

Gresham Technologies plc

Registered number 1072032. Incorporated in England and Wales.

Proxy form

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 Technologies plc (the "Company"), hereby appoint:

☐ the Chairman of the meeting (default); or

☐ (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 Annual General Meeting of the Company to be held at 11 am on Thursday 2 May 2019 and at any adjournment thereof.

Directions to my/our proxy:

Resolutions	For	Against	Withheld	Discretionary
1. To receive the Company's financial statements and the reports of the Directors and the auditor				
2. To declare a final dividend of 0.5 pence per ordinary share				
3. To approve the Directors' Remuneration Report				
4. To approve the Directors' remuneration policy				
5. To reappoint BDO LLP as auditor				
6. To authorise the Directors to agree the remuneration of the auditor				
7. To re-elect Ken Archer as a Director				
8. To re-elect Imogen Joss as a Director				
9. To re-elect Andrew Balchin as a Director				
10. To re-elect Ian Manocha as a Director				
11. To re-elect Thomas Mullan as a Director				
12. To authorise the Executive Directors' participation in the Deferred Share Bonus Plan				
13. To authorise the Directors to allot shares pursuant to section 551 of the Companies Act 2006				
14. To disapply pre-emption rights pursuant to section 570 of the Companies Act 2006				
15. To approve the market purchase by the Company of up to 10% of its issued share capital				
16. To authorise general meetings (other than Annual General Meetings) to be called on not less than 14 clear days' notice				

Member details and execution:

Name of Member(s):

Address of Member(s):

Signature(s)/Common Seal: Date:

(Please see explanatory notes overleaf)

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 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" a 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. As an alternative, you can appoint a proxy electronically by authenticated email (attaching the documents referred to above) sent to proxyvotes@equiniti.com. Please state "Gresham AGM" in the subject line of the email. In either case, the form must be received not later than 48 hours before the time fixed for the meeting.