UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

(Mark One)

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended March 31, 2023

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

Commission file number 000-51539

Cimpress plc

(Exact Name of Registrant as Specified in Its Charter)

Ireland	**98-0417483**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**

First Floor Building 3, Finnabair Business and Technology Park A91 XR61,
Dundalk, Co. Louth,
Ireland
(Address of Principal Executive Offices)
Registrant's telephone number, including area code: 353 42 938 8500
Securities Registered Pursuant to Section 12(b) of the Act:

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

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

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

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

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

Large accelerated filer	☑	Accelerated filer	☐	Non-accelerated filer
		Smaller reporting company	☐	
		Emerging growth company	☐	

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

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

As of April 24, 2023, there were 26,322,666 Cimpress plc ordinary shares outstanding.

CIMPRESS PLC
QUARTERLY REPORT ON FORM 10-Q
For the Three and Nine Months Ended March 31, 2023

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PART I. FINANCIAL INFORMATION

Item 1. ***Financial Statements***

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

	March 31, 2023	June 30, 2022
Assets		
Current assets:		
Cash and cash equivalents	$ 114,990	$ 277,053
Marketable securities	68,305	49,952
Accounts receivable, net of allowances of $5,957 and $6,140, respectively	67,869	63,885
Inventory	116,379	126,728
Prepaid expenses and other current assets	102,582	108,697
Total current assets	470,125	626,315
Property, plant and equipment, net	284,128	286,826
Operating lease assets, net	75,406	80,694
Software and website development costs, net	95,511	90,474
Deferred tax assets	10,093	113,088
Goodwill	787,291	766,600
Intangible assets, net	119,931	154,730
Marketable securities, non-current	6,466	—
Other assets	44,486	48,945
Total assets	$ 1,893,437	$ 2,167,672
Liabilities, noncontrolling interests and shareholders' deficit		
Current liabilities:		
Accounts payable	$ 263,980	$ 313,710
Accrued expenses	300,013	253,841
Deferred revenue	55,222	58,861
Short-term debt	10,696	10,386
Operating lease liabilities, current	23,855	27,706
Other current liabilities	21,824	28,035
Total current liabilities	675,590	692,539
Deferred tax liabilities	43,759	41,142
Long-term debt	1,682,658	1,675,562
Operating lease liabilities, non-current	53,404	57,474
Other liabilities	87,927	64,394
Total liabilities	2,543,338	2,531,111
Commitments and contingencies (Note 12)		
Redeemable noncontrolling interests	11,974	131,483
Shareholders' deficit:		
Preferred shares, nominal value €0.01 per share, 100,000,000 shares authorized; none issued and outstanding	—	—
Ordinary shares, nominal value €0.01 per share, 100,000,000 shares authorized; 44,285,490 and 44,083,569 shares issued, respectively; 26,314,243 and 26,112,322 shares outstanding, respectively	615	615
Treasury shares, at cost, 17,971,247 shares for both periods presented	(1,363,550)	(1,363,550)
Additional paid-in capital	528,983	501,003
Retained earnings	206,826	414,138
Accumulated other comprehensive loss	(35,291)	(47,128)
Total shareholders' deficit attributable to Cimpress plc	(662,417)	(494,922)
Noncontrolling interests (Note 10)	542	—
Total shareholders' deficit	(661,875)	(494,922)
Total liabilities, noncontrolling interests and shareholders' deficit	$ 1,893,437	$ 2,167,672

See accompanying notes.

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

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2023	2022	2023	2022
Revenue	$ 742,164	$ 657,412	$ 2,290,781	$ 2,164,727
Cost of revenue (1)	394,908	347,452	1,228,036	1,110,378
Technology and development expense (1)	78,287	75,291	230,485	212,835
Marketing and selling expense (1)	187,234	194,618	593,312	577,931
General and administrative expense (1)	52,578	50,888	156,441	144,162
Amortization of acquired intangible assets	11,239	14,180	35,951	41,520
Restructuring expense (1)	30,115	3,420	43,142	3,418
(Loss) income from operations	(12,197)	(28,437)	3,414	74,483
Other income, net	1,377	12,321	11,382	38,330
Interest expense, net	(30,515)	(24,247)	(83,918)	(75,304)
(Loss) income before income taxes	(41,335)	(40,363)	(69,122)	37,509
Income tax expense	8,475	29,529	143,969	56,208
Net loss	(49,810)	(69,892)	(213,091)	(18,699)
Less: Net loss (income) attributable to noncontrolling interests	484	(1,925)	(1,676)	(5,027)
Net loss attributable to Cimpress plc	$ (49,326)	$ (71,817)	$ (214,767)	$ (23,726)
Basic and diluted net loss per share attributable to Cimpress plc	$ (1.88)	$ (2.75)	$ (8.19)	$ (0.91)
Weighted average shares outstanding — basic and diluted	26,268,301	26,102,610	26,226,989	26,090,460

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

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2023	2022	2023	2022
Cost of revenue	$ 42	$ 137	$ 411	$ 380
Technology and development expense	2,500	3,397	9,808	9,655
Marketing and selling expense	(323)	2,961	3,888	8,436
General and administrative expense	5,023	6,209	15,157	17,744
Restructuring expense	1,492	—	2,141	—

See accompanying notes.

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

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2023	2022	2023	2022
Net loss	$ (49,810)	$ (69,892)	$ (213,091)	$ (18,699)
Other comprehensive income (loss), net of tax:				
Foreign currency translation (losses) gains, net of hedges	(1,526)	(4,281)	1,412	(922)
Net unrealized (losses) gains on derivative instruments designated and qualifying as cash flow hedges	(4,667)	7,222	6,444	2,799
Amounts reclassified from accumulated other comprehensive loss to net loss for derivative instruments	(969)	4,401	(771)	17,715
Gain on pension benefit obligation, net	—	—	—	444
Comprehensive (loss) income	(56,972)	(62,550)	(206,006)	1,337
Add: Comprehensive loss (income) attributable to noncontrolling interests	414	(1,563)	3,076	(3,204)
Total comprehensive loss attributable to Cimpress plc	$ (56,558)	$ (64,113)	$ (202,930)	$ (1,867)

See accompanying notes.

CIMPRESS PLC

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' DEFICIT
(unaudited in thousands)

	Ordinary Shares		Deferred Ordinary Shares		Treasury Shares					
	Number of Shares Issued	Amount	Number of Shares Issued	Amount	Number of Shares	Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Deficit
Balance at June 30, 2021	44,080	$ 615	25	$ 28	(18,045)	$ (1,368,595)	$ 459,904	$ 530,159	$ (71,482)	$ (449,371)
Restricted share units vested, net of shares withheld for taxes	—	—	—	—	54	3,516	(6,095)	—	—	(2,579)
Share-based compensation expense	—	—	—	—	—	—	11,129	—	—	11,129
Net loss attributable to Cimpress plc	—	—	—	—	—	—	—	(6,698)	—	(6,698)
Redeemable noncontrolling interest accretion to redemption value	—	—	—	—	—	—	—	(7,592)	—	(7,592)
Net unrealized gain on derivative instruments designated and qualifying as cash flow hedges	—	—	—	—	—	—	—	—	3,621	3,621
Foreign currency translation, net of hedges	—	—	—	—	—	—	—	—	674	674
Balance at September 30, 2021	44,080	$ 615	25	$ 28	(17,991)	$ (1,365,079)	$ 464,938	$ 515,869	$ (67,187)	$ (450,816)
Restricted share units vested, net of shares withheld for taxes	—	—	—	—	11	743	(1,062)	—	—	(319)
Share-based compensation expense	—	—	—	—	—	—	12,398	—	—	12,398
Net income attributable to Cimpress plc	—	—	—	—	—	—	—	54,789	—	54,789
Redeemable noncontrolling interest accretion to redemption value	—	—	—	—	—	—	—	(8,444)	—	(8,444)
Decrease in noncontrolling interest due to share purchase	—	—	—	—	—	—	(272)	—	—	(272)
Net unrealized gain on derivative instruments designated and qualifying as cash flow hedges	—	—	—	—	—	—	—	—	5,270	5,270
Foreign currency translation, net of hedges	—	—	—	—	—	—	—	—	4,146	4,146
Unrealized gain on pension benefit obligation, net of tax	—	—	—	—	—	—	—	—	444	444
Balance at December 31, 2021	44,080	$ 615	25	$ 28	(17,980)	$ (1,364,336)	$ 476,002	$ 562,214	$ (57,327)	$ (382,804)

See accompanying notes.

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

	Ordinary Shares		Deferred Ordinary Shares		Treasury Shares					
	Number of Shares Issued	Amount	Number of Shares Issued	Amount	Number of Shares	Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Deficit
Balance at December 31, 2021	44,080	$ 615	25	$ 28	(17,980)	$ (1,364,336)	$ 476,002	$ 562,214	$ (57,327)	$ (382,804)
Restricted share units vested, net of shares withheld for taxes	—	—	—	—	4	380	(580)	—	—	(200)
Purchase and cancellation of deferred ordinary shares	—	—	(25)	(28)	—	—	—	—	—	(28)
Share-based compensation expense	—	—	—	—	—	—	12,727	—	—	12,727
Net loss attributable to Cimpress plc	—	—	—	—	—	—	—	(71,817)	—	(71,817)
Redeemable noncontrolling interest accretion to redemption value	—	—	—	—	—	—	—	(29,034)	—	(29,034)
Net unrealized gain on derivative instruments designated and qualifying as cash flow hedges	—	—	—	—	—	—	—	—	11,623	11,623
Foreign currency translation, net of hedges	—	—	—	—	—	—	—	—	(3,919)	(3,919)
Balance at March 31, 2022	44,080	$ 615	—	$ —	(17,976)	$ (1,363,956)	$ 488,149	$ 461,363	$ (49,623)	$ (463,452)

See accompanying notes.

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

	Ordinary Shares		Deferred Ordinary Shares		Treasury Shares					
	Number of Shares Issued	Amount	Number of Shares Issued	Amount	Number of Shares	Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Deficit
Balance at June 30, 2022	44,084	$ 615	—	$ —	(17,971)	$ (1,363,550)	$ 501,003	$ 414,138	$ (47,128)	$ (494,922)
Restricted share units vested, net of shares withheld for taxes	112	—	—	—	—	—	(2,212)	—	—	(2,212)
Share-based compensation expense	—	—	—	—	—	—	10,653	—	—	10,653
Net loss attributable to Cimpress plc	—	—	—	—	—	—	—	(25,441)	—	(25,441)
Redeemable noncontrolling interest accretion to redemption value	—	—	—	—	—	—	—	(2,725)	—	(2,725)
Net unrealized gain on derivative instruments designated and qualifying as cash flow hedges	—	—	—	—	—	—	—	—	13,822	13,822
Foreign currency translation, net of hedges	—	—	—	—	—	—	—	—	(6,835)	(6,835)
Balance at September 30, 2022	44,196	$ 615	—	$ —	(17,971)	$ (1,363,550)	$ 509,444	$ 385,972	$ (40,141)	$ (507,660)
Restricted share units vested, net of shares withheld for taxes	15	—	—	—	—	—	(158)	—	—	(158)
Share-based compensation expense	—	—	—	—	—	—	12,245	—	—	12,245
Net loss attributable to Cimpress plc	—	—	—	—	—	—	—	(140,000)	—	(140,000)
Redeemable noncontrolling interest accretion to redemption value	—	—	—	—	—	—	—	10,180	—	10,180
Net unrealized loss on derivative instruments designated and qualifying as cash flow hedges	—	—	—	—	—	—	—	—	(2,513)	(2,513)
Foreign currency translation, net of hedges	—	—	—	—	—	—	—	—	14,595	14,595
Balance at December 31, 2022	44,211	$ 615	—	$ —	(17,971)	$ (1,363,550)	$ 521,531	$ 256,152	$ (28,059)	$ (613,311)

See accompanying notes.

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

	Ordinary Shares		Deferred Ordinary Shares		Treasury Shares					
	Number of Shares Issued	Amount	Number of Shares Issued	Amount	Number of Shares	Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Deficit
Balance at December 31, 2022	44,211	$ 615	—	$ —	(17,971)	$ (1,363,550)	$ 521,531	$ 256,152	$ (28,059)	$ (613,311)
Restricted share units vested, net of shares withheld for taxes	74	—	—	—	—	—	(1,439)	—	—	(1,439)
Share-based compensation expense	—	—	—	—	—	—	8,891		—	8,891
Net loss attributable to Cimpress plc	—	—	—	—	—	—	—	(49,326)	—	(49,326)
Net unrealized gain on derivative instruments designated and qualifying as cash flow hedges	—	—	—	—	—	—	—	—	(5,636)	(5,636)
Foreign currency translation, net of hedges	—	—	—	—	—	—	—	—	(1,596)	(1,596)
Balance at March 31, 2023	44,285	$ 615	—	$ —	(17,971)	$ (1,363,550)	$ 528,983	$ 206,826	$ (35,291)	$ (662,417)

See accompanying notes.

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

	Nine Months Ended March 31, 2023	Nine Months Ended March 31, 2022
Operating activities		
Net loss	$ (213,091)	$ (18,699)
Adjustments to reconcile net loss to net cash provided by operating activities		
Depreciation and amortization	121,567	133,397
Share-based compensation expense	31,405	36,215
Deferred taxes	115,984	26,636
Unrealized loss (gain) on derivatives not designated as hedging instruments included in net loss	32,512	(25,639)
Effect of exchange rate changes on monetary assets and liabilities denominated in non-functional currency	(6,972)	(5,847)
Other non-cash items	15,200	(8,204)
Changes in operating assets and liabilities, net of effects of businesses acquired:		
Accounts receivable	(4,840)	(17,764)
Inventory	(2,595)	(31,964)
Prepaid expenses and other assets	(5,071)	(18,776)
Accounts payable	(44,994)	35,860
Accrued expenses and other liabilities	29,369	26,501
Net cash provided by operating activities	68,474	131,716
Investing activities		
Purchases of property, plant and equipment	(37,486)	(42,142)
Proceeds from the sale of subsidiaries, net of transaction costs and cash divested	(4,130)	—
Business acquisitions, net of cash acquired	(498)	(75,258)
Capitalization of software and website development costs	(44,181)	(49,875)
Proceeds from the sale of assets	1,864	27,466
Purchases of marketable securities	(84,030)	—
Proceeds from maturity of held-to-maturity investments	60,110	93,679
Payments for settlement of derivatives designated as hedging instruments	—	(1,880)
Other investing activities	—	(617)
Net cash used in investing activities	(108,351)	(48,627)
Financing activities		
Proceeds from borrowings of debt	48,264	—
Payments of debt	(57,947)	(11,149)
Payments of debt issuance costs	(51)	(1,440)
Payments of purchase consideration included in acquisition-date fair value	(7,100)	(43,647)
Payments of withholding taxes in connection with equity awards	(3,809)	(3,098)
Payments of finance lease obligations	(6,017)	(35,099)
Purchase of noncontrolling interests	(95,567)	(324)
Distributions to noncontrolling interests	(3,652)	(3,963)
Other financing activities	113	(26)
Net cash used in financing activities	(125,766)	(98,746)
Effect of exchange rate changes on cash	3,580	(5,854)
Net decrease in cash and cash equivalents	(162,063)	(21,511)
Cash and cash equivalents at beginning of period	277,053	183,023
Cash and cash equivalents at end of period	$ 114,990	$ 161,512

See accompanying notes.

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

	Nine Months Ended March 31,	
	2023	**2022**
Supplemental disclosures of cash flow information		
Cash paid during the period for:		
Interest	$ 70,796	$ 63,498
Income taxes	23,494	23,587
Non-cash investing and financing activities		
Property and equipment acquired under finance leases	14,405	3,755
Amounts accrued related to property, plant and equipment	9,045	10,115
Amounts accrued related to capitalized software development costs	116	215
Amounts accrued related to business acquisitions	—	8,555

See accompanying notes.

1. Description of the Business

Cimpress is a strategically focused group of more than a dozen businesses that specialize in mass customization of printing and related products, via which we deliver large volumes of individually small-sized customized orders. Our products include a broad range of marketing materials, business cards, signage, promotional products, logo apparel, packaging, books and magazines, wall decor, photo merchandise, invitations and announcements, and other categories. Mass customization is a core element of the business model of each Cimpress business and is a competitive strategy which seeks to produce goods and services to meet individual customer needs with near mass production efficiency.

