

THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice as soon as possible from your stockbroker, bank manager, solicitor, accountant or other professional adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document (but not any personalised Form of Proxy) at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you sell or have sold part only of your holding of Ordinary Shares, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected. However, this document should not be forwarded to or sent in or into any jurisdiction in which to do so would constitute a breach of the relevant laws of the jurisdiction. If you receive this document from another Shareholder, as a purchaser or transferee, please contact the Registrars for a personalised Form of Proxy.

This document has been prepared for the purposes of complying with English law and the Listing Rules. The distribution of this document in certain jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Communis plc

(incorporated in England and Wales with registered number 02916113)

Proposed Capital Reduction

– and –

Notice of General Meeting

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out in Part 2 of this document and which contains the unanimous recommendation of the Directors that you vote in favour of the Resolutions to be proposed at the General Meeting. The Capital Reduction will not take place unless the Resolutions are passed at the General Meeting and it is confirmed by the High Court.

Notice of the General Meeting of Communis plc, to be held at 9.00 a.m. on 9 November 2016 at the offices of the Company at 10 Little Portland Street, London, W1W 7JG is set out at the end of this document. The Form of Proxy to be used in connection with the Resolutions is enclosed. Whether or not you intend to attend the General Meeting in person, you are requested to complete the Form of Proxy enclosed with this document in accordance with the instructions printed on the Form of Proxy and sign and return it as soon as possible by post to the Company's Registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU by no later than **9.00 a.m. on 7 November 2016**. The notes on the Form of Proxy explain how to direct your proxy to (a) vote on each resolution or (b) withhold from voting. Alternatively, you may also complete your Form of Proxy online at www.capitashareportal.com by entering your voting reference numbers following the online instructions by no later than **9.00 a.m. on 7 November 2016**.

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. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message ("**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 Company's Registrars, Capita Asset Services (CREST ID RA10), by **9.00 a.m. on 7 November 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. 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. 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.

Completion and return of the Form of Proxy, submitting your proxy vote electronically or transmitting a CREST Proxy Instruction will not preclude you from attending and voting in person at the General Meeting should you so wish.

Further information

If you have any questions relating to this document, the General Meeting or the completion and return of the Form of Proxy, please call Capita Asset Services between 9.00 a.m. to 5.30 p.m. (London time) Monday to Friday (excluding UK public holidays). Calls cost 12p per minute plus network extras. Additional charges may apply to calls made from outside the UK or from mobile phones. Calls may be recorded and monitored for security and training purposes. This helpline cannot provide advice on the merits of the Capital Reduction Bonus Issue and Capital Reduction nor give any financial, legal or tax advice. The helpline numbers are:

0871 664 0300 (from within the UK); or

+44 371 664 0300 (from outside the UK).

A copy of this document is available at the Company's website www.communisis.com. Neither the content of the Company's website nor any website accessible by hyperlinks from the Company's website is incorporated in, or forms part of, this document.

Certain terms used in this document, including certain capitalised terms, are defined in Part 3 of this document.

Dated 20 October 2016

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PART 1

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Posting of the document to Shareholders	20 October 2016
Latest date and time for receipt of Form of Proxy	9.00 a.m. on 7 November 2016
General Meeting	9.00 a.m. on 9 November 2016
Court directions hearing	21 November 2016*
Capital Reduction Record Time	6.00 p.m. on 6 December 2016*
Court hearing to confirm the Capital Reduction	7 December 2016*
Registration of Court Order and effective date of the Capital Reduction	7 December 2016*

* This date is subject to change. Any change will be notified via a Regulatory Information Service.

All references to time in this document are to London (UK) time.

PART 2

LETTER FROM THE CHAIRMAN

COMMUNISIS PLC

(incorporated and registered in England and Wales with registered number 02916113)

Directors:

Peter Hickson (*Chairman*)

Andy Blundell (*Chief Executive*)

Mark Stoner (*Finance Director*)

Peter Harris (*Non-Executive Director*)

Helen Keays (*Non-Executive Director*)

Jane Griffiths (*Non-Executive Director*)

Registered Office:

Communis House

Manston Lane

Leeds

LS15 8AH

20 October 2016

Dear Shareholder

PROPOSED CAPITAL REDUCTION

1. Introduction

The Company has today announced its intention to seek the approval of its Shareholders and of the High Court to the Capital Reduction Bonus Issue and the Capital Reduction (together, the “**Proposals**”). The purpose of this document is to provide you with information about the Proposals, explain why the Board considers that the Proposals would promote the success of the Company for the benefit of the Shareholders as a whole and why the Board unanimously recommends that you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at Part 4 of this document.

