

8 May 2012

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

**RESOLUTIONS PASSED AT ANNUAL GENERAL MEETING
HELD ON 8 May 2012**

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 2011.
2. To consider and, if thought appropriate, to approve the directors' remuneration report for the year ended 31 December 2011.
3. To re-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 approve an amendment to each of the Gresham Computing plc Enterprise Management Incentive Plan 2010; the Gresham Computing plc Unapproved Share Option Plan 2010 and the Gresham Computing plc Non Employee Share Option Plan 2010 (together, the "**Share Option Plans**"), the principal features of which were summarised in a circular to shareholders dated 4 December 2010, to the effect that, in any ten year period ending on the relevant date of grant, the maximum number of ordinary shares of 5 pence each in the capital of the Company which may be issued or are issuable under the Share Option Plans shall not exceed 12 per cent. of the issued ordinary share capital of the Company in issue immediately prior to that date.
5. In substitution for and to the exclusion of the existing authority conferred by an ordinary resolution of the Company passed on 30 December 2010 but without prejudice to any grant of rights to subscribe for or to convert any security into shares already made pursuant thereto, 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 £348,816. 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, provided 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 pursuant to such offer or agreement notwithstanding the expiry of the authority given by this resolution.

6. In addition to the authority conferred by resolution 5 above, to generally and unconditionally authorise the directors for the purposes of section 551 of 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 2013, provided 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 pursuant to such offer or agreement notwithstanding the expiry of the authority given by this resolution.

Special resolution

7. In substitution for and to the exclusion of the existing authority conferred by a special resolution of the Company passed on 30 December 2010 but without prejudice to any grant of rights to subscribe for or to convert any security into shares already made pursuant thereto, to empower the directors in accordance with 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 above for cash, as if section 561(1) of the Act did not apply to any such allotment, pursuant to any of the Share Option Plans up to an aggregate nominal amount of £348,816, provided that the power conferred hereby 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.
8. In addition to the authority conferred by resolution 7 above, to empower the directors in accordance with section 570 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 6 above 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, unless previously renewed, extended, varied or revoked by special resolution of the Company in general meeting, 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 2013;
 - (b) 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; 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 resolution 7 and paragraph (c)(i) above.

**PROXY VOTES AT ANNUAL GENERAL MEETING
HELD ON 8 MAY 2012**

	In favour*	Against	Abstain
Resolution 1	29,917,636	8,500	nil
Resolution 2	29,916,006	10,130	nil
Resolution 3	29,919,261	7,500	nil
Resolution 4	28,163,134	13,627	1,750,000
Resolution 5	29,907,090	19,046	nil
Resolution 6	29,907,098	19,038	nil
Resolution 7	29,906,988	19,148	nil
Resolution 8	29,906,996	19,140	nil

*Includes discretionary votes

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