



## **Declaration on Corporate Governance**

*pursuant to Section 289f(2) HGB and Section 315d HGB with Integrated Corporate Governance Report*

### **1. Principles of Corporate Governance**

The Corporate Governance of Francotyp-Postalia Holding AG serves the purpose of responsible and sustainable corporate management. It is based on the applicable statutory provisions, the German Corporate Governance Code and internal guidelines. Implementation by the Management Board and Supervisory Board is intended to make this declaration on corporate governance transparent and comprehensible. In this way, the trust of stakeholders - investors, customers, employees and the public - in the management and supervision of the FP Group is to be promoted. The implementation of and compliance with these principles is seen as a central management task.

#### **1.1. General information on the company and its governing bodies**

Francotyp-Postalia Holding AG was founded in Berlin in 1923 and is now an internationally active technology company. The company is registered in the Berlin-Charlottenburg Register Court under HRB 169096. The address is Prenzlauer Promenade 28, 13089 Berlin.

The purpose of the company in accordance with its Articles of Association is to manage companies that particularly operate in the business areas of franking machines, associated peripheral equipment and supplementary OEM products, the electronic processing of mail deliveries and the management of logistics systems, as well as to hold and administer shareholdings in companies with the same or similar business purposes.

As a German stock corporation, Francotyp-Postalia Holding AG's corporate governance is primarily determined by the German Stock Corporation Act (AktG) and other statutory provisions of commercial and corporate law, as well as by the German Corporate Governance Code. The rights and obligations of the governing bodies (Management Board, Supervisory Board and Annual General Meeting) are based on the law, the Articles of Association and the [Rules of Procedure](#).

The Management Board and the Supervisory Board form the company's dual management system, whereby the functions of "management" and "supervision" are clearly separated by law and the Articles of Association. The Management Board and Supervisory Board are committed to the interests of the shareholders and the benefit of the company and work closely together with the aim of sustainably increasing the value of the company.

The Management Board consists of one or more persons. If only one member of the Management Board is appointed, he or she represents the company alone. If several



members of the Management Board are appointed, the company is represented by two members of the Management Board jointly or by one member of the Management Board together with an authorized signatory. The Supervisory Board may grant individual members of the Management Board the right to represent the company individually. The company is not subject to the co-determination regulations of the German One-Third Participation Act (DrittelbG).

Francotyp-Postalia Holding AG has been listed on the Frankfurt Stock Exchange since 2006 and meets the transparency requirements of the Prime Standard segment of Deutsche Börse AG (WKN: FPH900 | ISIN: DE000FPH9000 | FPH).

## **1.2. Company and Group structure**

Francotyp-Postalia Holding AG is a holding company. It fulfills central tasks, e.g. in the area of taxes and finance, for its subsidiaries, which are responsible for day-to-day business operations. The subsidiaries operate in three business areas: Mailing, Shipping & Office Solutions, Digital Business Solutions and Mail Services. Some of them are linked to Francotyp-Postalia Holding AG via control and profit transfer agreements and are subject to the instructions of the Management Board of Francotyp-Postalia Holding AG.

## **1.3. Declaration on the German Corporate Governance**

The Management Board and the Supervisory Board of Francotyp-Postalia Holding AG see responsible and transparent corporate governance as the basis for long-term economic success. The model for this is the German Corporate Governance Code (GCGC) in its most recent version.

According to the 2022 version of the Code, companies report on their corporate governance in the corporate governance declaration. The Management Board and Supervisory Board submit this declaration jointly, whereby they are only responsible for the parts of the report that relate to themselves.

On January 17, 2024, the Management Board and Supervisory Board of Francotyp-Postalia Holding AG issued the following Declaration of Compliance in accordance with Section 161 AktG after due examination:

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, 2023, 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, no specific attention is paid to diversity 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 not dominant selection criteria for Management Board members. Accordingly, the Supervisory Board has set a target of 0% for the percentage 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 considers a standard term of four years for first-time appointees to be in the interest of stability and continuity of Management Board membership. Moreover, the Supervisory Board determines the appropriate term of appointment on an individual basis. Therefore, the appointments of individual members can, as in the past, also be made for a duration of less than four years.

