



2009 Declaration of Compliance with the Corporate Governance Code

Pursuant to Section 161 of the German Stock Corporation Act (Aktiengesetz – AktG), the Management Board and Supervisory Board of Francotyp-Postalia Holding AG hereby presents its 2009 Declaration of Compliance, setting out which recommendations of the German Corporate Governance Code, as published by the Federal Ministry of Justice in the official section of the electronic version of the Federal Gazette, it has been and is complying with or which recommendations have not been or are not being applied.

- 3.8 The Company has taken out D&O insurance for the Management Board and Supervisory Board which does not include any excess.
- 4.2.1 During the first half of the year Francotyp-Postalia Holding AG was run by a three-man Management Board, from which one board member was appointed Chairman. After the departure of two board members, though, the Company was temporarily run by just one board member. On 16 February 2009 the appointment of the Chairman and Management Board member was countermanded with immediate effect by resolution of the Supervisory Board on 13 February 2009. With effect as of 1 December 2008 and with immediate effect as of 23 February 2009 a new Management Board member was appointed so that the Management Board continued to exist with two members. A speaker for the Management Board has not been appointed.
- 4.2.2 Management Board employment contracts and the remuneration system were dealt with and agreed jointly by the whole Supervisory Board. Due to the size of the Supervisory Board a committee for the purpose of putting forward recommendations was not set up.
- 4.2.3 To date the Company has not put in place any variable remuneration components designed to act as long-term incentives and entailing an element of risk, such as share options or comparable arrangements. However, the Management Board and Supervisory Board are in ongoing discussions over the possibility of introducing share options or comparable arrangements. The principle talking points in this respect are the design and definition of performance targets and comparative parameters as well as the capping of benefits in the event of unforeseen circumstances.
- 5.2 While the Supervisory Board continues to consist of three persons, no committees will be formed in which the Supervisory Board Chairman or any other Supervisory Board member could occupy an additional chairmanship role.
- 5.3.1 In view of the Company's specific circumstances and the number of Supervisory Board members no specialist committees will be formed.
- 5.3.2 While the Supervisory Board continues to be limited to three persons, the Board as a whole will assume the duties of an Audit Committee.
- 5.3.3 With regard to the formation of a nomination committee the same circumstances apply as to the other committees.



- 5.4.2 Two Supervisory Board members are the economic owners of shares in the Company. Nevertheless, in the view of the Supervisory Board this does not compromise the Supervisory Board's independence.
- 5.4.3 Pursuant to Section 10 paragraph 1 of the Company's Articles of Association, the Chairman and Deputy Chairman of the Supervisory Board are elected from among the Supervisory Board's members at its constitutive meeting, which takes place after the General Meeting of Shareholders of Francotyp-Postalia Holding AG at which the Supervisory Board members are chosen by said General Meeting of Shareholders. Accordingly the Company cannot follow the recommendation that the candidate nominations for the Supervisory Board chairmanship be disclosed to the shareholders.
- 5.4.6 Supervisory Board members do not receive any performance-related remuneration.
- 5.6 Due to the hitherto brief history of the Supervisory Board of Francotyp-Postalia Holding AG, no efficiency audit has yet been conducted. However, such an audit is scheduled for 2009.
- 7.1.2 As a consequence of the extensive consolidation work involved, the consolidated financial statements are drawn up within four months of the end of the financial year. Likewise, and again due to the large amount of consolidation work involved, the quarterly and half-yearly reports are published at the latest within two months of the end of the reporting period, in compliance with the Stock Exchange Rules (Börsenordnung) and the Transparency Guidelines Implementation Act (Transparenzrichtlinien-Umsetzungsgesetz).

Birkenwerder, 30 March 2009

For the Supervisory Board

Professor Dr Michael J. A. Hoffmann
Chairman of the Supervisory Board

For the Management Board:

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