2. Summary of Significant Accounting Policies

Basis of Presentation

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

Use of Estimates

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

Mandatorily Redeemable Noncontrolling Interests

Noncontrolling interests held by third parties in consolidated subsidiaries are considered mandatorily redeemable when they are subject to an unconditional obligation to be redeemed by both parties. The redeemable noncontrolling interest must be required to be repurchased on a specified date or on the occurrence of a specified event that is certain to occur and is to be redeemed via the transfer of assets. Mandatorily redeemable noncontrolling interests are presented as liability-based financial instruments and are re-measured on a recurring basis to the expected redemption value.

During the second quarter of fiscal 2023, the exercise of put options by the minority shareholders of three PrintBrothers businesses to redeem a portion of their equity interests triggered a mandatory redemption feature for the remaining minority interests after exercise. As such, we reclassified the remaining minority equity interests from redeemable noncontrolling interest to mandatorily redeemable noncontrolling interest, which is presented as part of other liabilities on the consolidated balance sheets. Refer to Note 10 for additional details.

Marketable Securities

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

We will continue to assess our securities for impairment when the fair value is less than amortized cost to determine if any risk of credit loss exists. As our intent is to hold the securities to maturity, we must assess whether any credit losses related to our investments are recoverable and determine if it is more likely than not that we will be required to sell the security before recovery of its amortized cost basis. We did not record an allowance for credit losses and we recognized no impairments for these marketable securities during the three and nine months ended March 31, 2023 and 2022.

The following is a summary of the net carrying amount, unrealized gains, unrealized losses, and fair value of held-to-maturity securities by type and contractual maturity as of March 31, 2023 and June 30, 2022.

	March 31, 2023		
	Amortized cost	Unrealized losses	Fair value
Due within one year or less:			
Commercial paper	$ 30,791	$ (96)	$ 30,695
Corporate debt securities	32,242	(241)	32,001
U.S. government securities	5,272	(57)	5,215
Total due within one year or less	68,305	(394)	67,911
Due between one and two years:			
Corporate debt securities	2,496	(54)	2,442
U.S. government securities	3,970	(61)	3,909
Total due within between one and two years	6,466	(115)	6,351
Total held-to-maturity securities	$ 74,771	$ (509)	$ 74,262

	June 30, 2022		
	Amortized cost	Unrealized losses	Fair value
Due within one year or less:			
Corporate debt securities	$ 49,952	$ (546)	$ 49,406
Total held-to-maturity securities	$ 49,952	$ (546)	$ 49,406

Other Income, Net

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

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2023	2022	2023	2022
(Losses) gains on derivatives not designated as hedging instruments (1)	$ (2,428)	$ 11,210	$ 2,021	$ 31,017
Currency-related gains (losses), net (2)	4,187	(672)	10,217	5,202
Other (losses) gains	(382)	1,783	(856)	2,111
Total other income, net	$ 1,377	$ 12,321	$ 11,382	$ 38,330

(1) Includes realized and unrealized gains and losses on derivative currency forward and option contracts not designated as hedging instruments, as well as the ineffective portion of certain interest rate swap contracts that were de-designated from hedge accounting in the prior periods. For contracts not designated as hedging instruments, we realized gains of $4,876 and $35,864 for the three and nine months ended March 31, 2023, and gains of $2,011 and losses $2,407 for the three and nine months ended March 31, 2022. Losses on ineffective interest rate swaps amounted to $6,580 and $6,364 for the three and nine months ended March 31, 2022, compared to no gains or losses in the current periods. Refer to Note 4 for additional details relating to our derivative contracts.

(2) Currency-related gains (losses), net primarily relates to significant non-functional currency intercompany financing relationships that we may change at times and are subject to currency exchange rate volatility. In addition, we have a cross-currency swap designated as a cash flow hedge which hedges the remeasurement of an intercompany loan. Refer to Note 4 for additional details relating to this cash flow hedge.

Net Loss Per Share Attributable to Cimpress plc

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

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

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2023	2022	2023	2022
Weighted average shares outstanding, basic and diluted	26,268,301	26,102,610	26,226,989	26,090,460
Weighted average anti-dilutive shares excluded from diluted net loss per share attributable to Cimpress plc (1)(2)	3,161,275	908,354	3,045,675	770,500

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

(2) On May 1, 2020, we entered into a financing arrangement with Apollo Global Management, Inc., which included 7-year warrants with a strike price of $60 that have a potentially dilutive impact on our weighted average shares outstanding. For the three and nine months ended March 31, 2023, the weighted average anti-dilutive effect of the warrants was 1,055,377 shares in both periods, and 103,443 and 264,963 shares for the three and nine months ended March 31, 2022, respectively.

Recently Issued or Adopted Accounting Pronouncements

Adopted Accounting Standards

In December 2022, the FASB issued Accounting Standards Update No. 2022-06 "Reference Rate Reform (Topic 848) - Deferral of the Sunset Date of Topic 848" (ASU 2022-06), which extends the optional transition relief to ease the potential burden in accounting for reference rate reform on financial reporting. The transition relief is provided through December 30, 2024 based on the expectation that the London Interbank Offered Rate (LIBOR) will cease to be published as of June 30, 2023. We applied the transition guidance to our two Term SOFR interest rate swap contracts this quarter and will apply the guidance when updating existing interest rate swap contracts to index to a replacement rate. There was no material impact on our consolidated financial statements in the periods presented.

In May 2021, the FASB issued Accounting Standards Update No. 2021-04 "Earnings Per Share (Topic 260), Debt—Modifications and Extinguishments (Subtopic 470-50), Compensation—Stock Compensation (Topic 718), and Derivatives and Hedging—Contracts in Entity’s Own Equity (Subtopic 815-40)" (ASU 2021-04), which provides authoritative guidance for the accounting treatment of contracts in an entity's own equity when calculating earnings per share. We adopted the standard on July 1, 2022. We recognize freestanding equity-classified warrants on our consolidated balance sheet and as the standard is applied prospectively, there was no impact on our consolidated financial statements in the current period.

Issued Accounting Standards to be Adopted

In September 2022, the FASB issued Accounting Standards Update No. 2022-04 "Liabilities - Supplier Finance Programs (Subtopic 405-50)" (ASU 2022-04), which provides authoritative guidance for expanded disclosure requirements for supply chain finance programs. The standard is effective on July 1, 2023. Cimpress businesses have an active supply chain finance program which will require additional disclosure after adoption of this standard. We will include the expanded disclosure requirements starting in the first quarter of fiscal 2024.

3. Fair Value Measurements

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

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

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

	March 31, 2023			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Interest rate swap contracts	$ 17,099	$ —	$ 17,099	$ —
Currency forward contracts	1,522	—	1,522	—
Currency option contracts	1,915	—	1,915	—
Total assets recorded at fair value	$ 20,536	$ —	$ 20,536	$ —
Liabilities				
Cross-currency swap contracts	$ (1,937)	$ —	$ (1,937)	$ —
Currency forward contracts	(4,225)	—	(4,225)	—
Currency option contracts	(1,581)	—	(1,581)	—
Total liabilities recorded at fair value	$ (7,743)	$ —	$ (7,743)	$ —

	June 30, 2022			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Interest rate swap contracts	$ 14,336	$ —	$ 14,336	$ —
Currency forward contracts	20,638	—	20,638	—
Currency option contracts	10,611	—	10,611	—
Total assets recorded at fair value	$ 45,585	$ —	$ 45,585	$ —
Liabilities				
Cross-currency swap contracts	$ (446)	$ —	$ (446)	$ —
Currency forward contracts	(505)	—	(505)	—
Currency option contracts	(9)	—	(9)	—
Total liabilities recorded at fair value	$ (960)	$ —	$ (960)	$ —

During the nine months ended March 31, 2023 and year ended June 30, 2022, there were no significant transfers in or out of Level 1, Level 2 and Level 3 classifications.

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

Although we have determined that the majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with our derivatives utilize Level 3 inputs, such as estimates of current credit spreads, to appropriately reflect both our own nonperformance risk and the respective counterparties' nonperformance risk in the fair value measurement. However, as of March 31, 2023, we have assessed the significance of the impact of the credit valuation adjustments on the overall valuation of our derivative positions and have determined that the credit valuation adjustments are not significant to the overall valuation of our derivatives. As a result, we have determined that our derivative valuations in their entirety are classified in Level 2 in the fair value hierarchy.

As of March 31, 2023 and June 30, 2022, the carrying amounts of our cash and cash equivalents, accounts receivable, accounts payable and other current liabilities approximated their estimated fair values. As of March 31, 2023 and June 30, 2022, the carrying value of our debt, excluding debt issuance costs and debt premiums and discounts, was $1,710,187 and $1,705,365, respectively, and the fair value was $1,624,353 and $1,600,627, respectively. Our debt at March 31, 2023 includes variable-rate debt instruments indexed to LIBOR and Euribor that resets periodically, as well as fixed-rate debt instruments. The estimated fair value of our debt was determined using available market information based on recent trades or activity of debt instruments with substantially similar risks, terms and maturities, which fall within Level 2 under the fair value hierarchy.

As of March 31, 2023 and June 30, 2022 our held-to-maturity marketable securities were held at an amortized cost of $74,771 and $49,952, respectively, while the fair value was $74,262 and $49,406, respectively. The securities were valued using quoted prices for identical assets in active markets, which fall into Level 1 under the fair value hierarchy.

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

4. Derivative Financial Instruments

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

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

Hedges of Interest Rate Risk

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

As of March 31, 2023, we estimate that $6,830 of income will be reclassified from accumulated other comprehensive loss to interest expense, net during the twelve months ending March 31, 2024. As of March 31, 2023, we had sixteen effective outstanding interest rate swap contracts. Fourteen of our swaps are indexed to USD LIBOR, while the remaining two are indexed to Term SOFR. The transition relief guidance from ASC 848 was applied to designate the two Term SOFR swap contracts that we entered into during the current quarter for hedge accounting. After USD LIBOR sunsets on June 30, 2023, we may convert our contracts to index to Term SOFR, otherwise the contracts will be subject to the fallback language within our credit agreement.

Our interest rate swap contracts have varying start and maturity dates through April 2028.

Interest rate swap contracts outstanding:		**Notional Amounts**
Contracts accruing interest as of March 31, 2023	$	400,000
Contracts with a future start date		430,000
Total	$	830,000

Hedges of Currency Risk

Cross-Currency Swap Contracts

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

Cross-currency swap contracts designated as cash flow hedges are executed to mitigate our currency exposure to the interest receipts as well as the principal remeasurement and repayment associated with certain intercompany loans denominated in a currency other than our reporting currency, the U.S. dollar. As of March 31, 2023, we had one outstanding cross-currency swap contract designated as a cash flow hedge with a total notional amount of $58,478, maturing during June 2024. We entered into the cross-currency swap contract to hedge the risk of changes in one Euro-denominated intercompany loan entered into with one of our consolidated subsidiaries that has the Euro as its functional currency.

Amounts reported in accumulated other comprehensive loss will be reclassified to other income, net as interest payments are accrued or paid and upon remeasuring the intercompany loan. As of March 31, 2023, we estimate that $1,744 of income will be reclassified from accumulated other comprehensive loss to interest expense, net during the twelve months ending March 31, 2024.

Other Currency Hedges

We execute currency forward and option contracts in order to mitigate our exposure to fluctuations in various currencies against our reporting currency, the U.S. dollar. These contracts or intercompany loans may be designated as hedges to mitigate the risk of changes in the U.S. dollar equivalent value of a portion of our net investment in consolidated subsidiaries that have the Euro as their functional currency. Amounts reported in accumulated other comprehensive loss are recognized as a component of our cumulative translation adjustment.

As of March 31, 2023, we have one intercompany loan designated as a net investment hedge with a total notional amount of $364,524 that matures in May 2028.

We have elected to not apply hedge accounting for all other currency forward and option contracts. During the three and nine months ended March 31, 2023 and 2022, we experienced volatility within other income, net, in our consolidated statements of operations from unrealized gains and losses on the mark-to-market of outstanding currency forward and option contracts. We expect this volatility to continue in future periods for contracts for which we do not apply hedge accounting. Additionally, since our hedging objectives may be targeted at non-GAAP financial metrics that exclude non-cash items such as depreciation and amortization, we may experience increased, not decreased, volatility in our GAAP results as a result of our currency hedging program.

As of March 31, 2023, we had the following outstanding currency derivative contracts that were not designated for hedge accounting and were primarily used to hedge fluctuations in the U.S. dollar value of forecasted transactions or balances denominated in Australian Dollar, British Pound, Canadian Dollar, Danish Krone, Euro, Indian Rupee, Mexican Peso, New Zealand Dollar, Norwegian Krone, Philippine Peso, Swiss Franc and Swedish Krona:

Notional Amount	Effective Date	Maturity Date	Number of Instruments	Index
$532,504	June 2021 through March 2023	Various dates through March 2025	553	Various

Financial Instrument Presentation

The table below presents the fair value of our derivative financial instruments as well as their classification on the balance sheet as of March 31, 2023 and June 30, 2022. Our derivative asset and liability balances fluctuate with interest rate and currency exchange rate volatility.

	March 31, 2023							
	Asset Derivatives				Liability Derivatives			
	Balance Sheet line item	Gross amounts of recognized assets	Gross amount offset in Consolidated Balance Sheet	Net amount	Balance Sheet line item	Gross amounts of recognized liabilities	Gross amount offset in Consolidated Balance Sheet	Net amount
Derivatives in cash flow hedging relationships								
Interest rate swaps	Other current assets / other assets	$ 17,962	$ (863)	$ 17,099	Other current liabilities / other liabilities	$ —	$ —	$ —
Cross-currency swaps	Other assets	—	—	—	Other liabilities	(1,937)	—	(1,937)
Total derivatives designated as hedging instruments		$ 17,962	$ (863)	$ 17,099		$ (1,937)	$ —	$ (1,937)
Derivatives not designated as hedging instruments								
Currency forward contracts	Other current assets / other assets	$ 2,142	$ (620)	1,522	Other current liabilities / other liabilities	$ (7,217)	2,992	$ (4,225)
Currency option contracts	Other current assets / other assets	2,139	(224)	1,915	Other current liabilities / other liabilities	(1,959)	378	(1,581)
Total derivatives not designated as hedging instruments		$ 4,281	$ (844)	$ 3,437		$ (9,176)	$ 3,370	$ (5,806)

	June 30, 2022							
	Asset Derivatives				Liability Derivatives			
	Balance Sheet line item	Gross amounts of recognized assets	Gross amount offset in Consolidated Balance Sheet	Net amount	Balance Sheet line item	Gross amounts of recognized liabilities	Gross amount offset in Consolidated Balance Sheet	Net amount
Derivatives designated as hedging instruments								
Derivatives in cash flow hedging relationships								
Interest rate swaps	Other current assets / other assets	$ 14,336	$ —	$ 14,336	Other current liabilities / other liabilities	$ —	$ —	$ —
Cross-currency swaps	Other assets	—	—	—	Other liabilities	(446)	—	$ (446)
Total derivatives designated as hedging instruments		$ 14,336	$ —	$ 14,336		$ (446)	$ —	$ (446)
Derivatives not designated as hedging instruments								
Currency forward contracts	Other current assets / other assets	$ 24,440	$ (3,802)	$ 20,638	Other current liabilities / other liabilities	$ (505)	$ —	$ (505)
Currency option contracts	Other current assets / other assets	10,612	(1)	10,611	Other current liabilities / other liabilities	(9)	—	(9)
Total derivatives not designated as hedging instruments		$ 35,052	$ (3,803)	$ 31,249		$ (514)	$ —	$ (514)

The following table presents the effect of our derivative financial instruments designated as hedging instruments and their classification within comprehensive (loss) income, net of tax, for the three and nine months ended March 31, 2023 and 2022:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2023	2022	2023	2022
Derivatives in cash flow hedging relationships				
Interest rate swaps	$ (4,007)	$ 12,446	$ 7,681	$ 17,986
Cross-currency swaps	(660)	(5,224)	(1,237)	(15,187)
Derivatives in net investment hedging relationships				
Intercompany loan	(3,418)	2,515	(9,102)	19,901
Currency forward contracts	—	1,176	—	7,590
Total	$ (8,085)	$ 10,913	$ (2,658)	$ 30,290

The following table presents reclassifications out of accumulated other comprehensive loss for the three and nine months ended March 31, 2023 and 2022:

	Amount of Net Gain (Loss) Reclassified from Accumulated Other Comprehensive Loss into Income				Affected line item in the Statement of Operations
	Three Months Ended March 31,		Nine Months Ended March 31,		
	2023	2022	2023	2022	
Derivatives in cash flow hedging relationships					
Interest rate swaps	$ (1,939)	$ 2,684	$ (2,632)	$ 8,154	Interest expense, net
Cross-currency swaps	595	2,538	1,459	10,346	Other income, net
Total before income tax	(1,344)	5,222	(1,173)	18,500	(Loss) income before income taxes
Income tax	375	(821)	402	(785)	Income tax expense
Total	$ (969)	$ 4,401	$ (771)	$ 17,715	

The following table presents the adjustment to fair value recorded within the consolidated statements of operations for the three and nine months ended March 31, 2023 and 2022 for derivative instruments for which we did not elect hedge accounting and de-designated derivative financial instruments that did not qualify as hedging instruments.

