



Courtesy Translation

Francotyp-Postalia Holding AG

Birkenwerder, Germany

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We hereby invite our shareholders to the Ordinary General Meeting of Francotyp-Postalia Holding AG on Wednesday 18 June 2008, 11:00 a.m. at Ludwig Erhard Haus, Fasanenstraße 85, D-10623 Berlin.

Agenda

- 1. Presentation of the formally adopted annual financial statements, the approved consolidated financial statements and the management reports for Francotyp-Postalia Holding AG and the Group for the 2007 financial year, the report of the Supervisory Board for the 2007 financial year as well as the commentarial report of the Management Board pursuant to Sec. 289 (4), Sec. 315 (4) German Commercial Code (HGB).**

The above documents and the Management Board's proposal for appropriation of the balance sheet earnings of Francotyp-Postalia Holding AG will be available for inspection by the shareholders as of the day of convening of this Annual General Meeting at the company offices, Triftweg 21-26, D-16547 Birkenwerder. The aforementioned documents can also be viewed on the internet at www.francotyp.com/de/hauptversammlung.php.

- 2. Resolution on the appropriation of balance sheet profit for payment of a dividend**

The Supervisory Board and the Board of Management propose that balance sheet profit of 9,624,914.44 for fiscal 2007 be appropriated as follows:

Payment of a dividend of 0.15 per no-par value share

entitled to dividends (total dividend payable) = 2,149,433.40

and

remainder carried forward = 7,475,481.08

The above mentioned total dividend and remainder carried forward are based on the Company's capital stock as of May 8, 2008 amounting to 14,329,556, divided into 14,329,556 no-par value shares. The number of shares entitled to dividend may change up to the moment when the resolution on the appropriation of the balance sheet profit is adopted. Where this is the case, the Company organs will make a correspondingly amended proposal on the appropriation of balance sheet profit to the General Meeting, while the dividend payment of 0.15 per share entitled to dividend shall remain unchanged. The amendment will then be as follows: where the number of shares entitled to dividend decrease, and thus the total dividend payable, the remainder carried forward will increase correspondingly. Where the number of shares entitled to dividend increases, and thus the total dividend payable decreases, the remainder carried forward will decrease correspondingly. Payment of the dividend will be made as soon as possible after termination of the General Meeting, from June 19, 2008 onwards.

3. Resolution on granting discharge to members of the Management Board for the 2007 financial year

The Management Board and Supervisory Board propose to grant discharge for this period to acting members of the Management Board in the 2007 financial year.

4. Resolution on granting discharge to members of the Supervisory Board for the 2007 financial year

The Management Board and Supervisory Board propose to grant discharge for this period to acting members of the Supervisory Board in the 2007 financial year.

5. Resolution to elect a new Supervisory Board

With effect from the conclusion of the General Meeting, Dr. Rolf Stromberg is resigning from office as a member of the Company's Supervisory Board. For this reason, a new member must be elected to the Supervisory Board.

Pursuant to Secs. 95, 96 of the German Stock Corporation Act und Art. 10 (1) of the Company's Articles, the Company's Supervisory Board shall comprise 3 members which must be elected by the General Meeting. The General Meeting is not bound by the nominations made.

The Supervisory Board proposes that Prof. Dr. Michael J.A. Hoffmann, Professor for Industrial Manufacturing and Organisation at the University of Witten/Herdecke, Dortmund in Germany be elected to the Supervisory Board, his term of office to start at the conclusion of the General Meeting.

Election to the Supervisory Board pursuant to Art. 10 (4) of the Company's Articles is for the remaining term of office of the member departing from the Supervisory Board, in this case that means until conclusion of the General Meeting which resolves to ratify the financial year 2010.

Prof. Dr. Michael J.A. Hoffmann holds offices in the statutory supervisory boards or comparable German or overseas controlling organs of the following companies:

- Chairman of the supervisory board of *CURTIS 1000 Europe AG*, Neuwied
- Chairman of the supervisory board of *Inframation AG*, Frankfurt/Dortmund

Additionally, Prof. Dr. Michael J. A. Hoffmann holds the following offices:

- Managing partner of TMM Technology Marketing Management, Dortmund
- Managing director of MIC Management Industrie Consult GmbH, Dortmund and
- Deputy chairman of the advisory board of KST Motorenversuch GmbH & Co. KG, Bad Dürkheim

6. Resolution on the appointment of the auditor for the annual financial statements and auditor for the consolidated financial statements for the 2008 financial year

The Supervisory Board proposes to appoint Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Berlin as the auditor for the annual financial statements, the auditor for the consolidated financial statements and the auditor for any other interim financial statements for the 2008 financial year.

