



Notice of Annual General Meeting 2023

Gresham Technologies plc

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

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 Technologies plc (or will have sold or transferred all such shares prior to the AGM), 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.

Contents and key dates

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Key dates	
Date of Notice	3 April 2023
Latest time and date for receipt of proxy forms	10.00 am on 19 May 2023
Annual General Meeting	10.00 am on 23 May 2023

Notice of Annual General Meeting 2023

Gresham Technologies plc

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

Notice of the Annual General Meeting of Gresham Technologies plc (the “Company”) to be held at the offices of Blake Morgan LLP, 6 New Street Square, London EC4A 3DJ at 10.00 a.m. on Tuesday, 23 May 2023 (the “AGM”).

Meeting arrangements

The Board is keen to welcome shareholders in person to the Company’s 2023 Annual General Meeting. However, shareholders who are either not able or who would prefer not to attend the meeting in person will be able to follow the meeting using the online Investor Meet Company (“IMC”) platform. Shareholders who are not already registered to the IMC platform will need to register with IMC, for which there is no charge, and add “to meet” Gresham Technologies plc to register attendance, using the following link: <https://investormeetcompany.com/gresham-technologies-plc/register-investor>.

Advance registration to attend the meeting in this manner is required. Shareholders who have already registered to the IMC platform will be able to add to meet the Company to register attendance at the AGM.

Questions relating to the business to be conducted at the AGM can be submitted ahead of the meeting via the IMC dashboard or at any time during the meeting via the “Ask a Question” function. Alternatively, questions may be submitted at least 48 hours in advance of the Annual General Meeting via an email sent to investorrelations@greshamtech.com.

Although the Company may not be in a position to answer every question it receives, it will endeavour to address the most prominent within the confines of information already disclosed to the market. Responses to the Q&A will be published at the earliest opportunity on the IMC platform. Shareholder feedback can also be submitted directly after the meeting to ensure the Company is in a position to understand the views of all shareholders.

Proxies and voting

Votes will be taken at the AGM on a poll but the online IMC platform will not include a facility for attendees to vote live. Accordingly, whether or not you propose to attend the meeting in person, shareholders are encouraged to appoint the Chair of the meeting (or their own choice of person) as their proxy (either electronically or by post) with their voting instructions. This will ensure that your vote is counted on the poll vote to be taken at the meeting if you do not attend the meeting in person.

A proxy form for use in relation to the meeting is enclosed for this purpose. You are requested to complete, sign and return the proxy form in accordance with the instructions printed on it either, by post to Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA or (as directed in the form) by authenticated email sent to proxyvotes@equiniti.com as soon as possible but, in any event, so as to be received by no later than 10.00 a.m. on Friday 19 May 2023. Shareholders are reminded that, if their ordinary shares are held in the name of a nominee, only that nominee may submit a proxy vote. Institutional investors are also able to appoint a proxy electronically via the Proxymity platform. For further information, please go to www.proxymity.io.

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

Notice of Annual General Meeting 2023

Notice is hereby given that the Annual General Meeting of Gresham Technologies plc (the “Company”) will be held at the offices of Blake Morgan LLP, 6 New Street Square, London EC4A 3DJ at 10.00 a.m. on Tuesday 23 May 2023 for the following purposes:

Ordinary business

To consider and, if thought fit, pass the following resolutions 1 to 12 (inclusive) as 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 2022.
2. To declare a final dividend of 0.75 pence per ordinary share of the Company in respect of the year ended 31 December 2022.
3. To approve the directors’ remuneration report for the year ended 31 December 2022.
4. To approve the directors’ remuneration policy applicable for the period commencing 1 January 2023.
5. 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.
6. To authorise the directors to agree the remuneration of the auditor of the Company.
7. To re-elect Peter Simmonds as a director.
8. To re-elect Jennifer Knott as a director.
9. To re-elect Ruth Wandhöfer as a director.
10. To re-elect Andrew Balchin as a director.
11. To re-elect Ian Manocha as a director.
12. To re-elect Thomas Mullan as a director.