Since the interim results dated 30 June 2016, UK corporate bond yields which are used to discount the liabilities of the defined benefit section of the Company’s pension scheme (“**Pension Scheme**”) to their present value have further decreased, resulting in an associated increase in the accounting deficit of the Company’s Pension Scheme. As of 17 October 2016, the Pension Scheme accounting deficit was approximately £57m compared to approximately £44m at 30 June 2016. This increase in accounting deficit has the effect of reducing the level of the Company’s distributable reserves. The Board is recommending the Capital Reduction in order to improve the Company’s distributable reserves by approximately £22.5m, as is further explained below. This process will convert currently non-distributable reserve balances into distributable reserves, and will support future dividend payments to be paid to Shareholders when the Board considers it appropriate to do so.

The completion of the Capital Reduction will not affect the rights attaching to the Ordinary Shares, and will not result in any change to the number of Ordinary Shares in issue.

The Directors consider that the Capital Reduction is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors unanimously recommend you to vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do so in respect of their own shareholdings.

Accordingly, your approval is being sought to carry out a reduction of the Company's capital by way of:

- (a) the capitalisation of the entire amount standing to the credit of the Company's merger reserve by way of the issue and subsequent cancellation of the Capital Reduction Shares;
- (b) the cancellation of the entire amount standing to the credit of the Company's capital redemption reserve; and
- (c) the cancellation of the entire amount standing to the credit of the Company's share premium account.

Shareholders should note that unless the Resolutions are approved at the General Meeting and the High Court confirms the Capital Reduction, the Capital Reduction will not take place.

2. Background and reasons for the Capital Reduction

Since the interim results dated 30 June 2016, UK corporate bond yields have decreased, leading to an increase in the accounting deficit of the Pension Scheme. As of 17 October 2016, the Pension Scheme accounting deficit was approximately £57m compared to approximately £44m at 30 June 2016. This increase in accounting deficit has the effect of reducing the level of the Company's distributable reserves. In order to improve the Company's distributable reserves and to support future dividend payments, the Board is recommending the Capital Reduction.

As at the Accounts Date, the Company had retained earnings of £11,239,000. Since the Accounts Date the Company has paid, in aggregate, £4,773,000 in dividends to Shareholders and has incurred a reduction in its distributable reserves as a result of an accounting deficit movement attributable to the Pension Scheme of approximately £1,600,000, at 17 October 2016. The accounting deficit movement in the Company represents a proportion of the Group's pension deficit movement, net of deferred tax, which has been allocated to the Company based on the number of members employed by the Company at the time the Pension Scheme was closed to future accrual. The remainder of the deficit movement is recognised within the Group's main trading entity, Communisis UK Limited.

The Capital Reduction, if approved by the Shareholders and confirmed by the High Court, will (subject to any undertakings the Company may be required to give to the High Court regarding the protection of its creditors) create additional distributable reserves of approximately £22.5m.

The completion of the Capital Reduction will not affect the rights attaching to the Ordinary Shares, and will not result in any change to the number of Ordinary Shares in issue.

The Company has the sum of £5,997,231.54 standing to the credit of its share premium account. Share premium arises on the issue of shares by the Company at a premium to their nominal value. The premium is treated as part of the capital of the Company and is credited to the share premium account. Under certain circumstances, such as where shares are issued in consideration for the acquisition of shares in another company, instead of creating share premium, an amount is credited to a merger reserve. The Company has the sum of £15,080,119.50 standing to the credit of its merger reserve.

The Company has the sum of £1,375,000 standing to the credit of its capital redemption reserve. The capital redemption reserve is credited with the nominal value of shares which have previously been redeemed or repurchased by the Company.