7. Resolution and authorization to acquire and sell own shares

- a) The Company is authorised to acquire own shares amounting up to 10% of the Company's existing capital stock as of the time of adopting this resolution. This is conditional on the shares acquired under this resolution, together with other own shares already acquired and held by the Company or which under Secs. 71d and 71e of the German Stock Corporation Act must to be subsumed accordingly, not exceeding at any time more than 10% of the Company's capital stock.

This authorisation can be applied in one amount or in part amounts on one or more occasions. This authorisation shall have validity until December 17, 2009.

- b) The Management Board is entitled to decide how to acquire the shares, which may be either (1) by purchase through the stock exchange, or (2) by acquisition by way of a public purchase offer.

- (1) Where the shares are acquired through the stock exchange, the price paid per share (excluding ancillary charges) shall not exceed by 10% or be 10% below the price of the share as traded at the opening auction in XETRA trading (or a comparable successor system) of the Deutsche Börse AG on the day of trading.

- (2) Where acquisition is made by way of a public purchase offer, the Management Board shall set a price or price range per share (excluding ancillary charges). When setting a purchase price range, the final price shall be determined in accordance with the declaration of acceptance stated below. The offer may include an acceptance period, conditions or the right to adjust the price range during the acceptance period when significant movement in the share price takes place during the acceptance period following publication of the formal offer. The purchase price or purchase price range per share (excluding ancillary charges) may not exceed by 20% or be 20% below the average closing price of a share in XETRA trading (or a comparable successor system) of the Deutsche Börse AG over the last five days of trading before the cut-off date. The cut-off date is the day on which the final decision is taken by the Management Board on a formal offer. In cases where the offer is amended, this is the day on which the Management Board makes its final decision on the amended selling price. Where the number of shares offered for sale exceeds the total number of shares that the Company intends to purchase, shareholders' rights to sell shall be limited such that the Company acquire in ratio to the total number of shares offered. Similarly, lower numbers of shares offered can be given preferential treatment up to 100 shares per shareholder.
- c) Apart from sale via the stock exchange or use for a subscription offer made to all shareholders, the Management Board is entitled to use own shares to acquired under this or an earlier authorisation as follows:
- (1) Subject to approval by the Supervisory Board, own shares can be withdrawn whereby their withdrawal or the processing thereof is not subject to further resolution by the General Meeting.
 - (2) Subject to approval by the Supervisory Board, own shares can be used as a non-cash contribution to third parties as part of a business combination or when acquiring companies or participating rights, provided the acquisition of the company or participating right is in the best interests of the Company and the valuation placed on own shares during the transaction is not unreasonably low.
 - (3) Subject to approval by the Supervisory Board, own shares can be issued against cash contributions in order to float the Company's shares on a foreign stock exchange where its shares had previously not been authorised for trading.
 - (4) Subject to approval by the Supervisory Board, own shares can be sold to third parties against cash contributions when the price at which the shares are thus sold is not substantially lower than the traded share price (excluding ancillary charges) at the opening auction in XETRA trading (or a comparable successor system) of the Deutsche Börse AG on the day of trading. Under this ruling, shares used pursuant to the authorisation may not exceed 10% of capital stock at the time of their use where issued pursuant to Sec. 186 (3) sentence 4 German Stock Corporation Act (exclusion of subscription rights against cash contribution when price approximates the price quoted on stock exchange). This limitation includes shares issued or sold up to this time in

direct or corresponding application of this ruling during the currency of the authorisation.

- (5) Subject to approval by the Supervisory Board, own shares can be offered for acquisition or granted (employee shares) to persons working for the Company or one of its subsidiary companies.