Special business

To consider and, if thought fit, pass the following resolutions of which resolution 13 will be proposed as an ordinary resolution and resolutions 14 to 17 (inclusive) will be proposed as special resolutions:

Ordinary resolutions

13. 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:
 - (a) up to a maximum nominal amount of £1,390,824 (such amount to be reduced by the nominal amount (if any) allotted or granted under paragraph (b) below in excess of such amount); and
 - (b) comprising equity securities (as defined in section 560(1) of the Act) up to a maximum nominal amount of £2,781,648 (such amount also to be reduced by any allotments or grants made under paragraph (a) above) where such securities have been offered by way of a rights issue to holders of ordinary shares in proportion (as nearly as practicable) to their existing holdings of shares on the record date for such allotment, but subject to the directors having a right to make such exclusions or other arrangements in connection with the offer as they consider necessary or appropriate to deal with treasury shares, equity securities representing fractional entitlements, record dates and/or legal, regulatory or practical difficulties arising under the laws of, or the requirements of any recognised regulatory body or stock exchange in, any territory or any other matter whatsoever.

Such authorities, unless previously renewed, extended, varied or revoked by the Company in general meeting, shall both 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 2024, 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 or rights to be granted after such expiry and the directors may allot shares, or grant rights to subscribe for or to convert any security into shares, pursuant to such offer or agreement notwithstanding the expiry of the authority given by this resolution.

Special resolutions

14. To generally empower the directors of the Company pursuant to sections 570 and 573 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 13 above, and/or to sell ordinary shares held by the Company as treasury shares, for cash, as if section 561(1) of the Act did not apply to any such allotment or sale, such authority being limited to:
 - (a) the allotment of equity securities or sale of treasury shares for cash in connection with or pursuant to an offer of, or invitation to acquire, such securities (but in the case of the authorisation granted under resolution 13(b) above, by way of a rights issue only) to holders of ordinary shares in proportion (as nearly as practicable) to their existing holdings of shares on the record date for such allotment, but subject to the directors having a right to make such exclusions or other arrangements in connection with the offer as they consider necessary or appropriate to deal with treasury shares, equity securities representing fractional entitlements, record dates and/or legal, regulatory or practical difficulties arising under the laws of, or the requirements of any recognised regulatory body or stock exchange in, any territory or any other matter whatsoever;
 - (b) the allotment of equity securities or sale of treasury shares under resolution 13(a) above up to a maximum nominal amount of £417,247 otherwise than pursuant to paragraph (a) above; and

Notice of Annual General Meeting 2023 continued

Special resolutions continued

- (c) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) or paragraph (b) above) up to a maximum nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares made from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Financial Reporting Council's 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 2024, provided that the Company may, prior to the expiry of such authority, make an offer or agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after the expiry thereof and the directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution.

15. Subject to the passing of resolution 13 above, the directors of the Company be authorised, in addition to any authority granted under resolution 14, to allot equity securities (as defined in section 560(1) of the Act) under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares, for cash, as if section 561(1) of the Act did not apply to any such allotment or sale, such authority being limited to:
- (a) the allotment of equity securities or sale of treasury shares up to a maximum nominal amount of £417,247, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the directors determine to be an acquisition or specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Financial Reporting Council's Pre-Emption Group prior to the date of this notice; or
- (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) above) up to a maximum nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares made from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Financial Reporting Council's 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 2024, provided that the Company may, prior to the expiry of such authority, make an offer or agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after the expiry thereof and the directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution.

16. 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 8,344,945;
- (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 2024 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.
17. 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 2024.

By order of the Board,

Jonathan Cathie
Company Secretary
3 April 2023

Gresham Technologies plc
Registered office:
Aldermary House
10-15 Queen Street
London EC4N 1TX

Directors' recommendation

The directors consider the passing of the resolutions to be proposed at the Annual 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 those resolutions as they intend to do in respect of their own beneficial holdings of ordinary shares representing, in aggregate, approximately 0.41% of the Company's issued share capital as at 24 March 2023.

Explanatory notes to the resolutions

Resolution 1

The directors are required to lay the Company's annual accounts and reports before the Company in general meeting. The annual accounts and reports are contained within the Company's Annual Financial Report 2022.

Resolution 2

A final dividend of 0.75 pence per ordinary share is proposed to be declared for the year ended 31 December 2022. If approved, the final dividend will be paid on 26 May 2023 to all shareholders on the register at close of business on 28 April 2023. The ex-dividend date will be 27 April 2023.

Resolution 3

The directors' remuneration report is set out in the Company's Annual Financial Report 2022. In accordance with the Companies Act 2006 (the "Act"), this resolution is advisory only. The directors' remuneration policy is excluded from the resolution as it is itself the subject of resolution 4.

