five-year growth strategy using share price as the primary performance metric, and we did not grant any long-term cash incentive awards to our executive officers for fiscal 2013. The Compensation Committee believes that the premium-priced share options provide strong alignment of performance-based compensation with long-term shareholder value creation, significant downside risk for the executives if Vistaprint performs poorly, and significant upside potential if Vistaprint performs well, through the following features:

- The options have an exercise price of \$50.00 per share, which was significantly higher than the closing price of Vistaprint's ordinary shares on NASDAQ on the grant dates. The Compensation Committee chose this exercise price in part because it is higher than the highest of the three-, six-, and twelve-month trailing averages of Vistaprint's share price on NASDAQ as of the July 28, 2011 public announcement of our five-year growth strategy. This premium exercise price ensures that Vistaprint's executives do not realize returns on these awards until the effectiveness of our five-year strategy is reflected by our share price being higher than those three-, six-, and twelve-month trailing averages.
- Robert Keane, our Chief Executive Officer, has an additional share price hurdle before he can realize any returns from his premium-priced options, which is that, in addition to the vesting schedule described below, he can exercise his options only on dates when the high price per share of Vistaprint's ordinary



shares on NASDAQ is at least \$75.00, representing a 50% or greater shareholder return above Vistaprint's share price before the July 28, 2011 strategy announcement.

• To emphasize long-term performance, the options vest over seven years. They have an eight-year term.

• The aggregate value of Mr. Keane's options granted in May and August 2012 represents the total approximate value of all long-term incentive awards of any kind that Vistaprint would have granted to Mr. Keane over a four-year period, and our Supervisory Board has passed resolutions that Vistaprint shall not grant any additional long-term incentive award in any form (including equity or long-term cash awards) to Mr. Keane until fiscal 2016 at the earliest.

• The value of the option granted to each of our other executive officers represents the total approximate value of all traditional share options that Vistaprint would have granted to each executive officer over a four-year period, and our Supervisory Board has passed resolutions that Vistaprint shall not grant any additional share options to our current executive officers until fiscal 2016 at the earliest.

*Discontinuation of certain pay practices.* Some of our major shareholders consider the inclusion of excess parachute payment tax gross-up provisions in our executive retention agreements with our executives to be a problematic pay practice. Accordingly, our Compensation Committee decided that, after August 1, 2012, we will no longer include such tax gross-up provisions in the executive retention agreements that we enter into with our future executives.

*Pay for performance.* The total compensation package for our executive officers is weighted heavily toward compensation based on Vistaprint's operating and share price performance. For fiscal 2013, our Chief Executive Officer had 92% of his total compensation at risk through our cash and equity incentive programs, including an annualized portion of his multi-year, premium-priced share options. Our annual and long-term cash incentive programs are dependent on Vistaprint's revenue and earnings per share performance, while our equity incentive programs are dependent on the performance of our share price. Attainment of the annual and long-term cash incentives are based on financial goals that the Compensation Committee believes are highly challenging, but achievable.

### ***Compensation Committee Approach***

In determining the compensation of our executive officers, our Compensation Committee takes into account the analysis and recommendations of the Committee's independent compensation consultant (currently Towers Watson), data from the "primary" comparison peer group described below, published compensation survey data, and detailed tally sheets summarizing our executive officers' current and historical compensation. The Compensation Committee generally seeks to pay our executives total compensation (including base salary, annual cash incentive, and long-term incentive awards) at the 75th percentile of our primary peer group for extraordinary performance and 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, and individual performance. The Committee does not assign specific weights to particular factors but considers them together in determining compensation. The Committee also reviews forecasts of compensation trends that may be applicable to us in the future using a second "aspirational" comparison peer group that assumes annual revenues, industry, growth rates, and market capitalizations comparable to Vistaprint in the future if Vistaprint were to achieve its current business objectives.

With Towers Watson's assistance, our Compensation Committee engages in a rigorous process each year to develop a "primary" comparison peer group consisting of publicly traded firms that have characteristics that are currently comparable to Vistaprint or comparable to where Vistaprint expects to be in the near future. Through a multi-step process, the Committee considers a robust number of companies for inclusion in our peer group, including the consideration of, among other attributes, each company's ownership structure, industry groupings (including Global Industry Classification Standards), annual revenue, and other financial metrics, as well as comparable companies identified on the Dow Jones and Institutional Shareholder Services lists. For fiscal 2013, the initial financial criteria for the primary comparison peer group included annual revenue in the range of \$1.1 billion to \$3.0 billion, and market capitalization between \$1.3 billion and \$3.4 billion. The Compensation

Committee also considered companies with high growth and in the same general industry as Vistaprint. Each year, the Compensation Committee updates the peer group selection criteria and the members of the primary peer group to add new companies that meet the criteria and remove companies that no longer meet the criteria or that were acquired or ceased doing business. For fiscal 2013, the primary peer group consisted of the following 22 companies:

AOL Inc.	Genpact Ltd.	Logitech International SA	TIBCO Software Inc.
Cadence Design Systems Inc.	Global Payments Inc.	Monster Worldwide, Inc.	Total System Services, Inc.
Compuware Corporation	IAC/InterActiveCorp.	Open Text Corp.	ValueClick, Inc.
CoreLogic, Inc.	Jack Henry & Associates Inc.	Parametric Technology Corporation	VeriFone Systems, Inc.
Deluxe Corporation	Lender Processing Services, Inc.	Sohu.com Inc.	Zebra Technologies Corporation
DST Systems Inc.		Solera Holdings Inc.	

The Compensation Committee engages independent compensation consultants and manages the relationship with these firms. During fiscal 2013, the Committee engaged Towers Watson to provide the compensation consulting services described below, and Towers Watson did not provide any other services to Vistaprint besides compensation consulting services:

- Competitive analysis and recommendations to the Compensation Committee with respect to the compensation of our executive officers;
- Competitive analysis and recommendations to our Compensation Committee with respect to the compensation of members of our Supervisory Board;
- Competitive analysis and recommendations to our Compensation Committee and Chief Executive Officer with respect to the compensation of members of our senior management team who are not executive officers; and
- Detailed equity utilization analysis comparing the number of shares that Vistaprint grants per year pursuant to equity compensation awards and the number of shares subject to outstanding equity compensation awards and available for grant under our equity compensation plans with both our primary and aspirational peer groups, to assist the Compensation Committee in setting our practices of granting equity to our employees.

#### ***Compensation Components for Executives***

The principal elements of our compensation program for our executive officers are the following:

- Base salary
- Annual cash incentive awards, which reward executives based on Vistaprint's achievement of shorter-term financial performance goals for the current fiscal year
- Long-term incentive awards, which may include long-term cash incentives, share options, and restricted share units, which reward executives based on Vistaprint's achievement of longer term financial objectives and the creation of value for our shareholders as reflected in our share price
- Standard health and welfare benefits that are applicable to all of our employees in each executive's geographic location
- Expatriate benefits for our executives who are assigned to work in geographic locations outside of their home countries

In addition, we have severance and change in control arrangements with our executives.

Under our pay-for-performance philosophy, the compensation of our employees at higher levels in the organization is generally more heavily weighted towards variable compensation based on our performance, and base salary generally accounts for a smaller portion of these employees' total compensation packages. Conversely, employees at lower levels in the organization generally receive more of their compensation in the form of base

salary and less in the form of variable compensation. 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 performance.

- Base salary of Mr. Keane, our Chief Executive Officer, at the 25th percentile of our primary peer group
- Base salaries of our other executive officers at the 35th – 40th percentile of our primary peer group and published compensation surveys
- Annual cash compensation (base salary and annual cash incentive) of all executive officers including Mr. Keane at the 50th percentile of our primary peer group and published compensation surveys
- Total compensation (base salary, annual cash incentive, and long-term incentive awards) of all executive officers including Mr. Keane at the 75th percentile of our primary peer group and published compensation surveys

#### **Base Salary**

The Compensation Committee increased Mr. Keane's base salary by 6% from fiscal 2012 to fiscal 2013 to maintain his salary at the 25th percentile of our primary peer group. The Committee modestly increased our other named executive officers' salaries by 2-5% to maintain their salaries at the 35th – 40th percentile of our primary peer group and published compensation surveys and also to reflect each executive's performance and internal equity with other Vistaprint executives. You can find more information on our named executive officers' salaries in the Summary Compensation Table below.

Looking ahead to fiscal 2014, the Compensation Committee has decided not to increase Mr. Keane's cash compensation, consisting of base salary and an annual cash incentive award, over his fiscal 2013 levels in order to maintain his annual cash compensation level at the 50th percentile of our primary peer group as described above.

#### **Annual Cash Incentive Awards**

The Compensation Committee grants annual cash incentive awards to our executive officers to provide an incentive to executives to achieve financial goals that are tied to the current fiscal year. For fiscal 2013, the Compensation Committee changed the structure of the annual cash incentives to emphasize revenue over earnings per share, or EPS, in alignment with Vistaprint's strategic goal to grow its revenue, in contrast to previous years when annual cash incentive awards were based 50/50 on revenue goals and EPS goals for each fiscal year. As a result of this change, the fiscal 2013 annual cash incentives are based 90% on Vistaprint's achievement of full-year constant currency revenue goals and 10% on Vistaprint's achievement of full-year EPS goals determined by the Compensation Committee based on our annual budget approved by the Supervisory Board. The Compensation Committee believes these goals are highly challenging but achievable. For purposes of calculating these annual incentives, the Compensation Committee defines "constant currency revenue" as consolidated net revenue for Vistaprint and its subsidiaries for the fiscal year, adjusted to use the same currency exchange rates as set forth in Vistaprint's budget for the fiscal year. "Earnings per share" is defined as EPS on a diluted basis for the results of Vistaprint's operations on a consolidated basis for the fiscal year, calculated in accordance with U.S. GAAP with some exclusions for income or expenses relating to certain specific events that the Committee believes would introduce inaccurate reflections of management-driven performance.

