

Invitation
to the Annual General Meeting of
Francotyp-Postalia Holding AG

Berlin

– Securities Reference Number FPH 900 –

– ISIN: DE000FPH9000 –

– Unique ID code: GMETFPH00622 –

We herewith invite the shareholders of our company to the **ordinary Annual General Meeting** on **Wednesday, 14 June 2023, at 10:00** CEST (corresponding to 8:00 UTC) (admission starts at [9:00]) at palisa.de, Palisadenstrasse 48, 10243 Berlin, Germany.

I. Agenda

1. Presentation of the adopted annual financial statements, the approved consolidated financial statements and the combined management report for Francotyp-Postalia Holding AG and the Group for fiscal year 2022 along with the Management Board's explanatory report on the disclosures pursuant to sections 289a paragraph 1, 315a paragraph 1 of the German Commercial Code (Handelsgesetzbuch – HGB) as well as the report of the Supervisory Board

The Supervisory Board has approved the annual financial statements and the consolidated financial statements drawn up by the Management Board; the annual financial statements are therefore duly adopted. The Annual General Meeting therefore has no resolution to adopt on this item on the agenda, in accordance with legal provisions.

The documents of Francotyp-Postalia Holding AG specified in item 1 on the agenda also include the remuneration report and the explanatory report on the disclosures pursuant to sections 289a paragraph 1, 315a paragraph 1 of the German Commercial Code (Handelsgesetzbuch – HGB). They will be available from the date this Annual General Meeting is convened at the company's premises and at the Annual General Meeting for inspection by shareholders, and can also be inspected on the company's website at www.fp-francotyp.com/hv2023_en.

2. Resolution on the appropriation of net retained profits

The Management Board and Supervisory Board propose that Francotyp-Postalia Holding AG's net retained profits of EUR 17,154,166.53 for fiscal year 2022 are fully carried forward to new account.

3. Resolution on the official approval of members of the Management Board

The Management Board and Supervisory Board propose that the members of the Management Board who held office during fiscal year 2022 be granted official approval of their actions during this period.

4. Resolution on the official approval of members of the Supervisory Board

The Management Board and Supervisory Board propose that the members of the Supervisory Board who held office during fiscal year 2022 be granted official approval of their actions during this period.

Voting on the official approval of members of the Supervisory Board is to be done by individually approving each member:

4.1 Dr Alexander Granderath

4.2 Lars Wittan

4.3 Klaus Röhrig

5. Re-election to the Supervisory Board

Mr Lars Wittan, whose regular period in office would have ended at the 2025 Annual General Meeting, resigned from his post as a Supervisory Board member with effect from the end of the Annual General Meeting on 14 June 2023.

For this reason, a new member of the Supervisory Board is to be elected. In accordance with Article 10 paragraph 4 of the company's Articles of Association, this member is to be elected for the remaining period in office of the outgoing member.

Pursuant to Article 10 paragraph 1 of the company's Articles of Association and sections 95, 96 paragraph 1 and 101 paragraph 1 of the German Stock Corporation Act (Aktiengesetz – AktG), the Supervisory Board comprises three shareholder representatives. The following nomination takes account of the objectives agreed by the Supervisory Board regarding its composition and the skills profile drawn up by the Supervisory Board for the Supervisory Board.

The Supervisory Board proposes resolving:

Mr Johannes Boot, Managing Director of Tiven Malta Ltd., resident in Sliema, Malta, be appointed to the Supervisory Board with effect from the end of the 2023 ordinary Annual General Meeting for the remaining period in office of the member that was appointed by the 2021 ordinary Annual General Meeting; in other words, until the end of the Annual General Meeting that decides on official approval of the actions of the Supervisory Board for fiscal year 2024.

Additional disclosures

After completing a degree in law at Leiden University in the Netherlands, Mr Boot, a Dutch citizen born in 1968, held positions at ABN AMRO Bank NV (1994–1998), First Tuesday Ltd. (2000–2001) and Allianz Capital Partners GmbH (2001–2006), before working from 2006 to 2011 as a portfolio manager for the hedge fund Lincoln Vale European Partners LLP that he co-founded and from 2011 to 2015 as a portfolio manager for the investment fund Palm Global LLP that he also founded. Since 2016, Mr

Boot has been Chief Investment Officer at the investment management firm Lotus Investment Management, and since 2021 he has additionally taken on the role of Managing Director at the investment management firm Tiven Malta Ltd. In 1999, Mr Boot obtained a Master of Business Administration qualification at INSEAD, Fontainebleau.

Memberships in other statutory supervisory boards:

Deutsche Konsum REIT-AG (listed company)

Memberships in comparable domestic or foreign supervisory bodies of a company:

Gerlin NV, Netherlands (member of the Supervisory Board)

Orange Horizon Capital Group S.A. (listed company, member of the Board of Directors)

In view of recommendation C.13 of the German Corporate Governance Code, it is stated that Mr Boot has a business connection with a shareholder who has a significant stake in the company in his capacity as Chief Investment Officer of the investment management firm Lotus Investment Management, a role in which he is responsible for managing the assets of Dr Dirk Markus, who according to the most recent voting rights notification is allocated 25.34% of the voting rights in Francotyp-Postalia Holding AG. There are no other personal or business connections between the proposed candidate and the company, its group companies, the governing bodies of the company or other shareholders with a significant stake in the company that in the opinion of the Supervisory Board are required to be disclosed in line with this recommendation.

The Supervisory Board considers the proposed candidate to be independent.

The Supervisory Board has assured that the proposed candidate can dedicate the expected time to fulfilling the requirements of this position.

6. Resolution on the appointment of the auditor of the financial statements and consolidated financial statements

The Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditor of the financial statements, the consolidated financial statements, any review of condensed financial statements and interim financial reports and any additional interim financial information within the meaning of section 115 paragraph 7 of the German Securities Trading Act (Wertpapierhandelsgesetz – WpHG) for fiscal year 2023 and fiscal year 2024, provided these were prepared before the Annual General Meeting in fiscal year 2024.

7. Resolution on the approval of the remuneration report by the Management Board and Supervisory Board

Section 120a paragraph 4 sentence 1 AktG stipulates that the annual general meeting of a listed company resolve on the approval of the remuneration report for the preceding fiscal year prepared and audited in accordance with section 162 AktG.

The Management Board and Supervisory Board have prepared a remuneration report in accordance with section 162 AktG for fiscal year 2022 and have had it examined by the auditor. The remuneration report for fiscal year 2022 and the auditor's assurance report on examination of the remuneration report are reproduced after this agenda as additional information on agenda item 7 and will also be available on the company's website at www.fp-francotyp.com/hv2023_en.

The Management Board and Supervisory Board propose approving the remuneration report prepared and audited in accordance with section 162 AktG for fiscal year 2022.

8. Resolutions on amendments to the Articles of Association in relation to the Annual General Meeting

8.1 In accordance with section 118a paragraph 1 sentence 1 AktG, for a period of up to five years after entering the corresponding amendment to the Articles of Association, the Articles of Association may provide, or may authorise the Management Board to provide, that annual general meetings be held without shareholders or their authorised representatives being physically present at the venue of the Annual General Meeting (virtual annual general meetings).

Such Management Board authorisation is to be included in the company's Articles of Association. The Management Board shall exercise its own discretion when deciding whether to hold each Annual General Meeting as a physical or a virtual meeting and base this decision on the objective criteria that are relevant in each case. In the event that the Management Board makes use of the proposed authorisation and decides to hold a virtual Annual General Meeting, it shall ensure that shareholder rights are protected in the manner in which it structures and conducts the meeting. Where the statutory regulations provide for limitations, these shall be applied, as required and appropriate, taking into consideration the interests of the shareholders in order to allow all shareholders to exercise their rights by appropriate means.

