



Francotyp-Postalia Holding AG

Birkenwerder, Germany

- Security identification number FPH 900 -

ISIN: DE000FPH9000

We hereby invite our shareholders to the **Ordinary Annual General Meeting of Francotyp-Postalia Holding AG on Wednesday 13 June 2007, 11:00 a.m. at Ludwig Erhard Haus, Fasanenstrasse 85, D-10623 Berlin.**

Agenda

- 1. Presentation of the formally adopted annual financial statements, the approved consolidated financial statements and the management reports for Francotyp-Postalia Holding AG and the Group for the 2006 financial year, the report of the Supervisory Board for the 2006 financial year as well as the commentarial report of the Management Board regarding § 289 sec. 4, § 315 sec. 4 German Commercial Code (HGB).**

The above documents and the Management Board's proposal for appropriation of the balance sheet earnings of Francotyp-Postalia Holding AG will be available for inspection by the shareholders as of the day of convening of this Annual General Meeting at the company offices, Triftweg 21-26, D-16547 Birkenwerder. The aforementioned documents can also be viewed on the internet at www.francotyp.com.

- 2. Resolution on the appropriation of balance sheet earnings**

The Management Board and Supervisory Board propose appropriating the balance sheet earnings from the 2006 financial year amounting to EUR 2,461,773.62 as follows:

The total amount of the balance sheet earnings is reported as retained earnings.

- 3. Resolution on granting discharge to members of the Management Board for the 2006 financial year**

The Management Board and Supervisory Board propose to grant discharge for this period to acting members of the Management Board in the 2006 financial year since the company's change of legal structure and the respective acting Managing Director in the 2006 financial year up until the change of legal structure.

4. Resolution on granting discharge to members of the Supervisory Board for the 2006 financial year

The Management Board and Supervisory Board propose to grant discharge for this period to acting members of the Supervisory Board in the 2006 financial year since the change of legal structure.

5. Resolution on the appointment of the auditor for the annual financial statements and auditor for the consolidated financial statements for the 2007 financial year

The Supervisory Board proposes to appoint Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Berlin as the auditor for the annual financial statements, the auditor for the consolidated financial statements and the auditor for any other interim financial statements for the 2007 financial year.

6. Resolution on the amendment of the Articles of Association for implementing the German Transparency Directive Implementation Act

The German Transparency Directive Implementation Act, which came into effect in January 2007, ensures that forwarding information to shareholders electronically is still only permissible with the consent of the Annual General Meeting (Article 30b, paragraph 3 of the German Securities Trading Act). In order to preserve the possibility of being able to provide our shareholders with this practical and environmentally-friendly form of communication in the future, the Articles of Association should be amended accordingly.

The Management Board and Supervisory Board propose to adopt the following:

- a) In the Articles of Association before paragraph VI (financial reporting and use of earnings), a new section 25 is inserted, which is formulated as follows:

"25. Forwarding information

Information may also be forwarded to shareholders using electronic media."

- b) Numbering of the current sections 25 to 29 changes by one digit in each case to become sections 26 to 30. The order of the regulations remains unchanged.

Participation in the Annual General Meeting

Shareholders who have registered for the Annual General Meeting and who have provided the company with confirmation of their shareholding are entitled to participate in the Annual General Meeting and to exercise their voting rights.

Confirmation of shareholding must be provided by one of the portfolio-managing institutes by means of a certificate of shareholding issued in text form, in English or German, which must relate to the beginning of 23 May 2007, 0:00 hours (CET).

Registration and confirmation of shareholding must reach the company in writing, by fax or by e-mail, in German or English, no later than the close of 6 June 2007, 24:00 hours (CET) at the following address:

Francotyp-Postalia Holding AG
c/o PR at Turm HV-Service AG,
Römerstrasse 72-74, D-68259 Mannheim
(06 21) 7 17 72 13
eintrittskarte@pr-im-turm.de

Exercise of voting rights by proxy or by proxy nominated by the company

Shareholders who do not wish to attend the Annual General Meeting in person can have their voting rights exercised by proxies, e.g. by a financial institution or a shareholders' association. In this case, a written granting of power of attorney is required from the shareholder.

If shareholders wish to authorise a financial institution, shareholders' association or similar person as stipulated in Article 135 of the German Stock Corporation Act to exercise their voting rights, they receive the appropriate forms together with the entrance card.

As a special service, the company provides its shareholders with proxies nominated by the company to assume authority prior to the Annual General Meeting who are obligated in accordance with the shareholders' instructions. Shareholders who wish to grant power of attorney to the proxy nominated by the company require an entrance card for the Annual General Meeting. Power of attorney and instructions must be communicated in writing or by fax. You will receive the appropriate forms together with the entrance card.

Forms for power of attorney and instructions that have been filled out are to be sent back to the following address by the close of 8 June 2007, 24:00 hours (CET).

Motions and election proposals from the shareholders

Motions, requests and election proposals from shareholders are to be directed to the company in writing, by fax or by e-mail, exclusively at the following address:

Francotyp-Postalia Holding AG
Ms SabinaPrüser
Triftweg 21-26, D-16547 Birkenwerder
+49 (0)33 03 – 53 70 74 10
s.prueser@francotyp.com

If confirmation of shareholding (see above) has still not been provided, it is to be provided together with the application; necessity for confirmation in conjunction with registration for participation in the Annual General Meeting remains unaffected (see above).

We will publish motions to be made public from shareholders that reach us no later than the close of 29 May 2007, 24:00 hours (CET) on the internet at www.francotyp.com. Any statements made by management are also published after this date on the aforementioned website.

TOTAL NUMBER OF SHARES AND RIGHTS TO VOTE AT TIME OF INVITATION OF THE ANNUAL GENERAL MEETING

The share capital of the Company amounts to 14,700,000 Euro and is divided into ordinary bearer shares. The total numbers of shares and rights to vote amounts to 14,700,000 at time of invitation of the Annual General Meeting.

Information about the Annual General Meeting on the internet

Any further information about the Annual General Meeting and later the result of the vote can be accessed on the internet at www.francotyp.com.

The invitation to the Annual General Meeting is published in the electronic German Federal Gazette on May 2, 2007 completed by the amending announcement of May 4, 2007.

Birkenwerder, May 2007

The Management Board