

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from a stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your ordinary shares in Communisis plc, please forward this document, together with the accompanying documents (but not the personalised Form of Proxy) to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was made.

1 April 2016

Dear Shareholder,

# Notice of Annual General Meeting 2016

I am pleased to enclose the Notice of Meeting for the twenty-second Annual General Meeting ("AGM") of Communisis plc (the "Company"), together with a copy of the Company's Annual Report and Financial Statements for the year ended 31 December 2015 and the Form of Proxy.

The AGM is to be held at 12 noon on 12 May 2016 at the offices of Eversheds LLP, 1 Wood Street, London EC2V 7WS.

The AGM provides an opportunity for the Company's shareholders to communicate with the directors and I sincerely hope that you will take this opportunity to do so. However, I appreciate that most shareholders will not be able to attend the meeting in person. If you cannot attend, I strongly encourage you to exercise your right to vote by appointing a proxy.

To appoint a proxy, please either a) complete the Form of Proxy according to the instructions printed on it and send it to our Registrar, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU by 12 noon on 10 May 2016, or b) complete it online at [www.capitashareportal.com](http://www.capitashareportal.com) by following the online instructions.

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. The return of a completed Form of Proxy or any CREST proxy instruction will not prevent you from attending the AGM and voting in person should you wish.

## Meeting arrangements

As in previous years, all the resolutions in the Notice of Meeting will be decided on a poll. We believe this is fair and democratic and means that shareholders who attend the meeting, as well as those who vote by proxy, will have their votes taken into account according to the number of shares they hold. The results of the poll will be announced through the London Stock Exchange information service and will appear on our website [www.communisis.com/investors/agm-documents](http://www.communisis.com/investors/agm-documents)

## Recommendation

The directors consider that the resolutions in the Notice of Meeting are in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of these resolutions, as they intend to in respect of their own beneficial shareholdings, totalling 1,758,409 ordinary shares, representing approximately 1% of the issued ordinary share capital of Communisis plc as at 16 March 2016.

Yours sincerely,



**Peter Hickson**  
Chairman

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# Notice of Annual General Meeting

Notice is hereby given that the twenty-second Annual General Meeting of Communisis plc (the "Company") will be held at 12 noon on 12 May 2016 at the offices of Eversheds LLP, 1 Wood Street, London EC2V 7WS to consider the following business:

## Ordinary business

1. To receive the reports of the directors and the audited accounts of the Company for the year ended 31 December 2015 together with the report of the auditor on those accounts and the part of the Directors' Remuneration Report which is subject to audit.
2. To approve the Directors' Remuneration Report for the financial year ended 31 December 2015 included within the Annual Report and Financial Statements 2015.
3. To declare a final dividend of 1.47p pence per ordinary share for the year ended 31 December 2015 payable on 20 May 2016 to the holders of ordinary shares on the register at the close of business on 22 April 2016.
4. To re-elect Peter Harris as a director of the Company.
5. To re-elect Mark Stoner as a director of the Company.
6. To re-elect Andy Blundell as a director of the Company.
7. To re-elect Peter Hickson as a director of the Company.
8. To re-elect Jane Griffiths as a director of the Company.
9. To re-elect Helen Keays as a director of the Company.
10. To re-appoint Ernst & Young LLP as auditor to the Company to hold office until the conclusion of the next Annual General Meeting.
11. To authorise the Directors to determine the remuneration of the Company's auditor.

## Special business

To consider and, if thought fit, to pass the following resolutions of which resolution 14 will be proposed as an ordinary resolution of the Company and resolutions 12, 13 and 15 will be proposed as special resolutions of the Company.

### Calling of general meetings on 14 days' notice

12. That, as permitted by section 307A of the Companies Act 2006 (the "Act"), any general meeting of the Company (other than the Annual General Meeting of the Company) may be called by notice of at least 14 clear days. The authority granted by this resolution shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2017.

### Company's authority to purchase its own shares

13. That, pursuant to section 701 of the Act, the Company be generally and unconditionally authorised to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of 25p each in the Company on such terms and in such manner as the directors of the Company may from time to time determine, provided that:
  - (a) the maximum aggregate number of ordinary shares that may be purchased is 20,925,816 representing 10% of the Company's issued ordinary share capital as at 16 March 2016;
  - (b) the minimum price (excluding expenses) which may be paid for each ordinary share is 25p (being the nominal value thereof);
  - (c) the maximum price (excluding expenses) which may be paid for each ordinary share shall not be more than the higher of:
    - (i) 105% of the average market value for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
    - (ii) an amount equal to the higher of the price of the last independent trade and current independent bid as derived from the London Stock Exchange trading system; and

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- (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 Annual General Meeting in 2017, provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority conferred hereby had not expired.

