

Gresham Computing plc (the “Company”)

Registered number 1072032, incorporated in England and Wales

Registered office: Sopwith House, Brook Avenue, Warsash, Southampton SO31 9ZA

PROXY APPOINTMENT

Please read the Notice of General Meeting and Explanatory Notes before completing this form.

I/We
(Shareholder name(s) in BLOCK CAPITALS)

of
(Full address to be inserted in BLOCK CAPITALS)

hereby appoint

- ☐ Chairman of the meeting
- ☐ The following person:
(Name)

Number of shares in relation to which the proxy is authorised to act:

as my/our proxy to attend, speak and vote for me/us and on my/our behalf as directed below at the General Meeting of the Company to be held at 11.00 a.m. on 30 December 2010 and at any adjournment thereof.

If you want your proxy to vote in a certain way on the resolution(s) specified, please place a mark in the relevant box(es). If you select 'Discretionary' or fail to select any of the given options, your proxy can vote as he or she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the meeting.

To be valid, this form of proxy must be delivered to the Company's registered office specified above.

DIRECTION TO YOUR PROXY

	For	Against	Vote withheld*	Discretionary
Ordinary Resolutions				
1. To approve the Gresham Computing plc Enterprise Management Incentive Plan 2010 and to authorise the directors to carry the same into effect.				
2. To approve the Gresham Computing plc Unapproved Share Option Plan 2010 and to authorise the directors to carry the same into effect.				
3. To approve the Gresham Computing plc Non Employee Share Option Plan 2010 and to authorise the directors to carry the same into effect.				
Special Resolution				
4. To adopt amended Articles of Association.				
Ordinary Resolution				
5. To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006 up to an aggregate nominal value of £290,680.				
Special Resolution				
6. To authorise the directors to allot equity securities pursuant to resolution 5.				

* The Vote withheld option is provided to enable you to instruct your proxy not to vote on any particular resolution. However it should be noted that a vote withheld in this way 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.

Signature or Common Seal Date

Explanatory Notes:

- A member entitled to attend and vote at the meeting may appoint one or more proxies to attend, speak and vote instead of him at the meeting and at any adjournment. If such appointment is made, insert the name of the person appointed proxy above. If a member signs and returns the form with no name in the space provided the chairman of the meeting will be deemed to be the proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the member. If the proxy is being appointed in relation to less than the full voting entitlement of the member, insert the number of shares in relation to which the proxy is authorised to act in the space provided. If the form is returned and the number of shares in relation to which the proxy is authorised to act is left blank, the proxy will be deemed to be authorised in respect of the full voting entitlement of the member.
- If the member is a corporation, this form must be under its common seal, or under the hand of an officer of the corporation duly authorised in that regard.
- The completion and return of this form or the appointment of a proxy will not preclude any member from attending the meeting and voting in person. If a member attends the meeting in person any proxy appointments will automatically be terminated.
- To be valid, this form (and the power of attorney or other authority (if any) under which it is signed or a duly certified copy thereof) must be deposited at the Company's registered office not less than 48 hours before the time appointed for holding the meeting.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all joint holders should be stated. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority will be decided by the order in which the names stand in the register in respect of the joint holding.
- Any alteration made on this proxy form must be initialled by the person who signed it.

Business Reply
Licence Number
S03897

Gresham Computer Services
Sopwith House
Brook Avenue
Warsash
Southampton
S031 9ZA

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