

Gresham Computing plc

Registered number 1072032. Incorporated in England and Wales.

PROXY APPOINTMENT

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

I/We the undersigned, being a member/members of Gresham Computing plc (the “**Company**”), hereby appoint the Chairman of the meeting or (if appointing someone other than the Chairman)..... 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 Thursday 7 May 2015 and at any adjournment thereof.

Directions to my/our proxy:

Resolutions	For	Against	Withheld	Discretionary
1. To receive the Company’s financial statements, the strategic report and the reports of the directors and auditors.				
2. To approve the directors’ remuneration report (excluding the directors’ remuneration policy).				
3. To re-appoint BDO LLP as auditors of the Company.				
4. To authorise the directors to determine the remuneration of the auditors of the Company.				
5. To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006 (the “ Act ”).				
6. To dis-apply pre-emption rights pursuant to section 570 of the Act.				
7. To approve the market purchase by the Company of up to 10% of its issued share capital.				
8. To authorise general meetings (other than annual general meetings) to be called on not less than 14 clear days’ notice.				

Name of Member(s): (Block capitals)

Address of Member(s): (Block capitals)

Signature(s)/Common Seal: **Date:**

Explanatory Notes:

1. 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 this proxy appointment is one of multiple appointments being made, please tick here ☐
2. 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.
3. You may specify how you wish your vote(s) to be cast on each of the resolutions by placing a mark in the appropriate boxes in the table above. Where you specify the ‘Discretionary’ option, or do not specify any option at all, your proxy will, on receipt by the Company of this form of proxy, duly signed, be authorised to vote, or abstain from voting, as he/she thinks fit. Your proxy can also do this on any other resolution that is properly put to the meeting but not referred to above.
4. The ‘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.
5. 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.
6. To be valid, your proxy form 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 either: (i) at Aldermay House, 10-15 Queen Street, London EC4N 1TX; or (ii) electronically as an attachment to an authenticated e-mail sent to proxy@gresham-computing.com, in either case to be received not later than 48 hours before the time fixed for the meeting.