	Amount of Gain (Loss) Recognized in Net Loss				Affected line item in the Statement of Operations
	Three Months Ended March 31,		Nine Months Ended March 31,		
	2023	2022	2023	2022	
Currency contracts	$ (2,428)	$ 4,630	$ 2,021	$ 24,653	Other income, net
Interest rate swaps	—	6,580	—	6,364	Other income, net
Total	$ (2,428)	$ 11,210	$ 2,021	$ 31,017	

5. Accumulated Other Comprehensive Loss

The following table presents a roll forward of amounts recognized in accumulated other comprehensive income (loss) by component, net of tax of $5,959 for the nine months ended March 31, 2023:

	Gains on cash flow hedges (1)	Losses on pension benefit obligation	Translation adjustments, net of hedges (2)	Total
Balance as of June 30, 2022	$ 5,179	$ (86)	$ (52,221)	$ (47,128)
Other comprehensive income before reclassifications	6,444	—	6,164	12,608
Amounts reclassified from accumulated other comprehensive loss to net loss	(771)	—	—	(771)
Net current period other comprehensive income	5,673	—	6,164	11,837
Balance as of March 31, 2023	$ 10,852	$ (86)	$ (46,057)	$ (35,291)

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(1) Gains on cash flow hedges include our interest rate swap and cross-currency swap contracts designated in cash flow hedging relationships.
(2) As of March 31, 2023 and June 30, 2022, the translation adjustment is inclusive of both the unrealized and realized effects of our net investment hedges. Gains on currency forward and swap contracts, net of tax, of $15,079 have been included in accumulated other comprehensive loss as of March 31, 2023 and June 30, 2022. Intercompany loan hedge gains of $39,463 and $56,743 have been included in accumulated other comprehensive loss as of March 31, 2023 and June 30, 2022, respectively.

6. Goodwill

The carrying amount of goodwill by reportable segment as of March 31, 2023 and June 30, 2022 was as follows:

	Vista	PrintBrothers	The Print Group	All Other Businesses	Total
Balance as of June 30, 2022	$ 291,498	$ 130,828	$ 143,969	$ 200,305	$ 766,600
Acquisitions (1)	—	4,724	—	—	4,724
Adjustments	—	—	—	225	225
Effect of currency translation adjustments (2)	3,527	5,874	6,341	—	15,742
Balance as of March 31, 2023	$ 295,025	$ 141,426	$ 150,310	$ 200,530	$ 787,291

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(1) During the third quarter of fiscal year 2023, we completed the purchase accounting for an immaterial acquisition that closed on December 12, 2022 resulting in the recognition of goodwill of $4,724. The consideration for this purchase included the effective settlement of the company's existing liabilities to a Cimpress business as well as cash consideration of $498.

(2) Related to goodwill held by subsidiaries whose functional currency is not the U.S. dollar.

7. Other Balance Sheet Components

Accrued expenses included the following:

	March 31, 2023	June 30, 2022
Compensation costs	$ 71,649	$ 78,521
Income and indirect taxes	50,839	41,886
Restructuring costs (1)	28,728	13,449
Advertising costs	24,074	25,925
Third party manufacturing and digital content costs	17,038	15,790
Interest payable (2)	13,563	2,477
Variable compensation incentives (3)	11,506	—
Shipping costs	11,060	10,228
Sales returns	6,602	6,286
Professional fees	3,278	2,394
Other	61,676	56,885
Total accrued expenses	$ 300,013	$ 253,841

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(1) During the third quarter of fiscal 2023, we executed against a plan to reduce costs and implement organizational changes to support expanded profitability, reduced leverage, and increased speed, focus, and accountability. The impact of these cost reductions occurred within the Vista business and Cimpress central teams. Refer to Note 13 for additional details.

(2) The increase in interest payable as of March 31, 2023 is due to the interest on our 2026 Notes being payable semi-annually on June 15 and December 15 of each year. Refer to Note 8 for further detail.

(3) Includes cash-based employee long-term incentives, which are variable based on the performance of individual businesses and vest over four years. As the first potential payout will occur within one year, a portion of the balance is now classified as a current liability within accrued expenses.

Other current liabilities included the following:

	March 31, 2023	June 30, 2022
Current portion of finance lease obligations	$ 8,990	$ 6,684
Short-term derivative liabilities	8,020	4,299
Other (1)	4,814	17,052
Total other current liabilities	$ 21,824	$ 28,035

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(1) The decrease is due in part to the payment of an acquisition-related liability associated with our Depositphotos acquisition of $6,785 that occurred during the third quarter of fiscal 2023.

Other liabilities included the following:

	March 31, 2023	June 30, 2022
Long-term finance lease obligations	$ 28,129	$ 14,699
Long-term derivative liabilities	4,799	463
Mandatorily redeemable noncontrolling interest (1)	13,113	—
Long-term compensation incentives	17,527	19,934
Other	24,359	29,298
Total other liabilities	$ 87,927	$ 64,394

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(1) During the second quarter of fiscal year 2023, we reclassified the noncontrolling interest for three businesses in the PrintBrothers reportable segment to other liabilities, due to the exercise of a put option for a portion of the minority equity interests that triggered a mandatory redemption feature for the remaining minority equity interest. Refer to Note 10 for additional details.

8. Debt

	March 31, 2023	June 30, 2022
7.0% Senior Notes due 2026	$ 600,000	$ 600,000
Senior secured credit facility	1,102,509	1,097,302
Other	7,678	8,063
Debt issuance costs and debt premiums (discounts)	(16,833)	(19,417)
Total debt outstanding, net	1,693,354	1,685,948
Less: short-term debt (1)	10,696	10,386
Long-term debt	$ 1,682,658	$ 1,675,562

(1) Balances as of March 31, 2023 and June 30, 2022 are inclusive of short-term debt issuance costs, debt premiums and discounts of $3,503 and $3,498, respectively.

Our various debt arrangements described below contain customary representations, warranties and events of default. As of March 31, 2023, we were in compliance with all covenants in our debt contracts, including those under our amended and restated senior secured credit agreement ("Restated Credit Agreement") and the indenture governing our 2026 Notes (as defined below).

Senior Secured Credit Facility

On May 17, 2021, we entered into a Restated Credit Agreement consisting of the following:

- A senior secured Term Loan B with a maturity date of May 17, 2028 (the “Term Loan B”), consisting of:
    - a $795,000 tranche that bears interest at LIBOR (with a LIBOR floor of 0.50%) plus 3.50%, and
    - a €300,000 tranche that bears interest at EURIBOR (with a EURIBOR floor of 0%) plus 3.50%; and
- A $250,000 senior secured revolving credit facility with a maturity date of May 17, 2026 (the “Revolving Credit Facility”). Borrowings under the Revolving Credit Facility bear interest at LIBOR (with a LIBOR floor of 0%) plus 2.50% to 3.00% depending on the Company’s First Lien Leverage Ratio, a net leverage calculation, as defined in the Restated Credit Agreement.

LIBOR is expected to sunset on June 30, 2023, and under the terms of our Restated Credit Agreement our benchmark rate will automatically transition to Term SOFR.

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

As of March 31, 2023, we have borrowings under the Restated Credit Agreement of $1,102,509 consisting of the Term Loan B, which amortizes over the loan period, with a final maturity date of May 17, 2028. We have no outstanding borrowings under our Revolving Credit Facility as of March 31, 2023.

As of March 31, 2023, the weighted-average interest rate on outstanding borrowings under the Restated Credit Agreement was 6.94%, inclusive of interest rate swap rates. We are also required to pay a commitment fee for our Revolving Credit Facility on unused balances of 0.35% to 0.45% depending on our First Lien Leverage Ratio. We have pledged the assets and/or share capital of a number of our subsidiaries as collateral for our debt as of March 31, 2023.

Senior Unsecured Notes

We have issued $600,000 in aggregate principal of 7.0% Senior Notes due 2026 (the "2026 Notes"), which are unsecured. We can redeem some or all of the 2026 Notes at the redemption prices specified in the indenture that governs the 2026 Notes, plus accrued and unpaid interest to, but not including, the redemption date. As of March 31, 2023, we have not redeemed any of the 2026 Notes.

Other Debt

Other debt consists primarily of term loans acquired through our various acquisitions or used to fund certain capital investments. As of March 31, 2023 and June 30, 2022, we had $7,678 and $8,063, respectively, outstanding for those obligations that are payable through March 2027.

9. Income Taxes

Our income tax expense was $8,475 and $143,969 for the three and nine months ended March 31, 2023, respectively, as compared to $29,529 and $56,208 for the three and nine months ended March 31, 2022, respectively. Tax expense decreased for the three months ended March 31, 2023 versus the prior comparable period due to the partial valuation allowance on Swiss deferred tax assets of $29,600 recorded during the three months ended March 31, 2022. Tax expense increased for the nine months ended March 31, 2023 versus the prior comparable period due to the full valuation allowance on Swiss deferred tax assets of $116,694 recorded during the second quarter of fiscal 2023 primarily related to Swiss tax reform benefits recognized in fiscal year 2020 and tax loss carryforwards. Management concluded that based on the current period results, that objective and verifiable negative evidence of recent losses in Switzerland outweighed more subjective positive evidence of anticipated future income. Excluding the effect of discrete tax adjustments, our estimated annual effective tax rate is lower for fiscal year 2023 as compared to fiscal year 2022 primarily due to a forecasted pre-tax loss. Our effective tax rate continues to be negatively impacted by losses in certain jurisdictions where we are unable to recognize a tax benefit in the current period.

As of March 31, 2023 we had unrecognized tax benefits of $16,759, including accrued interest and penalties of $1,803. We recognize interest and, if applicable, penalties related to unrecognized tax benefits in the provision for income taxes. If recognized, $7,777 of unrecognized tax benefits would reduce our tax expense. It is reasonably possible that a reduction in unrecognized tax benefits may occur within the next twelve months in the range of $370 to $420 related to the lapse of applicable statutes of limitations. We believe we have appropriately provided for all tax uncertainties.

We conduct business in a number of tax jurisdictions and, as such, are required to file income tax returns in multiple jurisdictions globally. The years 2014 through 2022 remain open for examination by the U.S. Internal Revenue Service and the years 2015 through 2022 remain open for examination in the various states and non-U.S. tax jurisdictions in which we file tax returns. We believe that our income tax reserves are adequately maintained taking into consideration both the technical merits of our tax return positions and ongoing developments in our income tax audits. However, the final determination of our tax return positions, if audited, is uncertain, and there is a possibility that final resolution of these matters could have a material impact on our results of operations or cash flows.

10. Noncontrolling Interests

Redeemable Noncontrolling Interests

For some of our subsidiaries, we own a controlling equity stake, and a third party or key members of the business management team own a minority portion of the equity. The put options for several of our noncontrolling interests were exercised during the second quarter of fiscal year 2023 as summarized below. In addition to the noncontrolling interests described below, we also have several less significant minority interests that span multiple businesses and reportable segments.

PrintBrothers

Members of the PrintBrothers management team hold minority equity interests in several businesses within the reportable segment. During the second quarter of fiscal year 2023, put options were exercised by the minority interest holders for a portion of their equity interests that required us to purchase 10% to 11% in three of the respective businesses for a total of $90,841. The exercise of the put options triggered a mandatory redemption feature for the remaining minority equity interests, which requires the purchase of the remaining 1% equity interests on the third anniversary of the put option exercise, absent the earlier exercise of a call option on the first and second anniversaries by Cimpress. The remaining noncontrolling interests are mandatorily redeemable, which required the reclassification of the remaining equity interests to a liability, which has been presented in other liabilities within our consolidated balance sheet.

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

	Redeemable Noncontrolling Interest	Noncontrolling Interest
Balance as of June 30, 2022	$ 131,483	$ —
Acquisition of noncontrolling interest (1)	—	365
Net income attributable to noncontrolling interests	1,513	163
Distribution to noncontrolling interests (2)	(3,652)	—
Purchase of noncontrolling interest (3)	(95,567)	—
Accretion to redemption value (4)	(7,455)	—
Reclassification to mandatorily redeemable noncontrolling interest (5)	(9,582)	—
Foreign currency translation	(4,766)	14
Balance as of March 31, 2023	$ 11,974	$ 542

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(1) During the second quarter of fiscal year 2023, we acquired a majority equity interest in an immaterial business within our PrintBrothers reportable segment.
(2) Distributions to noncontrolling interests include contractually required profit sharing payments made annually to the minority interest holders in one of the PrintBrothers businesses.
(3) As discussed above, we purchased an additional 10% to 11% of the equity interests in three PrintBrothers businesses during the second quarter of fiscal year 2023, as well as the 1% minority interest in our BuildASign business.
(4) Accretion of redeemable noncontrolling interests to redemption value recognized in retained earnings is the result of changes in the estimated redemption amount to the extent increases do not exceed the estimated fair value.
(5) During the second quarter of fiscal year 2023, the minority equity interest holders of three PrintBrothers businesses exercised a put option that triggered a mandatory redemption feature for the remaining minority equity interests. The remaining minority equity interests were reclassified to mandatorily redeemable noncontrolling interests, as part of other liabilities within the consolidated balance sheets. Refer above for additional information regarding the transaction and Note 7 for additional details about the reclassified liability balance.

11. Segment Information

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

As of March 31, 2023, we have numerous operating segments under our management reporting structure which are reported in the following five reportable segments:

- *Vista* - Vista is the parent brand of multiple offerings including VistaPrint, VistaCreate, 99designs by Vista, Vista Corporate Solutions, and Depositphotos, which together represent a full-service design, digital and print solution.
- *PrintBrothers* - Includes the results of our druck.at, Printdeal, and WIRmachenDRUCK businesses.
- *The Print Group* - Includes the results of our Easyflyer, Exaprint, Pixartprinting, and Tradeprint businesses.
- *National Pen* - Includes the global operations of our National Pen business, which manufactures and markets custom writing instruments and promotional products, apparel and gifts.
- *All Other Businesses* - Includes two businesses grouped together based on materiality, as well as our YSD business through its divestiture that was completed during the third quarter of fiscal 2023.
  - BuildASign, a larger and profitable business, is an internet-based provider of canvas-print wall décor, business signage and other large-format printed products.
  - Printi, a smaller business that we continue to manage at a relatively modest operating loss, is an online printing leader in Brazil, which offers a superior customer experience with transparent and attractive pricing, reliable service and quality.

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

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

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

During the fourth quarter of fiscal 2022, we revised our internal reporting to reallocate certain third-party technology costs that were previously held within our Central and corporate costs to our Vista business and reportable segment. These include certain third-party costs that are variable in nature and the cost variability is primarily driven by decisions or volumes in the Vista business. We revised our presentation of the prior period results to reflect our updated segment reporting, which decreased both Vista segment EBITDA and Central and corporate costs by $1,852 and $4,894 for the three and nine months ended March 31, 2022.

