

# 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 Annual General Meeting and Explanatory Notes below 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)

**as my/our proxy to attend, speak and vote for me/us and on my/our behalf as directed below at the Annual General Meeting of the Company to be held at 11.00 a.m. on 8 May 2012 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. Your 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 not later than 48 hours before the time fixed for the meeting.**

### DIRECTIONS TO YOUR PROXY

|   | For | Against | Vote withheld* | Discretionary |
|---|-----|---------|----------------|---------------|
| <b>Ordinary Resolutions</b>   |     |         |                |               |
| 1. To approve the Company's financial statements and the directors' and auditor's reports for the year ended 31 December 2011                             |     |         |                |               |
| 2. To approve the directors' remuneration report for the year ended 31 December 2011  |     |         |                |               |
| 3. To re-appoint BDO LLP as auditors of the Company and authorise the directors to fix their remuneration   |     |         |                |               |
| 4. To approve an increase in the maximum number of shares capable of being issued under the Company's 2010 Share Option Plans                             |     |         |                |               |
| 5. To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006 (the "Act") up to an aggregate nominal amount of £348,816 |     |         |                |               |
| 6. To authorise the directors to allot shares pursuant to section 551 of the Act up to an aggregate nominal amount of £968,933                            |     |         |                |               |
| <b>Special Resolutions</b>  |     |         |                |               |
| 7. To empower the directors to allot equity securities pursuant to section 571 of the Act in accordance with resolution 5                                 |     |         |                |               |
| 8. To empower the directors to allot equity securities pursuant to section 570 of the Act in accordance with resolution 6                                 |     |         |                |               |

\* 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:

- As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares. However, you may only appoint a proxy using the procedures set out in these notes. To appoint more than one person to act as your proxy, please contact the Company Secretary at the Company's registered office.
- 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 of the meeting) and give your instructions directly to them. If you wish to appoint a proxy other than the Chairman, insert his or her name in the space provided and delete "Chairman of the meeting". A proxy need not be a member of the Company. The appointment of a proxy will not preclude you from attending and voting at the meeting in person should you so decide but in such event, your proxy appointment will automatically be terminated.
- Please indicate how you wish your vote(s) to be cast by placing an 'X' in any one of the boxes provided above for each of the resolutions. On receipt of this form of proxy, duly signed, but without specification as to how you wish your vote(s) to be cast, you will be deemed to have authorised your proxy to vote, or abstain from voting, as he/she thinks fit.
- A corporation may execute this form of proxy under its common seal or under the hand of a duly authorised officer or attorney. In the case of joint shareholders, the names of all the joint holders should be stated but the signature of the first named holder on the register of members will be accepted to the exclusion of all other joint holders.
- To be valid this form of proxy should be completed and returned (together with the power of attorney or other authority, if any, under which it is signed or a duly certified copy of such power or authority) so as to reach the Company's registered office not less than 48 hours before the time fixed for the meeting.



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Sopwith House  
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Southampton  
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