As set forth in the fiscal 2013 annual award agreements with our executive officers, the calculation of the actual amount to be paid for the annual cash incentives was as follows:

- The annual incentive payout was a percentage of the fiscal 2013 target award for each executive, listed in the table below, where the payout percentage equals the greater of:
  - (x)  $-7.5714 + (7.7143 \times \text{Revenue Percentage}) + (0.8571 \times \text{EPS Percentage})$ ; or
  - (y)  $-22.0769 + (20.7692 \times \text{Revenue Percentage}) + (2.3077 \times \text{EPS Percentage})$

The Revenue Percentage and EPS Percentage were calculated by dividing the actual amounts for the fiscal year by the goals determined by the Compensation Committee.

• If either (1) Vistaprint's actual constant currency revenue for fiscal 2013 were less than 92.5% of the goal, or (2) actual EPS for fiscal 2013 were less than 80% of the goal, then the total annual cash incentive payout would be zero even if the other goal were achieved.

• The fiscal 2013 payout percentage was capped at a maximum of 200%.

#### *Fiscal 2013 Annual Cash Incentives*

For the fiscal 2013 annual cash incentive awards, Vistaprint's constant currency revenue was \$1.152 billion, which fell short of our constant currency revenue goal of \$1.225 billion, and its EPS was \$0.854, which was a significant overachievement of our EPS goal of \$0.56 - \$0.64 (calculated using \$0.60 as the target). Based on the 90/10 weighting of these two goals and in accordance with the formula set forth above, this level of achievement yielded a payout percentage of 90.3% of the executives' targets.

The following table sets forth the target and actual annual cash incentives for our named executive officers for fiscal 2013. The Compensation Committee set Mr. Keane's fiscal 2013 target annual incentive at a level to maintain his annual cash compensation (base salary plus annual cash incentive) at the 50th percentile of our primary peer group. The Compensation Committee determined the fiscal 2013 target annual incentives of our other executive officers based on its philosophy of setting their annual cash compensation at the 50th percentile of our primary peer group and published compensation surveys, and also to reflect each executive's performance and internal equity with other Vistaprint executives.

<u>Name</u>	<u>Target Annual Incentive (\$)</u>	<u>Actual Annual Incentive Paid (\$)</u>
Robert S. Keane	€ 756,000	€ 682,668
Katryn S. Blake	\$ 305,000	\$ 275,415
Hauke K.U. Hansen	CHF 90,000	CHF 81,270
Donald R. Nelson	\$ 210,000	\$ 189,630
Ernst J. Teunissen	€ 245,000	€ 221,235

#### *Long-Term Incentive Program*

Our long-term incentive program is designed to focus our executives and employees on long-term performance and value creation for the company and our shareholders. The Compensation Committee, with recommendations from our independent compensation consultant, determines the mix among our three long-term incentive vehicles — which may include share options, restricted share units, and long-term cash incentives — for our executives and employees.

#### *Share Options and Restricted Share Units for Executives*

The Compensation Committee believes that granting equity awards is an effective way to motivate our executives to manage the company in a manner that is consistent with the long-term interests of both the company and our shareholders, with equity awards generating greater returns for our executives and employees as our share price increases. Our share options and restricted share units also provide us with an important retention tool, as the equity grants vest over a multiple-year period only if the executive continues to be employed by us on each vest date.

As part of the Compensation Committee's redesign of our long-term executive compensation program in fiscal 2012, which involved the grant to our executive officers of multi-year, premium-priced share option awards, our Supervisory Board adopted resolutions that, until fiscal 2016 at the earliest, we will not grant any additional long-term incentive award in any form to Mr. Keane or any additional share options to our other current executive officers. Accordingly, we did not grant any new share options to our executive officers, although the value of Mr. Keane's fiscal year 2012 share option award was divided into two parts that were granted sepa-

rately in each of our fiscal years 2012 and 2013 for purposes of complying with a share limitation set forth in our 2011 Equity Incentive Plan, and Dr. Hansen was not an executive officer during fiscal 2012 and therefore received his premium-priced share option in fiscal 2013 at the same time as our other Senior Vice Presidents.

Consistent with the redesign of our long-term executive compensation program described above, in fiscal 2013, we granted restricted share units to all of our executive officers other than Robert Keane. The restricted share units vest over four years, and each unit that vests is automatically converted into an ordinary share of Vistaprint on a one-to-one basis.

In general, we grant equity awards to our executive officers annually at the regularly scheduled meeting of the Compensation Committee held in the fourth quarter of each fiscal year. Accordingly, grants made in fiscal 2013 were approved at the May 2013 Compensation Committee meeting. We typically grant equity awards to employees who are not executive officers during our first fiscal quarter after the conclusion of our annual performance review cycle.

#### *Long-Term Cash Incentive Compensation*

The Compensation Committee did not grant any new long-term cash incentive awards to our executive officers in fiscal 2013, in keeping with the 2012 redesign of our long-term incentive program to emphasize premium-priced share options. In the past, the Compensation Committee has granted long-term cash incentive awards to reflect our pay-for-performance culture and philosophy, enhance our ability to manage the number of shares available under our equity compensation plans, and balance the focus on share price appreciation created through equity awards with cash awards based on the achievement of financial metrics that drive long-term company and shareholder value creation. Long-term cash incentive awards granted during previous fiscal years were payable for fiscal 2013 based on fiscal 2013 performance goals.

Each long-term cash incentive award granted in previous fiscal years has a performance cycle of four fiscal years, and each executive officer is eligible to receive 25% of his or her total award for each fiscal year in the performance cycle. At the beginning of each four-year performance cycle, the Compensation Committee developed performance goals for each fiscal year within that specific cycle. We granted long-term cash incentive awards to our named executive officers in fiscal years 2010, 2011, and 2012 with performance goals based on Vistaprint's achievement of EPS targets for each fiscal year expressed as:

- a lowest (minimum) EPS dollar value for each fiscal year corresponding to a percentage payout of 50% of each executive's target for that year,
- a medium EPS dollar value for each fiscal year corresponding to a percentage payout of 100% of each executive's target for that year, and
- a highest (stretch goal) EPS dollar value corresponding to a percentage payout between 130% and 250% (depending on the year) of each executive's target for that year.

"Earnings per share" is defined as EPS on a diluted basis for the results of Vistaprint's operations on a consolidated basis for the fiscal year, calculated in accordance with U.S. GAAP with some exclusions for income or expenses relating to certain specific events that the Committee believes do not accurately reflect management-driven performance. We measure performance on an annual basis and make payments for each fiscal year in the performance cycle based on the level of goal achievement for that fiscal year.

If Vistaprint's adjusted EPS is less than the lowest (minimum) goal for a fiscal year, then our executive officers receive no payout for that performance period. If Vistaprint's adjusted EPS is equal to or higher than the highest (stretch) EPS goal, then our executives receive the percentage payout for achievement of the highest EPS goal. If Vistaprint's adjusted EPS is greater than or equal to the lowest EPS goal but less than the EPS highest goal for a performance period, then the percentage payout for that performance period is equal to:

- the payout threshold percentage for the highest EPS target achieved with respect to the applicable performance period, plus

• a number calculated as follows: (A) a percentage equal to a fraction, the numerator of which equals the amount by which adjusted EPS exceeded such applicable EPS goal and the denominator of which equals the difference between the next highest EPS goal that was not achieved and the highest EPS goal achieved, multiplied by (B) the difference between the payout threshold percentage for the next highest EPS goal that was not achieved and the payout threshold percentage for the highest EPS goal achieved.

#### *Long-Term Cash Incentives Relating to Fiscal 2013 Performance*

Our adjusted EPS for fiscal 2013 was \$1.516, which was \$0.662 higher than our \$0.854 EPS calculated in accordance with U.S. GAAP. The Compensation Committee calculated the adjusted EPS in accordance with the long-term cash incentive awards of our executive officers by excluding from our U.S. GAAP EPS (1) \$0.381 of losses, expenses, and amortization realized in fiscal 2013 relating to our acquisitions of AlbumPrinter Holding B.V. and Webs, Inc. in fiscal 2012, (2) \$0.090 of losses and expenses relating to our investment in Namex Limited in fiscal 2013, and (3) \$0.191 of share-based compensation expense relating to the premium-priced share options granted to our executives and management team. This actual adjusted EPS of \$1.516 compared to the fiscal 2013 performance goals of the long-term incentive cash awards granted to our executive officers as follows:

*2010-2013 Awards Granted in Fiscal 2010.* Under the long-term cash incentive awards that the Compensation Committee granted in fiscal 2010, each named executive officer is eligible to receive 25% of his or her total award for each of our fiscal years ending June 30, 2010, 2011, 2012 and 2013 based on our achievement of EPS goals for each fiscal year. The EPS goals for the 2010-2013 awards were determined before we launched our five-year growth strategy in July 2011, which includes increased investments in our business that we expect to result in lower EPS in the earlier fiscal years of the strategy. The Compensation Committee decided not to reduce the fiscal 2013 EPS goals in the 2010-2013 awards to accommodate the five-year strategy. Accordingly, because our adjusted fiscal 2013 EPS was below our lowest EPS goal for fiscal 2013 of \$1.77 under these 2010-2013 awards, the executive officers were not eligible for any payment for 2013 under the awards.