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

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

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2023	2022	2023	2022
Revenue:				
Vista	$ 396,642	$ 349,216	$ 1,203,747	$ 1,146,810
PrintBrothers	139,569	119,960	420,866	383,011
The Print Group	85,504	75,361	251,663	238,311
National Pen	81,113	72,243	283,400	266,224
All Other Businesses	49,037	48,486	160,862	154,076
Total segment revenue	751,865	665,266	2,320,538	2,188,432
Inter-segment eliminations (1)	(9,701)	(7,854)	(29,757)	(23,705)
Total consolidated revenue	$ 742,164	$ 657,412	$ 2,290,781	$ 2,164,727

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

	Three Months Ended March 31, 2023					
	Vista	PrintBrothers	The Print Group	National Pen	All Other	Total
Revenue by Geographic Region:						
North America	$ 276,983	$ —	$ —	$ 50,938	$ 41,524	$ 369,445
Europe	88,152	139,187	83,096	23,811	—	334,246
Other	31,237	—	—	1,180	6,056	38,473
Inter-segment	270	382	2,408	5,184	1,457	9,701
Total segment revenue	396,642	139,569	85,504	81,113	49,037	751,865
Less: inter-segment elimination	(270)	(382)	(2,408)	(5,184)	(1,457)	(9,701)
Total external revenue	$ 396,372	$ 139,187	$ 83,096	$ 75,929	$ 47,580	$ 742,164

	Nine Months Ended March 31, 2023					
	Vista	PrintBrothers	The Print Group	National Pen	All Other	Total
Revenue by Geographic Region:						
North America	$ 835,354	$ —	$ —	$ 162,593	$ 137,016	$ 1,134,963
Europe	268,791	419,658	244,378	99,555	—	1,032,382
Other	98,320	—	—	5,862	19,254	123,436
Inter-segment	1,282	1,208	7,285	15,390	4,592	29,757
Total segment revenue	1,203,747	420,866	251,663	283,400	160,862	2,320,538
Less: inter-segment elimination	(1,282)	(1,208)	(7,285)	(15,390)	(4,592)	(29,757)
Total external revenue	$ 1,202,465	$ 419,658	$ 244,378	$ 268,010	$ 156,270	$ 2,290,781

	Three Months Ended March 31, 2022					
	Vista	PrintBrothers	The Print Group	National Pen	All Other	Total
Revenue by Geographic Region:						
North America	$ 236,751	$ —	$ —	$ 43,483	$ 42,047	$ 322,281
Europe	78,136	119,353	73,885	21,876	—	293,250
Other	32,779	—	—	3,741	5,361	41,881
Inter-segment	1,550	607	1,476	3,143	1,078	7,854
Total segment revenue	349,216	119,960	75,361	72,243	48,486	665,266
Less: inter-segment elimination	(1,550)	(607)	(1,476)	(3,143)	(1,078)	(7,854)
Total external revenue	$ 347,666	$ 119,353	$ 73,885	$ 69,100	$ 47,408	$ 657,412

	Nine Months Ended March 31, 2022					
	Vista	PrintBrothers	The Print Group	National Pen	All Other	Total
Revenue by Geographic Region:						
North America	$ 770,815	$ —	$ —	$ 142,497	$ 134,390	$ 1,047,702
Europe	267,296	381,654	232,636	96,524	—	978,110
Other	105,342	—	—	16,503	17,070	138,915
Inter-segment	3,357	1,357	5,675	10,700	2,616	23,705
Total segment revenue	1,146,810	383,011	238,311	266,224	154,076	2,188,432
Less: inter-segment elimination	(3,357)	(1,357)	(5,675)	(10,700)	(2,616)	(23,705)
Total external revenue	$ 1,143,453	$ 381,654	$ 232,636	$ 255,524	$ 151,460	$ 2,164,727

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

	Three Months Ended March 31, 2023	Three Months Ended March 31, 2022	Nine Months Ended March 31, 2023	Nine Months Ended March 31, 2022
Segment EBITDA:				
Vista	$ 60,392	$ 25,534	$ 146,286	$ 183,220
PrintBrothers	15,886	12,392	50,386	47,280
The Print Group	13,589	11,923	39,490	42,670
National Pen	(3,336)	(898)	20,150	22,653
All Other Businesses	5,036	6,044	16,620	17,199
Total segment EBITDA	91,567	54,995	272,932	313,022
Central and corporate costs	(34,447)	(36,084)	(102,827)	(104,940)
Depreciation and amortization	(39,751)	(43,651)	(121,567)	(133,397)
Certain impairments and other adjustments	549	(277)	(1,982)	3,216
Restructuring-related charges	(30,115)	(3,420)	(43,142)	(3,418)
Total (loss) income from operations	(12,197)	(28,437)	3,414	74,483
Other (expense) income, net	1,377	12,321	11,382	38,330
Interest expense, net	(30,515)	(24,247)	(83,918)	(75,304)
(Loss) income before income taxes	$ (41,335)	$ (40,363)	$ (69,122)	$ 37,509

	Three Months Ended March 31, 2023	Three Months Ended March 31, 2022	Nine Months Ended March 31, 2023	Nine Months Ended March 31, 2022
Depreciation and amortization:				
Vista	$ 14,480	$ 15,791	$ 43,343	$ 49,757
PrintBrothers	4,175	5,466	14,097	15,806
The Print Group	5,269	6,459	16,930	19,655
National Pen	4,820	5,933	16,506	18,061
All Other Businesses	4,375	4,519	13,217	13,942
Central and corporate costs	6,632	5,483	17,474	16,176
Total depreciation and amortization	$ 39,751	$ 43,651	$ 121,567	$ 133,397

	Three Months Ended March 31, 2023	Three Months Ended March 31, 2022	Nine Months Ended March 31, 2023	Nine Months Ended March 31, 2022
Purchases of property, plant and equipment:				
Vista	$ 3,006	$ 4,132	$ 12,575	$ 14,491
PrintBrothers	2,010	665	3,771	3,381
The Print Group	3,995	7,560	14,084	14,237
National Pen	889	644	3,336	2,855
All Other Businesses	815	2,130	2,650	5,802
Central and corporate costs	281	472	1,070	1,376
Total purchases of property, plant and equipment	$ 10,996	$ 15,603	$ 37,486	$ 42,142

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2023	2022	2023	2022
Capitalization of software and website development costs:				
Vista	$ 5,894	$ 8,235	$ 17,668	$ 24,425
PrintBrothers	104	361	1,562	829
The Print Group	866	790	2,127	1,735
National Pen	778	877	1,878	2,608
All Other Businesses	1,008	981	2,831	3,248
Central and corporate costs	6,285	6,497	18,115	17,030
Total capitalization of software and website development costs	$ 14,935	$ 17,741	$ 44,181	$ 49,875

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

	March 31, 2023	June 30, 2022
Long-lived assets (1):		
United States (2)	$ 81,110	$ 95,589
Switzerland	76,287	72,394
Netherlands	65,618	67,240
Canada	57,050	58,498
Italy	42,150	48,262
France	26,639	25,383
Australia	19,066	17,751
Jamaica	18,258	18,744
Japan (3)	—	11,392
Other	112,162	90,677
Total	$ 498,340	$ 505,930

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(1) Excludes goodwill of $787,291 and $766,600, intangible assets, net of $119,931 and $154,730, deferred tax assets of $10,093 and $113,088, and marketable securities, non-current of $6,466 and zero as of March 31, 2023 and June 30, 2022, respectively.

(2) The decrease of the United States long-lived assets is primarily driven by the termination of our Waltham, MA lease in August 2022 that resulted in a reduction to the operating lease asset and related leasehold improvements.

(3) The decrease in Japan's long-lived assets is due to the planned sale of the land and building, which resulted in the reclassification of the carrying value to prepaid expenses and other current assets because it meets held-for-sale criteria during the current quarter. Refer to Note 13 for additional details.

12. Commitments and Contingencies

Purchase Obligations

At March 31, 2023, we had unrecorded commitments under contract of $205,973, including third-party cloud services of $79,437; inventory, third-party fulfillment and digital service purchase commitments of $79,159; software of $16,870; advertising of $10,116; production and computer equipment purchases of $2,494; professional and consulting fees of $3,462, and other unrecorded purchase commitments of $14,435.

Other Obligations

In February 2023, we made a $6,785 deferred payment for our Depositphotos acquisition, resulting in no outstanding acquisition-related deferred liabilities as of March 31, 2023.

Legal Proceedings

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

13. Restructuring Charges

Restructuring costs include one-time employee termination benefits, acceleration of share-based compensation, write-off of assets, costs to exit loss-making operations, and other related costs including third-party professional and outplacement services. All restructuring costs are excluded from segment and adjusted EBITDA.

During the three and nine months ended March 31, 2023, we recognized restructuring charges of $30,115 and $43,142, respectively. The majority of these costs related to actions taken in our Vista business and central teams during March 2023 that were intended to reduce costs and support expanded profitability, reduced leverage, and increased speed, focus and accountability. For the three and nine months ended March 31, 2023, the previously described action combined with prior actions taken to prioritize our investments and exit the Japanese market resulted in restructuring charges in our Vista business of $20,406 and $29,128, and in our central and corporate costs of $9,075 and $9,330, respectively.

Most of these costs related to employee termination benefits, and, to a lesser extent, share-based compensation expense for the accelerated vesting of equity awards as well as third-party consulting costs. A portion of the restructuring charge included the impairment of assets from our exit of the Japanese market of $6,257. We expect additional restructuring charges in the fourth quarter of fiscal 2023 for termination benefits that included ongoing service requirements, but we do not expect those charges to be material.

We also recognized restructuring charges in our National Pen business for the three and nine months ended March 31, 2023 in the amounts of $639 and $1,127, respectively, which included employee termination benefits for previously announced actions to exit the Japanese market and to migrate our European production operations from Ireland to the Czech Republic. Additionally, we recognized restructuring costs of $3,556 for the nine months ended March 31, 2023 in our All Other Businesses reportable segment for our previously announced exit from the Chinese market, which included employee termination benefits and the write-off of certain assets. We do not expect any additional charges for these restructuring actions.

The following table summarizes the restructuring activity during the nine months ended March 31, 2023.

	Severance and Related Benefits	Other Restructuring Costs	Accrued restructuring liability
Balance as of June 30, 2022	$ 13,449	$ —	$ 13,449
Restructuring charges	32,187	10,955	43,142
Cash payments	(14,859)	—	(14,859)
Non-cash charges (1)	(2,141)	(10,955)	(13,096)
Foreign currency translation	92	—	92
Balance as of March 31, 2023	$ 28,728	$ —	$ 28,728

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(1) During the nine months ended March 31, 2023, non-cash restructuring charges primarily includes the loss recorded on assets for our Japan and China exits as described above, and share-based compensation expense upon modification to accelerate the vesting of share-based compensation awards for the actions described above.

Item 2. ***Management's Discussion and Analysis of Financial Condition and Results of Operations***

This Report contains forward-looking statements that involve risks and uncertainties. The statements contained in this Report that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including but not limited to our statements about the anticipated growth and development of our businesses and financial results, including profitability, cash flows, liquidity, and capital allocation; the expected effects of our cost reductions and recent restructuring, including future cost savings and restructuring charges; the expected impacts of our mass customization platform; the expected effects of mid- and upper-funnel advertising in Vista; sufficiency of our liquidity position; legal proceedings; and sufficiency of our tax reserves and expectation pf a reduction in unrecognized tax benefits. Without limiting the foregoing, the words "may," "should," "could," "expect," "plan," "intend," "anticipate," "believe," "estimate," "predict," "designed," "potential," "continue," "target," "seek" and similar expressions are intended to identify forward-looking statements. All forward-looking statements included in this Report are based on information available to us up to, and including the date of this document, and we disclaim any obligation to update any such forward-looking statements. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various important factors, including but not limited to flaws in the assumptions and judgments upon which our forecasts and estimates are based; the development, severity, and duration of supply chain constraints, inflation, and the lingering effects of the COVID-19 pandemic; the failure of our cost reductions to affect our financial results as expected; our inability to make the investments that we plan to make or the failure of those investments to achieve the results we expect; our failure to execute on the transformation of the Vista business; loss of key personnel or our inability to recruit talented personnel to drive performance of our businesses; costs and disruptions caused by acquisitions and minority investments; the failure of businesses we acquire or invest in to perform as expected; our failure to develop and deploy our mass customization platform or the failure of the platform to drive the efficiencies and competitive advantages we expect; unanticipated changes in our markets, customers, or businesses; changes in the laws and regulations, or in the interpretation of laws and regulations, that affect our businesses; our failure to manage the growth and complexity of our business and expand our operations; our failure to maintain compliance with the covenants in our debt documents or to pay our debts when due; competitive pressures; general economic conditions, including the possibility of an economic downturn in some or all of our markets; and other factors described in this Report and the documents that we periodically file with the SEC.

Executive Overview

Cimpress is a strategically focused group of more than a dozen businesses that specialize in mass customization of printing and related products, via which we deliver large volumes of individually small-sized customized orders. Our products include a broad range of marketing materials, business cards, signage, promotional products, logo apparel, packaging, books and magazines, wall decor, photo merchandise, invitations and announcements, and other categories. Mass customization is a core element of the business model of each Cimpress business and is a competitive strategy which seeks to produce goods and services to meet individual customer needs with near mass production efficiency.

As of March 31, 2023, we have numerous operating segments under our management reporting structure that are reported in the following five reportable segments: Vista, PrintBrothers, The Print Group, National Pen, and All Other Businesses. Refer to Note 11 in our accompanying consolidated financial statements for additional information relating to our reportable segments and our segment financial measures.

We announced plans on March 23, 2023 to reduce costs within our Vista business and our central teams and implement organizational changes to support expanded profitability, reduced leverage and increased speed, focus, and accountability. These plans resulted in a restructuring charge of $30.1 million during the current quarter, with additional immaterial charges expected to be recognized during the fourth quarter of fiscal 2023. This restructuring action provided a small cost savings benefit during the current quarter due to the timing of the action, but we expect this action to deliver approximately $100 million of annualized pre-tax cost savings.

Financial Summary

The primary financial metric by which we set quarterly and annual budgets both for individual businesses and Cimpress wide is our adjusted free cash flow before cash interest expense; however, in evaluating the financial condition and operating performance of our business, management considers a number of metrics including revenue growth, organic constant-currency revenue growth, operating income, adjusted EBITDA, cash flow from operations and adjusted free cash flow. Reconciliations of our non-GAAP financial measures are included within the

"Consolidated Results of Operations" and "Additional Non-GAAP Financial Measures" sections of Management's Discussion and Analysis. A summary of these key financial metrics for the three and nine months ended March 31, 2023 as compared to the three and nine months ended March 31, 2022 follows:

Third Quarter Fiscal Year 2023

- Revenue increased by 13% to $742.2 million.
- Constant-currency revenue increased 16% when excluding the revenue of acquired companies for the first twelve months after acquisition (a non-GAAP financial measure).
- Operating income increased by $16.2 million to a loss of $12.2 million.
- Adjusted EBITDA (a non-GAAP financial measure) increased by $35.5 million to $69.1 million.
- Diluted net loss per share attributable to Cimpress plc increased to a loss of $1.88 from a loss of $2.75 in the comparative period.

Year to Date Fiscal Year 2023

- Revenue increased by 6% to $2,290.8 million.
- Constant-currency revenue increased by 12% and 11% when excluding the revenue of acquired companies for the first twelve months after acquisition (both non-GAAP financial measures).
- Operating income decreased by $71.1 million to $3.4 million.
- Adjusted EBITDA (a non-GAAP financial measure) decreased by $17.4 million to $225.9 million.
- Diluted net loss per share attributable to Cimpress plc decreased to a loss of $8.19 from a loss of $0.91 in the comparative period.
- Cash provided by operating activities decreased by $63.2 million to $68.5 million.
- Adjusted free cash flow (a non-GAAP financial measure) decreased by $52.9 million to an outflow of $13.2 million.

