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If you have sold or transferred all of your shares in Oakhill Group plc, please pass this document and the accompanying form of proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

OAKHILL GROUP PLC

Incorporated and Registered in Ireland. Registration Number: 295879

Directors:

Dan O'Donohoe (Chairman)
Alan Jordan (Managing Director)
Martin Delany† (Non-Executive Director)
Alastair McGuckian*† (Non-Executive Director)
Raymond McLoughlin* (Non-Executive Director)
Denis O'Brien (Non-Executive Director)

Registered Office:
2A Sandymount Green,
Sandymount,
Dublin 4,
Ireland.

* Member of the remuneration and nomination committees

† Member of the audit committee

25 July, 2006

To all shareholders of Oakhill Group plc ("Oakhill" or the "Company"), and, for information, to all holders of options over shares in Oakhill Group plc

Proposed Cancellation of Listing on the Official List of the Irish Stock Exchange and the Official List of the United Kingdom Listing Authority (the "Official Lists")

and

Admission to Trading on the Irish Enterprise Exchange, which is regulated by the Irish Stock Exchange Limited ("IEX") and on the Alternative Investment Market of the London Stock Exchange plc ("AIM")

Dear Shareholder,

INTRODUCTION

The Board of Oakhill today announced its intention to implement the "fast track" admission procedures applicable to companies moving from the Official List of the Irish Stock Exchange ("ISE") to IEX and from the Official List of the United Kingdom Listing Authority ("UKLA") to AIM, (the "Admission"), and to apply for the cancellation of its listing on the Official Lists.

By providing 20 business days notice following the receipt of shareholder approval (to be sought at an Extraordinary General Meeting of the Company as referred to below), the listing (the "Listing") of the issued ordinary share capital of the Company (the "Ordinary Shares") on the Official Lists is expected to be cancelled at 8.00 a.m. on 20 September, 2006. As the IEX and AIM admission procedures allow eligible companies commuting from the respective designated markets to gain admission by giving 20 business days notice to the Irish Stock Exchange and the London Stock Exchange respectively without being required to publish an admission document, it is expected that Admission to the IEX and to AIM will become effective at the start of trading in each market on 20 September, 2006, immediately following cancellation of the Listing.

Following the Admission to IEX and AIM, the Company will be subject to the regulatory and disciplinary controls of the IEX and of AIM as constituent markets of the Irish Stock Exchange and the London Stock Exchange respectively. The Ordinary Shares will continue to be eligible for inclusion on the ISEQ Index and be traded on the XETRA platform in Ireland. In the UK, the Ordinary Shares will continue to be traded on SEAQ and will also be eligible for inclusion in the FTSE AIM Index. Trading in the Company's shares following the transfer to the IEX and AIM may be conducted in the same way as on the main markets, through a broker.

The purpose of this letter is to explain the reasons for Oakhill's intended transfer to the IEX and AIM and to set out details of the notice of the Extraordinary General Meeting of Oakhill to be held at Jurys Hotel, Ballsbridge, Dublin 4, Ireland at 10.00 a.m. on 18 August, 2006. A Special Resolution will be proposed at the Extraordinary General Meeting to consider, and if thought fit, to approve the cancellation of the Listing.

REASONS FOR ADMISSION TO IEX AND AIM

After careful consideration, the Board of Oakhill has concluded that the IEX, together with AIM, are the most appropriate markets for its shares.

The IEX, which was established in April, 2005 by the Irish Stock Exchange, is a market designed primarily for small to mid-sized companies and is gradually attracting more companies. IEX was designed to complement a quotation on AIM.

The AIM is a fast growing market focussed on growing companies. AIM companies enjoy wide investor support from both the institutional and retail investor communities. AIM is gradually attracting an increasing number of international companies. Overall the regulatory regime attaching to AIM companies is better matched to their circumstances as small growing companies than that attaching to the larger companies on the UKLA Official List. The principal differences in the obligations of an IEX and/or AIM quoted company relative to those of a company listed on the Official Lists are as follows.

