



**Annual General Meeting
of Francotyp-Postalia Holding AG
on 29 May 2018**

Information on the rights of shareholders within the meaning of Section 121 paragraph 3 sentence 3 AktG

The Notice convening the Annual General Meeting already contains information on the rights of shareholders in accordance with sections 122 paragraph 2, 126 paragraph 1, 127 and 131 paragraph 1 AktG in the section "Attendance at the Annual General Meeting". The following information serves to provide further details of these rights.

**1. Supplements to the agenda at the request of shareholders
(section 122 paragraph 2 AktG)**

Shareholders, whose holdings in aggregate equal one-twentieth of the share capital or represents a pro rata amount of the share capital corresponding to €500,000 – this equates to 500,000 shares – may demand in writing that items be put on the agenda and published. Each new item shall be accompanied by a statement of grounds or a draft motion. Applicants must provide proof that they have been holders of the shares for at least 90 days prior to the receipt of the request and will continue to hold the shares until a decision on the application is rendered by the Management Board (section 122 paragraph 1 sentence 3 and paragraph 2 sentence 1 and section 70 of the German Stock Corporation Act).

The request to supplement the agenda must be directed to the Management Board of Francotyp-Postalia Holding AG and must be received by the Company at least 30 days before the meeting, that is no later than 28 April 2018, 24:00 hrs. Please direct any requests to this effect to the following address

Francotyp-Postalia Holding AG
The Management Board
Attn.: Investor Relations/Dr. Joachim Fleißing
Prenzlauer Promenade 28
13089 Berlin

Requests for supplements received in good time, which satisfy the legal requirements, will be published in the Federal Gazette immediately they are received by the Company, passed to those media where it can be assumed that they will disseminate the information throughout the European Union (section 124 paragraph 1 AktG) and made accessible on the company's website at www.fp-francotyp.com (section 124a sentence 2 AktG) and the amended agenda notified to the shareholders in accordance with section 125 paragraph 1 and paragraph 2 AktG.

The regulations of the German Stock Corporation Act (Aktiengesetz - AktG) on which these shareholders' rights are based are as follows:



Section 122 AktG Calling of a Meeting at the Request of a Minority

(1) ¹The Annual General Meeting shall be called if shareholders, whose holding in aggregate equals one-twentieth of the share capital, demand such meeting in writing, stating the purpose and the reasons of such meeting; such demand shall be addressed to the Management Board. ²The articles may provide that the right to demand an Annual General Meeting shall require another form or the holding of a lower proportion of the share capital. ³ The petitioners must furnish proof that they have been holders of the shares for at least 90 days prior to the date of receipt of the request and will continue to hold the shares until a decision on the petition is rendered by the Management Board.

⁴Section 121 paragraph 7 shall apply accordingly.

(2) ¹In the same manner, shareholders whose shares amount in aggregate to not less than one-twentieth of the share capital or represent a pro rata amount of the share capital corresponding to €500,000, may demand that items are put on the agenda and published. ²Each new item shall be accompanied by a statement of ground or a draft motion. ³The demand in the sense of sentence 1 shall be provided to the company at least 24 days, in case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in this calculation.

(3) ¹If any such demand is not complied with, the court may authorise the shareholders, who have made the demand, to call an Annual General Meeting or publish such items. ²At the same time, the court may appoint the chairman of the meeting. ³The notice of the meeting or the publication shall refer to such authorisation. ⁴An appeal may be made against such decision. ⁵The applicants must demonstrate that they hold the shares until the decision of the court.

(4) The company shall bear the costs of the Annual General Meeting and, in the case of paragraph 3, also the court costs if the court has granted such petition.

Section 121 paragraph 7 AktG – general information

(7) ¹In terms of deadlines and dates that are counted by the Annual General Meeting, the day of the meeting shall not be taken into account. ²Moving the date from a Saturday, Sunday or a bank holiday to a preceding or subsequent working day is out of the question. ³Sections 187 to 193 of the Civil Code shall not apply accordingly. ⁴In the case of non-listed companies, the Articles of Association may stipulate a different method of calculating the deadline.

Section 70 Computation of the Period of Shareholding

¹If the exercise of rights arising from a share requires that the shareholder has been the holder of such share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institute or an enterprise operating under section 53 paragraph 7 of the German Banking Act (Gesetz über das Kreditwesen) shall be deemed equivalent to ownership. ²The period during which the share was owned by a predecessor shall be attributed to the shareholder, provided he has acquired the share without consideration from his fiduciary, as a successor in legal interest by operation of law, in connection with the liquidation of a community of interest, or as a result of a transfer of assets pursuant to section 13 of the German Insurance Supervision Act (Versicherungsauf-



sichtsgesetz) or section 14 of the Building Loan Associations Act (Gesetz über Bausparkassen).