For the three months ended March 31, 2023, reported revenue growth accelerated, mainly in our Vista business as product mix shifted back toward faster-growing small business products and we are comparing to a weaker period in the prior-year quarter that included the migration of Vista's U.S. website onto the new technology platform. Our Vista business experienced growth in new customer count and new customer bookings across all major markets. Promotional products, apparel, and gifts (PPAG) was our fastest-growing product category, with business cards, marketing materials, packaging and labels, and signage all showing strong year-over-year growth as well. Revenue growth in most Cimpress businesses continued to benefit from year-over-year increases in pricing, which has been one tool used to mitigate inflationary cost pressures. Currency exchange fluctuations had a negative effect during the current quarter.

For the three months ended March 31, 2023, the increase in operating income was primarily due to the incremental profit from the revenue growth described above. Gross profit growth benefited from higher volumes and the reduced net impact of cost inflation. We also realized cost efficiencies in advertising spend, and lower compensation and consulting-related operating expenses. These items were partially offset by an increase in restructuring charges primarily related to actions taken during the current quarter to reduce costs in the Vista business and in our central teams.

Adjusted EBITDA increased year over year for the three months ended March 31, 2023, primarily for the same reasons operating income increased. Adjusted EBITDA excludes restructuring charges, share-based compensation expense, certain impairments, and non-cash gains on the sale of assets, and includes the realized gains or losses on our currency derivatives intended to hedge adjusted EBITDA. The net year-over-year impact of currency on consolidated adjusted EBITDA was a benefit of approximately $1.6 million for the three months ended March 31, 2023.

Diluted net loss per share attributable to Cimpress plc increased for the three months ended March 31, 2023 primarily due to the improved operating loss described above, as well as significantly lower income tax expense year over year. These improvements were partially offset by increased interest expense and year-over-year impact from the net effect of unrealized currency losses caused by exchange rate volatility that more than offset realized gains recognized in the current quarter.

During the nine months ended March 31, 2023, cash from operations decreased $63.2 million year over year due primarily to less favorable working capital inflows of $22.0 million, largely driven by less favorable benefits from accounts payable due in part to timing, as well as negative working capital impacts from higher inventory levels that were intended to mitigate supply chain issues. Cash from operations was also negatively impacted year over year by higher cash interest costs and restructuring payments due to actions taken to reduce costs over the past year.

Adjusted free cash flow decreased year over year by $52.9 million for the nine months ended March 31, 2023, due to the operating cash flow decrease described above, partially offset by lower capitalized software and capitalized expenditures.

Consolidated Results of Operations

Consolidated Revenue

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

Total revenue and revenue growth by reportable segment for the three and nine months ended March 31, 2023 and 2022 are shown in the following table:

In thousands	Three Months Ended March 31,			Currency Impact:	Constant-Currency	Impact of Acquisitions/Divestitures:	Constant- Currency Revenue Growth
	2023	2022	% Change	(Favorable)/Unfavorable	Revenue Growth (1)	(Favorable)/Unfavorable	Excluding Acquisitions/Divestitures (2)
Vista	$ 396,642	$ 349,216	14%	2%	16%	—%	16%
PrintBrothers	139,569	119,960	16%	5%	21%	1%	22%
The Print Group	85,504	75,361	13%	6%	19%	—%	19%
National Pen	81,113	72,243	12%	3%	15%	—%	15%
All Other Businesses	49,037	48,486	1%	—%	1%	—%	1%
Inter-segment eliminations	(9,701)	(7,854)					
Total revenue	$ 742,164	$ 657,412	13%	3%	16%	—%	16%

In thousands	Nine Months Ended March 31,			Currency Impact:	Constant-Currency	Impact of Acquisitions/Divestitures:	Constant- Currency Revenue Growth
	2023	2022	% Change	(Favorable)/Unfavorable	Revenue Growth (1)	(Favorable)/Unfavorable	Excluding Acquisitions/Divestitures (2)
Vista	$ 1,203,747	$ 1,146,810	5%	4%	9%	(1)%	8%
PrintBrothers	420,866	383,011	10%	12%	22%	(1)%	21%
The Print Group	251,663	238,311	6%	11%	17%	—%	17%
National Pen	283,400	266,224	6%	6%	12%	—%	12%
All Other Businesses	160,862	154,076	4%	—%	4%	—%	4%
Inter-segment eliminations	(29,757)	(23,705)					
Total revenue	$ 2,290,781	$ 2,164,727	6%	6%	12%	(1)%	11%

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

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

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

Consolidated Cost of Revenue

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

In thousands	Three Months Ended March 31,		Nine Months Ended March 31,	
	2023	2022	2023	2022
Cost of revenue	$ 394,908	$ 347,452	$ 1,228,036	$ 1,110,378
% of revenue	*53.2 %*	*52.9 %*	*53.6 %*	*51.3 %*

For the three and nine months ended March 31, 2023, cost of revenue increased by $47.5 million and $117.7 million, respectively, as compared to the prior year periods, primarily due to the continued effects of global supply chain challenges that resulted in increased costs for product substrates like paper, production materials like aluminum plates, freight and shipping charges, and energy costs, as well as additional variable cost increases driven by the constant-currency revenue growth described above. Although input costs were higher year over year during the third quarter of fiscal 2023, we started to see some easing across many product substrates, and we began to pass the anniversary of input cost increases, so the year-over-year impact lessened. Compensation costs were also higher due to the combination of a more competitive labor market and the inflationary environment in many jurisdictions where we operate.

The overall impact of increased costs, net of pricing increases and manufacturing efficiencies, was minimal in the current quarter, though still a negative year-over-year impact for the nine months ended March 31, 2023.

Consolidated Operating Expenses

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

In thousands	Three Months Ended March 31,			Nine Months Ended March 31,		
	2023	2022	2023 vs. 2022	2023	2022	2023 vs. 2022
Technology and development expense (1)	$ 78,287	$ 75,291	4%	$ 230,485	$ 212,835	8%
% of revenue	*10.5 %*	*11.5 %*		*10.1 %*	*9.8 %*	
Marketing and selling expense (1)	$ 187,234	$ 194,618	(4)%	$ 593,312	$ 577,931	3%
% of revenue	*25.2 %*	*29.6 %*		*25.9 %*	26.7 %	
General and administrative expense (1)	$ 52,578	$ 50,888	3%	$ 156,441	$ 144,162	9%
% of revenue	*7.1 %*	*7.7 %*		*6.8 %*	*6.7 %*	
Amortization of acquired intangible assets	$ 11,239	$ 14,180	(21)%	$ 35,951	$ 41,520	(13)%
% of revenue	*1.5 %*	*2.2 %*		*1.6 %*	1.9 %	
Restructuring expense (2)	$ 30,115	$ 3,420	781%	$ 43,142	$ 3,418	(1,162)%
% of revenue	*4.1 %*	*0.5 %*		*1.9 %*	*0.2 %*	

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(1) As a result of the March 2023 cost reduction action described above, we expect to realize cost savings in future periods. The cost savings benefit during the current period was not material.

(2) Refer to Note 13 in our accompanying consolidated financial statements for additional details relating to restructuring expense.

Technology and development expense

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

Technology and development expenses increased by $3.0 million and $17.7 million for the three and nine months ended March 31, 2023, respectively, as compared to the prior-year periods. This increase is primarily driven by increased volume-related third-party technology costs due in part to higher customer demand. In addition, compensation costs increased year-over-year by $0.5 million and $4.4 million for the three and nine months ended March 31, 2023, respectively, due to increases from our inflation-adjusted annual merit cycle and market adjustments. Other operating costs increased due to higher travel and training costs. These increases were partially offset by cost savings resulting from recent restructuring actions that reduced headcount.

Marketing and selling expense

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

For the three and nine months ended March 31, 2023, marketing and selling expenses decreased by $7.4 million and increased by $15.4 million, respectively, as compared to the prior-year periods. The decrease for the three months ended March 31, 2023 was primarily driven by lower costs in our Vista business of $11.7 million, due in part to lower advertising spend. These decreases were partially offset by increased advertising spend collectively across all our other businesses of $4.9 million.

The increased spend for the nine months ended March 31, 2023 was due to higher advertising spend of $26.6 million across Cimpress (including increases in mid- and upper-funnel spend, partially offset by lower performance advertising in Vista during the first half of the current fiscal year), partially offset by lower compensation costs in Vista year over year.

General and administrative expense

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

For the three and nine months ended March 31, 2023, general and administrative expenses increased by $1.7 million and $12.3 million, respectively, as compared to the prior-year periods. Compensation costs increased year over year from higher headcount and the impacts of our inflation-adjusted annual merit cycle. Other cost increases included higher travel and training costs and consulting spend.

For the nine months ended March 31, 2023, we recognized an additional $2.2 million of expense related to the termination of one of our leased office locations as we continue to optimize our office footprint with many of our team members operating under a remote-first model. These increases were partially offset by lower share-based compensation expense due to forfeitures from our recent restructuring actions, as well as favorability due to different timing of expense from our granting of RSUs and options for most employees during the current year, as compared to PSUs in prior years.

Restructuring expense

Restructuring costs include one-time employee termination benefits, acceleration of share-based compensation, write-off of assets, costs to exit loss-making operations, and other related costs including third-party professional and outplacement services. All restructuring costs are excluded from segment and adjusted EBITDA.

For the three and nine months ended March 31, 2023, restructuring expenses increased by $26.7 million and $39.7 million, respectively, as compared to the prior-year periods. This increase is largely driven by $29.5 million of costs recognized in the current quarter related to the previously described action taken in our Vista business and central teams during March 2023 that were intended to reduce costs and support expanded profitability, reduced leverage, and increased speed, focus and accountability. The remaining increase relates to other actions announced earlier in the year to prioritize our investments and exit the Japanese and Chinese markets. Refer to Note 13 in the accompanying consolidated financial statements for additional details.

Other Consolidated Results

Other income, net

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

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

In thousands	Three Months Ended March 31,		Nine Months Ended March 31,	
	2023	2022	2023	2022
(Losses) gains on derivatives not designated as hedging instruments	$ (2,428)	$ 11,210	$ 2,021	$ 31,017
Currency-related gains (losses), net	4,187	(672)	10,217	5,202
Other (losses) gains	(382)	1,783	(856)	2,111
Total other income, net	$ 1,377	$ 12,321	$ 11,382	$ 38,330

The decrease in other income, net was primarily due to the currency exchange rate volatility impacting our derivatives that are not designated as hedging instruments, of which our Euro and British Pound contracts are the most significant exposures that we economically hedge. We expect volatility to continue in future periods, as we do not apply hedge accounting for most of our derivative currency contracts.

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

Interest expense, net

Interest expense, net primarily consists of interest paid on outstanding debt balances, amortization of debt issuance costs, debt discounts, interest related to finance lease obligations and realized gains (losses) on effective interest rate swap contracts and certain cross-currency swap contracts. In addition, accretion adjustments related to our mandatorily redeemable noncontrolling interests are recognized in interest expense, net. Refer to Note 7 in the accompanying consolidated financial statements for additional details.

Interest expense, net increased by $6.3 million and $8.6 million during the three and nine months ended March 31, 2023, respectively, as compared to the prior-year periods, primarily due to a higher weighted-average interest rate (net of interest rate swaps) driving the majority of the interest expense increases, partially offset by an increase in interest income earned on our cash and marketable securities of $2.2 million and $5.8 million, respectively. In addition, we recognized accretion adjustments of $1.2 million and $3.3 million during the three and nine months ended March 31, 2023, respectively, for our mandatorily redeemable noncontrolling interests, which did not occur in the prior periods.

Income tax expense

In thousands	Three Months Ended March 31,		Nine Months Ended March 31,	
	2023	2022	2023	2022
Income tax expense	$ 8,475	$ 29,529	$ 143,969	$ 56,208
Effective tax rate	*(20.5)%*	*(73.2)%*	*(208.3)%*	*149.9 %*

Tax expense decreased for the three months ended March 31, 2023 versus the prior comparable period due to the partial valuation allowance on Swiss deferred tax assets of $29.6 million recorded during the three months ended March 31, 2022. Tax expense increased for the nine months ended March 31, 2023 versus the prior comparable period due to the full valuation allowance on Swiss deferred tax assets of $116.7 million recorded during the nine months ended March 31, 2023.

We believe that our income tax reserves are adequately maintained by taking into consideration both the technical merits of our tax return positions and ongoing developments in our income tax audits. However, the final determination of our tax return positions, if audited, is uncertain and therefore there is a possibility that final resolution of these matters could have a material impact on our results of operations or cash flows. Refer to Note 9 in our accompanying consolidated financial statements for additional discussion.

Reportable Segment Results

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

Vista

During the fourth quarter of fiscal year 2022, we revised our internal reporting to reallocate certain third-party technology costs that were previously held within our Central and corporate costs to our Vista business and reportable segment. These include certain third-party costs that are variable in nature and the cost variability is primarily driven by decisions or volumes in the Vista business. We revised our presentation of all prior periods presented to reflect our updated segment reporting, which decreased both Vista segment EBITDA and Central and corporate costs by $1.9 million and $4.9 million, respectively, for the three and nine months ended March 31, 2023.

In thousands	Three Months Ended March 31,			Nine Months Ended March 31,		
	2023	2022	2023 vs. 2022	2023	2022	2023 vs. 2022
Reported Revenue	$ 396,642	$ 349,216	14%	$ 1,203,747	$ 1,146,810	5%
Segment EBITDA	60,392	25,534	137%	146,286	183,220	(20)%
% of revenue	*15 %*	*7 %*		*12 %*	*16 %*	

Segment Revenue

Vista's reported revenue growth for the three and nine months ended March 31, 2023 was negatively affected by a currency impact of 2% and 4%, respectively. Vista's organic constant-currency revenue growth was 16% and 8%, respectively, for the three and nine months ended March 31, 2023. Constant-currency revenue growth was driven by new customer count and new customer bookings growth across all major markets, as well as increased repeat customer bookings. From a product perspective, the strongest growth was in the promotional products, apparel and gifts (PPAG) category, as well as business cards, marketing materials, packaging and signage. For the three and nine months ended March 31, 2023, holiday cards and invitations and announcements declined, particularly in the U.S. market, which had a more pronounced impact during our seasonally significant second quarter. For the three and nine months ended March 31, 2023, revenue growth was negatively impacted year over year by a decline in face mask sales of $1.7 million and $10.2 million, respectively, as well as lower revenue year over year of $2.1 million and $5.4 million, respectively, due to our planned exit from the Japanese market.

Segment Profitability

For the three months ended March 31, 2023, segment EBITDA increased by $34.9 million, through a combination of factors including revenue growth described above. Gross margins were flat year over year as inflationary cost pressures began to lessen and further price increases were implemented. In addition, advertising spend decreased $4.1 million year over year, as a result of increased efficiency and a reduction in spend in non-core categories. We also continue to test a higher mix of mid- and upper-funnel advertising spend compared to lower-funnel spend, which we believe should help us improve awareness and consideration with customers and prospects with less reliance on paid search advertising. We delivered some operating expense efficiencies this quarter, although the cost reduction implemented and announced in March did not materially benefit the quarter.

For the nine months ended March 31, 2023, segment EBITDA decreased by $36.9 million, due in part to cost inflation that had a larger net impact on our results during the first half of fiscal 2023. Product mix weighed on Vista's gross margins during the first half of fiscal year 2023, when we experienced the fastest growth in product categories like PPAG that have lower gross margins although higher average order values. Changes in currency exchange rates had a negative impact during the nine months ended March 31, 2023. Vista's advertising expense increased by $19.4 million year over year, driven by higher mid- and upper funnel advertising spend, mainly during the first half of fiscal 2023. Operating expenses also increased $3.0 million due to increased growth investments made last year, which we've fully lapped during the current quarter and were starting to be offset by cost reductions implemented in March 2023.

PrintBrothers

In thousands	Three Months Ended March 31,			Nine Months Ended March 31,		
	2023	2022	2023 vs. 2022	2023	2022	2023 vs. 2022
Reported Revenue	$ 139,569	$ 119,960	16%	$ 420,866	$ 383,011	10%
Segment EBITDA	15,886	12,392	28%	50,386	47,280	7%
% of revenue	*11 %*	*10 %*		*12 %*	*12 %*	

Segment Revenue

PrintBrothers' reported revenue growth for the three and nine months ended March 31, 2023 was negatively affected by currency impacts of 5% and 12%, respectively. When excluding the benefit from a small recent acquisition, organic constant-currency revenue growth was 22% and 21%, respectively. This strong performance was driven by growth in order volumes and price increases implemented to address inflationary cost increases.