*2011-2014 Awards Granted in Fiscal 2011.* Under the long-term cash incentive awards that the Compensation Committee granted in fiscal 2011, each named executive officer is eligible to receive 25% of his or her total award for each of our fiscal years ending June 30, 2011, 2012, 2013 and 2014 based on our achievement of EPS goals for each fiscal year. The EPS goals for the 2011-2014 awards were determined before we launched our five-year growth strategy in July 2011, which includes increased investments in our business that we expect to result in lower EPS in the earlier fiscal years of the strategy. The Compensation Committee decided not to reduce the fiscal 2013 EPS goals in the 2011-2014 awards to accommodate the five-year strategy. Accordingly, because our adjusted fiscal 2013 EPS was below our lowest EPS goal for fiscal 2013 of \$2.03 under these 2011-2014 awards, the executive officers were not eligible for any payment for 2013 under the awards.

*2012-2015 Awards Granted in Fiscal 2012.* Under the long-term cash incentive awards that the Compensation Committee granted in fiscal 2012, each named executive officer is eligible to receive 25% of his or her total award for each of our fiscal years ending June 30, 2012, 2013, 2014, and 2015 based on our achievement of EPS goals for each fiscal year. As set forth in the 2012-2015 award agreements with our executive officers, our EPS goals were as follows:

- Our lowest EPS goal for fiscal 2013 was \$1.11, which would have resulted in a payout of 50% of the named executive officers' targets for that year;
- Our medium EPS goal for fiscal 2013 was \$1.30, which would have resulted in a payout of 100% of the named executive officers' targets for that year;  
and
- Our highest EPS goal was \$1.50, which would have resulted in a payout of 160% of the named executive officers' targets for that year.

Our adjusted fiscal 2013 EPS of \$1.516 was above our highest EPS goal under these 2012-2015 awards, so we paid 160% of target levels to our named executive officers based on the formula set forth in their agreements, as follows:

<u>Name</u>	2012-2015 Awards	
	Target Fiscal 2013 Incentive (\$)	Actual Fiscal 2013 Incentive Paid (160% of Target) (\$)
Robert S. Keane	\$ 142,500	\$ 228,000
Katryn S. Blake	93,750	150,000
Hauke K.U. Hansen	41,250	66,000
Donald R. Nelson	75,000	120,000
Ernst J. Teunissen	93,750	150,000

### **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 receive 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 also 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 Code, with company matching contributions vesting over a four-year period. We also provide customary pension plans to our European employees, including a pension plan for our employees in Switzerland, including Dr. Hansen, that complies with the requirements of Swiss law. Vistaprint and each Swiss employee contribute to the Swiss pension plan on a sliding scale based on each employee's age from 7% to 18% of the employee's salary, with the employee contributing 33% of such amount and Vistaprint contributing 67%.

### **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. We do, however, from time to time enter into arrangements with some of our named executive officers to reimburse them for living and relocation expenses 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 without cause (as defined in the agreements) or the executive terminates his or her employment for good reason (as defined in the agreements) before a change in control of Vistaprint or within one year after a change in control (as defined in the agreements), then the executive is entitled to receive:

- A lump sum severance payment equal to two years' salary and bonus, in the case of Mr. Keane, or one year's salary and bonus, in the case of the other executive officers. These severance payments are based on the executive's then current base salary plus the greater of (1) the target bonus for the then current fiscal year, or (2) the target bonus for the then current fiscal year multiplied by the average actual bonus payout percentage for the previous three fiscal years.
- With respect to any outstanding annual incentive award under our Performance Incentive Plan, a pro rata portion, based on the number of days from the beginning of the then current fiscal year until the date of termination, of his or her target incentive for the fiscal year multiplied by the average actual payout percentage for the previous two fiscal years. If there is no change in control of Vistaprint during the fiscal year, this pro rata portion is capped at the actual amount of annual incentive that the executive would have received had he or she remained employed by Vistaprint through the end of the fiscal year.

• With respect to any outstanding multi-year award under our 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 mid-range target incentive for the then current performance period multiplied by the average actual payout percentage for the previous two fiscal years. If there is no change in control of Vistaprint during the applicable performance period, this pro rata portion is capped at the actual amount of incentive for the performance period that the executive would have received had he or she remained employed by Vistaprint through the end of the performance period.

• The continuation of all other employment-related benefits for two years after the termination in the case of Mr. Keane, or one year after the termination in the case of our other executive officers.

The executive retention agreements also provide that, upon a change in control of Vistaprint, all equity awards granted to each executive officer will accelerate and become fully vested; each executive's multi-year incentive awards under our Performance Incentive Plan will accelerate such that the executive will receive the mid-range target bonus for the then current performance period and each performance period after the change in control; and each executive will receive a pro rata portion, based on the number of days in the fiscal year before the change in control, of his or her target annual incentive award for that fiscal year.

In addition, if after a change in control Vistaprint's successor terminates the executive without cause, or the executive terminates his or her employment for good reason (as defined in the agreements), then each of the executive's equity awards remains exercisable until the earlier of one year after termination or the original expiration date of the award. If an executive is required to pay any excise tax pursuant to Section 280G of the Code as a result of compensation payments made to him or her, or benefits obtained by him or her (including the acceleration of equity awards), resulting from a termination or change in ownership or control of Vistaprint, we are required to pay the executive 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 the executive's compensation payments by up to \$50,000 would eliminate the requirement to pay an excise tax under Section 280G of the Code, then Vistaprint 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 the executive. Our Compensation Committee has decided that after August 1, 2012, we will no longer include such excise tax gross-up provisions in the executive retention agreements that we enter into with our future executives.



The following table sets forth information on the potential payments to named executive officers upon their termination or a change in control of Vistaprint, assuming that a termination or change in control took place on June 30, 2013.

<u>Name</u>	<u>Cash Payment (\$)(1)</u>	<u>Accelerated Vesting of Share Options \$(2)</u>	<u>Accelerated Vesting of Restricted Share Units \$(3)</u>	<u>Welfare Benefits \$(4)</u>	<u>Tax Gross- Up Payment \$(5)</u>	<u>Total (\$)</u>
<b>Robert S. Keane</b>						
• Termination Without Cause or With Good Reason	3,346,901	—	—	51,581	—	3,398,482
• Change in Control	425,625	35,332	1,523,558	—	—	1,984,515
• Change in Control w/ Termination Without Cause or With Good Reason	3,772,526	35,332	1,523,558	51,581	—	5,382,997
<b>Katryn S. Blake</b>						
• Termination Without Cause or With Good Reason	684,567	—	—	23,691	—	708,258
• Change in Control	267,500	72,870	3,212,654	—	—	3,553,024
• Change in Control w/ Termination Without Cause or With Good Reason	952,067	72,870	3,212,654	23,691	—	4,261,282
<b>Hauke K.U. Hansen</b>						
• Termination Without Cause or With Good Reason	454,903	—	—	2,567	—	457,470
• Change in Control	82,500	—	1,755,005	—	—	1,837,505
• Change in Control w/ Termination Without Cause or With Good Reason	537,403	—	1,755,005	2,567	—	2,294,975
<b>Donald R. Nelson</b>						
• Termination Without Cause or With Good Reason	564,150	—	—	19,427	—	583,577
• Change in Control	270,000	—	2,112,098	—	—	2,382,098
• Change in Control w/ Termination Without Cause or With Good Reason	834,150	—	2,112,098	19,427	—	2,965,675
<b>Ernst J. Teunissen</b>						
• Termination Without Cause or With Good Reason	685,187	—	—	4,911	—	690,098
• Change in Control	217,500	4,092	2,524,091	—	—	2,745,683
• Change in Control w/ Termination Without Cause or With Good Reason	902,687	4,092	2,524,091	4,911	—	3,435,781

- (1) Amounts in this column for Termination Without Cause or With Good Reason represent severance amounts payable under the executive retention agreements, and amounts in this column for Change in Control represent the acceleration of cash incentive awards. The amounts of the incentive awards included in these amounts were calculated based on the target amounts payable if Vistaprint had met its targets for the applicable periods. Cash incentive awards that the named executive officers earned as of June 30, 2013 irrespective of a termination without cause or change in control have been excluded. Some of the amounts would be payable to Messrs. Keane and Teunissen in Euros and to Dr. Hansen in Swiss Francs. For purposes of this table, we converted these executive officers' payments from Euros to U.S. dollars at a currency exchange rate of 1.31774 and from Swiss Francs to U.S. dollars at a currency exchange rate of 1.06948, in each case based on the 30-day average currency exchange rate for June 1-30, 2013, which was the end of our most recent fiscal year.
- (2) Amounts in this column represent the value of unvested, in-the-money share options that would vest upon the triggering event described in the first column. The value of share options is based on the difference between the exercise price of the options and \$49.37 per share, which was the closing price of our ordinary shares on NASDAQ on June 28, 2013, the last trading day of our fiscal year 2013.
- (3) Amounts in this column represent the value of unvested restricted share units that would vest upon the triggering event described in the first column, based on \$49.37 per share, which was the closing price of our ordinary shares on June 28, 2013.
- (4) 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.
- (5) Amounts in this column are estimates based on a number of assumptions and do not necessarily reflect the actual amounts of tax gross-up payments that the named executive officers would receive. Our Compensation Committee has decided that after August 1, 2012, we will no longer include such tax gross-up provisions in the executive retention agreements that we enter into with our future executives.