#### Directors' authority to allot shares

14. That the directors be and are hereby authorised generally and unconditionally to exercise all the powers of the Company to allot relevant securities (as defined in section 551 of the Act):
- (a) up to a nominal amount of £17,438,180; and
  - (b) comprising equity securities (as defined in section 560(1) of the Act) up to a nominal amount of £34,876,360 (such amount to be reduced by any allotments made under paragraph (a) above) in connection with an offer by way of a rights issue:
    - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
    - (ii) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or laws of, any territory or any matter.

The authorities conferred on the directors to allot securities under paragraph (a) and (b) will expire on the date of the Annual General Meeting of the Company to be held in 2017 or on 31 July 2017 whichever is sooner, unless previously revoked or varied by the Company, and such authority shall extend to the making of an offer before such expiry and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred hereby had not expired.

#### Directors' authority to dis-apply pre-emption rights and to allot shares for cash

15. That, subject to the passing of Resolution 14 above, the directors be and they are hereby authorised pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the general authority conferred by Resolution 14 above as if sub-section (1) of section 561 of the Act did not apply to any such allotment provided that this power shall be limited:
- (a) to allotments of equity securities in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
  - (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £2,615,727 representing 5% of the Company's issued ordinary share capital as at 16 March 2016,

and such authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2017 or on 31 July 2017 whichever is sooner, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

By order of the Board

**Chris Judd**  
Company Secretary  
1 April 2016

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# Explanatory Notes

An explanation of each of the resolutions is set out below.

## **Resolution 1 – To receive the Annual Report and Financial Statements**

The directors will present their report, the auditor's report and the audited financial statements for the financial year ended 31 December 2015 to the meeting. This gives shareholders the opportunity to ask questions on the contents before voting on the resolution.

## **Resolution 2 – Approval of the Directors' Remuneration Report**

The directors will put the Directors' Remuneration Report to the meeting. Shareholders will have the opportunity to ask questions on the contents of the Directors' Remuneration Report before voting on the resolution. Whilst the payment of remuneration to the directors is not dependent on the passing of the resolution, your Board will take the vote into account when considering the future development and operation of the Company's remuneration policy and practice.

## **Resolution 3 – Final dividend**

The directors propose a final dividend of 1.47p pence per ordinary share. If approved, the recommended final dividend will be paid on 20 May 2016 to all shareholders who are on the register on 22 April 2016.

## **Resolutions 4 to 9 – Re-election of directors**

The Company's Articles of Association state that one-third of the directors (excluding directors appointed by the Board since the last AGM, all of whom retire at the AGM following their appointment) must retire by rotation each year, though they may offer themselves for re-election. However, in accordance with market practice and corporate governance, this year all directors are retiring and seeking re-election. Following a formal evaluation process during the year, it was determined that each director continues to be an effective member of the Board and demonstrates commitment to the role. Biographical details relating to each director can be found in the Annual Report and Financial Statements for the year ended 31 December 2015.

## **Resolutions 10 and 11 – Re-appointment and remuneration of auditor**

The Company's auditor must be appointed each year at the AGM. Resolution 10 proposes that the Company retain Ernst & Young LLP as its auditor to hold office until the next AGM. Resolution 11 authorises the directors to determine the auditor's remuneration.

## **Resolution 12 – Notice of general meetings**

Section 307A of the Act provides that, if certain conditions are met, a general meeting (other than an AGM) may be called on not less than 14 days' notice, rather than at least 21 days' notice. One of those conditions is that the giving of the shorter notice should have been authorised by a general meeting. The directors consider that it is in the best interests of the Company and its shareholders for it to be possible, if circumstances make it desirable, for a general meeting (other than an AGM) to be convened on the shortest notice allowed by law. Accordingly, if passed, Resolution 12 will authorise the directors to call any general meeting of the Company (other than an AGM) by notice of at least 14 clear days provided the other statutory condition (affording the means to vote electronically) is also met. If granted, this authority will expire at the conclusion of the AGM of the Company to be held in 2017, at which it is intended that a similar resolution will be proposed.

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## **Resolution 13 – Authorisation for the Company to purchase its own shares**

Resolution 13 seeks authority for the Company to make market purchases of its own ordinary shares. In certain circumstances it may be advantageous for the Company to purchase its own shares in the market with the intention of enhancing earnings per share to the benefit of all shareholders. Any shares purchased in this way would be either subsequently cancelled, and the number of shares in issue accordingly reduced, or held as treasury shares. Under section 724 of the Act, the Company may hold shares purchased as treasury shares, rather than treat them as cancelled.