- d) The authorisation granted under lit. c) above can be exercised once or on several occasions, singularly or jointly, completely or partially.
- e) Shareholders' subscription rights pertaining to own shares acquired are excluded where such shares are used in accordance with the authorisation stated under lit c) nos. (2) to (5) above.
- f) The authorisation of the Management Board to acquire own shares as resolved by the General Meeting of the Company on October 16, 2006 is revoked when this authorisation comes into force.

7. Resolution for an amendment to the Articles of Association concerning remuneration of the Supervisory Board

The Board of Management and the Supervisory Board proposes to amend Article 17 (1) and Article 17 (2) of the Company's Articles of Association (remuneration of the Supervisory Board, liability insurance) to read as follows;

Article 17. (1): In addition to reimbursement of any out-of-pocket expenses and the relevant VAT incurred while serving the Company as a member of the Supervisory Board, each member of the Supervisory Board shall receive a fee amounting to 30,000, to be paid in the last month at the end of the fiscal year from fiscal year 2009 onwards.

Article 17. (2): The Chairman shall receive 150% and his deputy 125% of the remuneration for the ordinary member from fiscal year 2009 onwards.

Report by Management Board on Item 7 of the Agenda

The authorisation granted by the General Meeting on October 16, 2006 to acquire own shares expired on April 15, 2008 and is to be renewed. The authorisation granted by the General Meeting on October 16, 2006 to use own shares already acquired is still in force, but for practical reasons is to be revoked and re-stated as part of a new authorisation proposed to this year's General Meeting under item 7 of the Agenda.

According to the new authorisation proposed to this year's General Meeting under item 7 of the Agenda, own shares can be acquired either via the stock exchange, or by way of a public purchase offer.

Where the number of shares offered exceeds the total number of shares that the Company intends to acquire in a public purchase offer, acquisition can be simplified by limiting shareholders' rights to sell in ratio to the total number of shares offered. This simplification

also applies to any preferential treatment given to lower numbers of shares offered up to 100 shares per shareholder.

Under the authorisation, the Management Board is entitled to re-sell own shares acquired via the stock exchange or by way of a public offer made to all shareholders. Subject to approval by the Supervisory Board, the Management Board is also authorised to

- withdraw own shares without need for further resolution by the General Meeting;
- use own shares which may be subsequently offered and transferred by way of counter-performance during the course of business combinations, or as counter-performance when acquiring companies or participating rights. The authorisation has the purpose of strengthening the Company in any competition to acquire attractive holdings, enabling it to act quickly, flexibly and without weakening the Company's liquidity position where opportunities arise to acquire companies or participating rights. Part of this involves the proposed exclusion of shareholders' subscription rights;
- decide on a case-by-case basis whether own shares or shares from authorised capital be used, whereby the Management Board must act solely in the best interests of the shareholders and the Company. When making valuations, the Management Board must ensure that the shareholders' interests are adequately taken into account. The Management Board must therefore take into account the price of the share as traded on the stock exchange; at the same time, direct linkage to the stock exchange price is not intended. This way, the outcome of negotiations cannot be jeopardised by price movement on the stock exchange. At present, there are no concrete plans to make use of this authorisation;
- issue own shares subject to approval by the Supervisory Board in order to float the Company's shares on a foreign stock exchange where its shares had previously not been quoted. This gives the Company the flexibility to allow its shares to be quoted secondarily on non-German stock exchanges as a means of improving capitalisation, where this is considered necessary;
- sell own shares against cash contributions to third parties, thereby excluding subscription rights, for example, to institutional investors or to gain a new circle of investors. Such sale is conditional on the selling price agreed (excluding ancillary changes) not being substantially lower than the price of the share (excluding ancillary charges) traded at the opening auction in XETRA trading (or a comparable successor system) of the Deutsche Börse AG on the day of the transaction. Orientating the selling price to the price of the share traded on the stock exchange provides reasonable protection against dilution and safeguards shareholders' economic and voting interests. When setting the final selling price of such shares, Management must make every effort to keep any rebate in the selling price to a minimum compared to the price at which the share is trading on the stock market. In principle, shareholders are entitled to maintain the ratio of their participation in the Company by purchasing shares via the stock exchange, while the Company is given more room to manoeuvre in the interests of the shareholders so that it can exploit a favourable situation on the stock market quickly. At present, there are no concrete plans to make use of this authorisation;
- offer and grant own shares to persons working for the Company (employee shares) or one of its subsidiary companies. The economic success of the Company and its subsidiaries is highly dependent on its employees. By issuing employee shares at favourable conditions, the Company can strengthen the loyalty of its employees and

those of its subsidiaries, and thus contribute in the long term to its success. The use of own shares rather than a capital increase or cash payment can be economically meaningful, and thus this authorisation will increase the Company's flexibility overall.