#### 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 percentage of women on the Supervisory Board.

#### F.2: Deadlines for publication of consolidated financial reports

The consolidated financial statements and Group management report are prepared within four months instead of 90 days after the end of the business year due to the extensive consolidation effort. 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 extensive consolidation effort.

## **2. Management Board**

### **2.1. Composition of the Management Board**

At the time of reporting, Francotyp-Postalia Holding AG is managed by two members of the Management Board.

The Chairman of the Management Board is Friedrich G. Conzen (CEO). The Supervisory Board has appointed him to the Management Board for a period of two years with effect from March 1, 2024. Friedrich G. Conzen was born in 1975 and graduated from the University of Mannheim and Bocconi Milan with a degree in business administration. He began his career in management consulting at Droege & Company and A.T. Kearney and subsequently gained experience in the management of medium-sized companies. Most recently, he led the



transformation and repositioning of Nedis, a wholesaler for consumer electronics in the Netherlands. Friedrich G. Conzen succeeds Carsten Lind, who has led the company as CEO since 2020.

Ralf Spielberger is the Chief Financial Officer of Francotyp-Postalia Holding AG. He was appointed to the Management Board with effect from 1 October 2022 for a period of four years. Ralf Spielberger was born in 1968 and, after completing his training as a banker, graduated with a degree in business administration from the University of Mainz. In addition to his financial expertise, he also brings extensive experience in digital transformation processes. Among other things, Mr Spielberger held various positions in Finance & Operations at Pitney Bowes from 2007 and was CFO of the European business from 2011.

The CVs of the Management Board members are available on the company's [website](#). They do not exercise any supervisory board mandates or secondary occupations.

Based on the recommendations of the GCGC and in accordance with statutory regulations, the Supervisory Board has adopted a requirements profile for members of the Management Board that also takes into account the diversity requirements for this body. Accordingly, the key suitability criteria for selecting candidates for long-term succession planning are professional qualifications for the position to be taken on, leadership skills, previous performance and industry knowledge. In addition to the relevant professional qualifications, the Supervisory Board also pays attention to diversity in the composition of the Management Board. The Supervisory Board would welcome a female or diverse member of the Management Board and give them priority if they are equally qualified. Most recently, the Supervisory Board set a target of zero percent women on the Management Board for the period until June 30, 2026 to avoid setting a target that the Supervisory Board did not consider realistic to achieve with the resources available to it and was not in the interests of the company.

In accordance with the Corporate Governance Code, the Supervisory Board has set an age limit for the Management Board members.

The company's Management Board has set a target for the proportion of women at the first management level below the Management Board in accordance with Section 76 (4) AktG. The first management level below the Management Board is defined as the heads of the business units and corresponding staff functions within FP; they report directly to the Management Board. The second management level below the Management Board is the heads of divisional and operational corporate departments; they report to the first management level. By resolution dated December 23, 2021, the target for the proportion of women in the first management level was set unchanged at 10%. The target for the proportion of women in the second management level was set at 30%.

As of December 31, 2023, the first management level consists of 18 employees, 5 of whom are women. This corresponds to 28%, which means that the target figure of 10% has been reached. The second management level consists of 19 employees, 5 of whom are women. This corresponds to 26%, which is below the target of 30%. Both targets are to be reviewed



and redefined on a regular basis, but no later than June 30, 2026. When filling management positions, the Management Board will ensure that the diversity targets are also met in the future. There are no further stipulations in terms of a diversity concept.

Long-term succession planning for the Management Board members generally takes place by way of regular discussions between the chairs of the Management Board and the Supervisory Board and by regularly addressing the topic on the Supervisory Board. The contract terms and renewal options for current Management Board members are discussed and potential successors are considered.

## **2.2. Way of working of the Management Board**

As of the date of this declaration, the Management Board consisted of two members. If multiple Management Board members are appointed, they are jointly responsible for the overall management of the business. They manage the company with the aim of generating sustainable value added together on their own responsibility and in the company's interests, thus taking into account the concerns of its shareholders, employees and other groups associated with the company. The [Rules of Procedure](#) for the Management Board, issued by the Supervisory Board, govern which tasks the individual Management Board members have, how resolutions are to be adopted and what majorities are required for resolutions in individual cases. The individual Management Board members' areas of responsibility are determined in the schedule of responsibilities.