You are asked to consent to the purchase by the Company of up to a maximum of 20,925,816 ordinary shares which represents 10% of the Company's issued ordinary share capital as at 16 March 2016. The price payable shall not be more than 105% of the average market value for the ordinary shares for the five business days before the purchase is made and in any event not more than the higher of the price of the last independent trade and current independent bid as derived from the London Stock Exchange trading system. The minimum price which may be paid for any ordinary share is 25p. This authority will expire at the end of the AGM in 2017.

As noted in the Directors' Report in the Annual Report and Financial Statements, there is no present intention to exercise this authority in the foreseeable future.

The total number of options to subscribe for ordinary shares outstanding as at 16 March 2016 was 7,983,131 representing approximately 3.81% of the issued ordinary share capital of the Company at that date.

If the authority to buy back shares under this resolution were exercised in full, the total number of options to subscribe for ordinary shares outstanding as at 16 March 2016 would, assuming no further ordinary shares were issued after that date, represent 4.24% of the issued ordinary share capital.

## **Resolution 14 – Renewal of the powers of the Board to allot shares**

Paragraph (a) of this resolution would give the directors the authority to allot ordinary shares in the Company up to an aggregate nominal amount equal to £17,438,180 (representing 69,752,720 ordinary shares of 25p each).

This amount represents approximately one-third of the Company's issued share capital as at 16 March 2016, the latest practicable date before the publication of this Notice of Meeting.

In line with guidance issued by the Association of British Insurers, paragraph (b) of Resolution 14 would give the directors authority to allot ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £34,876,360 (representing 139,505,441 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution.

This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 16 March 2016, the last practicable date before the publication of this Notice of Meeting.

The authorities under paragraphs (a) and (b) of this resolution will expire on the date of the AGM in 2017 or on 31 July 2017, whichever is sooner.

The directors have no present intention to exercise either of the authorities sought under this resolution, except, under paragraph (a), to satisfy options under the Company's share option schemes, but the Board wishes to ensure that the Company has maximum flexibility in managing the Group's capital resources and it is possible that the Company may decide to offer shares in the future (for example, to finance corporate acquisitions). As at the date of this Notice of Meeting, the Company held no shares in treasury.

## **Resolution 15 – Directors' authority to dis-apply pre-emption rights and to allot shares for cash**

Section 570 of the Act gives all shareholders the right to participate on a pro rata basis in all issues of equity shares for cash unless they agree that this right should be excluded. The effect of Resolution 15, if approved by shareholders, is to renew the authority given to the directors at the last AGM to allot shares for cash, without first offering them to existing shareholders, up to a limit of an aggregate nominal value of £2,615,727 representing 5% of the Company's issued ordinary share capital as at 16 March 2016. This resolution also gives the directors power to allot shares for cash in connection with a rights issue. The authority sought under this resolution will expire at the conclusion of the AGM in 2017 or on 31 July 2017 whichever is sooner.

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# Notes

## 1. Availability of information on a website

The following information is available at [www.communisis.com/investors/agm-documents](http://www.communisis.com/investors/agm-documents) where it will remain available for downloading free of charge until at least 2 April 2018:

- (a) the Notice of the Annual General Meeting (including the Explanatory Notes and these Notes);
- (b) the total number of shares in the Company in respect of which members are entitled to exercise voting rights at the meeting (the Company has only one class of shares);
- (c) the total of the voting rights that members are entitled to exercise at the meeting in respect of the ordinary shares of the Company (the Company has only one class of shares);
- (d) any members' statements, members' resolutions and members' matters of business received by the Company which should properly be put before the meeting but which, because of the timing of their receipt, were not included in the Notice of the Annual General Meeting.