- Under the IEX Rules and AIM Rules, an IEX adviser and nominated adviser respectively is required to be appointed at all times and has ongoing responsibilities to both the Company and the Irish Stock Exchange and London Stock Exchange respectively. On admission to IEX and AIM, Davy, which acts as Official Lists sponsor to the Company in Ireland and the UK, will continue to act as broker to the Company. Davy has also been appointed as IEX adviser to Oakhill under the IEX Rules and as nominated adviser under the AIM Rules.
- For IEX and/or AIM companies prior shareholder approval is only required for reverse takeovers and disposals that result in a fundamental change of business (transactions that exceed 75% of various tests, such as the ratio of consideration to market capitalisation of the quoted company). Under the Listing Rules of the Irish Stock Exchange and the UK Listing Authority, a broader range of transactions require shareholder approval.
- There is no requirement under the IEX Rules or the AIM Rules for listing particulars or admission documents for further issues of securities, except as otherwise required by law.
- The Combined Code on Corporate Governance does not apply directly to IEX or AIM companies although the Company intends to continue to apply the Combined Code on Corporate Governance.

As the main market regulatory regime continues to become more demanding following the implementation of several European Union directives which impose additional obligations on companies whose securities are admitted to trading on regulated markets such as the Official Lists, and therefore more costly for the Company, the Board believes that overall the regulatory regime to which IEX and AIM companies are subject is better suited to companies of our size giving us the ability to undertake transactions and meet the ongoing requirements of a quoted company, subject to the IEX Rules and the AIM Rules, more quickly and in a more cost effective manner than on the Official Lists.

Davy has given and has not withdrawn its written consent to the inclusion of the references to its name in this circular in the form and context in which it is included.

COMPANY STRATEGY

During the period 2002 to 2004 Oakhill restructured its business activities. The US specialty print business and the UK and Irish based labels businesses were sold and the Group's manufacturing operations were reorganised. Following this, Oakhill now has two business divisions, Managed Services and Books & Journals. The Managed Services business offers a comprehensive portfolio of card and print based products and services. The Books & Journals business comprises the printing of academic books and journals in the United Kingdom.

The Oakhill strategy, which will remain unchanged by the transfer to IEX and AIM, is to develop the existing businesses through organic growth by ensuring they remain strong in their core markets and are in a position to take advantage of profitable new product and market opportunities. This development strategy is facilitated by targeted investment in equipment and management resources. The objectives of the investment program are to reduce production costs of existing products and services through improved efficiency and secondly to introduce new capability and expertise focused on new products and new markets. In the three years to the end of 2005 capital expenditure in these businesses was approximately €9.7 million (€3.8 million in Managed Services and €5.9 million in Books and Journals) (as detailed in the annual report and audited accounts for the relevant periods). Both businesses operate in an environment of continuing downward price pressure and reducing demand for some traditional core products. Both businesses are better positioned to face these challenges by virtue of reduced cost base and new product and service offerings.

On 6 June, 2006 Oakhill issued an announcement advising that a problem had been reported by its customer in respect of a number of consignments of a specialised product produced by the Managed Services business, and that pending identification of the source, and rectification of the problem, production of this product for the specific customer, had been suspended. It was indicated in the announcement that the combination of the production interruption and the then prevailing uncertainty as to future revenues from this product, may have an adverse impact on Group trading, the materiality of which could not be assessed at that time. Following engagement with the customer by Oakhill, a further announcement was issued on 30 June, 2006, in which Oakhill advised that while the investigation into the problem was ongoing and it was not yet possible to assess any financial impact for the Company, agreement had been reached with the customer to enable Oakhill to recommence production and supply of the product.

The decision of the Board to commute to IEX and AIM has not been influenced by these developments.

RISKS IN RELATION TO CANCELLATION OF OFFICIAL LISTING AND ADMISSION TO IEX AND AIM

Both IEX and AIM are markets designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. The IEX Rules and the AIM Rules are less demanding than those of the Official Lists and require less transactions being subject to shareholder approvals and less shareholder documentation being subject to regulatory review and approval.