We have also entered into indemnification agreements with our executive officers that provide the executives with indemnification for actions they take in good faith as members of the Management Board.

### **The Role of Company Executives in the Compensation Process**

Although the Compensation Committee manages and makes decisions about the compensation process, the Committee also takes into account the views of our Chief Executive Officer, who makes initial recommendations with respect to executive officers other than himself. Other employees of Vistaprint 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**

In May 2011, we instituted share ownership guidelines for all of our executive officers and members of our Supervisory Board. The guidelines require our executive officers and supervisory directors to hold Vistaprint equity, including ordinary shares they hold directly or indirectly, unvested restricted share units and vested, unexercised, in-the-money share options, with a value, based on the two-year trailing average of the closing prices of Vistaprint's ordinary shares on NASDAQ, equal to or greater than a multiple of the executive officer's annual base salary or the supervisory director's annual retainer, as follows:

- Chief Executive Officer: 5 times annual base salary
- Other executive officers: 3 times annual base salary
- Supervisory directors: 5 times Supervisory Board annual cash retainer

Each executive officer and supervisory director has until June 30, 2015 to comply with the share ownership guidelines, other than Paolo De Cesare and Eric Olsen who have until March 25, 2017, which is four years from their election as supervisory directors. As of June 30, 2013, all executive officers and supervisory directors had met or exceeded their ownership guideline requirement, other than Mr. Olsen.

### **Section 162(m)**

The United States Internal Revenue Service, pursuant to Section 162(m) of the Code, generally disallows a tax deduction for compensation in excess of \$1.0 million paid to our Chief Executive Officer and to each other named executive officer (other than the Chief Financial Officer) whose compensation is required to be reported to our shareholders pursuant to SEC rules by reason of being among our three most highly paid executive officers. This deduction limitation can apply to compensation paid by U.S. subsidiaries of Vistaprint. Qualifying performance-based compensation is not subject to the deduction limitation if certain requirements are met.

The Compensation Committee reserves the right to use its judgment to authorize compensation payments that may be subject to the Section 162(m) limitation when it believes that such payments are appropriate and in the best interests of Vistaprint and its shareholders, after taking into account business conditions or the officer's performance. Although the Compensation Committee considers the impact of Section 162(m) when administering Vistaprint's compensation plans, it does not make decisions regarding executive compensation based solely on the expected tax treatment of such compensation. As a result, the Compensation Committee has deemed it appropriate at times to forego qualified performance-based compensation under Section 162(m) in favor of awards that may not be fully tax-deductible by Vistaprint's subsidiaries.

### **Report of the Compensation Committee**

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 Supervisory Board that the Compensation Discussion and Analysis be included in this proxy statement.

*Compensation Committee of the  
Supervisory Board*  
George M. Overholser, Chair  
Peter Gyenes  
Eric C. Olsen  
Louis R. Page

**SUMMARY COMPENSATION TABLES**

**Summary Compensation Table**

The following table summarizes the compensation earned in each of the last three fiscal years or each fiscal year when each individual was serving as an executive officer, whichever is shorter, by:

- (i) our principal executive officer;
- (ii) our principal financial officer; and
- (iii) our other three highest paid executive officers for our fiscal year ended June 30, 2013.

Throughout this proxy statement, we refer to the individuals listed in (i) through (iii) above as our named executive officers.

<u>Name and Principal Position</u>	<u>Year</u>	<u>Salary (\$)</u>	<u>Share Awards \$(1)</u>	<u>Option Awards \$(1)</u>	<u>Non-Equity Incentive Plan Compensation \$(2)</u>	<u>All Other Compensation (\$)</u>	<u>Total (\$)</u>
Robert S. Keane(3)	2013	559,907	—	3,450,821(4)	1,127,579	3,192(5)	5,141,499
<i>President and Chief Executive Officer</i>	2012	509,540	—	17,624,626(4)	906,625	2,548	19,043,339
	2011	377,554	2,279,968	2,849,983	1,019,859	4,244	6,531,608
Katryn S. Blake	2013	344,712	1,004,972	—	425,415	510,294(6)	2,285,393
<i>Executive Vice President, Global Marketing and Chief Customer Officer</i>	2012	330,077	1,172,470	2,680,193(4)	371,250	10,943	4,564,933
	2011	314,058	2,056,282	704,833	387,377	7,350	3,469,900
Hauke K.U. Hansen(3)(7)	2013	347,583	824,958	580,118(4)	152,917	74,002(8)	1,979,578
<i>Senior Vice President and Chief Manufacturing Officer</i>							
Donald R. Nelson	2013	329,808	649,963	—	309,630	7,650(9)	1,297,051
<i>Executive Vice President, Capabilities and Chief Information Officer</i>	2012	320,000	749,966	3,480,783(4)	261,000	11,925	4,823,674
	2011	304,827	1,374,452	179,979	346,556	7,350	2,213,164
Ernst J. Teunissen(3)	2013	320,023	749,996	—	441,530	39,532(10)	1,551,081
<i>Executive Vice President and Chief Financial Officer</i>	2012	306,309	874,979	4,060,892(4)	363,393	37,449	5,643,022
	2011	318,978	1,692,633	704,713	209,916	43,170	2,969,410

- (1) The amounts reported in these columns 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, 2013.
- (2) The amounts reported in this column represent the aggregate amounts earned for each such fiscal year under each named executive officer's annual cash incentive award for that fiscal year and the component of each officer's long-term cash incentive awards that is attributable to that fiscal year. You can find more information about the amounts paid for fiscal 2013 to each executive officer under his or her annual and long-term cash incentive awards in the Compensation Discussion and Analysis section of this proxy statement.
- (3) We paid the amounts under "Salary," "Non-Equity Incentive Plan Compensation," and "All Other Compensation" to Messrs. Keane and Teunissen in whole or in part in Euros and to Dr. Hansen in whole or in part in Swiss Francs. For purposes of this table, we converted these amounts from Euros to U.S. dollars at a currency exchange rate of 1.31774 and from Swiss Francs to U.S. dollars at a currency exchange rate of 1.06948, in each case based on the 30-day average currency exchange rate for June 1-30, 2013, which was the end of our most recent fiscal year.
- (4) The value of these share options granted to Ms. Blake and Messrs. Hansen, Nelson, and Teunissen represents the total approximate value of all traditional share options that Vistaprint would have granted to these execu-

tives over a four-year period, and the aggregate value of Mr. Keane's share options, which was intended to equal approximately \$21,580,700, represents the total approximate value of all long-term incentive awards of any kind that Vistaprint would have granted to Mr. Keane over a four-year period. Due to a limitation in our 2011 Equity Incentive Plan that prohibits us from granting awards for more than 1,000,000 shares in any fiscal year to any participant, we divided Mr. Keane's share option into two parts that were granted separately in each of our fiscal years 2012 and 2013 for purposes of complying with the limitation set forth in the plan: The \$17,624,626 amount that appears in Mr. Keane's fiscal 2012 row of this table represents the first portion of the share option, which was granted on May 4, 2012, and the \$3,450,821 amount that appears in Mr. Keane's fiscal 2013 row of this table represents the balance of the share option that was granted on August 1, 2012. The fiscal 2012 and 2013 dollar amounts do not add up to exactly \$21,580,700 because the value of the options was determined as of May 4, 2012, but, as required by SEC rules, the value of the fiscal 2013 portion of the option set forth in the table above is as of August 1, 2012, the grant date of the second portion. Our Supervisory Board has passed resolutions that, until fiscal 2016 at the earliest, Vistaprint shall not grant any additional long-term incentive award in any form (including equity or long-term cash awards) to Mr. Keane or any additional share options to Ms. Blake or Messrs. Nelson or Teunissen.

- (5) This amount represents tax gross-up payments relating to the reimbursement of business travel expenses.
- (6) \$429,146 of this amount represents reimbursements and payments for foreign allowances, children's tuition and care, home leave, property maintenance and transportation in connection with Ms. Blake's expatriate assignment to our Paris office; \$73,434 of this amount represents U.S. tax payments and tax gross-up amounts relating to the expatriate payments; and \$7,714 of this amount represents our matching contributions under Vistaprint USA's 401(k) deferred savings plan.
- (7) Dr. Hansen was appointed an executive officer in August 2012.
- (8) \$47,800 of this amount represents contributions made to our Swiss pension plan for Dr. Hansen, \$23,635 of this amount represents car allowance payments, and \$2,567 of this amount represents a health allowance.
- (9) This amount represents our matching contributions under Vistaprint USA's 401(k) deferred savings retirement plan.
- (10) This amount represents payments of school tuition for Mr. Teunissen's children.

#### Grants of Plan-Based Awards in the Fiscal Year Ended June 30, 2013

The following table contains information about plan-based awards granted to each of our named executive officers during the fiscal year ended June 30, 2013.