Resolution 4

The directors' remuneration policy was last approved by shareholders at the Company's General Meeting held on 30 December 2020. Following a review of remuneration arrangements by the Company's remuneration committee in 2022, the Company is proposing certain changes to the directors' remuneration policy applicable for the period commencing 1 January 2023, details of which are set out in the directors' remuneration report which forms part of the Company's Annual Financial Report 2022.

Resolution 5

The Company is required to appoint its auditor at each general meeting at which its annual accounts and reports are presented to shareholders. This resolution seeks the re-appointment of the Company's existing auditor, BDO LLP, to hold office until the next such meeting.

Resolution 6

In accordance with normal practice, this resolution seeks to authorise the directors to agree the remuneration of the auditor of the Company.

Resolutions 7-12

All directors are standing for re-election in accordance with what the Board considers to be best corporate governance practice. The report of the nomination committee, contained within the Company's Annual Financial Report 2022, sets out the reasons why each director's contribution is and continues to be important to the Company's long-term sustainable success.

Resolution 13

This resolution seeks to give the directors general authority, within the best practice limits set in February 2023 by The Investment Association, to issue new ordinary shares in the Company up to a maximum nominal value equal to (a) approximately one-third of the Company's issued share capital as at 24 March 2023 and (b) (only in the case of an allotment of shares made pursuant to a rights issue (pre-emptive offer)), approximately two-thirds of the current issued share capital. These authorities are being sought only for a period of up to 15 months or, if earlier, until the end of the Company's next Annual General Meeting.

Resolutions 14 and 15

Resolution 14, which is proposed as a special resolution will, if passed, disapply the statutory pre-emption provisions that otherwise restrict directors from issuing new shares other than pursuant to a rights issue. The relaxation of the statutory restriction proposed in this resolution would apply to (an increased) 10% of the Company's current issued share capital. Resolution 15, which is also proposed as a special resolution will, if passed, enable an additional 10% of the Company's current issued share capital to be issued without applying the statutory pre-emption requirements where that share issue is proposed in connection with an acquisition or capital investment.

In both cases, up to a further 2% of shares could be issued in relation to a follow-on offer in order to facilitate opportunities for the Company's wider shareholder community to participate in non-pre-emptive share issues.

Whilst the directors have no current intention to exercise the authorities proposed to be conferred by resolutions 14 and 15, it is considered prudent to continue to maintain the flexibility that these now increased authorities would provide. The powers conferred by resolutions 14 and 15 are consistent with the guidance contained in the Statement of Principles on Disapplying Pre-emption Rights published by the Financial Reporting Council's Pre-emption Group in November 2022, also supported by The Investment Association, and the powers conferred by those resolutions will be utilised in accordance with that guidance.

Explanatory notes to the resolutions continued

Resolution 16

The Board is again seeking approval for the Company to make market purchases of its own ordinary shares (subject to the limitations set out in this resolution). If approved, the Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them). The directors have no present intention to exercise this authority but, if any shares are purchased under it, the directors currently intend to hold them in treasury. No dividend or voting rights would attach to shares held in treasury. The authority will only be exercised if the directors consider that it is in the best interests of shareholders generally and, where the shares are to be cancelled, normally only if it would result in an increase in earnings per share. In accordance with institutional voting guidelines, the authority sought will expire after 15 months or, if earlier, on the conclusion of the Company's next Annual General Meeting, and is limited to up to 8,344,945 ordinary shares, which represents approximately 10% of the Company's issued share capital as at 24 March 2023.

The Company does not presently hold any treasury shares and does not have any outstanding share warrants. As at 24 March 2023, a total of 5,164,932 ordinary shares were the subject of outstanding share options, representing approximately 6.19% of the current issued share capital of the Company. If the Board exercised the authority sought by this resolution in full, those options would represent approximately 6.88% of the Company's resulting issued share capital (excluding any shares then held in treasury).

Resolution 17

The Act, as amended by the Companies (Shareholders' Rights) Regulations 2009, provides that a company may call a general meeting (other than an Annual General Meeting) on not less than 14 clear days' notice provided the Company has first obtained shareholder approval, which this resolution seeks, and meets the requirements for electronic voting imposed by those regulations. If this resolution is passed, the Company will need to meet the requirements for electronic voting before a meeting is called on less than 21 clear days' notice. In accordance with institutional voting guidelines, the shorter notice would not be used as a matter of routine for such meetings, but would only be used in limited and time-sensitive circumstances where the additional flexibility afforded is merited by the business of the meeting and is to the advantage of shareholders as a whole. The approval will only be effective until the conclusion of the Company's next Annual General Meeting, when it is currently intended that a similar resolution would be proposed in order to renew this authority.

