

Notice of Annual General Meeting

Gresham Technologies plc

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

Notice of the Annual General Meeting of Gresham Technologies plc to be held at the offices of N+1 Singer Capital Markets Limited, One Bartholomew Lane, London EC2N 2AX, at 11.00 am on Thursday 2 May 2019.

A proxy form for use in relation to the meeting is enclosed. Whether or not you intend to be present at the meeting, you are requested to complete, sign and return the proxy form in accordance with the instructions printed on it to Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA as soon as possible but, in any event, so as to be received by no later than 11.00 am on Tuesday 30 April 2019.

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.

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, 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	27 March 2019
Latest time and date for receipt of proxy forms	11.00 am on 30 April 2019
Annual General Meeting	11.00 am on 2 May 2019

Notice of Annual General Meeting 2019

Notice is hereby given that the Annual General Meeting of Gresham Technologies plc (the "Company") will be held at the offices of N+1 Singer Capital Markets Limited, One Bartholomew Lane, London EC2N 2AX, at 11.00 am on Thursday 2 May 2019 for the following purposes:

Ordinary business

To consider and, if thought fit, pass the following resolutions 1 to 11 (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 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.

Special business

To consider and, if thought fit, pass the following resolutions of which resolutions 12 and 13 will be proposed as ordinary resolutions and resolutions 14 to 16 (inclusive) will be proposed as special resolutions:

Ordinary resolutions

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.

Notice of Annual General Meeting 2019 continued

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.

By order of the Board

Jonathan Cathie
Company Secretary
27 March 2019

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 0.33% of the Company's issued share capital as at 15 March 2019.

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 2018.

Resolution 2

A final dividend of 0.5 pence per ordinary share is proposed to be declared for the year ended 31 December 2018. If approved, the final dividend will be paid on 16 May 2019 to all shareholders on the register at close of business on 5 April 2019. The ex-dividend date will be 4 April 2019.

Resolution 3

The Directors' Remuneration Report is set out in the Company's Annual Financial Report 2018. In accordance with the Companies Act 2006, this resolution is advisory only. The Directors' remuneration policy is excluded from the resolution as it is the subject of resolution 4.

Resolution 4

The Directors' remuneration policy was last approved by shareholders at the Company's Annual General Meeting held in 2017 and would not ordinarily be subject to further consideration and approval until the Annual General Meeting to be held in 2020. However, following a review of remuneration arrangements by the Company's remuneration committee in 2018, the Company is proposing certain changes to the Directors' remuneration policy applicable for the period commencing 1 January 2019, as set out in the Directors' Remuneration Report which forms part of the Company's Annual Financial Report 2018. The changes proposed include the participation of Executive Directors in the Company's Deferred Share Bonus Plan, which is the subject of resolution 12.

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 reappointment 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.

Resolution 7–11

In accordance with the Corporate Governance Code 2018, which applies to the Company's financial year commencing 1 January 2019, all Directors are now subject to annual re-election. The Report of the Nomination Committee, contained within the Company's Annual Financial Report 2018, sets out the reasons why each Director's contribution is and continues to be important to the Company's long-term sustainable success. It also explains why Ken Archer is proposed to remain in post, notwithstanding that he has been a Director for over nine years. Accordingly, all Directors are standing for re-election.

Resolution 12

Adoption of the Company's Deferred Share Bonus Plan ("DSBP") was approved by shareholders at a general meeting held on 11 December 2017 and is currently in operation for employees of the Gresham Group generally. However, Executive Directors of the Company are not eligible to participate in the DSBP without further shareholder approval in general meeting. The principal terms of the DSBP were described in the Company's circular dated 22 November 2017. This resolution seeks to authorise the Executive Directors' participation in the DSBP in accordance with and subject to the terms of the revised Directors' remuneration policy, which is the subject of resolution 4.

In order to implement the long-term share incentive arrangements set out in the revised remuneration policy, it is also necessary to amend the rules of the DSBP ("Rules") themselves to increase the maximum permissible award of matching shares from 100% to 200% of base salary in any financial year. Whilst such an award will only be attainable in the event that a maximum annual bonus is earned by a Director and exceptional long-term growth and returns are achieved over the subsequent three years, this amendment to the Rules is necessary to enable the Company (if appropriate) to grant conditional awards up to this level under the DSBP.