The Management Board and Supervisory Board therefore propose that the following resolution be passed:

Article 19 of the company's Articles of Association is to be amended to include the following new paragraph 6:

“(6) The Management Board is authorised (2023 authorisation) to provide that annual general meetings taking place within five years of entering this provision of the Articles of Association in the commercial register be held without shareholders or their authorised representatives being physically present at the venue of the Annual General Meeting (virtual Annual General Meeting). Subject to mandatory legal requirements and in the absence of explicit provisions in the Articles of Association to the contrary, all provisions of these Articles of Association for annual general meetings shall apply to virtual annual general meetings.”

- 8.2 Pursuant to Article 19 paragraph 5 of the Articles of Association, Supervisory Board members are permitted to participate in an Annual General Meeting by streaming it online if they are unable to physically attend the venue of the Annual General Meeting for good reason. Pursuant to section 118 paragraph 3 sentence 2 and section 118a paragraph 2 sentence 2 AktG, this provision in the Articles of Association must be specific and extend to virtual annual general meetings.

The Management Board and Supervisory Board therefore propose that the following resolution be passed:

Article 19 paragraph 5 of the company's Articles of Association is to be reworded as follows:

“(5) Members of the Supervisory Board, with the exception of the Chair of the Meeting, are permitted to participate in annual general meetings by streaming them online, if the member in question is unable to physically attend the venue of the Annual General Meeting or resides abroad and would be required to travel an unreasonably long distance to attend the venue of the Annual General Meeting or if the meeting is held as a virtual Annual General Meeting.”

- 8.3 In order to ensure that the Annual General Meeting is conducted in an orderly manner, Article 21 paragraph 3 of the Articles of Association authorises the Chair of the Meeting to impose reasonable time limits on the shareholders' right

to ask questions and to speak at the Annual General Meeting. A corresponding provision in the Articles of Association must make clear that in the case of a virtual Annual General Meeting this right shall also apply to the right to ask supplementary questions in response to answers given by the Management Board prior to and during the meeting (section 131 paragraph 1d AktG) and the right to ask questions about matters that have come up after the deadline for submitting questions has expired (section 131 paragraph 1e AktG).

The Management Board and Supervisory Board therefore propose that the following resolution be passed:

Article 21 paragraph 3 of the company's Articles of Association is to be amended to include the following new sentence 5:

"In the case of a virtual Annual General Meeting, sentences 1 to 4 shall also apply to the shareholders' right to ask supplementary questions and to ask questions about new matters."

Additional information on item 7 of the agenda

Remuneration report for fiscal year 2022

The following remuneration report, which was prepared jointly by the Management Board and the Supervisory Board in accordance with the statutory provisions of section 162 AktG, presents and explains the remuneration of the current and former members of the Management Board and Supervisory Board of Francotyp-Postalia Holding AG in fiscal year 2022. In order to promote understanding, the remuneration system for the Management Board and Supervisory Board adopted at the Annual General Meeting on 16 June 2021 is also outlined. The remuneration report was also subjected to a formal audit as required by section 162 (3) AktG. The audit opinion is attached to this report.

The aim of this report is to make clear the connection between the overarching corporate strategy and the structure of the remuneration system, while at the same time making the concrete operation of the remuneration system – pay for performance – comprehensible. This report will be presented for approval at the Annual General Meeting resolving on fiscal year 2022.

1. Remuneration system for the Management Board

Resolution on the approval of the remuneration system for Management Board members. The current system of remuneration for the members of the Management Board of Francotyp-Postalia Holding AG was resolved by the Supervisory Board – with the assistance of specialist external support – in accordance with sections 87 (1), 87a (1) AktG on 27 April 2021 and approved by the Annual General Meeting on 16 June 2021 with a majority of 97.4% of the share capital represented. The remuneration report for fiscal year 2022 was approved by a majority of 98.4% of the share capital represented. There was therefore no reason to question or make adjustments to the reporting or application of the remuneration system.

The remuneration system complies with the requirements of the German Stock Corporation Act, in particular the requirements of the Act Implementing the Second Shareholders' Rights Directive (ARUG II), and is based on the recommendations of the German Corporate Governance Code as amended on April 28, 2022.

Summary of key aspects of fiscal year 2022 from a remuneration perspective

From a remuneration perspective, fiscal year 2022 was operationally very successful again. The good revenue and earnings development therefore had a direct impact on the Management Board's annual bonus.

As this business development has not yet had an impact on the performance of the FP share price, there has not yet been any benefit from the long-term incentives (LTI 1), which are linked to share price performance. LTI 2, which is based on sustainability targets, will not be reviewed yearly during its term.

In view of the Supervisory Board the design of the incentive focuses on a balance between short-term, annual successes and the multi-year sustainable development of the company. Through the first component of the LTI, virtual stock options, which can be exercised after four years at the earliest, the Management Board member participates in the increase in the share price. The second component of the LTI relates to sustainability criteria and thus takes into account the growing importance of environmental, social and governance (ESG) criteria in corporate management.

Application of the Management Board remuneration system in fiscal year 2022

Since the resolution by the Supervisory Board, the current remuneration system for the Management Board has been taken into account by the company when concluding new contracts and renewing existing contracts. The remuneration system did not apply to the remuneration of the members of the Management Board in fiscal year 2021, as their contracts were concluded before the resolution on the new remuneration system.

Where members of the Management Board within the meaning of section 162 AktG were granted individual remuneration in fiscal year 2022 which had been promised in previous fiscal years under the remuneration system applicable at the time, this is also presented and explained.

The remuneration system for members of the Management Board of Francotyp-Postalia Holding AG is reviewed by the Supervisory Board in accordance with Section 120a of the German Stock Corporation Act (AktG), in particular as part of contract negotiations with existing or future members of the Management Board. The Supervisory Board may – in accordance with the legal requirements in section 87a (2) sentence 2 AktG – temporarily deviate from the remuneration system if this is necessary in the interests of the long-term well-being of the company. There is to be a regular review, although a specific date has not been set.

Disclosures on the remuneration-components

The following presentation relates to the Management Board remuneration system approved by the Annual General Meeting 2021. Where the remuneration of the Management Board members in fiscal year 2022 deviates from these explanations, this will be explained in the individual presentation of the specific Management Board remuneration for the fiscal year.

The remuneration of the Management Board members is made up of non-performance-related and performance-related components. Linking remuneration to both the short-term and long-term performance of the company can support successful and sustainable corporate governance. At the same time, the choice of suitable performance criteria provides important incentives for implementing the strategic realignment of the Group.

As non-performance-related fixed remuneration, the members of the Management Board receive an annual fixed salary in twelve equal monthly instalments. In the Supervisory Board's opinion, this provides a secure and predictable income. They also receive fringe benefits in the form of non-cash remuneration, such as a company car and insurance premiums.

The performance-related remuneration components comprise short-term variable remuneration (short-term incentive, "STI") and long-term variable remuneration (long-term incentive, "LTI"). The short-term component has an assessment period of one year and is linked to two to four key performance indicators based on the budget for the respective fiscal year approved by the Supervisory Board. The long-term component (LTI) consists of two components and has an assessment period of four years to promote sustainable corporate development. The first component of the LTI is virtual share options, which are allocated to the Management Board member at a strike price and may be linked to a percentage of shares purchased and held by the Management Board member himself. The virtual share options can be exercised after four years at the earliest (vesting), so that the Management Board member participates accordingly in the increase in the share price via the difference between the strike price and the exercise price.

