

Gresham Technologies plc

Registered number 1072032. Incorporated in England and Wales.

Proxy Form

Please read the accompanying Notice of 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 as my/our proxy to attend, participate 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 30 December 2020 and at any adjournment thereof.

Directions to my/our proxy:

Resolutions	For	Against	Withheld	Discretionary
1. To approve the adoption by the Company of the Gresham Technologies plc Performance Share Plan 2020 on the basis set out in the accompanying Notice of General Meeting.				
2. To approve the adoption by the Company of the updated directors' remuneration policy applicable for the period commencing 1 January 2021.				

Member details and execution:

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, participate and vote at the meeting and any adjournment of it. You may only appoint a proxy using the procedures set out in these notes and in the Notice of General Meeting.
2. Ordinarily, if you wished your proxy to speak on your behalf at the meeting, you would need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. However, for the reasons set out in the Notice of General Meeting, the Company is requiring all shareholders to appoint the Chairman of the meeting (rather than their own choice of person) as their proxy. A proxy need not be a member of the Company.
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 they think fit.
4. The "Withheld" option is provided to enable you to instruct your proxy not to vote on a 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 GM" in the subject line of the e-mail. In either case, the form must be received not later than 48 hours before the time fixed for the meeting.