

Name

Address line 1

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Postcode

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 your 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, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

26 March 2012

To the Company's ordinary shareholders

Dear Shareholder,

NOTICE OF ANNUAL GENERAL MEETING 2012

I am pleased to enclose the Notice of Meeting for the eighteenth Annual General Meeting ("AGM") of Communisis plc, together with a copy of the Company's Annual Report and Financial Statements for the year ended 31 December 2011.

The AGM is to be held at 12 noon on 2 May 2012 at the offices of Brewin Dolphin, 12 Smithfield Street, London EC1A 9BD. If using satellite navigation please use the following postcode: EC1A 9LA.

The Notice of Meeting sets out the terms of the resolutions to be proposed at the AGM and this letter and the Explanation of Resolutions (on pages 8 and 9) explain them more fully.

If you would like to vote on the resolutions but cannot come to the AGM, please fill in the proxy form sent to you with this Notice and return it to our registrars as soon as possible. They must receive it by 12 noon on 30 April 2012.

Communisis plc

Registered Office: Wakefield Road, Leeds, LS10 1DU

www.communisis.com

Registered in England No: 02916113



ORDINARY BUSINESS

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 2011 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. As with the Annual Report and Financial Statements, shareholders will have the opportunity to ask questions on the contents of the Directors' Remuneration Report before voting on the resolution.

Resolution 3 – Final dividend

The directors are recommending a final dividend of 1 pence per ordinary share payable on 14 May 2012 to shareholders on the register on 13 April 2012. Shareholders who have not previously done so are invited to complete the enclosed Dividend Payment Instruction form if they would prefer dividend payments to go directly to their bank or building society account. This form needs to be returned to the Company's registrars no later than 13 April 2012 if you would like this dividend to be paid directly to your account.

Resolutions 4, 5, 6, 7, 8 and 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.

As announced by the Company on 1 March 2012, Roger Jennings retires from the Board at the close of the AGM and he will not stand for re-election.

Resolution 10 – Re-appointment and remuneration of auditor

The Company's auditor must be appointed each year at the AGM. It is proposed that the Company retain Ernst & Young LLP as its auditor to hold office until the next AGM. The resolution also authorises the directors to fix the auditor's remuneration.

SPECIAL BUSINESS

Resolutions 11, 12, and 14 will be proposed as special resolutions and Resolution 13 as an ordinary resolution.

Resolution 11 – Notice of general meetings

Section 307A of the Companies Act 2006 ("CA2006") provides that, if certain conditions are met, a general meeting (other than an annual general meeting) 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 11 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 2013.

Resolution 12 – Authorisation for the Company to purchase its own shares

Resolution 12 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 CA2006, 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 20,783,865 ordinary shares which represents 14.99% of the Company's issued ordinary share capital as at 14 March 2012. 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 2013.

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 14 March 2012 was 8,367,017 representing approximately 6.03% 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 14 March 2012 would, assuming no further ordinary shares were issued after that date, represent 7.10% of the issued ordinary share capital.

Resolution 13 – 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 £11,554,295 (representing 46,217,180 ordinary shares of 25p each). This amount represents approximately one-third of the Company's issued share capital as at 14 March 2012, the latest practicable date before the publication of this Notice.

In line with guidance issued by the Association of British Insurers, paragraph (b) of Resolution 13 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 £23,108,590 (representing 92,434,360 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 14 March 2012, the last practicable date before the publication of this Notice.

The authorities under paragraphs (a) and (b) of this Resolution will expire on the date of the AGM in 2013 or on 1 July 2013, 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. As at the date of this Notice, the Company held no shares in treasury.

Resolution 14 – Directors' authority to allot shares for cash

Section 570 of the CA2006 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 14, 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 £1,733,144, representing 5% of the Company's issued ordinary share capital as at 14 March 2012. 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 2013 or on 1 July 2013, whichever is sooner.

Recommendation

The directors consider that all the resolutions contained in the Notice of AGM 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 themselves intend to do in respect of their own beneficial shareholdings, totalling 1,472,190 ordinary shares, representing approximately 1.06% of the issued ordinary share capital of Communisis plc as at 14 March 2012.

Action To Be Taken

You will find enclosed a Form of Proxy for use at the AGM. This should be completed and returned in accordance with the instructions thereon to the offices of the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham BR3 4TU no later than 12 noon on 30 April 2012.

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 the Form of Proxy by post or through the CREST electronic proxy appointment service will not prevent you from attending the AGM and voting in person should you wish.

Yours sincerely,

A handwritten signature in black ink that reads "Peter Hickson". The signature is written in a cursive, flowing style.