The Management Board will inform the next General Meeting about the extent to which this authorisation has been used.

Participation in the Annual General Meeting

Shareholders who have registered for the Annual General Meeting and who have provided the company with confirmation of their shareholding are entitled to participate in the Annual General Meeting and to exercise their voting rights.

Confirmation of shareholding must be provided by one of the portfolio-managing institutes by means of a certificate of shareholding issued in text form, in English or German, which must relate to the beginning of 28 May 2008, 0:00 hours (CET).

Registration and confirmation of shareholding must reach the company in writing, by fax or by e-mail, in German or English, no later than the close of 11 June 2008, 24:00 hours (CET) at the following address:

Francotyp-Postalia Holding AG
c/o Computershare HV-Services AG,
Hansastraße 15, 80686 München
Telefax: 0 89 – 30 90 37-46 75
Email: anmeldestelle@computershare.de

Exercise of voting rights by proxy or by proxy nominated by the company

Shareholders who do not wish to attend the Annual General Meeting in person can have their voting rights exercised by proxies, e.g. by a financial institution or a shareholders' association. In this case, a written granting of power of attorney is required from the shareholder.

If shareholders wish to authorize a financial institution, shareholders' association or similar person as stipulated in Article 135 of the German Stock Corporation Act to exercise their voting rights, they receive the appropriate forms together with the entrance card.

As a special service, the company provides its shareholders with proxies nominated by the company to assume authority prior to the Annual General Meeting who are obligated in accordance with the shareholders' instructions. Shareholders who wish to grant power of attorney to the proxy nominated by the company require an entrance card for the Annual General Meeting. Power of attorney and instructions must be communicated in writing or by fax. You will receive the appropriate forms together with the entrance card.

Forms for power of attorney and instructions that have been filled out are to be sent back to the following address by the close of June 16, 2008, 24:00 hours (CET).

Francotyp-Postalia Holding AG
c/o Computershare GmbH, Computershare Operations Center,

Hansastraße 15, 80686 München
Telefax: 0 89 – 30 90 37-46 75
Email: anmeldestelle@computershare.de

Motions and election proposals from the shareholders

Motions, requests and election proposals from shareholders are to be directed to the company in writing, by fax or by e-mail, exclusively at the following address:

Francotyp-Postalia Holding AG
Investor Relations
Frau Sabina Prüser
Triftweg 21-26, 16547 Birkenwerder
Fax: +49 (0)3303 53707 410
Email: s.prueser@francotyp.com.

If confirmation of shareholding (see above) has still not been provided, it is to be provided together with the application; necessity for confirmation in conjunction with registration for participation in the Annual General Meeting remains unaffected (see above).

We will publish motions to be made public from shareholders that reach us no later than the close of June 3, 2008, 24:00 hours (CET) on the internet at www.francotyp.com/en/ir-ag-meeting.php. Any statements made by management are also published after this date on the aforementioned website.

TOTAL NUMBER OF SHARES AND RIGHTS TO VOTE AT TIME OF INVITATION OF THE ANNUAL GENERAL MEETING

The share capital of the Company amounts to 14,700,000 Euro and is divided into 14,700,000 ordinary bearer shares. As of the date on which this General Meeting was convened, the Company held 370,444 own shares. No voting rights arise from these shares. Accordingly, the total number of shares with participating and voting rights of the Francotyp-Postalia Holding AG as of the date of convening this General Meeting is 14,329,556.

Information about the Annual General Meeting on the internet

Any further information about the Annual General Meeting and later the result of the vote can be accessed on the internet at www.francotyp.com/en/ir-ag-meeting.php.

Birkenwerder, May 2008

The Management Board