Shareholder information

- (a) Members are legally 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 Chair) and give your instructions directly to them. A shareholder may, in addition, 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.
- (b) 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) to the Company's Registrar, Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA. As an alternative, members can appoint a proxy electronically by authenticated email (attaching the documents referred to above) sent to proxyvotes@equiniti.com and stating "Gresham AGM" in the subject line of the email. In either case, the form should be returned so as to arrive no later than 10.00 a.m. on 19 May 2023 (being 48 hours before the time fixed for the meeting, excluding non-working days). Completion and return of a proxy form will not preclude a member from subsequently attending the meeting and voting in person although in that event, any proxy appointment by that member would automatically be terminated unless the Company were notified otherwise upon their arrival at the meeting. 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).
- (c) 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.
- (d) 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 & International 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 Equiniti (ID RA19) by 10.00 a.m. on 19 May 2023. 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.
- (e) CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International 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.
- (f) The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- (g) Institutional investors are also able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed to by the Company and also approved by Equiniti. For further information regarding Proxymity, please go to www.proxymity.io. In order to be considered valid, all such electronic proxies must be lodged by 10.00 a.m. on 19 May 2023. Before any institutional shareholder appoints a proxy via this process, it will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as they will govern the related electronic appointment of proxies and relevant shareholders will be bound by them accordingly.
- (h) 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 (a) does not apply to Nominated Persons. The rights described in that note can only be exercised by members of the Company.

Shareholder information continued

- (i) 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 19 May 2023 (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 working 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.
- (j) The latest practicable date prior to the publication of this notice is 24 March 2023. References in this document to such date should be interpreted accordingly.
- (k) As at 24 March 2023, the Company's issued share capital comprised 83,449,458 ordinary shares of 5 pence each. Each ordinary share carries one vote and the total voting rights in the Company as at 24 March 2023 are, therefore, 83,449,458.
- (l) The directors' service agreements and letters of appointment are available for inspection at the Company's registered office during normal office hours prior to the meeting and until its conclusion.
- (m) Information regarding the meeting, including the information required by section 311A of the Act, is available from www.greshamtech.com/invest-in-us under the Shareholder Documents section of that page. All resolutions proposed at the meeting will be decided by a poll. This is a more transparent method of voting and means the votes of all shareholders, including those who cannot attend the meeting but who submit a proxy form, are counted. 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.
- (n) 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.
- (o) Pursuant to sections 527 to 531 of the Act, where requested by a member or members meeting the threshold requirements set out in note (p) below, the Company must publish on its website a statement setting out any matter that such member(s) propose to raise at the meeting relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting. Where the Company is required to publish such a statement on its website, it may not require the member(s) making the request to pay any expenses incurred by the Company in complying with the request; it must forward the statement to the Company's auditor no later than the time the statement is made available on the Company's website; and the statement may be dealt with as part of the business of the meeting. The request may be in hard copy form or in electronic form and sent in accordance with note (q) below; must either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported; must be authenticated by the person or persons making it; and must be received by the Company at least one week before the meeting.
- (p) In order to be able to exercise the members' right to require the Company to publish audit concerns, the relevant request must be made by a member or members having a right to vote at the meeting and holding at least 5% of the total voting rights of the Company, or at least 100 members having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital.
- (q) Where a member or members wish to request the Company to publish audit concerns, such request must be made in writing either by letter signed by the member and stating its full name and address, and sent to the Company Secretary at Aldermary House, 10-15 Queen Street, London EC4N 1TX, or by authenticated email stating the full name and address of the member and sent to investorrelations@greshamtech.com. Please state "AGM" in the subject line of the email.
- (r) A reference to "authenticated" in these notes in relation to sending any correspondence to the Company is a requirement that such correspondence, if sent in hard copy form, is signed by the person(s) purporting to send it and, if sent by electronic means, states or includes the identity of the sender(s) and which the Company has no reason to doubt the truth of.



Aldermay House
10-15 Queen Street
London EC4N 1TX

investorrelations@greshamtech.com
www.greshamtech.com