2. Motions and Nominations by Shareholders (Sections 126, 127 AktG)

The company's shareholders may also send motions counter to a proposal by the Management Board and/or Supervisory Board as to a specific item on the agenda and proposals for the election of members of the Supervisory Board or auditors. The grounds for counter-motions must be provided; there is no need to provide the grounds for proposals for the election of members of the Supervisory Board or auditors. Counter-motions and nominations for election must be addressed solely to the address specified in the invitation:

Francotyp-Postalia Holding AG
Investor Relations
Dr. Joachim Fleing
Prenzlauer Promenade 28
13089 Berlin
Fax: +49 (0) 30 220 660 425
E-mail: j.fleing@francotyp.com

We shall publish motions and nominations by shareholders, which must be made accessible, including the name of the shareholder and any possible grounds (grounds do not need to be provided for nominations) immediately they are received at <http://www.francotyp.com>. Motions and nominations received until 14 May 2018, 24.00 hrs will be considered. Any position taken by the management will also be published under the same Internet address.

Under the preconditions listed in section 126 paragraph 2 AktG, the company is not obliged to make a counter-motion and the grounds for it accessible.

In addition to the grounds specified in section 126 paragraph 2 AktG, the Management Board does not need to make a nomination accessible, if the nomination for the election of members of the Supervisory Board or auditors does not state their name, profession and place of residence or the nomination for the election of members of the Supervisory Board does not provide any details of their membership of other supervisory boards to be established pursuant to statutory provisions. Shareholders are also asked to enclose details of their membership of comparable domestic and foreign controlling bodies of enterprises with their nomination for the election of members of the Supervisory Board.

The regulations of the Aktiengesetz (AktG – German Stock Corporation Act) on which these shareholders' rights are based, which also determine the preconditions under which access to counter-motions and nominations can be waived, are as follows:

Section 126 Motions by Shareholders

(1) ¹Motions by shareholders together with the shareholder's name, the grounds and any position taken by the management shall be made accessible to the persons entitled pursuant to section 125 paragraphs 1 to 3 AktG under the conditions stated therein if at least 14 days before the Annual General Meeting the shareholder sends to the address indicated in the notice convening the meeting a motion counter to a proposal by the Management Board and the Supervisory Board as to an item on the agenda with the grounds on which it is based. ²The date of receipt shall not be taken into account. ³In the case of listed companies, access shall be provided via the company's website. ⁴ Section 125 paragraph 3 AktG shall apply accordingly.



(2) ¹A counter-motion and the grounds for this need not be made available, if

1. the Management Board would by reason of such communication become criminally liable,
2. the counter-motion would result in a resolution of the Annual General Meeting which would be illegal or would violate the articles,
3. the grounds contain statements which are manifestly false or misleading in material respects or which are libellous,
4. a counter motion of such shareholder based on the same facts has already been communicated with respect to an Annual General Meeting of the company pursuant to section 125 AktG,
5. the same counter-motion of such shareholder on essentially identical grounds has already been communicated pursuant to section 125 AktG to at least two Annual General Meetings of the company within the past five years and at such Annual General Meetings less than one-twentieth of the share capital represented has voted in favour of such counter-motion,
6. the shareholder indicates that he will neither attend nor be represented at the Annual General Meeting, or
7. within the past two years at two Annual General Meetings, the shareholder has failed to make or cause to be made on his behalf a counter-motion communicated by him.

²The statement of the grounds need not be communicated if it amounts to more than 5,000 characters.

(3) If several shareholders make counter-motions for resolution in respect of the same subject matter, the Management Board may combine such counter-motions and the respective statements of grounds.

Section 127 Nominations by Shareholders

¹Section 126 shall apply analogously to a nomination by a shareholder for the election of a member of the Supervisory Board or external auditors. ²Such nomination need not be supported by a statement of the grounds for this. ³The Management Board also need not communicate such nomination if it fails to contain the particulars required by section 124 para. 3 sent. 3 *AktG and section 125 para. 1 sent. 5 AktG. ⁴For the nomination by a shareholder for the election of Supervisory Board members in listed companies, to which the Co-determination Act, the Coal and Steel Co-determination Act or the Supplementary Co-determination Act apply, the Management Board must include the following content:

1. Reference to the requirements set out in section 96 paragraph 2 AktG,
2. An indication as to whether full compliance with section 96 paragraph 2 sentence 3 AktG has been contradicted, and
3. An indication as to how many of the seats on the Supervisory Board have to be filled by women and men as a minimum requirement in order to meet the minimum gender distribution levels set out in section 96 paragraph 2 sentence 1 AktG.



Section 124 para. 3 AktG Publication of Requests for Supplements; Proposals for Resolutions

[...]

(3) ¹With respect to each item on the agenda that is to be decided by the Annual General Meeting, the Management Board and the Supervisory Board, but in the case of the election of members of the Supervisory Board and auditors, only the Supervisory Board, shall in the publication make a proposal for the respective resolutions. ²In case of companies within the sense of section § 264d of the German Commercial Code, the proposal of the Supervisory Board concerning the election of the auditor shall be based on the recommendation of the Audit Committee. ³Sentence 1 shall not apply if the Annual General Meeting is bound by nominations for the election of members of the Supervisory Board pursuant to section 6 of the Coal and Steel Co-determination Act, or if the subject matter of the resolution has been put on the agenda upon request by a minority. ⁴The proposal for the election of members of the Supervisory Board or auditors shall state their name, profession and place of residence. ⁵If the Supervisory Board is to comprise representatives of employees, any resolution of the Supervisory Board regarding proposals for the election of members of the Supervisory Board shall require only the majority of the votes of the representatives of the shareholders in the Supervisory Board; section 8 of the Coal and Steel Co-determination Act shall remain unaffected.

