

Gresham Computing plc
("Gresham" or the "Company")

RESOLUTIONS PASSED AT GENERAL MEETING
HELD ON 30 DECEMBER 2010

The following is a copy of the resolutions that were passed at the General Meeting of the Company held on 30 December 2010 (the "General Meeting"), as set out in the Notice of General Meeting dated 4 December 2010.

All resolutions were put to the vote by a show of hands of the shareholders present in person, or represented by proxy, at the General Meeting.

Ordinary Resolutions

1. THAT

- 1.1 approval be and is hereby given for the adoption by the Company of the Gresham Computing plc Enterprise Management Incentive Plan 2010 (the "**EMI Plan**"), the principal features of which are summarised in Part 2 of the document of which this notice of meeting forms part and that the rules of such plan be substantially in the same form as the draft rules submitted to this meeting and signed for the purpose of identification by the Chairman; and
- 1.2 the directors be and are hereby authorised:
 - (a) to do all other acts and things necessary to carry the EMI Plan into effect; and
 - (b) to vote as directors on any matter connected with the EMI Plan notwithstanding that they may be interested in the same and the prohibition on interested directors voting contained in the articles of association of the Company be and is hereby suspended to that extent, except that no director shall vote on any resolution concerning his own participation in such plan or be counted in the quorum for the consideration of any such resolution.

2. THAT

- 2.1 approval be and is hereby given for the adoption by the Company of the Gresham Computing plc Unapproved Share Option Plan 2010 (the "**Unapproved Share Option Plan**"), the principal features of which are summarised in Part 3 of the document of which this notice of meeting forms part and that the rules of such plan be substantially in the same form as the draft rules submitted to this meeting and signed for the purpose of identification by the Chairman; and
- 2.2 the directors be and are hereby authorised:

- (a) to do all other acts and things necessary to carry the Unapproved Share Option Plan into effect; and
- (b) to vote as directors on any matter connected with the Unapproved Share Option Plan notwithstanding that they may be interested in the same and the prohibition on interested directors voting contained in the articles of association of the Company be and is hereby suspended to that extent, except that no director shall vote on any resolution concerning his own participation in such plan or be counted in the quorum for the consideration of any such resolution.

3. THAT

3.1 approval be and is hereby given for the adoption by the Company of the Gresham Computing plc Non Employee Share Option Plan 2010 (the "**Non Employee Share Option Plan**"), the principal features of which are summarised in Part 4 of the document of which this notice of meeting forms part and that the rules of such plan be substantially in the same form as the draft rules submitted to this meeting and signed for the purpose of identification by the Chairman; and

3.2 the directors be and are hereby authorised:

- (a) to do all other acts and things necessary to carry the Non Employee Share Option Plan into effect; and
- (b) to vote as directors on any matter connected with the Non Employee Share Option Plan notwithstanding that they may be interested in the same and the prohibition on interested directors voting contained in the articles of association of the Company be and is hereby suspended to that extent, except that no director shall vote on any resolution concerning his own participation in such plan or be counted in the quorum for the consideration of any such resolution.

Special Resolution

4 THAT there be hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company the regulations contained in the document now produced to the meeting and for the purpose of identification signed by the Chairman of the meeting.

Ordinary Resolution

5 THAT in substitution for and to the exclusion of all existing authorities but without

prejudice to the allotment of any shares already made pursuant thereto, the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**") to allot shares (or to grant rights to subscribe for or to convert any security into shares) in the Company up to an aggregate nominal value of £290,680. Such authority, unless previously renewed, extended, varied or revoked by the Company in general meeting, shall expire on the day immediately preceding the fifth anniversary of the date on which this resolution is passed, save that the Company may, prior to the expiry of such period, make an offer or agreement which would or might require shares in the Company to be allotted after such expiry and the directors may allot shares in the Company in pursuance of such offer or agreement notwithstanding the expiry of the authority given by this resolution.

Special Resolution

- 6 THAT, subject to and conditional upon the passing of resolution 5 above, in substitution for and to the exclusion of all existing authorities but without prejudice to the allotment of any equity securities already made pursuant thereto, the directors be and they are hereby empowered pursuant to section 571 of the Act to allot equity securities (as defined in section 560(1) of the Act) which are the subject of the authority granted by resolution 5 for cash, as if section 561(1) of the Act did not apply to any such allotments pursuant to any of the following

- i. the EMI Plan;
- ii. the Unapproved Plan ; and
- iii. The Non Employee Plan.

up to an aggregate nominal amount of £290,680;

provided that such authority under this resolution 6 shall, unless previously renewed, extended, varied or revoked by special resolution of the Company in general meeting, expire on the day immediately preceding the fifth anniversary of the date on which this resolution is passed, save that the Company may, prior to the expiry of such authority, make an offer or agreement which would or might require shares in the Company to be allotted after the expiry thereof and the directors may allot shares in the Company in pursuance of such offer or agreement notwithstanding the expiry of the authority given by this resolution.

PROXY VOTES

A breakdown of the proxies lodged prior to the General Meeting in respect of the resolutions is summarised below:

	In favour*	Against	Abstain
Resolution 1	28,833,404	321,055	1,256,509
Resolution 2	28,829,904	324,555	1,256,509
Resolution 3	28,829,904	324,555	1,256,509
Resolution 4	30,086,534	324,434	0
Resolution 5	30,087,251	323,717	0
Resolution 6	27,478,295	2,932,673	0

*Includes discretionary votes

A copy of the Notice of General Meeting can be found on Gresham's website www.gresham-computing.com.