The second component of the LTI relates to two equally agreed sustainability criteria. The fulfilment of this component is remunerated in cash. The first criterion is the successful maintenance or re-certification of five ISO certifications over the entire period. The second criterion is the reduction of CO₂ emissions by certain target values agreed by contract compared with the beginning of the period and the end of the bonus period. The members of the Management Board receive advance payments on this second LTI component, which are offset after the assessment period.

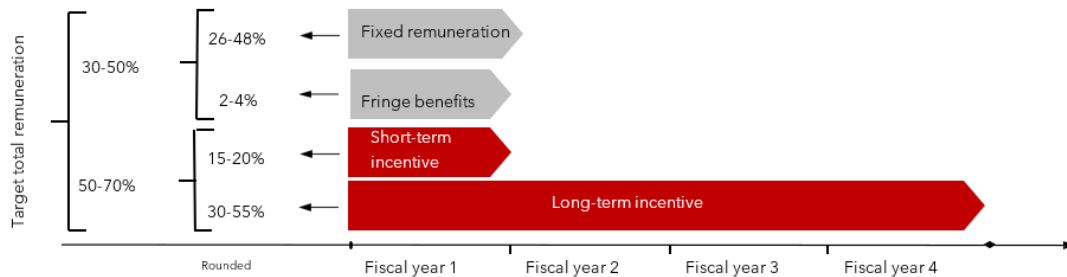
The Supervisory Board determines the specific target remuneration for the Management Board members and the performance criteria for the variable remuneration components provided for in the remuneration system for the respective upcoming fiscal year. At least 80% of the planned target figures must be achieved in order to be entitled to the agreed bonus components. A target achievement of 120% constitutes the upper limit (cap).

The share of long-term variable remuneration exceeds the share of short-term variable remuneration in total target remuneration.

TOTAL OVERVIEW OF REMUNERATION COMPONENTS	
Remuneration component	Basis of assessment/parameters
Non-performance based remuneration	
Fixed remuneration	Fixed remuneration, paid monthly pro rata as salary
Fringe benefits	Company car, insurance premiums; further one-off or time-limited (transitional) benefits possible in the case of new appointments with express resolution of the Supervisory Board
Performance-based remuneration	
Short-term incentive (STI)	<ul style="list-style-type: none"> Annual bonus model: Basis for target achievement: a separate number of Key Performance Indicators ("KPIs") to be determined by the Supervisory Board each year, or already determined, for each Management Board member, each of which is to be given equal weighting (min. 2 KPIs, max. 4 KPIs) Cap: 120% of the target amount
Long-term incentive (LTI)	<p>Sustainability component 1: virtual share options ("virtual SO")</p> <ul style="list-style-type: none"> Allocation of virtual SO with appointment to the Management Board Number of options to be allocated is left to the discretion of the Supervisory Board; additional options may be granted for the achievement of specific additional targets Obligation of the Management Board to acquire a percentage of the virtual share options as real shares (holding period: 4 years) Exercise of virtual option after 4 years (vesting period) <u>Exercise price:</u> Arithmetical average of the Xetra closing prices of the last 90 trading days prior to exercise <u>Calculation:</u> Payout amount = difference between strike price and exercise price multiplied by the number of virtual SOs allocated (no minimum) <u>Cap payout amount per virtual SO:</u> a price in EUR per virtual SO to be determined at the discretion of the Supervisory Board. <p>Sustainability component 2: ESG targets</p> <ul style="list-style-type: none"> Determination of two ESG targets by the Supervisory Board, which should be identical for all Management Board members as far as possible, but do not have to be Example ESG targets up to 2024 <ul style="list-style-type: none"> <u>1. ESG target:</u> Annual ISO (re-)certifications <u>2. ESG target:</u> Reduction of CO₂ emissions Annual advance payments on payout amount Cap: 120% of the target amount
Other remuneration schemes	
Maximum remuneration	Limitations on total remuneration granted for a fiscal year pursuant to section 87a (1) sentence 2 no. 1 AktG
Severance pay cap	Severance payments of a maximum of one year's total remuneration; remuneration for the remaining term of the contract may not be exceeded
Penalty and clawback provision	<p><u>Penalty:</u> In the event of a serious violation of applicable law in the sense of individual misconduct or organisational culpability, the Supervisory Board may partially reduce or completely eliminate the variable remuneration components (STI/LTI) for the respective assessment period</p> <p><u>Clawback:</u> Possibility for the Supervisory Board to reclaim variable remuneration already paid out in the event of subsequent discovery of a penalty event</p>

Determination of target remuneration

TARGET TOTAL REMUNERATION



The non-performance-based remuneration will account for approximately 30-50 percent of the total target remuneration in accordance with the approved remuneration system. Fixed remuneration for approximately 26-48% of target total remuneration, and regular fringe benefits normally account for approximately 2-4%. In fiscal year 2021, the Supervisory Board resolved to increase the fixed remuneration of the members of the Management Board by 5% from 1 June 2022.

The performance-based remuneration will account for a total of approximately 50-70 percent of the total target remuneration, which directly reflects the pay-for-performance approach. The target amount of the STI accounts for around 15-20% of total target remuneration, while the target amount of the LTI accounts for around 30-55% of total target remuneration. This ensures that the variable remuneration resulting from the achievement of long-term targets exceeds the share resulting from short-term targets.

The following table shows the envisaged target remuneration of the Management Board members for the 2022 fiscal year and the respective share of the remuneration components in total remuneration:

	Carsten Lind CEO		Ralf Spielberg CFO since 1 October 2022		Martin Geisel CFO 10 January 2021 to 30 September 2022	
Target remuneration for fiscal year 2022	2022 in EUR thousand	2022 in %	2022 in EUR thousand	2022 in %	2022 in EUR thousand	2022 in %
Basic remuneration	412	57%	62	55%	288	59%
+ Fringe benefits	31	4%	13	12%	29	6%
+ Pension remuneration	-	-	-	-	16	3%
= Total fixed remuneration	442	61%	75	67%	333	68%
Variable remuneration						
+ Short-term variable remuneration for 2022	180	25%	31	27%	113	23%
+ Discretionary bonus	62	8%	0	-	43	9%
+ Long-term variable remuneration (LTI 1 AOP)*	0	-	197	0%	0	0%
+Long-term variable remuneration (LTI 2)-annual payments on account	40	6%	7	6%	0	0%
= Total variable compensation	282	39%	235	33%	156	32%
= Total remuneration	724	100%	310	100%	489	100%
Share of fixed remuneration in %	61.1%		24.1%		68.1%	
Share of variable remuneration in %	38.9%		75.9%		31.9%	

1) Target compensation for LTI 1 reported at fair value at grant date

Target remuneration was determined on the basis of 100% target achievement for the variable remuneration components.

The current members of the Management Board have not received any pension commitments. They receive partial subsidies for pension insurance (pension expense).

Disclosures on shares and share options

The members of the Management Board do not receive any remuneration components in the form of shares or options on shares in Francotyp-Postalia Holding AG. The long-term variable remuneration of the Management Board is related to the share price development of Francotyp-Postalia Holding AG via virtual share options.

As part of the LTI 1 remuneration component, there is an obligation for Mr Lind and Mr Spielberg to acquire 8%, respectively, of the allocated virtual share options as shares in the company and to hold them for four years from the date of acquisition (Share Ownership Guidelines).