[...]

Section 125 para. 1 sent. 5 AktG Communications to Shareholders and Members of the Supervisory Board

(1) [...] ⁵In case of listed companies details on the membership of other supervisory boards to be established pursuant to statutory provisions must be added to any nomination for the election of Supervisory Board members; details of their membership of comparable domestic and foreign controlling bodies of enterprises should be added.

[...]

3. Right of Shareholders to Information (section 131 para. 1 AktG)

At the Annual General Meeting, each shareholder shall have a right to information pursuant to section 131 paragraph 1 AktG. Accordingly each shareholder shall upon request be provided with information at the Annual General Meeting by the Management Board regarding the company's affairs to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to Francotyp-Postalia Holding AG's legal and business relations with any affiliate and to the outlook of the Group and the enterprises included in the consolidated financial statements. The regulations of the German Stock Corporation Act (Aktiengesetz - AktG) on which these shareholders' rights are based, which also determine the preconditions under which the information may be refused, are as follows:

Section 131 Right of Shareholders to Information

(1) ¹Each shareholder shall upon request be provided with information at the Annual General Meeting by the Management Board regarding the company's affairs to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda.

²The duty to provide information shall also extend to the company's legal and business



relations with any affiliated enterprise. ³If a company makes use of the simplified procedure pursuant to section 266 paragraph 1 sentence 2, section 276 or § 288 of the Commercial Code, each shareholder may request that the annual financial statements be presented to him at the Annual General Meeting on such annual financial statements in the form which would have been used if such provisions on simplified procedure were not applied. 4A parent enterprise's (section 290 paragraph 1 and 2 of the German Commercial Code) management board's duty to inform the Annual General Meeting that considers the consolidated financial statements and consolidated management report shall extend to the outlook of the Group and the enterprises included in the consolidated financial statement.

(2) ¹The information provided shall comply with the principles of conscientious and accurate accounting. ²The articles or rules of procedure pursuant to section 129 AktG may authorise the Chairman of the Annual General Meeting to limit the number of questions and speaking time of shareholders as appropriate and lay down specific rules in this respect.

(3) ¹The Management Board may refuse to provide information,

1. to the extent that providing such information is, according to sound business judgement, likely to cause material damage to the company or an affiliated company;
2. to the extent that such information relates to tax valuations or the amount of certain taxes;
3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the Annual General Meeting is to approve the annual financial statements;
4. with regard to the accounting and measurement methods, if disclosure of such methods in the notes suffices to give a true and fair view of the net assets, financial position and results of operations of the company in the sense of section 264 paragraph 2 of the German Commercial Code; the foregoing shall not apply if the Annual General Meeting is to approve the annual financial statements;
5. if provision thereof would render the Management Board criminally liable;
6. if in the case of a credit institution or financial services institution information about the applied accounting and measurement methods and offsetting in the annual financial statements, the management report, the consolidated financial statements or the Group management report need not be given;
7. if the information is continuously accessible on the company's website for at least seven days prior to the Annual General Meeting as well as during the meeting.

²The provision of information may not be refused for other reasons.

(4) ¹If information has been provided outside an Annual General Meeting to a shareholder by reason of his status as a shareholder, such information shall upon request be provided to any other shareholder at the Annual General Meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. ²The Management Board may not refuse to provide such information on the grounds of paragraph 3 sentence 1 no. 1 to 4. ³Sentences 1 and 2 shall not apply if a subsidiary (section 290 paragraph 1 and 2 of the German Commercial Code), a joint venture (section 310 paragraph 1 of the German Commercial Code) or an associated company (section 311 paragraph 1 of the German Commercial Code) provides the information to a parent company (section 290 paragraph 1 and 2 of the German Commercial Code) for the purpose of the company's inclusion in the consolidated financial statements of the parent company and the information is required for this purpose.

(5) A shareholder who has been denied information may request that his question and the reason for which the information was denied be recorded in the minutes of the meeting.



The Chairman of the Meeting is also permitted by the articles to take various control and regulatory measures in the Annual General meeting, which include restricting the right to ask questions and to speak. The underlying regulation in the Articles of Francotyp-Postalia Holding AG, as amended on 11. Juni 2015, is as follows:

21. Chairmanship of the Annual General Meeting [extract]

[...]

(3) The Chairman may reasonably limit the time allocated to shareholders to place questions and to speak at the General Meeting. In particular, he is entitled to set an appropriate period of time for the entire Annual General Meeting, for talks on the individual items on the agenda and for individual speeches and questions at the beginning of the Annual General Meeting or during it. When stipulating the time available for individual questions and speeches, the Chairman may distinguish between a first request for leave to speak and repeated requests and according to other appropriate criteria. The Chairman may also bring debate to a close if this is necessary for the proper execution of the Annual General Meeting.