

28 April 2016

# Gresham Computing plc

## Resolutions Passed at Annual General Meeting Held on 28 April 2016

The following is a copy of the resolutions that were passed at the Annual General Meeting of Gresham Computing plc (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 together with the reports of the directors and the auditor for the year ended 31 December 2015.
2. To approve the directors’ remuneration report (excluding the directors’ remuneration policy) for the year ended 31 December 2015.
3. To re-appoint BDO LLP as auditor of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which the accounts are laid before members.
4. To authorise the directors to agree the remuneration of the auditor of the Company.
5. To elect Ian Manocha, who was appointed as a director of the Company since the last Annual General Meeting, as a director of the Company.
6. 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 amount of £1,054,516. 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 2017, 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 resolutions

7. To generally empower the directors of the Company 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 6 above for cash, as if section 561(1) of the Act did not apply to any such allotment, such authority being limited to:
  - (a) 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
  - (b) the allotment of equity securities up to an aggregate nominal amount of £158,177 for cash otherwise than pursuant to paragraph (a) above.

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 2017, provided 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.

8. To generally and unconditionally authorise the Company to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 5 pence each in the capital of the Company provided that:
  - (a) the maximum aggregate number of ordinary shares authorised to be purchased is 6,327,097;
  - (b) the minimum price (excluding expenses) which may be paid for an ordinary share is 5 pence;
  - (c) the maximum price (excluding expenses) which may be paid for an ordinary share is an amount equal to the higher of 105% of the average of the middle-market quotations for an ordinary share in the Company, as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased, and the amount stipulated by Article 5(1) of the EU Buy-back and Stabilisation Regulation 2003; and
  - (d) this authority 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 2017 save that the Company may enter into a contract to purchase ordinary shares before the expiry of the authority granted by this resolution, which will or may be executed wholly or partly after the expiry of the authority, and purchase ordinary shares in pursuance of any such contract.
  
9. To authorise the Company to call general meetings (other than an Annual General Meeting) on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2017.

## Proxy Votes

### Annual General Meeting 28 April 2016

The following are the proxy votes lodged in advance of the Annual General Meeting of the Company held on 28 April 2016 in respect of resolutions proposed at the meeting and passed on a show of hands.

	<b>For</b>	<b>Against</b>	<b>Withheld</b>
Resolution 1	29,898,270	0	0
Resolution 2	29,891,615	655	6,000
Resolution 3	29,895,270	0	3,000
Resolution 4	27,745,262	0	2,153,008
Resolution 5	29,898,270	0	0
Resolution 6	29,898,270	0	0
Resolution 7	29,883,770	0	14,500
Resolution 8	29,897,782	0	488
Resolution 9	29,897,782	0	488

#### Notes

- The full text of each of the resolutions is contained in the Notice of Annual General Meeting dated 23 March 2016 which is available on the Company's website at [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 26 April 2016 was 63,270,978 ordinary shares of 5p each.

- Ends -

#### Enquiries

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