SHARE OWNERSHIP OF THE MANAGEMENT BOARD MEMBERS

	As at 31 Dec. 2022 - number of shares	in % of share capital
Carsten Lind	47,000	0.29
Ralf Spielberger	23,500	0.14
Martin Geisel	33,000	0.20

Information on the clawback of variable remuneration components

In the opinion of the Supervisory Board the remuneration of the members of the Management Board ensures that special performance is rewarded appropriately and that any failure to meet targets leads to a noticeable reduction in remuneration. In addition, the employment contracts of the current members of the Management Board stipulate that they are not entitled to a long-term bonus in the event of premature termination due to a serious breach of duty and that any advance payments received in this regard must be refunded. No variable remuneration components were reclaimed or withheld in fiscal year 2022.

Disclosures on deviations from the remuneration system in 2022

The company concluded an employment contract with Carsten Lind before the current remuneration system was adopted. Consequently, it does not apply in all respects to this contract. For example, the Supervisory Board is able to offset effects on the long-term bonus from corporate actions carried out in the assessment period.

The employment contract with Chief Financial Officer Martin Geisel was concluded for a period of two years. The basis for calculating the long-term bonus is therefore based on the period during which the Management Board member is able to shape and influence the company's performance. In addition, no LTI 2 was agreed with Mr. Geisel, which also represents a deviation from the resolved compensation system.

Disclosures on the implementation of the Annual General Meeting resolution

The remuneration system for the Management Board is taken into account when new Management Board employment contracts are concluded with the company and when they are renewed. It is therefore not yet fully applied to the remuneration of Carsten Lind.

Remuneration granted and owed

The remuneration granted and owed to the respective members of the Management Board of the company is as follows. As the compensation granted and owed is not always accompanied by a payment in the respective fiscal year, the STI is reported for the fiscal

year in which the activity underlying the compensation was fully performed. LTI 1, i.e. virtual stock options, is reported in the year of issue with a purely arithmetical value from the number of virtual options issued multiplied by the fair value at the grant date. LTI 2 is reported with the annual progress payments and, after the four-year bonus period has been reached, the difference is reported over the actual target achievement less the progress payments already made.

REMUNERATION OF THE MANAGEMENT BOARD (GRANTED AND OWED)

	Active members of the Management Board on 31 December 2022						Former members of the Management Board	
	Carsten Lind CEO since 1 June 2020		Ralf Spielberger CFO since 1 October 2022		Martin Geisel CFO 10 January 2021 to 30 September 2022		Martin Geisel 1 October to 31 December 2022	
	2022	2021	2022	2021	2022	2021	2022	2021
In EUR								
Fixed remuneration	411,667	400,000	62,500	-	287,500	375,000	98,438	0
Fringe benefits	30,790	27,827	13,421	-	28,839	27,824	3,916	0
Pension cost	-	-	0	-	16,497	22,152	3,381	0
Total fixed remuneration	442,457	427,826	75,921	-	332,836	424,976	105,735	0
Long-term variable remuneration (LTI 1)	-	0	197,161	-	-	-	-	-
long-term variable remuneration (LTI 2))- annual. Payment on account	40,000	55,250	7,000	-	-	-	-	-
Short-term variable remuneration (bonus)	360,000	360,000	32,569	-	126,281	187,500	42,094	0
Short-term variable remuneration (discretionary bonus)	83,363	-	-	-	58,614	-	19,538	-
Total variable remuneration	483,363	415,250	236,729	-	184,896	187,500	61,632	0
Total remuneration	925,819	843,076	312,650	-	517,732	612,476	167,367	0
Share of fixed remuneration in %	47.8%	50.7%	24.3%	-	64.3%	69.4%	63.2%	-
Share of variable remuneration in %	52.2%	49.3%	75.7%	-	35.7%	30.6%	36.8%	-

Disclosures on compliance with the maximum remuneration

In accordance with section 87a (1) sentence 2 no. 1 AktG, the Supervisory Board has set a maximum remuneration limit which restricts the total amount of remuneration actually received for a given fiscal year (fixed remuneration + fringe benefits + payout from STI + payout from LTI). For the Chairman of the Management Board, the maximum annual remuneration is EUR 2,500,000.00 gross, and EUR 1,900,000.00 gross each for the ordinary members of the Management Board.

It is not possible to verify compliance with the maximum remuneration if it still depends on the inflow of variable remuneration components in future years. Compliance with the maximum remuneration in fiscal year 2022 can therefore only be reported with regard to Martin Geisel, whose appointment to the Management Board ended in the reporting period. In this case, the maximum compensation of EUR 1,900,000 was not exceeded with compensation granted and owed in the amount of EUR 685,099.

Explanation of variable remuneration components

I. Carsten Lind, Chairman of the Management Board

The Supervisory Board has agreed targets with Mr Lind for the annual bonus for fiscal year 2022, which relate to Group revenue and EBITDA. The prerequisite for the annual bonus is target achievement of more than 80%. If the target is fully achieved, the annual bonus will be EUR 180,000. The cap (120% target achievement) is a bonus amount of EUR 360,000.

In addition, a special bonus was agreed for fiscal year 2022 for revenue and earnings targets in connection with the acquisition of the Azolver companies. The prerequisite for payment of the special bonus of EUR 61,750 is cumulative target achievement of 100%.

If the target is achieved by 200%, the special bonus will amount to EUR 123,500 (cap). The annual bonus is paid in the month following the resolution by the Annual General Meeting on the annual financial statements and is therefore included in the table as “granted”. The bonus was calculated in accordance with the following presentation:

CALCULATION OF THE BONUS CARSTEN LIND					
KPI	Target	Actual	Weighting	Target achievement in %	Share bonus
Revenue	EUR 209.6 million	EUR 251.0 million	50%	>120%	EUR 180,000
EBITDA	EUR 22.7 million	EUR 27.6 million	50%	>120%	EUR 180,000
Total			100%	>120%	EUR 360,000
Discretionary bonus	Revenue and EBITDA contribution from the Azolver companies in fiscal year 2022 (EUR 29.6 million/EUR 1.0 million)	EUR 28.9 million/EUR 2.1 million	50%/50%	135%	EUR 83,363

Mr Lind was granted a total of 350,000 virtual share options as LTI, first component, at the beginning of the four-year bonus period on 1 June 2020, at a strike price of EUR 3.60. One quarter of the virtual share options will vest after 12, 24, 36 and 48

months respectively. A further 50,000 virtual share options were also granted; these are linked to the establishment of the digital business. Depending on the exercise price, which does not have to meet any minimum amount, and the timing of the exercise declaration, it is not possible to determine the amount of the LTI until later. The amount is limited to EUR 15 per virtual share option (cap). The share options were granted in fiscal year 2020 at a fair value (fair value at grant) of EUR 221 thousand. A provision of EUR 32 thousand was recognised in fiscal year 2020.

Furthermore, sustainability targets were agreed with Mr Lind. Half of these ESG criteria relate to the successful re-certification of five ISO certifications and half to the reduction of CO₂ emissions. On the agreed LTI targets of this second component (ESG), Mr Lind will receive annual advance payments of EUR 40,000, which will be offset at the end of the assessment period of four years. The prerequisite is target achievement of more than 80%. Assuming 100% target achievement, this LTI amounts to EUR 280,000. The cap (120% target achievement) is a bonus amount of EUR 560,000. Payment will be made in the month after the bonus period expires and achievement of the agreed targets can be determined, presumably in fiscal 2025.

The Supervisory Board has therefore linked the remuneration to both the short-term and long-term development of the company so that it supports successful and sustainable corporate governance. At the same time, the suitable performance criteria selected by the Supervisory Board provide important incentives for implementing the strategic realignment of the Group. Linking LTI 1 to the development of the share price also ensures a high degree of alignment of interest with that of shareholders.

