



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

**Berlin**

**- Securities Reference Number FPH 900 -**

**ISIN: DE000FPH9000**

**We herewith invite our shareholders to the Annual General Meeting of  
Francotyp-Postalia Holding AG  
on 7 June 2017 at 10:00 a.m.,  
Ludwig Erhard Haus, Chamber of Commerce and Industry,  
Fasanenstraße 85, 10623 Berlin, Germany.**

## Agenda

- 1. Presentation of the adopted annual financial statements, the approved consolidated financial statements and the combined Group management report for Francotyp-Postalia Holding AG and the Group for fiscal year 2016, the report of the Supervisory Board and the Management Board's explanatory report on the disclosures pursuant to sections 289 paragraph 4, 315 paragraph 4 of the German Commercial Code (Handelsgesetzbuch)**

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 Francotyp-Postalia Holding AG documents specified in item 1 on the agenda will be available from the date this Annual General Meeting is convened at the Company's premises, Prenzlauer Promenade 28, 13089 Berlin, Germany, and at the Annual General Meeting for inspection by shareholders and can also be inspected on the Internet via the "Investors/Events/Annual General Meeting" link at [www.fp-francotyp.com](http://www.fp-francotyp.com).

- 2. Resolution on the appropriation of Francotyp-Postalia Holding AG's net retained profits to distribute a dividend**

The Management Board and Supervisory Board propose that Francotyp-Postalia Holding AG's net retained profits of EUR 15,648,619.10 for the fiscal year 2016 be used as follows:

Distribution of a dividend of EUR 0.16 per share entitled to a dividend for the past fiscal year 2016:	EUR 2,605,656.96
Profit carryforward:	EUR 13,042,962.14

As of the date the Annual General Meeting is convened, the Company holds no treasury shares. Should the Company hold treasury shares on the date of the Annual General Meeting itself, they shall not be entitled to a dividend in accordance with section 71b of the German Stock Corporation Act (Aktiengesetz). In this case, the payment of an unchanged dividend of EUR 0.16 per entitled share shall be proposed to the Annual General Meeting. As the number of entitled shares and thus the total dividend shall decrease, the amount to be carried forward shall increase accordingly.

The number of shares entitled to a dividend for the past fiscal year 2016 may change before the resolution on the appropriation of net retained profits is passed. In this case, a correspondingly adjusted proposed resolution on the appropriation of net retained profits shall be submitted to the Annual General Meeting with an unchanged distribution of EUR 0.16 per entitled share. The adjustment shall be as follows: If the number of entitled shares and thus the total dividend decreases, the amount to be carried forward shall increase accordingly. If the number of entitled shares and thus the total dividend increases, the amount to be carried forward shall decrease accordingly.

In accordance with section 58 paragraph 4 of the version of the German Stock Corporation Act in force since 1 January 2017, the dividend is payable on the third working day following the resolution of the Annual General Meeting, therefore on 12 June 2017.

**3. Resolution on the official approval of members of the Management Board for fiscal year 2016**

The Management Board and Supervisory Board propose that the members of the Management Board in fiscal year 2016 be granted official approval of their actions during this period.

**4. Resolution on the official approval of members of the Supervisory Board for fiscal year 2016**

The Management Board and Supervisory Board propose that the members of the Supervisory Board in fiscal year 2016 be granted official approval of their actions during this period.

**5. Resolution on the appointment of the auditor of the financial statements and consolidated financial statements for fiscal year 2017**

The Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditor of the financial statements, the consolidated financial statements and any review of interim financial reports (sections 37w, 37y of the German Securities Trading Act (Wertpapierhandelsgesetz)) for fiscal year 2017.

## **Attendance at the Annual General Meeting**

Those shareholders who have registered for the Annual General Meeting and provided the Company with proof of their shareholdings are entitled to attend the Annual General Meeting and to exercise their voting rights.

Proof of shareholdings must be provided by a certificate prepared by the custodian bank in written form and written in German or English and refer to the beginning of the 21st day before the Annual General Meeting, i.e. midnight preceding 17 May 2017 (“**record date**”).

Registration and proof of their shareholdings must be sent to the Company in written form (section 126b of the German Civil Code (Bürgerliches Gesetzbuch), such as by letter, by fax or by e-mail) at the address specified below and in German or English by no later than midnight on 31 May 2017.

**Francotyp-Postalia Holding AG**  
c/o Computershare Operations Center,  
80249 Munich, Germany  
Fax: +49 (0)89 – 30 90 37-46 75  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

## **Significance of the record date**

The record date is the crucial date for the scope and exercise of attendance and voting rights at the Annual General Meeting. In relation to the Company, only those who have supplied proof of their shareholding on the record date are regarded as shareholders for attendance at the Annual General Meeting or for the exercise of voting 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 proof 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 did not acquire their shares until after the record date may not attend the Annual General Meeting in their own right. Incidentally, the record date is of no relevance to a possible entitlement to dividends.

## **The exercise of voting rights by proxies**

Shareholders may authorise a bank, a shareholders' association or another person of their choice to exercise their voting rights as their proxy. Registration within the time limit and proof of shareholdings are also required in this case.