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			All Other Share Awards: Number of Shares or Share Units (4)(#)	All Other Option Awards: Number of Securities Underlying Options (5)(#)	Exercise or Base Price of Option Awards (\$/Sh)(6)	Grant Date Fair Value of Share and Option Awards \$(7)
		Threshold \$(1)	Target \$(2)	Maximum \$(3)				
Robert S. Keane	09/28/2012(8) 08/01/2012	0	996,211	1,992,423	—	224,462	50.00	3,450,821
Katryn S. Blake	09/28/2012 05/31/2013	0	305,000	610,000	21,871	—	—	1,004,972
Hauke K.U. Hansen	07/01/2012(8) 08/15/2012 05/31/2013	0	96,253	192,506	9,457 9,793	30,146	50.00	955,088 449,988
Donald R. Nelson	09/28/2012 05/31/2013	0	210,000	420,000	14,145	—	—	649,963
Ernst J. Teunissen	09/28/2012(8) 05/31/2013	0	322,846	645,693	16,322	—	—	749,996

- (1) The amounts reported in this column represent the amounts that would have been payable under our named executive officers' annual cash incentive awards if we did not meet our minimum constant currency revenue and EPS targets.

- (2) These amounts represent target annual cash incentives for our fiscal year ended June 30, 2013, which were based 90% on our achievement of constant currency revenue targets and 10% on our achievement of EPS targets for fiscal 2013. These amounts represent payments that our named executive officers are eligible to receive under their fiscal 2013 annual cash incentive awards for 100% achievement of our targets for fiscal 2013. You can find more information on the amounts actually paid to our executive officers under their fiscal 2013 annual cash incentive awards above in the Compensation Discussion and Analysis section of this proxy statement.
- (3) These amounts represent the maximum amounts that would have been payable under our named executive officers' annual cash incentive awards for our fiscal year ended June 30, 2013. The payout under our annual cash incentives is capped at 200% of each executive officer's target amount. In fact, based on our achievement of our targets for fiscal 2013, our executive officers received payments that were less than these amounts. You can find more information on the amounts actually paid to our executive officers under their fiscal 2013 annual cash incentive awards above in the Compensation Discussion and Analysis section of this proxy statement.
- (4) The amounts reported in this column represent restricted share units granted under our 2011 Equity Incentive Plan that vest over a period of four years: 25% one year after they are granted and 6.25% per quarter thereafter. As the restricted share units vest, we automatically issue the vested shares to the employee; the employee does not need to exercise them or pay any amount to us for the purchase of the shares.
- (5) The amounts reported in this column represent premium-priced share options granted under our 2011 Equity Incentive Plan that vest over seven years and have an eight-year term. Due to a limitation in our 2011 Equity Incentive Plan that prohibits us from granting awards for more than 1,000,000 shares in any fiscal year to any participant, we divided Mr. Keane's share option into two parts that were granted separately in each of our fiscal years 2012 and 2013 for purposes of complying with the limitation set forth in the plan, and the amount reported for Mr. Keane in this column represents the portion of Mr. Keane's premium-priced share option granted in fiscal 2013.
- (6) The exercise price of these premium-priced share options was significantly higher than the closing price of Vistaprint's ordinary shares on NASDAQ on the grant dates. The Compensation Committee chose this exercise price in part because it is higher than the highest of the three-, six-, and twelve-month trailing averages of Vistaprint's share price on NASDAQ as of the July 28, 2011 public announcement of our five-year growth strategy. Thus this premium exercise price ensures that Vistaprint's share price must increase above the price of our shares before the announcement of our strategy in order for the named executive officers to realize any returns on these awards.
- (7) The amounts reported in this column represent the grant date fair value for each executive officer's share-based 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, 2013. The value of the share option granted to Dr. Hansen represents the total approximate value of all traditional share options that Vistaprint would have granted to him over a four-year period. The value of Mr. Keane's share option reported in this table plus a previous premium-priced option to purchase 1,000,000 shares granted to him on May 4, 2012 (which does not appear in this table because it was granted in fiscal 2012) represent in the aggregate the total approximate value of all long-term incentive awards of any kind that Vistaprint would have granted to Mr. Keane over a four-year period. Our Supervisory Board has passed resolutions that, until fiscal 2016 at the earliest, Vistaprint shall not grant any additional long-term incentive award in any form (including equity or long-term cash awards) to Mr. Keane.
- (8) The estimated amounts in this row would be payable to Messrs. Keane and Teunissen in Euros and to Dr. Hansen in Swiss Francs. For purposes of this table, we converted these estimated incentive payments from Euros to U.S. dollars at a currency exchange rate of 1.31774 and from Swiss Francs to U.S. dollars at a currency exchange rate of 1.06948, in each case based on the 30-day average currency exchange rate for June 1-30, 2013, which was the end of our most recent fiscal year.

## Outstanding Equity Awards at June 30, 2013

The following table contains information about unexercised share options and unvested restricted share units as of June 30, 2013 for each of our named executive officers.

Name	Option Awards				Share Awards	
	Number of Securities Underlying Unexercised Options		Option Exercise Price (1)(\$)	Option Expiration Date	Number of Shares or Share Units That Have Not Vested (2)(#)	Market Value of Shares or Share Units That Have Not Vested (3)(\$)
	(#) Exercisable	(#) Unexercisable				
Robert S. Keane(4)	150,000	—	4.11	01/01/2014	30,860	1,523,558
	700,000	—	12.33	05/31/2015		
	130,050	—	23.31	08/04/2016		
	143,618	—	37.51	05/15/2017		
	333,318	—	34.87	05/02/2018		
	146,028	—	34.25	05/07/2019		
	72,600	24,200	47.91	05/06/2020		
	52,620	52,620	54.02	05/05/2021		
—	1,224,462(5)	50.00(6)	05/04/2020(6)			
Katrjn S. Blake	6,259	—	23.31	08/04/2016	65,073	3,212,654
	17,478	—	33.47	08/06/2017		
	14,534	8,721	41.02	11/22/2020		
	4,154	4,154	54.02	05/05/2021		
	9,297	139,458	50.00(6)	05/04/2020(6)		
Hauke K.U. Hansen	—	30,146	50.00(6)	08/15/2020(6)	35,548	1,755,005
Donald R. Nelson	10,000	—	22.12	07/31/2016	42,781	2,112,098
	19,333	—	33.47	08/06/2017		
	3,322	3,324	54.02	05/05/2021		
	12,074	181,115	50.00(6)	05/04/2020(6)		
Ernst J. Teunissen	10,959	8,525	48.89	03/01/2021	51,126	2,524,091
	4,154	4,154	54.02	05/05/2021		
	14,086	211,300	50.00(6)	05/04/2020(6)		

(1) Except as set forth in footnote 6 below, each share option has an exercise price equal to the fair market value of our ordinary shares on the date of grant and becomes exercisable, so long as the named executive officer continues to be employed with us, as to 25% of the shares subject to the option after one year and 6.25% per quarter thereafter. Except as set forth in footnote 6, each share option expires 10 years after the date on which it was granted.

(2) So long as the named executive officer continues to be employed with us, each restricted share unit vests, and the vested shares are issued to the named executive officer, over a period of four years: 25% of the shares subject to the unit after one year and 6.25% per quarter thereafter.

- (3) The market value of the restricted share units is determined by multiplying the number of restricted share units by \$49.37 per share, which was the closing price of our ordinary shares on NASDAQ on June 28, 2013, the last trading day of our fiscal year 2013.
- (4) All of Mr. Keane's awards are held by his Trusts.
- (5) Mr. Keane may not exercise his premium-priced options unless our share price on NASDAQ is at least \$75.00 on the exercise date. Because the closing price of our ordinary shares on NASDAQ on June 28, 2013, the last trading day of our fiscal year 2013, was \$49.37, these options were not exercisable as of June 30, 2013.
- (6) These awards are premium-priced share options with an exercise price that is significantly higher than the closing price of Vistaprint's ordinary shares on NASDAQ on the grant dates. The Compensation Committee chose this exercise price in part because it is higher than the highest of the three-, six-, and twelve-month trailing averages of Vistaprint's share price on NASDAQ as of the July 28, 2011 public announcement of our five-year growth strategy. The premium-priced share options vest over seven years and have an eight-year term.

#### Option Exercises and Shares Vested in the Fiscal Year Ended June 30, 2013

The following table contains information about option exercises and vesting of restricted share units on an aggregated basis during fiscal 2013 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	—	—	24,690	882,848
Katryn S. Blake	—	—	21,818	820,306
Hauke K.U. Hansen	—	—	7,508	302,959
Donald R. Nelson	—	—	14,959	550,719
Ernst J. Teunissen	—	—	17,997	672,312

- (1) Represents the net amount realized from all option exercises during fiscal 2013. In cases involving an exercise and immediate sale, the value was calculated on the basis of the actual sale price. In cases involving an exercise without immediate sale, the value was calculated on the basis of our closing sale price of our ordinary shares on NASDAQ on the date of exercise.
- (2) The value realized on vesting of restricted share units is determined by multiplying the number of shares that vested by the closing sale price of our ordinary shares on NASDAQ on the vesting date.



## COMPENSATION OF SUPERVISORY BOARD MEMBERS

The following contains information with respect to the compensation earned by our supervisory directors in the fiscal year ended June 30, 2013:

Name	Fees Earned or Paid in Cash (\$)	Share Awards (1)(\$)	Option Awards (1)(\$)	Total (\$)
Paolo De Cesare	10,373	124,970	149,996	285,339
John J. Gavin, Jr.	61,000	109,989	49,993	220,982
Peter Gyenes	56,000	109,989	49,993	215,982
Eric C. Olsen	10,373	124,970	149,996	285,339
George M. Overholser	56,000	109,989	49,993	215,982
Louis R. Page	56,000	109,989	49,993	215,982
Richard T. Riley	80,093	109,989	49,993	240,075
Mark T. Thomas	46,907	109,989	49,993	206,889

(1) The value of the share awards equals their grant date fair value 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, 2013. All share options referenced in this table were granted with an exercise price equal to the closing price of our ordinary shares on NASDAQ on the date of grant.

