

10 May 2021

# Gresham Technologies plc

## Resolutions Passed at Annual General Meeting 10 May 2021

The following is a copy of the resolutions that were passed at the Annual General Meeting of Gresham Technologies plc (the “**Company**”) held today. All resolutions were duly passed by shareholders by means of a poll vote.

### 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 2020.
2. To declare a final dividend of 0.75 pence per ordinary share of the Company in respect of the year ended 31 December 2020.
3. To approve the Directors’ remuneration report (excluding the remuneration policy) for the year ended 31 December 2020.
4. 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.
5. To authorise the Directors to agree the remuneration of the auditor of the Company.
6. To elect Peter Simmonds as a Director.
7. To elect Jennifer Knott as a Director.
8. To elect Ruth Wandhöfer 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 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 £1,170,024. 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 2022, 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

13. 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 12 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 treasury shares, equity securities representing fractional entitlements, record dates 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; and
  - b. the allotment of equity securities up to an aggregate nominal amount of £175,503 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 2022, 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.

14. If resolution 12 above is passed, the Directors of the Company be authorised, in addition to any authority granted under resolution 13 above, to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by that resolution as if section 561(1) of the Act did not apply to any such allotment, such authority being:
  - a. limited to the allotment of equity securities up to an aggregate nominal amount of £175,503; and
  - b. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

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 2022, 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.

15. To generally and unconditionally authorise the Company for the purposes of section 701 of the Act 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 70,201,458;
  - 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 the highest of (i) an amount equal to 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 (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out; 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 2022 provided 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.
16. 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 2022.

## Voting Results

### Annual General Meeting 10 May 2021

All resolutions set out in the Notice of Annual General Meeting ("AGM") dated 1 April 2021 were duly passed by shareholders by means of a poll vote at the AGM held on 10 May 2021. The results of the poll for each resolution are set out below.

| No | Resolution Name                   | For        | % For   | Against   | % Against | Withheld | % Withheld | Total % Instructed |
|----|-----------------------------------|------------|---------|-----------|-----------|----------|------------|--------------------|
| 01 | Reports and Financial Statements  | 48,220,494 | 100.00% | 0         | 0.00%     | 0        | 0.00%      | 68.69%             |
| 02 | Final Dividend                    | 48,220,494 | 100.00% | 0         | 0.00%     | 0        | 0.00%      | 68.69%             |
| 03 | Directors Remuneration Report     | 45,936,535 | 95.26%  | 2,283,959 | 4.74%     | 0        | 0.00%      | 68.69%             |
| 04 | Reappoint Auditor                 | 48,214,494 | 99.99%  | 3,000     | 0.01%     | 3,000    | 0.01%      | 68.69%             |
| 05 | Remuneration of Auditor           | 48,214,494 | 99.99%  | 3,000     | 0.01%     | 3,000    | 0.01%      | 68.69%             |
| 06 | Peter Simmonds                    | 48,197,581 | 99.99%  | 3,000     | 0.01%     | 19,913   | 0.04%      | 68.69%             |
| 07 | Jennifer Knott                    | 48,196,943 | 99.99%  | 3,638     | 0.01%     | 19,913   | 0.04%      | 68.69%             |
| 08 | Ruth Wandhöfer                    | 48,196,943 | 99.99%  | 3,638     | 0.01%     | 19,913   | 0.04%      | 68.69%             |
| 09 | Andrew Balchin                    | 48,197,581 | 99.99%  | 3,000     | 0.01%     | 19,913   | 0.04%      | 68.69%             |
| 10 | Ian Manocha                       | 48,197,581 | 99.99%  | 3,000     | 0.01%     | 19,913   | 0.04%      | 68.69%             |
| 11 | Thomas Mullan                     | 48,197,581 | 99.99%  | 3,000     | 0.01%     | 19,913   | 0.04%      | 68.69%             |
| 12 | Allot Shares                      | 48,200,581 | 99.96%  | 19,913    | 0.04%     | 0        | 0.00%      | 68.69%             |
| 13 | Pre-emption Rights                | 48,189,581 | 99.94%  | 30,913    | 0.06%     | 0        | 0.00%      | 68.69%             |
| 14 | Pre-emption Rights - Acquisitions | 48,189,081 | 99.93%  | 31,413    | 0.07%     | 0        | 0.00%      | 68.69%             |
| 15 | Market Purchases                  | 48,158,763 | 99.87%  | 61,731    | 0.13%     | 0        | 0.00%      | 68.69%             |
| 16 | General Meetings                  | 48,213,494 | 99.99%  | 3,000     | 0.01%     | 4,000    | 0.01%      | 68.69%             |

## Notes

- The full text of each of the resolutions is contained in the Notice of Annual General Meeting dated 1 April 2021, which is available on the Company's website at [www.greshamtech.com](http://www.greshamtech.com).
- Proxy appointments which gave discretion to the Chairman of the AGM have been included in the "For" total for the appropriate resolution.
- A "Withheld" vote is not a vote in law and is not counted in the calculation of the proportion of the votes cast "For" or "Against" a resolution.
- The proportion of "Total % instructed" is the total of votes instructed for that resolution (i.e. the total votes "For", "Against" and "Withheld" for that resolution) expressed as a percentage of the issued share capital.

- The issued share capital of the Company as at 10 May 2021 was 70,201,458 ordinary shares of 5p each. No shares are held in treasury.

## **Enquiries**

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## **Note to editors**

Gresham Technologies plc is a leading software and services company that specialises in providing real-time solutions for data integrity and control, banking integration, payments and cash management. Listed on the main market of the London Stock Exchange (GHT.L) and headquartered in the City of London, its customers include some of the world's largest financial institutions and corporates, all of whom are served locally from offices located in the UK, Europe, North America and Asia Pacific.

Gresham's award-winning Clareti software platform is a highly flexible and scalable platform, available on-site or in the cloud, designed to address today's most challenging financial control, risk management, data governance and regulatory compliance problems. Learn more at [www.greshamtech.com](http://www.greshamtech.com).