

Declaration of Compliance 2025

Declaration of Compliance of the Management Board and the Supervisory Board of Francotyp-Postalia Holding AG with the German Corporate Governance Code pursuant to Section 161 of the German Stock Corporation Act (AktG)

The Management Board and Supervisory Board of Francotyp-Postalia Holding AG declare in accordance with Section 161 of the German Stock Corporation Act (AktG) that since the submission of the last declaration in accordance with Section 161 of the AktG on January 17, 2024, the recommendations of the "Government Commission on the German Corporate Governance Code" in the version of April 28, 2022, published in the official section of the Federal Gazette on June 27, 2022, have been complied with and will be complied with in the future, with the exceptions stated and justified below.

A.2: Consideration of diversity when filling executive positions

Internal company guidelines ensure that executive positions are filled without discrimination. However, diversity is not specifically taken into account when filling executive positions.

B.1: Consideration of diversity in the composition of the Management Board

The Supervisory Board would welcome a female or diverse member of the Management Board and would give them priority in the event of equal qualification. However, in the view of the Supervisory Board, gender and diversity are no dominant selection criteria for Management Board members. Accordingly, the Supervisory Board has set a target of 0% for the proportion of women on the Management Board.

B.3: Duration of first-time appointments of Management Board members

In deviation from the recommendation to limit the terms for first-time appointments of Management Board members to three years, the Supervisory Board considered a standard term of four years for first-time appointees to be in the interest of stability and continuity of Management Board membership. With the currently appointed member of the Management Board, the Supervisory Board no longer deviates from the recommendation and intends to maintain this in the future.

C.1: Consideration of diversity in the composition of the Supervisory Board

The Supervisory Board would welcome a female or diverse member of the Supervisory Board and would give them priority for nomination in the event of equal qualification. However, in the view of the Supervisory Board, gender and diversity are not dominant criteria for selecting Supervisory Board members. Accordingly, the Supervisory Board has set a target of 0% for the proportion of women on the Supervisory Board.

F.2: Deadlines for publication of consolidated financial reports

The consolidated financial statements, including the Group management report, are prepared within four months instead of 90 days of the end of the financial year due to the extensive consolidation effort and the additional effort resulting from ESEF tagging. The half-year financial report is also published within two months instead of 45 days after the end of the reporting period due to the high consolidation effort.

G.1: Definitions in the remuneration system

The current remuneration system does not specify which financial and non-financial performance criteria are decisive for the granting of variable remuneration components or what connection exists between the achievement of the previously agreed performance criteria and the variable remuneration. A definition in this regard could hinder the dynamic transformation process in the medium term.

G.7: Determining the amount of the variable remuneration components (1)

In deviation from the current remuneration system, the Supervisory Board has not defined performance criteria for the short-term variable remuneration components for the 2024 financial year that are based on operational targets for any Management Board member. Similarly, the extent to which individual targets of the individual members of the Management Board or targets for all members of the Management Board together are decisive has not been determined.

G.10: Determining the amount of the variable remuneration components (2)

The Management Board contracts do not stipulate that the variable remuneration amounts granted to the members of the Management Board are predominantly invested in shares in the company or granted on a share-based basis.

Berlin, 17th January 2025

For the Management Board

Friedrich Conzen

CEO

For the Supervisory Board

Dr. Dirk Markus

Chairman of the Supervisory Board