

Declaration of Compliance 2008 with Corporate Governance Code

In accordance with Section 161 German Stock Corporation Act, the Board of Management and the Supervisory Board of Francotyp-Postalia Holding AG declare that:

Francotyp-Postalia Holding AG will comply with the "Recommendations of the Government Commission of the German Corporate Governance Code" in the version of June 14, 2007 as published by the Federal Ministry of Justice in the official section of the electronic Federal Gazette with the following exceptions:

- 3.8 The Company has concluded D&O insurance for the Board of Management and the Supervisory Board without a deductible.

- 4.2.3 At present, as the Company's Supervisory Board comprises just three people no committees or bodies have been formed. Service contracts for the members of the Board of management and the structure of the compensation system for the Board of Management are dealt with, discussed and monitored by the full Supervisory Board. A stock option scheme has not been introduced.

- 5.3.1 As long as the Supervisory Board comprises just three people, no committees shall be formed which the Chairman of the Supervisory Board or another member of the Supervisory Board could also chair.
- 5.3.2 Depending on the specific circumstances 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 just three people, the full Supervisory Board shall also perform the duties of an Audit Committee.
- 5.3.3 Where a nomination committee is required, the same conditions shall apply to the remaining committees.
- 5.4.2 Two members of the Supervisory Board are economic owners of Company shares. The Supervisory Board believes that the independence of the Supervisory Board is given.
- 5.4.3 In accordance with Article 10 paragraph 1 of the Company's Articles of Association, the Chairman and the Deputy Chairman of the Supervisory Board are elected from the midst of the Supervisory Board during its constituting meeting. This meeting shall take place following the General Meeting of Francotyp-Postalia Holding AG during which the members of the Supervisory Board are elected. Accordingly, shareholders are unable to propose a candidate to chair the Supervisory Board.
- 5.4.7 The members of the Supervisory Board shall not receive performance-related remuneration.
- 5.6 An efficiency audit was not performed in the previous year.

7.1.2 Due to the extent of the consolidated group of companies involved, the consolidated financial statements shall be drawn up within 4 months after the financial year has ended.

Birkenwerder, April 8, 2008

For the Supervisory Board

Dr. Rolf Stomberg

Christoph Weise

George Marton

For the Board of Management:

Hans Christian Hiemenz

Dr. Heinz-Dieter Sluma

Manfred Schwarze