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If you are in any doubt about the contents of this document or as to what action to take you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised pursuant to the Financial Services and Markets Act 2000. If you sell or have sold or otherwise transferred all of your ordinary shares in Coms plc (the "Company") please send this document, together with the accompanying Form of Proxy, immediately 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.

COMS PLC

(Incorporated in England & Wales with Registered No. 05332126)

NOTICE OF ANNUAL GENERAL MEETING

to take place at 9.00 a.m. on Friday, 4 September 2015 at the offices of Coms plc, Beacon House, Stokenchurch Business Park, Stokenchurch, Buckinghamshire HP14 3FE

Coms plc

Registered in England no. 05332126

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Coms plc (the "Company") will be held on Friday, 4 September 2015 at the offices of Coms plc, Beacon House, Stokenchurch Business Park, Stokenchurch, Buckinghamshire HP14 3FE at 9.00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

Ordinary Business

ORDINARY RESOLUTIONS

1. To receive the Company's report and accounts for the year ended 31 January 2015.
2. To elect as a Director Mark Braund.
3. To elect as a Director Guy van Zwanenberg.
4. To elect as a Director Spencer Dredge.
5. To re-appoint KPMG LLP as auditor of the Company (to hold office from the conclusion of the meeting to the conclusion of the next general meeting at which accounts are laid).
6. To authorise the Directors to fix the remuneration of the auditor.

Special Business

ORDINARY RESOLUTION

7. That in substitution for all previous authorities, and in accordance with section 551 of the Companies Act 2006 (the "Act"), the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £463,177.59 provided that this authority shall expire at the conclusion of the annual general meeting of the Company to be held after the passing of this resolution, unless previously varied, resolved or renewed by the Company in general meeting of the Company, but the Company may make, before such expiry, an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights in pursuance of that offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

8. That the directors be and are generally empowered pursuant to section 570 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560 of the Act) for cash as if section 561(1) of the Act did not apply to the allotment. This power is limited to the allotment of equity securities for up to an aggregate nominal amount of £463,177.59 and will expire at the conclusion of the next Annual General Meeting of the Company to be held after the passing of this resolution but 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 directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

Dated: 5 August 2015

BY ORDER OF THE BOARD

Diana Dyer Bartlett

Company Secretary

Registered Office:

Coms plc

Beacon House, Stokenchurch Business Park, Ibstone Road, Stokenchurch, Buckinghamshire HP14 3FE

Notes to the Notice of Annual General Meeting

The Directors recommend that Shareholders vote in favour of the Resolutions, as they intend to do, or procure to be done, in respect of their legal and beneficial interests in ordinary shares.

This year, shareholders will be asked to approve 8 resolutions. An explanation of these resolutions is given below.

Resolutions 1 to 7 will be proposed as ordinary resolutions. This means that more than 50% of the votes cast must support these resolutions if they are to be passed. Resolution 8 will be proposed as a special resolution therefore at least 75% of the votes cast must support this resolution if it is to be passed.

Resolution 1 – Accounts

The Directors are legally required to present their report and the audited accounts before the members at an Annual General Meeting. The annual report and accounts are available on the Company's website, www.comsplc.com, a copy of which may be requested by contacting Diana Dyer Bartlett at Coms plc, Beacon House, Stokenchurch Business Park, Ibstone Road, Stokenchurch, Bucks, HP14 3FE, United Kingdom.

Resolution 2– Mark Braund – Election as Director

Mark Braund joined the Board as a Non-executive Director on 9 March 2015 and it was announced on 11 July 2015 that he would take up the appointment of Chief Executive as soon as he could obtain a release from his current employer. He is currently Chairman of the Remuneration Committee and a member of the Nominations and Audit Committees.

Mark is a former director of IBM (EMEA) and an experienced technology and business services executive with a proven ability to turn around and grow businesses. He founded, developed and then sold Barker Personnel Services to Carlisle Holdings plc and subsequently led the turnarounds of TAC Europe, Lorien plc and First Advantage Inc., all of which saw rapid increases in market share and profitability before being sold to private investors. Mark joined InterQuest Group plc as Chief Executive Officer in April 2011; since then he has transformed the company into one of the leading digital technology contract services and recruitment specialists in the UK.

Resolution 3 – Guy van Zwanenberg – Election as Director

Guy van Zwanenberg joined the Board as a Non-executive Director on 9 March 2015 and is Chairman of the Audit Committee and a member of the Remuneration and Nominations Committees. Guy has 40 years experience in industry and practice. He qualified as a Chartered Accountant with Grant Thornton and then spent three years working with James Gulliver. Guy subsequently moved to become UK Finance Director of an American computer accessory company which was taken public in 1989. In 1991, he established his own interim financial management business and has since been involved in a number of SME businesses providing strategic and financial help.

