

## CAFEPRESS INC.

### COMPENSATION COMMITTEE CHARTER

(As adopted by the Board of Directors effective as of June 21, 2016)

#### **Purpose**

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board of Directors*”) of CafePress Inc. (the “*Company*”) shall be to assist the Board of Directors in meeting its responsibilities with regard to oversight and determination of executive compensation and to review and make recommendations to the Board of Directors with respect to major compensation plans, policies and programs of the Company. The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the compensation of the Chief Executive Officer (the “*CEO*”) and the Company’s other executive officers (collectively, including the CEO, the “*Executive Officers*”).

#### **Membership**

The Committee shall consist of at least two members of the Board of Directors, with the exact number to be determined by the Board of Directors. Committee members shall be appointed from time to time by the Board of Directors having given consideration to the recommendations, if any, from the Nominating and Corporate Governance Committee, but not less than annually at its first meeting following the Annual Meeting of Stockholders. Also having given consideration to the recommendation of the Nominating and Corporate Governance Committee, if any, the Board of Directors shall designate a Chairman of the Committee, provided that if the Board of Directors does not so designate a Chairman the members of the Committee, by a majority vote, may designate a Chairman. The Chairman (or in his or her absence a member designated by the Chairman) shall preside at all meetings of the Committee.

Committee members may be removed, without cause, by the affirmative vote of the majority of the Board of Directors at any time. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Corporate Secretary or the Board of Directors (unless the notice specifies a later time for the effectiveness of such resignation).

Each member of the Committee shall meet the independence standards that may be established from time to time by The NASDAQ Stock Market (“*Nasdaq*”), as well as any independence standards that may be established from time to time by the Board of Directors or the Nominating and Corporate Governance Committee. In addition, each member shall qualify as an “outside director” as such term is defined in Section 162(m) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder (the “*Code*”), or any successor provisions thereto, and as a “non-employee director” as such term is defined in Section 16 of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder (the “*Exchange Act*”), or any successor provisions thereto.

The Committee shall meet periodically, as deemed necessary by the Chairman of the Committee. All meetings shall be held at the call of the Chairman of the Committee. Except as the Board of Directors may otherwise determine, the Committee may make rules for the conduct of its business, but unless otherwise provided by the Board of Directors or in such rules, the business of the Committee shall be conducted as nearly as possible in the same manner as is provided in the bylaws of the Company.

### **Delegation to Subcommittee**

The Committee may form and delegate authority to subcommittees consisting of one or more members of the Committee when appropriate, as are provided in the resolutions of the Committee, except to the extent such delegation is limited by applicable law or listing standard. The actions of any such subcommittee shall be presented to the full Committee at the next scheduled Committee meeting.

### **Resources and Authority**

The Committee shall have the resources and appropriate authority, without seeking the approval of the Board of Directors, to discharge its responsibilities. The Committee shall have the authority, in its sole discretion, to select, retain (or obtain the advice of) any adviser to assist it in the performance of its duties, including any outside compensation, legal, accounting or other consultants or advisers (collectively, “*Advisers*”), but only after taking into consideration all factors relevant to the adviser’s independence from management, including those specified in Nasdaq Listing rule 5605(d)(3) and any other applicable Nasdaq listing standards. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Adviser retained by the Committee, and shall have sole authority to approve the Adviser’s fees and other terms and conditions of the Adviser’s retention. The Committee shall have the sole authority to conduct investigations into any matters within the scope of its responsibilities. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Adviser retained by the Committee and other administrative expenses. The Committee may request any director, officer or employee of the Company, the Company’s outside counsel or independent auditors or such other persons as it deems appropriate to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. The Committee shall have full access to all books, records, facilities and personnel of the Company in connection with the discharge of its responsibilities.

### **Duties and Responsibilities**

In addition to the foregoing, the following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight function. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law, regulation or listing standard.