The Company's share premium account, merger reserve and capital redemption reserve are treated as part of the Company's capital and are non-distributable reserves. The share premium account and capital redemption reserve may, subject to the confirmation of the High Court, be reduced or cancelled by a special resolution of the Shareholders. The merger reserve must first be capitalised by way of the Capital Reduction Bonus Issue, followed by the cancellation of the Capital Reduction Shares by way of a special resolution of the Shareholders, subject to the confirmation of the High Court.

3. The Capital Reduction Bonus Issue

It is proposed to capitalise the sum of £15,080,119.50 standing to the credit of the Company's merger reserve by applying that sum in paying up in full new Capital Reduction Shares prior to the Court Hearing (such capitalisation to take effect at the Capital Reduction Record Time) and allotting and issuing such Capital Reduction Shares, credited as fully paid, to a nominee to hold on trust for the benefit of the Shareholders (as at the Capital Reduction Record Time) until such time as the Capital Reduction Shares are cancelled.

The Capital Reduction Shares will not be admitted to trading on the Main Market or the London Stock Exchange or any other regulated market. No share certificates will be issued in respect of the Capital Reduction Shares.

The Capital Reduction Shares will have extremely limited share rights. In particular, they will not carry any rights to vote, participate in the profits of the Company nor to participate in the Company's assets, save on a winding-up. Although the Capital Reduction Shares will be transferable, no market will exist in them and in accordance with the expected timetable of principal events in Part 1 of this document, it is anticipated that the High Court will confirm their cancellation at the Court Hearing on the day immediately after the day on which they have been allotted and issued.

4. The Capital Reduction

The proposed Capital Reduction Bonus Issue and Capital Reduction require the approval of the Shareholders by special resolution at the General Meeting, and subsequent confirmation by the High Court. If the Resolutions are passed at the General Meeting, it is proposed that an application will be made shortly thereafter to the High Court to confirm the Capital Reduction. It is expected that the final hearing of the application will take place on 7 December 2016.

On the hearing of the Company's application, the High Court will be concerned to ensure that the Company's creditors are not prejudiced by the proposal. The Company and the Directors will take such steps to satisfy the High Court in this regard as they consider appropriate. Such steps may include seeking the consent of the Company's creditors to the Capital Reduction or the provision by the Company to the High Court of an undertaking to deposit a sum of money into a blocked account created for the purpose of discharging the non-consenting creditors of the Company. If the High Court makes the appropriate order, the Capital Reduction will become effective when the order has been registered by the Registrar of Companies which is expected to take place on 7 December 2016.

The Board has undertaken a thorough and extensive review of the Company's liabilities (including prospective and contingent liabilities) and considers as at the date of this document that the Company will be able to satisfy the High Court that, as at the date (if any) on which the Court Order relating to the Capital Reduction and the statement of capital in respect of the Capital Reduction have both been registered by the Registrar of Companies at Companies House, the Company's creditors will not be prejudiced and/or will be sufficiently protected to the satisfaction of the High Court.

The Capital Reduction will not involve any distribution or repayment of capital and will not reduce the underlying net assets of the Company.

The Board reserves the right to abandon or discontinue (in whole or in part) the Capital Reduction Bonus Issue and the application to the High Court in the event that the Board considers that the terms on which the Capital Reduction would be (or would be likely to be) confirmed by the High Court would not be in the best interests of the Company and/or the Shareholders as a whole.

The Capital Reduction is dependent on the Resolutions being passed and upon being confirmed by the High Court. If the Resolutions are not passed or the Capital Reduction is not confirmed by the High Court, the Capital Reduction will not proceed. The Board is recommending the Capital Reduction in order to increase the amount of the Company's distributable reserves. The increase in distributable reserves will mitigate the impact of any diminution which may arise as a result of an increase in the accounting deficit associated with the Pension Scheme. This will allow the Company the appropriate distributable reserves to, amongst other matters, support future dividends to be paid when the Board considers it appropriate to do so.

5. General Meeting

The Capital Reduction is conditional upon the approval of the holders of the Ordinary Shares by the passing of the Resolutions to be proposed at the General Meeting, as set out in Part 4 of this document. The notice convening the General Meeting to be held at 9.00 a.m. at the Company's offices at 10 Little Portland Street, London, W1W 7JG on 9 November 2016 is set out in Part 4 of this document.

