



**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 28 May 2019 at 10:00 a.m.,
Umweltforum – Pufendorfstrasse 11 – 10249 Berlin**

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 2018, the report of the Supervisory Board and the explanatory report on the disclosures pursuant to sections 289a paragraph 1 and 315a paragraph 1 of the German Commercial Code (Handelsgesetzbuch)**

The Supervisory Board has approved the annual financial statements and the consolidated financial statements as at 31 December 2018 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 link <https://www.fp-francotyp.com/hauptversammlung> at 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 5,022,697.36 for the fiscal year 2018 be used as follows:

Distribution of a dividend of EUR 0.03 per share entitled to a dividend for the past fiscal year 2018:	EUR 477,121.89
Profit carryforward:	EUR 4,545,575.47

The proposed appropriation of profits includes the 397,393 in treasury stock directly or indirectly held by the company at the time that the convening of the Annual General Meeting was announced in the Federal Gazette, which are not entitled to dividends pursuant to section 71b of the German Stock Corporation Act (AktG). The number of shares entitled to a dividend for the past fiscal year 2018 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 0.03 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.

The dividend is payable on the third working day following the resolution of the Annual General Meeting, i.e. on 3 June 2019.

3. Resolution on the official approval of members of the Management Board for fiscal year 2018

The Management Board and Supervisory Board propose that the members of the Management Board in fiscal year 2018 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 2018

The Management Board and Supervisory Board propose that the members of the Supervisory Board in fiscal year 2018 be granted official approval of their actions during this period.

5. Resolution on the appointment of the auditor of the financial statements, the auditor of the consolidated financial statements and the auditor for the review of half-year financial reports for the financial year 2019

Pursuant to Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on the specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (“EU Regulation 537/2014”), one of Francotyp-Postalia Holding AG future obligations is to regularly change its statutory auditor – at least every 10 years. Based on this new statutory provision, Francotyp-Postalia Holding AG has issued an invitation to tender for the auditing of the annual and consolidated statements for the financial year ending on 31 December 2019. The Supervisory Board, which does not have an Audit Committee, delegated the issuing of the invitation to tender to the Management Board. The Management Board then assembled a project group in charge of the invitation to tender, to which employees from the departments were added.

The Supervisory Board shall propose to the Annual General Meeting that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be selected as auditor of the financial statements, auditor of the consolidated financial statements and auditor for the review of half-year financial reports for financial year 2019.

This nomination is based on the results of the multi-stage selection process conducted in accordance with Art. 16 EU Regulation 537/2014. Upon review and assessment of the tenders and presentations made, the tenders from KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, and Rödl & Partner GmbH Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Berlin, were the strongest. The Supervisory Board prefers KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, and recommends that it be selected by the Annual General Meeting.

The Supervisory Board has declared that its recommendation is free from the undue influence of third parties and that in particular, no stipulation was imposed on the Supervisory Board to limit its selection to certain auditors.

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. 0:00 on 7 May 2019 (“**record date**”).

Registration and proof of their shareholdings must be sent to the Company in written form (such as by letter, by fax or by e-mail) at the address specified below and in German or English by no later 24:00 on 21 May 2019.

Francotyp-Postalia Holding AG

c/o UBJ. GmbH
Kapstadtring 10
22297 Hamburg
Fax: 040 – 6378 5423
E-mail: hv@ubj.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. 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

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.

Data protection

We collect personal data about shareholders and/or authorized representatives who register for the Annual General Meeting or who issue proxies. This is done to enable shareholders to exercise their rights at the Annual General Meeting. Francotyp-Postalia Holding AG processes this data as controller in compliance with the provisions of the EU General Data Protection Regulation (hereinafter "GDPR") and all other relevant laws. Details on the handling of personal data and on the rights held under the GDPR can be found at www.fp-francotyp.com via the link <https://www.fp-francotyp.com/hauptversammlung>.

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. For organisational reasons, 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 27 May 2019:

Francotyp-Postalia Holding AG

c/o UBJ. GmbH
Kapstadtring 10
22297 Hamburg
Fax: 040 – 6378 5423
E-mail: hv@ubj.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 24:00 on 27 April 2019. Please direct any requests to this effect to the following address:

Francotyp-Postalia Holding AG

The Management Board
Attn. Investor Relations / Mr Maik Laske
Prenzlauer Promenade 28, 13089 Berlin, Germany

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

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 <https://www.fp-francotyp.com/hauptversammlung> at www.fp-francotyp.com) if the shareholder has sent them to the following address by 24:00 on 13 May 2019:

Francotyp-Postalia Holding AG
Investor Relations
Mr Maik Laske
Prenzlauer Promenade 28, 13089 Berlin, Germany

Fax: +49 (0)30 – 220 660-425
E-mail: m.laske@francotyp.com

A counter-motion and the grounds for this need not be made available if one of the exclusionary elements pursuant to section 126 paragraph 2 of the German Stock Corporation Act (Aktiengesetz) exists. In particular, 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 via the link <https://www.fp-francotyp.com/hauptversammlung>.

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 via the link <https://www.fp-francotyp.com/hauptversammlung>.

The Annual General Meeting on the Internet

The Annual General Meeting is intended to be broadcast on the Internet up until the beginning of the debate.

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. Every share has one vote. The total number of voting rights is thus 16,301,456. This total includes 397,393 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 German Stock Corporation Act.

Berlin, April 2019

Kind regards,

Francotyp-Postalia Holding AG
The Management Board