



2010 Declaration of Compliance with the German 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 2010 Declaration of Compliance, setting out which recommendations of the version of the German Corporate Governance Code dated 18 June 2009, 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. This does not currently include any excess for the Management Board and Supervisory Board. In accordance with statutory transitional provisions, with effect from 1 July 2010 the insurance will be modified to include an excess of 10% of the loss for both the Supervisory Board and the Management Board, limited to one-and-a-half times the annual remuneration in each case.

- 4.2.1 In accordance with the Articles of Association, the Management Board of Francotyp-Postalia Holding AG comprises one person or several persons. The Supervisory Board may appoint a Management Board member as Chairman of the Management Board. The Supervisory Board has not utilised this option, as the Management Board of Francotyp-Postalia Holding AG currently only consists of two persons who are jointly responsible for the management of the entire company.

- 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, as the composition of the committees would be identical to that of the Supervisory Board.
 - 5.3.1 For the same reason, 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 One Supervisory Board member is the economic owner 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 Annual General Meeting of Francotyp-Postalia Holding AG at which the Supervisory Board members are chosen by said Annual General Meeting. Accordingly the company cannot follow the recommendation that the candidate nominations for the Supervisory Board chairmanship be disclosed to the shareholders.



5.4.6 The Articles of Association do not provide for performance-related remuneration for members of the Supervisory Board. A discussion on possible adjustments is planned.

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, 17 March 2010

For the Supervisory Board

Prof. Michael J. A. Hoffmann
Chairman of the Supervisory Board

For the Management Board:

Hans Szymanski

Andreas Drechsler