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II. Ralf Spielberger, Chief Financial Officer

The Supervisory Board has agreed a pro rata annual bonus for fiscal year 2022 with Mr Spielberger, who was appointed Chief Financial Officer with effect as of 1 October 2022. The prerequisite for this annual bonus is cumulative target achievement of more than 80% for various agreed KPIs. If the target is fully achieved, the annual bonus will be EUR 125,000. The cap (120% target achievement) is a bonus amount of EUR 50,000. The annual bonus or the pro rata annual bonus is paid in the month following the resolution by the Annual General Meeting on the annual financial statements and is therefore included in the table as “granted”. Mr Spielberger was granted a total of 240,000 virtual share options as LTI, first component, at the beginning of the four-year bonus period on 1 October 2022, at a strike price of EUR 3.10. One quarter of the virtual share options will vest after 12, 24, 36 and 48 months respectively. Depending on the exercise price, which does not have to meet any minimum amount, and the timing of the

exercise declaration, it is not possible to determine the amount of the LTI until later. The amount is limited to EUR 15 per virtual share option (cap). The share options were granted in fiscal year 2022 at a fair value (fair value at grant) of EUR 197 thousand. A provision of EUR 12 thousand was recognised in fiscal year 2022.

Furthermore, sustainability targets were agreed with Mr Spielberger. Half of these ESG criteria relate to the successful re-certification of five ISO certifications and half to the reduction of CO2 emissions. On the agreed LTI targets of this second component (ESG), Mr Spielberger will receive annual advance payments of EUR 28,000, which will be offset at the end of the assessment period of four years. The prerequisite is target achievement of more than 80%. If the target is fully achieved, this LTI amounts to EUR 195,000. The cap (120% target achievement) is a bonus amount of EUR 234,000. Payment will be made in the month after the bonus period expires and achievement of the agreed targets can be determined, presumably in fiscal 2026.

CALCULATION OF THE BONUS | RALF SPIELBERGER

KPI	Target	Actual	Weighting	Target achievement in %	Share bonus
Revenue	EUR 209.6 million	EUR 251.0 million	33%	>120%	EUR 12,488
EBITDA	EUR 22.7 million	EUR 27.6 million	33%	>120%	EUR 12,488
Free cash flow	EUR 11.0 million	EUR 8.1 million	33%	74%	EUR 7,593
Total					EUR 32,569

The Supervisory Board has therefore linked the remuneration to both the short-term and long-term development of the company so that it supports successful and sustainable corporate governance. At the same time, the suitable performance criteria selected by the Supervisory Board provide important incentives for implementing the Group's corporate strategy. Linking LTI 1 to the development of the share price also ensures a high degree of alignment of interest with that of shareholders.

III. Martin Geisel, Chief Financial Officer until 30 September 2022

The Supervisory Board agreed an annual bonus with Mr Geisel for fiscal year 2022. The prerequisite for the annual bonus is cumulative target achievement of more than 80% for various agreed KPIs. If the target is fully achieved, the annual bonus will be EUR 150,000. The cap (125% target achievement) is a bonus amount of EUR 187,500. In addition, a special bonus was agreed for fiscal year 2022 for revenue and earnings targets in connection with the acquisition of the Azolver companies. The prerequisite for payment of the special bonus of EUR 57,891 is cumulative target achievement of 100%. If the target is achieved by 200%, the special bonus will amount to EUR 115,781 (cap). The annual bonus is paid in the month following the resolution by the Annual General

Meeting on the annual financial statements and is therefore included in the table as “granted”.

The bonus for fiscal year 2022 was calculated as shown below:

CALCULATION OF THE BONUS MARTIN GEISEL					
KPI	Target	Actual	Weighting	Target achievement in %	Share bonus
Revenue	EUR 209.6 million	EUR 251.0 million	25%	>125%	46,875
EBITDA	EUR 22.7 million	EUR 27.6 million	30%	>125%	56,250
Free cash flow	EUR 11.0 million	EUR 8.1 million	25%	74%	27,750
ESG criteria	ISO audits, reduction of CO ₂		20%	>125%	37,500
Total			100%		168,375
Discretionary bonus	Revenue and EBITDA contribution from the Azolver companies in fiscal year 2022 (EUR 29.6 million/EUR 1.0 million)	EUR 28.9 million/ EUR 2.1 million	50%/50%	135%	78,152
Long-term bonus	Increase in share price with minimum target achievement of 80% (EUR 3.95)	EUR 3.23	100%	0	0

Half of the ESG criteria related to the successful re-certification of five ISO certifications and half to the reduction of CO₂ emissions. The degree of target achievement for these two criteria was 120% and 150%.

Mr Geisel was promised an LTI with a two-year assessment period in fiscal year 2021. This is based on the increase in the share price. The share price at the beginning of the assessment period (January 1, 2021) is calculated from the arithmetic mean of the Xetra daily closing prices of the last 30 trading days before the beginning of the assessment period, which corresponded to EUR 3.29. The minimum target achievement was 80%, corresponding to a share price of EUR 3.95. The LTI target was therefore not achieved and no payment was made.

For Mr Geisel too, the Supervisory Board has linked remuneration to both the short-term and long-term development of the company so that it supports successful and sustainable corporate governance. At the same time, the suitable performance criteria selected by the Supervisory Board provide important incentives for implementing the sustainability targets. Linking LTI to the development of the share price also ensured a high degree of alignment of interest with that of shareholders.

Explanation of disclosure relating to former members of the Management Board

Martin Geisel's appointment as a member of the Management Board ended on 30 September 2022 by way of his resignation, and his employment contract ended on 31 December 2022. Consequently, remuneration in the final quarter of 2022 was reported as "Remuneration to former members of the Management Board".

The former Management Board member received the remuneration owed according to the employment contract until the end of his employment relationship. This included the variable remuneration in addition to the fixed salary.

After the end of his Management Board mandate until the end of his employment relationship, the former Management Board member was available in particular for the windup of his employment relationship and the orderly handover of current business. In addition, pension payments of EUR 45 thousand were made to former members of the Management Board in fiscal year 2022.

Defined benefits from third parties

The members of the Management Board have not received any defined benefits from third parties, neither within nor outside the Group, in connection with their activities as members of the Management Board of Francotyp-Postalia Holding AG.

Benefits in the event of premature termination

If the appointment to the Management Board is revoked for good cause that is not covered within the meaning of section 626 BGB for the summary cancellation of the employment contract, the Management Board member is entitled to a lump-sum severance payment due on the date of legal termination. The amount of the severance payment then due corresponds to a percentage of the respective Management Board member's final annual remuneration, comprising fixed salary and STI excluding LTI and other remuneration components (50% Geisel and 75% Lind and Spielberger). In any case this corresponds to a maximum total of the amount of fixed remuneration entitlements for the remaining term of the contract.

In the event of other premature termination of the employment contract without good cause in accordance with section 626 BGB, the company and the Management Board member may agree separate arrangements; in this case, payments to members of the Management Board including fringe benefits may not exceed the value of one year's remuneration (severance pay cap) and may not remunerate more than the remaining term of the service contract. The severance pay entitlement and severance pay cap are to be calculated based on the corresponding total remuneration for the last full fiscal

year; before the end of the first fiscal year, the calculation shall be based on the current fiscal year (pro rata).

If a Management Board member leaves their employment due to a serious breach of duty (“bad-leaver situation”), the vested virtual share options and the virtual share options already due for exercise may also no longer be exercised. All virtual share options expire without remuneration.

Should a post-contractual non-competition clause be agreed with a member of the Management Board in the future, the severance pay would be offset against the competition indemnity.

If the appointment is revoked in accordance with section 84 (3) AktG within three months of a change of control becoming known at the instigation of the new majority shareholder and if the revocation is not based on good cause pursuant to section 626 BGB, the severance pay entitlement shall be increased to the amount of the total annual remuneration for the last completed fiscal year, but no more than the amount of the remuneration entitlements for the remaining term of the contract.