## **2.3. Corporate Governance Tools**

Sustainable thinking and taking responsibility for employees, customers and partners as well as for society and the environment have long been the basis of our actions. Our integrated management system has ensured the continuous improvement of our performance in this area for almost 20 years now.

The structure and organization of the global FP Group is based on a target operating model. With subsidiaries in various industrialized countries and a dense global dealer network, the company divided its business activities into three divisions in 2023:

- Mailing, Shipping & Office Solutions (MSO);
- Digital Business Solutions (DBS);
- Mail Services.

The Group is mainly managed using the key financial figures of revenue and EBITDA. In this way, the FP Group ensures that decisions take sufficient account of the tension between growth and profitability. In addition to financial performance indicators, the FP Group also uses non-financial performance indicators to manage the company. To date, the focus has been on the quality of the range of services, measured by a quality indicator and an improvement indicator. The relevant non-financial performance indicators will be redefined in the 2024 financial year.



In terms of sustainability, we are certified in accordance with the basic ISO standards. The integrated management systems at our German sites have been certified since 2004 and are constantly being developed further. This includes the areas of occupational health and safety, environment, energy, quality and information security.

In November 2023, the regular ISO recertification and monitoring audits took place, which we successfully passed for the standards ISO 9001 (quality), ISO 14001 (environment), ISO 45001 (occupational safety), ISO 50001 (energy) and IEC/ISO 27001 (information security - FP Digital Business Solutions GmbH at the Berlin-Adlershof site). Important factors include regulated, recurring work processes, defined responsibilities, organized information flows to internal and external interfaces and continuous controlling to ensure the quality of work steps. The certified integrated management system (ISO 9001:2015, ISO 14001:2015, ISO 45001:2018, ISO 50001:2018, ISO/IEC 27001:2013) reports to the Management Board as the management representative (BdM). The BdM is the member of the Management Board, Ralf Spielberger. It is managed by the "Building Technology Work Preparation Management Systems" department responsible for quality, the environment, energy, health and safety at work and information security. Responsibility for the associated tasks lies with the representative for the integrated management system (IMB), who was also appointed in this context as the energy management representative (EMB) of Francotyp-Postalia Holding AG for the German sites. He is responsible for monitoring "first, second and third party" audits, results reports and findings in accordance with quality, energy, environmental, occupational safety and information security requirements.

The regulations on compliance and the code of conduct defined by the Management Board and the Supervisory Board apply worldwide and must be followed by all FP employees – taking account of the co-determination rights of the responsible employee representative bodies – when they act on behalf of the company. The compliance guideline defines the requirement to comply with legal and internal regulations in order to promote the company's success and avoid damage to the company. In this context, whistleblowers are also offered the possibility to report possible violations to FP anonymously.

Francotyp-Postalia Holding AG and its subsidiaries are exposed to a variety of risks in the course of their business activities that are inseparably linked to entrepreneurial activity. They can have a negative impact on the net assets, financial position and results of operations. The conscientious handling of risks is therefore an elementary component of responsible corporate management. Consequently, a lively risk awareness, an open risk culture and an effective risk management system are required to ensure the short and long-term success of the company.

At FP, the risk management system is closely interlinked with compliance management and is an integral part of corporate management. Using the risk management system for which the Management Board is responsible, the risk and compliance situation is regularly analyzed and the identified risks are assessed, managed and controlled. The system covers all companies, locations and business divisions and also takes sustainability aspects into account. The cross-divisional and cross-task internal control system (ICS) is an integral part of Group-wide risk management. The Management Board is not aware of any facts indicating



that the internal control system is inadequate or ineffective. The Supervisory Board is regularly informed about the company's risk situation in a structured process and also monitors the effectiveness of the risk management system as part of this process. It not only supports the effective identification and management of corporate risks, but also the implementation of and compliance with the ethical principles of corporate governance (Code of Conduct) and the legal provisions that guide the Group's actions.