Peter Hickson
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the eighteenth Annual General Meeting of Communis plc (the "Company") will be held at 12 noon on 2 May 2012 at the offices of Brewin Dolphin, 12 Smithfield Street, London EC1A 9BD (EC1A 9LA if using satellite navigation) to consider the following business:

Resolutions 1 to 10 and 13 will be proposed as ordinary resolutions and resolutions 11, 12 and 14 will be proposed as special resolutions.

1. To receive the reports of the directors and the audited accounts of the Company for the year ended 31 December 2011 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 2011, as contained within the Annual Report and Financial Statements.
3. To declare a final dividend of 1 pence per ordinary share for the year ended 31 December 2011 payable on 14 May 2012 to the holders of ordinary shares on the register at the close of business on 13 April 2012.
4. To re-elect Peter Hickson as a director of the Company.
5. To re-elect Andy Blundell as a director of the Company.
6. To re-elect Nigel Howes as a director of the Company.
7. To re-elect Michael Firth as a director of the Company.
8. To re-elect Dave Rushton as a director of the Company.
9. To re-elect John Wells 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 and to authorise the directors to fix their remuneration.

Calling of general meetings on 14 days' notice

11. That, as permitted by section 307A of the Companies Act 2006, 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 2013.

Company's authority to purchase its own shares

12. That, pursuant to section 701 of the Companies Act 2006, the Company be and is hereby authorised generally and unconditionally to make market purchases (as defined in section 693(4) of the Companies Act 2006) of ordinary shares with a nominal value of 25p each in the Company on such terms and in such a manner as the directors of the Company may from time to time determine, provided that:
 - (a) the maximum aggregate number of ordinary shares hereby authorised which may be purchased is 20,783,865 representing 14.99% of the Company's issued ordinary share capital as at 14 March 2012;
 - (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 shall not be more than the higher of (1) 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 (2) 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
 - (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 2013, 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

13. 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 Companies Act 2006):
- (a) up to a nominal amount of £11,554,295;
 - (b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £23,108,590 (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 2013 or on 1 July 2013 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 allot shares for cash

14. That, subject to the passing of Resolution 13 above, the directors be and they are hereby authorised pursuant to section 570 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash pursuant to the general authority conferred by Resolution 13 above as if sub-section (1) of section 561 of the Companies Act 2006 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 £1,733,144 representing 5% of the Company's issued ordinary share capital as at 14 March 2012,

and such authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2013 or on 1 July 2013 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

Sarah Morton
Secretary
26 March 2012

EXPLANATION OF RESOLUTIONS

Resolutions 4, 5, 6, 7, 8 and 9 – Directors standing for re-election at the 2012 Annual General Meeting

1. Peter Hickson is retiring by rotation and is offering himself for re-election. Mr Hickson, age 66, was appointed as Chairman of the Board in December 2007. He is Chairman of the Nomination Committee and a member of the Remuneration Committee. He is Chairman of defence company, Chemring Group PLC and Senior Independent Director of UK Coal plc. He is a trustee and board member of Orbis International, the sight saving charity. Previous appointments include Chairman of Anglian Water Group, Finance Director of PowerGen plc, and non-executive directorships at Kazakhmys PLC, London & Continental Railways Ltd, Scottish Power plc, Marconi Corporation plc and RAC plc.

Following a formal evaluation process during the year, the Board has determined that Peter Hickson's performance continues to be effective and he continues to demonstrate commitment to his role.

2. Andy Blundell is retiring by rotation and is offering himself for re-election. Mr Blundell, age 52, was appointed as Chief Executive of the Board in October 2009. Mr Blundell joined Communis in January 2008 as Managing Director of Print Sourcing and became Group Sales Director in November 2008. He was later appointed to the Board as Chief Executive designate in August 2009. Formerly, Mr Blundell was a Managing Director of BemroseBooth Limited and a Managing Director at De La Rue plc.

Following a formal evaluation process during the year, the Board has determined that Andy Blundell's performance continues to be effective and he continues to demonstrate commitment to his role.

3. Nigel Howes is retiring by rotation and is offering himself for re-election. Mr Howes, age 61, was appointed as Non-Executive Director in December 2007. He became an executive director in the role of Strategic Planning and Development Director in September 2010 before taking on the additional role of Finance Director in March 2011. Mr Howes is currently Non-Executive Chairman of Acceleris Marketing Communications Limited. Formerly, he was Non-Executive Director of SCS Upholstery plc and Wraith plc. Prior to this he was an Audit and Advisory Partner at Deloitte and at Arthur Andersen.

Following a formal evaluation process during the year, the Board has determined that Nigel Howes' performance continues to be effective and he continues to demonstrate commitment to his role.

