Freepost RTHJ-CLLL-KBKU
Equiniti
Aspect House
Spencer Road
LANCING
BN99 8LU

Gresham Computing plc

Incorporated in England and Wales. Registered number 1072032.

PROXY FORM

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

Proxy appointment:

I/We the undersigned, being a member/members of Gresham Computing plc (the "**Company**"), hereby appoint *(please tick one option)*:

☐ the Chairman of the meeting *(default)*;

☐ ..... *(leave blank if appointing the Chairman)*

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 17 November 2016 and at any adjournment thereof.

Directions to my/our proxy:

Resolutions	For	Against	Withheld	Discretionary
THAT the name of the Company be changed to Gresham Technologies plc.				

Member details and execution:

Full name of member(s):	.....
Address of member(s):	.....
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) by selecting the appropriate option above and entering their name in the space provided, 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, in which case your proxy appointment(s) will automatically be terminated unless you notify the Company otherwise upon your arrival.
3. You may specify how you wish your vote(s) to be cast on the resolution by placing a mark in the appropriate box 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 proxy form, 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' the resolution.
5. A corporation may execute this proxy form 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 Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA, to be received not later than 48 hours before the time fixed for the meeting.