

24 February 2015

**Gresham Computing plc**  
**("Gresham" or the "Company")**  
**Resolutions Passed at General Meeting**  
**Held on 24 February 2015**

The following resolutions were duly passed at a General Meeting of the Company held on 24 February 2015. Voting on the resolutions was conducted on a show of hands, save in the case of resolution 3 which was conducted by poll.

**Ordinary Resolutions**

1. 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 (each as amended in May 2012) (together, the **"Share Option Plans"**), the principal features of which were summarised in a circular to shareholders dated 4 December 2010, to increase 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 in any ten year period ending on the relevant date of grant from 12 per cent. to 14.3 per cent. of the ordinary share capital of the Company in issue immediately prior to the relevant date of grant.
2. In substitution for the existing authority conferred by an ordinary resolution of the Company passed on 8 May 2012 but in addition to all other authorities, 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 value of £316,167. 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, save 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 in the Company in pursuance of such offer or agreement notwithstanding the expiry of the authority given by this resolution.

**Special Resolutions**

3. In substitution for the existing authority conferred by a special resolution of the Company passed on 8 May 2012 but in addition to all other authorities, 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 2 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 £316,167, 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.
4. That the Company's share premium account be cancelled.

**Proxy Votes and Poll Votes**  
**General Meeting held on 24 February 2015**

**Proxy Votes**

The following are the Proxy Votes lodged in advance of the meeting in respect of resolutions passed at the General Meeting on a show of hands.

	<b>For</b>	<b>Against</b>	<b>Withheld</b>
Resolution 1	23,556,224	11,786,392	7,483,532
Resolution 2	31,039,858	11,786,290	0
Resolution 4	39,495,180	3,330,968	0

**Poll Votes**

The following are the voting results in respect of the resolution passed at the General Meeting on a poll.

	<b>For</b>	<b>Against</b>	<b>Withheld</b>
Resolution 3	36,924,446	11,785,192	0

**Notes**

- The full text of each of the resolutions is contained in the Notice which is available on the Company's website [www.gresham-computing.com](http://www.gresham-computing.com).
- The votes For include votes giving the Chairman discretion.
- A vote Withheld is not a vote in law and is not counted in the calculation of the proportion of the votes cast For or Against the resolution.
- The issued share capital of the Company as at 22 February 2015 was 63,233,478 ordinary shares of 5p each.

- Ends -

For further information please contact:

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