4. Michael Firth is retiring by rotation and is offering himself for re-election. Mr Firth, age 69, was appointed to the Board as Non-Executive Director in December 2002. He is Chairman of the Remuneration Committee, a member of the Audit Committee and Nomination Committee, and Senior Independent Director. He is also Non-Executive Director of Network Rail Limited and Henderson European Focus Trust plc. Formerly, he was Non-Executive Director of Somerfield plc and First Technology PLC, and Head of Corporate Banking for HSBC Bank plc.

Following a formal evaluation process during the year, the Board has determined that Michael Firth's performance continues to be effective and he continues to demonstrate commitment to his role.

5. Dave Rushton is retiring by rotation and is offering himself for re-election. Mr Rushton, age 50, was appointed as Executive Director in August 2009. Mr Rushton has been Group Managing Director since November 2011. He is responsible for all sales, customer service, technical, operational and delivery functions across the business. Mr Rushton joined Communis in 2003 as General Manager for Transactional Print and was appointed Managing Director of Direct Mail in 2007. He became Group Operations Director in 2008 and was appointed as Managing Director of the SPS Division in August 2009. Formerly, he was Director and General Manager of the Commercial Print Division at St Ives plc, Managing Director of the Envelope Division at Rexam plc and Strategic Business Manager of the Consumer Products Division, Belgium, for Avery Dennison Corporation.

Following a formal evaluation process during the year, the Board has determined that Dave Rushton's performance continues to be effective and he continues to demonstrate commitment to his role.

6. John Wells is retiring by rotation and is offering himself for re-election. Mr Wells, age 58, was appointed as Executive Director in October 2009. Mr Wells has been Group Commercial Director since 2002. He is responsible for the Group's commercial strategy, particularly in relation to major client relationships, as well as the Group's sourcing and environmental activities. Mr Wells has also recently managed the introduction of Communitis' postal services offering. Formerly, he headed up the Group's print and direct mail businesses and has held various managerial roles within the Group since 1972.

Following a formal evaluation process during the year, the Board has determined that John Wells' performance continues to be effective and he continues to demonstrate commitment to his role.

Resolution 11 – Notice for calling general meetings

The legislative background to this Resolution is described in the Chairman's letter accompanying the Notice of Meeting.

If the Resolution is passed, the Company will be able to call general meetings (other than an Annual General Meeting) on at least 14 clear days' notice. The approval will be effective until the conclusion of the Company's Annual General Meeting in 2013, at which it is intended that a similar resolution will be proposed.

NOTES

1. Availability of information on a website

The following information is available at www.communisis.com/aggm2012 where it will remain available for downloading free of charge until at least 31 March 2014:

- (a) the Notice of the Annual General Meeting (including the Chairman's letter, the Explanation of Resolutions and these notes) and the form to use to appoint a proxy (but please assist the preparations for the meeting by (a) using the form provided with this Notice in preference to the download and (b) taking care to ensure that, if you use the download, it is clearly and legibly completed so that the registrars may easily identify you on the register of shareholders);
- (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); and
- (d) any members' statements, members' resolutions and members' matters of business received by the Company which should properly be before the meeting but which, because of the timing of their receipt, were not included in the Notice of the Annual General Meeting.
- (c) Please bring your Attendance 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 CA2006, a member entitled to attend the meeting and who does so is entitled to an answer to any question(s) (s)he 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 proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.

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 CA2006, the Company specifies that only those members entered on the Company's register of members at 6 p.m. on 30 April 2012 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.
- (f) Completion and return of a proxy form will not preclude a member from attending and voting at the meeting in person, should (s)he 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 proxy form. If you do not have a proxy form and believe that you should have one, please contact the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham BR3 4TU, or call 0871 664 0300; calls cost 10p per minute plus network extras. Lines are open 8.30 a.m. to 5.30 p.m. Monday to Friday. If you require additional forms, you may photocopy the proxy form 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 Registrars in the same envelope. Please also indicate, by ticking the box provided, if the proxy instruction is one of multiple instructions being given.

- (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 CA2006 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 registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham BR3 4TU no later than 12 noon on 30 April 2012. The notes on the proxy form explain how to direct your proxy to (a) vote on each resolution or (b) withhold their vote.
- (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 Registrars (CREST ID RA10), by 12 noon on 30 April 2012. 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.

- (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

- (a) As at 6 p.m. on 14 March 2012, the Company's issued share capital comprised 138,651,540 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 14 March 2012 is 138,651,540.