Resolution 13

This resolution seeks to give the Directors general authority to allot ordinary shares in the Company up to a maximum nominal value of £1,134,823, being approximately one-third of the Company's issued share capital as at 15 March 2019. This authority is being sought only for a period of up to 15 months or, if earlier, until the end of the next Annual General Meeting.

Explanatory notes to the resolutions continued

Resolution 14

This resolution seeks to renew the authority conferred on the Directors at last year's Annual General Meeting to issue equity securities for cash pursuant to the authority sought under resolution 13 either (i) in connection with a rights issue, open offer or other pre-emptive offer to shareholders subject (as is customary) to any exclusions or other arrangements, such as for fractional entitlements and overseas shareholders, as the Directors consider necessary or (ii) without application of the pre-emption rights provided by section 561 of the Companies Act 2006 (for example, in connection with a placing of new ordinary shares), in each case on a limited basis and for a period of 15 months or, if earlier, until the end of the next Annual General Meeting. The power sought in respect of the disapplication of pre-emption rights is limited to the issue for cash of shares having a maximum aggregate nominal value of £170,223, representing approximately 5% of the issued share capital of the Company as at 15 March 2019.

Whilst the Directors have no current intention to exercise the authorities proposed to be conferred by resolutions 13 and 14, it is considered prudent to maintain the flexibility that these authorities provide. The Directors do not intend to issue more than 7.5% of the issued share capital of the Company for cash on a non pre-emptive basis in any rolling three-year period other than in the circumstances envisaged 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.

Resolution 15

The Board is 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 next Annual General Meeting, and is limited to up to 6,808,943 ordinary shares, which represents just under 10% of the Company's issued share capital as at 15 March 2019. The Company does not presently hold any treasury shares and does not have any outstanding share warrants. As at 15 March 2019, a total of 4,740,021 ordinary shares were the subject of outstanding share options, representing approximately 6.96% 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 7.73% of the Company's resulting issued share capital (excluding any shares then held in treasury).

Resolution 16

The Companies Act 2006, 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 will be proposed in order to renew this authority.

Shareholder notes

- (a) Members are 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 Chairman) and give your instructions directly to them. A shareholder may 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. To appoint more than one proxy, you may photocopy the proxy form. Please indicate the proxy holder's names and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the total number of shares held by you).
- (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 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 48 hours before the time fixed for the meeting. Completion and return of a proxy form does not preclude a member from subsequently attending the meeting and voting in person although, in that event, any proxy appointment will automatically be terminated. 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 & Ireland 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 the Registrar, Equiniti (ID RA19) by 11.00 am on 30 April 2019. 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 & Ireland 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 as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- (g) 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.
- (h) 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 pm on 30 April 2019 (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 pm two 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.

Shareholder notes continued

- (i) The latest practicable date prior to the publication of this notice is 15 March 2019. References in this document to such date should be interpreted accordingly.
- (j) As at 15 March 2019, the Company's issued share capital consisted of 68,089,437 ordinary shares of 5 pence each. Each ordinary share carries one vote and the total voting rights in the Company as at 15 March 2019 are, therefore, 68,089,437.
- (k) The Directors' service agreements and letters of appointment together with the Rules of the Gresham Technologies plc Deferred Share Bonus Plan and the further changes proposed to be made to those rules are available for inspection at the Company's registered office during normal office hours until the day of the meeting, when they will be available at One Bartholomew Lane, London EC2N 2AX from 15 minutes prior to the meeting until its conclusion.
- (l) Information regarding the meeting, including the information required by section 311A of the Act, is available from www.greshamtech.com. 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.
- (m) 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.
- (n) Pursuant to sections 527 to 531 of the Act, where requested by a member or members meeting the threshold requirements set out in note (o) 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 (p) 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.
- (o) 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.
- (p) 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 Aldermay 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.
- (q) 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 the Company has no reason to doubt the truth of that statement.