The issue of the proxy, its revocation and proof of the proxy to the Company require written form (section 126b of the German Civil Code). A form for the issue of the proxy will be transmitted to each shareholder in response to a request addressed to the Company, is attached to the admission card and can be downloaded from the Company's website.

Proof of the proxy can also be transmitted to the following e-mail address: [hauptversammlung@francotyp.com](mailto:hauptversammlung@francotyp.com)

Special conditions apply to the appointment of a bank, a shareholders' association or a person or institution treated equally in accordance with section 135 of the German Stock Corporation Act; in such case, shareholders are asked to consult the proxy in good time on account of the form of proxy that may be required.

## **The exercise of voting rights by the Company's representatives**

Shareholders may also authorise representatives nominated by the Company. The issue of the proxy, its revocation and proof of the proxy to the Company require written form (section 126b of the German Civil Code). Proxies for the Company's representative that are issued before the day of the Annual General Meeting must be received with explicit instructions at the address specified below no later than the end of 6 June 2017:

**Francotyp-Postalia Holding AG**  
c/o Computershare Operations Center  
80249 Munich, Germany  
Fax: +49 (0)89 – 30 90 37-46 75  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

There is also the option of issuing the representatives with proxies at the premises during the Annual General Meeting. If the proxy is issued to representatives nominated by the Company, instructions for the exercise of voting rights must be issued. The proxy forms provided by the Company provide for the option of issuing instructions. If no instructions are issued regarding individual items on the agenda, the representatives nominated by the Company will refrain from voting.

## **Supplements to the agenda pursuant to section 122 paragraph 2 of the German Stock Corporation Act**

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 by the end of 7 May 2017 (24:00h). Please direct any requests to this effect to the following address:

**Francotyp-Postalia Holding AG**  
The Management Board  
Attn.: Investor Relations/Ms Sabina Prüser  
Prenzlauer Promenade 28, 13089 Berlin, Germany

or in electronic form in accordance with section 126a of the German Civil Code to:  
[hauptversammlung@francotyp.com](mailto:hauptversammlung@francotyp.com)

Applicants must provide proof that they have been holders of the shares for at least 90 days prior to the receipt of the request and will continue to hold the shares until a decision on the application is rendered by the Management Board (section 122 paragraph 1 sentence 3 and paragraph 2 sentence 1 and section 70 of the German Stock Corporation Act).

## **Motions and nominations by shareholders in accordance with sections 126, 127 of the German Stock Corporation Act**

Motions and nominations by shareholders on specific items on the agenda, including the name of the shareholder, the grounds (grounds do not need to be provided for nominations) and a possible position by the management must be made accessible via the Company's website (via the "Investors/Events/Annual Shareholder Meeting" link at [www.fp-francotyp.com](http://www.fp-francotyp.com)) if the shareholder has sent them to the following address by the end of 23 May 2017 (24:00h):

**Francotyp-Postalia Holding AG**  
Investor Relations  
Ms Sabina Prüser  
Prenzlauer Promenade 28, 13089 Berlin, Germany  
Fax: +49 (0)30 – 220 660-410  
E-mail: [s.prueser@francotyp.com](mailto:s.prueser@francotyp.com)

Under certain preconditions, the Company is not obliged to make a counter-motion and the grounds for it accessible. According to section 126 paragraph 2 of the German Stock Corporation Act, this is the case,

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

The statement of the grounds for an admissible counter-motion need not be communicated if it amounts to more than 5,000 characters.

The Company's Management Board reserves the right to combine counter-motions and their statements of grounds, if several shareholders make counter-motions for resolution in respect of the same subject matter.

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 of the German Stock Corporation Act). 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 details of their memberships of other supervisory boards to be established pursuant to statutory provisions.

#### **Right of shareholders to information pursuant to section 131 paragraph 1 of the German Stock Corporation Act**

Each shareholder shall upon request be provided with information at the Annual General Meeting by the Management Board regarding the Company's affairs including legal and commercial relations with affiliates and the position of the Group and the companies included in the consolidated financial statements to the extent that such

information is necessary to permit a proper evaluation of the relevant item on the agenda. Information requests shall be made orally at the Annual General Meeting during the debate.

The Management Board is entitled to refuse such information in certain cases regulated in the German Stock Corporation Act (section 131 paragraph 3 of the German Stock Corporation Act). Details of the conditions under which the Management Board may refuse information are available on the Company's website at

[www.fp-francotyp.com](http://www.fp-francotyp.com) via the "Investors/Events/Annual Shareholder Meeting" link.

#### **Information on the Annual General Meeting on the Internet**

Further information on the rights of shareholders and additional information in connection with the Annual General Meeting, which are to be published in accordance with section 124a of the German Stock Corporation Act, are accessible at and can be downloaded from

[www.fp-francotyp.com](http://www.fp-francotyp.com) via the "Investors/Events/Annual Shareholder Meeting" link.

#### **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 16,285,356 and is divided into 16,285,356 no-par value bearer shares. Every share has one vote.

Berlin, April 2017

Kind regards,

**Francotyp-Postalia Holding AG**  
**The Management Board**