### Outstanding Equity Awards Held by Supervisory Directors at June 30, 2013

The following table contains information about unexercised share options and unvested restricted share units as of June 30, 2013 for each of our supervisory directors.

Name	Option Awards				Share Awards	
	Number of Securities Underlying Unexercised Options		Option Exercise Price (1)(\$)	Option Expiration Date	Number of Shares or Share Units That Have Not Vested (2)(#)	Market Value of Shares or Share Units That Have Not Vested (3)(\$)
	(#) Exercisable	(#) Unexercisable				
Paolo De Cesare	—	7,004	40.80	04/30/2023	3,063	151,220
John J. Gavin, Jr.	12,018	—	24.32	08/21/2016		
	2,925	—	33.24	11/14/2016		
	2,269	—	46.18	11/02/2017		
	9,548	—	15.94	11/07/2018		
	1,919	—	54.46	11/17/2019		
	2,035	408	40.99	11/12/2020		
	1,345	1,345	35.77	11/03/2021		
	529	2,646	30.30	11/08/2022		
					5,011	247,393
Peter Gyenes	17,389	—	24.33	02/05/2019		
	1,919	—	54.46	11/17/2019		
	2,035	408	40.99	11/12/2020		
	1,345	1,345	35.77	11/03/2021		
	529	2,646	30.30	11/08/2022		
					5,011	247,393
Eric C. Olsen	—	7,004	40.80	04/30/2023	3,063	151,220

Name	Option Awards				Share Awards	
	Number of Securities Underlying Unexercised Options		Option Exercise Price (1)(\$)	Option Expiration Date	Number of Shares or Share Units That Have Not Vested (2)(#)	Market Value of Shares or Share Units That Have Not Vested (3)(\$)
	(#) Exercisable	(#) Unexercisable				
George M. Overholser	14,500	—	4.11	07/29/2014		
	1,462	—	33.24	11/14/2016		
	1,324	—	46.18	11/02/2017		
	3,183	—	15.94	11/07/2018		
	1,759	—	54.46	11/17/2019		
	2,035	408	40.99	11/12/2020		
	1,345	1,345	35.77	11/03/2021		
	529	2,646	30.30	11/08/2022		
				5,011	247,393	
Louis R. Page	2,925	—	33.24	11/14/2016		
	2,269	—	46.18	11/02/2017		
	9,548	—	15.94	11/07/2018		
	1,919	—	54.46	11/17/2019		
	2,035	408	40.99	11/12/2020		
	1,345	1,345	35.77	11/03/2021		
	529	2,646	30.30	11/08/2022		
				5,011	247,393	
Richard T. Riley	30,000	—	4.11	02/01/2015		
	2,925	—	33.24	11/14/2016		
	2,269	—	46.18	11/02/2017		
	9,548	—	15.94	11/07/2018		
	1,919	—	54.46	11/17/2019		
	2,035	408	40.99	11/12/2020		
	1,345	1,345	35.77	11/03/2021		
	529	2,646	30.30	11/08/2022		
				5,011	247,393	
Mark T. Thomas	5,758	—	54.46	11/17/2019		
	2,035	408	40.99	11/12/2020		
	1,345	1,345	35.77	11/03/2021		
	529	2,646	30.30	11/08/2022		
				5,011	247,393	

- (1) Each share option has an exercise price equal to the fair market value of our ordinary shares on the date of grant and becomes exercisable at a rate of 8.33% per quarter over a period of three years from the date of grant, so long as the supervisory director continues to serve as a supervisory director on each such vesting date. Each share option expires 10 years after the date on which it was granted.
- (2) Each restricted share unit vests, and the vested shares are issued to the supervisory director, as to 8.33% of the shares subject to the unit per quarter over a period of three years, so long as the supervisory director continues to serve as a supervisory director on each such vesting date.
- (3) The market value of the restricted share units is determined by multiplying the number of restricted share units by \$49.37 per share, which was the closing price of our ordinary shares on NASDAQ on June 28, 2013, the last trading day of our fiscal year 2013.

We use a combination of cash and share-based incentive compensation to attract and retain qualified candidates to serve on our Supervisory Board. When we initially set our supervisory directors' compensation, we considered the significant amount of time that supervisory directors expend in fulfilling their duties to Vistaprint, the

skill level that we require of members of our Supervisory Board, and competitive compensation data from our peer group.

As described in Proposal 9 of this proxy statement, we are asking our shareholders to approve changes to both the cash and equity components of our Supervisory Board compensation. If our shareholders do not approve the proposed changes, then the compensation package described below will remain in place.

### **Fees**

We pay our supervisory directors the following fees for their service on our Supervisory Board:

All supervisory directors	• \$24,000 retainer per fiscal year • \$10,000 retainer per fiscal year for each committee of the Supervisory Board on which the director serves • \$3,000 for each regularly scheduled Supervisory Board meeting that the director physically attends
Chairman of the Supervisory Board	\$15,000 retainer per fiscal year
Chairman of our Audit Committee	\$15,000 retainer per fiscal year
Chairmen of our Compensation Committee and Nominating and Corporate Governance Committee	\$10,000 retainer per fiscal year

We also reimburse our supervisory directors for reasonable travel and other expenses incurred in connection with attending meetings of our Supervisory Board and its committees, and we pay for their tax preparation fees and filings for their Dutch income tax returns.

### **Equity Grants**

On the date of each annual general meeting, each supervisory director receives two equity grants:

(1) a share option to purchase a number of ordinary shares having a fair value equal to \$50,000, up to a maximum of 12,500 shares, granted under our 2005 Non-Employee Directors' Share Option Plan, as amended; and

(2) restricted share units having a fair value equal to \$110,000 granted under our 2011 Equity Incentive Plan.

Each newly appointed supervisory director receives two equity grants upon his or her initial appointment to the Supervisory Board:

(1) a share option to purchase a number of ordinary shares having a fair value equal to \$150,000, up to a maximum of 50,000 shares, granted under our 2005 Non-Employee Directors' Share Option Plan, as amended; and

(2) restricted share units having a fair value equal to \$125,000, granted under our 2011 Equity Incentive Plan.

The supervisory directors' options and restricted share units vest at a rate of 8.33% per quarter over a period of three years from the date of grant, so long as the supervisory director continues to serve as a director on each such vesting date. Each option expires upon the earlier of ten years from the date of grant or three months after the supervisory director ceases to serve as a director. The exercise price of the options granted under our 2005 Non-Employee Directors' Share Option Plan, as amended, is the fair market value of our ordinary shares on the date of grant.

For the purposes of determining the number of share options and restricted share units to be granted at each annual general meeting or upon initial appointment, the fair value of each share option and restricted share unit is determined by the Supervisory Board using a generally accepted equity pricing valuation methodology, such as

the Black-Scholes model or binomial method for share options, with such modifications as it may deem appropriate to reflect the fair market value of the equity awards. In fiscal 2013, we used the Black-Scholes model to determine fair market value of share options.

### Compensation Committee Interlocks and Insider Participation

During fiscal 2013, Messrs. Gyenes, Olsen, Overholser, and Page served as members of our Compensation Committee. During fiscal 2013, no member of our Compensation Committee was an officer or employee of Vistaprint or of our subsidiaries or had any relationship with us requiring disclosure under SEC rules.

During fiscal 2013, 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 Supervisory Board or Compensation Committee.

### Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides information as of June 30, 2013 about the securities issued or authorized for future issuance under our equity compensation plans.

#### Equity Compensation Plan Information

<u>Plan Category</u>	(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	(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)	4,379,207	\$ 36.46	2,905,755(3)
Equity compensation plans not approved by shareholders(2)	—	—	—
<b>Total</b>	<b>4,379,207</b>	<b>\$ 36.46</b>	<b>2,905,755(3)</b>

(1) Consists of our Amended and Restated 2000-2002 Share Incentive Plan, Amended and Restated 2005 Equity Incentive Plan, 2005 Non-Employee Directors' Share Option Plan, and 2011 Equity Incentive Plan. This column does not include an aggregate of 1,107,495 shares underlying restricted share units that were unvested as of June 30, 2013.

(2) Consists of our 2011 Inducement Share Plan. This column does not include an aggregate of 253,171 restricted shares outstanding as of June 30, 2013.

(3) Includes 2,823,339 shares available for future awards under our 2011 Equity Incentive Plan and 82,416 shares available for future awards under our 2005 Non-Employee Directors' Share Option Plan, as amended. No shares are available for future award under our 2011 Inducement Share Plan, Amended and Restated 2005 Equity Incentive Plan, or Amended and Restated 2000-2002 Share Incentive Plan.

**VISTAPRINT N.V.**  
**PERFORMANCE INCENTIVE PLAN**  
**FOR COVERED EMPLOYEES**

**I. Plan Objective**

The purpose of the Vistaprint N.V. Performance Incentive Plan for Covered Employees is to promote the Company's long-term interests by providing additional incentive for participants who contribute to the improvement of the Company's operating results and to reward outstanding performance on the part of those individuals whose decisions and actions most significantly affect the long-term growth and profitability and efficient operation of the Company.

The Company intends for the Awards payable to participants under this Plan to be performance-based compensation under Code Section 162(m).

**II. Definitions**

The terms used herein have the following meanings:

"Award" means an amount calculated and awarded under the Plan to a Participant.

"Award Agreement" means a written agreement as may be approved from time to time by the Compensation Committee implementing the grant of each Award.