#### **2.4. Collaboration with the Supervisory Board**

The Management Board and Supervisory Board work closely together for the benefit of the company. The Management Board develops the company's strategic direction, coordinates this with the Supervisory Board, ensures its implementation and regularly discusses the status of implementation with the Supervisory Board. The Supervisory Board is informed immediately of any important events that could have a significant impact on the company. As a rule, the Management Board passes resolutions at meetings convened and chaired by the Chairman by simple majority, unless a larger majority is required by law. If resolutions are not passed unanimously, the Chairman of the Management Board has the casting vote in the case of a Management Board with more than two members. Meetings of the Board of Management take place at regular intervals, if possible every two weeks.

#### **2.5. Management Board remuneration and securities transactions**

The currently applicable remuneration system for the Management Board was resolved at the Annual General Meeting on 16 June 2021 and is published on the company's website.

Francotyp-Postalia publishes the remuneration report for the last financial year in the annual report, including the auditor's report in accordance with Section 162 AktG. This can also be found on the [website](#) together with the applicable remuneration system pursuant to Section 87a (1) and (2) sentence 1 AktG and the most recent remuneration resolution pursuant to Section 113 (3) AktG.

No loans or advances were granted to Management Board members. The company has not entered into any contingent liabilities for the benefit of Management Board members.

Transactions with securities of the company are published on the website under "[Directors' dealings](#)". At the time of reporting, the following shares in Francotyp-Postalia Holding AG were held by the Management Board:

Friedrich Conzen	0
Ralf Spielberger	23.500



### 3. Supervisory Board

#### 3.1. Composition of the Supervisory Board

In accordance with the Articles of Association, the Supervisory Board of Francotyp-Postalia Holding AG consists of three members who are elected as shareholder representatives at the Annual General Meeting. The Chairman and a Deputy Chairman are elected from among the members of the Supervisory Board. The Supervisory Board's [rules of procedure](#), which it has drawn up for itself, govern its working methods.

Vorsitzender:

Johannes Boot, profession: Chief Investment Officer of Lotus Investment Management and Managing Director of Tiven Malta Ltd.; age: 56, first appointed in 2023, appointed until 2025, member of the Supervisory Board of Deutsche Konsum REIT-AG and Gerlin NV, Netherlands, member of the Board of Directors of Orange Horizon Capital Group S.A.

Deputy Chairman:

Klaus Röhrig, profession: Managing Director, Active Ownership Corporation S.à r.l., Grevenmacher, Luxembourg; age: 46, first appointed in 2013, appointed until 2025, Member of the Board of Directors of Agfa-Gevaert NV, Mortsel, Belgium and Member of the Supervisory Board, Formycon AG, Munich, Member of the Board of Directors of Fagron NV, Rotterdam, Netherlands, Member of the Board of Directors of MAM Baby AG, Wollerau, Switzerland

Member of the Supervisory Board:

Dr. Alexander Granderath, profession: Managing Director of Dr. Granderath, Rat und Vermögen GmbH and Managing Director of StreamParty GmbH, Willich; age: 57, first appointed in 2020, appointed until 2025, Chairman of the Supervisory Board of Vita 34 AG and Chairman of the Supervisory Board of VTG AG

The Supervisory Board of Francotyp-Postalia Holding AG has drawn up a profile of skills and requirements and regularly reviews it for any need for adjustment. The competence profile takes into account the company-specific situation, the specific business activities, the size of the company and the regional distribution of activities as well as the ownership structure.

In order to be able to perform its control function and to assess and monitor the business conducted by the company, the following expertise and skills are required for the composition of the Supervisory Board and are assigned to the current members of the Board accordingly:





## Skills profile of the Supervisory Board

	Johannes Boot	Klaus Röhrig	Dr. Alexander Granderath
<b>Personal criteria/skills</b>			
Younger than age 70	x	x	x
Maximum membership of 10 years	x		x
Independence (at least one member must be fully independent)			
Financial	x	x	x
No personal relationship	x	x	x
Business / management experience	x	x	x
Not a former member of the Management Board	x	x	x
No supervisory or advisory role with competitors	x	x	x
Basic knowledge of corporate governance	x	x	x
Ability to work in a team	x	x	x
International experience (at least one member)	x	x	x
<b>Industry expertise</b>			
Digital communication (at least one member)			x
Postal market (at least one member)		x	
B2B business model (at least one member)	x		x
Business development (at least one member)		x	x
<b>Technical skills and specialist expertise</b>			
R&D (at least one member)			x
Finance and accounting (HGB, IFRS) (at least one member)		x	
Auditing (at least one member)		x	
Controlling (at least one member)		x	
Risk management/compliance (at least one member)	x		
M&A (at least one member)		x	x
Sustainability (ESG)	x	x	x

The above criteria for the composition of the Supervisory Board have been and are met. Together, the members of the Supervisory Board thus have all the key knowledge, skills and experience necessary to perform their tasks properly.

