

Gresham Computing plc (the “Company”)

Registered number 1072032, incorporated in England and Wales

Registered office: Aldermary House, 10-15 Queen Street, London EC4N 1TX

PROXY APPOINTMENT

Please read the accompanying Notice of General Meeting and Explanatory Notes below before completing this form.

I/We (Shareholder name(s) in BLOCK CAPITALS)

of (Full address IN BLOCK CAPITALS)

hereby appoint (please tick one) ☐ Chairman of the meeting (default option if no name is provided below)
☐ 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 General Meeting of the Company to be held at 11.00 a.m. on Tuesday 24 February 2015 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 properly put to the meeting but not referred to below.

To be valid, this form of proxy must be properly completed and signed and delivered (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) to the Company Secretary (i) at Gamma House, Room 2, Ground Floor North, Enterprise Road, University of Southampton Science Park, Southampton SO16 7NS; or (ii) electronically as an attachment to an authenticated e-mail sent to proxy@gresham-computing.com, in either case not later than 48 hours before the time fixed for the meeting.

DIRECTIONS TO YOUR PROXY

Ordinary Resolutions	For	Against	Vote withheld*	Discretionary
1. To approve an increase in the maximum number of shares that may be issued or are issuable under the Company's Share Option Plans.				
2. To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006 (the "Act") up to an aggregate nominal value of £316,167.				
Special Resolutions	For	Against	Vote withheld*	Discretionary
3. To empower the directors to allot equity securities for cash pursuant to section 571 of the Act in accordance with resolution 2 up to an aggregate nominal value of £316,167.				
4. To cancel the Company's share premium account.				

* The Vote withheld option is provided to enable you to instruct your proxy not to vote on any particular resolution. 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(s) 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 and any adjournment of it. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by you. 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, you may photocopy this form and must clearly state on each form how many shares the proxy is appointed in respect of.
- 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) and give your instructions directly to them. 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(s) 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 both or 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 any other joint holder.

Business Reply
Licence Number
RTHB-CKXC-JZKR



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