6. Action to be taken

A reply-paid Form of Proxy in relation to the General Meeting is enclosed. Those shareholders who do not wish to attend the General Meeting but who still wish to vote are asked to complete it either by: (1) signing it in accordance with the instructions printed thereon and returning it as soon as possible to the Company's Registrars (2) completing a Form of Proxy online at www.capitashareportal.com in accordance with the online instructions or (3) (if applicable) by completing a proxy appointment through CREST in accordance with the details set out in this document and the CREST Manual.

In order to be valid for the General Meeting it must be received by the Company's Registrars no later than 9.00 a.m. on 7 November 2016. Completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person if you so wish.

7. Recommendation

The Directors consider that the Capital Reduction Bonus Issue and Capital Reduction is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors unanimously recommend you to vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do so in respect of their own shareholdings.

Yours faithfully



Chairman

PART 3

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise require:

“Accounts Date”	means 31 December 2015;
“Board”	means the board of directors of the Company;
“Capita Asset Services” or “Registrars”	means Capita Asset Services Limited of 34 Beckenham Road, Beckenham BR3 4TU, being the registrars to the Company;
“Capital Reduction”	means, together: <ul style="list-style-type: none">(a) subject to completion of the Capital Reduction Bonus Issue, the proposed cancellation of all of the Capital Reduction Shares;(b) cancellation of the entire Share Premium Account; and(c) cancellation of the entire Capital Redemption Reserve;
“Capital Reduction Bonus Issue”	means the allotment and issue of the Capital Reduction Shares, credited as fully paid, to a nominee to hold on trust for the benefit of the Shareholders (as at the Capital Reduction Record Time);
“Capital Redemption Reserve”	means the amount standing to the credit of the Company as at the date of this document, being £1,375,000;
“Capital Reduction Record Time”	means 6.00 p.m. on the date immediately preceding the date of the Court Hearing;
“Capital Reduction Shares”	the 1,508,011,950 B ordinary shares of £0.01 each to be issued in the capital of the Company pursuant to the Capital Reduction Bonus Issue;
“Company”	means Communisis plc, a company incorporated and registered in England and Wales under the Companies Act 1985 with registered number 02916113, which has its registered office at Communisis House, Manston Lane, Leeds, LS15 8AH;
“Court Hearing”	means the hearing by the High Court to confirm the Capital Reduction;
“Court Order”	means the order of the High Court confirming the Capital Reduction;
“CREST”	means the computerised settlement system operated by Euroclear which facilitates the transfer of title to shares in uncertificated form;
“CREST Proxy Instruction”	has the meaning given to it on page 1 of this document;
“Directors”	means the directors of the Company;
“Euroclear”	means Euroclear UK & Ireland Limited;
“Form of Proxy”	means the form of proxy for use by Shareholders in connection with the General Meeting and which is included with this document;
“FSMA”	means the Financial Services and Markets Act 2000 (as amended);

“General Meeting”	means the general meeting of the Company to be held at 9.00 a.m. on 9 November 2016 at the Company’s offices at 10 Little Portland Street, London, W1W 7JG, or any adjournment thereof, notice of which is set out at the end of this document;
“Group”	means the Company, its subsidiaries and its subsidiary undertakings;
“High Court”	means the High Court of England and Wales;
“Listing Rules”	means the rules published by the Financial Conduct Authority and contained in the Listing Rules handbook;
“London Stock Exchange”	means London Stock Exchange plc;
“Main Market”	means the main market for the London Stock Exchange, being the Official List;
“Merger Reserve”	means the amount standing to the credit of the Company’s merger reserve, being £15,080,119.50;
“Notice of General Meeting”	means the notice convening the General Meeting and which is set out at the end of this document;
“Official List”	means the Financial Conduct Authority’s list of securities that have been admitted to listing;
“Ordinary Shares”	means the issued ordinary shares of £0.25 each in the capital of the Company;
“Pension Scheme”	means the defined benefit section of the Communitis pension plan;
“Proposals”	means the Capital Reduction Bonus Issue and the Capital Reduction;
“Resolutions”	means the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting at Part 4 of this document;
“Share Premium Account”	means the amount standing to the credit of the Company’s share premium account as at the date of this document, being £5,997,231.54;
“Shareholders”	means the registered holders of Ordinary Shares of the Company; and
“UK”	means the United Kingdom of Great Britain and Northern Ireland.