In order to ensure independent advice and monitoring of the Management Board by the Supervisory Board, the Rules of Procedure for the Supervisory Board stipulate that more than half of the members of the Supervisory Board must be independent as defined in the German Corporate Governance Codex. In the Supervisory Board's view, there are currently no specific indications for any Supervisory Board member of relevant circumstances or relationships, particularly with the company, members of the Management Board or other Supervisory Board members, that could give rise to a significant and not just temporary conflict of interests and

would therefore count against independence. All three members of the Supervisory Board have expertise in the field of accounting. Klaus Röhrig also has expertise in the field of auditing.

A diversity plan for the composition of the Supervisory Board comprising aspects such as age, gender, nationality and educational or professional background has not been prepared and followed to date. In the German Stock Corporation Act and the German Corporate Governance Code, it is stipulated that the supervisory board of listed companies should set targets for the proportion of women. For the same reasons as reported above for setting the target for the composition of the Management Board, the Supervisory Board has set a target of 0% for the proportion of women on the Supervisory Board by 30 June 2026. As at 31 December 2023, the proportion corresponded to the target figure.

### **3.2 Way of working of the Supervisory Board**

The Supervisory Board monitors and advises the Management Board on its governance of the company. At regular intervals, the Supervisory Board discusses the business development and planning as well as the strategy and its implementation. It reviews the annual and consolidated financial statements and the combined management report of Francotyp- Postalia Holding AG and the Group, and makes a proposal for the appropriation of net profit if necessary. It adopts the annual financial statements of Francotyp-Postalia Holding AG and approves the consolidated financial statements, taking account of the findings of the auditor's audit reports. The Supervisory Board may also resolve on the Management Board's proposal for the appropriation of net profit and on the Supervisory Board's report to the Annual General Meeting. In addition, the Supervisory Board deals with monitoring the company's compliance with legal provisions, official regulations and the company's internal guidelines. The Supervisory Board reviews the non-financial declaration and has agreed goals for sustainable development of the company with the Management Board.

The Supervisory Board's tasks also include appointing the members of the Management Board and determining their areas of responsibility. Furthermore, the Supervisory Board resolves the remuneration system for the Management Board members and sets the specific remuneration in line with the system. It sets the targets for variable remuneration and the respective total remuneration for the individual Management Board members and reviews the appropriateness of the total remuneration and, on a regular basis, the remuneration system for the Management Board.

The Supervisory Board meets at least once each calendar quarter. The Chairman of the Supervisory Board coordinates its work. The Supervisory Board meetings are convened and chaired by him or, if he is unable to do so, by the Deputy Chairman in accordance with the detailed provisions of the Articles of Association and the Rules of Procedure. The [Rules of Procedure](#) are published on the company's website. Extraordinary meetings are also convened by the Supervisory Board Chairman when necessary, in his professional judgement. Supervisory Board resolutions are regularly adopted at meetings and can also be adopted outside meetings in accordance with the detailed provisions of the Rules of Procedure.



The Supervisory Board is quorate when more than half, but at least three, of its members participate in the adoption of a resolution, and it adopts resolutions by a simple majority unless stipulated otherwise by law.

The Chairman is also responsible for keeping a written record of the resolutions. Outside the regular meetings, he engages in continuous dialogue with the Chairman of the Management Board, particularly on the topics of strategy, planning, business development, the risk situation, risk management and compliance. Within reason, the Supervisory Board Chairman is also willing to hold talks with investors on topics specific to the Supervisory Board. The decision on entering into a specific dialogue is made by the Supervisory Board Chairman. He can discuss this with other Supervisory Board members or with Management Board members. He then informs the Supervisory Board members and the company about these discussions.