Benefits in the event of regular termination

No separate provisions have been made for the case of regular termination of a Management Board contract and no agreements have been concluded in this respect. In particular, no benefits have been promised by the company for a retirement pension.

Outlook for fiscal year 2023 from a remuneration perspective

The Supervisory Board has not resolved any adjustments to remuneration levels or changes to the remuneration system.

2. Remuneration system for the Supervisory Board

Resolution on the remuneration system for members of the Supervisory Board

The Annual General Meeting decides on the remuneration for the members of the Supervisory Board. The remuneration is set out in article 17 of the company’s Articles of Association. The Management Board and Supervisory Board regularly review the remuneration of the members of the Supervisory Board and they came to the conclusion in fiscal year 2022 that the level of remuneration of the Supervisory Board of Francotyp-Postalia Holding AG after its last amendment in 2008 is lower compared with other similar companies than would be customary based on the relevant market indicators of the company. Against this background, the Management Board and Supervisory Board considered an increase in Supervisory Board remuneration to be necessary and appropriate and submitted a new remuneration scheme to the Annual General Meeting

on 15 June 2022 for voting. The increased importance and responsibility of Supervisory Board activities was also to be taken into account. The new remuneration scheme takes particular account of recommendation G.17 and suggestion G.18 of the German Corporate Governance Code (GCGC). The structure of Supervisory Board remuneration at Francotyp-Postalia Holding AG takes account of the increased responsibility of the Chairman of the Supervisory Board and has been adjusted accordingly.

This proposal was approved by a majority of 99.69% of the share capital represented.

Structure and application of the remuneration system of the Supervisory Board

The remuneration system for the Supervisory Board is governed by the Articles of Association and provides both the abstract and the concrete framework for the remuneration of Supervisory Board members. This ensures that the remuneration of Supervisory Board members is always in line with the remuneration system resolved by the Annual General Meeting.

The remuneration of the members of the Supervisory Board consists of a basic remuneration and supplements granted for assuming certain functions in view of the additional workload involved.

The members of the Supervisory Board receive fixed annual remuneration of EUR 40,000 (previous year: EUR 30,000) for each full fiscal year in office. For the Chairman, the fixed remuneration is 200% (previous year: 150%) of the remuneration of the other members of the Supervisory Board. The Deputy Chairman does not receive a supplement to the basic remuneration (previous year: EUR 7,500).

Due to the increased preparation and workload regularly associated with this and in accordance with recommendation G.17 GCGC, the members of the Supervisory Board receive additional annual remuneration of 10% of their basic remuneration for each membership of a committee, provided that such a committee has met at least twice in the fiscal year in question. Given its number of three members, the Supervisory Board has not currently established any committees.

Supervisory Board members who have not belonged to the Supervisory Board for a full fiscal year or who have not held the position of Chairman or Deputy Chairman of the Supervisory Board for a full fiscal year receive remuneration on a pro rata basis, rounded up to full months.

The remuneration is paid in the last month of the respective fiscal year.

The company provides the members of the Supervisory Board with insurance cover at an appropriate level for the performance of their Supervisory Board work and pays the premiums due for this. In addition, the company reimburses each Supervisory Board member for appropriate and proven expenses incurred in performing his or her duties, as well as for any value-added tax payable on the remuneration.

There is no variable remuneration for members of the Supervisory Board that is dependent on the achievement of specific successes or targets. The Supervisory Board can thus gear its decisions to the good of the company and thus to a long-term business strategy and sustainable development without pursuing any other motives. Due to the special nature of Supervisory Board remuneration, which differs fundamentally from the activities of employees of the company because of its supervisory nature, there is no vertical comparison with employee remuneration.

In the future, the Annual General Meeting will resolve on the remuneration of the members of the Supervisory Board at least every four years. The Supervisory Board will therefore conduct an analysis of its remuneration at least every four years in order to submit a corresponding resolution proposal to the Annual General Meeting together with the Management Board. In fiscal year 2022, the remuneration system for the Supervisory Board was applied in all aspects as regulated in the revised article 17 of the company's Articles of Association. The members of the Supervisory Board did not receive any further remuneration or benefits in the reporting year for services provided personally, in particular consulting and mediation services. The members of the Supervisory Board were not granted any loans or advances, nor were any contingent liabilities entered into in their favour.

Individualised disclosure of Supervisory Board remuneration

The following table shows the remuneration of the members of the Supervisory Board in the past fiscal year in accordance with section 162 AktG: whereby the remuneration is attributed to the fiscal year in which the underlying activity was fully performed ("vesting-oriented view"):

REMUNERATION OF THE SUPERVISORY BOARD (GRANTED AND OWED)

in EUR		2022	2021
Dr Alexander Granderath	Member since 10 November 2020, Chairman of the Supervisory Board	80,000	45,000
Lars Wittan	Member since 10 November 2020, Deputy Chairman	40,000	37,500
Klaus Röhrig	Member since 1 April 2013	40,000	30,000
Total remuneration		160,000	112,500

Comparative presentation of remuneration and earnings performance

The following comparative presentation shows the annual change in the remuneration of current and former Management Board and Supervisory Board members, the company's earnings performance and the remuneration of employees on a full-time equivalent basis. The average remuneration of employees includes employee benefit expenses for wages and salaries, for fringe benefits, for employer contributions to social security, and for any short-term variable remuneration components attributable to the fiscal year. Thus, the remuneration of employees – in line with the remuneration of the Management Board and the Supervisory Board – also corresponds in principle to the remuneration granted and owed within the meaning of section 162 (1) sentence 1 AktG. Employee remuneration (except for apprentices and temporary workers) was based on the average wages and salaries of the Group's employees in Germany in the respective fiscal year.

Change in %	2022 to 2021
Current members of the Management Board	
Carsten Lind	9.8
Ralf Spielberger	n.a.
Martin Geisel (until Sept. 30, 2022, thereafter former member of the Management Board)	11.9
Former members of the Management Board	
Former members of the Management Board who retired more than 10 years ago	0.0
Current members of the Supervisory Board	
Dr Alexander Granderath	77.7
Lars Wittan	6.7
Klaus Röhrig	33.3
Development of the company	
Net profit of Francotyp-Postalia Holding AG (HGB) ¹	-117.9
EBITDA of the FP Group (IFRS)	49.6
Average remuneration of employees 2022 to 2021	5.1
Average remuneration of employees 2021 to 2020	2.6

The information on the remuneration of the members of the Management Board is based on the remuneration granted and owed.

¹ The net profit of Francotyp-Postalia Holding AG amounted to EUR 11.7 million in 2021 and EUR -2.1 million in 2022.

Mr Spielberger was appointed to the Management Board as at 1 October in fiscal year 2022. Mr Geisel's term of office as a member of the Management Board ended on 30 September 2022. The changes to the remuneration of the members of the Supervisory Board result from the change in the remuneration system.

Berlin, 27 April 2022

Carsten Lind

Ralf Spielberger

Chairman of the Management Board

Member of the Management Board

Dr. Alexander Granderath

Lars Wittan

Klaus Röhrig

Chairman of the Supervisory Board

Member of the Supervisory Board

Independent Auditor's Assurance Report on Examination of the Remuneration Report pursuant to Section 162 (3) AktG

To Francotyp-Postalia Holding AG, Berlin,

Opinion

We have formally examined the remuneration report of Francotyp-Postalia Holding AG for the financial year from 1 January to 31 December 2022 to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with Section 162 (3) AktG, we have not examined the content of the remuneration report.

