

2007 Declaration of Conformity with the Corporate Governance Code

The Management Board and Supervisory Board of Francotyp-Postalia Holding AG declare in accordance with Article 161 of the German Stock Corporation Act:

Francotyp-Postalia Holding AG shall comply with the recommendations of the German Corporate Governance Code Government Commission in its version of June 12, 2006 published by the Federal Ministry of Justice in the official part of the Federal Gazette with the following exceptions:

- 3.8 The company has concluded a D&O liability insurance for the Management Board and Supervisory Board in which no deductible is agreed.
- 4.2.1 During the preparatory phase of the IPO, the Management Board has appointed Mr Neumann as spokesman of the board with permission of the Supervisory Board (§ 77 German Stock Corporation Act). On April 16, 2007 the Supervisory Board has confirmed that Mr Neumann is further on spokesman of the Management Board also after the IPO.
- 4.2.2 The Supervisory Board of the company currently comprises three persons and therefore no committees or bodies are formed. Accordingly, management contracts and the structure of the system of remuneration are handled, discussed and checked by the entire Supervisory Board.
- 5.2 As long as the Supervisory Board comprises only three persons, no committees will be formed in which the Chairman of the Supervisory Board or another member of the Supervisory Board could occupy another chairmanship.
- 5.3 Depending on the specific situation of the company and the number of members of the Supervisory Board, no specific committees will be formed. As long as the Supervisory Board comprises only three people, the Supervisory Board shall carry out in its entirety the tasks of an audit committee.
- 5.4.2 Two members of the Supervisory Board are equitable owners of shares of the company. In the assessment of the Supervisory Board, the independence of the Supervisory Board is given.
- 5.4.3 In accordance with No.10, Paragraph 1, of the company's Articles of Association, the Chairman and Deputy Chairman of the Supervisory Board are appointed from the ranks of the Supervisory Board in the frame of its constituent meeting. This meeting takes place after the Annual General Meeting of Francotyp-Postalia Holding AG in course of which the members of the Supervisory Board are appointed by the Annual General Meeting. Based on this procedure, candidate proposals for appointment to Chairman of the Supervisory Board cannot be made.
- 5.4.7 The members of the Supervisory Board receive no performance-based remuneration.

7.1.2 The consolidated financial statements will be prepared within 4 months of the end of the fiscal year due to the substantial consolidation work.

Birkenwerder, April 16, 2007

For the Supervisory Board

Dr Rolf Stromberg

Christoph Weise

George Marton

For the Management Board:

Hans Christian Hiemenz

Hartmut Neumann

Manfred Schwarze