"Supervisory Board" means the Supervisory Board of Vistaprint N.V.

"Code" means the United States Internal Revenue Code of 1986, as amended.

"Code Section" means a section of the Code.

"Company" means collectively Vistaprint N.V. and any corporation or business organization in which Vistaprint N.V. directly or indirectly owns during the relevant time, either (i) 50% or more of the voting stock or capital where such entity is not publicly held, or (ii) an interest that causes the other entity's financial results to be consolidated with the financial results of Vistaprint N.V. for financial reporting purposes.

"Compensation Committee" means the Compensation Committee of the Supervisory Board consisting of at least two members of the Supervisory Board, each of whom is an "outside director" as defined in Code Section 162(m).

"Participant" means a "covered employee" as defined in Code Section 162(m) or a key employee of the Company who satisfies the eligibility requirements set forth in Section IV of the Plan.

"Performance Period" means the time period for which a Participant's performance is measured for purposes of receiving an Award. A Performance Period may consist of one or more fiscal years of the Company, or be of a shorter duration as determined by the Compensation Committee.

“Plan” means this Vistaprint N.V. Performance Incentive Plan For Covered Employees.

### III. Administration

The Compensation Committee administers the Plan. The Compensation Committee, in its sole discretion, determines the Participants who will receive Awards, the time(s) for granting Awards, and all other conditions of the grant of the Awards. The provisions and conditions of the Awards need not be the same with respect to each Participant or with respect to each Award, the eligibility of a Participant to receive Awards does not mean that he or she will receive an Award in any particular Performance Period, or at all, and the Compensation Committee may establish different performance criteria for Awards to different Participants.

The Compensation Committee will, subject to the provisions of the Plan, establish such rules and regulations, make such determinations, and take such other actions as it deems necessary or advisable for the administration of the Plan and for accomplishing the objectives of the Plan. Each determination or other action made or taken by the Compensation Committee pursuant to the Plan, including interpretation of the Plan and the specific conditions and provisions of the Awards granted hereunder are final and conclusive for all purposes and upon all persons including without limitation the Company, the Compensation Committee, the Supervisory Board, the management board of Vistaprint N.V., the Company’s officers, and any Participant or former Participant under the Plan, as well as their respective successors in interest.

### IV. Eligibility and Participation

Eligibility for participation in the Plan is limited to (i) “covered employees” as defined in Code Section 162(m) and (ii) key employees of the Company whom the Compensation Committee in its sole discretion designates from time to time to participate in the Plan. The Compensation Committee will select the Participants no later than 90 days after the beginning of a Performance Period that is at least 12 months in duration (or, if shorter, before 25% of the Performance Period has elapsed) in accordance with Code Section 162(m).

### V. Granting of Awards

a. **Amount of Award.** The Compensation Committee may grant Awards consisting of a fixed amount or range of amounts. The Compensation Committee may in the Award Agreement provide for automatic modifications to the minimum, target or maximum award opportunities for a Participant in the event of a change in the Participant’s employment position occurring during the Performance Period.

b. **Performance Criteria.** The Compensation Committee shall measure performance based upon one or more objective criteria for each Performance Period, which criteria will be measured over the Performance Period. Within 90 days after the beginning of a Performance Period that is at least 12 months in duration (or, if shorter, before 25% of the Performance Period has elapsed), the Compensation Committee shall specify in writing which of the following criteria will apply during such Performance Period, as well as any applicable

matrices, schedules, or formulae applicable to the calculation and weighting of such criteria in determining performance. Unless the Compensation Committee otherwise determines when it establishes the criteria, the criteria will be calculated in accordance with United States generally accepted accounting principles. In the Compensation Committee's discretion, any of such criteria may be expressed in absolute amounts or percentages.

- increase in shareowner value
- earnings per share
- revenue
- revenue less cost of revenue
- gross profit
- gross or net margins
- operating margins
- operating expenses
- net income
- return on assets
- return on shareowners' equity
- achievement of balance sheet or income statement objectives
- total shareholder return
- working capital
- cash or cash equivalents position
- net cash flow
- cash flow from operations
- cash flow per share
- increase in cash flow
- operating profit
- revenue growth
- return on capital
- return on invested capital
- earnings before interest, taxes, depreciation and amortization
- operating income
- pre-tax operating income
- completion of strategic acquisitions or dispositions
- manufacturing or production efficiency

c. **Performance Goals.** Using any applicable matrices, schedules, or formulae applicable to the calculation and weighting of the performance criteria, the Compensation Committee will develop written performance goals for each Award to a Participant for a Performance Period within the time period set forth above. Such goals may reflect absolute entity or business unit performance or a relative comparison to the performance of a peer group of entities or other external measure of the selected performance criteria and may be absolute in their terms or measured against or in relationship to other companies. When the Compensation Committee sets the performance goals for a Participant, the Compensation Committee shall establish the general, objective rules that will be used to determine the extent, if any, that a Participant's performance goals have been met as well as the specific, objective rules, if any, regarding any exceptions to the use of such general rules, and any such specific, objective rules may be designed as the Compensation Committee deems appropriate to take into account any one or more of the following

- extraordinary or non-recurring items, including but not limited to disputes, litigation, and acts of God
- gains or losses on the dispositions of discontinued operations
- the cumulative effects of changes in accounting principles
- the writedown, impairment, disposal, or change in useful life of any asset
- charges for restructuring and rationalization programs
- fluctuations in currency exchange rates, including by establishing performance goals based on fixed exchange rates during the Performance Period
- disposals of business segments
- acquisitions or dispositions, including but not limited to the costs of integrating or disposing of businesses or operations, amortization of purchased intangibles associated with acquisitions, compensation expenses related to acquisitions, or other acquisition related charges
- gain or loss on minority equity investments or joint ventures
- gain or loss from derivative contracts whether or not hedge accounting is applied
- non-cash income tax expenses
- equity-based compensation expenses
- the effects of a financial restatement
- the impact of financing events or decisions, including but not limited to debt or borrowings, interest expense, and repurchases of shares

d. **Certification.** At the end of each applicable Performance Period, the Compensation Committee shall certify in writing the extent, if any, to which the measures established in accordance with this Section V have been met.

## VI. Payment of Awards

a. **Payments of Awards.** The Company shall pay the Awards for each Participant in cash in accordance with the terms of each applicable Award Agreement as soon as practicable after the end of the particular Performance Period, but no later than the end of the next succeeding fiscal quarter after the end of the particular Performance Period. Awards are subject to forfeiture for reasons defined in the Plan or related Award Agreements until paid. In no event will the total amounts paid to a Participant for any fiscal year under all Award Agreements, in the aggregate, exceed \$15,000,000.

b. **Withholding for Taxes.** The Company has the right to deduct from all Award payments any taxes required to be withheld with respect to such payment. The Company (i) makes no representations or undertaking regarding the tax consequences to any Participant with respect to any Award; and (ii) does not commit to structure the terms of the Award to reduce or eliminate the Participant's liability for taxes.



c. **Payment of Award on Death or Disability.** A Participant who dies or becomes disabled (within the meaning of Code Section 22(e)(3)) before the end of a Performance Period is eligible to receive a pro rata share of an Award based on the number of months of participation during any portion of such Performance Period. At the time set forth in Section VI(a) of this Plan, the Company shall pay Awards that are due to a Participant and remain unpaid at the time of his or her death in full to the Participant's estate. If requested in writing by an authorized representative of the Participant's estate and with the prior approval of the Compensation Committee, the Company may make such payment to or for the benefit of any immediate family member, family trust, family partnership or family limited liability entity established solely for the benefit of the Participant and/or an immediate family member of the Participant.

d. **Payment of Award on Other Terminations.** A Participant whose employment is terminated before the end of the applicable Performance Period other than by reason of death or disability will not be eligible for payment of an Award unless both (i) the performance goals for such Performance Period have been satisfied and (ii) the Award Agreement or another agreement between the Participant and the Company specifically provides for the payment of the Award (or a portion thereof) after termination. If any amount(s) is(are) payable under this section, the Company shall pay such amount(s) at the time set forth in Section VI(a) of this Plan.

e. **Offset for Monies Owed.** The Company may offset any payments made under this Plan for any monies that the Compensation Committee determines are owed by the Participant to the Company.

## VII. Amendment and Termination

The Supervisory Board or the Compensation Committee may from time to time amend, suspend or terminate in whole or in part, and if suspended or terminated, may reinstate, any or all of the provisions of the Plan. Notwithstanding the foregoing, no amendment shall be effective without the approval of the Supervisory Board, Compensation Committee and/or shareholders if such approval is necessary to comply with the applicable provisions of Code Section 162(m) or other applicable laws or stock exchange rules or regulations.

## VIII. Applicable Law; Legal Construction

The Plan and all rules and determinations made and taken pursuant hereto are governed by and construed in accordance with the internal laws of the Commonwealth of Massachusetts, USA without giving effect to any choice or conflict of law provision or rule (whether of the Commonwealth of Massachusetts, USA or any other jurisdiction) that would cause the application of laws of any jurisdiction other than those of the Commonwealth of Massachusetts, USA.

It is the Company's intent that the Plan and Awards under the Plan to Participants satisfy any applicable requirements of Code Section 162(m). Any provision, application or interpretation of the Plan inconsistent with this intent shall be disregarded.