The Supervisory Board also meets regularly without the Management Board. It regularly reviews how effectively it performs its tasks. The last extensive self-evaluation was performed in fiscal year 2022. A list of transactions requiring approval has been issued by the Supervisory Board. The Management Board presents transactions requiring approval to the Supervisory Board in the form of a draft resolution for discussion and approval.

New members of the Supervisory Board can meet with members of the Management Board and line managers to discuss key and topical issues and to gain an overview of relevant topics for the company (“onboarding”).

There are no consultancy contracts or other service or work contracts in place between Supervisory Board members and the company.

### **3.3. Supervisory Board activities in the reporting year**

The Supervisory Board reports to the Annual General Meeting extensively on its activities in the reporting year. The report of the Supervisory Board forms part of the annual report on the respective fiscal year. It contains information on the topics of the Supervisory Board meetings and meeting attendance, including major resolutions. It is also made available to view and download on the company’s website, at the latest when the Annual General Meeting is convened.

The members of the Management Board attend the Supervisory Board meetings, but at times the Supervisory Board also regularly meets without the Management Board. Topics at these meetings relate either to the Management Board itself or to internal Supervisory Board matters. There were no conflicts of interest involving Management Board or Supervisory Board members in the past fiscal year that would have had to have been disclosed to the Supervisory Board without delay.

The Supervisory Board has compiled a list of non-audit services by the auditor that require approval and it sets the budget for the performance of non-audit services for the respective fiscal year.



### **3.4. Committees and their way of working**

No committees were formed because the Articles of Association prescribe that the Supervisory Board must consist of three members. Accordingly, the members of the Supervisory Board perform its work together at all times.

### **3.5. Supervisory Board remuneration and securities transactions**

The remuneration for the members of the Supervisory Board is decided by the Annual General Meeting and set out in the Articles of Association. The members receive remuneration of EUR 40,000 for each full year of membership. For the Chairman of the Supervisory Board, this remuneration is increased to 200% of the remuneration for the ordinary member. The company provides the members of the Supervisory Board with insurance cover to an appropriate extent for the performance of their Supervisory Board duties. The premiums for this are paid by the company. The company reimburses each member of the Supervisory Board for reasonable and documented expenses incurred in the performance of their duties as well as any value added tax payable on their remuneration.

The disclosures on remuneration (sections 289f(2) no. 1a, 315d HGB) as well as the remuneration report on the past fiscal year, the auditor's report in accordance with section 162 AktG and the last remuneration resolution in accordance with section 113(3) AktG are published in the annual report on the [website](#).

Transactions with securities of the company by Supervisory Board members are published on the website under "[Directors' dealings](#)". At the time of reporting, the following shares in the company were held by the members:

Johannes Boot:	0
Klaus Röhrig:	1.680.000 (via Active Ownership Fund SICAV-FIS SCS and Active Ownership Investments Ltd.)
Dr. Alexander Granderath:	36.000

## **4. Corporate Reporting and Auditing**

### **4.1. Corporate Reporting**

Francotyp-Postalia Holding AG not only fulfils the legally stipulated disclosure obligations, but also meets the high transparency requirements of the Prime Standard stock market segment. The company regularly reports on its financial and operating business performance and on current events and developments at the company and in the Group. It communicates proactively and deals with questions and suggestions from third parties in a constructive way. All those who are interested can also sign up on the website to an IR mailing list that keeps them informed and up-to-date with news from the Group.



The annual financial statements and consolidated financial statements as well as the combined management report for the Group and the company for each financial year are prepared within the first four months of the following year. They are audited by the auditor elected by the Annual General Meeting and approved or adopted by the Supervisory Board. They are then published in the form of an annual report in German and English. As a listed company, Francotyp-Postalia Holding AG is also obliged to provide information on sustainability in the form of a non-financial statement. This is updated annually and sets out how the company acts with regard to environmental, employee and social issues as well as respect for human rights and anti-corruption guidelines, which are also anchored in the Code of Conduct. The non-financial statement is formally and substantively reviewed by the Supervisory Board.

A half-year report on the development in the first six months of each fiscal year is prepared and published by Francotyp-Postalia Holding AG within two months of the end of the first half of the year. In addition, FP publishes a quarterly report after the end of the first and third quarters, in which the company gives an account of its business results in the first or third quarter. The report on the third quarter also includes a presentation of the development in the first nine months of the respective fiscal year.