While in theory the market in Oakhill securities should continue to operate as effectively on IEX and AIM as on the Official Lists, the future success and liquidity of these markets for the Ordinary Shares cannot be guaranteed. The market in the Company's shares may, therefore, be relatively illiquid or subject to fluctuations.

EXTRAORDINARY GENERAL MEETING

Under the Listing Rules of the Irish Stock Exchange and the UK Listing Authority, the prior approval of not less than 75% of the holders of Ordinary Shares, voting in person or by proxy, is required in order for the Company to make an application for the cancellation of the listing of the Ordinary Shares on the respective Official Lists. Accordingly, an Extraordinary General Meeting of the Company will take place in Jurys Hotel, Ballsbridge, Dublin 4, Ireland at 10.00 a.m. on 18 August, 2006 at which a Special Resolution will be proposed to consider, and if thought fit, to approve the making of this application by the Company.

In the event that the resolution is not approved, Oakhill will retain its Official Lists listing with the commensurate continuation of associated compliance costs.

ACTION TO BE TAKEN

You will find enclosed with this letter a form of proxy which, if you wish to appoint a proxy, must be completed and signed in accordance with the instructions and notes on the form and returned, marked for the attention of Computershare Investor Services (Ireland) Ltd, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland (if delivered by hand), so as to be received as soon as possible but, in any event, no later than 10.00 a.m. on 16 August, 2006. The return of a form of proxy will not preclude you from attending the EGM and voting in person if you wish to do so.

RECOMMENDATION

The Board of Oakhill considers the Special Resolution to be proposed at the Extraordinary General Meeting to be in the best interests of Oakhill and its shareholders as a whole. Accordingly, the Board unanimously recommends shareholders to vote in favour of the resolution, as its members intend to do in respect of their own beneficial holdings, totalling 16,533,638 Ordinary Shares and representing approximately 29.29% of the current issued share capital of the Company.

Yours sincerely,

DAN O'DONOHUE
Chairman

OAKHILL GROUP PLC

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Oakhill Group plc will be held in Jurys Hotel, Ballsbridge, Dublin 4, Ireland at 10.00 a.m. on 18 August, 2006 to consider and, if thought fit, pass the following resolution as a special resolution:

Special Resolution

THAT the Company shall make an application forthwith to each of the Irish Stock Exchange and the United Kingdom Listing Authority for the listing of the ordinary share capital of the Company on the Official List of the Irish Stock Exchange and the Official List of the United Kingdom Listing Authority respectively to be cancelled with effect from 8.00 a.m. on 20 September, 2006, or in any event no less than twenty one business days from the date of passing of this resolution.

By Order of the Board

PATRICK KEARNS
Secretary

Dated: 25 July, 2006

Registered Office:
2A Sandymount Green,
Sandymount,
Dublin 4,
Ireland.

NOTES:

A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy need not be a member of the Company.

A Form of Proxy for use at the EGM is enclosed. To be effective, the Form of Proxy (if executed by an Attorney together with any Power of Attorney or other authority under which it is executed, or a notarially certified copy thereof) must be completed and reach the Company Registrars, Computershare Investor Services (Ireland) Ltd, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland (if delivered by hand), so as to be received as soon as possible but, in any event, no later than 10.00 a.m. on 16 August, 2006. The return of a form of proxy will not preclude you from attending the EGM and voting in person if you wish to do so.

The Form of Proxy must (i) in the case of an individual member be signed by the member or his/her attorney duly authorised in writing; or (ii) in the case of a body corporate be given either under its common seal or signed on its behalf by its duly authorised officer or attorney.

In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

Only those Shareholders on the register of members of the Company as at 6.00 p.m. on 16 August, 2006 will be entitled to attend and vote at the Extraordinary General Meeting and may also only vote in respect of the number of Ordinary Shares registered in their name at that time.