

Gresham Computing plc

(Incorporated and registered in England and Wales under number 1072032)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Gresham Computing plc (the **Company**) will be held at the offices of KBC Peel Hunt Ltd, 4th Floor, 111 Old Broad Street, London EC2N 1PH on 29 June 2007 at 10.00a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY BUSINESS

Ordinary Resolutions

1. To consider and, if thought appropriate, to approve the Company's financial statements and the reports of the directors and auditors for the year ended 31 December 2006.
2. To consider and, if thought appropriate, to approve the directors' remuneration report for the year ended 31 December 2006.
3. To re-appoint Ernst & Young LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before members and to authorise the directors to fix their remuneration.
4. To re-elect JE Aves being a director having reached the age of 70.
5. To re-elect CM Errington as a director following his retirement by rotation.
6. To re-elect AM Howarth as a director following his retirement by rotation.
7. To re-elect AJS Walton-Green as a director following his retirement by rotation.

SPECIAL BUSINESS

Ordinary Resolutions

1. To:
 - (a) approve the adoption of the Gresham Computing plc 2007 Executive Option Plan (the **Plan**), the main features of which are summarised in the appendix to the letter from the Chairman of the same date as this notice and the rules of which will be produced to the meeting and signed by the Chairman for the purposes of identification;
 - (b) authorise the directors to do all such acts and things as they may consider necessary or expedient to carry the Plan into effect and to vote and be counted in the quorum on any matter connected with the Plan, notwithstanding that they may be interested in the same and that the provisions of the Articles of Association of the Company be relaxed accordingly to that extent (except that no director may be counted in a quorum or vote in respect of his own participation); and
 - (c) authorise the directors if deemed necessary to establish further plans for employees in jurisdictions outside the United Kingdom which are based on the Plan but modified to take account of local taxation, securities laws and other regulations applying in that jurisdiction provided that all shares allocated under such further plans will count against the individual and overall limits set out in the Plan.
2. To authorise the directors, in addition to any authority previously conferred on them, generally and unconditionally pursuant to section 80(1) of the Companies Act 1985 (the **Act**) to exercise all the powers of the Company to allot relevant securities (as defined in sub-section 80(2)) up to an aggregate nominal amount of £839,181 during the period commencing on the date of the passing of this resolution and ending on the earlier of 1 August 2008 and the close of the next Annual General Meeting, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after the date of expiry of this authority and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

BUSINESS REPLY SERVICE
Licence No. SO3156

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