The Committee shall:

- Review and approve the corporate goals and objectives relevant to the compensation of the Executive Officers. The CEO shall not be present during, nor participate in, deliberations or voting in connection with any compensation matters related to the compensation of the CEO.
- Evaluate the performance of the Executive Officers in light of such goals and objectives at least annually and communicate the results to the Board of Directors and to the CEO; provided that the CEO shall not be present during, nor participate in, deliberations or voting in connection with any compensation matters related to the compensation of the CEO.
- Based on the evaluations referred to above, approve the compensation levels for the Executive Officers, including, as applicable, (i) base salary, (ii) bonus, (iii) long-term incentive and equity compensation, and (iv) any other compensation, perquisites, and special or supplemental benefits. The CEO shall not be present during, nor participate in, deliberations or voting in connection with any compensation matters related to the compensation of the CEO.
- In consultation with the CEO, review and make recommendations to the Board of Directors regarding guidelines for the review of the performance and the establishment of compensation policies for all other employees of the Company and for the delegation to executive officers of the Company the determination of compensation for all employees of the Company who are not executive officers.
- Establish and modify the terms and conditions of employment of the Executive Officers, by contract or otherwise, including providing necessary determinations in connection with executive compensation to qualify for tax deductions in excess of limitations under Section 162(m) of the Internal Revenue Code.
- Be directly responsible for the appointment, compensation and oversight of the work of any Adviser retained by the Committee, and, prior to the retention of any Adviser, and from time to time as the Committee deems appropriate, assess the independence of such Adviser, taking into consideration all factors relevant to the Adviser's independence from management, including those specified in Nasdaq Listing rule 5605(d)(3) and any other applicable Nasdaq listing standards. The Committee shall ensure that any disclosure required by the rules and regulations of the Securities and Exchange Commission (the "*SEC*") or Nasdaq related to the foregoing is included in the Company's proxy statement.
- Determine the provisions of any contracts for the Executive Officers that will govern the situations in which severance payments will be due upon a change in control.

- Review periodically with the Chairman of the Board and the CEO the succession plan relating to the CEO and the management development plan, and make recommendations to the Board of Directors with respect to such plans.
- Administer the stock and other equity-based compensation plans of the Company (other than with respect to equity awards to members of the Board of Directors, which shall be considered by the entire Board of Directors) in accordance with the terms of such plans and provide necessary approval in order to qualify the Company's equity compensation plans for various exemptions that may be established by the SEC under Section 16 of the Exchange Act.
- Oversee the administration of the Company's other employee benefit plans.
- Maintain sole discretionary authority to interpret provisions of the Company's executive compensation plans.
- Establish all rules necessary or appropriate for implementing and conducting the Company's executive compensation plans.
- Determine, as applicable in connection with the Company's stock plans, such matters as eligibility for participation; persons to receive awards; the amount, form and other terms and conditions of awards; the form of agreements pertaining to such awards; the manner and form of deferral elections; or, when appropriate, the authorization of the Company's purchase of its stock for allocation to the accounts of persons to whom awards have been made under such plans.
- Review the Company's incentive compensation and other equity-based plans and practices, including to determine whether they encourage excessive risk-taking and recommend changes in such plans and practices to the Board of Directors.
- Approve equity compensation plans and the grant of equity awards not subject to stockholder approval under applicable listing standards.
- Review and discuss with management the Company's Compensation Disclosure and Analysis ("**CD&A**"), and based on that review and discussion, recommend to the Board of Directors whether the Company's CD&A should be included in the Company's annual proxy statement or annual report on Form 10-K.
- Prepare the Compensation Committee report as required by rules of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10- K filed with the SEC.
- Monitor the Company's compliance with the requirements under Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits.

- Oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes executive compensation and the frequency of such votes, and the requirement under the Nasdaq rules that, with limited exception, stockholders approve equity compensation plans.
- Review and reassess the adequacy of this Charter annually at its first meeting following the Annual Meeting of Stockholders and recommend any proposed changes to the Board of Directors. The Committee also shall undertake an annual evaluation assessing its performance with respect to its duties and responsibilities set forth in this Charter, which evaluation shall be reported to the Board of Directors. The self-assessment shall be conducted in such manner as the Committee deems appropriate.
- The Nominating and Corporate Governance Committee shall also undertake an annual review and reassessment of this Charter at its first meeting following the Annual Meeting of Stockholders and recommend any changes to the Board of Directors.
- Make regular reports on the activities of the Committee to the Board of Directors.