

**7 May 2014**

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

**RESOLUTIONS PASSED AT ANNUAL GENERAL MEETING  
HELD ON 7 May 2014**

The following is a copy of the resolutions that were passed at an Annual General Meeting of the company held today. 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 receive the Company's financial statements and the reports of the directors and auditors for the year ended 31 December 2013.
2. To consider and, if thought appropriate, to approve the directors' remuneration report for the year ended 31 December 2013.
3. To consider and, if thought appropriate, to approve the directors' remuneration policy, the full text of which is contained within the remuneration report.
4. 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.
5. To re-elect Ken Archer as a director retiring by rotation.
6. To re-elect Rob Grubb as a director retiring by rotation.
7. To re-elect Chris Errington as a director.
8. To re-elect Max Royde as a director.
9. 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 £1,012,058. 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 2015, 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**

10. To empower the directors pursuant to 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 9 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 2015;
- (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 £151,809 for cash otherwise than pursuant to paragraph (c)(i) above.

**PROXY VOTES AT ANNUAL GENERAL MEETING  
HELD ON 7 MAY 2014**

	<b>In favour*</b>	<b>Against</b>	<b>Abstain</b>
Resolution 1	35,213,853	0	0
Resolution 2	35,212,853	1,000	0
Resolution 3	30,285,194	2,045,803	2,882,856
Resolution 4	35,213,853	0	0
Resolution 5	32,330,989	0	2,882,864
Resolution 6	35,213,853	0	0
Resolution 7	35,213,853	0	0
Resolution 8	30,330,989	8	4,882,856
Resolution 9	35,213,719	134	0
Resolution 10	35,213,719	134	0

\*Includes discretionary votes

For further information please contact:

**Gresham Computing plc**

Chris Errington, CEO

Rob Grubb, CFO

+44 (0) 20 7653 0200

**N+1 Singer**

Shaun Dobson, Head of Corporate Finance

Nick Donovan, Corporate Finance

+44 (0) 20 7496 3000