## IX. Change in Control

Except as otherwise set forth in the applicable Award Agreement or any other agreement between the Company and a Participant, if there is a Change in Control as defined in this Section IX at any time during a Performance Period, then the performance goals for all Performance Periods under all Awards outstanding under the Plan as of the closing date of the Change in Control shall automatically be deemed satisfied to the extent specified in the applicable Award Agreement, and each such Award shall be payable as specified in the applicable Award Agreement. The payment of the Participant's Award for purposes of this Section IX shall be made in cash as soon as practicable after the Change in Control, but no later than as permitted under Code Section 409A.

A "Change in Control," for purposes of this Section IX, means an event or occurrence set forth in any one or more of subsections (a) through (d) below:

a. the acquisition by an individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) (a "Person") of beneficial ownership of any capital stock of Vistaprint N.V. (the "Parent") if, after such acquisition, such Person beneficially owns (within the meaning of Rule 13d-3 promulgated under the Exchange Act) 50% or more of either (x) the Parent's then-outstanding ordinary shares (the "Outstanding Company Common Stock") or (y) the combined voting power of the Parent's then-outstanding securities entitled to vote generally in the election of directors (the "Outstanding Company Voting Securities"); provided, however, that for purposes of this subsection (a), the following acquisitions shall not constitute a Change in Control: (i) any acquisition directly from the Parent (excluding an acquisition pursuant to the exercise, conversion or exchange of any security exercisable for, convertible into or exchangeable for common stock or voting securities of the Parent, unless the Person exercising, converting or exchanging such security acquired such security directly from the Parent or an underwriter or agent of the Company), (ii) any acquisition by the Company, (iii) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Company, or (iv) any acquisition by any corporation pursuant to a transaction which complies with clauses (i) and (ii) of subsection (c) of this Section IX.

b. such time as the Continuing Directors (as defined below) do not constitute a majority of the Supervisory Board (or, if applicable, the board of directors or the supervisory board of a successor corporation to the Company), where the term "Continuing Director" means at any date a member of the Supervisory Board (i) who was a member of the Supervisory Board on the date of the execution of this Agreement or (ii) who was nominated or elected subsequent to such date by at least a majority of the directors who were Continuing Directors at the time of such nomination or election or whose election to the Supervisory Board was recommended or endorsed by at least a majority of the directors who were Continuing Directors at the time of such nomination or election; provided, however, that there shall be excluded from this clause (ii) any individual whose initial assumption of office occurred as a result of an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents, by or on behalf of a person other than the Supervisory Board; or

c. the consummation of a merger, consolidation, reorganization, recapitalization or statutory share exchange involving the Company or a sale or other disposition of all or substantially all of the assets of the Company in one or a series of transactions (a "Business Combination"), unless, immediately after such Business Combination, each of the following two conditions is satisfied: (i) all or substantially all of the individuals and entities who were the beneficial owners of the Outstanding Company Common Stock and Outstanding Company Voting Securities immediately before such Business Combination beneficially own, directly or indirectly, more than 50% of the then-outstanding shares of common stock and the combined voting power of the then-outstanding securities entitled to vote generally in the election of directors, respectively, of the resulting or acquiring corporation in such Business Combination (which shall include, without limitation, a corporation which as a result of such transaction owns the Company or substantially all of the Company's assets either directly or through one or more subsidiaries) (such resulting or acquiring corporation is referred to herein as the "Acquiring Corporation") in substantially the same proportions as their ownership, immediately before such Business Combination, of the Outstanding Company Common Stock and Outstanding Company Voting Securities, respectively; and (ii) no Person (excluding the Acquiring Corporation or any employee benefit plan (or related trust) maintained or sponsored by the Company or by the Acquiring Corporation) beneficially owns, directly or indirectly, 30% or more of the then outstanding shares of common stock of the Acquiring Corporation, or of the combined voting power of the then-outstanding securities of such corporation entitled to vote generally in the election of directors (except to the extent that such ownership existed before the Business Combination); or

d. approval by the Supervisory Board of a complete liquidation or dissolution of the Parent.

## X. Adjustment Provisions

a. **Changes in Capitalization.** In the event of any stock split, stock dividend, reverse stock split, reorganization, recapitalization, share exchange or other similar change in capitalization of the Company, the Compensation Committee shall appropriately and proportionately adjust any performance criteria to increase or decrease any per share amounts to take into account such change in capitalization. Upon any merger, consolidation, share exchange, reincorporation or other similar transaction, the acquiring or succeeding corporation shall assume all Awards or substitute substantially equivalent Awards.

b. **Liquidation or Dissolution.** In the event of a liquidation or dissolution of the Parent, this Plan is of no further force or effect, and the Company shall pay no Award hereunder, provided that if such liquidation or dissolution also constitutes a Change in Control, then the provisions of Section IX and not the provisions of this Section X(b) govern.

c. **Authority to Make Adjustments.** The Compensation Committee shall make any adjustments under this Section X, and the Compensation Committee's determination as to what adjustments, if any, will be made and the extent thereof are final, binding and conclusive.

## XI. Compliance with Code Section 409A

The following rules apply with respect to distribution of such payments, if any, to be provided under the Plan.

a. It is intended that each installment of the payments provided under the Plan is treated as a separate “payment” for purposes of Code Section 409A and the guidance issued thereunder (“Section 409A”). Neither the Participant nor the Company has the right to accelerate or defer the delivery of any such payments except to the extent specifically permitted or required by Section 409A.

b. If, as of the date of the Participant’s “separation from service” from the Company, the Participant is not a “specified employee” (within the meaning of Section 409A), then each installment of the payments will be made on the dates and terms set forth in the Plan.

c. If, as of the date of the Participant’s “separation from service” from the Company, the Participant is a “specified employee” (within the meaning of Section 409A), and any payment of an Award hereunder is due as a result of such separation from service, then:

1. Each installment of the payments under the Plan that, in accordance with the dates and terms set forth herein, will in all circumstances, regardless of when the separation from service occurs, be paid within the short-term deferral period (as defined in Section 409A) will be treated as a short-term deferral within the meaning of Treasury Regulation Section 1.409A-1(b)(4) to the maximum extent permissible under Section 409A and shall be made on the dates and terms set forth in the Plan; and

2. Each installment of the payments under the Plan that is not described in paragraph c(1) above and that would, absent this subsection, be paid within the six-month period after the Participant’s “separation from service” from the Company will not be paid until the date that is six months and one day after such separation from service (or, if earlier, the Participant’s death), with any such installments that are required to be delayed being accumulated during the six-month period and paid in a lump sum on the date that is six months and one day after the Participant’s separation from service and any subsequent installments, if any, being paid in accordance with the dates and terms set forth herein; provided, however, that the preceding provisions of this sentence shall not apply to any installment of payments if and to the maximum extent that such installment is deemed to be paid under a separation pay plan that does not provide for a deferral of compensation by reason of the application of Treasury Regulation 1.409A-1(b)(9)(iii) (relating to separation pay upon an involuntary separation from service). Any installments that qualify for the exception under Treasury Regulation Section 1.409A-1(b)(9)(iii) must be paid no later than the last day of the second taxable year after the taxable year in which the separation from service occurs.

d. The determination of whether and when the Participant’s separation from service from the Company has occurred will be made in a manner consistent with, and based on the presumptions set forth in, Treasury Regulation Section 1.409A-1(h). Solely for purposes of this paragraph d, “Company” will include all persons with whom the Company would be considered a single employer as determined under Treasury Regulation Section 1.409A-1(h)(3).

e. Notwithstanding anything herein to the contrary, the Company has no liability to the Participant or to any other person if the payments provided in the Plan that are intended to be exempt from or compliant with Section 409A are not so exempt or compliant.

## **XII. Effective Date**

The Plan is effective as of November 7, 2013, subject to approval by the shareholders of Vistaprint N.V. The Plan will continue in effect until terminated by the Supervisory Board; provided, however, that the Plan will terminate automatically if it is not reapproved by the shareholders of Vistaprint N.V. at the first shareholder meeting after November 7, 2017.



q PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q

Proxy — VISTAPRINT N.V.

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THIS PROXY IS SOLICITED ON BEHALF OF THE MANAGEMENT BOARD

2013 ANNUAL GENERAL MEETING OF SHAREHOLDERS – NOVEMBER 7, 2013

The undersigned, revoking all prior proxies, hereby appoints Robert Keane, Lawrence Gold and Kathryn Leach and each of them with full power of substitution, as proxies to represent and vote as designated hereon, all ordinary shares of Vistaprint N.V. (the “Company”) that the undersigned would be entitled to vote if personally present at the Annual General Meeting of Shareholders of the Company on Thursday, November 7, 2013, at the offices of Vistaprint N.V., Hudsonweg 8, 5928 LW Venlo, the Netherlands commencing at 7:00 p.m. Central European Time and any adjournments thereof.

IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENTS THEREOF.

ATTENDANCE OF THE UNDERSIGNED AT THE ANNUAL GENERAL MEETING OR ANY ADJOURNMENTS THEREOF WILL NOT BE DEEMED TO REVOKE THIS PROXY UNLESS THE UNDERSIGNED REVOKES THIS PROXY IN WRITING, SIGNS AND DELIVERS A PROXY WITH A LATER DATE, OR VOTES IN PERSON AT THE MEETING.

**B Non-Voting Items**

Change of Address — Please print your new address below.

Comments — Please print your comments below.

Meeting Attendance  
Mark the box to the right if  
you plan to attend the  
Annual General Meeting.

**C Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below**

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) — Please print date below.

Signature 1 — Please keep signature within the box.

Signature 2 — Please keep signature within the box.

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IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A - C ON BOTH SIDES OF THIS CARD.

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