Segment Profitability

Despite a challenging supply chain and inflationary environment, PrintBrothers' segment EBITDA for the three and nine months ended March 31, 2023 grew year over year, driven by the constant-currency revenue growth described above, as well as profit contribution from a business acquired in the last twelve months. Currency exchange fluctuations negatively impacted segment EBITDA year over year by $0.5 million and $4.4 million, for the three and nine months ended March 31, 2023, respectively. We continue to focus on key areas within these businesses to exploit scale advantages and improve their cost competitiveness. These businesses also continue to adopt technologies that are part of our mass customization platform, which we believe will further improve customer value and the efficiency of each business over the long term.

The Print Group

In thousands	Three Months Ended March 31,			Nine Months Ended March 31,		
	2023	2022	2023 vs. 2022	2023	2022	2023 vs. 2022
Reported Revenue	$ 85,504	$ 75,361	13%	$ 251,663	$ 238,311	6%
Segment EBITDA	13,589	11,923	14%	39,490	42,670	(7)%
% of revenue	*16 %*	*16 %*		*16 %*	*18 %*	

Segment Revenue

The Print Group's reported revenue for the three and nine months ended March 31, 2023 was negatively affected by a currency impact of 6% and 11%, respectively, resulting in an increase to revenue on a constant-currency basis of 19% and 17%, respectively. Constant-currency revenue growth was largely driven by price increases that have been implemented over the past year to address inflationary cost increases, as well as volume growth and increased order fulfillment for other Cimpress businesses.

Segment Profitability

The increase in The Print Group's segment EBITDA during the three months ended March 31, 2023, as compared to the prior year, was driven by the revenue growth described above, as well as gross margin improvements due to lower shipping costs and benefits from a higher mix of insourced order production. The decrease in The Print Group's segment EBITDA during the nine months ended March 31, 2023 as compared to the prior year was largely due to higher input costs that are impacted by supply chain disruptions and higher shipping and energy costs, which had a larger impact during the first half of fiscal 2023. For the three and nine months ended March 31, 2023, currency exchange fluctuations negatively impacted segment EBITDA year over year by $0.6 million and $4.4 million, respectively.

National Pen

In thousands	Three Months Ended March 31,			Nine Months Ended March 31,		
	2023	2022	2023 vs. 2022	2023	2022	2023 vs. 2022
Reported Revenue	$ 81,113	$ 72,243	12%	$ 283,400	$ 266,224	6%
Segment EBITDA	(3,336)	(898)	(271)%	20,150	22,653	(11)%
% of revenue	*(4)%*	*(1)%*		*7 %*	*9 %*	

Segment Revenue

For the three and nine months ended March 31, 2023, National Pen's revenue growth was negatively affected by currency impacts of 3% and 6%, respectively, resulting in constant-currency revenue growth of 15% and 12%, respectively. Constant-currency revenue growth was driven by price increases that have been implemented over the past year to address inflationary cost increases, as well as volume growth in new product categories that include bags and drinkware. Year-over-year revenue growth was negatively impacted by our planned exit from the Japanese market by approximately $2.6 million and $9.9 million for the three and nine months ended March 31, 2023, respectively, as well as the decline in face mask sales by approximately $1.2 million and $8.5 million, respectively.

Segment Profitability

The decrease in National Pen's segment EBITDA for the three and nine months ended March 31, 2023 was driven by negative currency impacts of $1.1 million and $6.5 million, respectively. During the third quarter of fiscal 2023, segment EBITDA was negatively impacted by contribution margin compression due to increased ad spend across direct mail and web channels, as well as unfavorable product mix shifts to newer product introductions. In addition, operating expenses increased due to higher tech spend and customer service costs driven by higher sales volumes. For the nine months ended March 31, 2023, segment EBITDA benefited from lower advertising spend during the first half of the year, as well as less pronounced impacts from product mix shifts during that same period.

All Other Businesses

In thousands	Three Months Ended March 31,			Nine Months Ended March 31,		
	2023	2022	2023 vs. 2022	2023	2022	2023 vs. 2022
Reported Revenue	$ 49,037	$ 48,486	1%	$ 160,862	$ 154,076	4%
Segment EBITDA	5,036	6,044	(17)%	16,620	17,199	(3)%
% of revenue	*10 %*	*12 %*		*10 %*	*11 %*	

This segment consists of BuildASign, which is a larger and profitable business, and Printi, an early-stage business that we have managed at a relatively modest operating loss as previously described and planned. This segment also included results from our recently divested YSD business that was completed during the third quarter of fiscal 2023.

Segment Revenue

All Other Businesses' constant-currency revenue growth was 1% and 4% during the three and nine months ended March 31, 2023, respectively. BuildASign generates the majority of revenue in this segment, and for the three months ended March 31, 2023 revenue was flat year over year and grew for the nine months ended March 31, 2023, with mixed performance by product line. Printi delivered solid revenue growth across product lines and channels due to price increases implemented over the past year.

Segment Profitability

The decrease in segment EBITDA for the three and nine months ended March 31, 2023 as compared to the prior comparative periods, was primarily due to lower gross margins driven by higher input costs that had a larger impact on BuildASign's home decor products, including increased labor and marketing costs.

During the fourth quarter of fiscal year 2022, we decided to divest our small, loss-making business in China (YSD), which is reported as part of this segment. Our loss was lower this quarter due to the decreased operating expenses as we prepared to divest the business, which was completed in early January 2023.

Central and Corporate Costs

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

During the fourth quarter of fiscal year 2022, we revised our internal reporting to reallocate certain third-party technology costs that were previously held within our Central and corporate costs to our Vista business. We have revised our presentation of all prior periods presented to reflect our revised segment reporting. Refer to Note 11 in our accompanying consolidated financial statements for additional details.

Central and corporate costs decreased by $1.6 million and $2.1 million during the three and nine months ended March 31, 2023, respectively, as compared to the prior periods, driven by favorability from unallocated share-based compensation due to changes in the mix of equity instruments and forfeitures from recent cost reduction actions. These decreases were partially offset by compensation increases as a result of our inflation-adjusted annual merit cycle and volume-related technology costs.

Liquidity and Capital Resources

Consolidated Statements of Cash Flows Data

In thousands	Nine Months Ended March 31,	
	2023	2022
Net cash provided by operating activities	$ 68,474	$ 131,716
Net cash used in investing activities	(108,351)	(48,627)
Net cash used in financing activities	(125,766)	(98,746)

The cash flows during the nine months ended March 31, 2023 related primarily to the following items:

Cash inflows:

- Adjustments for non-cash items of $309.7 million primarily related to adjustments for depreciation and amortization of $121.6 million, deferred taxes of $116.0 million, share-based compensation costs of $31.4 million, and unrealized currency-related losses of $25.5 million.

Cash outflows:

- Net loss of $213.1 million
- Exercise of PrintBrothers' and BuildASign minority equity interest holders' put options for $95.6 million; refer to Note 10 in the accompanying consolidated financial statements for additional details
- Total net working capital impacts of $28.1 million were a use of cash, primarily due to timing impacts from unfavorable changes to accounts payable, partially offset by an inflow from accrued expenses driven by an increase in restructuring-related accruals of $15.3 million. Refer to Note 13 in the accompanying consolidated financial statements for additional details.
- Internal and external costs of $44.2 million for software and website development that we have capitalized
- Capital expenditures of $37.5 million of which the majority related to the purchase of manufacturing and automation equipment for our production facilities
- Purchase of held-to-maturity securities for $23.9 million, net of maturities
- Repayments of debt, net of proceeds from debt, for $9.7 million
- Payments for finance lease arrangements of $6.0 million
- Payment of withholding taxes in connection with share awards of $3.8 million
- $3.7 million of distributions to noncontrolling interest holders

Additional Liquidity and Capital Resources Information. At March 31, 2023, we had $115.0 million of cash and cash equivalents, $74.8 million of marketable securities and $1,710.2 million of debt, excluding debt issuance costs and debt premiums and discounts. During the nine months ended March 31, 2023, we financed our operations and strategic investments through internally generated cash flows from operations and cash on hand. We expect to finance our future operations through our cash, investments, operating cash flow and borrowings under our debt arrangements.

In light of our recently implemented cost savings measures and our expectation of continued profitability expansion and cash flow generation, we expect our liquidity to increase in the fourth quarter of fiscal year 2023 and in fiscal year 2024. We have historically used excess cash and cash equivalents for organic investments, share repurchases, acquisitions and equity investments, and debt reduction. We remain committed to reducing our net leverage through a combination of increased profits and lower net debt in line with the detailed plan we outlined in our investor update on March 24, 2023. Therefore, through fiscal year 2024 we expect capital allocation beyond current levels of organic investment to favor net debt reduction, which could include repurchases of our 7.0% Senior Notes due 2026.

Indefinitely Reinvested Earnings. As of March 31, 2023, a portion of our cash and cash equivalents were held by our subsidiaries, and undistributed earnings of our subsidiaries that are considered to be indefinitely reinvested were $53.7 million. We do not intend to repatriate these funds as the cash and cash equivalent balances are generally used and available, without legal restrictions, to fund ordinary business operations and investments of the respective subsidiaries. If there is a change in the future, the repatriation of undistributed earnings from certain subsidiaries, in the form of dividends or otherwise, could have tax consequences that could result in material cash outflows.

Contractual Obligations

Contractual obligations at March 31, 2023 are as follows:

In thousands	Payments Due by Period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Operating leases, net of subleases (1)	$ 80,970	$ 23,915	$ 29,538	$ 7,936	$ 19,581
Purchase commitments	205,974	130,133	74,924	917	—
Senior unsecured notes and interest payments	747,000	42,000	84,000	621,000	—
Senior secured credit facility and interest payments (2)	1,497,863	89,310	181,419	170,739	1,056,395
Other debt	7,678	2,977	4,127	574	—
Finance leases, net of subleases (1)	32,256	6,117	9,085	3,168	13,886
Total (3)	$ 2,571,741	$ 294,452	$ 383,093	$ 804,334	$ 1,089,862

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

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

(3) We may be required to make cash outlays related to our uncertain tax positions. However, due to the uncertainty of the timing of future cash flows associated with our uncertain tax positions, we are unable to make reasonably reliable estimates of the period of cash settlement, if any, with the respective taxing authorities. Accordingly, uncertain tax positions of $9.6 million as of March 31, 2023 have been excluded from the contractual obligations table above. See Note 9 in our accompanying consolidated financial statements for further information on uncertain tax positions.

Operating Leases. We rent manufacturing facilities and office space under operating leases expiring on various dates through 2037. The terms of certain lease agreements require security deposits in the form of bank guarantees and letters of credit, with $1.5 million in the aggregate outstanding as of March 31, 2023.

Purchase Commitments. At March 31, 2023, we had unrecorded commitments under contract of $206.0 million. Purchase commitments consisted of third-party cloud services of $79.4 million; inventory, third-party fulfillment and digital service purchase commitments of $79.2 million; software of $16.9 million; advertising of $10.1 million; production and computer equipment purchases of $2.5 million; commitments for professional and consulting fees of $3.5 million; and other unrecorded purchase commitments of $14.4 million.

Senior Secured Credit Facility and Interest Payments. As of March 31, 2023, we have borrowings under our Restated Credit Agreement of $1,102.5 million consisting of the Term Loan B, which amortizes over the loan period, with a final maturity date of May 17, 2028. Our $250.0 million Revolving Credit Facility under our Restated Credit Agreement has $244.0 million unused as of March 31, 2023. There are no drawn amounts on the Revolving Credit Facility, but our outstanding letters of credit reduce our unused balance. Our unused balance can be drawn at any time so long as we are in compliance with our debt covenants and if any loans made under the Revolving Credit Facility are outstanding on the last day of any fiscal quarter, then we are subject to a financial maintenance covenant that the First Lien Leverage Ratio (as defined in the Restated Credit Agreement) calculated as of the last day of such quarter shall not exceed 3.25 to 1.00. Any amounts drawn under the Revolving Credit Facility will be due on May 17, 2026. Interest payable included in the above table is based on the interest rate as of March 31, 2023 and assumes all LIBOR-based revolving loan amounts outstanding will not be paid until maturity but that the term loan amortization payments will be made according to our defined schedule.

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

Debt Covenants. The Restated Credit Agreement and the indenture that governs our 7.0% Senior Notes due 2026 contain covenants that restrict or limit certain activities and transactions by Cimpress and our subsidiaries. As of March 31, 2023, we were in compliance with all covenants under our Restated Credit Agreement and the indenture governing our 2026 Notes. Refer to Note 8 in our accompanying consolidated financial statements for additional information.

Other Debt. In addition, we have other debt which consists primarily of term loans acquired through our various acquisitions or used to fund certain capital investments. As of March 31, 2023, we had $7.7 million outstanding for those obligations that have repayments due on various dates through March 2027.

Finance Leases. We lease certain machinery and plant equipment under finance lease agreements that expire at various dates through 2028. The aggregate carrying value of the leased equipment under finance leases included in property, plant and equipment, net in our consolidated balance sheet at March 31, 2023 is $28.8 million, net of accumulated depreciation of $36.9 million. The present value of lease installments not yet due included in other current liabilities and other liabilities in our consolidated balance sheet at March 31, 2023 amounts to $37.1 million.

Other Obligations. In February 2023, we made a $6.8 million deferred payment for our Depositphotos acquisition, resulting in no outstanding acquisition-related deferred liabilities as of March 31, 2023.

Additional Non-GAAP Financial Measures

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

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

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

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

The table below sets forth operating income and adjusted EBITDA for the three and nine months ended March 31, 2023 and 2022:

In thousands	Three Months Ended March 31,		Nine Months Ended March 31,	
	2023	2022	2023	2022
GAAP operating (loss) income	$ (12,197)	$ (28,437)	$ 3,414	$ 74,483
Exclude expense (benefit) impact of:				
Depreciation and amortization	39,751	43,651	121,567	133,397
Share-based compensation expense	7,242	12,704	29,264	36,215
Certain impairments and other adjustments	(549)	277	1,982	(3,216)
Restructuring-related charges	30,115	3,420	43,142	3,418
Realized gains (losses) on currency derivatives not included in operating (loss) income (1)	4,783	2,011	26,553	(987)
Adjusted EBITDA	$ 69,145	$ 33,626	$ 225,922	$ 243,310

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(1) These realized gains (losses) include only the impacts of certain currency derivative contracts that are intended to hedge our exposure to foreign currencies for which we do not apply hedge accounting. See Note 4 in our accompanying consolidated financial statements for further information.

The table below sets forth net cash provided by operating activities and adjusted free cash flow for the nine months ended March 31, 2023 and 2022:

In thousands	Nine Months Ended March 31,	
	2023	2022
Net cash provided by operating activities	$ 68,474	$ 131,716
Purchases of property, plant and equipment	(37,486)	(42,142)
Capitalization of software and website development costs	(44,181)	(49,875)
Adjusted free cash flow	$ (13,193)	$ 39,699

Item 3. *Quantitative and Qualitative Disclosures About Market Risk*

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

As of March 31, 2023, our cash and cash equivalents consisted of standard depository accounts which are held for working capital purposes, money market funds, and marketable securities with an original maturity of less than 90 days. We do not believe we have a material exposure to interest rate fluctuations related to our cash and cash equivalents.

As of March 31, 2023, we had $1,103 million of variable-rate debt. As a result, we have exposure to market risk for changes in interest rates related to these obligations. In order to mitigate our exposure to interest rate changes related to our variable rate debt, we execute interest rate swap contracts to fix the interest rate on a portion of our outstanding or forecasted long-term debt with varying maturities. As of March 31, 2023, a hypothetical 100 basis point increase in rates, inclusive of the impact of our outstanding interest rate swaps that are accruing interest as of March 31, 2023, would result in a $7.7 million impact to interest expense over the next 12 months.