Recurring dates such as the date of the Annual General Meeting and the publication dates for the interim reports can be found in a financial calendar that is published in the annual report, in the interim reports and on the company's website.

## **4.2. Auditing**

KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, was elected as auditor by the Annual General Meeting on June 14, 2023 and has accordingly been commissioned by the Supervisory Board to audit the annual and consolidated financial statements. KPMG Berlin has been the auditor for Francotyp-Postalia Holding AG and the Group since the 2009 financial year. Jack Cheung has signed as the auditor responsible for the audit since the 2023 financial year and Sascha Klein since the 2020 financial year.

The audit assignment and scope relate to the audit of the consolidated (IFRS) and annual (HGB) financial statements of Francotyp-Postalia Holding AG. The focus areas for the audit are determined based on the risks.

Disclosures on the fees can be found in the notes to the annual report.

## **5. Shareholders/Annual General Meeting**

### **5.1. Disclosures on shareholdings and changes in these**

The company's share capital amounts to EUR 16,301,456.00 and is divided into 16,301,456 no-par value bearer shares with a notional interest in the share capital of EUR 1.00 per share. All shares grant identical rights. According to the voting rights notification of May 4, 2023 by



Lotus FamilyInvest AG, Olive Tree Invest GmbH holds 25.34% of the shares in Francotyp-Postalia Holding AG.

In the 2022 financial year, the Management Board decided to buy back treasury shares with the approval of the Supervisory Board. The share buyback was announced on November 1, 2022 and commenced on November 2, 2022. By the end of the share buy-back on November 1, 2023, a total of 420,210 shares had been acquired. The total number of treasury shares thus amounted to 677,603 shares as at December 31, 2023.

## **5.2. Disclosures required under takeover law in accordance with sections 289a and 315a HGB**

### **1. Composition of the subscribed capital**

The composition of the subscribed capital is presented in Section (27) of the Notes to the Consolidated Financial Statements.

All shares grant identical rights in accordance with the German Stock Corporation Act.

### **2. Restrictions relating to voting rights or the transfer of shares**

Each share entitles the holder to cast one vote at the Annual General Meeting. There are no restrictions relating to voting rights or the transfer of shares.

### **3. Direct or indirect shareholdings in the capital that exceed 10% of the voting rights**

Information on direct or indirect shareholdings that exceed 10% of the voting rights can be found in Section (40) of the Notes to the Consolidated Financial Statements.

---

<b>Name/Company</b>	<b>Direct/ Indirect holding of more than 10 % of the voting rights</b>
Mr. Klaus Röhrig, Austria	Indirect
LOTUS FamilyInvest AG, Austria	Indirect
LOTUS FamilyInvest (Lux) S.a.r. l., Luxembourg	Indirect
Olive Tree Invest GmbH, Germany	Direct

---

### **4. Shares with special rights**

Francotyp-Postalia Holding AG has issued no shares with special rights.

### **5. Control of voting rights of employee shareholders**

There are no controls over voting rights.



## **6. Statutory regulation in the Articles of Association on appointing and dismissing Management Board members and amending the Articles of Association**

In accordance with article 6 (2) of the Articles of Association of Francotyp-Postalia Holding AG, the Supervisory Board is responsible for determining the number of Management Board members, appointing them, and revoking their appointment. In accordance with article 6 (3) of the Articles of Association, the Supervisory Board can appoint a Supervisory Board committee to sign, amend and terminate employment contracts of Management Board members.

The Articles of Association stipulate in article 23 (1) that the Annual General Meeting passes resolutions by a simple majority of the votes cast, and, where the statute requires a majority of capital in addition to a majority of votes, by a simple majority of capital represented at the time the resolution is passed, insofar as the law or the Articles of Association do not require a larger majority. Abstentions count as votes not cast. Furthermore, in accordance with article 15 (2) of the Articles of Association, the Supervisory Board can make amendments to the Articles which relate only to wording.

