

Notice of Annual General Meeting

Notice is hereby given that the thirteenth Annual General Meeting of Communisis plc will be held at 10.30 a.m. on 26 April 2007 at the offices of Investec Bank, Gresham Street, London EC2V 7QP to consider the following business:

Ordinary Business

1. To receive and adopt the reports of the directors and the auditors and the Financial Statements of the Company for the financial year ended 31 December 2006.
2. To approve the Directors' Remuneration Report for the financial year ended 31 December 2006, as set out on pages 31 to 39 of the Annual Report and Financial Statements.
3. To declare a final dividend on the ordinary shares for the year ended 31 December 2006 payable on 1 May 2007 to the holders of ordinary shares on the register at the close of business on 10 April 2007.
4. To re-elect Mr R W Jennings as a director of the Company.
5. To elect Mr P R King as a director of the Company.
6. To elect Mr S W Vaughan as a director of the Company.
7. To re-appoint Ernst & Young LLP as auditors to the Company, to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company and to authorise the directors to fix their remuneration.

Special Business

As special business, to consider and, if thought fit, pass the following resolutions, the first two of which will be proposed as ordinary resolutions and the final three as special resolutions.

8. That:
 - (a) the Communisis plc Long Term Incentive Plan 2007 ('the LTIP'), in the form produced at the Meeting and initialled by the Chairman of the Meeting for the purpose of identification (the terms of which are summarised in Appendix 1 to this Notice), be approved and adopted; and
 - (b) the directors of the Company be authorised to do all acts and things which they may consider necessary or expedient for the purposes of implementing and giving effect to the same.
9. That:
 - (a) the Communisis plc Sharesave Scheme 2007 ('the Sharesave Scheme'), in the form produced at the Meeting and initialled by the Chairman of the Meeting for the purpose of identification (the terms of which are summarised in Appendix 2 to this Notice), be approved and adopted (subject to any amendments required by HM Revenue & Customs in order to obtain approval of the Sharesave Scheme under the Income Tax (Earnings and Pensions) Act 2003);
 - (b) the directors of the Company be authorised to establish further schemes for the benefit of employees in jurisdictions outside the United Kingdom based on the Sharesave Scheme, subject to such modifications as may be necessary or desirable to take account of local security laws, exchange control and tax legislation, provided that any limits on individual participation or overall participation in the Sharesave Scheme will apply to such further schemes; and
 - (c) the directors of the Company be authorised to do all acts and things which they may consider necessary or expedient for the purposes of implementing and giving effect to the same.
10. To renew, in accordance with and subject to the terms of Article 4 of the Company's Articles of Association, for the period ending on the date of the Annual General Meeting in 2008 or 25 July 2008, whichever is the earlier, the authority conferred on the directors to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £7,646,255.
11. Subject to the passing of Resolution number 10, to renew, in accordance with and subject to the terms of Article 4 of the Company's Articles of Association, for the period ending on the date of the Annual General Meeting in 2008 or 25 July 2008, whichever is the earlier, the authority conferred on the directors to allot equity securities wholly for cash as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment:
 - (a) in connection with a rights issue; and
 - (b) otherwise than in connection with a rights issue, up to an aggregate nominal amount of £1,731,651, representing 5% of the Company's issued ordinary share capital as at 27 February 2007.

12. That, pursuant to Article 6 of the Company's Articles of Association and the Companies Act 1985, the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of ordinary shares of 25p each in the capital of the Company provided that:
- (a) the maximum aggregate number of ordinary shares hereby authorised which may be purchased is 20,765,958, representing 14.99% of the Company's issued ordinary share capital as at 27 February 2007;
 - (b) the minimum price (exclusive of any expenses) which may be paid for each ordinary share is 25p;
 - (c) the maximum price (exclusive of any expenses) which may be paid for each ordinary share is an amount equal to 105% of the average of the middle market quotations for the Company's ordinary shares taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased;
 - (d) the authority to purchase conferred by this resolution shall, unless renewed, varied or revoked prior to such time, expire at the end of the next Annual General Meeting of the Company or, if earlier, on 25 July 2008; and
 - (e) the Company may enter into any contract to purchase ordinary shares under which such purchase may be completed wholly or partly after the expiry of this authority.

By Order of the Board

Martin Young

Secretary

26 March 2007

Notes

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him or her. A proxy need not be a member of the Company.

Only those members who are registered on the Company's Register of Members at 10.30 a.m. on 24 April 2007 are entitled to attend and vote at the meeting in respect of the number of shares registered in their name at the time.

A form of proxy is attached. To be effective, the form of proxy and, if applicable, the authority under which it is signed must reach the Company's registrars, Capita Registrars, Proxy Processing Centre, Telford Road, Bicester OX26 4LD, no later than 10.30 a.m. on 24 April 2007. Alternatively, members may submit their proxies electronically by visiting the website of the Company's registrars at www.capitaregistrars.com. Further details are set out on page 12 of this letter.

The return of the form of proxy by post or registering your vote online will not prevent you from attending the meeting and voting in person should you wish.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. In order to be valid, any instruction to appoint a proxy by means of CREST must be transmitted so as to be received by the issuer's agent, Capita Registrars (CREST ID RA10), by 10.30 a.m. on 24 April 2007.

The register of directors' interests and those of their families in the share capital of the Company, copies of all directors' service contracts and copies of the rules of the LTIP and of the Sharesave Scheme will be available for inspection by the members at the registered office of the Company during normal business hours on weekdays from the date of this Notice until the date of the AGM and will also be available at the AGM for at least fifteen minutes prior to and until the conclusion of the AGM.

Providing that the proposed dividend is approved, dividend warrants will be posted on 30 April 2007 to the holders of ordinary shares on the register at close of business on 10 April 2007.

Directors standing for election or re-election at the 2007 Annual General Meeting

Mr R W Jennings is retiring by rotation in accordance with the Articles of Association and is offering himself for re-election. Mr Jennings was appointed to the Board in June 2002. He is Chairman of the Audit Committee and a member of the Remuneration and Nominations Committees. He is Managing Director of Sevenoaks Sound and Vision Limited and has previously held a number of senior management appointments in consumer product companies and international consultancy, including Chief Executive of Austin Reed Group PLC.

Mr P R King was appointed to the Board as Finance Director on 1 September 2006 and in accordance with the Articles of Association offers himself for election. Mr King is a member of the Leadership Team. Mr King joined Communisis in June 2005 prior to which he was Director of Finance for Norwich Union Life, a subsidiary of Aviva plc, for four years. Before working at Norwich Union Mr King spent 11 years with KPMG; he has a degree in chemical engineering and is a Chartered Accountant.

Mr S W Vaughan was appointed to the Board as Chief Executive on 4 October 2006 and in accordance with the Articles of Association offers himself for election. Mr Vaughan was educated at Jesus College, Cambridge, and has significant experience in the IT sector, most recently as Chief Executive of Synstar PLC, the pan-European IT services provider, now part of Hewlett Packard. Previously, he held a range of roles at EDS (UK) Ltd, the global IT services outsourcing company, latterly as Managing Director with responsibility for the UK industry division. He joined EDS in 1986 from Honeywell Information Systems, whom he had joined on the graduate programme from Cambridge University.