In our opinion, the accompanying remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 (1) and (2) AktG. Our opinion does not cover the content of the remuneration report.

Basis for the Opinion

We conducted our examination of the remuneration report in compliance with section 162 (3) AktG taking into account the IDW assurance standard: Examination of the remuneration report pursuant to section 162 (3) AktG (IDW AsS 870 (08.2021)). Our responsibilities under this regulation and this standard are further described in the "Our Responsibilities" section of our assurance report. Our audit firm has applied the IDW Standard on Quality Management 1: Requirements for Quality Management in Audit Firms (IDW QS 1). We have complied with our professional duties pursuant to the German Public Accountants Act [WPO] and the Professional Charter for Auditors/Chartered Accountants [BS WP/vBP], including the independence requirements.

Responsibilities of the Management Board and the Supervisory Board

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of § 162 AktG. They are further responsible for such internal control as they determine is necessary to enable the preparation of the remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Our Responsibilities

Our objectives are to obtain reasonable assurance about whether the remuneration report complies, in all material respects, with the disclosure requirements pursuant to section 162 (1) and (2) AktG, and to issue an assurance report that includes our opinion.

We planned and performed our examination to obtain evidence about the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by section 162 (1) and (2) AktG. In accordance with section 162 (3) AktG, we have not examined whether the disclosures are correct or individual disclosures are complete or whether the remuneration report is fairly presented.

Handling Potential Misleading Presentations

In connection with our examination our responsibility is to read the remuneration report by taking into account the findings of the audit of the annual financial statements and, in doing so, remain alert for indications of misleading presentations in the remuneration report to determine whether the disclosures are correct or individual disclosures are complete or whether the remuneration report is fairly presented.

If, based on the work we have performed, we conclude that there is such misrepresentation, we are required to report that fact. We have nothing to report in this regard.

Berlin, 28 April 2023

KPMG AG

Wirtschaftsprüfungsgesellschaft

Cheung

German Public Auditor

Klein

German Public Auditor

II. Information on attendance at the Annual General Meeting

1. Requirements for attending the Annual General Meeting and exercising voting rights

Only those shareholders who register with the company at the following address and provide evidence of their authorisation are entitled to attend the Annual General Meeting, to exercise their voting rights themselves or by issuing power of attorney and instructions to the proxies appointed by the company and to exercise other shareholder rights.

In accordance with Article 20 paragraph 2 of the Articles of Association, evidence of authorisation to exercise shareholder rights relating to the Annual General Meeting is to be provided by evidence of shareholdings in text form, in German or English, from the last intermediary in accordance with section 67c paragraph 3 of the German Stock Corporation Act and Article 5 of EU Implementing Regulation 2018/1212 (EU-IR).

Evidence of shareholdings must relate to the start of the 21st day before the Annual General Meeting, i.e. **24 May 2023, 0:00 (CEST)** (“**record date**”). It is pointed out that in notifications in line with section 125 AktG, which in terms of form and content are to be prepared in line with the EU Implementing Regulation, a record date is to be stated in field C5 of table 3 of the EU Implementing Regulation. This record date (in the present case: 23 May 2023, 22:00 UTC (coordinated universal time)) is not identical to the record date to be stated in line with section 123 paragraph 4 AktG (in the present case: 24 May 2023, 00:00 (CEST)). Here the company follows a recommendation of the implementation guideline published by the Association of German Banks on implementing Shareholder Directive II (ARUG II) on the German market.

Registration and evidence of their shareholdings must be sent to the company in text form (by post or by e-mail) at the address specified below and in German or English by no later than **24:00 (CEST) on 7 June 2023** (“**registration period**”).

Francotyp-Postalia Holding AG

c/o Link Market Services GmbH

Landshuter Allee 10

80637 Munich, Germany

E-mail: inhaberaktien@linkmarketservices.de

The **record date** is the crucial date for authorisation to exercise voting rights and other shareholder rights. In relation to the company, only those who have supplied evidence of their shareholdings on the record date are regarded as shareholders for the exercise of voting rights and other shareholder rights. Changes in shareholdings after the record date are of no significance to this. No block on disposal of the shares is associated with the record date. Shareholders who have duly registered and provided evidence are then entitled to attend the Annual General Meeting and to exercise their voting rights, even if they sell the shares after the record date. Shareholders who acquired their shares after the record date are not entitled to vote unless they have obtained a power of attorney to do so or an authorisation to exercise such rights. It should be pointed out that the record date is of no relevance to a possible entitlement to dividends.

2. Exercise of voting rights by authorised representatives

Shareholders who are not attending the Annual General Meeting themselves can be represented by authorised representatives in order to exercise their voting rights and other shareholder rights, e.g. an intermediary, a shareholders' association, a voting rights consultant or another individual. Even then, the relevant shares must be registered for the Annual General Meeting in due form and time and evidence of share ownership must be provided.

If a shareholder authorises more than one person, the company can reject one or more of these persons.

The issue of the proxy, its revocation and evidence of the proxy to the company all require text form. For organisational reasons, proxies that are issued before the day of the Annual General Meeting must be received at the address specified below by no later than 24:00 (CEST) on 13 June 2023:

Francotyp-Postalia Holding AG

c/o Link Market Services GmbH

Landshuter Allee 10

80637 Munich, Germany

E-mail: inhaberaktien@linkmarketservices.de

Shareholders who wish to authorise a representative directly to the company by e-mail or in writing, i.e. by post, are requested to use the proxy form provided by the company to issue the proxy.

The proxy form is attached to the admission card and can be downloaded from the company's website. A form for granting a proxy and a form for revoking this proxy will be made available on the company's website at www.fp-francotyp.com/hv2023_en immediately after the Annual General Meeting is convened. The forms can also be requested by post or e-mail at the address above.

If the proxy is issued to the representative, rather than directly to the company (known as internal proxy), the issuing of the proxy, evidence of the proxy to the company and revocation of this proxy require text form. Evidence of a proxy granted internally can be provided by sending this evidence by post or by e-mail to the address stated above and must be received by the company by 13 June 2023, 24:00 (CEST).

Shareholders are also asked to use the forms provided by the company to grant a proxy by way of declaring this to the representative.

Where a proxy to exercise voting rights is granted to an intermediary (e.g. bank), a shareholders' association, a voting rights consultant or another commercial proxy service covered by section 135 AktG, there are usually special considerations. For example, there is no text form requirement but the authorised representative must retain a verifiable record of the proxy declaration. It must also be complete and may contain only declarations related to the exercising of voting rights. We would therefore ask that our shareholders coordinate their efforts in this respect.

3. Exercise of voting rights by the company's representatives

Shareholders may also authorise representatives nominated by the company. If representatives nominated by the company are appointed as proxies, the shareholder must instruct these representatives regarding how the voting rights are to be exercised for the individual items for resolution on the agenda. If no such instructions are issued, the representatives nominated by the company cannot represent the vote. The representatives must vote as instructed. The representatives nominated by the company cannot accept requests to ask questions, bring forward motions or file objections.

The issue of the proxy, its revocation and evidence of the proxy to the company all require text form.

If the representatives are appointed to exercise voting rights according to instructions by post or e-mail, proxies and instructions to the representatives must, for organisational

reasons, be received by the company by post or e-mail no later than the end of 13 June 2023, 24:00 (CEST) at the address below:

Francotyp-Postalia Holding AG

c/o Link Market Services GmbH

Landshuter Allee 10

80637 Munich, Germany

E-mail: inhaberaktien@linkmarketservices.de

Proxies and instructions to the representatives nominated by the company that have already been issued by post or by e-mail can still be provided on the day of the Annual General Meeting until the point at which the Chair of the Meeting announces that it is time to cast votes.