## **7. Management Board authorisation with regard to the possibility of buying back shares**

On 10 November 2020, the Annual General Meeting authorised the company to purchase treasury shares in the amount of up to 10% of the share capital existing at the time of the Annual General Meeting's resolution and to use these shares for any purposes permitted by law up to 9 November 2025. The authorisation can be exercised in full or in part, and on one or more occasions. The treasury shares may also – with the approval of the Supervisory Board and in particular in the context of business combinations or in the case of company acquisitions or investments – be offered and transferred to third parties against in-kind contributions, provided that the company acquisition or the investment is in the company's best interest and the amount to be paid for the treasury shares is not disproportionately low.

With the approval of the Supervisory Board, the treasury shares can be issued against cash contributions in order to list the company's shares on a foreign stock exchange on which the shares were not admitted for trading until now.

With the approval of the Supervisory Board, the treasury shares can be sold to third parties in exchange for cash payments if the price at which the shares are sold is not significantly lower than the market price. In total, the shares used on the basis of the authorisation granted under this section, issued in accordance with section 186 paragraph 3 sentence 4 AktG (with subscription rights withheld in exchange for cash contributions close to the quoted market price), may not exceed 10% of the share capital. Shares that have been issued or sold up to this point in time in direct or corresponding application of this regulation during the term of this authorisation are to be counted towards this limit. This limit also includes shares that are to be issued to service bonds (including profit sharing rights) with conversion or option rights or conversion obligations, provided the bonds or profit sharing rights are issued during the term of this authorisation with subscription rights being excluded in corresponding application of section 186 paragraph 3 sentence 4 AktG.



The Supervisory Board can offer the treasury shares to members of the Management Board instead of the cash remuneration owed by the company.

The treasury shares can, with the approval of the Supervisory Board, be used to service subscription rights duly issued and exercised under the 2015 stock option plan (agenda item 11 of the Annual General Meeting on 11 June 2015).

Please also see the information in the notes to the annual financial statements of FP Holding AG regarding the acquisition of treasury shares in accordance with section 160 (1) no. 2 AktG.

**8. Significant agreements between the company and the parent company which are subject to the condition of a change of control following a takeover offer and compensation agreement between the company and the parent company in the event of a takeover offer**

A key agreement of the parent company Francotyp-Postalia Holding AG, which falls under the condition of a change of control following a takeover offer, is the current syndicated loan agreement, which includes a right of termination in the event of a change of control. If this occurs, FP would potentially have to conclude new financing agreements at less favourable conditions. No further agreements have been entered into with either third parties or subsidiaries.

**9. Compensation agreements in the event of a takeover offer**

There are agreements with the members of the Management Board in the event of a change of control.

**5.3. Rights of shareholders at the Annual General Meeting**

The shareholders of Francotyp-Postalia Holding AG exercise their rights at the company's Annual General Meeting. The Annual General Meeting is chaired by the Chairman of the Supervisory Board. If he is unable to do so, he chooses another Supervisory Board member to perform this task. If the Chairman is unable to attend and has not appointed anyone to deputise for him, then the Annual General Meeting shall be chaired by a Supervisory Board member elected by the Annual General Meeting.

The Annual General Meeting is held once a year within the first eight months of the year. Each share grants one vote. The shareholders can either exercise their voting rights themselves at the Annual General Meeting or have them exercised by an authorised representative of their choice or by a voting proxy of the company who is bound by instructions. The Management Board is also authorised to provide for an option for shareholders to cast their votes in writing or by means of electronic communication without attending the Annual General Meeting (postal vote). All documents and information on the Annual General Meeting are available to shareholders on the company's website at an early stage. It is also possible to contact employees in the Investor Relations department with questions about these documents.





At the 2021 Annual General Meeting, the remuneration system for the members of the Management Board was presented to shareholders and approved by a majority of 97.5%. The remuneration system for the Supervisory Board was last presented to shareholders at the 2022 Annual General Meeting and approved by a majority of 99.7%. The remuneration report for the 2022 financial year was last presented to the 2023 Annual General Meeting and approved by a majority of 90.6%.

#### **5.4. Related parties**

No contracts were concluded between members of the Supervisory Board and Francotyp-Postalia Holding AG in the 2023 financial year. Memberships of members of the Management Board and Supervisory Board on the boards of other companies and transactions with related parties are disclosed in the current annual report.

Berlin, 30 April 2024

For the Supervisory Board

For the Management Board