Guy joined Gamingking PLC in 1998 on a part time basis as Finance Director and became Company Secretary and non-executive director in 2006, remaining until May 2013. He joined Quixant plc as a non-executive in March 2013 as part of the float team and is the chairman of the Audit Committee and a member of the Remuneration Committee.

Guy is both a Fellow of The Institute of Chartered Accountants in England and Wales and a Chartered Director.

Resolution 4 – Spencer Dredge – Election as Director

Spencer Dredge will be joining the Board in August 2015, having been working as an interim Finance Director at Coms since March 2015. He has over a decade of experience in the technology sector, having held senior divisional and group finance roles for quoted UK technology companies. His most recent role was interim Group Finance Director of Castleton Technology plc, the company which sold Redstone to Coms plc.

Spencer is a Chartered Management Accountant.

Resolutions 5 and 6 – Re-appointment of auditor and fixing of auditor's remuneration

The Company is required to appoint auditors at each general meeting at which accounts are laid. The Board is proposing that KPMG LLP, appointed since the last Annual General Meeting, be re-appointed. KPMG LLP has expressed its willingness to continue to act as auditor of the Company. Resolution 6 proposes that the Directors be authorised to set the auditor's remuneration.

Resolution 7 - Authority to allot shares

This resolution relates to the authority of the Directors to allot shares and rights to subscribe for new shares. Under section 551 of the Act, the directors of a company may allot shares if authorised to do so by shareholder resolution. Resolution 7, if passed, will continue the directors' flexibility to issue new shares, although there are currently no such plans, other than allotting shares in connection with the exercise of share options or warrants. Resolution 7 will, if passed, permit the Directors to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into shares in the Company up to an aggregate nominal amount of £463,177.59 which is one third of the Company's issued share capital. The authority will expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, unless previously varied, resolved or renewed by the Company in general meeting of the Company.

Resolution 8 - Disapplication of pre-emption rights

This resolution relates to the disapplication of pre-emption rights and is a special resolution. If equity securities are to be allotted for cash pursuant to the authority proposed to be given by resolution 7, section 561(1) of the Act requires that those securities are offered first to existing shareholders in proportion to the number they each hold at that time and otherwise in accordance with the technical requirements of the Act. There may be circumstances, however, when it is in the interests of the Company to be able to allot new equity securities or sell shares held in treasury (if any) for cash without first offering them to existing shareholders or otherwise than strictly in compliance with those requirements, for example to finance business opportunities. The authority proposed to be given by resolution 8 will allow the Directors to allot equity securities for cash without first offering them to existing shareholders in accordance with the Act, but limits such allotments to a maximum aggregate nominal value of £463,177.59 which is one third of the Company's current issued share capital. The Company does not currently have any plans to allot new equity securities for cash and this resolution is to provide the Directors with flexibility to manage the Company's capital resources. This authority will expire at the conclusion of the next annual general meeting of the Company to be held following the passing of the resolution.

Entitlement to attend and vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and paragraph 18(c) of the Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members at: 9:00 a.m. on Wednesday, 2 September 2015; or if this Meeting is adjourned, at 9:00 a.m. on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.

Appointment of proxies

1. If you are a member of the Company at the time set out above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please notify the Company's registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL.
4. 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 abstain from voting.

Appointment of proxy using hard copy proxy form

5. The notes to the proxy form explain how to direct your proxy as to how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Share Registrars Limited at Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL or faxed to Share Registrars Limited to 01252 719232; and
- received by Share Registrars Limited no later than 9.00 a.m. on Wednesday, 2 September 2015.

In the case of a member, which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

6. In the case of joint holders, where more than one of the joint holders 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).

Changing proxy instructions

7. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Company's registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxy forms will take precedence.

Termination of proxy appointments

8. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL. In the case of a member, which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Share Registrars Limited no later than 9.00 a.m. on Wednesday 2 September 2015. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

9. As at the date of this notice being 5 August 2015, the Company's issued share capital comprised 1,389,532,799 ordinary Shares of 0.1p each, 127,144,044 deferred shares of 1p each and 770,714,046 deferred shares of 0.1p each. There are no shares held in treasury. Each ordinary share of 0.1p 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 5 August 2015 is 1,389,532,799.

Documents

10. Copies of the Annual Report and Accounts will be available:
 - for at least 15 minutes prior to the Meeting; and
 - during the Meeting.
11. Copies of the Annual Report and Accounts are also be available on the Company's website, www.comsplc.com. To save costs, the Company is not proposing to send hard copies of the Annual Report and Accounts to shareholders. However, should you wish to receive a hard copy, please write to the Company Secretary at the Company's registered office or contact us as a general enquiry on the Company's website.

Communication

12. Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):
 - call Share Registrars Limited general helpline on 01252 821390. You may not use any electronic address provided either:
 - in this notice of annual general meeting; or
 - any related documents (including the proxy form), communicate with the Company for any purposes other than those expressly stated.