Notice must be given of changes or revocations by post or e-mail by 13 June 2023, 24:00 (CEST) at the address stated above.

Shareholders who have registered on time will receive a form for issuing proxies and instructions for proxy voting by representatives nominated by the company by post or e-mail together with the admission card to the Annual General Meeting. A form for granting a proxy and issuing instructions to the company's representatives and a form for revoking these will also be made available on the company's website at www.fp-francotyp.com/hv2023_en immediately after the Annual General Meeting is convened. The forms can also be requested by post or e-mail at the address above.

More details on issuing proxies and instructions are sent together with the admission card after duly registering for the Annual General Meeting. Information can also be found on the company's website at www.fp-francotyp.com/hv2023_en.

4. Supplements to the agenda pursuant to section 122 paragraph 2 AktG

Shareholders whose aggregate holdings equal 5% of the share capital or represent a pro rata amount of the share capital corresponding to EUR 500,000 – this equates to at least 500,000 shares – may request that items be put on the agenda and published. Each new item shall be accompanied by an explanation or a draft proposal. The request must be addressed to the Management Board in writing and must be received by the company at least 30 days before the meeting in accordance with section 122 paragraph 2 AktG, i.e. by 24:00 (CEST) on 14 May 2023 at the latest. Please direct any requests to this effect to the following address:

Francotyp-Postalia Holding AG

The Management Board

Attn.: Investor Relations

Prenzlauer Promenade 28, 13089 Berlin, Germany

or in electronic form in accordance with section 126a of the German Civil Code to:

hauptversammlung@francotyp.com

Those submitting motions must provide evidence 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 motion is rendered by the Management Board (section 122 paragraph 1 sentence 3 and paragraph 2 sentence 1 AktG and section 70 AktG).

5. Motions and nominations by shareholders in accordance with sections 126, 127 AktG

Motions and nominations by shareholders on specific items on the agenda, including the name of the shareholder, possibly an explanation and possibly a statement by the management are made accessible via the company's website (via the link www.fp-francotyp.com/hv2022_en) if the shareholder has sent them to the following address by the end of 30 May 2023, 24:00 (CEST):

Francotyp-Postalia Holding AG

Investor Relations

Prenzlauer Promenade 28, 13089 Berlin, Germany

Fax: +49 (0)30 220 660-425

E-mail: hauptversammlung@francotyp.com

A countermotion and the grounds for this need not be made available if one of the exclusionary elements pursuant to section 126 paragraph 2 AktG exists. In particular, the statement of grounds for an admissible countermotion need not be communicated if it amounts to more than 5,000 characters.

The above statements shall apply analogously to a nomination by a shareholder for the election of members of the Supervisory Board or external auditors with the proviso that a statement of grounds does not have to be provided for a nomination for election (section 127 AktG). Nominations for election must be made accessible only if they contain the name, profession and place of residence of the person nominated and, in the

case of an election of Supervisory Board members, also information on their memberships in other statutory supervisory boards.

Countermotions and nominations, even those that have been submitted to the company beforehand in due time, will be considered during the Annual General Meeting only if they are communicated or submitted verbally at the meeting. Irrespective of this, all shareholders attending the Annual General Meeting are entitled to make countermotions to items on the agenda or to submit nominations for election during the Annual General Meeting itself, even if they have not been communicated to the company beforehand. The right of the Chair of the Meeting to have the proposals of the management voted on first remains unaffected by this, unless the law provides otherwise.

6. Right to information pursuant to section 131 paragraph 1 AktG

In accordance with section 131 paragraph 1 AktG, each shareholder who makes a verbal request during the Annual General Meeting shall be provided with information at the Annual General Meeting by the Management Board regarding the company's affairs to the extent that the information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliate and to the outlook of the Group and the companies included in the consolidated financial statements, as the Annual General Meeting also considers the consolidated financial statements and the consolidated management report under item 1 of the agenda. For any of the reasons specified in section 131 paragraph 3 AktG, the Management Board can choose not to answer particular questions, for instance because providing such information is, according to sound business judgement, likely to cause material damage to the company or an affiliated company. Pursuant to Article 21 paragraph 3 of the Articles of Association, the Chair of the Meeting can impose reasonable time limits not only on the shareholders' right to speak, but also on their right to ask questions. In particular, the Chair can set an appropriate period of time for the entire Annual General Meeting, for deliberations on the individual items on the agenda and for individual speeches or questions at the beginning of the Annual General Meeting or during it.

7. Right to receive a confirmation of vote counting

Any shareholder who voted may request a confirmation of whether their vote was counted and, if so, how, in accordance with section 129 paragraph 5 sentence 1 AktG within one month following the date of the Annual General Meeting. The company must

issue the confirmation in accordance with the requirements under Article 7 paragraph 2 and Article 9 paragraph 5 subsection 2 EU-IR. In the event that the confirmation is issued to an intermediary (e.g. a bank), that intermediary must deliver the confirmation to the shareholder without delay in accordance with section 129 paragraph 5 sentence 3 AktG.

8. Further information on shareholder rights

Further information on shareholder rights pursuant to sections 122 paragraph 2, 126 paragraph 1, 127 and 131 AktG can be found on the company's website at www.fp-francotyp.com/hv2023_en from the time at which the Annual General Meeting is convened.

9. Total number of shares and voting rights at the time the Annual General Meeting is convened

The company's share capital at the time the Annual General Meeting is convened amounts to EUR 16,301,456 and is divided into 16,301,456 no-par-value bearer shares. Each share grants one vote. The total number of voting rights is thus 16,301,456. This total includes 544,273 in treasury stock held by the company at the time of convening, based upon which the company is not entitled to any rights pursuant to section 71b AktG.

10. Annual General Meeting documentation and further information

This invitation to the Annual General Meeting, the documents to be made available to the Annual General Meeting and further information in connection with the Annual General Meeting, in particular in accordance with section 124a AktG, will be accessible on the company's website at www.fp-francotyp.com/hv2023_en from the time at which the Annual General Meeting is convened.

Any counter motions, nominations or requests for supplements by shareholders received by the company that are subject to disclosure requirements will also be made available using the website given above.

11. Further information on the votes in accordance with table 3 of EU Implementing Regulation 2018/1212

No proposed resolution will be provided under agenda item 1; as such, no vote is planned for it either (see there for an explanation). Under agenda items 2 to 6 and 8, the votes on the published proposed resolutions and nominations will be binding; under agenda item 7, the vote on the published proposed resolution is of an advisory nature. For every

vote, shareholders can vote “Yes” (approval) or “No” (rejection) or can abstain from voting, i.e. refrain from participating in the vote.

12. Data protection

In the context of conducting its Annual General Meeting, Francotyp-Postalia Holding AG (Prenzlauer Promenade 28, 13089 Berlin, Germany, data protection officer: Norman Höhling, privacy@francotyp.com) processes shareholders’ personal data and, where applicable, that of their legal or contractual representatives in the capacity of data controller as described in Article 4 no. 7 of the EU General Data Protection Regulation. The company employs external service providers to conduct its Annual General Meeting. They are exclusively bound by instructions in the manner in which they process the personal data on the company’s behalf.

Shareholders and any such representatives have certain rights in relation to the processing of their personal data in accordance with the statutory requirements. In our privacy policy, we have compiled all the relevant information on how we process the personal data of our shareholders and their representatives. The privacy policy is available at www.fp-francotyp.com via the link www.fp-francotyp.com/hv2023_en. A request to inspect the privacy policy can otherwise be made to the data controller using the contact details stated above.

Berlin, May 2023

Kind regards,

Francotyp-Postalia Holding AG
The Management Board