7. Website publication of audit concerns

- (a) Pursuant to Chapter 5 of Part 16 of the CA2006 (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 auditors' 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 auditors 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 Sarah Morton, Company Secretary, Communisis plc, Wakefield Road, Leeds LS10 1DU. 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 271 3503 marked for the attention of Sarah Morton. 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.

8. 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, Wakefield Road, Leeds, LS10 1DU during normal business hours on weekdays from the date of this Notice 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) copies of the current Articles of Association.

DIVIDEND PAYMENT INSTRUCTION

INSTRUCTIONS TO PAY DIVIDENDS DIRECT TO YOUR BANK OR BUILDING SOCIETY

The payment of dividends direct to your bank or building society account has several advantages. It removes the possibility of cheques going astray and you will receive cleared funds in your account on the day the dividend is paid, and a dividend tax voucher will be sent to your home address. Using this facility is free of charge.

If you would like your dividends to be paid to you in this way, unless you have done so on a previous occasion, please complete the dividend payment instruction form in accordance with the instructions provided and return it direct to Capita Registrars at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

Overseas shareholders

If you would prefer your dividends to be paid into an overseas bank account, please contact Capita Registrars on +44 20 8639 3377 for an International Payments Service Form and brochure.

To have the final dividend for the year ended 31 December 2011 paid directly into your account, please return the form to arrive no later than 13 April 2012.

Please note that some bank and building society accounts cannot accept payment of dividends via BACS. If you are in doubt, please check with your branch.

Please complete the form overleaf in block capitals and return it to Capita Registrars.

COMMUNISIS PLC

DIVIDEND PAYMENT INSTRUCTION FORM

Until further notice, please pay future dividends paid by Communisis plc directly to the following bank or building society or to any other bank or building society which that organisation may from time to time request. Payment in accordance with these instructions discharges Communisis plc and Capita Registrars from any further liability. Capita Registrars reserves the right to require additional confirmation of the signature.

Name of bank or building society

.....
.....



Title of branch and full address

.....
.....
.....
.....

Branch Sort Code:

--	--	--

Account Number:

--	--	--	--	--	--	--	--

Building society reference or roll number:

Shareholder(s) full name(s)

.....

Full address

.....
.....
.....
.....

Signature Date

Signature Date

ATTENDANCE CARD

COMMUNISIS PLC – ANNUAL GENERAL MEETING

Communicate more profitably with

COMMUNISIS

Admission Card for the Annual General Meeting of the Company to be held at 12 noon on 2 May 2012 at the offices of Brewin Dolphin, 12 Smithfield Street, London EC1A 9BD. If using satellite navigation please use the following postcode: EC1A 9LA.

If you wish to attend this meeting in your capacity as a holder of ordinary shares, please sign this card and on arrival hand it to the Company's Registrars. This will facilitate entry to the meeting.

Signature of
person attending

Barcode:

Investor Code:

Tear here, complete and return the form below if you wish to appoint a proxy.

FORM OF PROXY COMMUNISIS PLC – ANNUAL GENERAL MEETING

I/We being a member of the Company, hereby appoint the
Chairman of the Meeting or (see note 1 over).

Bar Code:

Name of proxy

Number of shares
proxy appointed over

Investor Code:

Event Code:

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 12 noon on 2 May 2012 and at any adjournment thereof. I have indicated with a "X" how I/we wish my/our votes to be cast on the following resolutions:

If you wish to appoint multiple proxies please see note 2 over. Please also mark "X" here if you are appointing more than one proxy.

RESOLUTIONS

Please mark "X" to indicate
how you wish to vote

	For	Against	Vote Withheld
1. To receive the Accounts and the reports of the directors and auditor thereon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Peter Hickson as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Andy Blundell as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Nigel Howes as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Michael Firth as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

RESOLUTIONS

Please mark "X" to indicate
how you wish to vote

	For	Against	Vote Withheld
8. To re-elect Dave Rushton as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect John Wells as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-appoint Ernst & Young LLP as auditor and to authorise the directors to fix their remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To permit meetings (other than the AGM) to be called on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To authorise the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the directors to dis-apply pre-emption rights and to allot shares for cash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

Notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the CA 2006 ("Nominated Persons"). Nominated Persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
4. The "Vote Withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
5. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6 p.m. on 30 April 2012.
6. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual. Shareholders wishing to vote online should visit www.capitashareportal.com and follow the instructions.
7. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
8. The Form of Proxy overleaf must arrive at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU during usual business hours accompanied by any Power of Attorney under which it is executed (if applicable) no later than 12 noon on 30 April 2012.
9. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham BR3 4TU.

**Business Reply
Licence Number
RSBH-UXKS-LRBC**



**PXS
34 Beckenham Road
Beckenham
BR3 4TU**