PART 4

NOTICE OF GENERAL MEETING

Communis plc

(incorporated and registered in England and Wales under registered number 02916113)

Notice of General Meeting

NOTICE IS HEREBY GIVEN that a general meeting of Communis plc (the “**Company**”) will be held at the offices of the Company at 10 Little Portland Street, London, W1W 7JG at 9.00 a.m. on Wednesday 9 November 2016 to consider and, if thought fit, pass the following resolutions which will be proposed as special resolutions of the Company.

SPECIAL RESOLUTIONS

1 **THAT:**

- (a) notwithstanding article 142 of the Company’s articles of association, the directors of the Company be authorised (in their sole discretion) to capitalise all or any part of the amount standing to the credit of the Company’s merger reserve at the time of the capitalisation and to appropriate such sum to any existing shareholder or shareholders, as determined by the Directors, and to apply such sum on his or their behalf in paying up in full at nominal value such number of B ordinary shares of £0.01 each (“**Capital Reduction Shares**”) as the Directors shall determine in their sole discretion;
- (b) the directors be and they are hereby authorised for the purposes of section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £15,080,119.50, B ordinary shares of £0.01 each in connection with the capitalisation authorised by part (a) of this resolution. This authority shall be in addition to any pre-existing but unused allotment authority of the Company and unless revoked, varied or extended such authority shall expire on whichever is the earlier of the date falling 6 months after the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company;
- (c) the Capital Reduction Shares created and issued pursuant to paragraphs 1(a) and 1(b) above shall have the following rights and restrictions attached thereto:
 - (i) the holders of Capital Reduction Shares shall have no right to receive any dividend or other distribution whether of capital or income;
 - (ii) the holders of Capital Reduction Shares shall have no right to receive notice of or to attend or vote at any general meeting of the Company;
 - (iii) the holders of Capital Reduction Shares shall not be able to participate in a return of capital, but in the event of a liquidation shall be entitled to receive the nominal amount of each such share but only after the holder of each Ordinary Share shall have received the amount paid up or credited as paid up on such a share and the holders of Capital Reduction Shares shall not be entitled to any further participation in the assets or profits of the Company;
 - (iv) a reduction by the Company of the capital paid up or credited as paid up on the Capital Reduction Shares and the cancellation of such shares will be treated as being in accordance with the rights attaching to the Capital Reduction Shares and will not involve a variation of such rights for any purpose. The Company will be authorised at any time

without obtaining the consent of the holders of Capital Reduction Shares to reduce its capital (in accordance with the Act);

- (v) the Company shall have irrevocable authority at any time after the creation or issue of the Capital Reduction Shares to appoint any person to execute on behalf of the holders of such shares a transfer thereof and/or an agreement to transfer the same without making any payment to the holders thereof to such person or persons as the Company may determine and, in accordance with the provisions of the Act, to purchase or cancel such shares without making any payment or obtaining the sanction of the holders thereof and pending such a transfer and/or purchase and/or cancellation to retain the certificates, if any, in respect thereof, provided also that the Company may in accordance with the provision of the Act purchase all but not some only of the Capital Reduction Shares then in issue at a price not exceeding 1 penny for all the Capital Reduction Shares; and
- (d) in addition to all other authorities under sections 570 and 573 of the Act, the directors be given power pursuant to sections 570 (1) and 573 of the Act to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by paragraphs 1(a) and 1(b) of this resolution as if section 561 of the Act did not apply to any such allotment.

2 **THAT**, subject to the passing of resolution 1 and the confirmation of the High Court,

- (a) the share capital of the Company be reduced by cancelling all of the B ordinary shares of £0.01 each in issue, comprising all the shares of such class and the amount by which the share capital is so reduced shall be credited to the Company's distributable reserves;
- (b) the Company's share premium account be and is hereby cancelled and extinguished and the amount standing to the credit of the share premium account so cancelled be credited to the Company's distributable reserves; and
- (c) the Company's capital redemption reserve be and is hereby cancelled and extinguished and the amount standing to the credit of the capital redemption reserve so cancelled be credited to the Company's distributable reserves.

