

Proposal for Change of Company Name and Notice of General Meeting

Gresham Computing plc

Incorporated and registered in England and Wales. Registered number 1072032.

This circular includes a notice of a General Meeting of Gresham Computing plc to be held at the offices of N+1 Singer Capital Markets Limited of One Bartholomew Lane, London EC2N 2AX, at 11.00 a.m. on 17 November 2016.

A Proxy Form for use in relation to the General Meeting is enclosed. Whether or not you intend to be present at the meeting, you are requested to complete, sign and return the Proxy Form in accordance with the instructions printed on it to Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA as soon as possible but, in any event, so as to be received by no later than 11.00 a.m. on 15 November 2016.

The completion and return of a Proxy Form will not prevent you from attending the General Meeting and voting in person if you wish to do so.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this notice and/or the action you should take, you should immediately consult your stockbroker, bank, solicitor, accountant, fund manager or other appropriate independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser in your own jurisdiction.

If you have sold or otherwise transferred all of your ordinary shares in Gresham Computing plc, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer, for onward transmission to the purchaser or transferee.

Directors:

Ken Archer
Ian Manocha
Rob Grubb
Imogen Joss
Chris Errington

Registered office:

Aldermay House
10-15 Queen Street
London
EC4N 1TX

21 October 2016

Dear Shareholder

Introduction

We are writing to inform you that the directors of the Company have resolved to convene a General Meeting of the shareholders of the Company, for the purpose of considering, and if thought fit, approving the proposed change of the name of the Company from "Gresham Computing plc" to "Gresham Technologies plc", as announced at the Company's Capital Markets Day on 5 October 2016.

Change of name

The directors of the Company believe the new name should be adopted as a modernising step and so as to better represent the activities of the Company and its subsidiaries. In addition, the proposed new name will align with the Company's primary trading activity as a provider of technology solutions to the financial services sector ("FinTech"), and in particular within the risk ("RiskTech") and regulatory ("RegTech") sub-sectors.

The change of name will, subject to approval by shareholders, be effective upon the issuance by the Registrar of Companies of a Certificate of Change of Name, and trading under the name Gresham Technologies plc on the London Stock Exchange is expected to take place from 08.00 a.m. on 18 November 2016. The Memorandum and Articles of Association will also be amended at that time to reflect the change of name. The Company's ticker code, 'GHT', will remain unchanged.

Notice of General Meeting and Proxy Form

The change of name of the Company described above may not be made without the approval of shareholders. For this purpose, a meeting of the shareholders of the Company has been convened and will take place at the offices of N+1 Singer Capital Markets Limited of One Bartholomew Lane, London EC2N 2AX, at 11.00 a.m. on 17 November 2016. Formal notice of the General Meeting is attached to this letter.

The attached notice sets out the text of the resolution to be proposed at the General Meeting. The resolution will be proposed as a special resolution which cannot be passed unless it receives the support of a majority of at least 75% of the total number of votes cast for and against it. If the resolution is passed by the requisite majority, it will be binding on all shareholders irrespective of how (or whether) they voted.

A proxy form to enable you to vote at the meeting is enclosed with this letter. Please read the notes printed on the form which will assist you in completing and returning the form. To be valid, your form of proxy must be completed and returned in accordance with the instructions set out in the notice of General Meeting and on the proxy form.

Directors' recommendation

The directors consider the passing of the resolution to be proposed at the General Meeting to be in the best interests of the Company and its shareholders as a whole and most likely to promote the success of the Company for the benefit of those shareholders. Accordingly, the directors unanimously recommend that you vote in favour of the resolution as they intend to do in respect of their own beneficial holdings of ordinary shares representing, in aggregate, approximately 1.48% of the Company's issued share capital as at 21 October 2016.

Yours sincerely

Ken Archer

Non-Executive Chairman

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Gresham Computing plc (the “**Company**”) will be held at the offices of N+1 Singer Capital Markets Limited of One Bartholomew Lane, London EC2N 2AX, at 11.00 a.m. on 17 November 2016 for the purposes of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution:

THAT the name of the Company be changed to Gresham Technologies plc

By order of the Board

Jonathan Cathie
Company Secretary
21 October 2016

Gresham Computing plc
Registered Office:
Aldermay House
10-15 Queen Street
London EC4N 1TX

Shareholder Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote at the meeting and at any adjournment of it. 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 shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to different shares held by that shareholder. A proxy need not be a member of the Company but must attend the meeting to represent you. A proxy form for appointing a proxy and giving proxy instructions accompanies this notice. Members may only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. To appoint more than one proxy, you may photocopy the proxy form. Please indicate the proxy holder's names and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the total number of shares held by you).
2. To be valid, any proxy form should be completed and returned (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) so as to reach Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA, no later than 48 hours before the time fixed for the meeting. Completion and return of a proxy form does not preclude a member from subsequently attending the meeting and voting in person although in that event, any proxy appointment will automatically be terminated, unless you notify the Company otherwise upon your arrival. If a shareholder submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members (the "Register") in respect of the joint holding (the first-named being the most senior).
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of such meeting by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
4. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Registrar, Equiniti (ID RA19) by 11.00 a.m. on 15 November 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instruction to proxies appointed through CREST should be communicated to the appointee through other means.

5. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that its CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
6. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
7. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the "Act") to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no proxy appointment right or has such right but does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The main point of contact for any Nominated Person remains the relevant shareholder (or, perhaps, its custodian or broker) and he/she should continue to contact them (and not the Company) regarding any changes or queries relating to his/her personal details and their interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from him/her. The statement of the rights of shareholders in relation to the appointment of proxies in note 1. does not apply to Nominated Persons. The rights described in that note can only be exercised by members of the Company.
8. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those members entered on the Register at 6:30 p.m. on 15 November 2016 (the "Specified Time") will be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the Register after the Specified Time will be disregarded in determining the rights of any person to attend or vote at the meeting. Should the meeting be adjourned to a time not more than 48 hours after the time originally fixed for the meeting, the Specified Time will also apply for the purposes of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned meeting. Should the meeting be adjourned for a longer period, then to be so entitled, members must be entered on the Register at 6:30 p.m. two days before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in such notice.
9. As at 21 October 2016 (being the latest practicable date prior to publication of this notice), the Company's issued share capital consisted of 66,684,518 ordinary shares of 5 pence each. Each ordinary share carries one vote and the total voting rights in the Company as at 21 October 2016 are, therefore, 66,684,518.
10. Information regarding the meeting, including the information required by section 311A of the Act, is available from www.gresham-computing.com. As soon as practicable following the meeting, the voting results will be announced via a regulatory information service and also placed on the Company's website.
11. Under section 319A of the Act, the Company must answer any question you ask relating to the business being dealt with at the meeting unless: answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; the answer has already been given on a website in the form of an answer to a question; or it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.