## 2. Entitlement to attend and vote and to ask questions

- (a) The right to vote at the meeting is determined by reference to the Register of Members. Pursuant to section 360B of the Act, the Company specifies that only those members entered on the Company's Register of Members at 6 p.m. on 10 May 2016 are entitled to attend and vote at the meeting in respect of the number of shares registered in their name at the time. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- (b) If you have sold or transferred all of your shares, this booklet and any accompanying documents (but not the personalised Form of Proxy) should be passed to the person through whom the sale or transfer was made for transmission to the purchaser or transferee.
- (c) Please bring your Admission Card to the Annual General Meeting as it will facilitate your entry to the meeting. You may attend if your name is on the Register of Members by the date and time indicated in Note 2(a) above.
- (d) In accordance with section 319A of the Act, a member entitled to attend the meeting and who does so is entitled to an answer to any question(s) he or she asks (whether before or at the meeting) relating to the business being dealt with at the meeting unless (a) the answer has already been provided on a website or (b) the provision of an answer would interfere unduly with the preparation for the meeting, involve the disclosure of confidential information or be undesirable in the interests of the Company or the good order of the meeting. If reasonably practicable, all questions asked will be answered before the end of the meeting. However, it may occasionally be necessary to provide an answer in writing after the meeting. If that proves to be necessary, the Chairman will so advise the meeting and the question and answer will be posted on the Company's website at the address given above in Note 1 under the heading "Availability of information on a website".
- (e) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend, speak and vote instead of him or her. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice of Meeting.
- (f) Completion and return of a Form of Proxy will not preclude a member from attending and voting at the meeting in person, should he or she subsequently decide to do so.
- (g) You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy. If you do not have a Form of Proxy and believe that you should have one, please contact the Company's Registrar, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU, or call 0871 664 0300; calls cost 12p per minute plus network extras. Lines are open 9.00 to 17.30 Monday to Friday. For overseas shareholders please call +44 20 8639 3399. If you require additional forms, you may photocopy the Form of Proxy indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed. All forms must be signed and should be returned to Capita Asset Services in the same envelope. Please also indicate, by ticking the box provided, if the proxy instruction is one of multiple instructions being given.

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- (h) In the case of joint holders, where more than one joint holder purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).

### 3. Nominated Persons

- (a) If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in the "Appointment of Proxies" section in Note 4 below.
- (b) If you are a person who has been nominated under section 146 of the Act to enjoy information rights (a "Nominated Person"):
  - (i) you may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (a "Relevant Member") to be appointed or to have someone else appointed as a proxy for the meeting;
  - (ii) if you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights; and
  - (iii) your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

### 4. Appointment of proxies

- (a) To be effective, the Form of Proxy and, if applicable, the authority under which it is signed must reach the Company's Registrar, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU no later than 12 noon on 10 May 2016. The notes on the Form of Proxy explain how to direct your proxy to (a) vote on each resolution or (b) withhold their vote. Alternatively, you can complete your Form of Proxy online at [www.capitashareportal.com](http://www.capitashareportal.com) by following the instructions.
- (b) The return of the Form of Proxy, or the return of any CREST Proxy Instruction (as described in Note 5 below) will not prevent you from attending the meeting and voting in person should you wish.
- (c) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

### 5. Appointment of proxies through CREST

- (a) 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. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- (b) In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent, Capita Asset Services (CREST ID RA10), by 12 noon on 10 May 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.



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- (c) CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
  - (d) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

## 6. Issued shares and total voting rights

As at 6 p.m. on 16 March 2016, the Company's issued share capital comprised 209,258,162 ordinary shares of 25p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6 p.m. on 16 March 2016 is 209,258,162.

## 7. Website publication of audit concerns

- (a) Pursuant to Chapter 5 of Part 16 of the Act (sections 527 to 531), where requested by either a member or members having a right to vote at the meeting and holding at least 5% of total voting rights of the Company or at least 100 members having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital, the Company must publish on its website a statement setting out any matter that such member or members propose to raise at the Annual General Meeting relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting.
- (b) Where the Company is required to publish such a statement on its website it may not require the members making the request to pay any expenses incurred by the Company in complying with the request, it must forward the statement to the Company's auditor no later than the time the statement is made available on the Company's website and the statement may be dealt with as part of the business of the Annual General Meeting.
- (c) A member or members wishing to request publication of such a statement on the Company's website must send the request to the Company using one of the following methods:
  - (i) in hard copy form to Chris Judd, Company Secretary, Communisis plc, Communisis House, Manston Lane, Leeds LS15 8AH. The request must be signed by you (please also include your name (in BLOCK CAPITALS) as given on your share certificate or other evidence of ownership and, if possible, your investor number);
  - (ii) by fax to 0113 222 6501 marked for the attention of Chris Judd. Please make sure the fax which you transmit is signed and carries your name (in block capitals) as given on your share certificate or other evidence of ownership and, if possible, your investor number.
- (d) Whichever form of communication is chosen, the request must either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported, and be received by the Company at least one week before the Annual General Meeting.



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## 8. Electronic communications

You may not use any electronic address provided in this Notice of Annual General Meeting to communicate with the Company for any purposes other than those expressly stated.

## 9. Documents on display

- (a) There are a number of documents that will be available for inspection by shareholders at the registered office of the Company, Communisis House, Manston Lane, Leeds LS15 8AH during normal business hours on weekdays from the date of this Notice of Meeting until the date of the Annual General Meeting. These documents will also be available at the Annual General Meeting for at least fifteen minutes prior to and until the conclusion of the Annual General Meeting. They are listed below:
- (i) copies of all executive directors' service contracts;
  - (ii) copies of all non-executive directors' letters of appointment; and
  - (iii) a copy of the current Articles of Association.

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