

10 June 2011

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

RESOLUTIONS PASSED AT ANNUAL GENERAL MEETING
HELD ON 9 JUNE 2011

The following is a copy of the resolutions that were passed at an Annual General Meeting of the company held yesterday. All resolutions were put to the vote by a show of hands of the shareholders present in person, or represented by proxy, at the meeting.

Ordinary Resolutions

1. To consider and, if thought appropriate, to approve the Company's financial statements and the reports of the directors and auditors for the year ended 31 December 2010.
2. To consider and, if thought appropriate, to approve the directors' remuneration report for the year ended 31 December 2010.
3. To appoint BDO LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before members and to authorise the directors to fix their remuneration.
4. To elect K Archer as a director having been appointed since the conclusion of the last annual general meeting.
5. To elect R Grubb as a director having been appointed since the conclusion of the last annual general meeting.
6. In addition to the authority conferred by an ordinary resolution of the Company passed on 30 December 2010, to generally and unconditionally authorise the directors for the purposes of 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 amount of £968,933. Such authority, unless previously renewed, extended, varied or revoked by the Company in general meeting, shall expire on the earlier of the date falling 15 months after the passing of this resolution and the conclusion of the Annual General Meeting of the Company to be held in 2012, provided that the Company may, prior to the expiry of such period, make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares pursuant to such offer or agreement notwithstanding the expiry of the authority given by this resolution.

Special resolution

7. In addition to the authority conferred by a special resolution of the Company passed on 30 December 2010 and subject to and conditional upon the passing of resolution 6 above, to empower the directors pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash as if section 561(1) of the Act did not apply to any such allotment provided that:
- (a) the power conferred hereby shall expire on the earlier of the date falling 15 months after the passing of this resolution and the conclusion of the Annual General Meeting of the Company to be held in 2012 unless previously renewed, extended, varied or revoked by the Company in general meeting;
 - (b) the Company may, before the expiry of such authority, 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 such offer or agreement as if the power conferred hereby had not expired; and
 - (c) such authority is limited to:
 - (i) the allotment of equity securities where such securities have been offered (whether by way of rights issue, open offer or otherwise) to holders of shares in the capital of the Company in proportion (as nearly as may be) to their existing holdings of shares but subject to the directors having a right to make such exclusions or other arrangements in connection with the offer as they deem necessary or expedient to deal with equity securities representing fractional entitlements and/or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory; or
 - (ii) the allotment of equity securities up to an aggregate nominal amount of £145,340 for cash otherwise than pursuant to paragraph (c)(i) above.

**PROXY VOTES AT ANNUAL GENERAL MEETING
HELD ON 9 JUNE 2011**

	In favour*	Against	Abstain
Resolution 1	30,851,924	nil	nil
Resolution 2	28,946,751	5,173	1,900,000
Resolution 3	30,851,924	nil	nil
Resolution 4	28,945,045	3,379	1,903,500
Resolution 5	30,851,924	nil	nil
Resolution 6	30,850,136	1,788	nil
Resolution 7	30,849,136	1,788	1,000

*Includes discretionary votes

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