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

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

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

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

- *Translation of our non-U.S. dollar assets and liabilities*: Each of our subsidiaries translates its assets and liabilities to U.S. dollars at current rates of exchange in effect at the balance sheet date. The resulting gains and losses from translation are included as a component of accumulated other comprehensive loss on the consolidated balance sheet. Fluctuations in exchange rates can materially impact the carrying value of our assets and liabilities. We have currency exposure arising from our net investments in foreign operations. We enter into currency derivatives to mitigate the impact of currency rate changes on certain net investments.

- *Remeasurement of monetary assets and liabilities:* Transaction gains and losses generated from remeasurement of monetary assets and liabilities denominated in currencies other than the functional currency of a subsidiary are included in other income, net, on the consolidated statements of operations. Certain of our subsidiaries hold intercompany loans denominated in a currency other than their functional currency. Due to the significance of these balances, the revaluation of intercompany loans can have a material impact on other income, net. We expect these impacts may be volatile in the future, although our largest intercompany loans do not have a U.S. dollar cash impact for the consolidated group because they are either 1) U.S. dollar loans or 2) we elect to hedge certain non-U.S. dollar loans with cross-currency swaps and forward contracts. A hypothetical 10% change in currency exchange rates was applied to total net monetary assets denominated in currencies other than the functional currencies at the balance sheet dates to compute the impact these changes would have had on our income before taxes in the near term. The balances are inclusive of the notional value of any cross-currency swaps designated as cash flow hedges. A hypothetical decrease in exchange rates of 10% against the functional currency of our subsidiaries would have resulted in a change of $12.0 million and $24.8 million on our (loss) income before income taxes for the three and nine months ended March 31, 2023.

Item 4. *Controls and Procedures*

Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2023. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, or the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of March 31, 2023, our chief executive officer and chief financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

There were no significant changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the three months ended March 31, 2023 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 6. *Exhibits and Financial Statement Schedules*

Exhibit No.	Description
10.1	Second Amended and Restated Executive Retention Agreement between Cimpress plc and Robert Keane dated February 20, 2023 is incorporated by reference to our Current Report on Form 8-K filed with the SEC on February 23, 2023
10.2	Form of Amended and Restated Executive Retention Agreement between Cimpress plc and each of Sean Quinn and Maarten Wensveen is incorporated by reference to our Current Report on Form 8-K filed with the SEC on February 23, 2023
10.3	Executive Retention Agreement between Cimpress plc and Florian Baumgartner dated February 1, 2023 is incorporated by reference to our Current Report on Form 8-K filed with the SEC on February 23, 2023
10.4	Employment Agreement between Cimpress Deutschland GmbH and Florian Baumgartner dated July 10, 2019
10.5	Amendment to Employment Agreement between Cimpress Deutschland GmbH and Florian Baumgartner dated January 1, 2021
31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, Rule 13a-14(a)/15d-14(a), by Chief Executive Officer
31.2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, Rule 13a-14(a)/15d-14(a), by Chief Financial Officer
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by Chief Executive Officer and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

April 27, 2023 Cimpress plc

By: /s/ Sean E. Quinn

Sean E. Quinn
Chief Financial Officer
(Principal Financial and Accounting Officer)

CIMPRESS DEUTSCHLAND GMBH EMPLOYMENT AGREEMENT

THIS EMPLOYMENT AGREEMENT is entered by and between **Cimpress Deutschland GmbH** incorporated and registered in Germany with company number HRB 115906 B whose registered office is at Salzufer 6, 10587 Berlin ("Company") and Florian Baumgartner domiciled in Germany ("Employee"), and dated as of the last signature of the Parties below.

1. **Title; Duties**. Employee shall initially serve Company as Executive Vice President and President, International, of Vistaprint, a business unit of Cimpress N.V., reporting to Vistaprint's Chief Executive Officer. This role shall consist of oversight of and responsibility for all of Vistaprint's lines of business (LOBs) other than those in North America, including Germany, France, UK, "rest of Europe", Australia-New Zealand, Japan and India. The leaders of those LOBs shall report to Employee and, in turn, be responsible for strategy, structure, budgets, people, financial outcomes and customer satisfaction of their respective LOBs.

   Company reserves the right to assign, temporarily or permanently, different tasks and functions of an equal nature to Employee which are compatible with Employee's qualifications and experience.

2. Salary and Bonus.

2.1 **Base salary.** Employee's initial base salary shall be EUR 500.000 gross per annum, which will be paid in monthly amounts of EUR 41.666.67. Employee's salary shall accrue from day to day and be payable in arrears in accordance with established monthly payroll practices.

2.2 **Annual Bonus.** Employee is initially eligible to participate in an annual bonus plan in the target amount of EUR 100.000 gross per annum, as further detailed in and subject to the terms and conditions set forth in **Exhibit 1** to this Agreement.

2.3 **Sign-on bonus.** Employee is eligible to a sign on bonus in the amount of EUR 135,000 gross. Company shall pay such sign on bonus in two equal instalments, with the first instalment payable as part of Company's first regular payroll run following the Commencement Date and the second instalment payable, subject to Employee's continuing employment with Company in good standing, as part of Company's first regular payroll run following Employee's completion of four (4) full months of employment.

2.4 **Cash Retention Bonus.** Subject to vesting that is based on Employee's continuing employment with Company in good standing, Employee is eligible to earn and be paid a cash retention bonus which totals USD $800,000 gross over a four-year period. Vesting shall occur in 25% (i.e, USD $200,000) instalments on each of the first four anniversaries of Employee's Commencement Date, as defined in Section 7.1 below. If a cash retention bonus instalment becomes earned and payable, Company will pay the cash retention bonus instalment to Employee, less all applicable taxes and withholdings, as part of the next feasible payroll cycle following the respective instalment vesting date. If Employee's employment with Company ceases for any reason before an instalment vesting date, Employee will not have earned all or any portion of the instalment amount associated with such vesting date and Employee will not be entitled to any pro-rated or otherwise partial payment of the instalment that would have become earned and payable had Employee's employment continued in good standing through such instalment vesting date.

2.5 **PSUs.** Employee will be eligible to participate in the Cimpress N.V.'s 2016 Performance Equity Plan, as amended (the "Plan") of performance share units ("PSUs") having a value of USD $1,200,000. Each PSU represents a right to receive between 0 and 2,5 Cimpress N.V. ordinary shares upon the satisfaction of both service-based vesting over four years and performance conditions relating to the compound annual growth rate ("CAGR") of the three-year moving average ("3YMA") of the daily closing share price of Cimpress N.V.'s ordinary shares. Performance conditions shall be measured each year between the fourth and eighth year until the first year in which the performance condition is achieved. The minimum 3YMA CAGR shall be 9% for measurement dates from the fourth to seventh year and shall be 7% for the eighth year.

While this paragraph is a general description of such PSU award, the PSU award will at all times be subject to all terms, vesting schedules, performance conditions, limitations, restrictions, and termination provisions set forth in the Plan and in the separate PSU agreement that Executive will sign or accept electronically to evidence the award of such PSUs.

2.6 **Future LTI.** Employee will be eligible to receive annual long-term incentive ("LTI") awards commencing with vesting that starts on Vistaprint's 2021 fiscal year (which for avoidance of doubt starts on 1 July 2020). The LTI vehicle or vehicles underlying such awards will be determined by the Board of Directors or responsible officers of Cimpress N.V., and may include (i) PSUs, (ii) a newly-designed Cimpress-wide LTI compensation program and/or a newly-designed Vistaprint specific LTI compensation program that has economic incentive (upside & downside) characteristics that are broadly similar to PSUs, or(iii) a combination of the two.

Company currently anticipates that such annual LTI awards to Employee will have an annual value of approximately USD $1.4 million, but the decision to grant such awards to Employee and the amount of any such awards will be determined by Cimpress N.V. in its sole discretion, based on factors including Employee's performance, Employee's employment status, and future changes in Cimpress N.V.'s LTI compensation philosophy, practices and programs, among others.

2.7 Company shall pay all compensation owed to Employee under this Agreement subject to all applicable taxes and withholdings.

2.8 Employee agrees to receive all his payslips in a non-alterable electronic format via either his personal vistaprint.com email address or his personal email address and the internet connection of his choice. Employee shall notify this personal email address to the HR contact within 5 days as from the start date of employment. Employee shall also be obliged to maintain an account with a German bank/savings bank and to notify Company of the account data in question.

2.9 Company may deduct from the salary, or any other sums owed to Employee, any money owed to Company and/or any Group Company by Employee In compliance with the regulations regarding the exemption from attachment of earned income pursuant to Sections 850 seq. Code of Civil Procedure Act. For purposes of this Agreement, a "Group Company" is any entity that is now or hereafter directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, Company (where, for these purposes, "control" and its correlates mean the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of an entity, whether through the ownership of voting securities, by contract or otherwise).

3. Holidays.

3.1 Employee is entitled to the statutory minimum leave of 20 working days per calendar year on the basis of a five-day working week. Company also grants Employee a holiday entitlement of five **additional** working days per calendar year on the basis of a five-day working week ("Additional Holiday"). Company's annual leave year runs between 1 January and 31 December.

3.2 Employee shall obtain his supervisor's prior approval before taking holiday days and Company's business interests shall be taking into due account.

3.3 If the employment relationship starts or terminates during the calendar year, the Additional Holiday is only granted on a pro-rata basis for each full month of employment. Compensation upon termination of this Agreement is excluded for the Additional Holiday.

3.4 The Additional Holiday must be taken during the current calendar year. Transfer to the next calendar year is only permitted if urgent operational reasons or reasons specific to the individual justify this. With effect of March 31 of the following year (transfer period), the Additional Holiday forfeits without compensation.

3.5 The first purpose of granting vacation leave during a calendar year is to satisfy the statutory minimum vacation entitlement.

4. Time Commitment. Employee's normal working hours shall be 40 hours per week on Mondays to Fridays and such additional hours as are necessary for the proper performance of his duties or if requested by Company up to the maximum daily/weekly hours permitted under the mandatory statutory laws on working hours. The remuneration set out in Section 2 shall settle the entire work including any overtime work pursuant to this Section 4.

5. Place of Work. Employee's normal place of work is Munich. Company shall be responsible for and bear all costs and expenses relating to procuring and maintaining office space and related furnishings and equipment for Employee's use in Munich during the term of this Agreement. Company also reserves the right to transfer Employee to another place of work within the Federal Republic of Germany temporarily or permanently.

6. Business Travel.

6.1 During this Agreement, Employee shall be required to frequently go on business travel within the Federal Republic of Germany and abroad. The number, the duration in question and the destination of the business trips shall be based on Company's requirements.

6.2 Notwithstanding the provision set out in Section 5, the operational circumstances can also necessitate a temporary activity lasting up to 4 weeks with a branch at another location or with another company or with a customer or supplier, as the case may be, which can be reasonably expected of Employee.

6.3 Employee's business travel shall be conducted according to the travel and expense guidelines of Company as amended from time to time by Company; provided, however, notwithstanding such guidelines, Employee shall be permitted to book airline travel at business class fares for flights of 6 hours or more in duration.

6.4 The claim to reimbursement of travel expenses shall expire if it is not presented to Company in writing or electronically and reimbursement is not applied for within three months of the end of the business trip.

7. Term of Employment

7.1 **Commencement Date.** This Agreement shall commence on 1 November 2019 (the "Commencement Date"); provided, however, if Employee is able to start employment with Company at an earlier date and Employee and Company mutually agree on an early start date in writing. then such earlier start date shall constitute the "Commencement Date" hereunder.

7.2 **Probationary Period.** This Agreement is subject to a probationary period of six months during which either Party can terminate this Agreement upon giving to the other two weeks' notice in writing. If Company terminates Employee's employment by letter of notice to Employee issued during the probation period, Company shall pay Employee a one-time severance payment in a gross amount equal to EUR 300.000 gross; provided, however, that Company shall not be obligated to make such severance payment if Company terminates Employee's employment during the probationary period on grounds that constitute Cause as defined in **Exhibit 2** to this Agreement.

7.3 **Notice.** After the probationary period, the employment relationship may be terminated by written notice by either party, subject to a notice period of three (3) months to the end of the calendar month. Any statutory or other prolongation of the notice period which applies for Company shall also apply if Employee gives notice of termination, The employment relationship shall automatically terminate without a notice being required by the end of the month in which the Employee reaches the age limit of the statutory pension insurance. The right to terminate this Agreement for cause and without notice remains unaffected for both parties.

7.4 Neither Company nor Employee shall be entitled to terminate the employment relationship prior to Commencement Date.

7.5 No employment with a previous employer counts towards Employee's period of continuous employment with Company.

8. Duties

8.1 As condition precedent to the effectiveness of this Agreement, Employee agrees with and has signed and dated the provisions set forth in all Exhibits as well as the Non-Competition and Non Solicitation Agreement and the Invention and Non-Disclosure Agreement attached hereto.

8.2 Unless prevented by incapacity, Employee shall devote the whole of his work time, attention and abilities to the business of Company and Group Company.

8.3 Employee shall strictly comply with and adhere to all regular and applicable rules of the Company and Group Company, including but not limited to the global compliance policies such as the Business Code of Conduct, Gifts, entertainment and anti-bribery, Harassment and Insider Trading policies as well as the Acceptable Use Policy regarding the use of Company's network, software, e-mail and internet. These policies shall be applicable during the term of this Agreement as well as after termination to the extent that said policies have post-contractual effect.

8.4 Any changes in personal data (for instance, name, marital status, address, tax class, tax allowances) are to be notified to Company without delay.

9. Incapacity. Subject to Employee's compliance with the relevant requirements, Employee shall receive statutory sick pay due in accordance with applicable legislation under the German Continuation of Remuneration Act (Entgeltfortzahlungsgesetz).

10. Garden Leave. Following service of notice to terminate this Agreement by either Party, or if Employee purports to terminate the Agreement in breach of contract, Company may by written notice, in case of existence of interest warranting protection, to place Employee on garden leave with pay and continuous benefits, for the whole or part of the remainder of the Agreement. Company may exclude Employee from any premises of Company or any Group Company and Company may require Employee not to contact or deal with (or attempt to contact or deal with) any officer, employee, consultant, client, customer, supplier, agent, distributor, shareholder, adviser or other business contact of Company or any Group Company, excluding contacts which are of private nature. Employee's duty not to compete pursuant to section 60 of the German Commercial Code remains unaffected during garden leave.

11. Obligations on termination.

11.1 On termination of this Agreement for any reason Employee shall:

(a) immediately deliver to Company all books, materials, files, documents, records, correspondence, papers and information, and copies thereof, on whatever media and wherever located, relating to the business or affairs of Company and any Group Company or its business contacts, any keys, credit card, equipment (including, but not limited to, computer hardware, software and printers, wireless handheld devices, cellular phones, pagers, etc.) and any other property of Company and any Group Company including any car provided to the Employee (if any), which is in his possession or under his control;

(b) immediately deliver to Company all Vistaprint building badges and any similar identification, and any other Vistaprint-owned or Vistaprint-leased property in his possession or control leaving intact all electronic Vistaprint documents, records and files, including but not limited to those that he developed or helped to develop during his employment with Vistaprint;

(c) have cancelled all accounts for his benefit, if any, in Vistaprint's name, including but not limited to, credit cards, telephone charge cards, cellular phone and/or pager accounts and computer accounts;

(d) have transferred to Vistaprint all rights in and control over (including all logins, passwords and the like) any and all accounts, social media accounts, subscriptions and/or registrations, electronic or otherwise, that he opened and/or maintained in his own name, but on behalf of or for the benefit of Vistaprint, during the course of his employment and not to access or do anything that may directly or indirectly inhibit or prevent Vistaprint from accessing any and all of these accounts, social media accounts, subscriptions and/or registrations;

(e) after complying with (b) above (if applicable) irretrievably delete any information relating to the business of Vistaprint stored on any personal magnetic or optical disk or personal memory or device and all matter derived from such sources which is in his possession or under his control; and

(f) provide a signed statement that he has complied fully with his obligations under this Section 11 together with such reasonable evidence of compliance as Company may request.