BY ORDER OF THE BOARD

Sarah Caddy
Secretary

Dated: 20 October 2016

Registered Office:
Communis House
Manston Lane
Leeds
LS15 8AH

Notes:

1. A Shareholder entitled to attend, speak and vote at the General Meeting may appoint one or more persons as his/her proxy to attend, speak and vote on his/her behalf at the General Meeting. A proxy need not be a Shareholder of the Company. If multiple proxies are appointed they must not be appointed in respect of the same Ordinary Shares. To be effective, the enclosed Form of Proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, should be lodged at the office of the Company's Registrars at the address printed on the Form

of Proxy by no later than 9.00 a.m. on 7 November 2016 or completed online at www.capitashareportal.com by entering your voting reference numbers following the online instructions by no later than 9.00 a.m. on 7 November 2016. The appointment of a proxy will not prevent a Shareholder from attending the General Meeting and voting in person if he/she so wishes.

2. Any corporation which is a Shareholder may appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Shareholder provided that they do not do so in relation to the same Ordinary Shares. To be able to attend and vote at the General Meeting, corporate representatives will be required to produce prior to their entry to the General Meeting evidence satisfactory to the Company of their appointment. Corporate Shareholders may also appoint one or more proxies in accordance with note 1.
3. The Company intends for the resolutions in the Notice of Meeting to be decided on a poll. The Company believes this is fair and democratic and means that a Shareholder present in person or by proxy shall have one vote for every Ordinary Share for which he/she is the holder. The termination of the authority of a person to act as proxy must be notified to the Company in writing. Amended instructions must be received by the Company's Registrars by the deadline for receipt of proxies.
4. Shareholders who hold their Ordinary Shares electronically may submit their votes through CREST. Instructions on how to vote through CREST can be found by accessing the following website: www.euroclear.com/CREST.
5. 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.
6. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message ("**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 Company's Registrars, Capita Asset Services (CREST ID RA10), by 9.00 a.m. on 7 November 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.
7. 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.
8. 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.
9. To appoint more than one proxy, Shareholders will need to complete a separate Form of Proxy in relation to each appointment (you may photocopy the Form of Proxy), stating clearly on each Form of Proxy the number of Ordinary Shares in relation to which the proxy is appointed. A failure to

specify the number of Ordinary Shares to which each proxy appointment relates or specifying an aggregate number of Ordinary Shares in excess of those held by the Shareholder will result in the proxy appointment being invalid. Please indicate if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope if possible.

10. In the case of joint Shareholders, the vote of the person whose name appears before the names of the other joint holder(s) on the register of the Ordinary Share and who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion to the votes of the other joint holder(s).
11. Only those Shareholders registered in the register of members of the Company as at close of business on 7 November 2016 shall be entitled to attend or vote at the General Meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the relevant register of securities after the specified time shall be disregarded in determining the rights of any person to attend or vote at the General Meeting. If the General Meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original General Meeting, that time will also apply for the purpose of determining the entitlement of Shareholders to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned General Meeting. If however the General Meeting is adjourned for a longer period then, to be so entitled, Shareholders must be entered on the Company's register of members at the time which is 48 hours before the time fixed for the adjourned General Meeting, or if the Company gives notice of the adjourned General Meeting, at the time specified in that notice.
12. You may not use any electronic address provided in this notice of General Meeting to communicate with the Company for any purposes other than those expressly stated.
13. Shareholders (and any proxies or representatives they appoint) agree, by attending the General Meeting, that they are expressly requesting and that they are willing to receive any communications (including communications relating to the Company's securities) made at the General Meeting.
14. A copy of the notice of this General Meeting is available on the Company's website www.communisis.com.
15. As at 19 October 2016 (the latest practicable date prior to the date of this document), the Company's issued share capital amounted to 209,376,010 Ordinary Shares (with no shares held in treasury) carrying one vote each. Therefore, the total voting rights of the Company as at the date of this notice of General Meeting is 209,376,010.
16. Any Shareholder (or his/her proxy) attending the General Meeting has the right to ask questions. The Company must answer any question a Shareholder (or his/her proxy) asks relating to the business being dealt with at the General Meeting unless:
 - answering the question would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.
17. If you have sold or transferred all of your Ordinary Shares, this document should be passed to the person through whom the sale or transfer was made for the transmission to the purchaser or transferee. If you receive this document from another Shareholder, as a purchaser or transferee, please contact the Registrars for a personalised form of proxy.