

2 May 2019

Gresham Technologies plc

Resolutions Passed at Annual General Meeting 2 May 2019

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 put to the vote by a show of hands of the shareholders present in person, or represented by proxy, at the meeting.

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 2018.
2. To declare a final dividend of 0.5 pence per ordinary share of the Company in respect of the year ended 31 December 2018.
3. To approve the Directors’ Remuneration Report (excluding the remuneration policy) for the year ended 31 December 2018.
4. To approve the Directors’ remuneration policy applicable for the period commencing 1 January 2019, the full text of which is contained within the Directors’ Remuneration Report.
5. To reappoint 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 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 participation of the Executive Directors of the Company, subject to the Directors’ remuneration policy from time to time, in the Gresham Technologies plc Deferred Share Bonus Plan (“**DSBP**”), the principal features of which were described in the Company’s circular to shareholders dated 22 November 2017, and to authorise the Board to make such changes to the rules of the DSBP as may be necessary to permit its operation in accordance with such policy.
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 up to an aggregate nominal amount of £1,134,823. 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 2020, 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

14. 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 13 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; or
 - b. the allotment of equity securities up to an aggregate nominal amount of £170,223 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 2020, 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 6,808,943;
 - 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 2020 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 2020.

Proxy Votes

Annual General Meeting 2 May 2019

The following are the proxy votes lodged in advance of the Annual General Meeting of the Company held on 2 May 2019 in respect of resolutions proposed at the meeting and passed on a show of hands.

| No. | Resolution | For | Against | Discretionary | % For and Discretionary | Withheld |
|-----|---------------------------|------------|---------|---------------|-------------------------|----------|
| 01 | Report & Accounts | 41,313,770 | 0 | 9,216 | 100.00% | 0 |
| 02 | Final dividend | 41,313,770 | 0 | 9,216 | 100.00% | 0 |
| 03 | Remuneration Report | 41,306,380 | 4,197 | 9,216 | 99.99% | 3,193 |
| 04 | Remuneration policy | 41,306,380 | 4,197 | 9,216 | 99.99% | 3,193 |
| 05 | Reappoint auditor | 41,310,577 | 0 | 9,216 | 100.00% | 3,193 |
| 06 | Remuneration of auditor | 41,310,770 | 0 | 9,216 | 100.00% | 3,000 |
| 07 | Ken Archer | 41,180,093 | 0 | 9,216 | 100.00% | 133,677 |
| 08 | Imogen Joss | 41,313,132 | 638 | 9,216 | 100.00% | 0 |
| 09 | Andrew Balchin | 41,313,577 | 0 | 9,216 | 100.00% | 193 |
| 10 | Ian Manocha | 41,313,577 | 0 | 9,216 | 100.00% | 193 |
| 11 | Thomas Mullan | 41,313,577 | 0 | 9,216 | 100.00% | 193 |
| 12 | Deferred Share Bonus Plan | 41,294,939 | 1,138 | 9,216 | 100.00% | 17,693 |
| 13 | Allot shares | 41,298,439 | 638 | 9,216 | 100.00% | 14,693 |
| 14 | Pre-emption rights | 41,297,939 | 1,138 | 9,216 | 100.00% | 14,693 |
| 15 | Market purchases | 41,312,939 | 638 | 9,216 | 100.00% | 193 |
| 16 | 14 days' notice | 41,313,770 | 0 | 9,216 | 100.00% | 0 |

Notes

The full text of each of the resolutions is contained in the Notice of Annual General Meeting dated 27 March 2019 which is available on the Company's website at www.greshamtech.com.

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 the resolution.

The issued share capital of the Company as at 30 April 2019 was 68,161,937 ordinary shares of 5p each.

Enquiries

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Note to editors

Gresham Technologies plc is a leading software and services company that specialises in providing real-time data integrity and control solutions. 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, all of whom are served locally from offices located in Europe, North America and Asia Pacific.

Gresham's award-winning Clareti software platform has been designed to provide financial institutions with complete certainty in their data processing. Clareti is a highly flexible and fully scalable platform for ensuring the integrity of data across an enterprise. It is designed to address today's most challenging financial control, risk management, data governance and regulatory compliance problems.