11.2 In the event that any transfers referred to in Section 11.1(f) above have not been fully effected as of the last day of his employment with Company, Employee shall execute, after termination date, such instruments and other documents and take such other steps as Company may reasonably request from time to time in order to complete the transfer of any such accounts, subscriptions and/or registrations.

12. Disciplinary and grievance procedures. Company may suspend Employee with pay from any or all of his duties during any period in which Company is investigating any disciplinary matter involving Employee or while any disciplinary procedure against Employee is outstanding. During any period of suspension, Company may require Employee not to contact or deal with (or attempt to contact or deal with) any officer, employee, consultant, client, customer, supplier, agent, distributor, shareholder, adviser or other business contact of Company or any Group Company, excluding contacts which are of private nature. Employee's duty not to compete pursuant to section 60 of the German Commercial Code remains unaffected during periods of suspension.

13. Side activities. During the employment relationship all other activities for remuneration as well as activities that normally entitle Employee to remuneration, including any part-time work or self employed work, are prohibited unless permitted below or Company otherwise has explicitly given its prior consent by declaration in textual form. Company will grant such consent if its business interests are not affected by the other activities of Employee. Company may grant such consent upon conditions or for a fixed term as well as revocable including the possible reasons for revocation. Employee shall apply for such consent by declaration in textual form and provide all necessary data regarding the activities, in particular nature, place and duration, in due time before the beginning of the other activities. Employee is expressly permitted to continue his existing activities as general manager of an investment GmbH provided that such activities do not impair Employee's ability to satisfy his time commitment obligations set forth in Section 4 above.

14. Forfeiture. Claims of Employee and of Company stemming from the employment relationship and claims connected with the employment relationship shall forfeit if they are not claimed in textual form against the other contractual party within three months after their due date. This shall not apply to those claims for liability for intentional or grossly negligent behaviour and in case of a culpable damage to life, body or health, as well as for claims which must not be waived by contractual agreement, such as claims for payment of the statutory minimum wage.

15. Entire agreement

15.1 This Agreement and any document referred to in Section 8.1 constitutes the whole agreement between the parties and supersedes all previous discussions, correspondence, negotiations, arrangements, understandings and agreements between them. Each party acknowledges that in entering into this Agreement it has not relied on and shall have no remedy in respect of any undertaking, promise, assurance, statement, representation, warranty or understanding (whether in writing or not) of any person (whether party to this Agreement or not) relating to Employee's employment under this Agreement which is not expressly set out in this

Agreement or any documents referred to in it. The schedule to this Agreement form part of (and are incorporated into) this Agreement.

16. Miscellaneous

16.1 **Counterparts.** This Agreement may be executed in any number of counterparts, each of which, when executed, shall be an original, and all the counterparts together shall constitute one and the same instrument.

16.2 **Third party rights.** No person other than a party to this Agreement may enforce any of its terms.

16.3 **Governing law and jurisdiction.** This Agreement and any dispute or claim arising out of or in connection with it or its subject matter or formation (including non-contractual disputes or claims) shall be governed by and construed in accordance with the law of the Federal Republic of Germany The parties irrevocably agree that the courts of Federal Republic of Germany shall have exclusive jurisdiction to settle any dispute or claim that arises out of or in connection with this Agreement or its subject matter or formation (including non-contractual disputes or claims).

16.4 **Written Form.** Amendments or additions to this contract of employment require the written form to be valid unless they are based on an individual agreement between the parties. This also applies to the abolition of the written form requirement. This means that claims on the basis of existing company practice cannot arise.

16.5 **Salvatory Clause.** Should individual provisions of this employment contract be or become invalid or impracticable in whole or in part, this shall not affect the validity of the remaining provisions. In lieu of the ineffective provision, a provision will apply that, in permissible manner, comes closest to the original intention. The same applies to regulatory gaps.

CIMPRESS DEUTSCHLAND GMBH EMPLOYMENT AGREEMENT

This Agreement has been entered into on the last date stated below.

Signed by Sean Quinn for and on behalf of Cimpress Deutschland GmbH	/s/Sean Quinn Director/Authorized Signatory Date: 8 July 2019
Signed by Florian Baumgartner	/s/Florian Baumgartner Date: 10 July 2019

CIMPRESS DEUTSCHLAND GMBH EMPLOYMENT AGREEMENT

EXHIBIT 1
ANNUAL BONUS

Employee is initially eligible to participate in an annual bonus plan in the target amount of EUR 100.000 gross per annum. Except as set forth below, the actual bonus payout amount (as a percentage of the target amount) will determined based on achievement against performance metrics established for the given fiscal year in advance by Cimpress N.V. and/or Vistaprint's Chief Executive Officer, and any bonus pay-out due to Employee shall be paid through Company's regular payroll within a reasonable time following the close of Vistaprint's fiscal year.

- For Vistaprint's 2020 fiscal year (which ends 30 June 2020), (i) the bonus target amount will be prorated based on Employee's start date; (ii) the bonus payout amount will be fixed at 100% of the target amount; and (iii) payout will be made through Company's regular payroll runs and paid in equal monthly instalments over the course of Vistaprint's 2020 fiscal year.
- For Vlstaprint's 2021 fiscal year (which ends 30 June 2021), the payout amount will be determined based on achievement against full-fiscal-year performance metrics and may exceed 100% of the target amount, <u>provided</u>, <u>however</u>, that in no event shall such payout amount be fixed at a level less than 50% of the target amount.

The applicable bonus' terms, conditions and parameters are determined and re-assessed by Company on an annual basis, using equitable discretion within the meaning of section 315 of the German Civil Code (Bürgerliches Gesetzbuch), and all bonus payments are granted by Company at its sole discretion.

The decision as to whether Company will proceed beyond Vistaprint's 2021fiscal year with the annual bonus plan as set out in this Exhibit 1 or a comparable bonus plan shall be made on a voluntary basis. There is no future legal entitlement to a participation in the annual bonus plan and to receive corresponding bonus payments even if Company repeatedly pays the bonus unconditionally. Respectively, Company also reserves the right to decide each year anew whether or not and to what extent Employee shall be enabled to participate in the annual bonus program.

- Subject to the immediately preceding paragraph, details of performance metrics and achievement curves beyond Vistaprint's 2021 fiscal year will be established in the future, and annual bonus plans will typically have a range from 0% to 200%, based on full-fiscal year performance.

Except for the bonus target amounts guaranteed in Vistaprint's 2020 and 2021 fiscal years as set forth above, Company shall have the right to withdraw the promise regarding the participation in the annual bonus plan for the future entirely or partially *(Widerrufsvorbehalt),* if objective business or individual reasons for such a withdrawal exist, in particular such as a negative development of the business of Company, including, but not limited to a decline in turnover and/or profits, investment requirements and failure to meet business targets or a bad performance and wrongful behavior of Employee, and if such withdrawal is just and reasonable considering the Employee's interests and reasons if the total remuneration of the employee is reduced by less than 25%.

In the event of a termination of the Employment Agreement in the course of a fiscal year, Employee shall be entitled to payment on a pro-rated base.

CIMPRESS DEUTSCHLAND GMBH EMPLOYMENT AGREEMENT

EXHIBIT 2
DEFINITION OF "CAUSE"

For purposes of this Agreement, "Cause" means "means Employee's (i) wilful failure to substantially perform his duties (other than any such failure resulting from incapacity due to physical or mental illness), (ii) willful misconduct or gross negligence related to his her employment with Company, (iii) commission of any crime involving harassment, moral turpitude, fraud, misappropriation or embezzlement, (iv) breach of this Agreement or any confidentiality or restrictive covenant agreement with Company, (v) failure to comply with any material provision of any written policy or rule of Company, as may be in effect from time to time, or (vi) engagement in any act or failure to act that is so serious in its nature or extent that it would justify immediate dismissal under applicable law.

<u>AMENDMENT TO THE EMPLOYMENT AGREEMENT</u>

This Amendment to Employment Agreement (this "<u>Amendment</u>") is made effective 1 January 2021 (the "<u>Effective Date</u>") between Florian Baumgartner domiciled in Germany ("<u>Employee</u>") and Cimpress Deutschland GmbH incorporated and registered in Germany with company number HRB 115906 B whose registered office is at Salzufer 6, 10587 Berlin ("<u>Company</u>"). Employee and Company agree that this Amendment amends the Employment Agreement between Employee and Company dated 10 July 2019 (as amended from time to time, the "<u>Employment Agreement</u>") effective as of the Effective Date.

WHEREAS, Employee is Executive Vice President and President, International within the Vistaprint business unit of Cimpress plc ("<u>Cimpress</u>"), reporting to Vistaprint's CEO. Given Employee's role, Employee is a member of the Vistaprint Executive Team (the "<u>VET</u>").

WHEREAS, Vistaprint's CEO offers all VET members the opportunity to participate in a voluntary Salary for RSU Program (the "<u>Program</u>"), pursuant to which each VET member may elect to reduce his or her current cash base salary for the duration of 4 years, and in exchange, receive a one-time Cimpress restricted share unit award having a grant value equal to the cumulative reduction amount.

WHEREAS, Employee has requested to participate in the Program, and Company and Employee therefore desire to amend the Employment Agreement in order to implement the agreed upon terms and conditions surrounding Employee's voluntary participation in the Program, as set forth below.

NOW, THEREFORE, in consideration of the agreements, covenants, promises and releases contained herein and such other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Section 2 of the Employment Agreement shall be and hereby is amended by adding a new Section 2.10 immediately after Section 2.9, which Section 2.10 shall read in its entirety as follows:

2.10 **Salary for RSU Program.** Notwithstanding Section 2.1 above, Employee's salary during the Program Period (as defined below) shall not be paid in accordance with Section 2.1 but instead shall be paid in accordance with the terms and conditions set forth on **Exhibit 3** to this Agreement. Following the end of the Program Period, Employee's salary shall revert to being paid in accordance with Section 2.1 above (plus any merit or other salary increases provided during the Program Period) and neither this Section 2.10 nor such Exhibit 3 shall have any further force or effect. For purposes of this Agreement, "<u>Program Period</u>" means the period commencing 1 January 2021 (the "<u>Salary Reduction Start Date</u>") and ending 31 December 2024 (the "<u>Salary Reduction End Date</u>").

2. The Employment Agreement shall be and hereby is amended by adding an **Exhibit 3** immediately following Exhibit 2, which Exhibit 3 shall be the same as **Exhibit 3** to this Amendment.

3. Employee confirms that he (i) received the Cimpress Disclosure of Risks document attached as Schedule 1 hereto (and the weekly bookings report referenced therein) before deciding to participate in the Program and enter into this Amendment, and (ii) has carefully read and fully understands the content of such Disclosure of Risks document and the weekly bookings report.

4. Employee freely and without any type of coercion agrees to the amendments outlined in this Amendment. Employee has been advised to seek legal and tax advice before signing this Amendment. Company and Employee acknowledge and agree that, except as amended herein, the Employment Agreement shall be unaffected and shall remain in full force and effect.

5. This Amendment contains and constitutes the entire understanding and agreement between the parties hereto with respect to the subject matter hereof and cancels all previous oral and written negotiations, agreements, commitments and writings in connection therewith.

6. This Amendment and any dispute or claim arising out of or in connection with it or its subject matter or formation (including non-contractual disputes or claims) shall be governed by and construed in accordance with the law of the Federal Republic of Germany. The parties electronically transmitted signatures shall be effective to bind them to this Amendment.

IN WITNESS WHEREOF, the parties have executed this Amendment to Employment Agreement as of the Effective Date set forth above.

CIMPRESS DEUTSCHLAND GMBH

By: /s/Robert S. Keane	/s/Florian Baumgartner
Name: Robert Keane	Florian Baumgartner
Title: Managing Director	

EXHIBIT 3

Employee’s Salary and RSU Awards During Program Period

1. During the Program Period, Employee’s initial base salary shall be EUR 72,000 gross per annum, which will be paid in monthly amounts of EUR 6,000. Employee's salary shall accrue from day to day and be payable in arrears in accordance with established monthly payroll practices.

2. In consideration of the agreed-upon reduced salary set forth in clause 1 above, Cimpress will grant Employee a one-time Cimpress restricted share unit (RSU) award on or about the Salary Reduction Start Date (the “RSU Award”). The RSU Award will have a grant value equal to EUR 2,112,000. Because RSUs are denominated in U.S. dollars (USD), Cimpress converted such Euro-denominated grant value into a USD-denominated grant value of USD 2,571,867 by using the 10-day trailing average of EUR to USD exchange rates as of 20 December 2020.

3. The RSU Award will be subject to the terms and conditions of the Cimpress plc 2020 Equity Incentive Plan (the “Plan”) and the RSU agreement that Employee will need to sign in order to accept the RSU Award (the “RSU Agreement”). Employee acknowledges and agrees that (i) he has been provided with copies of the Plan and the form of the RSU Agreement, (ii) has reviewed them carefully and understands them fully, and (iii) has had sufficient opportunity to consult with his own legal counsel and tax and financial advisors regarding the terms and conditions of the Plan, the RSU Agreement (including, without limitation, the vesting, forfeiture and lock-up provisions therein) and the Program.

4. Employee and Company agree that following the Salary Reduction End Date, Employee’s base salary shall revert to the level set forth in Section 2.1 of the Employment Agreement plus any future merit or other salary increases to such base salary provided during the Program Period and Employee shall not receive or be entitled to receive any further RSU awards as described in this Exhibit 3.

5. Employee is aware that by voluntarily reducing his base salary in connection with the Program the contribution amounts to any (governmental) benefits, including but not limited to retirement, pension and sick pay, which are determined by reference to Employee’s base salary, may be correspondingly reduced. Employee understands the consequences of this Amendment and acknowledges that Cimpress cannot make any guarantees about any social security and benefits contributions.

SCHEDULE 1

Disclosure of Risks

We are offering Employee an opportunity to elect to amend his employment terms to reduce his base salary in exchange for a restricted share unit (RSU) award. RSUs represent Cimpress' commitment to issue you ordinary shares of Cimpress plc, which are traded on the NASDAQ Stock Exchange under the symbol CMPR, on a one-to-one basis so long as you are still an employee of Cimpress or any of its subsidiaries on each vesting date.

By choosing to participate in this Program, you would be making an investment decision that involves material risks. Starting in March 2020, Cimpress' revenue, profitability and cash flow began to and continue to be materially negatively impacted by the COVID-19 pandemic. We cannot say to what extent or for what length of time this impact will continue. We have attached a weekly bookings report showing our quarter-to-date consolidated bookings and bookings by segment trends through December 5, 2020, but we are unable to provide you with a full picture of our Q2 FY21 financial performance to date or our financial projections for the remainder of FY21 or future fiscal years.

We also do not know what will happen to Cimpress' share price as the COVID-19 pandemic continues and/or when we publicly announce our financial results for this quarter or future quarters. Cimpress' share price has been extremely volatile in 2020, moving from a high of $126.46 on January 2, 2020 to a low of $40.80 on April 3, 2020, and this volatility could continue. If Cimpress' share price falls between the date when your RSU award is granted and the date on which any given tranche vests, the RSUs underlying that tranche will lose value. There are many risks affecting Cimpress' business and share price, including but not limited to the current COVID-19 pandemic, and you can find a description of some of those risks in Cimpress' recent 10-K filing with the U.S. Securities and Exchange Commission:

https://www.sec.gov/ix?doc=/Archives/edgar/data/1262976/000126297620000060/cmpr0630202010-k.htm#s534D20C6BA525D24880ECA95AEEE7980

Exhibit 31.1

CERTIFICATION

I, Robert S. Keane, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Cimpress plc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrants fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 27, 2023

/s/ Robert S. Keane
Robert S. Keane
Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Sean E. Quinn, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Cimpress plc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrants fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: April 27, 2023

/s/ Sean E. Quinn

Sean E. Quinn
Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Cimpress plc (the “Company”) for the quarter ended March 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned, Robert S. Keane, Chief Executive Officer, and Sean E. Quinn, Chief Financial Officer, of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, that, to his knowledge on the date hereof:

a. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

b. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 27, 2023

/s/ Robert S. Keane
Robert S. Keane
Chief Executive Officer

Date: April 27, 2023

/s/ Sean E. Quinn
Sean E. Quinn
Chief Financial Officer